

CONFLICT OF INTEREST RULES

supplement

ANTI-CORRUPTION POLICY

ELEMENTAL CAPITAL GROUP

I. DOCUMENTARY HISTORY

Version and date of creation	Entity making the changes	Description of changes	Date of approval / effective date	Approver
01.10.2024	Elemental Holding SA	The first version of the document	4 October 2024	Management Board of the Parent Company

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II. INTRODUCTION

In the **Elemental Group**, in connection with the general principles introduced under the Code of Ethics and the Anti-Corruption Policy, as well as legal requirements and general sustainability standards implemented within the Organization, a **Conflict of Interest Rules** (hereinafter also referred to as the "**Rules**") is created and implemented, which clarifies the provisions of the Code of Ethics and the Anti-Corruption Policy regarding conflicts of interest.

These **Conflict of Interest Rules** define the subjective and material scope of their application. Their purpose is to counteract conflicts of interest in the Elemental Group by introducing the essence of conflicts of interest and indicating the appropriate course of action in the event of their suspicion or occurrence. This document is also an expression of the implementation of the two basic principles adopted by the Organization, i.e. the **principle of disinterestedness**, according to which one should not be guided by private interests in the performance of one's duties, and **the principle of impartiality**, according to which all matters should be conducted transparently, regardless of personal preferences and in compliance with the principles of equal treatment of parties and fair competition.

The application of these Rules is a concern for the interests of the Elemental Capital Group, as conflicts of interest can negatively affect the work environment, and, in particularly serious situations, threaten the Group's development and operations. Concealing or ignoring conflicts of interest may lead to behavior that encourages the development of various types of illegal corrupt practices, such as nepotism, paid protection or bribery, which are strictly prohibited. In addition, the occurrence of conflicts of interest can contribute to image and financial damage, subsequently affecting relationships with business partners and investors.

These Rules apply to all Organization companies and are implemented directly. It is permissible to modify the Rules depending on the regulations existing in the particular jurisdiction to which the Organization company belongs, to the extent required by law, in the manner adopted in the Elemental Group.

In accordance with generally accepted principles in the Elemental Group, these Rules are subject to mandatory review at least once every two years as part of the revision of the Elemental Group's Anti-Corruption Policy, or



independently in the event that significant changes in the law regarding conflicts of interest come into force, or if such change is conditioned by the amendment or introduction of another internal policy/procedure in the Elemental Group, or if there is any other compelling reason.

The following model documents are attached to these Rules:

- a) **Appendix No. 1 - Conflict of Interest Statement for Employees and Associates**
- b) **Appendix No. 2 - Conflict of Interest Form**
- c) **Appendix No. 3 - Information for the Contractor regarding conflict of interest**
- d) **Appendix No. 4 - Request for approval to take up additional employment in the situation of conflict of interest**
- e) **Appendix No. 5 - Diagram of the conflict of interest management process.**

III. DEFINITIONS

Whenever these Rules refer to:

1. **Associate** – means a person providing services to the Company on the basis of any civil law contract, including persons representing the Company on the basis of powers of attorney granted;
2. **Benefits** – this is understood as: i. personal benefit, i.e., a benefit of a non-pecuniary nature that improves the situation of the person who receives it; ii. material benefit, i.e., an acquisition of property or goods whose value can be expressed in money; iii. avoidance of property losses;
3. **Close relative** – means a person related to the third degree in a straight line or to the fourth degree in a collateral line with an Employee or Associate, including by birth, marriage, adoption, affinity, or any person with whom an Employee or Associate has a close personal relationship or in a common household (i.e., partner/partner, roommates);
4. **Company** – means a company belonging to the Elemental Capital Group;
5. **Competitive activities** – means: activities that are competitive to the activities of Elemental Group companies consisting of activities related to:
 - a) Management (including collection, storage, recovery, recycling, brokerage and sale) of waste constituting:
 - waste electrical and electronic equipment (WEEE),
 - automobile catalytic converters or waste from the processing of these catalytic converters (SAC),
 - scrap,
 - printed circuit boards (PCBs),
 - batteries and rechargeable batteries;
 - b) trading in non-ferrous metals obtained in connection with the process of recovery or recycling of waste specified in (a) above;
 - c) trading and the purchase or sale of products generated in the process of waste management specified in a) above,in the territory of European Union countries, and as for non-EU countries in the territory where the Company or another Elemental Group company has entered into at least one contract relating to, purchase, transport, collection, sale, contract related to the management of waste specified above, or a contract of a similar nature having as its object waste specified in a) above;



