

INTERNAL RULES OF CONDUCT
OF
HOUSERS GLOBAL PROPERTIES, PFP, S.L.U.

Version 2 March 2019

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TABLE OF CONTENTS

CHAPTER 1. INTRODUCTION AND GENERAL PROVISIONS	3
Article 1.- Introduction.....	3
Article 2.- Definitions.....	3
Article 3.- Scope of application.....	4
Article 4.- Monitoring Body.....	5
Article 5.- Updaing of the Internal Regulations of Conduct.....	6
Article 6.- Entry unto Force.....	6
Article 7.- Signing of the Internal Regulations of Conduct.....	8
Article 8.- Consequences of non-compliance with the Internal Code of Conduct.....	8
CHAPTER 2. GENERAL PRINCIPLES AND INFORMATION OBLIGATIONS	8
Article 9.- Principles of action.....	8
Article 10. Related Projects.....	9
Article 11.- Information obligations.....	9
CHAPTER 3. CONFLICTS OF INTEREST.....	11
Article 12.- Notification of situations of Conflicts of Interest by the Subject Persons.....	11
14. Disclosure of conflicts of Interest.....	12
ANNEX 1.....	13
ANNEX 2.....	14



CHAPTER 1. INTRODUCTION AND GENERAL PROVISIONS

Article 1.- Introduction.

- 1.1 The Board of Directors of HOUSERS GLOBAL PROPERTIES, P.F.P., S.L., (hereinafter the **"Company"**), on 13 March 2017, has approved this internal Code of Conducts (hereinafter, the **"Internal Code of Conduct"**), in compliance with the provisions of Law 5/2015, of 27 April, on the promotion of business financing (hereinafter, the **"PFP LAW"**), as well as all other applicable regulations.
- 1.2 Without prejudice to any other obligations that may be required of those persons subject to the scope of application of the Internal Regulation of Conduct, by virtue of their employment or commercial relationship, the applicable regulations or the Company's Articles of Association, the purpose of the Internal Regulations of Conduct is to prevent the interests of the Company's clients from being harmed by possible conflicts of interest and to regulate the participation of the Company, Subject Persons and/or Related Persons (as defined below) in the financing projects that they implement through the Company.

Article 2.- Definitions.

For the purposes of the Internal Regulations of Conduct, the following definitions shall apply:

Clients:	Both developers and investors Will be considered clients of the PFP.
CNMV:	Comisión Nacional del Mercado de Valores (Spanish Securities and Exchange Commission).
Conflict/s of Interest:	Conflicts of Interest shall be understood as the provisions of Article 3.2 below.
PFP Law:	Law 5/2015 of 27 April 25 on the promotion of business financing.
Subjects Persons:	Those persons bound by the provisions of the Internal Code of Conduct, as referred to in Article 3 below.
Related Persons:	In relation to the Subject Persons, Related Persons shall be understood to be the following: (i) the Subject Person's partner or person with an analogous relationship of affectivity; and ii) those other family members up to the first degree of consanguinity or affinity, extending up to the second degree of consanguinity or affinity for the transactions referred to in Article 10 below.



PFP:	Participatory Finance Platform.
Internal Rules of Conduct:	The present document.
Company:	HOUSERS GLOBAL PROPERTIES, P.F.P, S.L, a company with registered office at Torre Chamartin, Calle de Dulce Chacón 55, 18° floor 28050 Madrid, with tax identification code B-87269999 and registered in the Commercial Registry of Madrid in Volume 33.251, Folio 32, Section 8, y Page M-603.354 and in the Registry of Participatory Financing Platforms of the CNMV under n° 20.
Monitoring Body:	Body in charge of compliance with the Internal Code of Conduct, with the powers established in Article 4 below, as well as in the regulations applicable from time to time.
Financing Applications:	Any application for financing of projects implemented through the Company, as a PFP, under the terms of the PFP Law.

Article 3.- Scope of application.

3.1 Subjective scope of application

These Internal Regulations of Conduct shall apply to the following persons, who shall hereinafter be considered "Subject Persons":

- a) The administrators of the Company
- b) The directors of the Company.
- c) The employees and proxies of the Company.
- d) Shareholders of the Company who hold more than 10% of the Company's shares.
- e) The Company's suppliers, being understood for these purposes as those who may have access to sensitive information in the performance of their duties.

