

# WATCH & JEWELLERY INITIATIVE 2030

## CONFLICT OF INTEREST POLICY

<b>Document Name/Number:</b>	Conflict of Interest Policy
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### 1. Introduction

- 1.1. Founded by Kering and Cartier, the Watch & Jewellery Initiative 2030 ("**WJI 2030**") is a Swiss non-profit association guided by the Ten Principles of the United Nations Global Compact and the 17 Sustainable Development Goals ("SDGs"). WJI 2030 has set ambitious goals to accelerate positive impact in three areas: building climate resilience, preserving resources, and fostering inclusiveness, through the collective effort of Maisons, their suppliers and business partners and in collaboration with key stakeholders.
- 1.2. WJI 2030 will pursue its goal in accordance with its Statutes, Code of Conduct, Anti-trust Policy and with any other policy it may develop and adopt from time to time.
- 1.3. This Conflict of Interest Policy sets out WJI 2030's approach to recognising, avoiding and declaring Conflicts of Interest.
- 1.4. Failure to identify and manage Conflicts of Interest may result in a range of adverse consequences for WJI 2030, such as reputational damage, regulatory sanctions, and risk of litigation.
- 1.5. As a Swiss non-profit association, WJI 2030 is governed by Swiss Law, notably the Swiss Civil Code (Art. 60 *et seq.* SCC) and by its Statutes. Board and Committee members have duties that derive from the Swiss Civil Code (in particular, Art. 68 and 69 SCC), as well as from the Swiss Code of obligations (in particular, Art. 398 SCO). Further duties and obligations may also derive from the Swiss Criminal Code as well as from the evolution of the law on Swiss Corporations (in particular, Art. 717 *et seq.* SCO).

### 2. Scope

- 2.1. This Policy applies to all Board and Committee members ("**Interested Person(s)**"), who all serve the public utility purpose to which WJI 2030 is dedicated.

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2.2. Interested Persons have an obligation to serve WJI 2030 with loyalty, fidelity and integrity and must place the best interest of WJI 2030 over any individual or third-party interest. No Interested Person may use his/her position in WJI 2030 to make a personal profit or to gain other personal or professional advantage, for him/herself, for a family member, a friend or an associate.

### **3. What is a Conflict of Interest ?**

#### *3.1. Definition*

A Conflict of Interest may arise when an Interested Person's duty of loyalty, fidelity or integrity towards WJI 2030 can be prejudiced by actual or potential benefit from another source or by a duty of loyalty to another organisation or person.

#### *3.2. Types of conflicts*

A Conflict of Interest may include both an actual Conflict of Interest (*i.e.* a Conflict of Interest that has arisen) and a potential Conflict of Interest (*i.e.* a Conflict of Interest that may arise given particular facts and circumstances). It also includes a perceived Conflict of Interest (*i.e.* a situation which may give rise to the perception of a Conflict of Interest), even where a Conflict of Interest may not in fact exist.

#### *3.3. Examples of Conflicts of Interest*

A Conflict of Interest (or potential Conflict of Interest) occurs notably when an Interested Person:

- May derive personal benefit from actions or decisions made by WJI 2030;
- Sees its responsibilities affected by some other interest or duty (personal, financial or other);
- Has activities outside its position with WJI 2030 which lead to personal benefits for the Interested Person, to the detriment of WJI 2030;
- Has activities which interfere with the fulfilment of his/her ability to use of independent judgement and decision-making;
- Exercises his/her powers motivated by self-interest, interest of the organisation he/she represents (conflict of loyalties) or other purposes;
- Is a party to, or has a personal, financial or professional interest in an entity with which WJI 2030 collaborates or has an agreement with; or
- Is a party to a beneficiary of WJI 2030.

### **4. Identifying a Conflict of Interest**

4.1. At all times, Interested Persons acting on behalf of WJI 2030 must:

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- Behave in an independent and transparent manner;
  - Proactively identify Conflicts of Interest;
  - Use good judgement in order to recognise if a personal, financial or business relationship may create a Conflict of Interest or the appearance of one;
  - Be transparent, declare and document personal or business relationships which may create an actual, potential or perceived Conflict of Interest; and
  - Refrain from any action that might be detrimental to WJI 2030.
- 4.2. WJI 2030 recognizes that the existence of a perceived or potential Conflict of Interest does not necessarily imply wrongdoing on the part of any Interested Person, and that it is not always possible to avoid conflicts. However, any interests which could give rise to a perceived or potential Conflict of Interest must be promptly disclosed, managed and documented, in accordance with this Policy, as though they were an actual Conflict of Interest.
- 4.3. Interested Persons must consider how an impartial observer might reasonably perceive a potential Conflict of Interest situation or relationship, whether or not a wrongdoing is involved.

