COMPANY POLICY: CONFLICT OF INTEREST

Policy Review Frequency: AS UPDATED

Conflict of Interest

The objective of this policy is to ensure that the staff of Colorman are aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as employees of Colorman

This policy applies to the Board of Directors and staff members of Colorman.

Definition of conflicts of interests

A conflict of interest is any situation in which a staff member's personal interests or loyalties could, or could be seen to, prevent the staff member from making a decision in the best interests of the company. This personal interest may be direct or indirect, and can include interests of a person connected to a staff member.

These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the company and therefore must be managed accordingly.

It is the policy of Colorman as well as a responsibility of its Board members, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not interfere with their obligations to the company

Colorman will manage conflicts of interest by requiring board members and staff to:

Avoid conflicts of interest where possible
Identify and record any conflicts of interest
Carefully manage any conflicts of interest, and
Follow this policy and respond to any breaches.

Responsibility of the Board

The Board is responsible for: * Establishing a system for identifying, disclosing and managing conflicts of interest across the company; * Monitoring compliance with this policy; and * Reviewing this policy on an annual basis to ensure that the policy is operating effectively.

Board members should ensure they are aware of their legal obligations in the management and control of their company

Identification and disclosure of conflicts of interest

Once an actual, potential or perceived conflict of interest is identified, it must be entered into register of interests, as well as being raised with the Board. The register of interests must be maintained by the company secretary and record all information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

The information provided will be processed in accordance with data protection principles as set out on the Data Protection Act.

Action required for management of conflicts of interest

Conflicts of interest of members of the Board

Once the conflict of interest has been appropriately disclosed, the Board (excluding the disclosing director and any other conflicted person) must decide whether or not a conflicted person should:

Vote on the matter
Participate in any debate, or
Be present in the room during the debate and the voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a director from regularly participating in discussions, it may be necessary for the Board to consider whether it is appropriate for the person with the relevant conflict to resign from being a board member.
What should be considered when deciding what action to take

In deciding what approach to take, the board will consider whether the conflict needs to be avoided or simply documented
Whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making
Alternative options to avoid the conflict
The company's objects and resources, and
The possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the company.

The approval of any action requires the agreement of at least a majority of the board of directors who are present and voting (if applicable) at the meeting. All details regarding the conflict of interest, including the action arising, will be recorded in the minutes of the meeting.
Conflicts of interest of Colorman staff
Any conflict will be handled by the person's line manager in accordance with up to date company guidelines.
Compliance with this policy
If the Board of Colorman has a reason to believe that a person subject to this policy has failed to comply with it, it will investigate the circumstances. If it is found that this person has failed to disclose a conflict of interest, the Board may take action against the person. This may include seeking the person's resignation from the company. If a person suspects that a Board member, staff member has failed to disclose a conflict of interest, they must discuss with the person in question and notify the board or the company secretary.

Authorisation by:

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Printed Name	Signature	Title	Date