



# One 97 Communications Limited

## Conflicts of Interest Policy

### Version 2.0

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<b>Policy Version</b>	<b>Date of Board approval</b>	<b>Effective Date</b>
Version 1.0	October 20, 2023	October 20, 2023
Version 2.0	October 22, 2024	October 22, 2024

## Purpose

- 1.1 This Conflict of Interest policy ("Policy") aims to provide guidance to Relevant Individuals (*defined hereinafter*) for conducting business with professionalism, integrity and high ethical standards.
- 1.2 All Relevant Individuals are required to avoid any Conflict of Interest and pro-actively disclose any Conflict of Interest that may arise as per the policy.

## 2. Coverage of this Policy

- 2.1 This Policy applies to all Relevant Individual(s)

## 3. Definitions

- 3.1 Relevant Individual(s): Persons working at all grades within the Company including employees (permanent, fixed-term, and temporary employees), trainees, interns and seconded staff
- 3.2 Relative: For purposes of this Policy, the term 'Relative' shall have the same meaning as ascribed to this term in the Companies Act, 2013.
- 3.3 Conflict of Interest: Conflicts of interest can occur when a Relevant Individual causes company financial loss with the intention of getting a commercial benefit for self or Relative.

## 4. Examples of Conflict of Interest

Some examples of scenarios, situations, or relationships that could result in a Conflict of Interest are listed below. The below examples are indicative and not comprehensive.

- 4.1 Engaging in a personal capacity for commercial gains outside of the Company, either directly or indirectly; however, commercial gains in the nature of investments, passive interests or income, philanthropic activities, etc will not be considered Conflict of Interest.
- 4.2 Conducting business on behalf of the Company with an entity in which you have a financial or commercial interest, without appropriate declaration and approvals in advance. This interest may be held directly in a personal capacity or indirectly through a Relative.
- 4.3 Accepting, yourself or through a Relative, personal gifts, illegal payments, remuneration, donations, or similar benefits from competitors, clients, customers, potential customers, suppliers, or potential suppliers. Accepting or offering gifts or hospitality that could influence your decision-making for the Company. All such transactions must align with the guidelines in the Anti-Bribery and Anti-Corruption policy of the Company.
- 4.4 Using corporate resources for personal financial gain or for a non-Company business, or personally profiting/ benefiting from transactions based on one's relationship with the Company or at the expense of the Company.
- 4.5 Additionally, misrepresenting your role and /or position in the Company in external forums or accepting speaking opportunities without written approval from the Corporate Communications team.
- 4.6 Engaging in business transactions with parties related to you or your Relative, without appropriate disclosures and approvals, that are harmful to Company's interests

## 5. Disclosures

- 5.1 Any potential or existing Conflict of Interest must be immediately reported to the Manager and HRBP.

5.2 If a Relevant Individual is uncertain whether a Conflict of Interest exists in a specific situation, they should consult with the Manager to assess the situation along with HRBP and determine appropriate mitigation steps. Until clarification is obtained, the Relevant Individual should refrain from engaging in any activities that may create a Conflict of Interest.

### 5.3 Frequency of disclosure

- (a) All Relevant Individuals must submit a Conflict of Interest disclosure upon joining the Company.
- (b) Certain Relevant Individuals, as identified and communicated by the Company will have to submit an annual declaration (in the prescribed format).
- (c) This disclosure should include any conflicts of interest that may potentially arise, or currently exist.
- (d) Relevant Individuals must submit a disclosure as soon as they become aware of any potential Conflicts of Interest.
- (e) Relevant Individuals who have previously submitted a Conflict of Interest disclosure are required to provide a new disclosure if there is any significant change related to the original disclosure or if any additional Conflicts of Interest arise.

## 6. Consequence of non-disclosure

Failure to promptly disclose a Conflict of Interest may result in serious consequences. If the Company discovers a Conflict of Interest that a Relevant Individual should have reported but failed, appropriate disciplinary action may be taken in accordance with the Relevant Individual's terms of employment, Company's Code of Conduct and the relevant disciplinary guidelines.

## 7. Management of Conflict of Interest

When a Conflict of Interest is identified based on a Relevant Individual's disclosure, the Company will determine the necessary actions to manage and resolve the risk in consultation with relevant stakeholders and, if needed, discuss these actions with the Relevant Individual. The measures may include, but are not limited to:

- 7.1 limiting the Relevant Individual's involvement in decisions related to the Conflict of Interest;
- 7.2 reassigning the Relevant Individual from responsibilities that have led to the Conflict of Interest;
- 7.3 requiring the Relevant Individual to relinquish any personal or financial interests in the matter; and
- 7.4 implementing any other appropriate actions in light of the disclosure.

## 8. Exception

Any exception to this Policy must be approved by Head of Department (of the Relevant Individual seeking exception) and the General Counsel. Head of Department shall be responsible for ensuring minimisation or removal of the Conflict of Interest disclosed by the Relevant Individual.

## **9. Governance**

- 9.1 All revisions to this Policy must be recorded and documented for future reference, and any modifications can only be made with the prior approval of the Chief Human Resource Officer and General Counsel.
- 9.2 Human Resource - Risk and Compliance team is responsible for overseeing the effectiveness and implementation of this Policy, assessing its relevance, adequacy, and effectiveness.