



POLICY

**AGAINST CONFLICTS
OF INTEREST**

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Review History

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1. Introduction

Barba Stathis has an extended operating framework with the natural consequence of the possibility of situations of conflict of interest arising when conducting transactions with customers and suppliers.

The company's goal is to protect its integrity and reputation, as well as that of its stakeholders.

This policy is directly linked to Vivartia's Code of Conduct and defines the concept of conflict of interest, the persons required to comply with the policy, as well as the specific cases in which a conflict of interest situation may arise. The purpose of this policy is to lay down substantive rules defining conflict of interest within the corporate organization so that the competent administrative, management and supervisory bodies can:

- (i) identify, assess, anticipate, manage, cope with or prevent relevant situations and, consequently,
- (ii) safeguard and promote the corporate interest.

1.1 Roles and responsibilities of persons and departments

Conflict of Interest Commission (CIC)

- Is responsible for monitoring compliance with this policy
It consists of:
 - The Compliance Director
 - The Director of Legal Services
 - The Director of Human Resources

Compliance Director

- Is responsible for the staff training program.
- Provides advice in case of doubt about the existence or otherwise of the phenomenon of conflict of interest.
- Receives incident reports.
- Prepares an annual report on the impact of this Policy.

Director of Legal Services

- Provides advice in case of doubt as to whether or not there occurs a conflict of interest.
- Informs management and takes legal action if a violation is detected.

Internal Audit Directorate

- Handles confidential employees and third parties' reports on conflict of interest issues.
- Carries out checks to prevent and suppress such incidents.

Human Resources Directorate

- Receives reports on phenomena of conflict of interest.
- Participates in the development of educational programs on conflict of interest.

1.2 Definitions

Commercial transaction: Is defined as a commercial transaction in which a seller and a buyer agree to transfer the ownership of a product or the provision of a service for a pre-agreed price and with other terms clearly defined.

Conflict of interest: A conflict of interest arises when a person has and uses his or her private interests that conflict with the interests of the company and could potentially affect his or her professional obligations and duties, for his or her own benefit or the benefit of a third party, to the detriment of the company.

More specifically, the existence of a conflict of interest or a conflict of functions requires the existence of all of the following conditions:

(i) a person, natural or legal, who manages property of the company or deals with it or on its behalf, who (ii) is faced with facts, in particular concerning personal interests or those of a third party, which may reasonably be expected to lead to (iii) an internal conflict capable of (iv) intervening and decisively influencing the judgment of the person concerned in the management entrusted to him or her in such a way that (v) the interests of the company are not served or are prejudiced.

1.3 Purpose

This policy aims to provide guidance to members of management, as well as to all employees and executives of the company who influence its activities, in order to ensure that business decisions are not influenced by personal interests. It also identifies the meaning, the specificities and the risks that may arise from decisions taken in the context of conflict of interest situations. The methods applied by the company for the prevention and management of the above cases are also mentioned in order to prevent, to the extent possible, their reoccurrence in the future.

In particular, the Policy aims to comply with: a) the applicable legal and regulatory framework for conflict of interest situations, b) the Company's internal policies and procedures. It defines conflict of interest and its categories, encourages the confidential reporting of any incident or reasonable suspicion through the available communication channels established by the company, and promotes awareness and vigilance among employees and partners to identify actions related to conflict-of-interest situations.

1.4 Legislation

Barba Stathis is committed to full compliance with applicable national and EU law.

2. Policy

2.1 Scope of application

This policy applies to the entire scope of operations and activities that take place in the course of Barba Stathis' commercial transactions and operations. The principles and obligations set out in this policy apply to all staff, regardless of their role and grade.

This policy covers the following categories of conflict of interest:

- Genuine conflict of interest: a conflict between professional duties and private interests in which the employee has private interests that could unduly influence the exercise of his or her professional duties and responsibilities.
- Potential conflict of interest: a potential conflict of interest arises where a Compliant Person, as defined below, has private interests such that a conflict of interest may arise if he or she takes on relevant (i.e. conflicting) professional duties in the future.

2.2 Approvals - Policy Monitoring Mechanism

- This policy is approved by Senior Management.
- The Compliance Directorate is responsible for the monitoring and control of this policy and any revision thereof whenever this is deemed necessary.
- Barba Stathis opposes any form of conflict of interest by taking the necessary technical and organizational measures.
- The policy is posted on the corporate website (INTRANET) and access for staff is ongoing and uninterrupted.
- The policy's effect is both immediate and universal.

2.3 Compliant Persons

This policy applies to all individuals working for or on behalf of the company at all levels, including senior managers, executives, board members, employees (permanent, fixed term or temporary), consultants, contractors, interns, seconded staff, casual and agency staff, third party service providers, agents, contractors/sponsors or any other person associated with the company, regardless of where they are located.

