

**CONFLICTS OF INTEREST –  
Policies and Procedures**

Expert Leasing Ltd



# Expert Leasing Ltd

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## 1. INTRODUCTION

This policy addresses the circumstances in which conflicts of interest may occur, provides examples of the principles and processes outlined in this policy, and specifies a process for resolving potential conflicts.

It is the policy of Expert Leasing Ltd (the Company) that the employees, officers, directors, related parties and others acting on behalf of the Company (hereinafter referred to as 'Stakeholders') must be free from conflicts of interest that could adversely influence their judgment, objectivity or loyalty to the company in conducting relevant business activities and assignments.

The company acknowledges the fact that Stakeholders may take part in legitimate financial activities, business, passive investment, charitable and other activities outside their jobs, but same should not give rise to any potential conflict of interest to their current employment or relationship with the Company. Should any potential conflict of interest arise as a result of the outside activities mentioned, it should be disclosed promptly to the management of the Company.

The Company relies on the good judgment of its Stakeholders, their professional commitment and ethics to safeguard themselves and the Company from potential conflicts. The present policies and procedures are for employees to create by example a work environment consistent with the Company's values, vision and mission.

### 1.1 Purpose

The Company is committed to conducting business in a manner that ensures its Stakeholders' business judgment and decision making are not influenced by undue personal interests. When Stakeholders' personal interests either influence, have the potential to influence, or are perceived to influence their decision making at the Company, a conflict of interest situation results.

This Policy explains the relevant principles and rules for preventing or managing conflicts of interest and how such principles and rules are to be implemented.

### 1.2 Scope and Applicability

This Policy enters into force as of November 29, 2016 and applies to all stakeholders of Expert Leasing Ltd.



## 2. Principles and Rules

### 2.1 Conflict of Interest

Conflicts of interest may arise where a Stakeholder places his or her personal interests before the interests of the Company and where such personal interests unduly influence that Stakeholder's business judgments, decisions, or actions.

These situations may include both closely related persons and friends. Making judgments, taking decisions, or pursuing actions when facing a conflict of interest may make it difficult to perform work for the Company objectively and effectively and may have legal and regulatory consequences.

The Company defines conflicts of interest broadly:

- **Actual** conflicts of interest (the Stakeholder faces a real, existing conflict);
- **Potential** conflicts of interest (the Stakeholder is in or could be in a situation that may result in a conflict); and
- **Perceived** conflicts of interest (the Stakeholder is in or could be in a situation that may appear to be a conflict, even if this is not the case).

### 2.2 General Rules

Stakeholders are expected to recognize when they have, potentially have, or could be perceived as having, a conflict of interest and must avoid all situations in which their personal interests, the actions they take and the decisions they make in their sphere of responsibility, directly or indirectly, conflict or may be perceived to conflict with their duties to the Company.

Every Stakeholder owes a duty of good faith and loyalty to the Company to advance its legitimate interests. Thus, Stakeholders are prohibited from:

- (a) Appropriating, for their personal benefit, any opportunities that are discovered through the use of the Company property or information or their position with the Company;
- (b) Using the Company's property or information or their position with the Company for personal gain;
- (c) Engaging in any business, commercial or financial interests or activities that might reasonably be regarded as competing with or is complementary to the Company, its business or its activities; and
- (d) Accepting loans/advances from those who, to the best of their knowledge, are doing or seeking to do business with the Company,



except from those engaged in the general business of lending money and only upon standard commercial terms.

Stakeholders must avoid acquiring any interest or participating in any activities that could create an obligation or distraction which would affect their judgment or ability to act solely in the Company's best interest.

Stakeholders must obtain approval from their Head of Department or from appropriate stances prior to serving as Directors or officers of business firms and organizations outside the Company.

Stakeholders must disclose any material transaction or relationship (including those involving relatives) that could reasonably be expected to give rise to a conflict of interest with the Company.

