



# GROUP CONFLICT OF INTEREST POLICY

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## Revisions

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0.1	05.09.2022	Ljuba Kovačević	First draft

## Policy properties

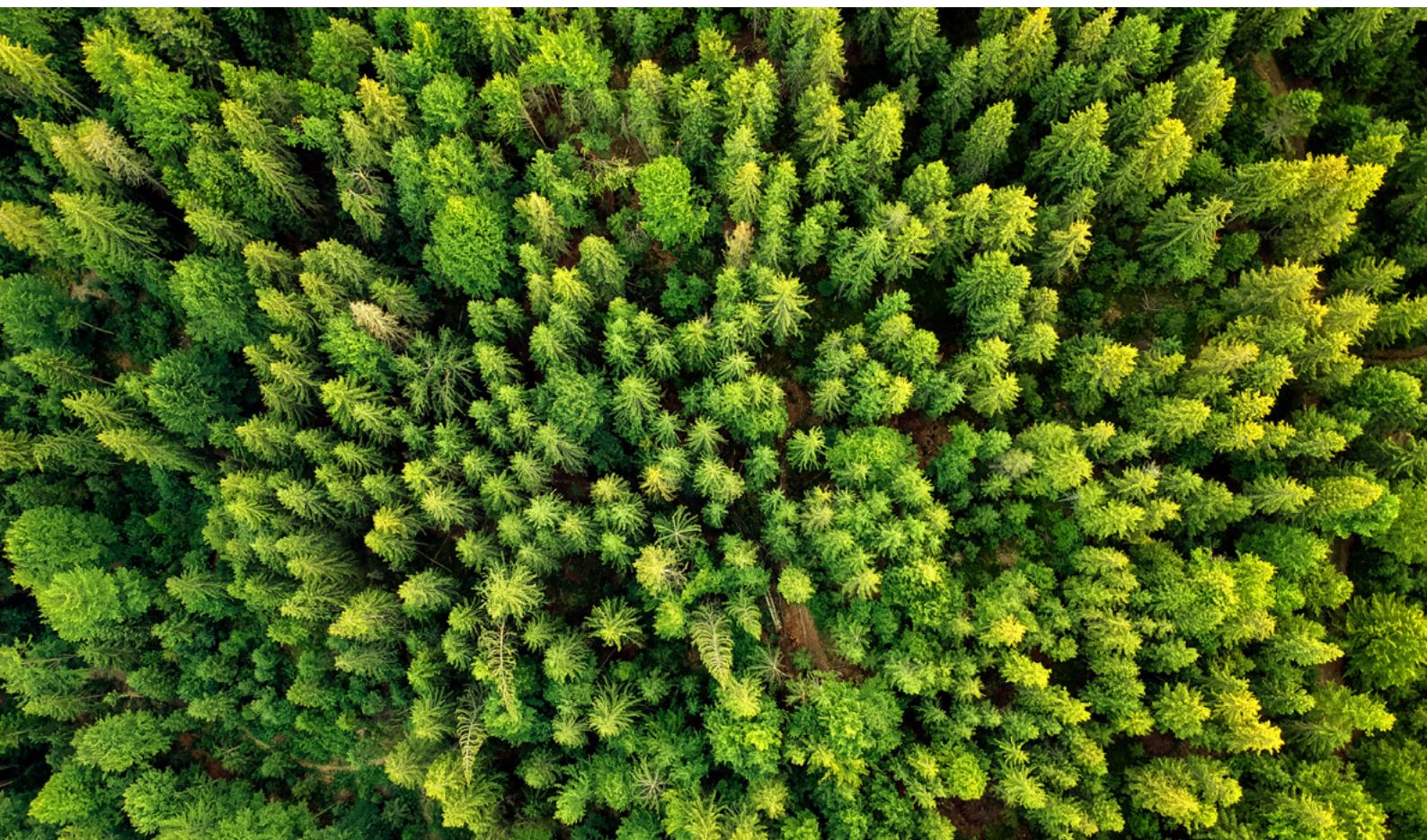
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Author	Ljuba Kovačević, Group Compliance Officer
Reviewed By	Matěj Řepka, Group Legal Counsel
Approved By	Boris Novorka, Group Chief People & Culture Officer Jan Kotous, General Counsel Michal Nebeský, Group Chief Finance & Investment Officer Petr Sedláček, Group COO Petr Novotný, Group Chief of Strategic Business Development Officer Zdeněk Sobotka, Group CEO
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Applicability	All Companies All Departments All Employees
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# 1. Policy Provisions

## 1.1. Purpose

This Policy is a key component of SOLEK's Group corporate governance system and is intended to define the procedures and processes that must be followed in order to prevent and where applicable, manage actual or potential Conflict of Interest involving SOLEK's shareholder/s, board members, officers, managers and other Employees in their relationships with the SOLEK Group, as well as any Conflict of Interest situations that could potentially arise with customers, suppliers or other stakeholders.

