



# Conflict of Interest Policy

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1<sup>st</sup>

## TABLE OF CONTENTS

TABLE OF CONTENTS	2
1. INTRODUCTION	3
2. PURPOSE	3
3. DEFINITIONS	3
4. CONFLICT OF INTEREST	4
5. NOTIFICATION – DETECTION OF CONFLICT OF INTEREST	4
6. EVALUATION OF NOTIFIED/DETECTED CONFLICT	5
7. TAKING OF MEASURES FOR THE MANAGEMENT OF CONFLICT OF INTEREST	6
8. RECORD KEEPING AND UPDATING	6
[ANNEX]	8

## 1. INTRODUCTION

1.1. Theon International PLC (hereinafter referred to as the “Company”) acknowledges that the prevention, management, and elimination of cases of conflict of interest constitutes a necessary condition for its smooth and integrated business operation. Within this framework, the Company has adopted and applies a “Policy and Procedure for the prevention, detection and management of conflict of interest” (hereinafter referred to as the “Policy”), in which the term “conflict of interest” is defined, and the general principles and the basic rules and organizational regulations for their prevention and management are set out. In The Policy also includes procedures for the prevention of conflict of interest, measures for the disclosure and management of the conflict of interest, and any cases and conditions that, exceptionally, it would be allowed for a member of the Board of Directors (hereinafter, the “BoD”) or Senior Executive Officer to have a conflict of interest, provided that the aforementioned interest of the member or the Senior Executive Officer is significantly restricted or constitutes an object of proper management.

1.2. All Covered Persons, as below defined, must comply with the Policy.

1.3. All actual and potential conflicts of interest constitute a subject requiring sufficient communication, discussion, documentation, decision-making and due management (that are required steps for the mitigation of an actual or perceived conflict of interest).

1.4. The Policy shall be applicable to the Company as well as to all subsidiaries of the Theon International Plc group (collectively called “Theon Group”), to the extent possible under the respective laws of the jurisdiction that each subsidiary maintains its registered office.

## 2. PURPOSE

2.1. The purpose of the Policy is to offer guidance to all Covered Persons (as defined below) about how the conflicts of interest are defined, how they can be identified, and which procedures must be followed, when these conflicts occur.

2.2. More specifically, the purpose of the Policy is the explanation of the means and methods, by which the Company:

- Detects circumstances, under which conflict of interest may arise, that may present a substantial risk for the interest of the Parties Concerned (as defined below).
- Adopts proper procedures, mechanisms and systems for the management of the declared conflict.
- Plans and applies procedures and systems aiming at the prevention of any damages to the interest of the Parties Concerned (as defined below) caused by any cases of conflict of interest.

## 3. DEFINITIONS

3.1. The term “Covered Persons” includes the following:

- a. the members of the Company Board of Directors;
- b. the members of the Theon Group executive committees, the executive officers (managers) (or/and other persons who hold equivalent positions);
- c. the employees of Theon Group;
- d. the Company shareholders, who hold a participation rate (shareholding percentage) or voting rights equal or higher than the 5% of the Company’s issued share capital;
- e. any person (natural person or legal entity, employee or external associate), whose services are available to Theon Group and who participates in the provision and execution of any kind of services and activities of Theon Group.

3.2. The term "Related Party" means the individuals linked by family ties to any Covered Person, legal entities, the administration/management of which is performed by a Covered Person, or which are directly or indirectly controlled by a Covered Person.

3.3. The term "individuals linked by family ties" includes the following:

- a. the children and the spouse (female/male) of the Related Party or the individual with whom he/she cohabits;
- b. the children of the spouse (female/male) of the Related Party or the individual with whom he/she cohabits; and
- c. the individuals depended on this person, or on his/her spouse or on the individual with whom he/she cohabits.

3.4. The term "Parties Concerned" includes the investors, suppliers, partners, customers, or/and the co-workers of the Company.

