

 enson	Enson sp. z o.o. NIP 7732493141	Date: 27.11.2025
	CONFLICT OF INTEREST MANAGEMENT POLICY AT ENSON SP Z O.O.	Publication date: 27 November 2025

Appendix No. 1 to Resolution of the Board of Directors No. 6/11/2025 of 27.11.2025

POLICY OF MANAGING CONFLICTS OF INTEREST AT ENSON SP. Z O.O.

NAME OF DOCUMENT	Conflict of Interest Management Policy
Date of first issue	27.11.2025
Version and update date	version I - 27 November 2025
Personal scope	Own employee resources, apprentices, trainees, company management
Reference to the value chain	Own operations and supply chain
Nature of document	External (to be published on the website)
Process owner/position	Executive Board Representative

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I. What is the purpose and scope of the Policy?

1. As ENSON sp. z o.o. (hereinafter "**ENSON**") we want to:
 - ✓ recognise situations that are or may give rise to a conflict of interest,
 - ✓ identify steps to take when conflicts of interest arise,
 - ✓ manage conflicts in order to protect our Company and its interests, as well as those of our business partners.

To this end, we have developed and implemented a Conflict of Interest Management Policy for our Company.

2. Managing conflicts of interest builds trust with our business partners, including, but not limited to, customers, counterparties and investors.
3. The Policy applies to all employees and associates of the Company, regardless of their position and form of employment, as well as to persons acting for or on behalf of ENSON and members of the Board of Directors.
4. The Policy describes:
 - ✓ types of conflicts of interest,
 - ✓ actions to prevent conflicts,
 - ✓ how to report conflicts of interest,
 - ✓ roles and responsibilities in managing such conflict.
5. A group of employees and associates, defined by the Board of Directors, who are particularly exposed to risks related to conflicts of interest, acknowledge knowledge of the Policy at least once a year.
6. Managers of individual departments have specific responsibility for:
 - ✓ managing their own actual, potential or perceived conflicts of interest,
 - ✓ managing the actual, potential or perceived conflicts of interest of all subordinate employees.
 - ✓ Educating and informing their employees about the need to declare conflicts of interest.

II. Definitions

Policy	ENSON's conflict of interest management policy.
Employee/co-worker	any person who performs work for the Company, regardless of employment basis, including interns and trainees. Collectively, we also refer to them in the Policy as the 'Team' .

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We/ ENSON/Company	ENSON sp. z o.o. with its registered office in Tomaszów Mazowiecki at 2 Norbert Barlicki Street.
Conflict of interest	a situation in which the private interests of a person involved in the Company's activities may affect his or her objectivity, impartiality or loyalty to the Company. This means that a particular employee, board member or other person who acts on behalf of the Company may have conflicting personal goals or interests that may conflict with the best interests of the Company.
Associated person	A related natural or legal person with whom employees, associates, members of the Company's governing bodies have an economic, family or personal relationship, because of which he or she may have a significant influence on the tasks performed by those employees, associates, members of the Company's governing bodies and the decisions taken by them.
Contractor	a person or organisation with whom the Company has or wishes to establish a business relationship
Management Board	ENSON Management Board
TDJ Group	TDJ Group in its current structure

III. What is a conflict of interest and what are its types?

1. A conflict of interest arises when financial, family, personal or other interests, whether our own or those of people with whom we are closely associated, influence - actually or potentially - the performance of our professional duties and responsibilities in an objective manner. In the event of a conflict of interest, our judgement may be distorted and the decisions we make may be more in our own interests than those of ENSON.

