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EMPLOYEE CONFLICT OF INTEREST POLICY Issued: 05/30/2017			

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1.0 Purpose

This Policy establishes baseline guidelines all employees, contractors, and third parties acting on behalf of Constellis Holdings, LLC and its affiliates (herein, “Constellis” or “the Company”) are expected to adhere to related to conflicts of interest. This Policy is in place so the Company may avoid practices and situations which may create an actual or perceived conflict of interest between their personal interests and those of the Company, and/or may impact employment relationships within the Company.

2.0 Policy Summary

The Company recognizes and respects an employee’s right to engage in activities outside of his or her employment with the Company that are private in nature and do not in any way conflict with or reflect poorly on the organization. The Company reserves the right, however, to determine when an employee’s activities represent a conflict with the Company’s interests and to take whatever action is necessary to resolve the situation, including terminating the employee. In addition to outside business activities, conflicts may exist when a supervisor or manager directly oversees the work of a relative or employee with whom that supervisor or manager is involved in romantically in a way that could influence a term or condition of their employment. Similarly, a conflict may exist when an employee engages with a third party with whom the employee or a relative holds a financial interest.

Constellis personnel shall not engage in activities that create, or may appear to create, a conflict of interest with their obligations and responsibilities to the Company. Decisions by personnel involving a conflict of interest may create an appearance of impropriety that must be avoided. The Company reserves the right to amend or modify this Policy in its discretion and in accordance with the requirements of applicable law or for any other lawful reason.

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Any personnel having questions about the Policy, violations of the Policy, or resulting consequences should contact Human Resources or the Legal Department.

3.0 Scope

As a condition of employment or affiliation with the Company, all stakeholders, including employees, contractors, and third parties acting on behalf of the Company must comply with this Policy.

4.0 Roles & Responsibilities

Employees/Contractors – All employees, contractors, and third parties acting on behalf of the Company who have an actual conflict of interest as described in this Policy are required to disclose the conflict to their manager and the Human Resources Department and the Legal Department.

Supervisors/Managers – In addition to the requirement to disclose any personal conflicts of interest, any Supervisor or Manager who becomes aware of an actual or perceived conflict of interest as described in this Policy within their chain of command is required to disclose the conflict to the Human Resources Department and the Legal Department.

Human Resources Personnel – All Human Resources personnel have a responsibility to recognize potential new or existing personal conflicts of interest. For conflicts of interest related to the employment of family members or significant others, Human Resources personnel shall have the Familial Relationship Conflict of Interest Disclosure Form completed and saved in the respective personnel files. Human Resources is responsible for ensuring all personnel decisions are made free from any perceived conflict of interest or favoritism. Human Resources should discuss all disclosed or identified conflicts of interest or concerns related to the employment of relatives or employment decisions with the Legal Department.

Legal Department Personnel – Legal Department personnel, under the direction of the Chief Legal Officer, are responsible for reviewing and approving all conflicts of interest, including outside business ventures, which may create an actual or perceived conflict of interest. Legal Department personnel will ensure completed Outside Business Venture Forms are maintained. When necessary, the Chief Legal Officer shall discuss conflicts of interest with the Executive Management Team (“EMT”).

Executive Management Team – The Executive Management Team, in consultation with the Chief Legal Officer, may grant a waiver related to any actual or perceived conflict of interest. If a waiver is provided, the EMT in conjunction with the Legal Department will ensure that barriers are put in place to eliminate any actual conflict of interest.

5.0 Identifying Conflicts of Interest

Conflicts of interest can arise through a variety of means, including but not limited to the following:

- Alternate or supplemental employment.
- Employment of relatives and/or significant others in a reporting relationship whereby one has input into or makes personnel decisions related to the other.

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- Serving as a board member for an outside commercial company or organization.
- Owning, having a financial interest in, or advising a competitor, supplier, or contractor.
- Use of influence for personal financial gain.
- Placing Company business with a firm owned or controlled by a Constellis employee or his or her family.

Any personnel with a potential conflict of interest or any related question should seek advice from Human Resources or the Legal department. Prior to engaging in any activity, transaction, or relationship that might give rise to a conflict of interest, all personnel must seek review from their managers and the Human Resources and Legal Departments.

