



EIT Urban Mobility

CODE OF GOOD CONDUCT

including a

POLICY ON CONFLICTS OF INTEREST

Approved by the General Assembly of the Association on 25 June 2026

1. Introduction

For the purpose of this Code, “**EIT Urban Mobility**” refers to the EIT Urban Mobility Association, the EIT KIC Urban Mobility S.L.U (“KIC LE”), its Co-Location Centres (the “Innovation Hubs” or “CLCs”), and any other legal entities fully owned or otherwise controlled by the KIC LE. EIT Urban Mobility aims to encourage positive changes in the way people move around cities in order to make them more liveable places by creating systemic solutions that will move more people around the city more efficiently and free up public space, bringing all key players in urban mobility together to avoid fragmentation, and engaging cities and citizens from the beginning, giving them the opportunity to become true agents of change.

EIT Urban Mobility operates as an institutionalised European partnership which aims to contribute to European Union sustainable economic growth and competitiveness by reinforcing the innovation capacity of all Member States and the Union and in order to address major challenges faced by society. EIT Urban Mobility does so by bringing together the actors of the knowledge triangle (research and innovation, education and business) in a thematically focused innovation ecosystem. EIT Urban Mobility runs the knowledge triangle activities, carries out outreach activities, ensures the dissemination of results, and promotes synergies and complementarities — thereby strengthens the innovation ecosystem in an open and transparent manner.

EIT Urban Mobility aims to carry out its activities by meeting the good governance principles of the European Institute of Innovation and Technology (“EIT”), established by Regulation (EC) N° 294/2008 of the European Parliament and of the Council of 11 March 2008 or the regulation that may substitute it.

EIT Urban Mobility aims to maintain and develop a relationship of trust in the areas it operates, especially with those individuals, groups or institutions whose contribution is essential to make EIT Urban Mobility mission a reality or who have, in any way, an interest in that mission or in achieving its goals.

Ethical behaviour promotes and encourages the relationship of trust between EIT Urban Mobility and its stakeholders.

Good reputation is an essential intangible resource. A good reputation in external relations favours research, education, business, collaboration and investments, partnership loyalty, attracting the best human resources and supplier confidence while in internal relations, it helps to make and implement decisions without conflict and to organise work without bureaucratic controls or excessive use of authority.

To this end, EIT Urban Mobility adopts this Code of Good Conduct (hereinafter, the “Code”) and its Annex I, including a conflict of interest policy (“Conflict of Interest Policy”), following article 19 of its internal by-laws.

The Supervisory Board shall adopt and implement measures to detect and prevent fraud and irregularities within EIT Urban Mobility, in line with the Anti-Fraud Strategy and action plan, as required in the Partnership Agreement.

2. General principles

The following general principles shall govern in all EIT Urban Mobility's activities:

- EIT Urban Mobility is committed to upholding the **values of the European Union, fundamental rights, and the principles recognized by the Charter of Fundamental Rights of the European Union**, as well as aligning with relevant EU policy objectives.
- As a large-scale ecosystem, EIT Urban Mobility shall promote and practise **cooperation** within the KIC, with the EIT, other EU institutions, national public organisations and stakeholders with the EIT and other stakeholders.
- EIT Urban Mobility's action is based on the ethical principles of **integrity, honesty and transparency**, maintaining at all times behaviour based on **good faith**.
- EIT Urban Mobility complies with the **legal regulations applicable** in each of the countries in which EIT Urban Mobility is present and in accordance with the internal regulations of EIT Urban Mobility, including, in particular, EU and EIT legal acts, the Partnership Agreement and the Grant Agreements.
- EIT Urban Mobility values the **contribution, thoughts, ideas, differences and diversity** that others bring and show the utmost respect for all the involved people and stakeholders.
- EIT Urban Mobility believes in **teamwork**. EIT Urban Mobility aims to make a unique contribution to the business and work together to achieve common goals, helping others along the way and striving for high levels of performance.
- EIT Urban Mobility values **innovation**. EIT Urban Mobility encourages their employees to do things better or differently in order to deliver greater value to stakeholders and to achieve more effective and efficient processes and systems.
- EIT Urban Mobility encourages **quality and excellence**. EIT Urban Mobility's practices, processes and systems are designed to achieve quality results that exceed the expectations. EIT Urban Mobility works to the highest standards in its activities and holds others accountable for achieving the same standards of excellence.
- EIT Urban Mobility guarantees the **confidentiality** of the information when applicable and refrain from searching for reserved data, except in the case of express authorisation and in accordance with the legal regulations in force.
- In conducting any activity, situations where the parties involved in the transactions are, or may appear to be, in a **conflict of interest must be avoided**.
- EIT Urban Mobility's employees are an indispensable factor for success. For this reason, EIT Urban Mobility **protects and promotes the value of our human resources** in order to improve and increase the skills and competitiveness of each employee.
- EIT Urban Mobility guarantees **equal opportunities and do not discriminate** any employee nor

stakeholder.

