PASINEX ARAMA VE MADENCILIK A.S.

CG-204 CONFLICT OF INTEREST POLICY

SECTION ONE

Purpose

Article 1 – Purpose

The purpose of this Policy is to establish the principles, procedures and responsibilities governing the prevention, timely identification, disclosure, assessment and effective management of actual, potential and perceived conflicts of interest that may arise in the course of the Company's activities.

The Company is committed to conducting all decision-making processes in accordance with the principles of integrity, impartiality, transparency, accountability and corporate loyalty. No personal, family, financial or other private interest shall be permitted to take precedence over the legitimate interests of the Company or the exercise of objective business judgement.

This Policy seeks to strengthen the Company's ethical culture, corporate reputation and commitment to sustainable corporate governance by enabling employees, executives, members of the Board of Directors and, where appropriate, third parties acting on behalf of the Company to anticipate, appropriately disclose and effectively manage conflicts of interest.

Article 2 – Scope

This Policy applies to:

a) members of the Board of Directors;

b) members of Board Committees;

c) the Chief Executive Officer and senior executives;

d) all employees;

e) advisers;

f) representatives;

g) persons acting under a power of attorney or otherwise on behalf of the Company; and

h) contractors, subcontractors and, where appropriate, suppliers and other third parties acting on behalf of the Company.

Any person authorised to make decisions, grant approvals, conduct negotiations, represent the Company, enter into contracts or otherwise act on behalf of the Company shall comply with the provisions of this Policy.

The Company shall, to the extent of its control or influence, encourage its joint ventures, affiliates and other business partners to conduct their activities in accordance with the principles and standards set out in this Policy and shall, where considered appropriate, support this expectation through contractual or corporate governance arrangements.

The provisions of this Policy shall be applied together with the applicable legislation and the Company's other policies and procedures. Where more than one requirement applies to the same matter, the stricter ethical or compliance standard shall prevail.

SECTION TWO

Legal Basis

Article 3 – Legal Basis

This Policy has been prepared on the basis of:

a) the Turkish Commercial Code;

b) the applicable capital markets legislation and corporate governance regulations;

c) the Company's Articles of Association;

d) the **Code of Ethics and Business Conduct Policy**;

e) the **Anti-Bribery and Anti-Corruption Policy**;

f) the **Board of Directors Terms of Reference**; and

g) the Company's other relevant policies, procedures and governance documents.

In implementing this Policy, due consideration shall be given to the applicable legislation in the jurisdictions where the Company operates and internationally recognised governance standards, including, in particular, the **OECD G20 Principles of Corporate Governance (2023)**, the **OECD Guidelines for Responsible Business Conduct**, **ISO 37000 – Governance of Organizations**, **ISO 37301 – Compliance Management Systems**, and internationally recognised good practices relating to the management of conflicts of interest.

Where any inconsistency exists between this Policy and the applicable legislation, the applicable legislation shall prevail. Where the Company's policies and procedures prescribe different ethical or compliance standards, the higher ethical and corporate governance standard shall apply, provided that it is not inconsistent with applicable law.

SECTION THREE

Definitions

Article 4 – Definitions

For the purposes of this Policy, the following definitions shall apply:

a) Conflict of Interest:

A situation in which personal, family, financial or other private interests affect, may affect or reasonably appear to affect the impartial, independent and objective performance of duties carried out on behalf of the Company.

b) Potential Conflict of Interest:

A situation that has not yet resulted in an actual conflict of interest but may reasonably develop into one if the existing circumstances continue.

c) Perceived Conflict of Interest:

A situation in which, even if no actual conflict of interest exists, a reasonable and impartial third party could conclude, based on the circumstances, that the independence or impartiality of the relevant individual may be compromised.

d) Close Family Member:

A spouse, child, parent, sibling, grandparent, grandchild, relative by marriage, any person residing in the same household and any other individual with whom the relevant person has a sufficiently close personal relationship that could reasonably influence that person's decisions.