The Monitoring Committee shall always maintain an updated list of subject Persons and shall inform them of their inclusion in the list of subject persons to the Internal Code of Conduct and of the other points provided for in the General Data Protection Regulation (EU) 2016/679 (hereinafter, GDPR) and other current legislation on the protection of personal data. The data included in the list shall be kept for at least ten (10) years after they have been included or updated for the last time. Without prejudice to the foregoing, if the condition of Subject Person is maintained, the data included



in the list of subject persons to the Internal Code of Conduct may not be removed from the list. The data in these files shall be strictly confidential.

Likewise, and in accordance with the provisions of the Law on PFP, together with the Subject Persons to the Internal Code of Conduct, these Internal Regulations of Conduct shall apply to the Company itself.

3.2 Objective scope of application

a) Conflicts of interest.

- A Conflict of Interest exists when there is a conflict between the interests of the Company, including the Covered Persons and Related Persons to them and those of the Clients, or between those of several Clients among themselves, which may lead to the undermining of the interests of the latter.
- To identifying possible Conflicts of Interest, the minimum criteria to be considered shall be whether the Company; the Subject Persons or Related Persons are in any of the following situation:
 - i. They may obtain a financial benefit or avoid a financial loss at the expense of the Client, they may have and interest in the result of the financing requested through the Company that is different from the interest of the Client, other than the economic return obtained by the Company by putting developers and investors in contact;
 - ii. They have financial or other incentives to favor the interests of one Client over the interests of another Client;
 - iii. The professional activity is identical to that of the Client; or they receive or will receive from a third party an inducement in relation to a service provided to Clients, in the form of money, goods or services, other than the standard commission or agreed remuneration.
- In order to consider the existence of a Conflict of Interest, it is not necessary that such an impairment actually occurs; it is sufficient that there is a possibility that it may occur in the future, Nor is it sufficient that the Company may make a profit, if there is not also a potential loss for a Client, or that a Client may make a gain or avoid a loss if there is no possibility of a concomitant loss for another client.

Article 4.- Monitoring Body.

The Monitoring Committee is the body of the Company entrusted with the functions of monitoring compliance with the Internal Regulations of Conduct. Its functions are as follows:



- a) Those expressly established in these Internal Regulations of Conduct.
- b) To keep the internal Regulations of Conduct up to date in accordance with current regulations.
- c) To establish periodic training programs to ensure that the internal Regulations of Conduct are known and understood by all Subject Persons to the Code, and to receive from them the communications and information provided for in the Internal Regulations of Conduct, file them correctly and safeguard them in an appropriate manner.
- d) To grant, where appropriate, the authorizations provided for in the Internal Standards of Conduct and to keep an adequate record of the authorizations granted.
- e) Supervise compliance with the Internal Regulations of Conduct and propose any corrective measures that may be appropriate. In this regard, it shall inform the Board of Directors of any relevant incidents arising in connection with non-compliance with the provisions of these Internal Regulations of Conduct. In any case, at least once (1) a year, it shall report to the Administrative Body I general terms on compliance with the provisions of this internal Code of Conduct.
- f) Propose to the Administrative Body the procedures that may be necessary for better compliance with the standards and rules of conduct.
- g) Maintain an updated list of Applications for Financing in which situations of Conflict of Interest have arisen or may arise, in accordance with the provisions of Article 13 below.
- h) Resolving any doubts raised by the Subject Person to the Internal Regulation of Conduct.
- i) Any other function that may be relevant for the fulfillment of its purposes or that is so established in accordance with the provisions of the applicable legislation.

The Monitoring Committee shall inform the Subject Persons to the provisions of the applicable Personal Data Protection legislation.

Article 5.- Updaing of the Internal Regulations of Conduct.

The Company shall keep these Internal Regulations of Conduct permanently updated. In this respect, any amendment to them shall be notified to the Subject Persons to the Code in accordance with the procedure described in Article 7 below.

Article 6.- Entry unto Force.

6.1 These Internal Standards of Conduct shall enter into force on the date of approval of the same by the company's Board of Directors, as indicated in Article 1 above.



6.2 With regard to those persons who become Subject Persons subsequently, this Internal Code of Conduct shall be fully applicable to them as soon as they have been notified of it in accordance with the procedure described in Article 7 below.



Article 7.- Signing of the Internal Regulations of Conduct

7.1 The Company shall send the Internal Standards of Conduct to the Subject Persons, who must acknowledge receipt of the communication and personally assume that they know, understand, and accept the Internal Standards of Conduct, as well as all the commitments it entails, by signing the document attached as **Annex 1**. The Internal Regulations of Conduct shall remain available on the platform, as well as any successive updates that may occur.

