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Annington Limited
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SE1 2HB

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Annington Limited, together with its subsidiaries and affiliates (“Annington”, the “Company”, “we”), is committed to acting with collaboratively and integrity in all our business dealings.

1. INTRODUCTION AND APPLICATION

The Annington Group of companies (“Annington”) is committed to the prevention, detection and investigation of all forms of bribery and corruption. Annington does not tolerate any form of bribery or corruption and requires all employees to act honestly and with integrity.

This Conflicts of Interests Policy should be read in conjunction with Annington’s:

Financial Crime Policy;
Gifts and Hospitality Policy;
Whistleblowing Policy; and
Employee Handbook;

which together set out Annington’s expectations of you as an employee. Annington expects all of its employees to comply with the Employee Handbook and all of its policies.

This Conflicts of Interest Policy provides guidance in respect of circumstances where a Connected Party has a personal interest in an Arrangement which is connected to Annington.

2. DEFINITIONS

“**Arrangement**” means an agreement, contract, transaction, negotiation, or similar activity related to the business of Annington.

“**Connected Party**” means anyone with whom an employee or director of Annington has an existing personal interest which may interfere, or appear to interfere, with the interests of the business, including where the personal interest makes it difficult to be objective and efficient.

Personal interests of an employee or director include those arising from:

(i) “**immediate family members**”, being spouses, civil partners, children, step-children, parents, step parents, siblings, parents in law, children in law and siblings in law, dependents and any family member living with the relevant person;

(ii) “**other family members**” include all family members other than immediate family members;

(iii) a “**close connection**”, which is a connection that is sufficiently close that a conflict of interest is likely to arise. This includes very close personal or family friends; and

(iv) a “**close business**”, which is one in which the affected employee or director, or any immediate family member, other family member or a close connection of the connected employee or director beneficially owns a 5% or more interest.

3. CONFLICT OF INTEREST

A conflict of interest may arise where an employee of Annington or a Connected Party has a personal interest in an Arrangement involving Annington and this may pose a risk to the employee’s impartiality. Examples of this are where a Connected Party:

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- may be likely to make a financial gain, or avoid a financial loss as a result of the Arrangement;
- has an interest in the outcome of a contract or service provided to Annington whether or not this is distinct from Annington's interest in that outcome;
- has a financial or other incentive to favour the interest of a third party whether or not this is in the interest of Annington;
- carries on the same business as a supplier of Annington;
- receives or will receive from a third party, an inducement in relation to a contract or service provided to Annington, in the form of money, goods or services; or
- has an interest in an Arrangement in competition with Annington.

The above list is not exhaustive.

4. DUTY TO REPORT

Annington requires all employees to disclose any potential conflict(s) of interest as soon as they become aware of the relevant facts or circumstances.

An employee should notify the Chief Executive Officer via email of any such potential conflict of interest, who will then decide if the employee can be involved in the relevant Arrangement or area of business or work.

A register of all reported conflicts of interest, and the outcome, will be maintained by the Chief Executive Officer.

A failure to report a conflict of interest or a potential conflict of interest may result in disciplinary action being taken against you.

5. CONSIDERATION OF CONFLICTS OF INTEREST

Any conflicts of interest (once determined as such), together with all material facts, shall be considered by the Chief Executive Officer. Conflicts of interest affecting the Chief Executive shall be considered by the Board of Directors of Annington or a designated committee.

The conflict of interest must either be approved or disapproved, in each case in writing. Any pre-existing conflicts of interest, if not previously reviewed, must be either ratified or rescinded.

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DOCUMENT DETAILS

Policy Number	ANN-POL-005	Version No	V.1.1
Effective Date	November 2017	Review Date	April 2025
Policy Owner	Head of Legal	Policy Approved By	Annington Ltd Board

**Internal Compliance Version Only
VERSION HISTORY**

VERSION	AUTHOR	REVISION DATE	CHANGES
V1.0	NGA	November 2017	Policy creation
V1.1	Head of Legal & Director of Communications and Strategy	April 2022	Minor amendments implementing comments from Eversheds Sutherlands LLP Review

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