e) Personal Interest:

Any financial or non-financial benefit that an individual, directly or indirectly, obtains or expects to obtain for themselves or their close associates independently of the legitimate interests of the Company.

f) Company Interest:

The legitimate corporate interests of the Company, including its long-term success, sustainability, reputation, assets and the legitimate interests of all stakeholders.

g) Decision-Making Process:

Any process relating to the preparation of proposals, evaluations, approvals, procurement, sales, investments, recruitment, promotion, contract execution, payment approvals or other administrative or commercial decisions undertaken on behalf of the Company.

h) Third Party:

Any natural or legal person who is not an employee of the Company but acts on behalf of the Company or within the scope of a business relationship with the Company, including advisers, representatives, contractors, subcontractors, suppliers, agents, business partners and similar persons or entities.

For any terms not defined in this Policy, the definitions contained in the applicable legislation and the Company's other policies and procedures shall apply.

SECTION FOUR

Fundamental Principles

Article 5 – Objective and Independent Decision-Making

All decisions made on behalf of the Company shall be based on the principles of integrity, impartiality, independence, transparency, accountability and the primacy of the Company's interests. Decision-making processes shall be based solely on objective, verifiable and business-related criteria.

Within this scope:

a) no employee, executive or member of the Board of Directors shall place personal, family, financial or other private interests ahead of the interests of the Company;

b) decision-making processes shall be conducted independently of personal relationships, external pressure, improper influence or expectations of personal benefit;

c) where a situation may give rise to a conflict of interest, the relevant individual shall make the necessary disclosures before participating in the decision-making process and shall act in accordance with the provisions of this Policy; and

d) authority exercised on behalf of the Company shall be used solely for the legitimate purposes of the Company and in accordance with the principles of good faith.

The Company recognises objective decision-making as a fundamental element of sound corporate governance and expects all executives to demonstrate leadership by acting consistently with this principle.

Article 6 – Disclosure and Reporting Obligation

Employees, executives, members of the Board of Directors and all other persons within the scope of this Policy shall promptly notify their relevant manager or the **Legal and Compliance Function**, in writing through the designated reporting mechanisms, of any actual, potential or perceived conflict of interest, or any circumstance that could reasonably give rise to such a perception.

Within this scope:

a) disclosures shall be made accurately, completely and in a timely manner;

b) where new information or circumstances relating to the conflict of interest arise, the disclosure shall be updated;

c) all relevant information and supporting documentation shall be provided for the assessment process; and

d) the disclosure obligation applies not only to actual conflicts of interest but also to potential and perceived conflicts of interest.

The submission of a disclosure shall not, in itself, constitute evidence of an ethical breach or establish the existence of a conflict of interest. Rather, it is a preventive compliance mechanism intended to facilitate an appropriate assessment, risk analysis and the implementation of any necessary management measures.

The Company encourages disclosures made in good faith and is committed to ensuring that persons making such disclosures are not subjected to any adverse treatment as a result.

Article 7 – Principle of Recusal and Withdrawal from the Decision-Making Process

A person who has an actual, potential or perceived conflict of interest shall not participate in any decision-making process in which their impartiality may be affected in relation to the matter under consideration.

Within this scope, the relevant individual shall not participate in:

a) assessments;

b) reviews;

c) negotiations;

d) the preparation of proposals;

e) the provision of recommendations;

f) decision-making;

g) approval processes; or

h) audit or oversight activities,

and shall not directly or indirectly seek to influence any such process.

Where considered appropriate, the relevant individual shall not attend the relevant portion of the meeting or shall withdraw from the meeting room for the duration of the relevant agenda item. Such recusal shall be appropriately recorded in the meeting minutes.

In relation to members of the Board of Directors, matters concerning recusal, participation in meetings and voting or quorum requirements shall be governed by the applicable legislation, the

Company's Articles of Association, the **Board of Directors Terms of Reference** and the Company's other governance documents.

