CONFLICT OF INTEREST POLICY

JANUARY 2026

POLICY NUMBER: TMG-SEC-037
APPROVAL AUTHORITY: BOARD OF DIRECTORS

THE MAZI GROUP

1. PURPOSE

This Conflict of Interest Policy establishes guidelines for identifying, disclosing, and managing conflicts of interest at The Mazi Group. Employees must act in the best interests of the company and avoid situations where personal interests could interfere with their duties. This policy applies across all brands: Mazi Beauty, Glam Switch, On The Go Mists, and Upvendo.

2. SCOPE

This policy applies to:

- All employees at every level
- Officers and directors
- Contractors and consultants
- All brands and business units
- All geographic locations

3. WHAT IS A CONFLICT OF INTEREST?

A conflict of interest exists when an individual's personal interests (financial, professional, or personal) could:

- Interfere with their ability to act in the company's best interest
- Influence their business judgment or decisions
- Create an appearance of impropriety
- Compromise their objectivity

4. TYPES OF CONFLICTS

4.1 Financial Interests

- Ownership interest in a competitor, supplier, or customer
- Investment in a company doing business with The Mazi Group
- Financial interest in a transaction involving the company
- Receiving payments or benefits from outside parties

4.2 Outside Employment and Activities

- Employment with a competitor
- Consulting for companies in related industries
- Board positions with other companies
- Business activities that compete with company interests

4.3 Personal Relationships

- Supervising or being supervised by a family member
- Hiring or contracting with family members
- Business dealings with friends or relatives
- Romantic relationships affecting work decisions

4.4 Corporate Opportunities

- Taking business opportunities that belong to the company
- Using company resources for personal gain
- Competing with the company

4.5 Gifts and Entertainment

- Accepting gifts that could influence decisions
- Excessive entertainment from business partners
- See TMG-SEC-021 for gift guidelines

5. EXAMPLES OF CONFLICTS

- Awarding a contract to a company owned by a family member
- Investing in a supplier while responsible for vendor selection
- Working part-time for a competitor
- Hiring a friend without proper process
- Using confidential information for personal trading
- Accepting expensive gifts from vendors
- Starting a side business that competes with the company

6. DISCLOSURE REQUIREMENTS

6.1 When to Disclose

- Before engaging in potentially conflicting activity
- When a conflict arises
- When circumstances change
- Annually as part of certification process

6.2 What to Disclose

- Nature of the potential conflict
- Parties involved
- Financial or other interests
- Relationship to company business

6.3 How to Disclose

- Submit disclosure to your manager and HR
- Use conflict of interest disclosure form
- Directors disclose to General Counsel or Board
- Executives disclose to CEO or Board

7. REVIEW AND APPROVAL

7.1 Review Process

- HR and Legal review disclosures
- Assess nature and severity of conflict
- Determine appropriate management measures
- Document decision

7.2 Approval Authority

- Standard conflicts: Manager + HR
- Significant conflicts: VP + Legal
- Executive conflicts: CEO or Board

- Director conflicts: Board (excluding conflicted director)

8. MANAGING CONFLICTS

8.1 Management Options

- Recusal from affected decisions
- Reassignment of responsibilities
- Divestiture of financial interest
- Termination of outside activity
- Enhanced oversight
- Prohibition of activity

8.2 Recusal

- Remove yourself from decisions where conflicted
- Do not participate in discussions
- Do not attempt to influence others
- Document recusal

9. SPECIFIC SITUATIONS

9.1 Family Members

- Disclose family relationships in business dealings
- Do not supervise family members
- Do not be involved in hiring/compensation decisions for family
- Family includes: spouse, domestic partner, parents, children, siblings, in-laws

9.2 Outside Board Service

- Obtain approval before accepting board positions
- No service on competitor boards
- Consider time commitment
- Disclose any compensation

9.3 Investments

- Disclose significant investments in competitors, suppliers, customers
- Passive investments in public companies generally acceptable
- Active investments require disclosure and approval

9.4 Procurement

- Disclose relationships with potential vendors
- Recuse from vendor selection if conflicted
- Follow procurement policies

10. ANNUAL CERTIFICATION

- Annual conflict of interest questionnaire
- Certify compliance with policy
- Disclose any potential conflicts
- Required for all employees above certain level

11. CONSEQUENCES OF VIOLATIONS

Failure to disclose or properly manage conflicts may result in:

- Disciplinary action up to termination
- Reversal of affected decisions
- Recovery of improper gains
- Legal action
- Damage to reputation

12. REPORTING CONCERNS

- Report suspected conflicts to HR, Legal, or Ethics Hotline
- No retaliation for good-faith reports
- Concerns will be investigated

13. ROLES AND RESPONSIBILITIES

13.1 All Employees

- Identify and disclose potential conflicts
- Avoid conflicts where possible
- Follow management measures
- Complete annual certification

13.2 Managers

- Be aware of potential conflicts in team
- Review and escalate disclosures
- Implement management measures
- Model ethical behavior

13.3 HR and Legal

- Review conflict disclosures
- Advise on management measures
- Maintain disclosure records
- Administer annual certification

14. RELATED POLICIES

This policy should be read in conjunction with:

- TMG-SEC-004: Anti-Corruption and Anti-Bribery Policy
- TMG-SEC-014: Vendor and Supplier Management Policy
- TMG-SEC-021: Code of Conduct and Business Ethics
- TMG-SEC-033: Financial Controls and Internal Audit Policy

15. POLICY REVIEW

This policy shall be:

- Reviewed annually by Legal and HR
- Updated as needed

- Approved by the Board of Directors
- Communicated to all employees

16. DEFINITIONS

- **Conflict of Interest:** Situation where personal interests could interfere with company interests.
- **Family Member:** Spouse, domestic partner, parent, child, sibling, in-law, or anyone sharing household.
- **Recusal:** Removing oneself from a decision-making process due to conflict.
- **Material Interest:** Financial or other interest significant enough to potentially influence judgment.

For questions or to disclose a conflict:

Human Resources Department

compliance@mazigroup.us