



SEAFRIGO GROUP

CONFLICT OF INTEREST PREVENTION AND MANAGEMENT CHARTER AT SEAFRIGO GROUP

JUNE 2025

SUMMARY

1	Purpose of the Charter	3
2	Scope	
3	Recipients	4
4	Definition of a Conflict of Interest	5
5	Scope of application	
6	Examples of Risky Situations	6
7	Obligation to Declare	
8	Management Procedure	7
9	Sanctions for non-compliance	
10	Role of Each	8
11	Whistleblowing Channels	
12	Commitment	9

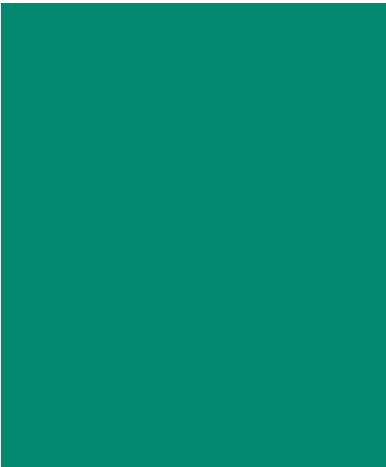


Purpose of the Charter

This Charter aims to define the principles applicable to the prevention, detection, and management of potential conflicts of interest that may arise between Seafrigo Group (or its employees) and any third parties (clients, suppliers, public authorities, etc.).

It aims to ensure the loyalty, integrity, impartiality, and independence of decisions made in the performance of professional duties, and to protect the Group’s reputation.

If not properly identified and managed, conflicts of interest may lead to legal actions and/or administrative sanctions (disciplinary or financial), potentially resulting in loss of income and damaging the reputation of the Seafrigo Group.



Scope

This Charter, along with the Group’s Anti-Corruption Charter, applies without restriction to all companies within the Seafrigo Group, including foreign subsidiaries.

It is specified that the rules outlined in this Charter are not intended to replace or amend existing laws and regulations but to provide guidelines and reference points for the conduct of the Group’s employees in their professional activities.



3

Recipients

This Charter is addressed to all employees of the Seafrigo Group.

It is specified that certain employees, due to their specific roles and the scope of their responsibilities, may face situations involving conflicts of interest that could place them in particularly uncomfortable positions and hinder them from performing their duties in the best interest of Seafrigo.

To prevent such a situation, the following employees must **obligatorily** complete a conflict of interest declaration upon assuming their position, namely:

- Members of the Seafrigo Group Executive Committee and their direct reports,
- All department heads of the Seafrigo Group and their direct reports,
- All site managers of the Seafrigo Group and their direct reports,
- All employees in the Seafrigo Group Purchasing departments. In general, all new hires may be required to sign a conflict of interest declaration.



4

Definition of a Conflict of Interest

A conflict of interest arises when a personal interest, whether direct or indirect, interferes or appears to interfere with an employee's professional obligations or the interests of the Seafrigo Group.

It could be:

- From a family, friendly, or emotional bond;
- From a financial interest (equity stake, remuneration, debt);
- From an external engagement (side activity, mandate);
- From a situation of proximity to or influence over a decision (recruitment, supplier selection, contract awarding, etc.).

A conflict of interest is not an offense in itself, but it must be disclosed and managed.

5

Scope of application

This charter applies to:

- All employees of Seafrigo Group, regardless of their employment status (permanent contract, fixed-term contract, temporary, internship, work-study);
- Members of the Executive Committee and the Board of Directors;
- From an external engagement (side activity, mandate);
- Suppliers, consultants, and partners acting on behalf of Seafrigo Group.

6

Examples of Risky Situation

- Participating in the selection of a supplier led by a family member.
- Hiring a close relative or having a direct reporting relationship with them.
- Holding shares in a competing or client company.
- Engaging in undeclared side activities.
- Receiving personal gifts or benefits related to a professional decision.

8

Management Procedure

The declared situation is:

- Assessed by the Group's compliance or ethics officer,
- Accompanied by a management plan: abstention, temporary removal, reassignment, third-party approval, etc.

Each case is subject to confidential and documented monitoring.

7

Obligation to Declare

Any employee faced with a real, potential, or apparent conflict of interest situation must:

- Report it without delay to one's manager, who will forward it to the appropriate ethics officer for handling of the situation until its closure;
- Complete a conflict of interest declaration (internal form provided for this purpose and attached to this charter);
- Refrain from making any decisions or participating in any affected process until the situation has been assessed and appropriately managed.

A centralized register, shared among all responsible parties, will be created and managed by the HR department to facilitate monitoring. It will be fully accessible to the compliance team for audits.

9

Sanctions for non-compliance

Failure to comply with this charter, failure to declare, or deliberate concealment of a conflict of interest may result in:

- Disciplinary sanctions (in accordance with the internal regulations),
- Referral to the competent authorities in the event of suspected misconduct involving corruption or fraud.



10

Role of Each

Employees, by virtue of their duty of loyalty to the company:

- Have an obligation of due diligence and transparency;
- Must ask questions when in doubt, using the reporting channels provided by the company.

Managers :

- Are responsible for prevention within their scope;
- Must guide their teams and escalate any alerts.

11

Whistleblowing Channels

Conflicts of interest may be reported either:

- To your direct supervisor;
- To the Group's compliance or ethics officer;
- To the HR or legal department;
- Via the Safe Workplace platform for a confidential (anonymous or not) report.

12

Commitment

Each employee is invited to:

- Acknowledge receipt of this charter;
- Apply it in the performance of your duties;
- Certify your reading as part of the Code of Conduct training.





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