Where a conflict of interest cannot be appropriately managed, the Company may implement such measures as it considers appropriate, including temporary or permanent changes to the relevant individual's duties, authority or responsibilities.

SECTION FIVE

Types of Conflicts of Interest

Article 8 – Financial Interests and Financial Conflicts of Interest

The personal financial interests of persons acting on behalf of the Company shall not influence, or reasonably appear to influence, objective and impartial decision-making undertaken on behalf of the Company.

Within this scope, the following circumstances may, depending on their nature, constitute or give rise to a conflict of interest:

a) directly or indirectly holding an ownership interest in, or making a significant financial investment in, any natural or legal person that conducts business with, or seeks to conduct business with, the Company;

b) undisclosed ownership interests or investments in which the individual is the **beneficial owner**;

c) receiving personal commissions, success fees, brokerage fees or similar financial benefits;

d) directly or indirectly receiving income, advantages or other economic benefits from third parties having a business relationship with the Company; and

e) any other financial relationship capable of resulting in personal financial gain from decisions made by the Company.

Investment activities that have been approved in advance by the Company, comply with the applicable legislation and do not affect objective decision-making shall not, in themselves, constitute a conflict of interest under this Article. Such investments may nevertheless be required to be disclosed and assessed where considered appropriate.

Article 9 – Close Family Relationships and Personal Relationships

Circumstances arising from close family relationships or other close personal relationships that may affect objective decision-making shall be assessed from a conflict of interest perspective.

Within this scope, the following situations shall be subject to assessment:

a) the recruitment of close family members;

b) close family members working within the same reporting line;

c) having authority to make decisions concerning one another in relation to performance evaluations, remuneration, promotion or disciplinary matters;

d) jointly participating in tender, procurement or supplier selection processes;

e) close family members acting as the Company's supplier, contractor, adviser or business partner;

f) being in an audit, control or supervisory relationship with one another; and

g) any other close personal relationship capable of affecting impartiality.

Such circumstances are not prohibited solely by reason of their existence. However, they shall be disclosed promptly by the relevant individuals, and, depending on the nature of the risk, appropriate control measures may be implemented, including segregation of duties, independent approval mechanisms, recusal or other suitable safeguards.

Article 10 – External Positions and External Business Activities

Members of the Board of Directors, executives and employees shall disclose in writing, in advance, any external appointments, business activities or remunerated employment that may affect their duties within the Company or give rise to a conflict of interest with the Company.

Particular consideration shall be given to the following activities:

a) serving as a member of the board of directors or as an executive of another company;

b) providing consultancy or other professional services;

c) participating in commercial partnerships or business ventures;

d) holding a position with, or providing services to, a competing business;

e) conducting personal business activities connected with the Company's field of operations; and

f) any other external activity that may affect the impartial performance of the individual's duties.

Following its assessment, the Company may permit the relevant activity to continue, impose appropriate conditions or, where the conflict of interest cannot be appropriately managed, require the activity to cease.

Article 11 – Use of Corporate Opportunities and Corporate Assets

Business opportunities, investments, business development opportunities, licences, projects, strategic information, technological developments and other corporate opportunities obtained through the Company's activities shall not be used for personal benefit.

No person shall use, divert or transfer for their own benefit or for the benefit of any third party:

a) investment opportunities;

b) information relating to licences, exploration rights or operating rights;

c) procurement or sales opportunities;

d) commercial projects;

e) merger, acquisition or partnership opportunities;

f) the Company's confidential information or trade secrets; or

g) the Company's assets, resources or business opportunities.

Information and opportunities acquired on behalf of the Company shall be used solely for the Company's legitimate interests. Confidential information obtained by virtue of an individual's position shall not be used for personal benefit or disclosed to third parties, even after that individual's employment or engagement with the Company has ended.

