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|  <b>Intuitive</b><br>Quality & Standardization<br>Certificates Issuing Services | No.          | IP001      |
|  | Revision No. | 00         |
|  | Date         | 18-12-2025 |

  

## Policy: Conflict of Interest

### Conflict of Interest Policy

#### PURPOSE

The purpose of this policy is to ensure that all potential conflicts of interest are identified and addressed in an appropriate and timely manner. The aim of this policy is to protect both the organization and the individuals involved from any appearance of impropriety. This Policy has been aligned to support the APSCA Code of Professional Conduct. This policy applies to the Intuitive Quality & Standardization Certificates Issuing Services herein referred to as "Intuitive" director, all Intuitive direct and indirect employees and 3<sup>rd</sup> party service providers that provide supplies, services or support Intuitive or promote its work in all locations. This policy also applies to Intuitive's partners, vendors and other third parties, where it is included or referenced in relevant bid or tender documents, agreements, memorandums, purchase orders or contracts.

The purpose of this policy is to:

- Set out Intuitive's responsibilities and the responsibilities of those working for or on behalf of us, in relation to observing and upholding our position on conflict of interests.
- Provide information and guidance to those working for or on behalf of Intuitive on how to identify and report potential conflicts of interest.

#### POLICY STATEMENT

It is the policy of Intuitive to conduct our work in an honest, open and ethical manner and in compliance with applicable law.

This Intuitive Conflict of Interest Policy is designed to ensure that all potential conflicts of interest are identified and addressed in an appropriate and timely manner in order to:

- Protect the integrity of Intuitive's decision-making processes.
- Protect the integrity and reputation of Intuitive Director, Direct and Indirect Employees.
- Underpin and ensure stakeholder trust and confidence in Intuitive as an organization.

Conflicts of interest will occur. Even the appearance of a conflict of interest has the potential to damage Intuitive's reputation. For that reason, it is essential that all conflicts of interest and potential conflicts of interest are disclosed and managed correctly in accordance with this policy. A Conflict of Interest can occur in any situation in which a director, staff member, Auditor or volunteer has personal or family interests and/or loyalties that conflict with those of Intuitive. Such conflicts may obstruct the smooth running of the business by: inhibiting open and honest discussion; resulting in decisions or actions that are not in the interests of Intuitive; and creating the impression that Intuitive has acted improperly. The director has a legal obligation to act in the best interests of Intuitive and in accordance with Intuitive's governing documents. All staff and auditors have a similar obligation.

#### RESPONSIBILITIES

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It is the responsibility of the Managing Director, Technical manager and Quality manager to ensure that this protocol is implemented so that Intuitive avoids conflicts of interest arising.

#### Responsibilities –Auditors

This policy serves to inform all auditors the following:

- **An Auditor is not allowed to do an audit (or any related service) at any facility where the same auditor provided consultation services or training within the last 3 years.**
- **An Auditor will not be allowed to engage independently any client or facility for which he delivered services whilst contracted by Intuitive, such as worker & management awareness, ethical audits, ethical assessments, training, consultancy and related services, for a period of at least 3 years.**
- **All auditors complete F12 to detail the facilities where an auditor did consultancy work (or any other work) independent from Intuitive, and it is expected that this list is continuously updated and reviewed to avoid any conflict of interests.**
- **Auditors' service level agreement with Intuitive is subject to this Conflict of Interest Policy and keeping the declarations of interests up to date.**

#### APPROACH

The approach adopted in this policy is one of disclosure rather than automatic prohibition of transactions that may give rise to a conflict of interest. Once disclosed, potential conflicts of interest will be considered and appropriate actions to address conflicts of interest will be decided on a case-by-case basis.

#### WHO MUST COMPLY?

The policy applies to all parties as laid out in the introduction.

Directors, Direct and Indirect Employees are asked to declare their interests in connection with their role in Intuitive before taking up a position and during their employment or engagement. An Impartiality declaration (F12) is provided for this purpose and should be updated at least annually and also when any changes occur.

If a Director or Direct and Indirect Employee is unsure about what to declare, or whether/when a declaration needs to be updated, they are advised to be on the side of caution and make the declaration. If there is ambiguity, this can be discussed with the Executive Director, Technical manager or Quality manager for confidential guidance. Director's interests should be recorded on Intuitive's register of interests, which is maintained by the Technical manager. The register is to be accessible to the Director.

#### CONFLICT OF INTEREST DEFINED

You have a conflict of interest where your private interests compete or conflict (or appear to an observer to compete or conflict) with the interests of Intuitive. "Private interests" include your own interests or those of your immediate family or an organisation in which you are involved. In other words, a conflict of interest arises where your ability to act impartially and objectively is, or appears to be, compromised for reasons involving family, personal life,

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financial interests, or other interests outside of Intuitive.

