

Conflict of Interest Policy

HHD-GOV-POL-004.V1



Misr Al Gadida Company

28 Ibrahim El-Laqqani Street – Roxy – Heliopolis – Cairo

Preparation	Approval
Name :Eng Shahenda aboouf	Name :Dr.Eng Sameh El Sayed
Postion : Head of Governace	Postion : CEO & MD
Signature: <i>Shahenda Aboouf</i>	Signature : <i>[Signature]</i>

Content

No.	Subject	Page
1	Policy Objectives	3
2	Definitions and terms	3
3	Scope of Conflict of Interest Policy	3
4	Conflict of Interest Policy	3
5	Avoiding Conflicts of Interest with Board Members	4
6	Avoiding Conflicts of Interest with Auditors	4

1. Policy Objectives:

• This policy aims to state the company's method in organizing conflicts of interest for the Board of Directors, committees, senior management, employees, auditors, suppliers, and parties dealing with the company.

2. Definitions and Terms

• Conflict of Interest:

The situation in which the objectivity and independence of a decision of a Board member or any company employee is affected by a personal financial or moral interest that concerns him personally or any of his relatives or close friends, or when his job performance is influenced by direct or indirect personal considerations, or his actions outside the job are affected by knowledge of job-related information.

• Board:

The Company's Board of Directors.

• Executive Board Member:

A board member who is full-time managing the company and receives a monthly or annual salary from the company.

• Non-Executive Board Member:

A board member who does not hold an executive position, does not perform any work in the company's executive management in any form, and does not receive any salary from the company (except for his board membership allowance).

• Independent Board Member:

A board member is independent if the following conditions are met:

1. Has relevant experience.
2. Has not been an employee of the company or its related parties in the past three years.
3. Has no kinship ties with any board members, senior management, or any of their related parties up to the fourth degree.
4. Has no interests conflicting with his duties or that may affect his impartiality in deliberations and decision-making.
5. Does not receive any salary or financial amount from the company, except for his board membership remuneration.
6. Is not a major shareholder of the company nor represents it.
7. Is not a partner of the company's auditor or an employee thereof in the past three years.
8. Has not served more than six consecutive years as a board member.

• Stakeholders:

Anyone who has an interest in the company of any type, such as clients, creditors, employees, investors, parties dealing with the company, and other related entities.

3. Scope of Conflict of Interest Policy

3.1 This policy applies to all company affiliates, including board members and external contractors.

3.2 The Governance Manager or Compliance Manager shall be notified in the event of such a conflict to determine the appropriate action.

3.3 This policy is supplementary – not a replacement – for applicable laws and regulations in the Arab Republic of Egypt governing conflicts of interest, in addition to the company's Articles of Association and applicable internal work regulations.

4. Conflict of Interest Policy

4.1 At Misr Al Gadida, we always expect everyone to act in the company's interest. This means decisions should be neutral and free from conflicts of interest.

4.2 A conflict of interest may occur when an individual's external activities or personal interests conflict or appear to conflict with his responsibilities toward Misr Al Gadida. External activity constitutes a conflict of interest if it:

- Negatively impacts the interests of Misr Al Gadida company.
- Negatively affects the reputation of Misr Al Gadida or its relationships with others.
- Interferes with the individual's responsibilities in performing his job duties.

4.3 Employees, managers, board members, and their relatives are prohibited from:

- Competing against the company.
- Using their position or influence to secure unlawful benefits for themselves or others.
- Using company information, assets, or resources to gain personal benefits or unlawful benefits for others.
- Benefiting from internal information or their positions in the company.

4.4 Any activity that appears to be a conflict of interest – whether actual or potential – must be avoided. If you believe you may be in a situation that could be perceived as a conflict, disclose it immediately to the Governance Manager or Compliance Manager.

4.5 Avoiding conflicts of interest in all decisions is essential to our values of integrity and trust.

4.6 Fees, dues, or rewards of any kind in exchange for services provided on behalf of the company must not be accepted.

4.7 Gifts of any kind from anyone conducting or seeking work with Misr Al Gadida company must not be accepted.

4.8 Gifts of any kind must not be offered to influence any person unlawfully to take actions in favor of Misr Al Gadida company.

4.9 Employees, managers, and board members must disclose in writing all actual or potential activities that:

- Conflict with the interests of Misr Al Gadida.
- Conflict with their responsibilities in performing their job duties.
- Negatively affect the reputation of Misr Al Gadida company or its relationships with others.

5. Avoiding Conflicts of Interest with Board Members

5.1 Board members, committee members, and decision-makers must avoid entering or participating in any activity that directly or indirectly conflicts with the company's interests or creates the appearance of a conflict between their personal interest and their obligation to perform duties, and they must prioritize the company's interest in any decision.

5.2 Board members, decision-makers, or their related parties must refrain from competing for any opportunity (deal / financing / investment, etc.) that belongs to the company unless the opportunity is first presented to the company and subsequently refused.

5.3 If any issue involves a conflict of interest or any business transaction between the company and a board member, decision-maker, or their related party during a board or committee meeting, they are strictly prohibited from voting on the matter. The transaction must be conducted at market prices and on purely commercial terms, and these transactions must be disclosed in the subsequent general assembly meeting.

5.4 Board members and decision-makers must disclose any apparent, potential, or actual conflict of interest when it occurs, or when matters related to such conflict are presented to the board for appropriate action, and complete the organized procedures and obtain necessary approvals beforehand.

5.5 The company thoroughly examines and reviews disclosures submitted by board members and decision-makers. Special committees may be formed, including participation from internal control members or external experts, to ensure no conflict of interest occurs.

5.6 No financing, advance amounts, credit facilities, or guarantees of any type shall be provided to the chairman, board members, their spouses, children, or relatives up to the second degree, or to any entity in which these persons, their spouses, children, or relatives up to the second degree are partners or shareholders with actual control or board membership in their personal capacity.

6. Avoiding Conflicts of Interest with Auditors

To ensure no conflicts of interest with auditors, non-executive or independent board members (members of the Audit Committee) shall:

6.1 Propose the appointment of auditors and determine their fees, and consider matters related to their resignation or dismissal, in accordance with applicable law.

6.2 The company shall not provide any financing, advance amounts, credit facilities, or guarantees of any kind to auditors or any related parties up to the second degree.

6.3 When the company engages auditors to provide services "for fees" other than auditing financial statements, the fees must be proportional to the assigned services and must not compromise their independence.