

CONFLICT OF INTEREST EXTERNAL POLICY- ISO 37009**1. Purpose**

METLEN is committed to conducting business with integrity, transparency, accountability and trust.

The purpose of this Conflict of Interest (COI) Policy is to ensure that all conflicts of interest—actual, apparent or potential—are identified, disclosed, assessed, resolved and monitored in a timely and effective manner.

This Policy supports METLEN's good governance outcomes, ethical behaviour, responsible stewardship, and protection of METLEN's reputation.

2. Scope

This Policy applies to:

- Board of Directors
- Top management and executives
- All employees (permanent and temporary)
- Relevant business associates (suppliers, vendors, agents, intermediaries, JV partners, consortium partners, etc.).
- Controlled companies / subsidiaries, where METLEN exercises control or significant influence.

3. Policy Statement

All relevant interested parties shall act in the best interest of METLEN and avoid situations where personal or organizational interests may compromise (or appear to compromise) impartiality, fairness, objectivity or integrity in decision-making.

METLEN requires that:

1. All conflicts of interest are disclosed in a timely, accurate, and complete manner.
2. Disclosures are assessed using a risk-based approach.
3. Appropriate measures are implemented to resolve or manage the conflict.
4. Conflicts remain monitored until assurance exists that impartiality is restored.

A conflict of interest is not automatically wrongdoing, but failure to disclose and/or failure to follow mitigation measures is considered a serious breach.

4. Legal and Regulatory Considerations

This Policy shall be applied taking into account:

- Applicable legislation of the Counties in which METLEN operates.
- EU regulations relevant to METLEN's operations (including competition, public procurement, market abuse, and governance requirements).

- Requirements from METLEN's internal governance framework, Code of Conduct, Anti-Bribery framework, and Compliance Management System.

5. What is a Conflict of Interest (CoI)

A conflict of interest occurs when an interested party has a personal or organizational interest, directly or indirectly, that can compromise or interfere with their ability to act impartially in carrying out their duties in the best interest of METLEN.

Conflicts may be:

- Actual
- Apparent (perceived)
- Potential

6. Disclosure Requirements

All relevant interested parties must disclose conflicts of interest:

- At the start of employment/engagement
- At least annually (where applicable)
- When moving to a new role or being promoted
- Before participating in any relevant decision-making process (e.g., procurement, hiring, investment decisions, partner selection, M&A).
- Whenever circumstances change.

Disclosures shall be recorded and maintained as documented information.

7. Resolution and Management Measures

METLEN may resolve or manage conflicts of interest through one or more of the following measures:

- Recusal from decision-making
- Restriction of access to confidential or privileged information
- Reassignment of responsibilities
- Independent review or oversight by an impartial third party
- Establishment of information barriers ("clean teams")
- Removal of the cause of the conflict (where feasible)
- Termination of engagement (where required)

8. Roles and Responsibilities (High Level)

- The Board of Directors provides oversight and ensures alignment with METLEN's strategic direction.
- Top management ensures the Policy is implemented, resourced, communicated and enforced by Compliance Function.
- Managers ensure COI risks are identified and managed in their teams.

- Personnel and relevant third parties have the duty to disclose conflicts and comply with mitigation measures.

9. Communication and Accessibility

This Policy shall be:

- Documented and maintained as controlled documented information
- Communicated internally to all personnel
- Made available externally to relevant interested parties, as appropriate
- Provided in appropriate languages (Greek and English)

10. Non-Compliance and Consequences

METLEN does not tolerate breaches of this Policy.

Failure to disclose or properly manage a conflict of interest may result in:

- Corrective actions
- Disciplinary action (up to termination of employment)
- Termination of supplier/partner relationship
- Legal action where applicable
- Reporting to relevant authorities where required

11. Continuous Improvement

This Policy shall be reviewed periodically and updated where necessary, based on:

- Risk assessments
- Internal audits
- Incident learnings
- Changes in regulatory requirements
- Changes in METLEN's structure, operations, or business model

12. Approval

This Policy is approved by the Board of Directors of METLEN Energy & Metals PLC and is reviewed annually to ensure that it remains appropriate and effective.