6. **Compliance Department** - means the internal compliance department of the respective Company, or in the absence thereof, the compliance department of the Parent Company;
7. **Employee** - means an individual employed by the Company under an employment contract;
8. **Management Board** - means the Management Board of a given Company;
9. **Notification** - means an internal notification made in accordance with the Whistleblower Procedure regarding a perceived violation;
10. **Organization** - means the Elemental Capital Group as defined in the Code of Ethics adopted by the Organization;
11. **Parent Company** - means Elemental Holding SA (société anonyme), based in Luxembourg;
12. **Superior** - means the immediate supervisor in the case of an Employee or the person to whom the report is submitted of the performance of duties in the case of an Associate.

IV. CONFLICT OF INTEREST

1. A conflict of interest is a situation:
 - i. in which an Employee/Associate's private interests or activities interfere with or may affect the interests of the Company, the performance of his/her duties for the Company in an objective and efficient manner, or directly impinge on his/her decisions; and
 - ii. activities aimed at gaining benefits (for oneself or those close to oneself) in connection with his or her position in the Organization.
2. Conflict of interest can take **various forms**. The catalog of situations/activities/behaviors that may constitute a conflict of interest is **an open catalog** - this means that it is not possible to define all forms of conflict of interest within the framework of this document.
3. The catalog of situations indicated in Chapter VI, section 1 is exemplary and does not exhaust events that may be a source of conflict of interest. A conflict of interest may also arise if a given Employee or Associate is involved in activities other than the situations listed in Chapter VI, section 1, which in his or her opinion or the Company's opinion may constitute or be perceived as a conflict of interest with respect to the Company.
4. To assess whether a situation or action constitutes a conflict of interest, an Employee or Associate may use verification with the following questions:
 - a) Could a relationship with a person compromise my objectivity and ability to make decisions in the interest of the Company?
 - b) What might a given situation look like for someone outside the Company?
 - c) Might other Employees or Associates consider that my actions or behavior may influence a decision made on behalf of the Company?
 - d) Will I or those close to me gain a personal benefit as a result of a particular action?
5. The occurrence of a conflict of interest or its suspicion and its disclosure prior to taking an action or activity that could damage the Company's interest shall not constitute a violation.
6. When a conflict of interest is suspected, withholding or ignoring it or acting inconsistently with the Rules, and failing to refrain from making decisions or performing actions that could harm the Company's interests, constitutes a violation and should be reported in accordance with the Elemental Group's Whistleblowing Procedure.

V. APPLICABILITY OF CONFLICTS OF INTEREST RULES

1. The Rules applies to **all Employees and Associates of the Company**, subject to section 2 below.
2. The undertaking of employment or other profit-making activity by Employees or Associates in different Elemental Group Companies does not constitute a conflict of interest and does not require the notifications specified in these Rules.

3. The Rules are also applicable to all entities and third parties, i.e. customers, contractors, subcontractors and other business partners cooperating in any field with the Companies of the Organization, who are obliged to inform the Company of cases of conflict of interest or suspected conflict of interest. Information for the Contractor on conflicts of interest is an integral part of any contract concluded with third parties (**Appendix No. 3** to this Rules). The above does not apply to the conclusion of contracts between Elemental Capital Group Companies.
4. It is the duty of every Employee and Associate of the Company to prevent conflicts of interest in the performance of their duties by:
 - a) reviewing their actions and behavior for compliance with the principle of impartiality and disinterestedness;
 - b) disclosure of any events that may lead to a conflict of interest;
 - c) informing the relevant persons in the Company about existing conflicts of interest;
 - d) refraining from actions or behavior aimed at gaining advantage or raising doubts about the proper performance of official tasks;
 - e) avoiding engaging in a relationship of gratitude with individuals/entities with whom the Company could potentially establish a business relationship in the future.
5. Any violation of the provisions set forth in this Rules may lead to **disciplinary sanctions**, including termination of the contract with the Employee or Associate in question in accordance with the Company's internal regulations.
6. Failure to comply with the Rules may also entail **further consequences** in the form of damages enforced in civil proceedings or others provided for in the relevant criminal law provisions applicable to the case.