- EIT Urban Mobility employees, board members, and members of the management, supervisory and decision-making bodies commit to the **objectives, goals, and mission of the EIT and the KIC**, as outlined in the KIC's statutory documents and Strategic Agenda. They shall act in support of the KIC's overall success, dedicating their expertise to fostering innovation, collaboration, and knowledge exchange within the KIC.
- The environment is a primary good that we are committed to protect; to this end, we program our activities looking for a balance between economic initiatives, **sustainability** and the essential environmental needs, taking into account at all times the rights of future generations.
- EIT Urban Mobility ensures **financial accountability** by strict scrutiny of financial transactions, proper recording and reporting, internal controls, adoption of and adherence to the EIT Urban Mobility's Anti-Fraud Strategy and action plan.
- EIT Urban Mobility meets fundamental responsibilities in the areas of **human rights, labour, environmental and anti-corruption**. Responsible businesses enact the same values and principles wherever they have a presence and know that good practices in one area do not offset harm in another. To this end, EIT Urban Mobility incorporates the Ten Principles of the UN Global Compact into its strategies, policies and procedures by adhering itself and in full to them. In particular, the Ten Principles of the United Nations Global Compact are derived from: the Universal Declaration of Human Rights, the International Labour Organization's Declaration on Fundamental Principles and Rights at Work, the Rio Declaration on Environment and Development, and the United Nations Convention Against Corruption.

The summarised Ten Principles of the UN Global Compact¹ are the following:

Human Rights

Principle 1: Businesses should support and respect the protection of internationally proclaimed human rights; and

Principle 2: make sure that they are not complicit in human rights abuses.

Labour

Principle 3: Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining.

Principle 4: the elimination of all forms of forced and compulsory labour.

Principle 5: the effective abolition of child labour; and

Principle 6: the elimination of discrimination in respect of employment and occupation.

Environment

¹ Fully available at UN website <https://www.unglobalcompact.org/what-is-gc/mission/principles>

Principle 7: Businesses should support a precautionary approach to environmental challenges.

Principle 8: undertake initiatives to promote greater environmental responsibility; and

Principle 9: encourage the development and diffusion of environmentally friendly technologies.

Anti-Corruption

Principle 10: Businesses should work against corruption in all its forms, including extortion and bribery.

3. Application of this Code to EIT Urban Mobility “Involved Parties”

This Code is applicable and enforceable to all individuals or entities who belong to the governing, supervisory, management or advisory or decision-making bodies of EIT Urban Mobility and its staff members. These individuals are collectively referred to in this Code as “Involved Parties”.

External entities - such as Association members, KIC partner organisations, recipients of financial support to third parties, external consultants, experts, suppliers and any other entity involved in KIC activities - and their staff, shall adhere to the general principles laid down in this Code when participating in, managing or coordinating KIC activities. Such adherence shall be ensured through the relevant agreements.

4. Standards of Conduct

4.1 Standards of conduct to be followed in any kind of situation by any kind of Involved Parties

4.1.1 Impartiality and Independency

When taking decisions, EIT Urban Mobility Involved Parties shall ensure that they shall always act taking into account the scope of their mandate and/or function and/or position in an independent and impartial way and shall refrain from any preferential treatment.

EIT Urban Mobility Involved Parties shall refrain from acting solely in the individual interests of individual EIT Urban Mobility partners or other stakeholders. The conduct of EIT Urban Mobility Involved Parties shall never be guided by personal interest or political pressure.

The EIT Urban Mobility Involved Parties must avoid any actions or transactions that may harm the interests of EIT Urban Mobility. In the event of conflicts of interests, they shall act as pursuant to the Conflicts of Interest Policy attached to this Code.

4.1.2 Objectivity

When taking decisions in all matters related with the EIT Urban Mobility, EIT Urban Mobility

Involved Parties shall take into consideration the factors relevant for the decision at stake and give each of them its proper weight in the decision, whilst excluding any irrelevant element from consideration.

4.1.3 Information

EIT Urban Mobility Involved Parties shall provide and share in a timely manner information with the Supervisory Board of EIT Urban Mobility and to the CEO and CFO, unless this information is deemed as confidential, including trade secrets. Such information should be reasonably accurate and complete.

