

CONFLICT OF INTEREST & ANTI-BRIBERY POLICY

1. Purpose and Scope

This policy sets out the standards expected of all those who work at or represent Sofina in relation to conflicts of interest, bribery, and corruption. It gives practical effect to the principles established in Sofina's Code of Conduct.

Rooted in the Sofina Way and our values, it requires every individual to exercise sound judgment, act honestly, and place Sofina's interests above personal advantage. It applies in every jurisdiction in which Sofina operates and should be read alongside Sofina's other internal policies.

2. Conflicts of Interest

A conflict arises when personal, financial, or other interests could impair — or appear to impair — your ability to act in Sofina's best interests. Conflicts may be actual, potential, or perceived; all three require the same disclosure and care.

Common situations include:

- Personal financial interest in a Sofina transaction or counterparty (e.g. holding a personal investment in a company that is the subject of a Sofina investment decision);
- Personal/family relationships with (potential) suppliers, investees, or business partners;
- Outside business activities, directorships, or advisory roles that could interfere with duties owed to Sofina;
- Using Sofina's or a target or portfolio company's information, tools or assets for personal benefit.

Key Rule: Identify and Disclose

- Every individual is responsible for proactively identifying situations in which a conflict of interest may arise.
- Where a conflict is identified or suspected, disclosure to the Compliance Officer is mandatory and must be made without delay.
- When in doubt, be transparent and disclose early.

Key Rule: Abstain and Manage

- Pending resolution, the individual concerned must abstain from participating in any related decision-making and from influencing outcomes. Mitigation measures (e.g. Chinese walls, recusal, disclosure to relevant stakeholders) will be determined by the Compliance Officer.
- No individual may use Sofina's or a target or portfolio company's information, assets, or position for personal benefit or for the benefit of third parties.

All disclosed conflicts of interest are recorded in a dedicated register maintained by the Compliance Officer.

3. Anti-Bribery & Corruption

Key Rule: bribery and corruption are prohibited in all forms

No one acting on behalf of Sofina may, directly or indirectly:

- Offer, promise, give, or authorise the giving of any financial or other advantage to any person in order to obtain or retain business or to secure an improper advantage;
- Request, agree to receive, or accept any financial or other advantage as an inducement or reward for the improper performance of any function or activity;
- Make facilitation payments, regardless of local custom or practice;
- Exert improper influence over public officials, partners, or counterparties.

These prohibitions extend to every form of bribery and corruption captured by applicable national laws: they apply whether the recipient is a public official or a private party, whether Sofina is on the giving or the receiving side, and whether the advantage is offered, promised, given, requested, or accepted. They apply regardless of geography or local custom, whether the benefit is financial or non-financial, whether the act is carried out directly or through a third party such as an agent, intermediary, or consultant, and whether or not the intended business or advantage is ultimately obtained.

4. Gifts & Hospitality: An Anti-Bribery Control

Gifts, hospitality, and other benefits are a recognised vehicle for bribery. Sofina's rules in this area are therefore part of its anti-bribery framework, not courtesy guidelines. Any gift or benefit — offered or received — that could reasonably be perceived as intended to influence a business decision is prohibited, regardless of its value.

Key Rule: Approval Required Above EUR 200

- No gift or benefit exceeding EUR 200 may be offered or accepted without prior written approval from the Compliance Officer.
- If prior approval is not possible in exceptional circumstances, disclose to the Compliance Officer at the earliest opportunity.

All disclosed gifts and benefits are recorded in a dedicated register maintained by the Compliance Officer.

5. Corporate Opportunities & External Mandates

Business opportunities identified through your work at Sofina belong to Sofina. You may pursue any such opportunity personally only if:

- Sofina has formally declined the opportunity; and
- Prior written approval has been obtained from the Compliance Officer.

6. Contacting the Compliance Officer

Key Rule: One Contact for All Notifications

- Conflict of interest — disclose promptly; do not act until guidance is received.
- Corporate opportunity or external mandate — seek approval before proceeding.
- Gift or benefit above EUR 200 — obtain written approval in advance.
- Suspected breach or violation — report without delay; retaliation is prohibited.
- When in doubt on any matter — contact Compliance early. Transparency is always the right choice.

7. Approval and Ownership

This policy is approved by the Leadership Council and will be reviewed periodically to ensure it remains aligned with applicable laws, regulations, and best practices. The Compliance Officer is responsible for the day-to-day implementation, interpretation, and monitoring of this policy, and may issue supplementary guidance as needed.

Compliance Officer
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