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Conflicts of Interest Policy

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1. Why Have a Policy?

Board Members have a fiduciary duty to act in the best interests of AgDevCo, and in accordance with AgDevCo's Operating Policies and Procedures. Staff have similar contractual obligations.

The purposes of this policy is to ensure the integrity of AgDevCo's decision-making process and to protect the reputation of AgDevCo, its employees, committee members, retained consultants, advisors and directors (**AgDevCo Staff Members**).

This policy is meant to supplement good judgement, and AgDevCo Staff Members should respect its spirit as well as its wording.

AgDevCo Limited's board of directors has overall responsibility for this policy. AgDevCo's General Counsel has day-to-day operational responsibility for this policy. The General Counsel, in conjunction with the board of directors should review this policy from a legal and operational perspective at least once every two years.

2. What Is a Conflict of Interest?

A conflict of interest arises when an AgDevCo Staff Member has a personal or professional interest that conflicts with the interests of AgDevCo, or arises in situations where an AgDevCo Staff Member has divided loyalties. This can result in inappropriate financial gain to AgDevCo Staff Members, or can impact on the integrity in AgDevCo's decision-making process, or may cause AgDevCo's interests not to be properly protected or represented.

Examples of conflicts, or potential conflicts, of interest include:

- ▶ An AgDevCo Staff Member who has an interest (financial or otherwise) in an entity that AgDevCo is considering investing in, or who is a director or partner thereof;
- ▶ A director who is related¹ to a member of staff and there is a decision to be taken on staff pay and/or conditions at a committee meeting;
- ▶ An AgDevCo Staff Member who has shares in a business (or who is a director, partner, advisor, consultant, agent or employee thereof) that may be awarded a contract to provide goods or services to AgDevCo or to a proposed AgDevCo investee entity;
- ▶ An AgDevCo Staff Member who has a direct or indirect interest in a competitor to one of AgDevCo's existing or proposed investees;
- ▶ An AgDevCo Staff Member with any elective or appointed office or position in any governmental or regulatory agency having authority or jurisdiction over AgDevCo; and
- ▶ An AgDevCo Staff Member who stands to benefit (financially or otherwise) from a transaction that AgDevCo is considering participating in.

¹ A relative is defined in this Policy as a child, parent, grandchild, grandparent, brother, sister, spouse, civil partner or in-laws of the director, or any person living with the director as his or her partner.

(In each of the above examples, any reference to an AgDevCo Staff Member is deemed to include a relative of such AgDevCo Staff Member.)

A conflict of interest could be a direct or indirect *financial interest*, or a *personal interest* (such as the situation where a board member of AgDevCo is also a board member of another non-profit or for-profit entity in the community with which AgDevCo collaborates or conducts business). A *potential conflict of interest* can arise where personal and professional interests could conflict, or where it appears or could be perceived that a personal interest may improperly influence professional duties.

Such conflicts can create problems. They can:

- ▶ inhibit free discussion or analysis in respect of a proposal;
- ▶ result in decisions or actions that are not in the best interests of AgDevCo; and/or
- ▶ risk giving the impression that AgDevCo has acted improperly or non-transparently.

3. Disclosing and Monitoring Conflicts of Interest

AgDevCo Staff Members are required annually to disclose to the General Counsel (on the AgDevCo Annual Declaration of Interests form) any interests they have that could give rise to a conflict of interest or potential conflict of interest, and to update any disclosures previously made.

AgDevCo Staff Members are required to disclose to any of the General Counsel, the Chief Executive Officer, or the Chair of the Board (or, in the case of committee members, the Chair of the relevant committee) as soon as they are aware of any conflict/potential conflict or appearance of a conflict so that a determination may be made as to the appropriate plan of action to manage such conflict/ potential conflict.

If you are not sure what to declare, or whether/when your declaration needs to be updated, please err on the side of caution - the broadest disclosure possible is advisable so that decision-makers can make informed decisions that are in the best interests of AgDevCo. Any failure to disclose an interest that could potentially give rise to a conflict of interest may be a disciplinary offence.

If you would like to discuss this issue, please contact the General Counsel for confidential guidance.

Interests are recorded in AgDevCo's Conflicts of Interest Register, which is maintained by the General Counsel. This is updated in line with disclosures of conflicts or potential conflicts. The register will only reflect current staff and conflicts, with historical versions being kept as records for past disclosures. The Conflicts of Interest Register includes details of the nature and extent of each conflict and the actions taken to manage the conflict.

If you fail to declare an interest that is known to the General Counsel and/or Chief Executive Officer and/or the Chair of the Board or of a relevant Committee, they will declare that interest.

The General Counsel, Chief Executive Officer and Chair of the Board will also monitor proposed or ongoing transactions of the organisation (e.g. contracts with vendors and collaborations with third parties) for potential conflicts of interest, and disclose any identified to the Board or relevant committee, as appropriate, whether discovered before or after the transaction has occurred.

4. Procedures for Managing Conflicts of Interest

For each conflict of interest disclosed, the General Counsel will make a recommendation to the Chief Executive Officer or the Chair of the Board or the Chair of the relevant committee as to how the conflict should be managed. The Chair of the Board (or the Chair of the relevant committee), or (if so required by AgDevCo's Articles of Association – see below) the full Board, will determine what action (if any) it would be appropriate to take in respect of the conflict/ potential conflict.

As per AgDevCo's Articles of Association, when there is a conflict/ potential conflict that is faced by one of the Directors, it will be considered by the other Directors, who may authorise any matter which might, if not authorised, involve a director breaching the duty to avoid conflicts of interest. The Board can impose restrictions or conditions to any such authorisation (as it deems appropriate).

Generally speaking, the default approach taken by AgDevCo in relation to a conflicted Director or committee member will be to restrict circulation of papers in relation to the conflicted matter, and to ask the Director or committee member concerned to recuse himself/herself from the relevant meeting.

All conflicts of interest will be noted by the relevant Chair and reported in the minutes of the meeting.

A person must not be involved in negotiating, managing, or monitoring a contract in which they have an interest.

5. Compliance with Data Protection Policy

Any information disclosed will be processed in accordance with data protection principles as set out in AgDevCo's data protection policy. Data will be processed only to ensure that AgDevCo Staff Members act in the best interests of AgDevCo. Information provided will not be used for any other purpose.

6. Compliance with Business Integrity Policy

AgDevCo's Business Integrity Policy sets out (inter alia) the restrictions on gifts and hospitality where they could be perceived to create a conflict of interests or influence AgDevCo Staff Members' business decisions on behalf of AgDevCo.

7. Dealing in listed securities

Where AgDevCo has invested, or proposes to invest in, a company whose shares are listed on a stock exchange (**Listed Investee**), appropriate procedures and information barriers will be put in place. AgDevCo Staff Members are required to sign a declaration every year to confirm that they do not own shares in any Listed Investee and will not directly or indirectly deal in the shares in any Listed Investee.

If an AgDevCo Staff Member owns shares in a Listed Investee prior to the investment by AgDevCo, this must be disclosed immediately to the General Counsel, who (in consultation with the CEO) will determine what measures are required to be taken in order to manage the conflict appropriately.