VI. TYPES AND SOURCES OF CONFLICT OF INTEREST

1. A conflict of interest may arise **in particular** if the given Employee or Associate:
 - a) works or provides services simultaneously for a customer, supplier or competitor of the Company;
 - b) holds shares, stocks or other titles entitling him to benefit from customers, suppliers or competitors with respect to the Company, with the exception of the acquisition of publicly traded shares;
 - c) makes, wishes to make a loan or other commitment with another Employee/Associate or for their Close relatives;
 - d) holds a position in the management or supervisory body of another company that cooperates with an Elemental Group Company or the activities of that company constitute Competitive Activities as defined herein;
 - e) holds a position on the Management Board of a charitable, educational or other non-profit organization that works with the Company;
 - f) uses a held position or information regarding the Company that is not publicly available (e.g., terms of business, trade secrets, know-how), for his own benefit or for

the benefit of a Close relative, e.g. for external investment or sharing with a competitor;

- g) decides or participates in the process of hiring, supervising or managing the work of a Close relative in the Company (direct business subordination);
- h) performs duties or functions in the Company between which there is an exclusionary relationship, e.g., conducts a bidding process and at the same time exercises direct control over it.

2. Conflict of interest can be:

- a) **real** - it is a situation here and now, in which the person/entity making the decision or certain actions is related to the person/entity affected by the decision or action, for example.

- an employee of the Company's accounting department conducts additional business and provides accounting services to one of the Company's contractors;
- the supplier of office supplies to the Company is the company XYZ, which is owned by the husband of the Company's administrative department employee responsible for ordering office supplies;
- a member of the Company's Management Board is also a member of the supervisory board of another company that is a Company's client;
- an associate of the Company received a company car exclusively for business use, which he uses after working hours to conduct his additional business activities;
- an employee of the Company's HR department participates in the process of hiring a Close relative to one of the Company's departments.

- b) **Potential** - this is a situation in which a person's behavior or action may in the future inappropriately affect his or her disinterestedness, impartiality or professional integrity, e.g.

- during a charity event organized by a foundation, one of whose one of the main sponsors is the Company, an Employee of the Company, holding a managerial position, accepts for himself and his spouse an invitation to a major sporting event from a representative of a company that may become a contractor of the Company in the future;
- an employee of the Company's purchasing department acquires shares in a company that intends to compete for a tender announced by the Company;
- during the implementation of the project, a Company employee insists on using an intermediary, although given the objective circumstances of the case, the participation of an intermediary is not necessary.

c) **Perceived/apparent** - this is a situation where there is a suspicion that a person's/entity's action is motivated by personal benefit to themselves or a Close relative, even though this is not actually the case, e.g.

- the granting of a raise to an employee in the transportation department who has been performing his duties diligently for several years, who is also related to the director of the finance department, may be perceived by other employees as favoritism due to family ties, despite the existence of an objective basis for granting the raise and the lack of direct professional subordination;
- the Company's maintenance of relationships with only one entity, such as a charitable organization, by inviting its representatives to participate in special events, meetings or consultations, while other entities also operate in the area.

3. In accordance with this Rules, the Company recognizes the following situations, while determining how to deal with them in which a conflict of interest may arise:

3.1. **additional employment or other profit-making activity**, e.g.:

- An employee of the Company's trading department is employed ¼ time in a similar position with one of the Company's competitors.

3.1.1. Additional employment or other profit-making activity of an Employee or Associate must not lead to a conflict of interest with respect to the Company and have a negative impact on the Employee's or Associate's commitment and effectiveness in performing work for the Company.