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2. Each member of our Team must comply with the principles of prevention and management of conflicts of interest, which are set out in the Policy.
3. It is your duty as a member of our Team to take any action that - even indirectly - involves working with ENSON with due care and concern for the Company's interests.
4. We can distinguish the following types of conflict of interest:

Type of conflict of interest	Definition	Example
Actual	Occurs when the private interest of an employee, a member of a body or a related person is in direct conflict with the interest of the Company.	<ul style="list-style-type: none"> • A board member participates in the decision to award a contract to a company of which he/she is a shareholder. • A member of the purchasing department recommends awarding a contract to a company owned by a relative.
Potential	Arises in a situation where there is a risk of a future conflict between private interests and those of the Company.	<ul style="list-style-type: none"> • An employee discusses employment with a competing organisation while negotiating a contract with that organisation on behalf of the Company. • An employee in the marketing department prepares an advertising campaign for the Company while simultaneously running a self-employed business in the same industry (e.g. online marketing services). There is a risk that, in the future, he will try to use the knowledge or contacts gained at the Company to the benefit of his business.
Alleged (sham)	Occurs when, in light of external circumstances, there may be a reasonable impression that a person is acting under a conflict of interest, even if there is actually no such conflict.	<ul style="list-style-type: none"> • An employee attends a negotiation meeting with a counterparty in whose company his or her spouse works, even though he or she has no influence on the scope of the negotiation. • A board member accepts an invitation to a trip sponsored by a Company supplier, which may be perceived as an unauthorised favouritism.

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5. A conflict of interest may arise in particular when:
- you carry out on your own account activities that are the same or similar to those of the Company (i.e. competitive activities);
 - you receive a financial benefit from a counterparty, in relation to a service that you provide to it or that the counterparty provides to you;
 - you have a personal reason (social, financial or otherwise) to favour one counterparty over others;
 - you want to make a personal gain or avoid a loss at the expense of the Company;
 - you seek a particular outcome (e.g., a decision made) to benefit a particular counterparty, even if it harms the Company's interests;
 - you make decisions based on your own interest, or the interest of a close relative or affiliate, if that interest conflicts with the interests of the Company;
 - you take advantage of a relationship with a person representing a public interest to gain an advantage for the Company - which could damage the Company's reputation;
 - you unlawfully use confidential information, information which constitutes a business or professional secret or other data which you learn in connection with your employment with us.
 - you have been asked to participate in the employment, supervision, management or career planning of a person with whom you are closely associated, or a person who is closely associated with a person with whom you are closely associated.
 - you participate in the employment, supervision, management or career planning of a person with whom a member of your management is closely associated.
 - you have accepted a personal discount, gift, gesture of hospitality or other benefit from suppliers, service providers, a charity or clients that may create a sense of obligation.
6. The above list are just examples. It does not include all situations that may lead to a conflict of interest within the Company.
7. Types of conflict of interest include:

Type of situation	Description
External interest	When you are employed by another organisation or have a side business, or are involved in other activities that may interfere with the performance of your duties for our Company.
Close relationship	When you are closely associated with, or any person with whom you are closely associated is closely associated with: an officer or employee of our Company or an officer, partner, employee or consultant of an organisation to which we provide services, or which provides services to us, or competes with services provided by us.
Board membership	When you are a member of the board of directors of any organisation that carries out activities that may or may not compete with interests arising from our Company's activities.

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External financial interest	When you or someone with whom you are closely associated has more than a 5% ownership or equity interest in an organisation that provides services to our Company or to which we provide services.
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IV. How do you identify a conflict of interest?

1. A conflict of interest can take many different forms and arise in unintended ways. Sometimes it is obvious and easy to identify. Sometimes it is more difficult to detect and can arise in unexpected situations.
2. To determine whether a situation may lead to a conflict of interest, try answering the questions we have included in the checklist - an appendix to the Policy.
3. If you have any doubts or questions, or if you feel that a situation is legally uncertain, please inform your supervisor, the Executive Officer of the Board of Directors or the TDJ Compliance Officer. These persons will provide you with appropriate guidance on how to proceed properly.