SECTION SIX

Related Party Transactions and Decision-Making Processes

Article 12 – Related Party Transactions

All transactions between the Company and its related parties shall be conducted in accordance with the principles of integrity, transparency, fairness, objective assessment and the **arm's length principle**.

Within this scope:

a) related party transactions shall be conducted on commercial terms consistent with prevailing market conditions;

b) the commercial rationale, economic justification and consistency of the transaction with the Company's interests shall be assessed objectively;

c) related parties shall not be granted unfair advantages that would not be available to other persons or entities;

d) transaction terms shall be supported by adequate information and documentation and appropriately recorded; and

e) where considered appropriate, independent assessments, expert opinions or market benchmarking may be obtained.

Related party transactions shall be subject to the necessary approval processes in accordance with the applicable legislation, the Company's Articles of Association, the Company's relevant policies and procedures and the applicable delegation of authority limits.

Article 13 – Non-Participation in Decision-Making (Duty of Recusal)

Any person who has an actual, potential or perceived conflict of interest shall not participate in any process relating to the relevant transaction or decision where their impartiality may be affected.

Within this scope, the relevant individual shall not participate in:

a) assessments;

b) reviews;

c) negotiations;

d) the preparation of proposals;

e) technical or commercial evaluations;

f) scoring or evaluation processes;

g) the provision of recommendations;

h) decision-making;

i) approval processes; or

j) audit or oversight activities,

and shall not directly or indirectly seek to influence any such process.

The relevant individual shall promptly disclose the conflict of interest in writing. Where considered appropriate, the conflict shall be declared before the meeting commences, recorded in the meeting minutes, and the individual shall not participate in the relevant part of the meeting or shall withdraw from the meeting room for the duration of the relevant agenda item.

Where a conflict of interest cannot be appropriately managed, the Company may implement appropriate control measures, including reallocating responsibilities, establishing an alternative decision-making mechanism, obtaining an independent assessment or adopting other suitable safeguards.

Article 14 – Special Provisions Applicable to Members of the Board of Directors

Members of the Board of Directors shall perform their duties in accordance with their duties of loyalty and care owed to the Company and shall promptly disclose to the Chair of the Board any actual, potential or perceived conflict of interest relating to themselves, their close family members or their related parties.

Within this scope, the relevant member of the Board of Directors shall:

a) disclose the matter giving rise to the conflict of interest in writing;

b) refrain from participating in discussions relating to the relevant agenda item;

c) abstain from voting;

d) where considered appropriate, withdraw from the meeting room during the relevant part of the meeting; and

e) refrain from taking any action that could directly or indirectly influence the decision-making process.

All disclosures, decisions regarding recusal and measures implemented shall be clearly recorded in the meeting minutes and retained in the Company's records.

Where required by the applicable legislation or the Company's governance documents, related party transactions and decisions involving conflicts of interest may be subject to review by the independent members of the Board, examination by the relevant Committees or other required approval mechanisms.

SECTION SEVEN

Procurement and Supply Processes

Article 15 – Impartiality and Objectivity in Procurement Processes

Employees, executives and other authorised persons participating in procurement, tendering, request for quotation, supplier selection and contracting processes shall perform their duties in accordance with the principles of integrity, impartiality, transparency, competition, equal treatment and objective assessment.

Within this scope, such persons shall:

a) not establish any personal interest relationship with prospective or existing suppliers that could affect their ability to make impartial decisions;

b) not make decisions based on personal relationships, family ties, economic interests or external pressure;

c) not disclose quotations, pricing information, technical evaluations, trade secrets or other confidential information to unauthorised persons;

d) not engage in any conduct that would provide an unfair advantage to a particular supplier; and

e) base the evaluation of bids solely on objective criteria established in advance.

Every procurement decision shall be made in the legitimate interests of the Company and on the basis of objective and properly documented evaluations.