- 3.1.2. In the case of providing work or services to competing entities understood as Competitive Activities, each Employee, Associate or member of the Company's body is required to obtain the Company's written consent in advance. A specimen application for approval to undertake additional employment is attached as **Appendix No. 4** to this Rules.
- 3.1.3. Undertaking additional employment or profit-making activity other than competitive does not require obtaining the Company's consent. The absence of the need to obtain consent for additional employment or profit-making activity other than competitive does not relieve an Employee or Associate from independently assessing the risk of a conflict of interest. However, in the case of an intention to undertake additional employment or other gainful activity, prior consultation with the supervisor is recommended, and if it is determined that it leads to or may lead to a conflict of interest, the Employee or Associate shall be obliged to apply for the Company's written approval, just as in the case of competitive activities referred to in section 3.1.2 above.
- 3.1.4. An Employee or Associate submits a request for approval to undertake additional employment, in the situation referred to in sections 3.1.2 and 3.1.3 above, to the Superior. The Superior shall give an opinion on the application received within 5 working days from the date of receipt of the application and refer it to the Board Member appropriate with respect to the organizational subordination of the Employee or Associate.
- 3.1.5. The Board member appropriate with respect to the organizational subordination of the Employee or Associate. shall make a decision regarding the request referred to in section 3.1.4 above within 5 working days from the date of receipt of the request.
- 3.1.6. Requests for consent to undertake additional employment are kept in the Employee's personnel file or the Associate's file.

3.2. **family and social relationships**, e.g.:

- an employee of the Company's IT department is the direct supervisor of his brother, who holds a specialist position in the same IT department

- 3.2.1. The Elemental Group implements a personnel strategy based on hiring Employees and Associates according to objective criteria such as education and experience, while respecting the principles of diversity.
- 3.2.2. The existence of a family or social relationship within the organizational structures of the Company shall not lead to the disruption of objectivity and professional integrity, the achievement of benefits therefrom, or constitute employment or any kind of preference for a family or socially related Employee or Associate over Employees or Associates who do not have such a relationship.

3.2.3. It is not permissible to employ Close relatives in the same organizational unit/department and/or in a direct business relationship when an Employee or Associate:

- assigns work duties to a Close relative;
- supervises the work of a Close relative;
- takes part in the recruitment and hiring process of a Close relative;
- takes part in the management or career planning process of a Close relative employed by the Company.

3.2.4. In particularly justified cases, e.g. due to the specifics of the organizational structure of a given Company or the required substantive/professional qualifications, the Parent Company's Management Board may give its consent to the employment referred to in section 3.2.3 above. Consent of the Parent Company's Management Board shall be given in writing and shall include substantive justification. The Parent Company's Management Board's consent to the employment of a Close relative shall be kept in the Employee's personnel file or the Associate's file.

3.3. using of confidential information, e.g.:

- an employee of the Company's investment department, having access to relevant information on the Company's projects that will be implemented in the near future, uses it in order to make a profit by purchasing shares of the company implementing the project

3.3.1. All information of economic value that has not been disclosed to the public and confidential or proprietary information in the Organization, are subject to legal protection.

3.3.2. The use or sharing of the information referred to in in section 3.3.1. above for the purpose of gaining advantage, such as through outside investment or for any purpose other than the performance of professional duties, such as the publication of press articles in the media without the Company's consent, is prohibited.

3.4. performing public functions, e.g.:

- an employee of the Company, acting at the same time as the district construction inspector, coordinates the process of obtaining the relevant construction permits that the Company seeks from the relevant institution, the granting of which is the responsibility of the inspectorate

3.4.1. Employees or Associates occupying a position as a member of the Company's Management Board shall inform the Parent Company's Management Board of the position occupied or public function performed. The Parent Company's Management Board is authorized to assess whether the occupied position or public function can be performed with simultaneous work or services for the Company without compromising the Company's interests.

3.4.2. Employees or Associates of the Company, subject to section 3.4.1 above, may hold public office or take up employment in public offices, provided that the holding of such office or taking up of employment does not affect employment or provision of services to the Company and is not prohibited by generally applicable laws.

3.4.3. In the event that the Company cooperates with a particular public administration body or an Employee/Associate in a public function makes decisions that affect the Company's operations in connection with his/her function, this constitutes a conflict of interest, and therefore, the Employee/Associate is required to inform the Company in accordance with the conflict of interest management process set forth in Chapter VII of the Rules and, if necessary, the public administration body and disqualify himself/herself from acting on behalf of the Company.

3.5. **charitable or political activities**, e.g.:

- the employee, who is a member of a political party, uses the fact of his employment at the Company to promote his or her political activities

3.5.1. The Elemental Group companies do not engage in any political activities, and charitable activities are carried out transparently in accordance with applicable laws. The purposes for which donations are made are subject to detailed verification.