7.2 Any modification to the terms of the Internal Code of Conduct shall be applicable to the Subject Persons from the moment it is notified to them, which shall take full effect from the publication of the new updated version on the Platform's website.

Article 8.- Consequences of non-compliance with the Internal Code of Conduct.

8.1 Non-compliance with the provisions of this internal Code of Conduct by employees of the Company will, in addition to other considerations, be classified as serious or very serious misconduct, to be graded in the procedure that, where appropriate, is followed in accordance with the provisions in force.

8.2 The foregoing shall be understood without prejudice to the sanction that may derive from the system of infringements and sanctions established in the PFP Law, as well as the civil or criminal liability that, in each case, may be demanded of the non-compliant party.

CHAPTER 2. GENERAL PRINCIPLES AND INFORMATION OBLIGATIONS

Article 9.- Principles of action.

9.1 Pursuant to the provisions of Article 60 of the PFP Act, the Company and the Subject persons shall conduct their business in accordance with the principles of neutrality, diligence, and transparency and in accordance with the best interests of the Clients.

9.2 The information they provide to Clients on their rights and obligations they assume when operating through the PFP shall be clear, timely, accessible, objective and not misleading.

9.3 In compliance with the provisions of Article 62.2 of the PFP Law, Subject Persons may not: (a) engage in activities that may give rise to a Conflict of Interest or misuse or improperly disclose confidential information; non (b) make personalized recommendations to investors on projects published in the PFP.



Article 10. Related Projects.

10.1 The Company may not participate in projects published on its website. However, on an exceptional basis, the Company may participate in certain projects for the sole purpose of monitoring the operation of the platform. In these cases, the platform shall participate with a symbolic and homogeneous amount in each project and in accordance with the following requirements.

- a. Its participation, together with that of the persons listed in section 3 of this Article, may not exceed ten percent (10%) of the total financing objective of each project, nor allow it to control the company, in the terms provided for in Article 42 of the Commercial Code.
- b. It shall inform investors, in a clear and accessible manner, of the amount of its participation and of the Subject Persons and Related Persons in each project. It shall also publish on the website the criteria of its internal policy for deciding on its participation in projects.

10.2 The Company may only publish projects of which it is the developer on its own website in those jurisdictions where the Company is authorized to operate by the corresponding Supervisory Body and where the regulatory rules on the matter so permit and always in accordance with the following requirements:

- a. The aggregate funding target of such projects in which the Company or the persons listed in the following section are a developer, shall not exceed in each financial year ten per cent (10%) of the funds raised by all the crowdfunding projects published on its own website in the immediately preceding financial year.
- b. It shall immediately inform investors, in a clear and accessible manner, of the projects of which the Company or the Subject Persons and Related persons, in accordance with the provisions of the following section are the developers.

10.3 As indicated, the provisions of the preceding sections of this Article shall also apply to the Subject persons and related Persons.

10.4 The Company may not participate in projects published by other PFPs.

Article 11.- Information obligations.

11.1 The Company shall include the following information on its website:

- a) The basic operation of the PFP, including the manner of selection of participatory financing projects, the way in which the information provided by the developers is received and treated and the criteria for publication, which must be homogeneous and non-discriminatory.



- b) Warning of the risk involved for investors in subscribing to the units and the risk of total or partial loss of the capital invested, the risk of not obtaining the expected cash return and the risk of lack of liquidity of the investment.

In addition, it shall disclose the risk of dilution, the risk of not receiving dividends, the risk of not being able to influence the management of the company concerned and the restrictions on free transferability inherent in its legal regime.

- c) A warning that the postal savings certificate is not an investment firm or a credit institution, and that it is not a member of an investment guarantee fund or deposit guarantee fund.
- d) The warning the PFP projects are not authorized or supervised by the CNMV or the Bank of Spain and that the information provided by the developer has not been reviewed by them.
- e) The measures and organizational means adopted to minimize the risk of fraud and operational risk.
- f) If the ICPF provides information on the number or percentage of default, default rate, profitability, or other similar variable, it must also report on how it defines each variable and how the calculations have been made.
- g) The procedures and means by which participations are assumed.
- h) The fees applicable to Clients, the contracting procedure and the method of invoicing.
- i) The measures adopted to avoid Conflicts of Interest.
- j) Information on the procedures and systems established by which investors' funds will be delivered to the developer and by which investors will receive remuneration for the capital invested, as well as the name of the entity authorized to provide such payment intermediation service and its registration number.
- k) The procedures and means for the submission of complaints and claims by Clients and the procedures for resolving them.
- l) The mechanisms to ensure that, in the event of termination of the PFP's activity, all or part of the services it undertook to provide to crowdfunding



projects that have obtained financing continue to be provided. Information shall also be provided on the consequences for investors and developers of not activating these mechanisms.

m) The identity of the PFP's auditors.

