# Conflicts of Interest Policy

Board Policy | Global

Version 2.0 · July 2026 · Confidential — Internal Use

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*Replace all references to "the Company" with your organisation's name.*

## Document Control

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| **Document name** | Conflicts of Interest Policy |
| **Document type** | Board Policy |
| **Jurisdiction** | Global |
| **Owner** | Company Secretary |
| **Approved by** | Board of Directors |
| **Version** | 2.0 |
| **Effective date** | July 2026 |
| **Review cycle** | Annual |
| **Next review due** | July 2027 |
| **Classification** | Confidential — Internal Use |

## Contents

## 1. Purpose

This Policy establishes how directors of the Company must identify, disclose and manage conflicts of interest, including material personal interests, duties owed to other organisations, and related party dealings. Its purpose is to protect the integrity of Board decision-making, ensure that every decision of the Board and its committees is made solely in the best interests of the Company, and give effect to the conflict management expectations of the G20/OECD Principles of Corporate Governance, the BCBS Corporate Governance Principles for Banks, and applicable company law and prudential requirements in the Company's operating jurisdiction(s).

Directors of a deposit-taking or financial institution occupy positions of significant trust. They frequently hold other directorships, business interests and professional relationships, and some may have banking, lending or supplier relationships with the Company itself. These circumstances are not prohibited, but they must be transparently disclosed and rigorously managed so that no interest of a director, or of a person or entity connected with a director, displaces the interests of the Company, its depositors and its shareholders.

This Policy has been approved by the Board of Directors and is owned and administered by the Company Secretary. It applies alongside, and does not replace, the Company's organisation-wide Conflicts of Interest Management Policy, which governs conflicts affecting employees, contractors and the Company's dealings with customers. The Conflicts of Interest Management Policy establishes the organisation-wide conflicts framework, including the management approaches available, the related party exposure limit framework and the periodic testing of conflicts controls; this Policy sets the detailed requirements that apply to directors and to members of Board committees and does not restate that framework. Where a matter engages both documents, this Policy governs the director-level obligations and the Conflicts of Interest Management Policy governs all other aspects, and where the two differ the stricter requirement applies.

## 2. Scope

This Policy applies to:

- all directors of the Company, including executive, non-executive and alternate directors, from the date of their appointment until [12] months after they cease to hold office in respect of matters arising from their tenure;
- members of Board committees who are not directors, in respect of matters before the relevant committee;
- the Company Secretary in respect of the operation of the Director Interests Register and the conflict procedures in this Policy; and
- directors in their capacity as persons subject to fit and proper requirements, to the extent set out in section 13 of this Policy.

This Policy covers all meetings and decision-making of the Board and its committees, all written or circular resolutions, all related party transactions requiring Board consideration, and all interests of directors whether financial or non-financial, direct or indirect, actual, potential or perceived.

Conflicts of interest affecting employees and contractors, conflicts between the Company and its customers, and product or remuneration conflicts are governed by the organisation-wide Conflicts of Interest Management Policy and are excluded from this Policy, except where an employee matter comes before the Board and a director has an interest in it. Where this Policy relies on an element of the conflicts framework that is established in the Conflicts of Interest Management Policy — including the range of management approaches available, the aggregate related party exposure limit framework and the periodic independent testing of conflicts controls — the requirement is that of the Conflicts of Interest Management Policy and is not duplicated here.

Jurisdictional application. This Policy states international best practice for the management of directors' conflicts of interest. The Company must map the requirements of this Policy to the company law, prudential rules and listing requirements of each jurisdiction in which it operates, including the specific statutory provisions governing interest disclosure, voting restrictions and related party approvals. Where the law of an operating jurisdiction imposes a stricter or additional requirement, that law prevails over this Policy.