3.5.2. Employees or Associates may engage in charitable or political activities as long as it is not contrary to the interests of the Company. Personal political views shall not affect the manner in which work or services are performed for the Company.

3.5.3. Any individual charity or political activity must be done solely in the Employee's or Associate's own name.

3.5.4. It is not permissible to use the Company's name or resources or to invoke influence in connection with employment or service to the Company for individual political or charitable activities.

VII. CONFLICT OF INTEREST MANAGEMENT

1. An Employee or Associate of the Company shall **avoid** conflicts of interest and shall **evaluate to the** best of his or her knowledge and discernment whether he or she is or may be in a conflict of interest.
2. Employees and Associates holding the positions of Management Board's member, director, head, manager, deputy manager, coordinator, as well as Employees and Associates of departments related to purchasing and/or sales (regardless of the type of position held within the Company's structure), including in the purchasing department, sales department, trading department, or a differently named department fulfilling the aforementioned functions, **are obliged to submit a Conflict of Interest Statement**, which is attached as **Appendix No. 1** to this Rules, **prior to commencing work or cooperation (or during the course of employment/cooperation) with the Company**. The Conflict of Interest Statements shall be kept in the Employee's personnel file or the Associate's file. The Management Board of each Company shall be entitled to adopt a resolution to extend the obligation set forth in this section to persons holding elected organizational positions or, in justified situations, to limit the circle of persons indicated in the first sentence of this section. Such limitation shall require the inclusion of a justification in the resolution of the governing body.
3. In the course of providing work or services, an Employee or Associate is required to disclose any conflicts of interest to his or her Supervisor or, in the cases referred to in section 6 below, to the Compliance Department by completing the **Conflict of interest form** attached hereto as **Appendix 2** and submitting it to the Supervisor or the Compliance Department, as applicable, in accordance with the conflict of interest management process adopted by the Organization, which is attached hereto as **Appendix 5**.
4. The supervisor who received the completed Conflict of Interest Form shall verify the information presented therein within 5 working days from the date of receipt of the Form.
5. If the Supervisor identifies a conflict of interest or a significant risk of conflict of interest, he/she is obliged to immediately forward this information together with the Form received from the Employee/Associate to the Compliance Department.
6. If the conflict of interest or its suspicion involves or may involve a Superior, the Employee or Associate should submit the completed Conflict of Interest Form directly to the Compliance Department.
7. Any issues regarding conflicts of interest or suspected conflicts of interest should be directed to the Compliance Department via e-mail address: **compliance@elemental.biz** or submit directly to the Compliance Department in paper form.
8. Until the Superior or Compliance Department has completed its verification, the Employee or Associate shall refrain from making decisions or performing activities that could damage the Company's interests.
9. The Compliance Department, within 30 working days from the date of receipt of the Form, conducts a review of the information contained in the Form, evaluates the situation in question and, if necessary, takes appropriate action and makes recommendations to



eliminate the conflict of interest or mitigate its effects. The assessment along with with recommendations is forwarded to:

- the Management Board of the relevant Company, if the application concerns an Employee or Associate of the Company subject to the points below;
- the Management Board of the Parent Company, if the notification concerns members of the Company's Management Board or
- Supervisory Board of the Parent Company, if the application concerns members of the Parent Company's Management Board.

10. Ignoring or concealing a conflict of interest is treated as an irregularity and is subject to process in accordance with the **Whistleblower Procedure**.

Appendix No. 1 to the Rules of conflicts of interest

.....
(date and place)

.....
(Company name)

.....
(name)

.....
(position)

.....
(Department/Division)

STATEMENT REGARDING CONFLICTS OF STATEMENT¹

I, the undersigned, hereby certify that:

- I have familiarized myself with the Elemental Group's *Conflict of Interest Rules*;
- there are/are not* circumstances that cause or may cause a conflict of interest, i.e., actions affecting the interests of the Company or the performance of my duties for the Company in an objective and effective manner; as well as actions aimed at achieving personal benefits for me or persons close to me in connection with my position in the Company;
- in the event of a conflict of interest or the suspicion of a conflict of interest, I undertake to refrain from making decisions or performing activities that could damage the interests of the Company and immediately disclose the conflict of interest by reporting it in accordance with the applicable *Conflict of Interest Rules*.