All Employees are required to perform the duties and activities of their position with the highest level of integrity and independence, in a professional and ethical manner. They must also ensure that they avoid or eliminate any conflict of interest or situation that could reasonably be perceived as a Conflict of Interest and immediately report it to their supervisor / line manager.

Although this Policy details certain behaviors that may lead to a Conflict of Interest or the appearance of a Conflict of Interest, it is impossible to anticipate all situations that could lead to one. Employees may also inadvertently find themselves in a situation that leads to or could be perceived as a Conflict of Interest. These situations must also be disclosed.

Compliance with this Policy is a condition of employment or other engagement with the SOLEK Group. Failure to comply with these provisions may result in disciplinary action, up to and including termination of employment or engagement.

## 1.2. Scope

This Policy applies to all Employees. All are expected to abide by the provisions of this Policy that are reasonably applicable to them. This Policy is intended to apply to the above persons in all countries in which the SOLEK Group operates a business.

# 2. Definitions and Abbreviations

For the purpose of this Policy the terms shown below has the following meaning:

<b>Term</b>	<b>Description</b>
Company	SOLEK HOLDING SE, ID No.: 29202701, with registered seat at Voctářova 2497/18, Libeň, 180 00 Prague 8, registered in Commercial Register kept by the Municipal Court in Prague, file No. H 218
COI Committee	The committee appointed to address Conflicts of Interests
Conflict of Interest	Any circumstance described in Section 3.1. of this Policy
Contract or Transaction	Any agreement or relationship involving the sale of purchase or goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship or review of a charitable organization by SOLEK Group. The making of a gift to SOLEK Group is not a Contract or Transaction.
Employee	All employees, officers, contractors, directors or members of statutory bodies of all Group Companies
Family Member	A spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of an Employee.
Financial Interest	An interest of any kind that an Employee or Family Member may have in the monetary transactions of SOLEK Group. In particular, any interest that could have a direct bearing on the financial gain/loss of the SOLEK Group.
Group Company	All companies that are part of the SOLEK Group
Policy	The Group Conflict of Interest Policy
SOLEK Group	The Company and all its subsidiaries

## 3. Commitments and Guiding Principles

### 3.1. Conflict of Interest

As defined herein, a Conflict of Interest is whenever an Employee has personal, professional, financial or other similar types of interests which could have the potential to compromise or bias his or her professional judgement, loyalty and objectivity as a SOLEK Group Employee. A Conflict of Interest may be direct when it is the SOLEK Group Employee himself or herself that has the conflict or indirect when it involves an immediate or close Family member of the Employee.

### 3.2. Guiding Principles

Employees must ensure that no conflict exist or could appear to exist between their personal interests and those of SOLEK Group, potential competitor, customer, partner, vendor, supplier or other business entity in which they have a direct or indirect Financial Interest.

SOLEK Group has determined the following principles and guidelines with regard to Conflict of Interest.

Therefore the Employees shall not:

- Take part in or attempt to influence any SOLEK Group decision or any business dealings with a current or potential competitor, customer, partner, vendor, supplier or other business entity in which they have a direct or indirect Financial Interest;



- Use the premises, equipment, supplies or services of other Employees of SOLEK Group to promote their personal interests;
- Use confidential information for their personal benefit during or after employment or engagement with SOLEK Group;
- To be in a position where they could benefit directly or indirectly from a SOLEK Group business transaction (e.g., supplier of goods or services, contract, license or partnership);
- Give preferential treatment to any supplier or other person doing business with SOLEK Group in order to serve their personal interests;
- Invest in, own, have an interest in, or be an Employee of an organization that might have an interest, direct or indirect, in any SOLEK Group commercial transaction, except in the case of a widely held public company whose dealings with SOLEK Group do not represent a substantial portion of its total business;
- Use their position or contact at SOLEK Group to promote their personal interest or those of a Family member or person with whom they have a close personal or professional relationship;
- Take part in or attempt to influence any SOLEK Group related decision or business dealings (including those concerning current or potential customers, partners, vendors or suppliers) that may benefit or appear to benefit a relative, close personal friend or a business enterprise in which a relative or close personal friend is involved or has a direct or indirect Financial Interest.
- SOLEK Group generally does not permit work situations where a manager directly or indirectly manages a relative or a person with whom he/she has a romantic relationship. If the Employee is aware that SOLEK Group plans to hire their relative or a person for a position with whom they have a romantic relationship that directly or indirectly reports to them, they shall disclose that information immediately.
- If, during the course of the employment or engagement, a romantic relationship develops between the Employee and another SOLEK Group Employee within their direct or indirect reporting chain, both of them shall promptly disclose that information.

This should not be interpreted as an exhaustive list of all circumstances that could lead to a real or perceived Conflict of Interest.