Stakeholders must not gain improper financial benefit as a result of their employment with the Company, or by the use or misuse of confidential information of the Company. Should a relative or someone in a close personal relationship with a Stakeholder gain improper financial benefit from the Stakeholder's employment or confidential information, the Stakeholder must disclose this benefit. Improper financial benefits may subject the involved parties to prosecution and legal sanctions.

Stakeholders who have questions about how to apply or interpret this section should contact their manager/head of department or Human Resources or Respective stances.

**Annex I provides Conflicts of Interest Situation that must be avoided**

**Annex II is the list of contacts for guidance with respect to Annex I**

## 2.2 Stakeholders should avoid Conflicts of Interest

As part of their employment/work relationship with the Company, Stakeholders have a contractual obligation of loyalty to the Company. Accordingly, Stakeholders should avoid situation of conflicts of interest as it represents a high risk to the reputation or business interests of the Company.

The Company respect Stakeholders' rights and choices and does not wish to interfere with their personal lives. However, Stakeholders' avoidance of conflicts of interest is an important part of maintaining the integrity and sustainability of our business and builds trust and support amongst colleagues and key persons.



## 2.3 Stakeholders must disclose Conflicts of Interest

The Company understands that avoiding a conflict of interest may not always be possible or practical. The required action for a stakeholder who does not or cannot avoid a conflict of interest is to **disclose** it.

Having a conflict of interest is not necessarily wrong. However, it can become a problem or a legal matter if a stakeholder tries to influence the outcome of business dealings for direct or indirect personal benefit. This is why transparency, in the form of disclosure, is critical and helps to protect the integrity and reputation of the Company and Stakeholder.

Stakeholders must disclose to their Manager/Head of Department or appropriate stances of any conflicts of interest. Disclosure must take place as soon as the Stakeholder identifies that there may be a conflict of interest and, whenever possible, before the Stakeholder engages in the conduct in question.

Newly hired Stakeholders specifically must disclose all conflicts of interest with the Company during the hiring process so they can be discussed with the hiring manager/head of department.

A discussion with the Stakeholder's Manager/Head of Department should be the starting point when it comes to disclosing a conflict of interest. However, Stakeholders must also submit the standard Conflict of Interest Disclosure Form to their Manager

### **Annex II refers to Conflict of Interest Disclosure Form**

Business is dynamic and when circumstances change, existing disclosures may no longer be accurate or complete. When this happens, the Stakeholder must freshly disclose the conflict of interest.

## 2.4 Managers must ensure Conflicts of Interest are appropriately addressed

Disclosure provides transparency to actual, potential, or perceived conflict of interest risks to the Company. It is a necessary part of mitigating these risks, but disclosure alone is not sufficient. This Policy also requires addressing a conflict of interest.

Addressing a conflict of interest is the responsibility of the Manager/Head of Department. Specifically, the Company expects the Manager/Head of Department to:

- a) Treat the information disclosed by the Stakeholder with appropriate confidentiality and without bias

- b) Fairly evaluate the conflict of interest situation disclosed by the Stakeholder, including the risks to the business interests and reputation of the Company
- c) Seek guidance if needed from the Stakeholder's Functional Manager/Head of Department and from support functions like Human Resources
- d) Make a pragmatic decision to address the conflict of interest so that risks to the Company are minimized and the personal interests of the Stakeholder are protected as far as possible
- e) Communicate the decision and its reasoning to the Stakeholder and follow up to ensure the Stakeholder understands and complies with it
- f) Retain documentation of the decision using the standard Conflict of Interest Disclosure Form and provide a copy to the Stakeholder

Many conflict of interest situations can be addressed in a simple and mutually acceptable manner; pro-active, open dialogue between Managers/Head of Departments and their Stakeholders is essential to support this outcome.

### 3. Implementation

#### 3.1 Awareness

Stakeholders must familiarize themselves with this Policy and participate in any training sessions. Managers/Head of Department should additionally be trained on their specific responsibility to evaluate and effectively address conflicts of interest.