Article 16 – Close Family Relationships and Supplier Processes

The participation in procurement, tendering or supplier selection processes of businesses owned by close family members, persons with whom an individual has a close personal relationship or companies controlled by such persons shall not, in itself, be prohibited. However, such circumstances shall be assessed from a conflict of interest perspective.

Within this scope:

a) the relevant individual shall promptly submit a written disclosure of the circumstances;

b) the relevant individual shall withdraw from all assessment, negotiation, proposal review, scoring, decision-making and approval processes;

c) the assessment shall be conducted by individuals who are independent and free from any conflict of interest;

d) where considered appropriate, additional control measures or secondary approval mechanisms shall be implemented; and

e) the measures adopted and the assessments conducted shall be appropriately documented.

Where a conflict of interest cannot be effectively managed, the Company may implement such measures as it considers appropriate, including removing the relevant individual entirely from the process or introducing alternative control mechanisms.

Article 17 – Relationships with Suppliers and Prohibition of Personal Benefits

Employees, executives and all other persons within the scope of this Policy shall neither obtain nor request from suppliers, contractors, advisers or other business partners any personal benefit that could affect the impartial performance of their duties.

Within this scope, such persons shall not request, accept or seek to obtain:

a) personal discounts;

b) commissions;

c) loans;

d) goods or services provided free of charge;

e) privileges granted for personal use; or

f) any other direct or indirect economic or non-economic benefit.

Suppliers, contractors and other business partners shall likewise refrain from making any attempt to improperly influence Company employees or the Company's decision-making processes. Any such attempt shall be assessed in accordance with the relevant contractual arrangements and Company policies and may, where considered appropriate, result in corrective measures, contractual sanctions or the termination of the business relationship.

The provisions of this Article shall be applied in conjunction with the Company's **Code of Ethics and Business Conduct Policy**, **Anti-Bribery and Anti-Corruption Policy**, **Gifts and Hospitality Rules**, **Supplier Code of Conduct** and the Company's other relevant governance documents.

SECTION EIGHT

Declaration and Record-Keeping System

Article 18 – Conflict of Interest Declarations

Members of the Board of Directors, senior executives, employees occupying positions designated by the Company on a risk-based basis and such other persons as the Company may determine shall submit conflict of interest declarations for the purpose of identifying actual, potential or perceived conflicts of interest.

Such declarations shall be submitted:

a) upon commencement of duties;

b) whenever there is a significant change in duties or responsibilities;

c) whenever a new actual, potential or perceived conflict of interest arises;

d) whenever requested by the Company; and

e) periodically, at least once each year.

Declarations shall be accurate, complete and based on current information. Where considered necessary, the Company may request supporting information and documentation to verify the accuracy of any declaration.

Article 19 – Obligation to Update Declarations

Where any change occurs in previously disclosed information that may affect the assessment of a conflict of interest, the relevant individual shall promptly notify the Company within a reasonable period by submitting an updated declaration.

In particular, the following shall be regarded as requiring an updated declaration:

a) new financial investments;

b) external appointments or business activities;

c) changes in the business relationships of close family members;

d) new relationships established with suppliers, customers or business partners; and

e) any other significant development capable of giving rise to a conflict of interest.

The disclosure obligation is not limited to the annual declaration cycle and shall apply from the time the relevant change becomes known.

Where considered appropriate, the Company shall reassess the updated declaration and determine appropriate risk management or control measures.

Article 20 – Conflict of Interest Records and Confidentiality

The Company shall securely maintain information relating to reported conflicts of interest within an appropriate record-keeping and documentation system.

Where appropriate, the following shall be documented:

a) conflict of interest declarations submitted;

b) assessments conducted;

c) decisions taken;

d) control measures and risk mitigation measures implemented;

e) monitoring and review results; and

f) relevant correspondence and supporting documentation.

These records shall be retained in accordance with the applicable legislation and the Company's policies and procedures relating to information security and the protection of personal data. Access to such records shall be restricted to persons authorised by virtue of their duties and shall be managed in accordance with the principle of confidentiality.