## 4. CONFLICT OF INTEREST

4.1. Conflict of interest refers to a situation as this might exist under any applicable law, regulation and/or directive and/or any situation in which the personal interests of employees, executives, or members of the BoD could compromise their ability to make objective decisions in the best interests of the Company and/or Theon Group. This conflict can arise when individuals have competing financial, personal, or professional interests that may conflict with their responsibilities to the Company and/or Theon Group.

4.2. The conflict of interest that fall under the application scope of this Policy may be actual or potential:

a) **An actual or perceived conflict of interest** arises when there is direct conflict between a member's duties and responsibilities and their actual personal interests which might influence the performance of those duties.

b) **A potential conflict of interest** might arise when a person is not yet in a situation of an actual conflict of interest, but his/her personal interests such that it is highly likely that in the future the situation the person is currently in, might become an actual conflict of interest.

4.3. In case that any Covered Person has doubts about the extent to which he/she faces a case of conflict of interest, or he/she wishes any other relevant explanations about issues of conflict of interest that may arise, he/she must address the Compliance Department of the Company for the provision of relevant guidance.

4.4. Without limitation, an actual or potential conflict of interest might arise in situations where a Covered Person or/and a Related Party or/and an individual linked by family ties has dealings or interests in businesses that operate in the same market as the Company as well as suppliers or customers of the Company. Any close ties or relationship with the aforementioned persons could also lead to the creation of circumstances constituting a conflict of interest.

4.5. To the extent permissible under the applicable employment law as well as to the extent not covered by the respective contract of the Covered Persons with the Company, no such persons may undertake any other work, especially any work associated with the persons concerned under clause 3.1. without the prior written approval of the BoD.

## 5. NOTIFICATION – DETECTION OF CONFLICT OF INTEREST

5.1. All Covered Persons are obliged to timely notify the Compliance Department of the Company of any situation of a conflict of interest (actual or potential), which may occur to them, and seek guidance from the above department in relation to the management of the conflict. To this end, they are immediately obliged, as soon as a situation of a conflict of interest arises to formally declare it and inform the Compliance Department. A Conflict of Interest Declaration Form is attached in [Annex] of this policy (hereinafter, as the "Declaration").

The above Declaration should be filled in any case by the following persons:

- **The members of the BoD and any third party to whom the BoD has assigned any of its responsibilities and the members of the Audit Committee and the Nominations and Remuneration Committee**, are obliged to complete and submit the Declaration upon their appointment/undertaking of their duties in the Company, and in the future to update and file it again at least on a **yearly basis** and whenever it is deemed necessary within the year (e.g. once a new situation of a conflict of interest arises or a previously declared conflict ceases to occur). The existing members of the BoD shall file the Declaration within a reasonable period of time after the adoption of the Policy.
- **The executive officers (e.g. head of departments /supervisors of departments), of the Company (or persons at equivalent positions)** are obliged to complete and file the Declaration upon undertaking their duties in the Company, and in the future, to update and file it again, whenever it is deemed necessary. The executive officers and/or heads and/or supervisors of departments must file the Declaration within a reasonable period of time, after the adoption of the Policy.
- **All other Covered Persons** (e.g. co-workers of the Company) are obliged to complete and file the Declaration only in case that a situation of a conflict of interest arises and, in the future, to update and file it again whenever it is deemed necessary.

5.2. The Covered Persons are obliged to report to the Company's Compliance Department any case of which they become aware and which they acknowledge as a conflict of interest (or even as a possible case of becoming a conflict) for any other Covered Person, as well as any possible breach of the above Policy, of which they become aware.

## 6. EVALUATION OF NOTIFIED/DETECTED CONFLICT

6.1. The Compliance Department collects all Declarations or other notifications of situations of conflict of interest filed with it in accordance with the provisions of section 5 of the Policy, whereas at the same time it records in collaboration with the Legal Department any other situation of a conflict of interest as well, of which it may have become aware.

6.2. As soon as the Compliance Department becomes aware of a possible case of a conflict of interest, by any of the aforementioned Covered Persons under clause 5.1, notifies in writing the involved Covered Person about the commencement of the procedures for the investigation of the matter and then it proceeds, in collaboration with the Legal Department, to all required acts with the purpose of evaluating the situation and determining whether there is actually a conflict of interest, as well as which is the nature and the extent of severity of the case. For the purpose of execution of the required evaluation all special circumstances of each case are taken into account, and it must be ensured that its final resolution is based on transparent and objective data.

