

# CONFLICT OF INTEREST POLICY

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<b>OWNER</b>	Group Legal & Tax
<b>RESPONSIBLE</b>	Hein de Groot / Marieke Coumans

<b>VERSION</b>	<b>DATE</b>	<b>REVIEWED BY:</b>	<b>APPROVED BY: RTG Board of Directors</b>
1.0			



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## 1. Purpose

1.1 Royal Terberg Group is committed to conducting its business in ethical and responsible manner and as a result, promotes an organizational culture from the top down that will not tolerate any violation of the Royal Terberg Group's Code of Conduct (referred as 'Code'). The Code requires all employees, directors, officers, board members, consultants and other personnel working under Royal Terberg Group's direction (referred to in this Code as 'RTG People') to avoid conflicts of interest.

1.2 This Policy applies to all RTG People and all persons working in companies in which Royal Terberg Group has an interest worldwide. This policy will be made available on the Royal Terberg Group SharePoint and/or the local SharePoint of the subsidiaries.

1.3 Any local/national deviations to this policy due to local/national legislation and/or industry needs, are captured in a local addendum to this policy.

1.4 Any translations of the policy are for informational purposes only.

## 2. Ownership, review and approval

2.1 Group Legal and Tax is owner of this Policy.

2.2 Any changes to this Policy must be reviewed by Group HR and approved by Royal Terberg's Board of Directors.

## 3. Objective

3.1 When competing interests impair our ability to make objective, unbiased business decisions we have a conflict of interest. You may face a conflict of interest when your professional duties as an employee of one of the companies of the Royal Terberg Group and your personal interests diverge. They may take the form of financial interests in a supplier's or customer's business or recruiting a close family member.

3.2 The objective of this policy is to protect the interests of Royal Terberg Group by preventing the personal interest of RTG People from interfering with their duties to the organization. For that purpose, the requirements of Royal Terberg Group in respect of conflicts of interest are communicated in this policy

## 4. Principles

### Restrictions

4.1 RTG People are not permitted to engage in transactions on behalf of Royal Terberg Group with organisations or individuals in which you have a personal interest. If you have a personal interest, all decision making and transactions with the organisation concerned will be handled and managed independently.



## Disclosure

4.2 Issues that may potentially conflict with your responsibilities to Royal Terberg Group must be disclosed in order to maintain transparency in the business. The disclosure should be made to your manager. Managers must review the disclosed interest, discuss it openly and manage it with the employee, so that the employee does not become involved in or influence situations where actual conflicts of interest occur.

## When do I make a disclosure?

4.3 It is not possible to define all situations or relationships which may create a conflict of interest, so each situation must be evaluated individually. However, some of the more obvious conflicts include:

(a) Having any interest, dealings or shareholdings in any business which either is a competitor, customer, supplier or partner of Royal Terberg Group or is seeking to become one.

(b) A close family member (including children, in-laws, partner or spouse) having any interest, dealings or shareholdings in any business which either is a competitor, customer, supplier or partner of Royal Terberg Group or is seeking to become one.

(c) Having a close or longstanding relationship/friendship with a business which either is a competitor, customer, supplier or partner of Royal Terberg Group, or is seeking to become one.

4.4 In all cases, individuals have a responsibility to assess the potential conflict. Actual or perceived conflicts of interest must be disclosed.

## Further advice

4.5 If you are in any doubt as to whether a conflict of interest exists, discuss the situation with your manager or with Group Legal & Tax.

## 5. Consequences

5.1 Failure to comply with the above procedures may result in disciplinary action and legal action being taken wherever appropriate.