

Board Conflicts of Interest Policy

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1. Introduction

Directors have a duty to manage conflicts of interest under the Companies Act 2006, and must take responsibility to prevent any external interests from impairing their ability to make objective and unbiased business decisions while carrying out their duties. Directors are also in a special risk position as they are aware of the Group’s sensitive business information and have access and capacity to make the most critical decisions.

A conflict of interest, whether actual, potential or perceived, must be disclosed in accordance with this policy.

2. Policy Purpose

This policy is designed to protect the integrity of the Group’s strategic decision-making process and maintain high ethical standards by setting out guidance for identifying a potential conflict of interest which may arise amongst Directors, and establishing a procedure for raising such conflicts for assessment and management.

3. Policy Scope

This policy applies to all Directors (as defined below) of all Group companies.

4. Definitions

The following definitions are used in this policy:

Definition	Meaning
Board	The members of the board of directors, including executive and non-executive, of the Company.
Company	International Personal Finance plc.
Directors	All directors of the Company, and each of its subsidiaries.
Group	The Company and all companies in which it directly or indirectly owns or controls the voting rights attaching to not less than 50% of the issued share capital or controls the appointment of the majority of the board of management.
Nominations and Governance Committee	The committee established by the Board to assist it in fulfilling its oversight and governance responsibilities in connection with the activity undertaken by the Company.

5. Identifying a Conflict of Interest

- 5.1. There is no statutory definition of ‘interest’; however anything which could potentially divert or be perceived as diverting an individual’s mind from acting solely in the best interests of the Group would likely amount to a conflict of interest. It is not possible to define all situations or relationships which may create a conflict of interest, so each one must be evaluated individually.
- 5.2. When assessing whether a conflict of interest may arise, consideration should be given to the factors below (noting that there may be other applicable factors to consider in any given situation):

- 5.2.1. whether a director will make a financial gain (or avoid a financial loss), or will receive some other benefit (or their partners or other relative would receive) as a result of a decision made during the course of their duties;
 - 5.2.2. their external positions, such as a directorship or advisory position of another organisation, as well as their partner's or a close relative's;
 - 5.2.3. any dealings or significant shareholdings in any business which is either a competitor, supplier or partner of the Group;
 - 5.2.4. the conclusion of a contract, transaction or merger which might form new relationships or interests; or
 - 5.2.5. any connections to a regulatory body, particularly within the financial services industry, which retains some regulatory oversight of the Group's conduct.
- 5.3. Examples of areas where a conflict of interest may arise in the performance of a director's duties include (but are not limited to) external directorships, contracts, advisory positions, intra-group transactions, relationships with suppliers, personal interests, gifts and hospitality, and inside information.
- 5.4. If a director is of the view, after reading the considerations and examples above or otherwise, that a conflict of interest may exist, they should refer to Section 6 of this Policy.

6. Policy Requirements

- 6.1. Directors are expected to:
- 6.1.1. maintain the highest possible standard of integrity in all business relationships, both inside and outside the organisation in which they work;
 - 6.1.2. reject any business practice which might reasonably be deemed improper (including improper practices which might benefit the Group);
 - 6.1.3. never use their authority or position for personal gain;
 - 6.1.4. at all times, act with impartiality, independence and integrity; and
 - 6.1.5. avoid being, or giving the appearance of being, in a position which may result in an actual or perceived detriment to the Group's reputation and/or interests.
- 6.2. Directors are responsible for continually monitoring their position and circumstances for any conflict of interests. Actual, potential or perceived conflicts of interest should always be disclosed as soon as possible to the Chief Legal Officer, so that (i) any steps which would need to be taken for mitigation purposes are put in place, and (ii) referral can be made to the Nominations and Governance Committee.
- 6.3. Routine conflicts of interest may be declared at the start of the first meeting of the board of the relevant Group Company after they arise, and should be referred to the Chief Legal Officer and the Nominations and Governance Committee if they are considered to be more substantive.
- 6.4. The Nominations and Governance Committee shall be responsible for determining any conflicts of interest relating to a Director that conflicts or possibly may conflict with the interests of the Company or the Group, subject to ratification by the Board.

- 6.5. The Nominations and Governance Committee also has responsibility for assessing whether a Director’s appointment to an external office should be approved, and, prior to the appointment of a Director, determining whether such proposed appointment should be recommended to the Board, taking into account significant time commitments, any additional future commitments and any other business interests that may result in a conflict of interests.

7. Roles and Responsibilities

Nominations and Governance Committee	<p>Assessing the effectiveness of this policy and to review and approve it annually.</p> <p>Determining any conflicts of interest relating to a Director that conflicts or possibly may conflict with the interests of the Company or the Group, subject to ratification by the Board.</p> <p>Assessing whether a Director’s appointment to an external office should be approved.</p> <p>Prior to the appointment of a Director of the Company, determining whether such proposed appointment should be recommended to the Board, taking into account significant time commitments, any additional future commitments and any other business interests that may result in a conflict of interests</p>
Group Legal Function	<p>Reviewing and updating this policy.</p> <p>Referring relevant matters disclosed to the Chief Legal Officer to the Nominations and Governance Committee.</p>
Group Whistleblowing Committee	<p>Reviewing any disclosed conflicts of interest raised through the Whistleblowing line and referring to the Nominations and Governance Committee where appropriate.</p>
The Board	<p>Responsible for managing conflicts of interests to ensure that the influence of third parties does not compromise or override independent judgement.</p> <p>Reviewing and, if appropriate, approving any recommendations regarding an actual, potential or perceived conflict of interest from the Nominations and Governance Committee.</p>

8. Policy governance

8.1. Breaches

Breaches of this Policy	<p>All breaches of this policy must be notified to the Chief Legal Officer.</p>
Whistleblowing	<p>If, for whatever reason, an individual feels uncomfortable raising a matter concerning a conflict of interest directly, and instead wishes to raise a matter anonymously, they can do so through our independent whistleblowing channels at https://report.whistleb.com/en/ipf for European, IPF Digital or Group related matters, or https://hacerlocorrecto.ethicsglobal.com/ for Mexico.</p>

8.2. Assurance

Owner	This Policy is owned by the Chief Legal Officer.
Assurance mechanism	Reporting annually to the Board on the compliance of this policy.

9. Related Policies

Whistleblowing Policy

Gifts and Hospitality Policy

Anti-Bribery and Corruption Policy