V. What to do if a conflict of interest arises?

1. In performing your tasks, you must act in good faith, in accordance with our Company's rules, internal regulations and principles of social coexistence.
2. We expect you to act transparently with regard to conflicts of interest, in accordance with and respectful of the Company's values.
3. It is in your best professional interest to declare a conflict. If you have an actual, potential or perceived conflict of interest, you must inform us immediately to obtain a decision on how to proceed.
4. Report a conflict or suspected conflict **before** taking action that may raise concerns.
5. Remember that reporting a conflict of interest (of any kind) in good faith may not result in negative consequences against you.
6. Every conflict situation is unique. Therefore, report it even if you have reported a similar situation before and it was not considered a conflict of interest by us or did not require any special action.
7. If a conflict of interest results in abuse or a breach of the law, report it in accordance with our Internal Reporting Procedure, in particular via the platform: <https://whistleblowersoftware.com/secure/enson>.
8. We will ensure the confidentiality of your report, support you and protect you from any retaliation in relation to your report.
9. If for any reason you do not wish to use this path you can also contact the TDJ Compliance Officer, at: compliance@tdj.pl

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If a conflict of interest affects you

1. Immediately report it to your Head of Department, explaining the circumstances that you believe create or may create a conflict of interest.
2. Wait for a formal decision from the Company. Every effort will be made to communicate it within a reasonable timeframe. Your department head, with the support of the TDJ Compliance Officer, may also provide guidance or instruct you on how to proceed to resolve the conflict of interest.
3. Your Head of Department or our Company's Board of Directors will provide you with a decision regarding the reported conflict of interest or suspected conflict of interest. We expect you to acknowledge receipt of it and commit to abide by it.
4. If the reason for the conflict of interest ceases to exist, you will promptly inform your Head of Department in the same manner as you communicated the conflict.

If you are the manager of the person affected by the conflict

1. If an employee informs you of an actual, potential or perceived conflict of interest, first review all the facts in a business context.
2. Once you have received the report, you must analyse it with the support of the Executive Officer of the Board of Directors and the TDJ Compliance Officer based on the following guidelines. These are designed to enable you to make the right decision:
 - a. Base your assessment on TDJ Group values, the TDJ Group Code of Ethics and common sense.
 - b. Ask yourself supportive questions such as:
 - ✓ *Do other employees of our Company or outsiders believe that the decision I am about to make as a department head is appropriate to protect the interests of our Company?*
 - ✓ *Would I be embarrassed if the decision I am about to make appeared in the newspaper tomorrow?*
 - c. ensure that your decision does not place our Company in a contested situation that will result in reputational risk;
 - d. if an employee's or colleague's private interest affects or could affect the impartiality and objectivity of his or her duties, and professional responsibilities, and thus affect the Company's performance:
 - exclude him or her from decision-making processes that may be affected by his or her private interests, or

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- if you decide to leave him or her out of the decision-making process in order to protect the legitimate interests of the Company:
 - ✓ carefully document your decision,
 - ✓ introduce measures to protect the Company, such as double-checking the decision of this employee/co-worker.
- 3. If, in the course of assessing the case, you have ethical, business or legal concerns - consult the Company's Board of Directors or the TDJ Compliance Officer.
- 4. Communicate the Company's decision to the employee/co-worker in writing or electronically (preferably in the form of an email, to the attention of the Executive Officer of the Board and the TDJ Compliance Officer).