When sharing information, EIT Urban Mobility Involved Parties shall respect the confidentiality provisions of the legally binding agreements except when authorized or otherwise legally obligated to disclose. Thus, EIT Urban Mobility Involved Parties will provide in a timely manner the necessary information to KIC partners for the performance of their duties and tasks (a.o. in the context of the execution of the business plan of the EIT Urban Mobility) but will not share any confidential information from EIT UM or any third parties.

Confidential information acquired in the course of execution of one's duty for EIT Urban Mobility will not be used for personal advantage. When communicating on a matter on which a competent body of EIT Urban Mobility has taken a position, the EIT Urban Mobility Involved Parties shall represent the adopted views of the EIT Urban Mobility competent body.

4.1.4 Transparency and accountability

EIT Urban Mobility Involved Parties must act in a transparent manner and be ready to justify the reasons for particular actions and the context in which they have been taken, provided that this information is not confidential or could damage the interests of the EIT Urban Mobility. EIT Urban Mobility Involved Parties shall ensure the use of KIC assets exclusively for the business purposes of the KIC. EIT Urban Mobility shall publish the content requested by virtue of the EIT Partnership Agreement.

EIT Urban Mobility shall implement the necessary actions:

- To implement clear processes for filing complaints, requests for review and information requests (in particular in the key areas such as KAVA/project selection, RIS hub selection, grant allocation, recruitment procedure, procurement), preferably by means of directly accessible channels on the KIC website;
- To ensure absence of conflict of interest when handling complaints and requests for review, i.e. that such requests are handled by persons not having participated in the processes and decisions concerned;
- To publish the rules for handling such requests and complaints on the KIC website, including the relevant deadlines, and information on the protection of personal and sensitive data in this context;
- To provide written, motivated response to all complaints within a specific timeframe, allowing for an efficient and speedy handling of the cases, and inform the EIT thereof upon request;
- To provide written, complete response to all information requests within a specific

timeframe, allowing for an efficient and speedy handling of request, including, if appropriate, guidance on where to obtain further information;

- Maintain registers of complaints and information requests, and make them accessible to the EIT upon request with due regard to GDPR requirements;
- Effectively cooperate with the EIT and other EU institutions in the case of complaints, information or access to document requests filed with the EIT or other EU institutions concerning KIC activities.

The Compliance Program approved by the Supervisory Board must include concrete requirements ensuring accountability, which shall include requirements for maintaining records.

4.1.5 Lawfulness

EIT Urban Mobility Involved Parties shall act according to law and apply the rules and procedures laid down in applicable law, rules and internal regulations, avoiding fraud, bribery, corruption or the facilitation of undue advantages.

In particular, they will comply with privacy and information security laws and regulatory requirements such as but not limited to the Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data when personal information is collected, stored, processed, transmitted, and shared. EIT Urban Mobility shall protect personal data in line with GDPR that includes (but not limited to) the following obligations:

- to provide data subjects with privacy statements when the EIT Urban Mobility or the entities participating in KIC activities handle the data of natural persons, in particular informing data subjects on contact details of Data Controller, the types of data that are being processed, the purpose of processing, the ground of processing, the rights of data subjects and means of their exercising, etc.;
- to ensure that data subjects can exercise their rights properly;
- to include the data protection requirements in the contractual relations of the EIT Urban Mobility and entities participating in KIC activities;
- to establish internal rules outlining the retention periods for different types of data and responsibilities of data controllers on the elimination of data;
- to set up the necessary technical and security measures preventing the data breaches.

4.1.6 Principle of non-discrimination

EIT Urban Mobility Involved Parties shall avoid any unjustified discrimination between individuals, for example based on nationality, sex, racial or ethnic origin, religion or belief, disability, age, residence or sexual orientation.

In taking decisions, EIT Urban Mobility Involved Parties shall ensure that the principle of equality of treatment is respected. Anybody who is in the same situation shall be treated in an equal

manner.

4.1.7 No Improper Advantage

Bribes or other means of obtaining undue or improper advantage are not to be promised, offered, authorized, given or accepted. This prohibition covers promising, offering, authorizing, giving or accepting anything of value to or from any third party, including national or European government officials, either directly or indirectly through a third party, in order to obtain or retain certain subsidies, approvals or authorizations, or an exemption from certain legal or contractual obligations.

EIT Urban Mobility Involved Parties shall not commit or participate in any fraudulent acts. EIT Urban Mobility Involved Parties shall immediately report any fraudulent acts by others concerning EIT Urban Mobility that comes to their knowledge, following Section 5.