#### 3.2 Reporting Potential Misconduct/Non-Retaliation

Any Stakeholder who learns of a potential violation of applicable laws or this Policy is required to report his or her suspicion promptly in accordance with the Suspicious Transaction Reporting procedure.

Stakeholders who report potential misconduct or who provide information or otherwise assist in any inquiry or investigation of potential misconduct will be protected against retaliation.

#### 3.3 Breach of this Policy

Breaches of this Policy will not be tolerated and can lead to disciplinary and other actions up to and including termination of employment/service agreement.



### 3.4 Responsibilities and Implementation

It is the responsibility of every Manager/Head of Department to adhere to this Policy within his or her area of functional responsibility, to lead by example, and to provide guidance to those Stakeholders reporting to him or her.

All Stakeholders are responsible for adhering to the principles and rules set out in this Policy.

Human Resource is responsible for ensuring conflicts of interest are disclosed by new hires during the hiring process.

The owner of this Conflicts of Interest Policy is the Human Resource Department.





## Annex I – Conflicts of Interest Situations

Type of conflict	What must be avoided or removed
<b>Personal workplace relationships</b>	Stakeholders must not <ul style="list-style-type: none"> <li>• Be in a supervisory, subordinate, or control relationship (e.g., having influence over conditions of employment) with closely related persons</li> <li>• Be involved in any hiring decision regarding closely related persons (including internal/external hiring and internal transfers)</li> <li>• Use the company’s assets, facilities for personal use</li> </ul>
<b>Outside engagements, including employment</b>	Stakeholders must not have any kind of paid or unpaid engagement with <ul style="list-style-type: none"> <li>• The Company’s business partner or competitor, unless it meets a company’s business purpose or does not influence (and cannot be perceived as influencing) the Stakeholder’s business judgment</li> <li>• Any other person or company if this impacts their performance within the Company</li> </ul>
<b>Personal financial interests Relationships with business partners and competitors</b>	Stakeholders must not <ul style="list-style-type: none"> <li>• Own any interest in any company which competes with or does business with the Company</li> <li>• Conduct the Company’s business with any entity in which they have a substantial interest or with which they have a substantial affiliation</li> <li>• Seek for personal financial interests/gain namely procurement through family connections or owning substantial share of the Company’s supplier while in a position to steer the Company’s business towards it</li> <li>• Act as an official of or advisor or consultant to any government and statutory bodies with regulatory or supervisory power over the Company</li> </ul>



Type of conflict	What must be avoided or removed
<b>Gifts, meals, travel, entertainment</b>	Stakeholders must not directly or indirectly solicit or accept from any business partner or competitor of the Company: <ul style="list-style-type: none"> <li>• Cash or cash equivalents (e.g., gift vouchers, discounts not based on a collective agreement, etc.); this includes actual and potential business partners or competitors</li> <li>• Gifts; if a gift is received nonetheless, it must be returned if it influences or could be perceived as influencing the Stakeholder's business judgment</li> <li>• Meals, travel, or entertainment, unless it predominantly meets the Company's business purpose, is accompanied by a representative of the business providing it, and does not influence (and cannot be perceived as influencing) the Stakeholder's business judgment. Accepting entertainment of a non-ordinary, exceptional nature requires Manager/Head of Department approval</li> </ul>
<b>Fees, commissions, services, other favors</b>	Stakeholders must not directly or indirectly <ul style="list-style-type: none"> <li>• Solicit or receive a fee, commission, service, or other favor from any actual or potential Company business partner or competitor</li> </ul>



## Annex II – Contacts for Guidance

Type of conflict	Contact for additional guidance
Personal workplace relationships	Human Resource
External mandates	
Outside engagements, including employment	
Personal financial interests	Officer in Charge / Compliance Officer
Relationships with business partners and competitors	
Gifts, meals, travel, entertainment	
Fees, commissions, services, other favors	
Other situations	Officer in Charge / Compliance Officer