### **5. Disclosing a Conflict of Interest**

#### *A. When and how to disclose a Conflict of Interest*

- 5.1. All Interested Persons must declare Conflicts of Interest (including potential or perceived Conflicts) as soon as they are identified.
- 5.2. At any meeting at which an agenda item is proposed in which a Board or Committee member has a potential Conflict of Interest, the latter shall be declared to the Chair of the meeting and minuted at the start of the meeting.
- 5.3. If the Conflict of Interest only becomes apparent during discussion on a matter, the concerned Interested Person must declare the conflict as soon as it is apparent, or which is reasonably likely to be materially adverse to WJI 2030. In case of doubt, Board and Committee members should err in favour of declaring the interest concerned.

#### *B. Consequences for not disclosing Conflicts of Interest*

- 5.4. Interested Persons who do not comply with WJI 2030's requirements regarding the disclosure of potential Conflicts of Interest, as described in this Policy, or other WJI 2030 policies or procedures, may be subject to internal sanctions, including revocation of the term as Board or Committee member.

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### 6. Managing a Conflict of Interest

- 6.1. If the Board or relevant Committee finds that the disclosed Conflict of Interest is not present, it may waive, in whole or in part, such conflict. Any such waiver must be granted before the Interested Person participates in any meeting at which the transaction or matter giving rise to the conflict will be discussed. All such waivers must be kept in writing in the minutes of the meeting and include the rationale for the waiver.
- 6.2. **If the Board or relevant Committee decides not to waive a conflict, the Interested Person must leave the meeting during the discussion and he/she shall not vote on the particular proposal or transaction that gives rise to the Conflict of Interest.**
- 6.3. **The Interested Person may therefore not deliberate and vote on the matters affected directly or indirectly by those interests, nor will he/she be counted when deciding whether the meeting is quorate for the purpose of discussing and deciding on those matters.**
- 6.4. The Conflicts of Interest and the record of the decision made in relation thereto, should be adequately documented in the Board minutes.

### 7. Miscellaneous

#### A. *Data protection and confidentiality*

- 7.1. Disclosure of possible or potential Conflicts of Interest may involve disclosing personal information and data. This data must be handled with due regard to the privacy of all individuals concerned and in accordance with WJI 2030's Charter Governing Data Privacy.

#### B. *Annual Statements*

- 7.2. Each Board and Committee member shall annually sign a statement which affirms that they:
  - Have received a copy of this Policy;
  - Have read and understand this Policy; and
  - Agree to comply with this Policy.
- 7.3. A copy of such Statement is enclosed in Appendix 1 to this Policy.

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Approved by the Board on : December 15<sup>th</sup>, 2022

Entry into force : December 15<sup>th</sup>, 2022

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## Appendix 1

### Disclosure Regarding Conflicts of Interest

Name of Board or Committee member: \_\_\_\_\_

I have received a copy of the WJI 2030 Conflict of Interest Policy. I have read and understand the Policy and agree to comply with it.

On this form, I am disclosing other positions and responsibilities that may cause conflicting interests to arise. I will recuse myself from decisions, deliberations and voting on matters that give rise to a Conflict of interest.

1. Professional, business or volunteer positions or responsibilities that might give rise to conflicts: .....

2. Direct or indirect contractual relationship with the WJI 2030

.....

3. I know of no professional, business or volunteer position or responsibility, including contractor situations, that might give rise to conflicts (check here): .....

4. In addition to filing a disclosure form annually, I will disclose to the WJI 2030 Chair any possible or potential Conflict of Interest whenever it may arise.

To the best of my knowledge, the above information is complete and correct at the time of making this declaration. I undertake to update as necessary the information provided, and to review the accuracy of the information on an annual basis. I give my consent for these details to be used for the purposes described in the WJI 2030 Conflicts of Interest Policy.

Signed: .....

Print Name: .....

Date: .....