4.1.8 Professionalism - Fairness

EIT Urban Mobility Involved Parties must conduct themselves in such a way as to maintain the integrity of and public confidence in EIT Urban Mobility. They shall always act in a professional manner, fairly, with dignity and in good faith. They shall maintain skills important and relevant to the EIT Urban Mobility's needs. Individuals shall be treated with due respect, dignity and impartiality, regardless of their position. In a multicultural workplace, mutual respect and tolerance of differences are essential ingredients of any good working relationship, which involves:

- Teamwork: working together to achieve common goals.
- Polite and clear communication: engaging colleagues by showing respect and encouraging efficiency through clarity of instructions.
- Conflict resolution: finding workable solutions through better mutual understanding.

4.1.9 Conflict of interests

All EIT Urban Mobility Involved Parties will strive to avoid any conflict of interest between the interests of EIT Urban Mobility on the one hand, and personal, professional, and business interests on the other. This includes avoiding actual conflicts of interest as well as the perception of conflicts of interest.

Annex I to this Code includes the Conflict of Interest Policy that EIT Urban Mobility Staff (as defined in section 4.2) and EIT Urban Mobility's Supervisory Board members must follow.

4.2. *Relations with EIT Urban Mobility's Staff*

For the purpose of this Code, "EIT Urban Mobility Staff" shall mean persons employed under a labour contract and experts and natural persons contractually hired by EIT Urban Mobility.

4.2.1 General responsibilities

EIT Urban Mobility promotes a work environment that is compatible with personal development and respects the private life of its employees and the activities that they carry out outside the scope and hours of work, provided that these activities do not negatively affect the good name, brand or image of EIT Urban Mobility, the professional development of the employee or generate a conflict

of interest.

The relationship between EIT Urban Mobility and its EIT Urban Mobility Staff is based on loyalty and fidelity according to the following basic models of conduct:

- Avoiding attitudes that could be considered, directly or indirectly, a harassment.
- Avoiding activities that could be considered, directly or indirectly, illegal or corrupt.
- Safeguarding passwords, access cards and other methods of access to information systems, being the employees responsible for its negligence misuse.
- Treating others with respect and consideration and having a positive attitude towards them.
- Admitting mistakes with transparency and humility.
- Accepting constructive criticism (opinions) at all levels of the organization and asking for or proposing alternative solutions.

4.2.2 EIT Urban Mobility's employees selection process

The evaluation of EIT Urban Mobility' specifically employees (under a labour contract) shall be carried out following the EIT UM internal Recruitment Policy, considering whether the profiles of the candidates correspond to the expected ones and the different organisational needs, respecting the principle of equal opportunities for all the interested subjects.

The information requested will only be used to check the aspects linked to the professional profile or psychological aptitude, respecting at all times the private sphere and the opinions of the candidate. EIT Urban Mobility, in accordance with the information at its disposal, must implement the appropriate measures to avoid favouritism, nepotism or forms of patronage in the selection and contracting phases.

4.2.3 Good judgement and common sense

Ethical principles and standards required of EIT Urban Mobility Staff include the exercise of good judgement and common sense in relationship with hierarchy, other members of staff and external stakeholders.

4.3. *Relations with EIT Urban Mobility' partners*

When dealing with EIT Urban Mobility partners, EIT Urban Mobility Involved Parties must follow the principles of openness and transparency, courtesy, helpfulness and efficiency as well as the following standards.

- Lawfulness: EIT Urban Mobility Involved Parties must act in accordance with the law and apply the rules and procedures laid down in applicable legislation.
- Non-discrimination and equal treatment: EIT Urban Mobility Involved Parties must respect the principles of non-discrimination and, in particular, guarantee equal treatment for partners and other stakeholders irrespective of nationality, gender, racial or ethnic origin, religion or beliefs, disability, age or sexual orientation.
- Proportionality: EIT Urban Mobility Involved Parties must ensure that the measures taken are proportional to the aim pursued.

- Consistency: EIT Urban Mobility Involved Parties must be consistent in their behaviour and follow EIT Urban Mobility normal practice. Any exceptions to this principle must be duly justified.
- Objectivity and impartiality: EIT Urban Mobility Involved Parties must always act objectively and impartially, in the community interest and for the public good. They should act independently within the framework of the policy fixed by EIT Urban Mobility and their conduct must never be guided by personal or national interest or political pressure.
- Openness: EIT Urban Mobility Involved Parties must act with openness and follow the provisions of the Strategic Agenda.
- Clarity: clear and simple, formulated in terms as close as possible to those used by the interlocutors (for example, for customers belonging to the general public, avoiding clauses that are only understandable to experts).

