



Conflicts of Interest (“COI”) Policy

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1. Overview and Purpose of this Policy

The Group to which CFE S.A. belongs is an independent group named “CFE Finance Group” which includes regulated and unregulated entities based in various jurisdictions.

In the context of identifying and managing a COI, the Company has validated the following Policy in accordance with the International Principles and Luxembourgish Laws.

A COI can be defined as a situation in which financial, professional or other personal considerations have the potential to compromise or bias professional judgment and objectivity. It covers actual, potential or perceived conflicts of interest.

This Policy specifies the processes and procedures the Company has in place to identify, prevent, manage, and disclose if needed any potential COI.

This Policy sets out the Company’s overall approach in identifying and managing COI as follows:

- Identify circumstances or potential circumstances that may give rise to a COI, including those entailing a material risk of financial damages to the interests of its shareholders, investors, clients and more in general to third persons and entities affected by it;
- Maintain procedures and measures to be adopted and to be managed such actual or potential COI in an independent manner;
- Provide a framework for dealing with COI internally and allocate responsibilities to the relevant persons; and
- Implement obligations and requirements to record and disclose COI to all employees.

All foreign entities of the Group, even if subject to dedicated procedures in accordance with the principles of their local authorities, adhere to this Policy ensuring that their employees act in accordance with this Policy and their regulatory and statutory obligations.

In case of difference between each local law and this Policy, the more stringent rule take priority.

2. Types of conflicts of interest, relevant persons and responsibilities_____

Typology of conflicts of interest:

- *Economic interests*, encompasses monetary value, including, but not limited to: shares, equity interests, other ownership rights and memberships, salary, gifts, allowances, dividends, rents, intellectual property rights, loans granted by the Group, ownership of an entity in or outside of the Group.
- *Non-economic professional interests*: that includes professional relationships with employees, agents, institutions of the Group or external stakeholders, but also other or previous employments within the recent past five years that could interfere the professional objectivity of the person at the position he is at the Group.
- *Non-economic personal interests*: comprise the case an individual would personally benefit from an interest that is not directly linked to its professional career and could have an influence to his position or his/her spouse or partner, family member or close friendship. It could also be from or for a political influence or relationship.

Relevant persons responsible in the context of this Policy are:

- all employees of the Group;
- board members or equivalent¹ (“Board”);
- management;
- customers, suppliers other clients and shareholders.

which should avoid and/or prevent some situations such as:

- any person who owns or has a financial interest in a competing company where that individual might be influenced to make a business decision not in the best interest of the Group if he gains financially by favouring the competing interest;
- any person using his position to influence in hiring or promoting a decision in favour of a personal and/or family relationship, including nepotism;
- any close relationship between individuals of varying levels of authority where such relationship may be perceived as favouritism.

A COI may arise where a relevant person receives or offers gifts or entertainments that constitutes an inappropriate incentive to act in a certain way.

Considering all the above, all employees of the Group does not accept or solicit benefits of any kind which they consider could give rise to COI with respect to their obligations.

¹ Meaning each corporate governance body elected to get notice on potential and/or suspected COI

3. In this context the Group shall provide regular training on COI topics.Guiding Principles

The following guiding principles apply to the Group's approach in identifying and managing conflicts of interest.

The Group is committed to:

- treating its counterparties fairly and with integrity;
- complying with all applicable legal, regulatory requirements relating to COI;
- maintaining and operating effective organizational and administrative arrangements to identify and manage COI, including those possibly arising as a result of the structure and business activities conducted together with other service providers;
- recognizes the importance of a culture of integrity to manage COI. As such all employees have a duty to be mindful of COI and to take all reasonable steps to assist in their identification and proper management;
- taking all reasonable steps to ensure proper disclosure of residual COI (if any).

4. Duty of disclosure

All relevant persons as defined in the section 3 are required to disclose any known, potential or suspected COI to their superior(s) as soon as the said relevant persons become aware of it. The superior(s) will collect the relevant information and may require additional information to the involved person. If he determines the COI exists he may take the necessary steps to resolve it. All information gather by the superior(s) during the COI analysis must be reported to the Board of each Group entity.

5. Disclosure procedure

The existence of any real, apparent or potential COI shall be disclosed before any contract is entered into or any transaction is carried out. In accordance with this Policy, a transaction in which a conflict of interest may exist can still be executed, if by strictly adhering to the following procedure:

- The detail of the real, apparent or potential COI shall be disclosed to the person approving the transaction, such as the Board;
- The person with the COI shall be excluded from the voting or approval of such contract or transaction;
- A competitive bid or comparable valuation of the contract/transaction shall be carried out;
- The person approving the transaction or contract has determined that it is in the best interest of the entity concerned or the Group.

6. Disciplinary action

If the disclosure procedure shall not be followed by the relevant person, a disciplinary action can apply. The Board of each Group's entity will take the most appropriate actions according to the situation. If a contract or a transaction was made with a COI duly detected but not mentioned to the relevant person, the contract or the transaction may be amended knowingly by the Board.

7. Mitigation factor

If a COI is detected the following steps must be followed to mitigate and address the issue:

- entrusting conflicting activities or transactions to different persons;
- preventing the involved persons who are also active outside the Group from having inappropriate influence within the Group regarding those other activities;
- establishing the responsibility of the members of the Board to abstain from voting on any matter where he has or may have a COI or where his objectivity or ability to properly fulfil duties to the Group may be otherwise compromised;
- establishing adequate procedures for transaction with related parties (the Group may consider, inter alia, requiring transactions to be conducted at arm's length, requiring that all relevant internal control procedures fully apply to such transaction, requiring binding consultative advice from independent Board member or external advisors, requiring the approval by shareholders of the most relevant transactions and limiting exposure to such transactions); and
- preventing the Board from holding directorships (or equivalent) in competing company, unless they are within the Group and belong to the same Group protection scheme.

The present Policy shall be reviewed on an annual basis.
