

# CODE OF CONDUCT SME PROGRAMME

This code of conduct (herein after referred to as the 'Code') describes the way of dealing with confidential information and the potential for conflicting personal interests in the process of the preparation of, advising on, and the decision-making about (herein after referred to as the 'Process') the Quantum Delta NL SME Programme.

Members of the decision-making bodies, employees, referees, jury and committee members who take part in the Process (herein after referred to as 'Participants') are subject to this Code. Where the masculine form appears in the Code, this could also be read as the feminine.

The Code addresses:

1. who is responsible for what;
2. types of 'interests';
3. how a participant should deal with personal interests in the process;
4. dealing with confidential information.

## 1. Who is responsible for what

All participants have the individual and joint responsibility of considering whether, and under what conditions, participation in the Process can take place.

It is the specific responsibility of the executive board of Quantum Delta NL to:

- establish frameworks;
- ensure that all participants in the process are adequately equipped to take responsibility in respect of dealing with personal interests;
- maintain supervision of dealing with personal interests in the process;
- take a final decision about dealing with personal interests in the process.

## 2. Types of 'interests'

A personal interest is when a participant has an interest that is not that of the administrative body that he should be promoting by way of his role. This interest may be in the application or applicant under evaluation and can relate to:

- personal (i.e. blood relations) interests;
- professional interests;
- interests arising out of other positions;
- (financial or economic) business interests.

An explicit consideration must be made, about if and under what conditions it is possible to participate in the process. In any case, the following factors must be considered:

- the nature of the personal interest;
- the degree of the personal interest;
- the role the participant has in the process;
- the presence of guarantees in the process.

### 3. How a participant should deal with personal interests in the Process

How personal interests that do not, by definition, exclude taking part in the Process are dealt with varies per participant. A description of the different participants follows here below.

#### *Members of decision-making bodies*

A member of a decision-making body with a personal interest that does not, per definition, exclude participation, considers whether, and under what circumstances, he can participate. The members of the decision-making body then make a carefully considered decision as to whether the member concerned can participate in the Process and the application of any possible control measures. This decision, including explanation and considerations, is set down in the report of the meeting.

#### *Employees*

An employee with a personal interest must report it to his immediate manager and his director. The director makes a decision about the employee's participation in the Process and any possible control measures that should be taken.

#### *Referees*

A referee with a personal interest must report it to the relevant employee. The referee cannot assess the application in question.

#### *Committee members*

Committee members take the following steps when considering personal interests that do not, per definition, exclude participation.

#### Step 1 | Individual decision whether one can take one's seat on a committee

Prior to the committee meeting, the committee member receives an overview of the applications and applicants. If the committee member has a personal interest, the committee member decides himself, after obligatory consultation with the committee chairperson (which is, at the same time, also reported to the secretary of the committee), whether he can take his seat on the committee. If the committee member decides not to take his seat on the committee in question, it is sufficient to just state that decision. The member does not have to explain his reasons.

If the committee member decides that he can take his seat on the committee in question, he does not receive the application or applications in which he has a personal interest.

#### Step 2 | Decision of the committee about participation in the committee meeting and any control measures to be taken

At the start of the meeting, the chairperson discusses the application of the Code with the committee members before all the committee members' personal interests that have been reported beforehand



are discussed. After that, the committee chairperson ascertains whether a new personal interest has arisen amongst the members. In doing so, the question as to how any interests are related to each other and what that means for the committee as a whole is explicitly addressed.

The committee then takes a decision about:

- participation in the committee meeting by the member in question;
- adequate control measures for participation in the committee meeting by the member in question.

As a standard control measure, the committee member in question does not take part in the process in respect of an application in which he has a personal interest. This includes:

- pre-advice about the application in question;
- assessment of the application in question;
- deliberation of, and access to deliberations on, the application in question.

Additional control measures that may be taken may include but are not limited to:

- participation of a neutral observer in the committee meeting;
- an increase in the number of committee members;
- splitting the committee into sub-committees.

The committee chairperson expressly puts the question to the committee members as to whether the control measures taken will prevent the process from being affected by bias and the decision-making being affected by persons with a personal interest.

As a standard control measure, the committee will at all times proceed with:

- providing insight into deviating scores/ judgements of committee members;
- questioning of committee members with deviating scores/judgements.

### Step 3 | Decision of the decision-making body with regard to conduct in respect of personal Interests

After the committee meeting, the decision-making body receives advice in writing including, and if applicable- an overview of the personal interests of committee members and the way in which the committee has dealt with them. This advice also includes explanation and considerations.

## 4. Confidentiality

- a. All information shared by applicants as part of the Process must be considered confidential by Participants unless otherwise indicated. Participants will only use said information for the Process. Participants will not exploit or apply this information in any way, in modified or unaltered form, without prior written permission from the Participant owners.
- b. Participants declare that they will not disclose confidential information to third parties, with the exception of provision within the context of the Process. Participants will only disclose confidential information to others insofar as they need to become aware of it within the context of the Process and that Participants impose confidentiality on said others.
- c. Participants are bound to treat confidential information confidential for a period of three (3) years after the day on which the information in question was provided by QuantumDeltaNL, or until the information provided has become public knowledge, through no fault or omission on the part of Participants.



- d. Participants are not obligated to maintain confidentiality with regard to information that was demonstrably already known by Participants prior to the disclosure of the confidential information; or which was already well known at the time of publication or during this statement, has become generally known without the actions or omissions of Participants; or that was legally obtained by Participants from third parties who have the right to disclose the information.