4.4 Relations with public authorities

Due to the nature of the activities carried out by EIT Urban Mobility, EIT Urban Mobility base its relations with the national and international public sector on the principles of transparency and equal opportunities, and rule out any action aimed to gain an advantage over competitors, when it is based on any act contrary to the applicable legislation.

Cooperation with the public authorities will at all times comply scrupulously with their resolutions in accordance to the applicable laws.

EIT Urban Mobility shall ensure cooperation with the Anti-Fraud Office (OLAF) within the context of anti-fraud activities. The cooperation with European Anti-Fraud Office (OLAF) within the context of anti-fraud activities shall take into account:

- Reporting via OLAF: any cases of suspected fraud, corruption or misconduct activities reported to the Compliance Officer and identified as such, he/she may be report via different reporting channels: internal (e.g. anti-fraud contact point and/or management following internal policies) and external (directly to OLAF).
- Cooperation: SB members/KIC employees shall be obliged to cooperate with the European Anti-Fraud Office (OLAF) in case of suspected fraud, corruption or misconduct.

4.5 Relations with public community

EIT Urban Mobility participates in the protection of the environment by minimizing the negative environmental impact of its activity and promoting the sustainable use of natural resources.

EIT Urban Mobility's programmes support its vision of creating more liveable urban spaces. By fostering innovation and transformation, EIT Urban Mobility can improve people's quality of life, decarbonise mobility and make Europe's economy more sustainable.

Moreover, EIT Urban Mobility aims to create an innovation community to educate and inspire mobility solutions for 21st century cities. EIT Urban Mobility aims to avoid fragmentation by encouraging all urban mobility players to work together — with cities and citizens at its heart — and increase social inclusion and equality.

EIT Urban Mobility must comply with all environmental legislation, rules and regulations applicable in all countries where EIT Urban Mobility promotes or carries out research, business and educational activities, as well as EIT Urban Mobility's environmental and operational policies and procedures, if approved.

5. Non-compliance of this Code of Conduct

EIT Urban Mobility Involved Parties shall notify any action or omission against this Code throughout the EIT Urban Mobility Whistleblowing Channel. In such formal channel, any EIT Urban Mobility Involved Parties will be able to:

- Consult any doubts regarding the interpretation of this Code, its implementing regulations and the applicable legislation and internal regulations.
- Report breaches of this Code, its implementing regulations and the applicable legislation and internal regulations.

The EIT Urban Mobility Whistleblowing Channel is available at www.eiturbanmobility.eu.

6. EIT Urban Mobility's Code distribution

The Code of Good Conduct and its Annex I (Conflict of Interest Policy) or any of its amendments shall be applicable to all EIT Urban Mobility Involved Parties from the moment of its approval by the General Assembly of the Association and its distribution to the EIT Urban Mobility Involved Parties. Moreover, the EIT Urban Mobility may request the Involved Parties to sign it.

When appropriate, this Code will be further developed by those internal policies or protocols of action to be considered necessary at any given time by the Supervisory Board or the CEO, provided that they remain consistent with its provisions.

7. Training Plan

EIT Urban Mobility will prepare and execute an annual training plan to present and explain the Code and its Annex I (Conflict of Interest Policy).

* * * * *

EIT URBAN MOBILITY

Conflict of Interest Policy

The following constitutes the Conflict of Interest Policy of EIT Urban Mobility (the “Policy”), which has been developed to govern the disclosure, management, and, if possible, avoidance of conflicts of interest within EIT Urban Mobility. This Policy is compliant with and applies in addition to the requirements of the Articles of Association and internal By-Laws and other governing documents, as well as the applicable laws.

Words in capital shall be interpreted as they are defined in the Code of Conduct.

The purpose of this policy is to protect the integrity of EIT Urban Mobility 's decision-making process, to enable stakeholders to have confidence in EIT Urban Mobility's integrity, and to protect the integrity and reputation of the members of the Supervisory Board and the EIT Urban Mobility Staff.

Section I

The Scope, the Sources of Conflict of Interest and the Definition

1. SCOPE

All EIT Urban Mobility Staff (as defined in Section 4.2 of the Code of Conduct) and especially its Supervisory Board and Management Team members , individual or legal person with actual or potential Source of Interest (as defined below) (the “Obligated Persons”) will strive to avoid any conflict of interest between the interests of EIT Urban Mobility on the one hand, and personal, professional, and business interests on the other. This includes avoiding actual conflicts of interest as well as the perception of conflicts of interest.

