

Softline's Conflict of Interest Policy

1. Summary

The relationship between **Softline** and its **Employees** and **Business Partners** should be based on mutual trust. **Employees** and **Business Partners** must seek to avoid any relationship, influence or activity that will impair, or appear to impair, their ability to do their job or make fair and objective decisions when performing their job, or that is not in the best interests of **Softline**, in accordance with this Policy.

The appearance of a **Conflict of Interest** can often do as much harm as the actual existence of one as that can raise doubts, arouse suspicions or could adversely affect the confidence of co-workers, customers, vendors, suppliers, shareholders and others, in the integrity of **Softline** or its procedures.

This Policy establishes the standards and describes the instructions to be followed by **Softline's Employees** and **Business Partners** when doing business around the world in order to prevent an actual or perceived **Conflict of Interest**.

2. Scope

This Policy applies to all **Employees** of **Softline**, including **Directors** and **Business Partners**.

3. Terms and definitions

Any defined terms in this Policy are in bold and shall have the following meanings.

Conflict of Interest means any situation in which a person, or a family member, has a personal or outside interest that may appear to influence the objective exercise of judgement in official duties for **Softline**, regardless of whether it would actually influence that exercise of judgement.

Conflict of Interest may take many different forms that include, but are not limited to, the following examples (also applies to **Business Partners**):

- **Employees'** ability to use their position with **Softline** to their personal advantage;
- **Employees** engaging in activities that will bring direct or indirect profit, benefit or advantage to a competitor;
- **Employees** owning shares of a **Direct Competitor's** stock;
- **Employees** using connections obtained through **Softline** for their own private purposes;
- **Employees** using **Softline's** equipment or means to support an external business;
- **Employees** having an ongoing personal relationship with another **Employee** working in **Softline**, particularly in the same team or managerial reporting line;

- **Employees** having other family members working in **Softline**, particularly in the same team or managerial reporting line.

Director means any member of the governing Board of a corporation, association, or other incorporated body.

Employee means each manager, **Director**, **employee**, worker or officer hired on a permanent basis or under a fixed-term or casual employment contract by **Softline**, including any of **Softline**'s agency workers, temporary workers, casual workers, part-time workers, trainees or interns.

Business Partner means any person who provides services to **Softline** or who otherwise acts for and/or on behalf of **Softline** including service providers, consultants, advisers, contractors, distributors, agents, commercial intermediaries and other intermediaries.

Softline means Softline Holding Plc (or any successor) and any entity, operation or investment more than 50% owned by Softline Holding Plc directly or indirectly.

Family Member (or Relative) means a person who is part of an **Employee**'s family. This relationship could be immediate or extended.

- Immediate Family Member – This includes child, stepchild, grandchild, parent (mother, father), stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law or any other person living in the same household.
- Extended Family member – This may include aunts, uncles, cousins, nephews, nieces, and siblings-in-law.

Close/Personal Relationship means a regular and ongoing relationship between people, that is romantic, familial or financial. Examples can include:

- **Employees** who are married, dating, in a partnership or a co-habiting arrangement or other similar relationship, regardless the position or role they have within **Softline**;
- Immediate or extended **Family Members**;
- Other relationships with any other individuals with whom there is a **Personal Relationship** e.g. friendships or business associates;
- Where one of the individuals in the **Personal Relationship** is employed by **Softline** and the other is employed by an organization with whom **Softline** has a partnership operation and both individuals have a work relationship in that partnership.

Financial Interest means anything of monetary value, including, but not limited to, salary or other payment for services, equity interests and/or the value of intellectual property rights.

This interest exists when an employee has, directly or indirectly, through business, investment, or **Family Member**:

- An ownership or investment interest in any entity/organization with which **Softline** has a transaction or arrangement,
- A compensation arrangement with an entity/organization or individual with which **Softline** has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity/organization or individual with which **Softline** is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favours that are not insubstantial.

Direct Competitor means other businesses offering the same services for the same client needs in the same market as **Softline**.

Side/Outside Interest means a side job, side business or an arrangement to provide outside services. This includes any additional, second job, situation or activity that an employee takes or has in addition to their job in **Softline** in order to either supplement their income or to contribute to the society. This may include ownership or participation in other businesses, consulting, advisory or freelancing services, charitable and/or community work or any other side activity paid or non-paid.

Business Courtesy means a present, gift, gratuity, hospitality, or favour from persons or firms with whom **Softline** maintains or may establish a business relationship and for which fair market value is not paid by the recipient.