.....
(legible signature of Employee or Associate)

¹ The section of the PEP Statement must also be completed.

* delete as appropriate; if there are circumstances that cause or may cause a conflict of interest, complete the *Conflict of Interest Form*.

Appendix No. 1 to the Rules of conflicts of interest

PEP STATEMENT

Aware of the criminal liability for making a false statement, I hereby declare that:

- I am/am not* a politically exposed person (PEP)² within the meaning of Directive (EU) 2015/849 of the European Parliament and of the Council of 20 May 2015 on the prevention of the use of the financial system for the purpose of money laundering or terrorist financing, amending Regulation (EU) No. 648/2012 of the European Parliament and of the Council and repealing Directive of the European Parliament and of the Council 2005/60/EC and Commission Directive 2006/70/EC;

.....

(*delete as appropriate; if "I am" is marked, please indicate the PEP position held)

- I am/am not* a member of the PEP family;

.....

(*delete as necessary; if "I am" is marked, please provide the name of the family member who holds the PEP position and indicate the position in question)

- I am/am not* a person working closely with PEP.

.....

² Pursuant to Article 3 (9-11) of Directive (EU) 2015/849 of the European Parliament and of the Council of 20 May 2015 on the prevention of the use of the financial system for the purpose of money laundering or terrorist financing, amending Regulation (EU) No. 648/2012 of the European Parliament and of the Council and repealing Directive 2005/60/EC of the European Parliament and of the Council and Commission Directive 2006/70/EC :

Politically exposed person means an individual who is entrusted or entrusted with significant public functions, including:

- (a) heads of state, heads of government, ministers, and deputy ministers or secretaries of state;
- (b) members of parliament or similar legislative bodies;
- (c) members of the governing bodies of political parties;
- (d) members of supreme courts, constitutional tribunals and other high-level judicial bodies whose decisions are not subject to appeal, except in extraordinary circumstances;
- (e) members of tribunals of account or boards of directors of central banks;
- (f) ambassadors, chargés d'affaires and senior officers of the armed forces;
- (g) members of administrative, management or supervisory bodies of state-owned enterprises;
- (h) directors, their deputies and members of corporate bodies or persons performing equivalent functions in an international organization.

None of the categories of public positions referred to in (a)-(h) include mid- or lower-level officials;

Family members means:

- (a) spouse or person considered equivalent to the spouse of a politically exposed person;
- (b) children of a politically exposed person and their spouses or persons considered equivalent to such spouses;
- (c) parents of a politically exposed person;

People known as close associates mean:

- (a) Individuals known to be the beneficial owners of legal entities or legal arrangements jointly with a politically exposed person, or to have any other close economic relations with such a person;
- (b) Individuals who are the sole beneficial owner of a legal entity or legal arrangement that is known to have been created for the actual benefit of a politically exposed person.



(*delete as necessary; if "I am" is indicated, please provide the name of the PEP position holder and indicate the position in question)



Appendix No. 2 to the Rules of conflicts of interest

CONFLICT OF INTEREST FORM

DATA OF THE PERSON REPORTING THE CONFLICT OF INTEREST OR ITS SUSPICION	
1. Name	
2. Position/function	
3. Department	
4. Company/company name	
INFORMATION REGARDING OCCURRENCE OR SUSPICION OF CONFLICT OF INTEREST	
1. The notification concerns:	<input type="checkbox"/> the occurrence of a conflict of interest <input type="checkbox"/> suspected conflicts of interest
2. Date or approximate date of occurrence of conflict of interest or its suspicion	
3. Description of the situation/event causing the conflict of interest or circumstances indicating its suspicion	
4. Persons with a conflict of interest or suspected conflict of interest	
5. Evidence of conflict of interest or indications of conflict of interest	
6. Date and signature of reporting person	

Appendix No. 3 to the Rules on conflicts of interest

INFORMATION FOR THE CONTRACTOR REGARDING CONFLICT OF INTEREST

1. Conflict of interest is:

- i. a situation in which the private interests of the Counterparty or a person or entity related to it or activities undertaken by it interfere with or may directly impinge on its decisions or adversely affect the ability to act in the objective interest of any of the Parties cooperating under this Agreement;
- ii. activities aimed at gaining benefits (for oneself or Close relatives) in connection with cooperation under this Agreement.

