



# UNITED GROUP

## CONFLICT OF INTEREST POLICY

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## 1. PURPOSE OF THE DOCUMENT

This Policy reflects the legal obligations of United Group, its employees, agents, and directors, as well as international best practice, relating to conflicts of interest in our business practices.

This Policy applies to you if you are an employee, director, board member, officer, contractor, agent or representative of its (in)direct shareholders up to Summer MidCo B.V., its (in) direct, its subsidiaries, affiliates or joint ventures (together, “**United Group**”).

This Policy undergoes regular review to ensure compliance with applicable legislation and international standards.

## 2. SCOPE AND APPLICABILITY

This Policy is applicable in all United Group affiliated entities and all other policies and procedures related to this subject matter must be aligned with this Policy.

## 3. WHAT IS A CONFLICT OF INTEREST

A **Conflict of Interest** means a situation in which your direct or indirect, personal, or financial interests (including the interests of people who come under the definition of your Close Personal Relationships, see below) prevent you or could be seen to prevent you from acting in the best interests of United Group, or otherwise conflict with the interests of United Group. Conflicts of Interest can occur in the normal course of business.

Some (non-exhaustive) examples of arrangements that could create a Conflict of Interest include:

- Proposing that United Group does business with family members or friends;
- Having a financial interest in another company with whom we do business;
- Taking a second job while employed or contracted with United Group;
- Managing your own business while employed or contracted with United Group;
- Serving as a director of another business while employed or contracted with United Group; or
- Being a leader in a charitable or other organisation while employed or contracted with United Group.

**Close Personal Relationships** include for example, those with your spouse or partner, children, parents, siblings, in-laws or other close family members and friends, and existing or historical fellow business associates (including business partners, companies, or charities).

Some (non-exhaustive) examples of arrangements including Close Personal Relationships include:

- sales, purchases and transfers of goods or property;
- services received or provided, such as accounting, management, engineering, or legal services;
- use of property and equipment by lease, licence or otherwise;
- borrowing, lending, or guarantees; or
- accepting or offering gifts or entertainment.

## 4. YOUR OBLIGATIONS

You are responsible for acting in the best interests of United Group. The actions or decisions you take during your work for United Group must be, and be seen to be, impartial, fair, and free from the influence of any person or business with whom you have or have had a Close Personal Relationship.

We encourage you to use your personal contacts during your work for us, but only if you use those contacts in a transparent way and declare any real or potential Conflicts of Interest as soon as you are aware of them.

### DO:

- Disclose interests, including those that could potentially lead to a Conflict of Interest using the [Online Register of Interest Form](#);
- Disclose interests, including those that could be perceived to be a Conflict of Interest using the [Online Register of Interest Form](#);
- Refuse to give or receive any gift, entertainment, loan, or anything else of value from any organisation or individual if it could be reasonably construed or perceived that the gift is motivated by a wish to improperly influence your decision-making within United Group. For more information, see the Anti-Bribery and Corruption Policy; and
- Obtain written approval from your Local Compliance Officer and the CEO of your Operation before proceeding with any Conflict of Interest, or, if you hold either role, from United Group's Compliance function at [compliance@united.group](mailto:compliance@united.group).

### DO NOT:

- Arrange any commercial arrangement with someone you are in a Close Personal Relationship with, without first declaring the nature of that relationship;
- Encourage any potential, real or perceived Conflict of Interest;
- Exercise any decision-making or voting function on the conditions, selection, supervision or other development of arrangements subject to a potential Conflict of Interest without the approval of your senior management;
- Fail to declare a Related Party Transaction; or
- Use sensitive, personal or privileged information belonging to United Group or its employees, customers or other third parties in the pursuance of any arrangement outside United Group.

**Note that the process described in this Policy is additional to your local New Joiner Onboarding Process. All new joiners are required to disclose any conflicts of interest on the accompanying declaration to the United Group Code of Business Conduct and Ethics.**

## 5. DISCLOSURE & REPORTING

### 5.1 How to disclose a Conflict of Interest

- a) If you have just joined the Company and have no Conflicts of Interest to declare, use the Declaration at the end of the Code of Business Conduct and Ethics.
- b) Use the [Online Register of Interest Form](#) to declare any proposed or potential Conflicts of Interest before the arrangement is entered in to.

