



CONFLICT OF INTEREST POLICY

Compliance Policies - Policy 6.2- Conflict of Interest

Approved by	The Board of Managers
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Last Revised Date:	June 29, 2016
Policy Owner(s):	Acting Group Head of Compliance
Contact(s):	Compliance Specialist

In this document, the “Company” or “ERG” means Eurasian Resources Group S.a.r.l. and includes, where applicable, all subsidiaries.

1. Policy Objective

- 1.1. The Board of Managers, as stated in the Code of Conduct of the Company, requires all Employees not to engage in activities which conflict or compete with the interests of ERG. This Policy provides rules on how to avoid or handle such conflicts.
- 1.2. The purpose of this Policy is to provide Company employees and its agents clear rules and guidance how to avoid or handle conflict of interest situations.
- 1.3. The policy sets out:
 - 1.3.1. required standards of conduct regarding avoidance, disclosure and handling of conflicts of interests;
 - 1.3.2. roles and responsibilities in ensuring compliance with this Policy.
- 1.4. The Policy should be applied together with the Code of Conduct, Gift and Entertainment Policy, Related Party Contract Approval Policy, Anti-Bribery and Corruption Policy.

2. Scope

- 2.1. This policy applies to:
 - 2.1.1. the Company, its business units and agents;
 - 2.1.2. all directors and employees of the Company (including temporary or contract staff) and their immediate family members;
 - 2.1.3. all types of activities, judgments and decisions made on behalf of the Company.

3. Definitions

- 3.1. The Board – the Board of Managers of Eurasian Resources Group SARL.
- 3.2. Conflict of interest - a situation in which a director, employee or agent of ERG has competing private or personal interests or loyalties sufficient to appear to influence the objective exercise of his or her duties as employee, or a professional of ERG.
- 3.3. Interested Person - director, employee or agent of ERG, who or whose related parties have financial or other personal interest in a transaction, decision.
- 3.4. Financial Interest - direct or indirect (through business, investment, or Immediate Family):
 - 3.4.1. An ownership of more than 5% in any entity with which the Company has a transaction or arrangement;
 - 3.4.2. A compensation arrangement with any entity or individual with which the Company has a transaction or arrangement; or
 - 3.4.3. A potential ownership of more than 5% in an entity, or compensation arrangement with any entity or individual with which the Company is negotiating a transaction or arrangement.
- 3.5. Compensation - direct and indirect remuneration, e.g. salary, commission, fee as well as gifts or favors that are above limits defined by the Gift and Entertainment Policy.
- 3.6. Related Party - a member of Immediate Family of a person or an entity which is directly or indirectly owned or controlled by a person or his/her Immediate Family Member or an entity in which a person or his/her Immediate Family has a direct or indirect substantial ownership interest or control.
- 3.7. Immediate Family - any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of a person, and any person (other than a tenant or an employee) sharing the household of such person.
- 3.8. Agent a third party (person or a company) authorised to act on behalf of the Company.



4. Policy Principles

- 4.1. Directors and employees of ERG are required to act in the best interest of the Company at all times.
- 4.2. Personal interests of directors and employees should never influence their business judgment or decision-making on behalf of the Company.
- 4.3. The Company respects employees' private life, however employees and directors should avoid situations that could result in a conflict between their personal interests and those of the Company.
- 4.4. Directors and employees of the Company must not engage in transactions or activities, which conflict or compete with the interests of ERG.

5. Duty to Disclose

- 5.1. It is the primary responsibility of an Interested Person to:
 - 5.1.1. identify any actual or possible conflict of interest; and
 - 5.1.2. disclose the existence of such interest and all related material facts to the Company.
- 5.2. Disclosure of conflicts of interests should be made in writing as soon as a risk of conflict of interest is identified to the senior manager responsible for the transaction, arrangement, third party relationship or task as well as to Legal and Compliance, who should determine if the conflicts of interest exist. A potentially Conflicted Person should refrain from participating in a transaction until the situation has been resolved.
- 5.3. Business Units shall develop internal procedures to:
 - 5.3.1. facilitate ad-hoc disclosure of conflicts of interests by their employees;
 - 5.3.2. facilitate periodic disclosure of outside interests by their employees working in positions responsible for any commercial activity of the Company including but not limited to: procurement, sales, mergers and acquisitions, disposal of assets, etc.;
 - 5.3.3. periodically identify positions mentioned in 5.3.2.