VI. What behaviour do we expect from our Team?

1. Conduct relationships with customers, suppliers, subcontractors and business partners in a professional, impartial and objective manner, free from conflicts of interest.
2. Do not take part in hiring, supervising, managing or planning the careers of persons with whom you are closely associated or persons who are closely associated with a person with whom you are closely associated.
3. Do not take part in the employment, supervision, management or career planning of people who are closely related to your supervisor.
4. Always disclose actual, potential or perceived conflicts of interest. **There is nothing wrong with encountering a conflict of interest.** Instead, it is important to know that it exists and, in the case of heads of department, to declare the conflict of interest, explaining it in accordance with our Policy and ethical principles.
5. As you develop your career path, be aware of potential conflicts of interest that may arise from a new position you or someone you are closely associated with.
6. **Without our prior approval:**
 - a. do not be employed by another organisation or undertake or take part in a side activity (for example, consulting or freelance), even if it is in line with the contract you have with us, if the other organisation is directly or indirectly our competition, is our business partner. This prohibition does not apply to cooperation with other companies belonging to the TDJ Group.
 - b. Do not deal directly with our business partner or a charity supported by us if you or someone with whom you are closely associated has an interest in such entities or organisations (for example, by virtue of investment, employment or management). This prohibition does not apply to relationships with other TDJ Group companies.

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VII. What measures do we take to minimise risks and manage conflicts of interest appropriately?

1. To prevent and effectively manage conflicts of interest, we take the following actions in particular:
 - a. we identify and assess potential conflicts of interest to prevent and minimise their negative effects;
 - b. we supervise individuals performing tasks that may involve the risk of conflicts of interest;
 - c. we limit the number of people who have access to information that is confidential or constitutes a trade secret of our company, and make such information available only to those authorised to do so;
 - d. we apply non-competition and non-additional employment agreements to our selected employees and associates;
 - e. we periodically review and evaluate the effectiveness of the provisions of the Policy and the solutions that result from it;
 - f. we conduct training and awareness campaigns for our Team;
 - g. we have implemented and apply an Anti-Corruption Code and an Anti-Corruption and Gift Procedure.
2. We allow family members of our current employees and associates to work for the Company, provided that they are objectively assessed and selected based on the same criteria as other candidates and provided that their positions are not potentially in conflict. These cases are subject to appropriate screening and approval processes, particularly where there are direct hierarchical links.
2. The way in which actual conflicts of interest are dealt with, including the category and extent of the measures applied at the time, is determined by a decision of the head of department or the Board of Directors - depending on which level in the organisational structure is involved.

VIII. How do we respond to conflicts of interest?

1. For each type of conflict identified, we put in place tailored solutions to manage, monitor the conflict and prevent the potential adverse impact it may have on the Company, as well as on its employees and associates and business partners.
2. Depending on the nature of the reported conflict of interest, we may specifically apply one or more of the following measures:

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Table of remedies for conflicts of interest

Measure	Description	Example
Providing guidance	We provide an employee/co-worker or a member of the body with instructions on the appropriate course of action.	An employee whose relative is competing in a Company tender is instructed to exclude himself/herself from the tender evaluation process.
Limitation of participation in decisions	We temporarily exclude a person from processes in which he or she could be biased.	A member of the Company's Board of Directors does not participate in a decision to enter into a contract with a company where his or her spouse is a commercial director.
Transfer of responsibilities	We delegate specific tasks to another employee or supervisor.	The head of department does not give an opinion on the promotion of a person from his or her family - another manager makes the decision.
Additional supervision	We introduce control over the employee's actions by a supervisor or Compliance Officer.	The purchasing employee's decisions must be approved by the supervisor if he or she has previously worked with the supplier in question.
Organisational measures	We change procedures, reporting structures or the evaluation committee to reduce the risk of conflict.	A Group company competes in an internal tender - the evaluation is carried out by a committee made up of people from other units.
Training	We refer an employee to ethics and <i>compliance</i> training or workshops.	Once a conflict is reported, the employee attends a workshop on avoiding conflict situations.
Personnel actions	In case of a serious or repeated conflict - we change the position, limit the scope of responsibilities, end the cooperation.	A manager who conceals links with competitors and acts in their favour loses his/her position or is dismissed.
Reporting to authorities	Referral to the supervisory authorities, if required by law.	Notification to the managing authority of the programme concerned (e.g. the relevant marshal's office or the Polish Agency for Enterprise Development) of a conflict of interest disclosed in a project financed with EU funds.