An important role in the compliance of individuals with this policy is played by members of their immediate family, who are likely to influence or be influenced by these individuals in their dealings with the company:

- First-degree relatives
- Dependents or the spouse or the person with whom he or she lives
- Legal entities related to the above listed persons

2.4 Cases of conflict of interest

Regardless of the persons involved in potential conflicts of interest, the following cases are listed as examples:

- The use or exploitation by compliant persons of their status, administrative, managerial, executive, administrative or supervisory position in the company, as well as of the company's property or infrastructure for their own benefit or for the benefit of a third-party contrary to the interests of the company.
- The receipt by compliant persons of any contribution, commission, or benefit of any kind for the conclusion of a contract, the execution of a project or the provision of services by the company, with or to any third party.
- The exploitation by compliant persons of privileged company information for the purpose of conducting transactions and obtaining their own advantage or the advantage of a third party.
- The exploitation by compliant persons of a business opportunity that arises in the operation and activity of the company for their own advantage or for the advantage of a third party.
- The performance by compliant persons of acts or activities in competition with the company.
- The assumption of duties, the provision of services, the performance of work and the provision of work by the compliant persons to any third party, which affects their obligation to place their skills and experience unconditionally at the service of the company, as well as the fulfilment of the obligations arising from their status, administrative, managerial, administrative or supervisory position in the company.
- Harm by the compliant persons to the reputation and image of the company, or other damage because they acted against the conflict of interest.

2.5 Exercising parallel activities

Any parallel pursuit of other activities outside the company, which may conflict with the interests of the company or the employment of spouses or first and second-degree direct relatives by blood and/or marriage to a supplier/competitor/customer should be disclosed to the company's management without delay. Also, any pursuit of parallel activities should not affect your ability to adequately provide work to the company.

For this purpose, the Human Resources Directorate asks employees who are deemed to have access to internal information, at the discretion of the company's management, to sign the "Conflict of Interest Certificate" form.

2.6 Political activity

All employees of the company have the right to freely exercise political activity of their choice, but always within the framework of the legislation in force and under the following conditions:

- i) Work should not be affected by the activity in question.
- ii) The name and reputation of the company, its assets and the professional status of its employees should not be used to promote personal political agendas or benefits.
- iii) In any case, the political activity should be communicated to the Human Resources Directorate.

If there is any doubt about any action or if it is deemed that personal interests conflict or may conflict with those of the company, the advice of the Compliance Director should be sought.

2.7 Recruitment/Employment of relatives

The current recruitment and employment policy for related employees aims to ensure equal treatment of employees and to recognize and provide them with equal opportunities, with the ultimate goal of creating a friendly, peaceful and fair working environment in which each employee is treated equally with his or her colleagues.

To this end, it is necessary to establish rules and restrictions regarding the recruitment and employment of relatives, which basically ensure that relatives are not employed in the same Directorate of the company and that relatives are not recruited, so that on the one hand, kinship is not reduced to a professional qualification and on the other hand, no suspicion of bias and non-transparency is created during the recruitment process.

Clarification:

“First-degree kinship” is defined as the relationship between parents and children.

“Second degree kinship” is defined as the relationship between siblings.

Third degree kinship is defined as the relationship between uncles and nephews.

Recruitment or employment is defined as recruitment or employment under an open-ended employment contract.

In particular, the company’s policy prohibits:

The employment of employees with a spousal relationship or a relationship by blood or affinity of the first, second and third degree in the same Directorate.

The employment in the same company (main or secondary subsidiary) of spouses or relatives by blood or marriage of the first, second and third degree.

The above (concerning employment and recruitment) excludes industrial workers, provided that they do not have a direct or indirect hierarchical reporting relationship with each other, and shop staff, provided that they do not work in the same shop.

The employment and recruitment of a worker who is a spouse or a relative by blood or affinity of the first, second or third degree:

- With the Managing Director
- With HR Director
- With the CFO

All employees, without exception, are required to inform the Human Resources Directorate in writing, through the Declaration of Marital or Family Relationship form, about any spousal or family relationship they may have with other employees of Barba Stathis Group of companies.

Seasonal staff

Especially in the case of seasonal staff, the recruitment and employment of 1st to 3rd degree relatives within the same company is only allowed if there is no hierarchical relationship between the relatives.

3. Measures and procedures to prevent and deal with situations

The company has adopted a number of measures to prevent, identify and manage conflicts of interest, including:

- 3.1** Compliant persons, when selling or purchasing goods and services, shall exercise due diligence, objectivity and impartiality in order to provide equal treatment of interested parties.
- 3.2** Compliant persons are personally responsible for implementing this policy. In case of occurrence, suspicion or concern of a conflict, a report is made either to the Director of the Directorate and/or the Director of Legal Services and/or the Compliance Director.
- 3.3** Confidential information held by compliant persons in relation to a customer or supplier may not be disclosed to another customer or supplier.
- 3.4** Compliant persons, in the context of promoting good faith and maintaining strong relationships, may accept and offer meals or participate in social events of an educational or professional nature, after obtaining the necessary approvals from the Conflict-of-Interest Commission.
- 3.5** The necessary training on conflict-of-interest issues is to be provided to compliant persons.
- 3.6** Employees and managers, as well as members of the Board of Directors, are not allowed to accept gifts of value and gifts in the form of money or financial instruments, regardless of their amount. Excluded from this prohibition are low-value promotional gifts, such as office supplies bearing the logo of the company offering the gift (up to €100). If the employee is not able to assess whether accepting a gift is in accordance with the Company's Policy, he or she should seek guidance from the Compliance Directorate.
- 3.7** It is permissible to offer gifts to customers and associates of the company, provided that there is a maximum value of the corporate gift and relevant pre-approval from the relevant Compliance Directorate. A record of gifts provided to customers as described above is kept by the Secretariat of the General Directorate of the company.