The Company shall implement appropriate administrative and technical measures to ensure the accuracy, integrity and, where necessary, the traceability of such records.

SECTION NINE

Monitoring and Audit

Article 21 – Monitoring and Evaluation of the Effectiveness of the Policy

The **Corporate Governance Committee** shall regularly monitor the implementation, effectiveness and continual improvement of this Policy and shall make recommendations to the Board of Directors on matters it considers necessary.

As part of the monitoring activities, the following indicators shall, where appropriate, be evaluated:

a) the number and nature of conflict of interest declarations submitted;

b) conflicts of interest identified, managed and resolved;

c) Policy violations and corrective or preventive actions implemented;

d) participation rates in training and awareness activities;

e) the timely completion rate of corrective actions;

f) recurring violations or trends;

g) new or changing conflict of interest risks identified through risk assessments; and

h) such other performance indicators as may be considered appropriate.

Monitoring results shall be evaluated for the purposes of improving the Policy, reducing risks and strengthening the Company's corporate governance practices.

Article 22 – Internal Audit and Independent Assurance

The **Internal Audit Function** may independently and objectively evaluate, as part of its risk-based internal audit plans, the implementation of this Policy, the effectiveness of the relevant internal control mechanisms and the adequacy of the processes established for managing conflicts of interest.

As part of internal audit activities, the following may, where appropriate, be reviewed:

a) the conflict of interest declaration and record-keeping system;

b) the implementation of recusal and disclosure obligations in decision-making processes;

c) related party transactions;

d) procurement and supply processes;

e) the effectiveness of control activities and **corrective and preventive actions (CAPA)**; and

f) the level of compliance with relevant policies and procedures.

Audit findings shall be classified according to their level of risk and submitted to the relevant management together with recommendations for corrective actions. Significant findings and the status of related corrective actions shall be reported to the **Audit Committee** and the Board of Directors.

The **Internal Audit Function** shall monitor, on a risk-based basis, the implementation of corrective actions relating to audit findings and shall, where necessary, perform follow-up verification activities.

SECTION TEN

Training and Awareness

Article 23 – Training and Awareness

The Company shall conduct regular training and awareness activities to support the prevention, early identification, appropriate reporting and effective management of conflicts of interest.

Training programmes shall be planned on a risk-based and role-based basis, taking into account employees' duties, authority, responsibilities and the conflict of interest risks to which they may be exposed.

Within this scope, specialised training programmes shall, where appropriate, be provided for the following groups:

a) members of the Board of Directors;

b) senior executives;

c) employees involved in procurement and supply processes;

d) Human Resources personnel;

e) employees performing functions within the Legal, Compliance and Internal Control Functions;

f) investment, project development and business development teams; and

g) employees serving in other positions identified by the Company as presenting a high risk of conflicts of interest.

Training activities may be supported through classroom training, online training, informational communications, guidance documents, case studies and similar awareness initiatives.

The Company shall appropriately maintain records of participation in training activities, periodically evaluate the effectiveness of such training and update training content where necessary.

SECTION ELEVEN

Policy Violations

Article 24 – Policy Violations and Sanctions

Any violation of this Policy, or any attempt to violate it, shall be assessed in accordance with the applicable legislation and the Company's policies and procedures, taking into account the nature of the violation, its impact, the degree of fault of the relevant individual, whether the violation is repeated and its potential impact on the Company.