Public Official means any:

- government official or any person who is authorized by law to perform any public function;
- elected or appointed official;
- employee or officer of government and/or local authority, including, but not limited to, educational, health care and military institutions, law enforcement and customs authorities, taxation and migration services, organizations that issue state licenses, sanctions and permits;
- employee or officer of a company, enterprise, agency, business organization or entity that is wholly or partly owned or controlled by the state;
- employee or officer of international organizations, including, but not limited to, the United Nations Organization, International Olympic Committee, International Committee of Red Cross and Red Crescent;
- leader and activist of a political party;
- candidate for a political office;

- members of royal families;
- honorary government officials; and
- other persons who hold a legislative, administrative, military or judicial position of any kind.

4. Provisions

Employees and Business Partners should not act in a manner that is not in the best interests of **Softline** or that could adversely affect the confidence of our customers, suppliers or employees in the integrity of **Softline** or its procedures.

In order to maintain the highest degree of integrity in the conduct of **Softline's** business, and given the evolving nature of the **Softline's** business, including the acquisition of new businesses, every **Employee** or **Business Partner**, must make prompt and full disclosure of **Side Interests**, obligations or relationships as well as any known or potential **Conflict of Interest** as soon as they arise or when learning of its actual or apparent existence.

To prevent external/internal potential **Conflict of Interests**, **employees** must not:

- Engage in businesses, which may divert him/her to perform the job and achieve objectives according their **Employee or Business Partner** agreement;
- Maintain a financial interest in entities or organizations directly competing or providing services to **Softline**, as founders or managers (the **Employee's or Business Partner's** judgment is not considered to be impaired if they participate in any other organizations' equity through holding their shares and bonds, hence **Softline** won't ask you to disclose those);
- Work or collaborate directly with **Family Members** or with a person with whom the **Employee or Business Partner** has a close personal relationship, being in direct or indirect influence of each other. **Softline** may, in certain circumstances, restrict situations where **Family Members** or those in a **Close/Personal Relationship** work together.

5. Duty to Disclose

Softline expects the open declaration by its **Employees and Business Partners** of any current or potential **Conflict of Interest** with another **Softline** employee and/or their engagement/interest in other business areas, especially when these outside interests are substantial enough to impact (or perceived to impact) their judgment or in any way interfere with their duty to act in the best interest of **Softline**.



Disclosures must be notified to the individuals line manager. **Softline** also requires disclosure of any potential or current **Conflict of Interest** at any point in time through **Softline's** designated tools or platforms to formally record the necessary disclosures.

Line managers and supervisors must also keep an eye on potential **Conflict of Interests** of their subordinates and report it as appropriate.

Please refer to the Privacy Notice section (Appendix A) of this document for details on how **Softline** processes the information provided and type of data collected as part of this process.

Even if you are certain that your judgment will not in any way be affected by an outside interest or if you are in doubt about whether a conflict exists, you should always be prudent opt to the side of full disclosure. The **Softline** Ethics, Risk and Compliance team will then assist you in determining whether a conflict actually exists and in deciding on an appropriate solution to either mitigate or eliminate the conflict.

Failure to report/disclose a potential or actual **Conflict of Interest** could result in termination of employment.

6. Investigating potential conflicts

When a possible **Conflict of Interest** arises, the Global Chief Compliance Officer with the support of the Ethics, Risk and Compliance team and Human Resources, will investigate and collect all of the pertinent information (including the retroactive review of any transactions that may have been affected) and may question any concerned parties. If it is determined that a conflict exists, steps will be taken to address the conflict, involving Human Resources and other relevant stakeholders as appropriate. If no conflict exists, the inquiry may be documented but no further action will be taken.

7. Disciplinary action

All **Conflicts of Interest's** will be reviewed on a case-by-case. In the event of a breach of this Policy, the Global Chief Compliance Officer in conjunction with the Human Resources VP will consider the matter, including if disciplinary action is deemed necessary. In the event an escalation is required, the matter will be referred to the **Softline** Risk Oversight and Compliance Committee for further consideration.

8. Questions and Reports of Violations

If you have any questions about this Policy or suspect a violation of this Policy, these can be raised with the **Global Chief Compliance Officer**, emailed to compliance@softline.com or reported through the [Softline's Speak Up line](#).

Gareth Tipton

Global Chief Compliance Officer

Appendix A - Privacy Notice

Who are we?

We are **Softline** and its subsidiaries and affiliated entities (hereinafter “**Softline**”, “we” or “us”), acting as data controllers. **Softline** holds your labour/commercial agreement and is your controller.

What does this Privacy Notice cover?