11.2 The information set out in the previous section shall be included in an accessible, permanent, updated, free and easily visible form on the postal saving certificate's website.

The information set out in subparagraphs b), c), d) and h) of the previous paragraph shall be presented in brief and simple terms, and in a particularly prominent place and form on the homepage under a heading entitled 'Basic information for the client'.

CHAPTER 3. CONFLICTS OF INTEREST

Article 12.- Notification of situations of Conflicts of Interest by the Subject Persons.

12.1 All subject persons must inform the Company, through the Monitoring Committee, of any situation which, as indicated in Article 3.2, could constitute a Conflict of Interest. Such notification must be made without delay, as soon as the person in question becomes or should have become aware of the circumstance, using her form attached as **Annex 2** and, in any case, before any decision is taken that could be affected by the possible Conflict of Interest.

12.2 Any doubts on this matter must be consulted in writing to the Monitoring Committee before any decision is taken that could be affected by the said Conflict of Interests.

The aforementioned information shall be kept up to date, reporting any modification or cessation of the situations previously communicated, as well as the emergence of new possible conflicts of interests.

12.3 In the event of the existence of a Conflict of Interest, in accordance with the provisions of its Internal Code of Conduct and in accordance with the instructions received from the Monitoring Committee, the Subject persons to the Code must observe the following general principles of conduct:

- **Independence:** They must refrain from intervening in or influencing the taking of decisions that may affect persons or entities with which there is conflict and from accessing or using confidential information that affects such conflict, absents themselves from consultative or decision-making bodies during the process of debate and decision making that affects persons or entities in which there is conflict.



- Abstention: They must refrain from intervening in or influencing the taking of decisions that may affect persons or entities with which there is conflict and from accessing or using confidential information that affects such conflict, absencing themselves from consultative or decision-making bodies during the process of discussion and decision-making that affects persons or entities in which there is conflict.
- Communication: Subject Persons must inform the Company's Monitoring Body of any possible conflicts of interest in which they are involved due to their activities outside the Company, their family relationships, their personal assets or for any other reason with respect to the Company or its Clients.

Article 13.- register of Conflicts of Interest.

13.1 The Monitoring Committee shall keep a register of Financial Applications in which a Conflict of Interest has arisen or may arise in the case of Financing Applications in progress.

13.2 Likewise, the Monitoring Committee shall inform the Subject Persons of their inclusion in said register and of the other points provided for in Organic Law 15/1999, of 13 December, on the protection of personal data. The data entered in the register shall be kept for at least five (5) years after they have been entered or updated for the last time. The data in these files shall be kept strictly confidential.

14. Disclosure of conflicts of Interest.

14.1 Even the measures taken by the Company to manage the Conflict of Interest are not sufficient to ensure, with reasonable certainty, that the risks of damage to the Client's interests will be prevented, the Company shall first disclose the nature and origin of the conflict to the Client before providing the service.

14.2 To this end, the Monitoring committee shall be responsible for determining the content and form of communication to Clients of the conflict-of-interest disclosure form, as well as any further action that may be appropriate in view of the Client's response. This form shall contain sufficient information to enable it to make an informed decision regarding the service in the context of which the conflict of interest arises.



ANNEX 1

DECLARATION OF ADHERENCE TO THE INTERNAL RULES OF CONDUCT

Mr./Ms. {first name} {last name}, of legal age, with DNI/NIF number {*}, and address in {*} in his/her capacity as {description of the situation held within the Company} of {*},

DECLARES

- I. That you have been provided with a copy of the Internal Code of the HOUSERS FLOBAL PROPERTIES, P-F-P, S.L. Internal Code of Conduct.
- II. That you are aware of the contents of the Internal Code of Conduct, that you understand it and that you hereby accept it.
- III. That you undertake to inform the Monitoring Body of any change of personal address that you make, so that the Monitoring Body can inform you if any changes to the Internal Code of Conduct. Locality, {date}

Signature:

Mr./Ms. {*}



ANNEX 2

CONFLICT OF INTEREST FORM

Personal details:

Last name:	
First name:	
Company:	
Position:	

Conflict of interest:

Company/ Natural Person/Financial Instrument	Relactin	Participation/ Degree of consanguinity/Degree of affinity

Signature of the recipient of the information

Signature of the declarant

Date:

