

## Conflict of Interest Policy of EHS-UK Ltd (“the Company”)

### 1. Preliminary

- 1.1 This policy is to be administered by the board of directors of the Company (the Board).
- 1.2 This policy applies to every person from time to time serving as a director of the Company whether or not that person has been correctly appointed in accordance with the requirements of the Companies Act 2006 (the Directors).
- 1.3 The purpose of this policy is to protect the integrity of the Company’s decision-making process, to enable outside parties to have confidence in the Company’s integrity, and to protect the integrity and reputation of the Directors and the Company from any appearance of impropriety.

### 2. Legal Obligations

- 2.1 Each Director has an obligation to act in the best interests of the Company, in accordance with the Company’s Articles of Association (its constitution) and in accordance with the Companies Act 2006.
- 2.2 All Directors must make every effort to avoid situations where there may be any conflict of interest or potential conflict of interest between the interests of the Company on the one hand and their own personal, professional, and business interests on the other. This includes avoiding the appearance of a conflict of interest as well as any actual conflict of interest.
- 2.3 Such conflicts or potential conflicts can create problems, they can:
  - inhibit free discussion;
  - result in decisions or actions that are not in the interests of the Company; and
  - risk the impression that the Directors have acted improperly by not fulfilling their duty to promote the success of the Company [for the benefit of its members as a whole], as required by section 172 of the Companies Act 2006.

### 3. Conflicts of Interest

- 3.1 A conflict of interests is any situation in which a Director’s business or personal interests (or those of a person “connected to” a Director), or loyalty that they owe to another organisation, business or person, may (or may appear to) influence or affect the Director’s decision making.
- 3.2 A person “connected to” a Director may include:
  - a family member (child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his/her partner);
  - a business partner;
  - trustees of a trust of which the Director or a family member, is a beneficiary; and

- corporate bodies to which a Director is connected.
- 3.3 Non-exhaustive examples of conflicts of interest include, a Director who:
- sits on more than one board of directors, where the nature of the other company's business, or the access to information of one company that the director might usefully provide to, or use for the benefit of, the other company, or the amount of time taken up in serving two companies, may amount to a conflict of interests;
  - holds shares in a competing or potentially competing business;
  - owns property adjacent to the Company's property, where the value of his/her property may be affected by the Company's activities; and
  - has an advisory relationship with the Company, or an interest in a firm that has an advisory relationship with the Company, such as providing accountancy, legal or HR services.

#### **4. Declaring Conflicts of Interest**

- 4.1 A Director has a personal responsibility to declare conflicts of interest if he/she is to fulfil his/her legal duty to act in the best interests of the Company. A Director should be meticulous about declaring any actual or potential conflict of interest affecting him/herself and connected parties, and should declare the nature and extent of any interest, whether direct or indirect.
- 4.2 Upon appointment, each Director must make a full, written disclosure of interests, such as business or personal relationships, posts held, or financial or property interests that could potentially result in a conflict of interest. This written disclosure shall be made on the form set out in Annex A and be kept on file and should be updated at least annually, and when any material changes occur.
- 4.3 Each Director must also declare any gifts or hospitality offered and received in connection with their role in the Company that could potentially result in a conflict of interest.
- 4.4 A declaration of interests form a copy of which is set out in Annex B, is provided by the Director to each Director to use for the above purposes. The form contains a non-exhaustive list of types of interest and types of gifts or hospitality that a Director should declare.
- 4.5 At the beginning and during the course of any meeting of Directors, a Director must declare any interests in a transaction or decision where there may be a conflict between the Company's best interests and the Director's best interests or a conflict between the best interests of the Company and another organisation that the Company is involved with. If in doubt the potential conflict must be declared anyway and clarification sought.
- 4.6 If a Director believes that he/she has a real conflict of interest or that it might appear that he/she has a conflict of interest, he/she should declare the interest at the earliest opportunity.
- 4.7 In any event, it is the statutory duty of a Director who is in any way, whether directly or indirectly, interested in a proposed transaction with the Company to declare the nature and extent of their interest to the other Directors, in accordance with section 177 of the Companies Act 2006.