2. SOURCES OF CONFLICTS OF INTEREST

For the purpose of this Policy, the following situations shall be considered as possible sources of Conflict of Interest for the Obligated Person concerned (being these examples not limited to) (“Source of Conflict of Interest”):

- a) Economic interest means any substantial financial interests of an Obligated Person including holding of stocks and shares, equity, bonds, partnership interests in the capital of a company, one of its subsidiaries or a company in which it has a holding;

- b) Member of a managing body means any participation by an Obligated Person in the internal decision-making body (e.g. board membership, directorship) of a public or private entity, carrying out or with a potential interest in any of the EIT Urban Mobility activities or funding;
- c) Member of advisory body means any participation of an Obligated Person in the works of an advisory body, created permanent or created ad hoc, managed by a body with an interest in the subject matter, with a right to have an influence on its output(s) in relation to the EIT Urban Mobility activities or funding;
- d) Strategic advisory role means any participation of an Obligated Person (present or past), with a right to vote on/influence the outputs, in an advisory board with the role of providing advice/expressing opinions on the (future) strategy, direction and development activities of the entity related to the EIT Urban Mobility activities;
- e) Consultancy/advice means an activity where the Obligated Person concerned provided/provides advice or services on in a particular field (including both remunerated and non-remunerated activities);
- f) Employment means any form of regular, occasional or ad hoc occupation or business, part-time or fulltime, paid or unpaid, including self-employment, in or for any legal or natural person carrying out any of the activities falling under the EIT Urban Mobility's scope of action;
- g) Intellectual property rights means rights on the subject matter granted to creators and owners of works that are the result of human intellectual creativity and may lead to a financial gain;
- h) Beneficiary of a EIT Urban Mobility funding means any participation of a beneficiary or a potential beneficiary of EIT Urban Mobility funds, carrying out or with a potential interest in any of the EIT Urban Mobility activities or funding, unless this circumstance is stated in the articles of association or internal by-laws of the EIT Urban Mobility; and
- i) Other membership or affiliation means any membership or affiliation not falling under the definitions provided above and relevant for the purposes of the present decision, to anybody carrying out any of the activities on which the EIT's outputs impact, including professional organizations.

In the event that any Source of Conflict of Interest is deemed to possibly generate an actual conflict of interest or one referring to the past two years for an Obligated Person, then the Obligated person shall realize a communication, as set out in section 4, immediately.

3. DEFINITION OF CONFLICT OF INTEREST

A conflict of interest refers to a situation where the impartiality and objectivity of a decision, opinion or recommendation of an Obligated Person is or might be perceived as being compromised by the existence of a Source of Conflict of Interest interfering with the interest of the EIT Urban Mobility.

It arises where an Obligated Person has a personal, professional or business interest which is a Source of Conflict of Interest which may be in conflict with or may influence the exercise of his/her obligations or responsibilities. Essentially, a conflict of interest arises whenever personal activities and relationships interfere, or appear to interfere, with one's ability to act in the best interest of EIT

Urban Mobility.

There is normally no risk of conflict of interest when the Obligated Person acts in the general interest of EIT Urban Mobility.

The mere fact that the non-independent members of the Supervisory Board are representatives of or have a professional link with a particular EIT Urban Mobility Association's Core partner or EIT Urban Mobility partner does not imply that they have a conflict of interest with regards to decisions on the approval of the Business Plan (i.e. as opposed to decisions on specific amendments in order to promote interests of individual partners). Supervisory Board members shall undertake and duly comply with all mandatory fiduciary duties and obligations as established under applicable laws and regulations, including but not limited to the duty of diligence, duty of loyalty -acting in the best interests of the KIC LE-, duty to avoid conflicts of interest, and the duty of confidentiality.

The Nomination and Remuneration Committee of the EIT Urban Mobility Association shall consider as independent a candidate of the Supervisory Board member if, he/she has/had no management position/strategic advisory position/employment or equivalent contractual relationship/economic interest with the KIC LE partners or Association's or are part of the KIC's investment portfolio at present, and in the past two years; and his/her close family members have/had no management position/strategic advisory position/economic interest with the KIC LE partners or Association's members at present and in the past two years. For the purpose of assessing potential or actual conflict of interest, family members and relatives belonging to the same household or under the care of the members of the household or of immediate family (i.e. spouse, partner, parents, dependent family member) shall be considered as close family members.