Below is a non-exhaustive list of examples of conflicts of interest:

- A family or household member or an intimate friend is a director or the joint or sole owner of a supplier that Intuitive is considering using.
- A family or household member or an intimate friend directly or indirectly leases, rents, buys or sells property to or from Intuitive.
- A direct or indirect employee or board member uses confidential information acquired as a result of their position within Intuitive to further their private interests.
- A direct or indirect employee is a relative or intimate friend of a manager who makes decisions on job responsibilities, pay and promotions relating to that employee.
- A direct or indirect employee involved in deciding on recruitment is related to or in an intimate relationship with a candidate.

When deciding whether a potential conflict of interest should be disclosed, consider the situation from the perspective of an outsider and if in doubt, err on the side of disclosure. Even an unfounded perception of impropriety can potentially be damaging to the reputation of Intuitive. This policy cannot describe all conflicts of interest, and its application may be uncertain at times. You will need to exercise sound judgement and respect the spirit as well as the wording of this policy and to make sure that you avoid any appearance of impropriety.

## DISCLOSURE

Upon commencement of employment, each direct and indirect employee or director is required to disclose fully any interests such as relationships or posts held that could potentially result in a conflict of interest by completing the "Impartiality Declaration Form" (F2) and acknowledge the Conflict of Interest Policy under the PCEI section of their HR contract (direct employees) and signing the auditor handbook (indirect employees). Thereafter all direct and indirect employees and director are required to re-declare annually.

This disclosure will be kept on file and updated as and when any other potential or actual conflicts of interest arise. It is the responsibility of every Intuitive Director and employee to report new conflicts of interest as they arise rather than waiting to be asked to update their declaration of interest.

If you think you have a conflict of interest that you have not disclosed already, promptly update your "Impartiality declaration" and give it to your line manager or update the Conflict-of-Interest Declaration under the PCEI section of their HR contract. If the Technical manager and Quality manager believe there is a conflict that warrants further discussion, they will share the information with the Managing Director. In all cases, the technical manager and quality manager will document the reporting of a possible conflict of interest and their decision to

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discuss with the Managing Director as the case may be.

## RESPONSIBILITIES AFTER DISCLOSURE

If you disclose a conflict, you must remove yourself from consideration of the underlying transaction. This means that you should excuse yourself from staff and other meetings during consideration of the transaction. You should avoid discussing the transaction with colleagues, except your line manager, and then only if you have information relevant to the transaction. While you should not stray into the specific transaction, you may participate in more general deliberations, for example, about a project, that have no implications for Intuitive's relationship with the vendor or beneficiary.

The Managing Director and/or the Technical manager may waive all or part of these requirements, to the extent permitted under customer rules and agreements, if it is believed that your participation will not create actual or apparent impropriety.

Staff and committee meeting agendas will segregate matters that require a person to absent themselves on grounds of conflict of interest, and the meeting minutes will describe the conflicts of interest, disclose any related discussions, explain the reasons for allowing a person to excuse themselves, and document compliance with these procedures. Where a quorum is required for any meeting, a person who has a conflict of interest will not be counted towards the quorum.

### OTHER STEPS TO ADDRESS CONFLICT OF INTEREST

In most cases it will be sufficient to remove the person affected from any involvement in the matter giving rise to the conflict of interest so that Intuitive can proceed with the matter in an impartial and objective manner. However, in some circumstances, further steps may be required to address a significant or ongoing conflict of interest. These may involve recruiting a third party to assist, removing the individual affected from relevant duties, requiring an individual to relinquish a private interest or, in exceptional cases, resignation.

### MANAGING CONTRACTS

Staff members must not be involved in managing or monitoring a contract in which they have an interest. Monitoring arrangements for such contracts will include provision for an independent challenge of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

### APPROVAL IN CASES OF MATERIAL BENEFIT

If the Intuitive Director, direct or indirect employee will receive a material benefit as a result of a conflict of interest where there is a material benefit, Intuitive will enter into the transaction

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only with the approval of the Senior Leadership Team as well as the approval of the Director.

#### **EXCLUSIVITY OF SERVICE**

During their employment with Intuitive, direct employees shall devote their full time and attention to their duties with Intuitive and shall not (without the prior written consent of Intuitive) directly or indirectly either on their own account or on behalf of any other person, company, business entity or other organization engage in, or be concerned with, or provide services to any other business or accept any other engagement or office.

#### **SANCTIONS**

Violations of this policy may amount to misconduct and be subject to Intuitive's disciplinary procedures up to and including dismissal.

#### **LAWS**

This policy supplements laws that regulate conflicts of interest and impose fiduciary duties. Compliance with this policy may not ensure compliance with such legal requirements and the director should seek local legal advice.

#### **MONITORING**

Intuitive shall monitor the implementation of this policy on a regular basis (minimum annually). This policy will be periodically reviewed and updated as appropriate.

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