

Ebbon

— GROUP —

Title: Ebbon Group Conflict of Interest Policy

Version: 1.1
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Version	Date	Who	Details
1.0	19/04/2023	TH	Initial Draft prepared for review
1.1	05/06/2023	SM	Review and minor amends

Public

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1.0 Definitions & Abbreviations

1.1 Abbreviations

CEO – Chief Executive Officer

MD – Managing Director

ESG Policy – the Company's Environmental, Social and Governance Policy

1.2 Definitions

The Company – means Ebbon Group Limited (including trading as Ebbon Automotive), Ebbon Intelligence Limited, Licence Check Limited and DriverCheck Limited

Conflict of Interest (COI) – describes a situation where an individual's self-interest, personal circumstances or loyalties compete (or could compete) against obligations to act impartially, ethically and fairly in the workplace in pursuit of the Company's business

Directors – means the executive fiduciary directors (currently the two joint CEO's) the Managing Directors for Ebbon Automotive and Ebbon Compliance and the Group Technical Director

Supply Chain – means the direct suppliers of goods or services to the company and their suppliers

Employees – means permanent staff plus those people engaged by the Company, including the Directors, on a temporary or fixed term contract, seconded staff, volunteers, agents and sub-contractor personnel acting for and on behalf of the Company

2.0 Introduction

A Conflict of Interest arises where an individual or organisation has two or more competing interests that can affect their objectivity or impartiality at work. Where this situation arises, the Employee or Director is unable to perform their duties in a proper manner because their personal circumstances, existing loyalties or vested self-interest influence (or appear to influence) their decisions or conduct or leave these open to challenge.

If conflicts of interest are not managed properly, they can damage the Company and harm its reputation. Such conflicts can fuel workplace suspicion/conflict, facilitate fraud or give rise to other serious issues.

3.0 Purpose and Scope

This policy is intended to provide practical guidance to help colleagues identify possible COI's and indicate how they should respond where a conflict is identified. The policy is intended to protect the Company and all Directors and Employees.

The policy applies to all Directors, Employees, stakeholders, consultants, contractors and agency workers. The Company expects the key providers in the Supply Chain to accept and observe the content of this policy or implement a COI policy and practices that are consistent with this policy in their own organisation.

4.0 Illustrative Examples for Reference

COI's can arise in many different situations according to the individual concerned and the particular circumstances in each case. It is therefore helpful to give some examples of conflict situations that may arise. These could include (but are not limited to) the following: -

- Employment
 - Being the manager of a person with whom you have a close personal relationship (close friend, family member, spouse, partner) and are involved in recommending

- promotions or in dealing with a grievance raised against them by another employee; or
- Maintaining a relationship with a colleague at work who is pressurising you to provide confidential information that they are not authorised to access; or
- The situation where a family member works for a competitor and the employee shares the Company's confidential information to further their career; or
- Holding down other full-time or part-time paid employment; or
- Prioritising one supplier over others who may offer similar or better value products and services in order to personally benefit from promotional prizes; or
- Downloading customer lists or confidential data with the intention of leaving the Company and providing these to a new employer or third parties without permission; or
- Obtaining products or services at a discounted rate through work and selling these on to third parties for profit - effectively secretly selling against the employer; or
- Accepting a generous gift from a supplier that influences judgement in contract negotiations (see also Anti-Bribery and Corruption Policy)
- Outside Employment
 - Using Company resources (time, equipment, IT resources) to run your own personal business without disclosure or permission; or
 - Setting up a business in competition with the Company whilst still working for the Company; or
 - Holding a directorship or other unpaid role in an outside organisation that directly or indirectly competes with the Company and this has been kept secret; or
 - Being an active member of an organisation that has stated policy aims and objectives that are at loggerheads with or directly conflict with those of the Company; or
 - Sharing Company confidential information with a friend or family member that works for a competitor in order to further their career.

5.0 Managing Conflicts of Interest

Where there is an actual or potential COI, the following procedure should be observed.

- (a) **Identify the conflict/potential conflict:** is there a situation where your personal interests, relationships (business and/or personal) or those of a close friend or family could unduly affect or influence your business decision-making or behaviour? A useful test to apply is how would a colleague or independent journalist see the situation? If there is a potential or actual COI then it must be addressed.
- (b) **Inform management:** this should always be the default position – even where you are confident that the COI can be avoided or mitigated. Members of senior management should consult with the Directors. The consequences of allowing a conflict to occur or risking this can be serious and can result in dismissal. If in doubt always speak up! If you have concerns about a colleague, see the section on raising concerns below.
- (c) **Avoid the problem:** having identified a problem or potential problem, take steps to avoid the COI arising. This may mean informing management and changing role or giving up a job that conflicts with Company employment.
- (d) **Take steps to mitigate unwanted consequences:** if it is impossible or impractical to avoid the problem altogether, then actively planning and implementing steps to mitigate any harm to the Company should be the main objective. Examples would be removing yourself from a promotions panel considering a family member, including colleagues in conversations with other parties to ensure that you are not compromised, or passing on the management of a Supply Chain account to another Employee. In any mitigating situation a note of the plan and any action taken should be kept.

6.0 Raising Concerns

If you suspect that that a breach of this policy has occurred or is likely to occur you have a duty to raise this with a senior manager or Director. This duty exists in relation to your own conduct and that of other Employees. The Company is aware that reporting work friends or colleagues may raise issues of conscience and conflicted loyalties. In such circumstances you can refer the matter to the Group HR Manager, the ESG team or to a Director in confidence.

The Company has a Whistleblowing Policy that will apply to this Conflict of Interest Policy reporting. The Company is absolutely committed to ensuring that any Employee who raises genuine concerns about a possible conflict of interest when acting in good faith will not face any adverse consequences or repercussions, even where they are mistaken in that opinion. Disciplinary action will be taken against any Employee who discriminates or retaliates against a colleague who has raised concerns in good faith under this Policy.

7.0 Breaches

Any Employee who allows their personal interests/relationships to wrongly influence their decision-making or conduct to the detriment of the Company in terms of its business interests or reputation or fails to follow the guidance in this COI Policy in a conflict situation may face disciplinary action that can lead to dismissal.

8.0 Monitoring and Review

As the law is constantly changing, this policy is subject to review and the Company reserves the right to amend this policy without prior notice.

The Directors are responsible for the monitoring and enforcement of this policy.

The internal systems and controls used to ensure that this policy is being observed by Employees and third parties will be regularly reviewed and audited as a formally timetabled and reported activity with the results provided to the Directors and made available to customers and other stakeholders. The regular review will include the following activities:-

- Internal audits to check that Employees have been communicated the Policy, are aware of its location and objectives
- A review of any declared conflicts that remain current together with mitigating plans. Are such plans still relevant and appropriate or do they require changes?
- A review on onboarding documentation by the HR Manager to ensure that appropriate ESG documentation and training has been provided to new starters.

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