



Conflict of Interest Policy

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June 2024	4	Company Secretary	Change in policy owner. "Token gift" threshold set at \$250. Revisions to the employee loan approval process. The Head of Enterprise Risk & Internal Audit (ER&IA) to maintain the gifts & conflicts register and manage associated processes.

Conflict of Interest Policy

1. Overview

All persons employed by Solvar Limited, and its subsidiaries (the Group) owe a duty of loyalty to the company.

Employees of the Group must avoid any circumstances which may lead to a conflict between an employee's personal or their family's private interests or activities and the interests or activities of the Group.

Enterprise Risk will maintain a confidential gifts & conflicts of interest register which lists the potential conflicts of interest that have been disclosed to the Group. Senior Management (the CEO and his direct reports) and Directors will have a separate gifts & conflicts of interest register which is kept by the Company Secretary.

2. Purpose

The purpose of this Policy is to provide guidance on the management of the following:

- (a) conflicts of interest;
- (b) the receipt of gifts; and
- (c) the use of company funds and facilities.

3. Application

This Policy applies to all Group:

- a) permanent employees (including full time and part time) and Directors;
- b) fixed-term employees;
- c) casual employees; and
- d) contractors and temporary staff

4. What is a conflict of interest?

A conflict of interest arises in circumstances where an employee's personal interests' conflict with their professional duties as an employee. For the purposes of this Policy, a "conflict of interest" can be classified as:

- a) actual;
- b) potential; and
- c) perceived.

An actual conflict of interest means that the employee, at this present time, has a conflict between the employee's personal interests and the employee's professional duties. An example of an actual conflict of interest is an employee who spends extensive time with a customer because the employee is receiving gifts from the customer.

A potential conflict of interest means that no conflict exists at the present time but there is a reasonably foreseeable possibility of such a conflict of interest arising in the future. An example of a potential conflict of interest is an employee who is involved in the recruitment procedure and the candidate for the role is a colleague, acquaintance, or family member of the employee.

A perceived conflict of interest means a conflict where others may perceive that an employee's decisions are influenced by, or potentially influenced by, the employee's personal interests. An example of a perceived conflict of interest is where an employee accepts a gift from a customer and is perceived by others to be unduly influenced by that customer on the basis of receiving the gift.

5. Identifying Conflicts of Interest

A conflict of interest includes, but is not limited to, the following:

- a) employees and/or their families benefiting from a business transaction that rightfully should be made available to the company;
- b) personal transactions, situations, or involvement in which employees and/or their family's personal interests actually conflict or have the appearance of conflicting with those of the company or its related parties, e.g., interests in companies in competition with the company;
- c) employees engaging in other employment or activity that prevents or restricts the employees from performing to their best ability;
- d) company information of a confidential nature being used or disclosed without proper authorisation;
- e) employees who receive and accept more than a token gift (one with a value of more than \$250) or benefit from a third party about their duties for the Group; and
- f) business actions which have the potential to embarrass or harm an employee or the company.

6. Prohibition on Receipt of Gifts

Further to the above examples of a conflict of interest, employees must not solicit, accept or agree to accept, at any time, for themselves, or on behalf of the Group, any gift (as defined below) which directly or indirectly benefits them, from any third party which has or seeks to have a business relationship with the Group.

For the purposes of this Policy, the term "gift" is broadly defined to include, but is not limited to, the following:

- any tangible item of value over \$250;
- any service of value received for no charge, nominal charge or at a price lower than the price which is usually charged;
- any favour that enhances the employee materially;
- any other benefit or item of value (including cash or certificates) which is received by an employee without the payment of fair and adequate consideration.

Exceptions may apply if an employee receives a token gift which is not cash. If you receive a gift, please notify your Manager and the Head of Enterprise Risk & internal Audit (ER&IA) immediately. Managers may also contact the Head of People & Culture if they have any questions. Receipt of gifts will be noted on the gifts & conflicts of interest register which will be held by Enterprise Risk & internal Audit.