### 3.3. Prevention and Management of Conflict of Interest

The general principles that shall apply when faced with a Conflict of Interest are as follows, thus every Employee shall:

- abstain from being involved in any discussions or decision-making related to the conflicted matter or transaction;
- abstain from accessing proprietary or confidential information related to the conflicted matter or transaction;
- be transparent and openly and candidly make a Conflict of Interest disclosure;
- cooperate in resolving Conflicts of Interest;
- annually complete a disclosure from identifying any relationships, positions, or circumstance in which the Employee is involved that he or she believes could contribute to a Conflict of Interest arising, by using the form attached as Annex No. 1 – Conflict of Interest Information Form. Such relationships, position, or circumstance might include service as a director of or consultant to a not-for-profit organization, or ownership of a business that might provide goods or services to SOLEK Group.

### 3.4. Disciplinary Action

As all Conflicts of Interest will be reviewed on a case-by-case basis, a review may result in disciplinary action. The Group Company has full discretion to deem what disciplinary action is both fitting and necessary, including suspension and/or termination of employment.

Any such information regarding Conflict of Interests of an Employee or a Family Member shall be treated as confidential and shall generally be made available only to the committee appointed to address Conflicts of Interests ("COI Committee"), except to the extent additional disclosure is necessary in connection with the implementation of this Policy. The appointed COI Committee shall consist of the senior member of the Legal & Compliance Department, the Compliance Officer, and the senior member of the HR team.

## 4. Oversight, Assessment and Review

The Legal & Compliance Department shall periodically, and at least on a yearly basis, review and assess all Conflicts of Interest existing in SOLEK in order to implement the necessary mechanisms designed to prevent any interferences with the objectivity, unbiased judgement and loyalty of SOLEK Employees in their decision-making responsibilities.

The Group Compliance Officer shall periodically review this Group Conflict of Interest Policy, and submit recommendations to the Board of Directors regarding any amendments or revisions to the Policy as may be necessary or advisable to ensure that appropriate and effective controls are in place and working as intended to minimize the risks of fraud and corruption in SOLEK.

## 5. Annex

Annex No. 1 - Conflict of Interest Information Form

## 6. Local Implementation

The Group Company is not required to issue a local version of this Policy, but it shall fully comply with this Policy as well as with local regulations, financial standards, and audit requirements.

## 7. Acknowledgement

Each Group Company shall ensure that all its Employees become acquainted with this Policy and that each Employee signs a written acknowledgement, receives a copy of the Policy, has read the Policy carefully and abides by its terms. A violation of this Policy may be cause for significant sanctions including termination of employment, to the extent permitted by applicable law.

### Approval Authority Signature and Date

In Prague, on 10. 10. 2022

  
Zdeněk Sobotka, the Group CEO

## Annex No. 1 – CONFLICT OF INTEREST INFORMATION FORM

Name: \_\_\_\_\_ Job Title: \_\_\_\_\_

*Please, describe below any relationships, positions, or circumstances in which you are involved that you believe could contribute to a Conflict of Interest arising, as defined in the SOLEK's Group Conflict of Interest Policy.*

### Business Relationships

Do you or a Family member have any business relationship with or Financial Interest in an entity that (a) has a contractual relationship with any Group Company, (b) provides goods or services to any Group Company, or (c) that you are aware is seeking to do business with any Group Company?

☐ Yes ☐ No

### Family Members Working Together at SOLEK Group

Do you work in the same area or department as a Family Member or have you been involved in the hiring, supervision, or review of the work of a member of your family working at SOLEK Group?

☐ Yes ☐ No

### Gifts or Favors

Have you (as an individual or on behalf of your department) or a Family Member accepted gratuities, gifts, or special favors from someone (or an entity) who is doing business with or proposing to do business with the SOLEK Group?

☐ Yes ☐ No

### Outside Jobs/Activities

Do you participate in a job outside of the SOLEK Group, or any other outside activity, that may create a conflict of commitment by overlapping with or requiring your attention during your scheduled work hours at SOLEK Group?

☐ Yes ☐ No

### Use of SOLEK Group's Resources

Do you use—or expect to use in the immediate future—any SOLEK Group's resources in the performance of any outside activity?

☐ Yes ☐ No

### Other

Provide below any information that is relevant to your response and which might assist the SOLEK Group in managing the conflict (if one exists). For example, where applicable, you should identify the nature of the business or other outside activity, the nature of your Financial Interest, any outside positions you hold that may pose a conflict of commitment, the type of gift received—as well as its source and approximate value, and the nature of your SOLEK Group responsibilities insofar as they relate to the business or other outside activity. Please be as specific as possible.

I hereby certify that the information set forth above is true and complete to the best of my knowledge. Should there be any change to the above information and declaration, I will promptly notify the COI Committee and complete a new declaration of interest form that describes the changes. I understand that information about my interests will be held by the Legal & Compliance Department for a period of five years after the end of the assessment cycle during which I contributed, after which the information will be destroyed. I understand that these forms will be considered confidential and will be reviewed in accordance with the Conflict of Interest implementation procedures. I have reviewed, and agree to abide by, the Group Conflict of Interest Policy of SOLEK Group that is currently in effect.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_