6.0 Employment-Related Conflicts of Interest

6.1 Alternative or Supplemental Employment

Personnel may hold jobs outside of their employment or affiliation with Constellis as long as they meet the performance standards of their job with the Company and any outside employment does not create a real or perceived conflict of interest. All personnel will be judged by the same performance standards as other employees and will be subject to Constellis' requirements regardless of any existing outside work requirements.

Personnel engaged in an outside business venture must complete the Outside Business Venture Disclosure Form and submit it to the Legal Department via legalreviewrequest@constellis.com. If the Company determines the outside work interferes with performance or the ability of an employee or contractor to meet the requirements of their Constellis position (including as they are modified from time to time), the employee or contractor may be asked to terminate the outside employment if he or she wishes to remain employed by or affiliated with Constellis. Outside employment with competitors or with individuals/entities that would result in a violation of this Policy or of any agreements that personnel have with the Company are prohibited.

6.2 Employment of Relatives

Decisions about hiring, promoting, evaluating, awarding salary increases, terminating employees, or any other tangible employment action are based on qualifications for the position, ability, performance, and similar legitimate business considerations. Every attempt is made to avoid favoritism, the appearance of favoritism, and conflicts of interest in employment decisions. The Company has the obligation to take action when relationships or associations of our employees or contractors may have an impact on the business.

Constellis permits relatives of the same family or individuals involved in a romantic relationship to work at the Company and in the same Department. Absent an EMT-approved waiver the Company will not, however, consider or accept employment applications from individuals whose employment would result in a supervisor/subordinate relationship or otherwise cause a possible conflict of interest. Similarly, it will not advance organizational structures that would result in a direct reporting relationship among relatives or individuals involved in a romantic relationship (i.e. promote or change an existing employment structure that conflicts with this Policy).

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For purposes of this Policy, “relatives” are defined as a parent, child, grandparent, grandchild, brother, sister, uncle, aunt, nephew, niece, first cousin, or relationships by marriage. Relationships by marriage are defined as husband, wife, or spouse (as defined by applicable law), step-parent, stepchild, brother-in-law, sister-in-law, father-in-law, mother-in-law, son-in-law, daughter-in-law, half-brother, half-sister, uncle, aunt, nephew, niece, spouse/partner of any of the above, cohabitating couples, or couples who are in a relationship. Supervisors who develop a romantic personal relationship with a subordinate must immediately report this relationship to the Human Resources and Legal Departments for corrective action. The resulting action may impact the employment status of the involved employees.

6.3 Third Party Engagement

As set forth in the Third Party Due Diligence Policy, the Company engages with multiple Third Parties to assist in carrying out Company business operations. To eliminate the appearance of any perceived or actual conflict of interest, all employees who (1) have a financial interest in a Third Party or (2) who have a relative or significant other who has a financial interest in a Third Party must disclose the specific financial interest prior to engaging the Third Party both to their Supervisor and Manager and to the Legal Department in the course of the diligence screening process. For purposes of this Policy, financial interest means that the employee or relative receives any type of monetary remuneration or financial benefit from the Third Party. Prior to the commencement of any work, the EMT representative sponsoring the Third Party and the Legal Department must approve the engagement of the Third Party in light of the financial interest.

7.0 Reporting

Any employee, contractor, or third parties acting on behalf of the Company who believes a potential conflict of interest or appearance of a potential conflict exists should advise his or her manager and the Human Resources or Legal Departments for assistance in resolving the conflict.

In order for the Company to deal effectively with any potentially adverse consequences that a conflict of interest may have for the working environment, any person who believes that he or she has been adversely affected by such a conflict, notwithstanding its disclosure, is encouraged to make his or her views about the matter known to the Human Resources or Legal Departments or to the Company’s Ethics Hotline (www.constellis.ethicspoint.com).

RELATED DOCUMENTS

- **Familial Relationship Conflict of Interest Disclosure Form**
- **Outside Business Venture Disclosure Form**
- **Third Party Due Diligence Policy**

VERSION HISTORY

	Version	Version Date	Author	Description
1	1.0	05/30/2017	Human Resources	Initial version
2	2.0	05/01/2020	Todd Rouse	Updates throughout
3	2.1	07/15/2021	Todd Rouse	Minor revisions throughout