

Solvoz Foundation related-party transaction policy

Document status: Version 1.0 – May 2026

Applies to: Stichting Solvoz Foundation

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RSIN: 860304863

1. Purpose

This related-party transaction policy sets out how Stichting Solvoz Foundation identifies, assesses, approves, documents and reviews transactions with related parties.

The Foundation may work with parties that have a connection to the Foundation, its board members, staff, contractors or strategic partners. The most important structural related-party relationship is the relationship between the Foundation and Solvoz BV, the original developer and owner of the underlying technology used for many Foundation-supported Solvoz deployments. The purpose of this policy is to ensure that all related-party transactions:

- serve the Foundation's statutory objective and public-benefit mission;
- are transparent and documented;
- are approved through a clear governance process;
- are priced or valued on a defensible basis;
- avoid unjustified private benefit;
- are suitable for ANBI, donor and grant compliance review.

This policy should be read together with the Foundation's statutes, governance charter, conflict of interest policy, financial procedures, grant funding policy and service agreements.

2. Scope

This policy applies to transactions between the Foundation and any related party, including:

- Solvoz BV;
- current or former board members where relevant;
- companies, foundations or other entities owned, controlled or materially influenced by a board member;
- family members or close personal relations of board members where relevant to a transaction;
- staff, contractors or programme leads with influence over the relevant decision;
- organisations where a board member, staff member, contractor or programme lead has a formal role or financial interest;
- any other person or organisation that could reasonably be seen as connected to the Foundation's decision-makers.

The policy applies to paid transactions, in-kind arrangements, service agreements, grants, contracts, reimbursements, licences, loans, guarantees, shared staffing, shared resources and other arrangements that may create financial or operational value for a related party.

3. Definition of a related-party transaction

A related-party transaction is any agreement, arrangement, payment, commitment or transfer of value between the Foundation and a related party. This may include:

- software, hosting, maintenance, support or development services;
- consultancy or advisory services;
- staffing or operational support;
- office, administrative or financial services;
- grants or sub-grants;
- licences or intellectual property arrangements;
- reimbursements;
- shared costs;
- loans or guarantees;
- any other transaction that provides value to a related party.

A transaction may still be a related-party transaction even if it is beneficial to the Foundation or offered at a reduced rate.

4. Solvoz BV as default technology provider

The Foundation recognises Solvoz BV as the default technology provider for Foundation-supported Solvoz deployments, given the origin, purpose and sector-specific design of the technology.

The technology was originally developed from within the humanitarian and development sector to address procurement challenges in aid, development and non-profit contexts. The Foundation's role is to ensure that this knowledge and digital platform infrastructure remain accessible to the non-profit sector under mission-aligned conditions.

Solvoz BV may provide the Foundation with software access, hosting, maintenance, support, security, technical operations, continued development and related services through formal agreements. Because Solvoz BV is a related party, all such agreements must be transparent, documented and approved in accordance with this policy. The existence of this structural relationship is treated as a standing disclosed interest. It does not automatically create a conflict for every Foundation decision. A decision-specific conflict is assessed in relation to the specific transaction or decision at hand.

5. Approval principle

All new related-party agreements require board approval. A board member or other person with a **standing disclosed interest** may provide factual information, historical context, technical rationale, operational input or strategic background where useful to the board. A **decision-**

specific conflict exists where the transaction directly affects the related party's financial, contractual, liability-related, IP, data or operational position, or creates another material benefit or obligation for the person concerned or the related party.

Where a decision-specific conflict exists, the conflicted person must not vote on the decision. The conflict, the way it was handled and any abstention from voting must be recorded in the minutes. Recurring payments under an approved agreement and approved budget may be processed operationally in accordance with the Foundation's financial procedures. Material changes to scope, pricing, duration, risk or obligations require renewed board approval.

6. Transaction note before approval

Before approving a related-party transaction, the board should receive a short written transaction note. The note should include:

- the related party involved;
- the nature and purpose of the transaction;
- why the transaction is needed;
- why the related party is appropriate;
- how the transaction supports the Foundation's statutory objective and mission;
- the scope of services or goods;
- the pricing, cost basis or value basis;
- duration and renewal terms;
- alternatives considered, where relevant;
- key risks and safeguards;
- standing disclosed interests and any decision-specific conflict handling; grant or donor restrictions, where applicable.