6.3. In the framework of the above evaluation, the Compliance Department in collaboration with the Legal Department may invite the involved Covered Person to a discussion of the facts of the examined conflict or/and request from this person the submission of further documents, data, or/and written evidence towards clarification of the case.

6.4. After the examination and investigation of all required data and facts has been completed, the Compliance Department in collaboration with the Legal Department determines to what extent:

- i. there is, actually, a case of an actual conflict of interest, so that it further specifies all measures deemed necessary to be taken and the procedures that must be followed for the management, elimination and resolution of the identified conflict; or

- ii. there is no actual conflict of interest, so that the examined case is recorded in the archive and being kept in accordance with section 8 of the Policy, without taking any further measures.

6.5. In any case, the Compliance Department in collaboration with the Legal Department shall inform the involved Covered Person about the result of the performed evaluation and about the relevant decision taken.

## **7. TAKING OF MEASURES FOR THE MANAGEMENT OF CONFLICT OF INTEREST**

7.1. In cases that the existence of a conflict of interest is established, the involved Covered Person is obliged on one hand to act immediately towards the elimination of the conflict as far as this is possible, and on the other hand to comply with all measures for the mitigation of the conflict, that were deemed necessary by the Compliance Department in collaboration with the Legal Department.

7.2 Rejection of cooperation or provision of service: In cases that a situation of a conflict of interest cannot be prevented or successfully eliminated by any of the aforementioned (or other) means, it may be deemed necessary that the Company should originally reject the provision of a specific service (e.g. towards a specific customer) or the cooperation with specific persons (e.g. candidate co-worker, supplier, service provider, director, etc.)

## **8. RECORD KEEPING AND UPDATING**

8.1. Aiming at the enhancement of the transparency of the Company's procedures and for the purpose of effective monitoring of the methods for the management of the conflict of interest, the Compliance Department keeps a record of all the declared cases of conflict of interest, including:

- i. all Declarations and other notifications of conflict of interest submitted to the Compliance Department, and any case of a conflict of interest that has been detected by any other means;
- ii. the mitigation actions taken by the Compliance Department during the evaluation of each case of a conflict of interest according to the below mentioned under clause 8.4, including all measures and procedures that it may have been deemed necessary to be taken for the purpose of management, elimination and resolution of the established conflict of interest;

The Compliance Department is obliged to keep a record of the declared conflict of interest cases for the purposes of effective monitoring and overview. More specifically:

- All conflict of interest Declarations that have been submitted to the Compliance Department or other cases that may be detected by other means should be kept and monitored.
- All mitigating actions that have been decided for the declared cases that have been decided by the Compliance Department.
- All documents and evidence that may have been submitted to the Compliance Department and any minutes of meetings or discussions that have taken place during the process of evaluating a conflict of interest.

8.2. The abovementioned record should be updated with any new information that has been declared to the Compliance Department on a quarterly basis.

8.3. The Compliance Department is responsible for updating and monitoring the above mentioned records and on a yearly basis to submit a report with all conflict of interest cases to the CEO of the Company with the purpose of the notification as well as the mitigation actions in place of each of these cases. The Compliance Department is also obliged to inform the Internal Audit Unit of the Company as well as the Audit Committee.

8.4. The record keeping of the Conflict of Interest Declarations is subject to the constant and absolute compliance of the Company with the applicable laws on data protection.

8.5 The Human Resources Department is responsible for organizing and conducting regular training for employees to enhance their awareness and understanding of potential Conflict of Interest incidents. This training plan is vital in promoting ethical conduct and equipping the workforce with the knowledge to recognize and appropriately address such situations.

8.6 The Audit Committee is responsible for the periodic review and update of the Conflict of Interest Policy. This includes assessing the policy's alignment with changing regulations, industry dynamics, and organizational needs. Any proposed amendments to the policy are subject to approval by the BoD.



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**[ANNEX]**