Softline’s Conflict of Interest Policy refers to any case where an **Employee’s or a Business Partner’s** personal interest might impact or contradict **Softline’s** interests. This notice explains how **Softline** collects, uses and shares personal data for **Conflict of Interest** disclosures purposes.

The data processing operations include the collection, recording, organization, storage, consultation, use, disclosure by transmission, erasure and destruction of personal data. In particular, the personal information present in the filled declarations is accessed, evaluated, stored and eventually destroyed.

What personal data do we collect and how do we intend to use it?

Data collected for disclosure purposes

- **Type of data:** See Annex 1
- **Purpose:** management of the actual/potential **Conflict of Interest**
- **Legal basis:** the legal basis may differ depending on local laws applicable, but generally we consider that our legitimate interests justify the processing (management of the actual/potential **conflict of interest**); we find such interests to be justified considering that the data is limited to what is usually collected when disclosing possible situations of conflict of interest by the people acting in their business or professional capacities.
- **Retention time:** We keep your personal data for the time necessary to fulfil the purpose of collection or further processing, namely until the launch of a new campaign;
- **Source of data:** the data is provided by you directly through filling in a template or a web-form.
- **Data recipients and transfers:** **Softline** employees from the relevant teams, companies processing the data on our behalf (including for technical, software and marketing support), independent third parties when this is necessary (auditors, lawyers, inspection agencies). Depending on applicable local laws you may obtain from us further information about specific entities having access to the data. Your data will be directly transferred to Ireland and United Kingdom and any subsequent transfers will follow applicable local and regional laws. For data transferred outside of EU/EEA, **Softline** also

implements EU Standard Contractual Clauses (more information about such clauses is available [here](#)) to ensure similar level of protection as in EU/EEA. For data transferred outside Serbia **Softline** also implements Standard Contractual Clauses (more information about such clauses is available only in Serbian [here](#)). For data transferred outside Argentina **Softline** also implements Standard Contractual Clauses (more information about such clauses is available only in Spanish [here](#)).

We may disclose your personal data where such disclosure is necessary for compliance with a legal obligation to which we are subject, or in order to protect your vital interests or the vital interests of another natural person. We may also disclose your personal data where such disclosure is necessary for the establishment, exercise, or defence of legal claim, whether in court proceedings or in an administrative or out-of-court procedure.

What are your rights?

- Right to withdraw the consent: You have the right to withdraw your consent. If you wish to do so please see the contact points listed below.
- Right to information and transparency: You have the right to be informed on the manner in which we process your personal data.
- Right to access – You have the right to know what if any of your data we process and obtain a copy of it in most cases.
- Right to rectification – You have the right to request us to rectify or complete your data, as the case may be, on the basis of an additional statement.
- Right to restrict the processing – You can request us to restrict the processing of your personal data in certain cases.
- Right to erasure ('right to be forgotten') – You have the right to request and obtain the erasure of your personal data in some cases.
- Right to object to the processing – You can object the processing of your personal data in certain cases.
- Right to launch a complaint with the competent data protection authority. Depending on your location the contact data of the competent data protection authority might differ. You can find a comprehensive list of competent data protection authorities [here](#).

You may exercise any of your rights in relation to your personal data by written notice to us, using contact details set out below.

How do we safeguard your personal data?

We use a range of security measures to protect your personal information, which based on the specific data we process and the risk that the processing activity might pose to your rights and freedoms, might be”.

- Measures for ensuring ongoing confidentiality, integrity, availability and resilience of processing systems and services.
- Measures for ensuring the ability to restore the availability and access to personal data in a timely manner in the event of a physical or technical incident.
- Processes for regularly testing, assessing and evaluating the effectiveness of technical and organizational measures in order to ensure the security of the processing.
- Measures for user identification and authorization.
- Measures for the protection of data during transmission.
- Measures for the protection of data during storage.
- Pseudonymization and/or encryption of personal data.
- Measures for ensuring physical security of locations at which personal data are processed.
- Measures for ensuring events logging.
- Measures for ensuring system configuration, including default configuration.
- Measures for internal IT and IT security governance and management.
- Measures for certification/assurance of processes and products.
- Measures for ensuring data minimization.
- Measures for ensuring data quality.
- Measures for ensuring limited data retention.
- Measures for ensuring accountability.

How can you contact us?

If you have any other question, if you wish to exercise any of the above rights or if you have a complaint about our handling of your Personal Data with regard to the **Conflict of Interest Disclosures**, please send an e-mail to our Group Data Protection Officer at dpo@softline.com.