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IX. Recording of conflicts of interest

1. Actual conflicts of interest are appropriately documented by the Executive Board Plenipotentiary. The register of conflicts is kept in electronic form and includes at least:
 - a. **Identifying information** - date of conflict declaration, declarant (name, organisational unit), person affected by the conflict (if not the declarant);
 - b. **Characteristics of the conflict** - type of conflict of interest (actual, potential, alleged), brief description of the circumstances giving rise to the conflict, parties involved - e.g. counterparty, related party, relative.
 - c. **Risk assessment** - scale of impact on the Company's interest (low, medium, high), area of business affected by the conflict (e.g. procurement, investment, personnel decisions).
 - d. **Remedial actions/decisions** - measures taken (e.g. exclusion of the person from the decision-making process, transfer of duties, termination of contract), person/body responsible for the decision (e.g. supervisor, board of directors), date of the decision and how the action was implemented.
 - e. **Monitoring and closure of the case** - status of the conflict (open, under investigation, closed), date of closure of the case, additional comments (e.g. recommendations for the future, lessons learned from the incident).
2. The register can only be accessed by those authorised to maintain it, the Internal Audit Department, the TDJ Compliance Officer and the Company's Board of Directors.
3. Each year, the Executive Officer of the Board of Directors creates a report summarising the reporting of conflicts of interest during the calendar year, together with a summary of the actions taken, and forwards the report to the Board of Directors for information.
4. Data in the register are kept for a period of five years from the end of the calendar year in which the conflict in question was recorded.

X. Violations of the Policy

1. The Board of Directors and the Executive Officer of the Board of Directors are responsible for ensuring that the provisions of the Policy are complied with and ensures that any identified breaches against its provisions are immediately corrected.
2. Violations of the Policy by members of our Team may result in, in particular: disciplinary penalties, material liability, termination of cooperation, legal consequences, including criminal ones.

XI. Monitoring and amending the Policy

1. The Executive Officer of the Management Board and the Compliance Officer of TDJ monitor the validity of the provisions of the Policy on an ongoing basis. The Policy is reviewed and updated periodically - at least once every two years. The Policy is updated

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more frequently if new risks, changes in generally applicable laws or internal Company regulations, or issues that need to be addressed are identified.

2. In the event of doubt, uncertainty or difficulty in interpreting or applying the Policy, the TDJ Compliance Officer must be consulted.

The Policy comes into force on 27.11.2025.

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Appendix No. 1 to the Conflict of Interest Management Policy - Statement of familiarisation with the content of the Policy

Name _____

Stanowisko _____

DECLARATION

I have read and understood the contents of the Conflict of Interest Management Policy.
 I undertake to abide by all the rules and provisions contained in the Policy and to report any breaches of the Policy immediately.

 Date and signature

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Appendix 2 of the Conflict of Interest Management Policy - Checklist - How to identify a conflict of interest.

	Question	YES	MAY	NO
1.	How might this situation look to someone outside the Company? Do other ENSON employees or third parties think this might affect a decision I make on behalf of the Company? Would I be concerned or feel uncomfortable if anyone inside ENSON knew about this? How would I feel if, in a similar situation, I had to make an assessment, carry out an audit or discipline someone directly reporting to me?			
2.	Because of my relationship with another person, would I or any person with whom I am closely associated benefit?			
3.	Could the situation affect a decision I may make at the Company?			
4.	Do I have a sense of obligation because of the relationship I have with a third party?			
5.	Does my relationship with this third party appear to compromise my ability to make decisions in the interests of ENSON?			

If the answer to any of the above questions is 'yes' or 'maybe', you are involved in an actual, potential or perceived conflict of interest.

If you still have doubts or questions, or if you feel that a situation is legally uncertain, please inform the Executive Officer of the Board of Directors or the TDJ Compliance Officer. These persons will provide you with appropriate guidance on how to proceed properly.