## 3. Definitions

| Term | Definition |
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| Conflict of Interest | A situation in which a person's private interests, relationships, financial or family interests, or duties owed to another person or entity, could improperly influence, or could reasonably be perceived to influence, the performance of their duties to the Company or its customers. Conflicts may be actual, potential or perceived. |
| Actual Conflict | A situation in which a person's private interests, or duties owed elsewhere, presently and directly conflict with that person's duties to the Company or to its customers. |
| Potential Conflict | A situation in which a person's private or other interests, relationships or duties do not presently conflict with that person's duty to the Company or its customers, but could reasonably be expected to do so if circumstances change or a foreseeable event occurs. |
| Perceived Conflict | A situation in which a reasonable, informed third party could conclude that a |

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| | person's private or other interests may improperly influence, or appear to influence, the performance of their duties, whether or not any actual influence exists. |
| Director | A person appointed to the position of director or alternate director of the Company or of any subsidiary, and any person occupying that position or performing that function regardless of title, including executive, non-executive and independent directors and any external member of a Board committee, as recognised under applicable local law. |
| Material Personal Interest | A direct or indirect interest of a director in a matter relating to the affairs of the Company, whether financial or non-financial, that is of substance and has the capacity to influence the director's judgement or vote on that matter, assessed by reference to this Policy and any definition under applicable local law. |
| Standing disclosure | A written disclosure by a director of the nature and extent of an ongoing interest, recorded in the Director Interests Register, which remains effective for that interest until its nature or extent materially changes and which must be refreshed as required by this Policy and by applicable company law. |
| Related Party | A person or entity connected to the Company through control, joint control, significant influence or common control, including its subsidiaries and affiliates, other entities within its corporate group, substantial shareholders, its directors and senior managers, their close family members, and any party treated as related under applicable law or accounting standards (IAS 24). |
| Close family member | A director's spouse or domestic partner, children and dependants, parents, and any other family member who may be expected to influence, or be influenced by, the director in dealings with the Company. |
| Financial benefit | A benefit given directly or indirectly, interpreted broadly and having regard to economic and commercial substance over legal form, including benefits given through interposed entities and benefits given for no consideration or at an undervalue. |

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| Arm's length terms | Terms that are no more favourable than the terms on which the Company would reasonably be expected to deal with an unrelated party in the same circumstances, having regard to price, security, covenants and all other commercial conditions. |
| Related party exposure | Any credit exposure, investment, guarantee, service arrangement or other dealing between the Company and a related party that gives rise to financial or reputational risk, measured and limited in accordance with the requirements of the Company's prudential regulator and the Basel large exposures framework as applicable. |
| Fit and proper requirements | The suitability requirements applicable to directors and senior management of the Company under the licensing and governance rules of the Company's prudential regulator and applicable law, addressing competence, integrity, financial soundness and freedom from disqualifying conflicts. |
| Director Interests Register | The register maintained by the Company Secretary under this Policy recording all interests, standing disclosures and notifications made by directors, and the actions taken to manage them. |
| Conflicted director | A director who has, or may reasonably be regarded as having, a conflict of interest or a material personal interest in a matter before the Board or a Board committee. |
| Conflicts of Interest Management Policy | The Company's separate, organisation-wide policy governing identification and management of conflicts of interest affecting employees, contractors and the Company's dealings with customers. That policy is not replaced by this Policy. |

## 4. Regulatory Framework

The key legislation, regulations and standards relevant to this document include (as amended from time to time):

| Instrument / Standard | Relevance |
|---|---|
| G20/OECD Principles of Corporate Governance (2023) | Principle V requires board members to act on a fully informed basis, in good faith, with due diligence and care, and in the |

# End of preview

This is a preview extract. The complete document continues beyond the pages shown here.

The full document is supplied as a single, fully editable Microsoft Word (.docx) file immediately after purchase — including every remaining section, the definitions, the regulatory framework references and all appendices and templates.

Bracketed prompts such as [30 days] mark the points where your own thresholds, committee names and local regulatory references are inserted.