Within this scope:

a) employees and executives may, depending on the nature of the violation, be subject to a warning, reprimand, reassignment, suspension, termination of employment or other disciplinary measures;

b) measures applicable to members of the Board of Directors shall be determined in accordance with the applicable legislation, the Company's Articles of Association and the **Board of Directors Terms of Reference**;

c) the intentional concealment of a conflict of interest, the submission of false or incomplete declarations, the deliberate failure to comply with disclosure obligations, participation in decision-making processes despite a conflict of interest or obtaining personal benefits through such conflict may be regarded as serious violations;

d) where the Company suffers loss as a result of a violation, pursuing compensation and exercising other available legal rights against the relevant persons may be considered;

e) where advisers, contractors, subcontractors, representatives, suppliers or other third parties act contrary to this Policy or their contractual obligations, the Company may consider requesting corrective measures, suspending or terminating the relevant contract or exercising other contractual or legal rights; and

f) where a violation may give rise to legal, administrative or criminal liability, the Company may notify the relevant public authorities, file a criminal complaint and initiate, participate in or otherwise pursue the necessary legal or administrative proceedings.

Sanctions imposed under this Article shall be determined in light of the findings obtained through the relevant review or investigation, taking into account the defence of the relevant individual, and shall be applied consistently in respect of similar violations.

SECTION TWELVE

Review

Article 25 – Review and Amendment of the Policy

This Policy shall be reviewed by the **Corporate Governance Committee** at least annually for the purpose of evaluating its effectiveness, currency and continued applicability.

During the review process, the following matters shall, where appropriate, be taken into consideration:

a) monitoring and evaluation results relating to the implementation of the Policy;

b) internal audit findings and recommendations;

c) identified Policy violations and related trends;

d) the results of conflict of interest risk assessments;

e) changes in the Company's operations, organisational structure or business processes;

f) changes in applicable national and international legislation;

g) developments in internationally recognised good practices and corporate governance standards; and

h) such other matters as may be considered appropriate, together with feedback received from stakeholders.

Any amendments considered necessary as a result of the review shall be evaluated by the **Corporate Governance Committee** and submitted to the Board of Directors for approval.

Where significant changes occur in the applicable legislation, the Company's operations or risk profile, or where a significant Policy violation or systemic weakness is identified, the Policy may be reviewed on an exceptional basis without waiting for the annual review cycle.

SECTION THIRTEEN

Entry into Force and Administration

Article 26 – Entry into Force

This Policy shall enter into force on the date of its approval by the Board of Directors.

From its effective date, this Policy shall be binding upon all corporate bodies, executives and employees of the Company. Advisers, representatives, contractors, subcontractors and other third parties acting on behalf of the Company are likewise expected to comply with the principles of this Policy to the extent appropriate to the nature of their activities.

The Board of Directors may, where considered appropriate, determine different effective dates or phased implementation arrangements for specific provisions of this Policy.

Article 27 – Administration

The Board of Directors shall have overall responsibility for the oversight and implementation of this Policy.

The Chief Executive Officer shall establish the organisational structure, processes and necessary internal control mechanisms required to ensure the effective implementation of this Policy and shall coordinate its implementation throughout the Company.

Managers shall, within their respective areas of responsibility, be responsible for:

a) ensuring the implementation of the provisions of this Policy;

b) ensuring that employees are informed of the Policy and supporting their participation in the necessary training programmes;

c) ensuring that conflicts of interest are reported in a timely manner and managed appropriately;

d) promptly implementing the necessary measures in response to identified risks and violations; and

e) ensuring compliance with the relevant record-keeping and reporting obligations.

The **Legal and Compliance Function**, together with the other relevant control functions, shall provide advice on the implementation of this Policy, support the necessary coordination and contribute to monitoring activities within the scope of their respective responsibilities.

All persons involved in the implementation of this Policy shall be responsible for contributing to its effective implementation within the scope of their respective duties and responsibilities.

ANNEXES

Annex 1: Conflict of Interest Declaration Form

Annex 2: Annual Conflict of Interest Declaration

Annex 3: Conflict of Interest Assessment Form

Annex 4: Related Party Transactions Checklist

Annex 5: Procurement Impartiality Declaration

Annex 6: Conflict of Interest Register Template

Annex 7: Practical Scenarios and Decision-Making Guidance