The level of detail should be proportionate to the size, risk and complexity of the transaction.

7. Pricing and value principle

Pricing for related-party transactions must be transparent, documented and defensible. Pricing may be cost-based, discounted, cost-plus, mission-aligned or based on a reduced non-profit rate, depending on the nature of the deployment and the relevant funding model.

The pricing basis should be documented in the transaction note or agreement. It should be clear why the pricing is appropriate for the Foundation and does not create unjustified private benefit.

For services provided by Solvoz BV, the pricing basis may reflect one or more of the following:

- actual or estimated costs;
- reduced non-profit pricing;
- discounted commercial pricing;
- cost-plus pricing where appropriate;
- deployment-specific funding conditions;
- grant or donor budget requirements;
- the need for continuity, maintenance, hosting, support and professional delivery.

8. Market comparison and rationale

The Foundation is not required to obtain competing quotes where Solvoz BV is appropriate due to the origin, design, continuity, existing implementation, sector-specific functionality or mission-specific nature of the technology. In such cases, the rationale for selecting Solvoz BV must be documented.

Where a related-party transaction concerns goods or services that are not specific to Solvoz BV or the Foundation's mission, the board should consider whether comparison with alternative providers is appropriate.

9. Grant-funded transactions

Grant-funded payments to Solvoz BV or another related party may be allowed where:

- the cost is eligible under the grant or donor conditions;
- the cost is necessary for the programme or deployment;
- the cost is transparently budgeted;
- the scope and pricing are documented;
- the transaction is approved in line with the Foundation's governance procedures;
- standing disclosed interests and any decision-specific conflicts are declared and managed;
- the transaction does not create unjustified private benefit.

Where grant or donor rules impose stricter requirements, those requirements apply.

10. Multi-year agreements and review

The Foundation may enter into multi-year agreements with Solvoz BV or other related parties where this supports continuity, operational stability, programme delivery or cost efficiency. Multi-year agreements must still be approved by the board and documented in accordance with this policy. Agreements with Solvoz BV must be reviewed at least every two years, or earlier if material changes occur. A material change may include:

- a significant change in scope;
- a significant change in pricing;
- a new grant or donor condition;
- a material change in the Foundation's activities;
- a material change in the technology, hosting or support model;
- a material change in legal, fiscal, data protection or compliance requirements;
- a material governance change.

The review should confirm whether the agreement remains necessary, mission-aligned, appropriately priced and properly documented.

11. Prohibited transactions

The Foundation may not enter into related-party transactions that:

- are not linked to the Foundation's statutory objective or mission;
- create unjustified private benefit;

- involve undocumented payments;
- allow persons with a decision-specific conflict to vote on or approve their own material benefit; involve excessive or non-defensible fees;
- provide personal loans to board members, staff, contractors or related persons;
- provide guarantees for private or commercial benefit unless clearly justified, approved and legally validated;
- bypass conflict-of-interest rules;
- conflict with grant, donor, ANBI or legal requirements.

12. Records and transaction register

The Foundation will maintain a lightweight related-party transaction register. The register should include:

- the related party;
- the nature of the transaction;
- date of approval;
- approving board members;
- standing disclosed interests relevant to the transaction;
- any decision-specific conflicts and how they were managed; value or pricing basis;
- duration;
- review date;
- relevant agreement or document reference.

Board minutes should record the approval of related-party transactions, any relevant standing disclosed interests, any decision-specific conflicts and any abstentions from voting.

13. External advice

The board may seek legal, financial, tax, data protection or other professional advice where the value, risk or complexity of a related-party transaction justifies it. External advice is not mandatory for every related-party transaction, but should be considered for high-value, long-term, unusual or higher-risk arrangements.

14. Public reporting

The Foundation does not publish detailed related-party contracts unless required by law, donor conditions, grant conditions or public-benefit reporting requirements. The Foundation may disclose in its policy plan, annual report or public-benefit information that it contracts Solvoz BV for technology services under formal agreements. Public reporting should be transparent enough to explain the relationship, while protecting confidential, commercial, security and data-related information where appropriate.

15. Review of this policy

This policy should be reviewed at least once every two years, or earlier if there are material changes in the Foundation's activities, governance structure, funding model, legal requirements or relationship with Solvoz BV. Amendments require board approval.