- 4.8 This declaration must be made before the transaction or arrangement is entered into. It should be made by notice in writing in accordance with section 184 of the Companies Act 2006<sup>1</sup>.
- 4.9 In addition, if a Director is in any way, whether directly or indirectly, interested in an existing transaction with the Company, he/she must declare the nature and extent of their interest to the other Directors, in accordance with section 182 of the Companies Act 2006.
- 4.10 This declaration must be made as soon as reasonably practicable. It should be made by notice in writing in accordance with section 184 of the Companies Act 2006<sup>2</sup>.
- 4.11 If a Director has any uncertainty as to whether he/she has an interest which should be declared, he/she should refer it for a decision on that question to the Director.

## 5. Dealing with Conflicts of Interest

- 5.1 The Company's Articles of Association state that the Director will not be counted as part of the quorum for the part of any meeting which deals with the conflicted matter.
- 5.2 The Director may participate in the discussion but not the decision making process in relation to the conflicted matter.
- 5.3 The Company's Articles of Association allow the Company by shareholders' ordinary resolution to disapply the provisions which would otherwise prevent a director from being counted as participating in the decision making process<sup>3</sup> in relation to a conflicted matter. This will be decided on a case by case basis by the Board before being presented to the shareholders for validation.
- 5.4 When the Board considers whether or not to authorise a conflict of interest, each Director must consider their duty to act in a way in which he/she considers, in good faith, will be most likely to be compatible with their duty to promote the success of the Company, as required by section 172 of the Companies Act 2006.
- 5.5 Notwithstanding the above, a de minimis exemption applies to contracts of less than £500. Random checks against the conflicts of interests register will be made on the award of contracts below this value. If the cumulative value of a series of small contract exceeds £500, the Company will operate this conflicts of interest policy for individual contracts over that sum.
- 5.6 Independent external moderation will be used where conflicts cannot be resolved through this procedure through an independent arbitration service.

## 6. Benefits and Managing Contracts

It is essential that a Director does not derive any benefit from any transaction to which the Company is a party unless and until he/she has obtained beforehand explicit legal authority to do so. If a Director has a conflict or potential conflict of interest, the Director must not be involved in managing or monitoring that contract. Monitoring arrangements for such contracts will include provisions for an independent challenge

---

<sup>1</sup> There are other ways to make this declaration, e.g a general notice in accordance with section 185 of the Companies Act 2006. The company should choose the most appropriate method.

<sup>2</sup> There are other ways to make this declaration, e.g a general notice in accordance with section 185 of the Companies Act 2006. The company should choose the most appropriate method.

<sup>3</sup> This is if a company has the model articles for a private limited company.

of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

## **7. Data Protection**

The information provided in declarations of interests will be processed in accordance with the Data Protection Legislation. The “Data Protection Legislation” means the General Data Protection Regulation (EU Regulation 2016/679) and the Data Protection Act 2018 as they are amended or superseded by other legislation of the United Kingdom from time to time. Data will be processed only to ensure that Directors act in the best interests of the Company. The information provided will not be used for any other purpose.

## **8. General**

- 8.1 This policy is meant to supplement good judgment. Directors should respect its spirit as well as its wording.
- 8.2 The Directors will take steps to bring this policy to the attention of all proposed and newly appointed Directors.
- 8.3 The Board will, as appropriate, monitor and enforce this policy, and revise it from time to time.

Adopted on 29 May 2026

**ANNEX A**

**Conflict of Interests Register**

EHS-UK Ltd

Name of director	Description of conflict, i.e, business/personal relationships; other posts held; financial or property interests	Has the board been notified of the interest?	Date of disclosure	Steps taken by board for dealing with the conflict	Actions taken by the board member to address the conflict

**ANNEX B**

**Register of Directors' Interests (Gifts and Hospitality) as at 29 May 2026**

Name of Director	Date Gift/Hospitality Received	Description of Gift/Hospitality	Received from (Name, position & organisation)	Value in £● <sup>4</sup> (Estimate if unknown)	Reason given for providing gift/hospitality

Value in £ ( all gifts/hospitality over £50 )