In the course of the selection of new Supervisory Board members, the candidates shall submit Declarations of Interests which should include questions enabling the Nomination and Remuneration Committee of the EIT Urban Mobility Association to identify whether the candidate can be considered as independent Supervisory Board member or not.

At the time of taking up their duties and in case of a change in their interests or circumstances, EIT Urban Mobility employees, including members of decision-making/management bodies, shall submit Declaration of Interests.

Further to the initial declarations, the KIC shall also require Involved Parties shall also the reporting of new interests that may potentially lead to a conflict of interest situation.

For the purposes of this policy, the following situations shall be deemed as actual or potential conflict

of interests (non-exhaustive list):

1. A member of the Supervisory Board who is employed by a core partner of the EIT Urban Mobility Association, linked third party or project partner may be faced with a decision in a meeting of the Supervisory Board regarding whether EIT funding for the individual entity should be granted in the context of a discussion regarding amendments to the business plan of the EIT Urban Mobility.
2. A member of the Supervisory Board or Management Team who is related to a member of EIT Urban Mobility Involved Party and there is decision to be taken on remuneration.
3. A EIT Urban Mobility Involved Party who holds shares or other interests in a legal entity that may be awarded a grant under the business plan of the EIT Urban Mobility or an assignment to work or provide services for EIT Urban Mobility as a director, advisor or expert.
4. A EIT Urban Mobility Involved Party carrying out professional activities similar to those they may provide for EIT Urban Mobility if this may interfere with the interests of EIT Urban Mobility.
5. A EIT Urban Mobility Involved Party participating, either directly or indirectly, either personally or through related persons, in the governing bodies of other entities which may conflict with the interests of EIT Urban Mobility.
6. A EIT Urban Mobility Involved Party accepting bribes or gifts from persons or companies that have or intend to establish a business relationship with EIT Urban Mobility or participating in any of its public calls.
7. EIT Urban Mobility Involved Party using EIT Urban Mobility confidential information for personal benefit.
8. EIT Urban Mobility Involved Party hiring relatives or friends of one's own or of partners, without complying with EIT Urban Mobility recruitment policy approved for this purpose.
9. EIT Urban Mobility Involved Party making investments in the name and on behalf of EIT Urban Mobility for personal benefit.
10. EIT Urban Mobility Involved Party using working time for EIT Urban Mobility unrelated activities or corporate purpose.
11. If a EIT Urban Mobility Involved Party member stands to benefit directly or indirectly either from a personal, professional or economic point of view if a KIC proposal and/or Business Plan (s) is accepted;
12. If a EIT Urban Mobility Involved Party stands to benefit directly or indirectly either from a personal, professional or economic point of view when exercising his/her responsibilities.

Section II

Procedure in case of potential Conflict of Interest

4. COMMUNICATION OF THE SOURCE OF CONFLICT OF INTEREST OR THE POTENTIAL CONFLICT OF INTEREST

In case a situation of potential conflict of interests arises that concerns:

- An Obligated Person who is member of the Supervisory Board: he/she shall refrain from any actions that could be affected by the conflict of interests and immediately inform the Chair of the Supervisory Board. In case the conflict of interest regards the Chair of the Supervisory Board, the person to be informed is the oldest member of the Supervisory Board different from the Chair.
- An Obligated Person who is not a member of the Supervisory Board: he/she shall refrain from any actions that could be affected by the conflict of interests and:
 - i. In case of a potential conflict of interest related with the recruitment of employees, to proceed in accordance with the procedure set forth in the EIT UM Recruitment Policy;
 - ii. In other cases of a potential conflict of interest, he/she shall immediately inform the EIT Urban Mobility CEO or EIT Urban Mobility Compliance Officer. In case the potential conflict of interest regards the CEO of EIT Urban Mobility, the person to be informed is the Chair of the Supervisory Board and the EIT Urban Mobility Compliance Officer. In case the potential conflict of interest regards the EIT Urban Mobility Compliance Officer, the person to be informed is the Chair of the SB and the CEO.

In addition to informing said persons, the Obligated Person shall report the potential Conflict of Interest or the Source of Conflict through the EIT Urban Mobility Whistleblowing Channel, which is available at www.eiturbanmobility.eu

5. CRITERIA FOR SCREENING OF THE POTENTIAL CONFLICT OF INTEREST OR THE SOURCE OF CONFLICT OF INTEREST

The Chair of the Supervisory Board, the oldest member of the Supervisory Board different from the Chairperson or the CEO, as the case may be (the “Person in Charge”), with the support of the Compliance Officer, shall without undue delay decide on the possible decisions according to the following criteria:

- (a) Interests can only be assessed by considering whether the communicated Source of Conflict of Interest or the potential Conflict of Interest of the Obligated Person is compatible with the EIT Urban Mobility’s activities and interests;
- (b) In the case of a specific Source of Conflict of Interest or potential Conflict of Interests, the assessment should take into account the context in which the communication is made,

including the items on the agenda of the meeting in which the person participates and the role and function that he or she is required to take on or perform in that context.