Conflict of interest can take various forms. The catalog of situations/activities/behaviors that may constitute a conflict of interest is an open catalog – this means that it is not possible to define all forms of conflict of interest within the framework of this document.

Company – is understood belonging to Elemental Capital Group with who Contractor cooperates;

Benefit – is understood as: i. personal benefit, i.e., a benefit of a non-pecuniary nature that improves the situation of the person who receives it; ii. pecuniary benefit, i.e., an acquisition of property or goods whose value can be expressed in money; iii. avoidance of property losses;

Close relative – means a person related to the third degree in the direct line or to the fourth degree in the collateral line, including by birth, marriage, adoption, or any person with whom the Contractor or a person or entity related to him has a close personal relationship or in a common household (i.e., partner/partner, roommates).

2. Conflict of interest can be:

- a) **real** – it is a situation in the here and now, in which the person/entity making the decision or certain actions is related to the person/entity affected by the decision or action, for example.

➤ the owner of the company XYZ, which supplies goods and services to the Company, is the spouse of an employee of the Company's administrative department

- b) **potential** – this is a situation in which a person's behavior or action may in the future inappropriately affect his or her disinterestedness, impartiality or professional integrity, e.g.

➤ accepting a gift, discount, gesture of hospitality or other benefit, which may create a sense of obligation for future cooperation

3. A conflict of interest may arise, in particular, when the following situations affect the Contractor's performance of the Contract, for the benefit of the Company:

- a) there are close social or family relations between the persons responsible for the execution of the Agreement;
- b) an employee or associate of the Contractor who has an influence on the formation of a business relationship with the Company at the same time works or provides services to the Company;
- c) the contractor or its employees or associates use information about the Company that is not publicly available (e.g., terms and conditions, trade secrets, know-how), for their own benefit or for the benefit of a Close relative, such as for external investment or sharing with a competitor;
- d) a member of the Contractor's Management Board holds a position on the governing body of a company that competes with the Company;
- e) the counterparty owns at least 25% of shares in an entity that competes with the Company;
- f) the contractor provides services related to the Company's core business to a competitor of the Company.

4. If a conflict of interest arises or is suspected when establishing a business relationship or during the term of the Agreement, the Contractor agrees to refrain from making decisions or performing activities that could damage the Company's interest (including, for example, excluding an employee/co-

worker involved in the conflict of interest) and immediately inform the Company in writing in accordance with the Conflict of Interest Form - failure to declare an existing conflict of interest may be grounds for immediate termination of the Agreement.



CONFLICT OF INTEREST FORM

DATA OF THE PERSON REPORTING THE CONFLICT OF INTEREST OR ITS SUSPICION	
5. Name	
6. Position/function	
7. Department	
8. Company/Company Name, tel./email	
INFORMATION REGARDING OCCURRENCE OR SUSPICION OF CONFLICT OF INTEREST	
7. The notification concerns:	<input type="checkbox"/> the occurrence of a conflict of interest <input type="checkbox"/> suspected conflicts of interest
8. Date or approximate date of conflict of interest or suspected conflict of interest	
9. Description of the situation/event causing the conflict of interest or circumstances indicating its suspicion	
10. Persons with a conflict of interest or suspected conflict of interest	
11. Evidence of conflict of interest or indications of conflict of interest	
12. Date and signature of reporting person	

Appendix No. 4 to the Rules on conflicts of interest

.....
(date and place)

.....
(Company name)

.....
(name)

.....
(position)

.....
(Department/Division)

**REQUEST FOR APPROVAL TO
TAKE ON ADDITIONAL EMPLOYMENT IN A CONFLICT OF INTEREST SITUATION**

I hereby apply for approval to undertake additional employment,
consisting of providing work / services / functions*

.....
..... (indicate the position/type of services/activity/description of the function performed)

..... in the
company/company*

.....
(Company/company name and address)

Taking up the additional employment mentioned above is planned from

.....
(indicate date or approximate period)

.....
(legible signature of Employee or Associate)

.....
(date and legible signature of Superior)

.....
(date and legible signature of Board Member)

* delete as appropriate

Appendix No. 5 to the Rules of conflicts of interest

DIAGRAM OF THE CONFLICT OF INTEREST MANAGEMENT PROCESS