4. Reporting

Reports shall be made on the basis of a sincere and reasonable belief that a criminal act or misconduct has been committed or is likely to be committed. Company personnel are encouraged to report offences, suspected incidents of misconduct, mismanagement, or serious omissions in relation to regulations, policies and procedures, as well as financial reporting and the preparation of consolidated financial statements.

In order to facilitate the proper investigation and assessment of the reports submitted, staff should provide all information, including the facts that gave rise to the suspicion related to the report. The content of the report may include the time period and type of event, the member(s) involved, possible witnesses or other evidence in written or electronic form and the relevant locations.

Reports can be submitted either by telephone or by e-mail to the Director of the Directorate, the Director of the Legal Directorate, or the Compliance Director.

5. Protection of anonymity

5.1 With the ultimate aim of ensuring the proper functioning of the policy, employees must make their reports in good faith as to the accuracy of the reported incidents. The reporting parties are protected from any kind of retaliation or reprisal, as follows:

- Confidentiality is ensured and the identity of the reporting party is protected if he or she has chosen not to remain anonymous.
- Reports submitted shall be disclosed only to designated persons who are deemed necessary for the conduct of the investigation and who are bound by their duties to observe the rules of confidentiality and secrecy.

The company ensures the protection of the reporting party from threats or retaliation, discrimination or any kind of discriminatory treatment. If the report is made about a supervisor of the reporting party and the supervisor recommends his or her dismissal or other retaliatory actions, this recommendation shall be evaluated by a Directorate Director other than the reporting party's own evaluator.

5.2 The company ensures the protection of the reported persons from potential negative consequences, even in the case where no violation of the policy is found. In the event that the investigation reveals an offence and measures are taken against the reported persons, protection against unintended negative consequences is ensured, irrespective of the possible sanctions imposed by the competent bodies.

- 5.3** The company may disclose the identity of the reporting party, if and when required in court or other legal proceedings. The reporting party shall receive the relevant information prior to the disclosure of his or her identity, as well as the appropriate explanations related to the disclosure of the specific confidential information.
- 5.4** The company takes all necessary technical and organizational measures to protect personal data. Any processing of personal data under this Policy is carried out in accordance with the relevant national and European legislation, as well as the company's personal data policy. The data of all persons are protected and processed for the sole purpose of investigating the report. The Compliance Commission maintains an electronic file with the necessary security specifications, which includes all submitted reports, as well as the corresponding documents related to these.

6. Recording the functions that create Conflicts of Interest

- 6.1** The company, in order to comply with the relevant obligations and the applicable legislation, ensures that all goods produced/sold, as well as the services and goods received, are recorded.
- 6.2** A record of conflicts of interest shall be kept. Its content is defined as the report of cases that have arisen either from an employee report or during regular or extraordinary audits, as well as the Compliance Director's assessments regarding the level of risk and the amendments to the Policy that have been approved by the Company's management. The Compliance Director is responsible for updating the file.
- 6.3** The Compliance Director is responsible for evaluating the achievement of the objectives and making proposals for the modification and optimization of the policy, where necessary.

7. Checking the adequacy and effectiveness of mechanisms

- 7.1** On an annual basis, the Compliance Director submits to the Management a report on the results of the audit, on the implementation of the policy, as well as on the assessment of the compliant persons. Checks may be carried out at varying intervals, either on a regular or an ad hoc basis. All compliant persons are obliged to provide any information and assistance required.
- 7.2** Based on the results of the report, if they fall short of the predefined targets, modifications are made or even new measures are taken in specific cases.

- 7.3** The company's obligation is to fully inform and raise awareness among compliant persons regarding the identification, non-participation and resolution of conflict-of-interest situations. Training of persons and the provision of relevant information and updates shall be provided initially at the recruitment stage and subsequently on a regular or ad hoc basis.
- 7.4** Upon taking up employment, the company informs the new employee of the policy and all employees of any updates to the policy.

8. Risk Level Assessment

- 8.1** If a conflict of interest is reported to the Compliance Director by a compliant person, either as a result of a regular or extraordinary audit, the Compliance Director must record and verify the level of risk of harm to the interests of a customer or supplier.
- 8.2** Management is informed of the content of conflict-of-interest reports by the Compliance Director.

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