6. ABSTENTION TO CARRY OUT ACTIONS UNTIL THE DECISION IS ADOPTED

Until the moment that the Person in Charge communicates its decision, the Obligated Person concerned shall refrain from any actions that could be affected by the Conflict of Interest.

In case the potential Conflict of Interest concerns the activities of the Obligated Person as a member of the EIT Urban Mobility in general terms, then the Obligated Person shall cease to perform any act and his or her functions may be suspended, at the sole discretion of the Person in Charge of the matter, until the decision is issued.

In case the potential Conflict of Interest only concerns a particular matter, issue or decision, the Obligated Person withdraws from the part of the meeting at which there is discussion of any arrangement or transaction affected by the potential conflict of interest. In case the Obligated Person is a member of the Supervisory Board, then the member who has the potential conflict of interest will not vote on any such matter on the relevant meeting and will not be counted when considering whether a quorum of members of the Supervisory Board is present at the meeting. Any such disclosure and the subsequent actions taken will be noted in the minutes of the Supervisory Board.

7. ADOPTION OF THE DECISION

The Person in Charge may request from the Obligated Person the documentation it considers necessary, without the Obligated Person being able to refuse to provide it without due cause. Likewise, it shall issue the decision, that may include effective and proportionate mitigation measures whenever possible, in the briefest time possible, in order to avoid any damage to the interests of the EIT Urban Mobility, as well as to allow the Obligated Person to exercise its functions as soon as possible if it is deemed that there is no Conflict of Interest.

If the Person in Charge decides that the Obligated Person has fallen under a situation of Conflict of Interest, the following restrictions may be established by the sole decision of the Person in Charge:

- a) Withdraw the Obligated Person from any preparatory work and discussion related to the Conflict of Interest; or
- b) Withdraw the Obligated Person from any decision that may be affected by the identified Conflict of Interest.

8. EX-POST TREATMENT OF SITUATIONS OF NON-COMPLIANCE WITH THE OBLIGATIONS OF THIS POLICY

In case any other EIT Urban Mobility Involved Party is aware, or is made aware, of information that is not consistent with, or that is missing from, the declaration of a Obligated Person and that a preliminary assessment suggests that it concerns a declarable interest in the terms of this Policy, the Person in Charge will contact Obligated Person concerned, asking her/him to clarify

the situation within seven calendar days, in particular by providing the rationale for the absence of the information to be declared, and if applicable to complete the declaration of interests with the missing information.

If the missing information is not provided within seven calendar days, the Person in Charge may take any appropriate preventive action regarding the Obligated Person's participation in the EIT's activities.

The Person in Charge may carry out an internal assessment involving outside counsel to determine the existence of the conflict of interest.

The Obligated Person shall be given the opportunity to explain his/her case towards the Person in Charge.

In case the Person in Charge determines that the Obligated Person did not comply with his/her obligations under this policy of conflict of interests, whether intentionally or through negligence on his/her part, shall make him/her liable to measures or actions in accordance with the rules applicable in the specific case. This event will be considered as a Breach of Trust, and in case that the Obligated Person is a member of the Supervisory Board, the Person in Charge will inform the Chair of the Managing Board of the EIT Urban Mobility Association and EIT.

Furthermore, the KIC shall inform the EIT about such an event of a Breach of Trust.

9. SPECIFIC RULES FOR SPECIAL AREAS

EIT Urban Mobility shall approve relevant internal policies to regulate situations where handling conflicts of interest is especially crucial and where specific rules shall apply: KAVA/project selection procedures, award of financial support to third parties, RIS hub selection procedures, recruitment procedures, procurements and contracts, expert selections, financial transactions. Reference shall be made to the specific conflict of interest provisions (policies/acts/bylaws) applicable in these areas (e.g. HR policy, Procurement policy, Anti-fraud policy, etc.).

Specific templates shall be provided for the declarations of interests depending on the purpose of declaring and the person who declares

External experts shall agree the Code of Conduct and Conflict of Interest Policy when signing the relevant agreement with EIT Urban Mobility.

* * * * *