## Annex III – Conflicts of Interest Disclosure Form

<b>Name of Stakeholder</b>	
Date	

<p><b>A.</b> Do you have any interest in any business which is <u>directly in competition</u> with Expert Leasing Ltd</p>			
	Yes <input type="checkbox"/>	No <input type="checkbox"/>	If Yes, please provide information in the table below)
<b>Name of Business</b>			
<b>Nature of Activity</b>			
<b>Nature of Interests</b>	<b>Ownership</b> <i>(Specify No./Type of shares held and % holding)</i>		
	<b>Date of Ownership</b>		
	<b>Directorship</b> <i>(Specify Executive/Non-Executive Directorship)</i>		
	<b>Involvement in Management</b> <i>(Specify capacity in which acting)</i>		
	<b>Date Involvement in Management Started</b>		



B. Do you have interests in any other business			
	Yes <input type="checkbox"/>	No <input type="checkbox"/>	If Yes, please provide information in the table below)
<b>Name of Business</b>			
<b>Nature of Activity</b>			
<b>Nature of Interests</b>	<b>Ownership</b> <i>(Specify No./Type of shares held and % holding)</i>		
	<b>Date of Ownership</b>		
	<b>Directorship</b> <i>(Specify Executive/Non-Executive Directorship)</i>		
	<b>Involvement in Management</b> <i>(Specify capacity in which acting)</i>		
	<b>Date Involvement in Management Started</b>		

C. Does any of your closely related persons have any interest, which is <u>directly in competition</u> with Expert Leasing Ltd			
	Yes <input type="checkbox"/>	No <input type="checkbox"/>	If Yes, please provide information in the table below)
<b>Name of Business</b>			



<b>Nature of Activity</b>		
<b>Nature of Interests</b>	<b>Ownership</b> <i>(Specify No./Type of shares held and % holding)</i>	
	<b>Date of Ownership</b>	
	<b>Directorship</b> <i>(Specify Executive/Non-Executive Directorship)</i>	
	<b>Involvement in Management</b> <i>(Specify capacity in which acting)</i>	
	<b>Date Involvement in Management Started</b>	

<b>D. Does any of your closely related persons have any interest in any other business</b>			
	Yes <input type="checkbox"/>	No <input type="checkbox"/>	If Yes, please provide information in the table below)
<b>Name of Business</b>			
<b>Nature of Activity</b>			
<b>Nature of Interests</b>	<b>Ownership</b> <i>(Specify No./Type of shares held and % holding)</i>		
	<b>Date of Ownership</b>		



	<b>Directorship</b> <i>(Specify Executive/Non-Executive Directorship)</i>	
	<b>Involvement in Management</b> <i>(Specify capacity in which acting)</i>	
	<b>Date Involvement in Management Started</b>	

To the best of my knowledge the above information regarding my interests and that of my closely related person(s) are complete and correct. I undertake to update the information provided above as and when there are additions or changes in my interests and those of my closely related person(s).

Signature		Position	
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## **Annex IV – Definitions**

“Closely related persons” are the Stakeholder’s family members, someone with whom the Stakeholder has an intimate relationship, and those living in the same household as the Stakeholder.

“Avoiding a conflict of interest” means Stakeholders take decisions or actions to ensure a conflict of interest does not occur, or does not have the potential to occur, in the first place.

“Disclosure” means sharing the existence, nature, and all relevant facts of a conflict of interest with the Stakeholder’s Manager/Head of Department.

“Manager” refers to the Stakeholder’s Operational Manager/Head responsible for the Stakeholder’s work from a business or operational perspective.

“Newly hired Stakeholders” are first time employees/officers with the Company. It also includes Directors

“Addressing a conflict of interest” is the process of identifying and implementing strategies and practices to minimize the risks associated with the disclosed conflict of interest. One example: if a Stakeholder’s spouse is a Senior Executive at a potential supplier of the Company, the Stakeholder’s Manager/Head of Department may decide the best way to mitigate potential risks to the business interests and reputation of the Company is to exclude the Stakeholder from any role where he/she can make decisions about or influence the outcome of that supplier’s activities.