7. Entertainment and Gift Giving

The Group recognises that reasonable and proper entertainment to selected or potential clients, suppliers, prospective employees and business associates is, at times, in the best interest of the Group. Such entertainment must be at all times in accordance with all applicable legislation and industry regulations; and in accordance with the Groups approval and reporting procedures.

Employees may furnish gifts, services, or facilities at the Groups expense only if:

- the employee offering the gift has the approval of their Business Unit General Manager / Executive Manager or CEO;
- the gifts, services and facilities do not constitute a misuse of the Group's funds, assets, services, or facilities;
- the gifts are not in the form of cash, bonds or similar items. Such gifts must not be given, regardless of amount;
- the gifts, services or facilities are in accordance with generally accepted business practices;
- the practice is reasonable and in accordance with generally accepted ethical standards in all governing jurisdictions;
- the public disclosure of all facts is not likely to embarrass the Group; and
- the practice complies with all applicable laws and regulations.

Where an employee is unsure whether a gift intended for a client, supplier, prospective employee or business associate would contravene any of the requirements listed above, the employee must consult their Business Unit General Manager or Executive prior to the offering of that gift.

8. Staff Loans

Staff loans are considered a potential conflict of interest and as such, are to be recorded in the gifts & conflicts of interest register. This includes loans to an employee's friend, relative or business associate.

Staff loans are to be administered in accordance with the Staff Loans Policy, with any potential conflict scenarios during loan application, loan maintenance, financial hardship and collections closely managed.

9. Interest in Third Parties

Group employees must disclose to as soon as reasonably practicable any interest held in any third-party organisations involved in the provision of services or supplies to the Group including but not limited to finance broker businesses, IT hardware and software providers and mercantile agents. Interests held in competitors, or family members employed by competitors, should also be disclosed. These interests will then be recorded in the gifts & conflicts of interest register.

11. How Will Conflict of Interest Situations be Handled?

Employees are responsible for:

- ensuring that their activities are not actual, potential or perceived conflicts of interests; and
- disclosing any conflicts of interest as defined above.

All conflicts of interest (including those of Senior Management) must be disclosed immediately.

If an employee has any doubt as to whether a conflict of interest exists, they should contact their Business Unit General Manager or Executive to discuss the matter and determine the appropriate course of action before engaging in the activity which may constitute a conflict of interest.

Each disclosed situation will be reviewed on a case-by-case basis. Depending on the circumstances, the Head of ER&IA will decide on how to handle the situation and which action will be most appropriate for the situation, escalating where necessary to the Head of People & Culture and/or the CEO.

Depending on the matter, the Group may not require anything to be done after the interest is disclosed.

However, the Group may find it necessary to ask you to take action such as undertaking alternative duties or disposing of the interest.

If there are any changes to the conflict of interest, employees are responsible for advising their Manager and the Head of ER&IA of the change, so that the gifts & conflicts of interest register can be updated.

12. A Breach of the Policy

Failure to comply with this Policy may lead to disciplinary action being taken by the Group, including written warnings or termination of employment. This action will be taken in accordance with the Performance Management Procedure and will involve Human Resources.

13. Further Information

If you require further information, please contact the Policy Owner.

Appendix One: Gifts & Conflicts of Interest Register

1. Full name and position/title of the employee or officer disclosing the gift or conflict of interest.
2. Date of Disclosure.
3. Nature: A detailed description of the gift or conflict of interest, including its monetary value (if applicable) and any relevant circumstances or context.
4. Source: If applicable, the name and details of the person or organization providing the gift.
5. Relevant Parties: Identify any other individuals or entities involved in the gift or conflict of interest, if applicable.
6. Company Response: Actions taken or to be taken in response to the disclosure, including whether the gift or conflict of interest has been accepted, declined, or is to be mitigated.
7. Review and Approval process, including who reviewed the disclosure and any decisions made.
8. Compliance with Company Policies: Indicate whether the gift or conflict of interest is in compliance with the company's policies and procedures. If not, describe any exceptions or waivers granted.
9. Ongoing Monitoring: If the gift or conflict of interest is ongoing, specify the frequency of reviews or updates.
10. Documentation: Attach any relevant supporting documentation, such as emails, letters, or forms related to the gift or conflict of interest.