If you have an unresolved privacy or data use concern that we have not addressed satisfactorily, please report it via the contact points provided in **Softline's** [Speak Up Policy](#).

How do we keep this Privacy Notice updated?

We may update this Privacy Notice from time to time. If we materially change it, we will take steps to inform you of the change. The date at the bottom of this Privacy Notice shows when it was last updated.

Issue No	Version No	Review Date
1	1.0	March 2022

Annex 1 – Type of data collected

- Ownership/**Financial Interests** or **Outside Interests**, Service or Affiliations in Other Businesses or Organization even if those are not **Softline** competitors or are not perceived

as causing a conflict with your **Softline**'s employment (e.g. Charities, NGO's, business in a different industry sector, etc.). **Financial Interest** can be direct (such as ownership or equity) or indirect (reciprocal relationships such as partnerships, or arrangements)

- **Family or Close Personal Relationship** within other employees or personnel working on behalf of **Softline**; or
- **Family or Close Personal Relationship** outside **Softline** involved in companies with which **Softline** do businesses or any other activities that are (or might be perceived as) a conflict of interest with respect to **Softline**. Examples: they are somehow associated with an organization that does business with or a **Direct Competitor**; they have a personal relationship with someone employed by a competitor or company that does business with **Softline**; they have a relationship with a trustee, officer, board member, or key employee of **Softline**.
- Ownership of Intellectual Property in the Information Technology field or related areas, even if this not yet completed or if there are plans to do so in the future.
- Political Activity such as elected, appointed or advisory position at any government level or as a candidate for a political position.
- Exchanging **Business Courtesies**: While their exchange can help build business relationships, accepting or providing business, services, gifts or hospitality that are excessive or inappropriate can harm your reputation and the reputation of **Softline**. Offering (including a donation) or accepting services, gifts or entertainment (specially to a **Public official**) can potentially be problematic because those can be viewed as attempts to influence the performance of duties and, in some cases, could create a conflict of interest. For detailed information on what constitutes and attempt of Bribery/Corruption and other **Softline**'s guidelines governing gifts and hospitality and donations, please refer to [Softline's Corporate and Ethics Compliance](#), our [Anti-Bribery and Anti-Corruption Policy](#) and your local Gift and Hospitality and donation guidelines.
- Any other circumstance that creates an actual or apparent **Conflict of Interest** including family or other personal relationships, which might dissuade you from acting in the best interest of **Softline**.

Annex 2 – Consent jurisdictions

The undersigned, in my capacity as a Softline Employee, I hereby consent to the processing of the personal data as stated in the above Privacy Notice, including international transfer of this data. The consent shall be valid for the entire duration of the processing activity.

(√ =yes, x = no)

Country	Processing	Transfer UK	Transfer EEA
Argentina	x	x	x
Armenia	√	√	√
Azerbaijan	√	√	√
Bahrain	x	√	√
Bangladesh	√	√	√
Belarus	x	x	x
Brazil	x	x	x
BVI	x	√	√
Chile	√	x	x
Colombia	√	x	x
Costa Rica	√	√	√
Cyprus	x	x	x
Dominican Republic	x	x	x
EEA	x	x	x
Egypt	x	√	√
El Salvador	x	x	x
Estonia	x	x	x
Georgia	x	√	√
Hong Kong	√	x	x
India ¹	x	x	x
Kazakhstan	√	√	√
Kyrgyzstan	√	√	√
Latvia	x	x	x
Lithuania	x	x	x
Malaysia	√	x	x
Mexico	√	x	x
Moldova	x	x	x
Mongolia	x	x	x
Myanmar	x	x	x
Nicaragua	√	√	√
Paraguay	x	x	x
Peru	√	√	√
Philippines	x	x	x

¹ For Special Category of Personal Data Consent (SPDC) is the only base of processing and transfer. In India, SPDC is: passwords, financial information, physical, physiological, or mental health conditions, sexual orientation, medical records and history, and biometric information

Russian Federation	✓	x	x
Serbia	x	x	x
Switzerland	x	x	x
Tajikistan	✓	✓	✓
Thailand	x	x	x
Turkey	x	✓	✓
Ukraine	x	x	x
United Kingdom	x	x	x
Uruguay	✓	x	x
Uzbekistan	✓	✓	✓
Venezuela	✓	✓	✓
Vietnam	x	✓	✓
Cambodia	✓	✓	✓
Ecuador	✓	✓	✓
USA	x	x	x
Guatemala	✓	x	x
Honduras	✓	x	x
Myanmar	✓	✓	✓