6. Addressing Conflicts of Interests

- 6.1. Persons mentioned in 5, after determination if the conflict of interest exists, should determine appropriate action to be taken. They should take into account Company interest, all material information disclosed by an Interested Person and specific circumstances to the transaction. The following are possible actions:
 - 6.1.1. An interested person may need to step back entirely from any involvement in a conflicted situation;
 - 6.1.2. An interested person may be allowed to continue being involved in a conflicted non-financial situation, but with agreed safeguards put in place and otherwise without a right to make decisions regarding a matter subject to the conflict of interest;
 - 6.1.3. In rare cases, when an alternative, more advantageous transaction or arrangement is not reasonably possible under the given circumstances, the Business Unit Head, based on advice of his/her Legal and Compliance Departments, shall determine whether the transaction or arrangement is in the Company's best interest, for the Company's benefit, and whether it is fair and reasonable. Based on such determination he/she shall make his/her decision as to whether to enter into the transaction or arrangement;
 - 6.1.4. For avoidance of doubt, Business Unit Heads cannot make decisions mentioned in 6.1.3 in which he/she is an Interested Party. In such cases he/she shall seek decision from higher level authority.

7. Rules

- 7.1. Employees, among others, must not:
 - 7.1.1. *Disclosure of confidential information*
 - a. disclose or use information relating to the Company business for their personal profit or advantage or the personal profit or advantage of parties related to them;
 - 7.1.2. *Employment and compensation*
 - a) have additional employment, or run their own business, during working hours;
 - b) receive any form of compensation from a competitor, customer or supplier;
 - c) improperly use their position for personal gain or benefit for themselves or for parties related to them;
 - d) be in a position of influence regarding the employment of an Immediate Family Member, other than in exceptional circumstances and subject to prior approval;

- e) be in a position of influence regarding compensation and benefits of an Immediate Family Member;
- f) permit cases of joint work of Immediate Family Members under direction of one another, and also in cases of supervision, control, review, audit and participation in one business process, when the decision of an Immediate Family Member influences the work of another Immediate Family Member;

If two employees in a subordination relationship become related, it is the obligation of the employee to disclose this to the HR and Compliance department. One of the employees must be moved to another position or department. These situations will be assessed by the Compliance Department together with the employee's line manager and HR Department.

- g) approve his/her own compensation and benefits;

7.1.3. *Outside business interests*

- a) engage, without prior disclosure and approval, in private business activities, work or otherwise perform services for third parties with whom the Company does business or who are competitors to the Company;
- b) engage in transactions in which the Company has a rightful business interest;

7.1.4. *Commercial activities*

- a) participate in review or approval of transactions (sales, procurement, mergers, acquisitions, sale or transfer of assets, sponsorship) in which he/she is an interested person; or
- b) participate or make any other decisions regarding any contract in which he/she is an interested person;
- c) review and accept goods or works under the contract in which he/she is an interested person;
- d) make any recommendations or decisions, which may result in favouring third parties related to him/her;

7.1.5. *Outside social interests*

- a) engage in no-profit community, governmental, educational, religious and civic organisations or serve or act as Officers or on boards of directors if such participation or service interferes with his/her duties as an ERG employee;
- b) present or make others to perceive his/her personal activities to be representing interests of the Company;

7.1.6. *Accounting*

- a) not to review or approve any accounting entries, payments, accounting estimates or assumptions, in which he/she is an interested person;
- b) not to approve his/her own expenses or expenses of those persons related to him/her;

8. Questions

- 8.1. If in doubt please always consult with your Business Unit counsel or compliance officer.

9. Responsibilities

- 9.1. It is the responsibility of each Company employee and agent to comply with the terms of this policy.
- 9.2. The Board is responsible for establishing this Policy.
- 9.3. The Compliance Committee of the Board is responsible for oversight of compliance with this Policy.
- 9.4. The Group Chief Executive, supported by the Group General Counsel, has responsibility for implementing this policy in accordance with the requirements of the Board.
- 9.5. The Regional Management is responsible for effective implementation of this Policy in their respective areas of responsibility and making sure that adequate controls are implemented to ensure on-going compliance.
- 9.6. The Business Unit Heads are responsible for establishing appropriate responsibilities, procedures, training and internal controls within their respective operations to ensure the consistent application of this policy across all jurisdictions and compliance with its requirements.
- 9.7. It is the responsibility of each Business Unit Head to ensure that their respective employees and all agents are made aware of this policy.

10. Monitoring

- 10.1. The Group General Counsel should periodically, but not less than quarterly, report status of compliance with the Conflict of Interest Policy to the Compliance Committee of the Board.

10.2. Internal Audit should periodically review compliance with this Policy and report any deficiencies and respective recommendations to the Group Management and the Compliance Committee of the Board.

11. Non-compliance

11.1. Any employee found to have violated the Policy may be subject to disciplinary action, which could include summary dismissal.

11.2. If the Company employee has concerns around activities of other Company employees, which could contravene the Policy, they are encouraged to report such concerns to the Company management as per the Whistleblowing and Investigations Policy.

DOCUMENT CONTROL			
Version	Reason for change	Approval date	Approved by
Version 6.2	Clause 7.2.1 f) was introduced to cover the specific situations of the subordination of Immediate Family Member – prohibiting family members to supervise, control, review, audit the work by their Immediate Family. Also it was Included the obligation of any employee to inform HR and Compliance in case a subordination relationship of Immediate Family member arises.	29.06.2016	Compliance Luxembourg, Internal Audit, HR, Risk Management