- c) Use this Register of Interest Form to immediately declare any undisclosed Conflicts of Interest, or any changes in your interests.
- d) The Compliance function will notify you if they require more information.

## 5.2 Emergency Reporting

- a) If you are unable to access the [Online Register of Interest Form](#) and waiting for access will delay disclosure, then email your Local Compliance Officer and disclose by email. Include as many details of the arrangement as possible including the nature of the relationship, who has approved it, the transaction value, key dates, and the significance of the relationship to United Group (See Section 8 “Example Declaration of a Potential Conflict of Interest”).
- b) If you are unable to reach your Local Compliance Officer or CFO, then contact United Group Compliance at [compliance@united.group](mailto:compliance@united.group).

## 6. DECISION MAKERS

High risk employees of each of United Group’s affiliates, who are **Decision Makers** must annually certify their understanding and commitment to abide by this Policy (amongst others) via a Conflict of Interest Declaration.

Decision Maker means United Group’s CEOs and direct reports who have decision making power in relation to expenditure, public authority relationships, or procurement.

## 7. EXCEPTIONS & WAIVER

Any request for a waiver of this Policy must be submitted in writing to United Group Compliance Department at [compliance@united.group](mailto:compliance@united.group).

An approved waiver of any provision of this Policy for a director or an executive officer must then be approved by United Group B.V.’s Boards of Directors or their designated committees and will be promptly disclosed to the extent required by law or regulation.

## 8. EXAMPLE OF EMERGENCY CONFLICT OF INTEREST DECLARATION

(Under normal circumstances, please use the [Online Register of Interest Form](#))

I have read and understood United Group's Code of Conduct and agree that I understand that:

- 1) a Conflict of Interest means a risk situation where my direct or indirect, personal or financial interests (including my close personal relationships) prevent or could prevent me from acting in the best interests of United Group, or otherwise conflict with the interests of United Group.
- 2) I must abstain from any participation in any arrangements containing a Conflict of Interest until I have received the necessary approvals from my manager and from Compliance.
- 3) I have a continuing obligation to file an amended [Online Register of Interest Form](#) if any relevant changes occur including in business arrangements, my affiliations, my duties, or relevant financial circumstances.
- 4) the information on this form is solely for use United Group and its businesses and is confidential information. Where it may contain Personal Data, it shall be processed in accordance with Data Protection Legislation; and
- 5) my answers are (and must be) correctly stated to the best of my knowledge and belief.
- 6) Based on the above, I would like to register a conflict of interest of potential conflict of interest.

Y      N

    

- 7) Please choose from the following options:

- I am (or someone with whom I have a close personal relationship is):

a) An officer, director trustee, partner, employee or consultant of a company, firm or organization that has or will have business dealings with United Group or may reasonably be expected to have business dealings with United Group.

Y      N

    

b) Has or will have a direct or indirect personal or financial interest in a company, firm or organization which currently has business dealings with United Group, or which may reasonably be expected to have such business dealings with United Group.

Y      N

c) Has a direct or indirect personal or financial interest in an entity in which United Group has a financial or other interest.

Y N

d) Has a direct or indirect personal or financial interest in our competitors in telecommunications or media companies or connected industries or entities

Y N

e) Charity or voluntary organization which has, or shall, benefit directly or indirectly from United Group activity?

Y N

8) I, or an immediate family member have accepted gifts, gratuity, lodging, dining, or entertainment that may appear to improperly influence your judgement or actions concerning the business of United Group.

Y N

9) Other than as a contractor do you or anyone with whom you have a close personal relationship with have a personal or financial interest in a company or business considering entering into a financial arrangement with United Group including but not limited to lenders and banks.

Y N

If you have ticked yes to any of the above, please list name of any relevant companies:

The dates related to the interest:

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The nature of the interest:

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The name of the person holding the interest:



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Any other important information:

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Other interests to disclose not covered elsewhere in this form?

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10) my answers are (and must be) correctly stated to the best of my knowledge and belief.

Name:..... Signed:.....  
Date:.....

United Group's entity: .....  
Manager:.....