

A POLICY ON AVOIDING, IDENTIFYING AND MANAGING CONFLICTS OF INTEREST

1. GENERAL PROVISIONS

- 1.1. This Policy on Avoidance, Identification and Management of Conflicts of Interest of UAB Inrento, legal entity code: 305519977 ("the **Company**") ("the **Policy**") sets out measures to identify and avoid conflicts of interest that may arise in the course of the Company's activities as a crowdfunding service provider and that may adversely affect the interests of the Company's Clients. The Policy also sets out the measures that the Company shall take to appropriately manage conflicts of interest arising in the Company's business.
- 1.2. The Policy has been developed taking into account the nature, scale and complexity of the crowdfunding services provided by the Company, as well as the size and operational/business organisation features of the Company.
- 1.3. This Policy is intended to reasonably ensure that, in relation to the Company's Clients, damage to their interests is avoided or, if this is not possible, adequately managed and minimised.
- 1.4. The Policy has been prepared in accordance with the provisions of Regulation (EU) 2020/1503 of the European Parliament and of the Council on European Business Crowdfunding Providers and amending Regulation (EU) 2017/1129 and Directive (EU) 2019/1937 (the "**Regulation**"), as well as with the provisions of any other legislation applicable to the Company and regulating its activities.

2. CONNECTIONS

Capitalised terms used in this Policy shall have the meanings set out below, unless the context otherwise requires:

- 2.1. **Company** - UAB Inrento, legal entity code: 305519977, address: Kauno g. 22-501, Vilnius, LT-03212, Lithuania;
- 2.2. **Director** - the head of the Company;
- 2.3. **Investor** - a natural or legal person who, through the Platform, provides financing (in the form of loans) to Projects published on the Platform (Project Owners);
- 2.4. **Client** - Project Owner or Investor;
- 2.5. **Controlling relationship** means a situation where two or more natural or legal persons are linked by control, i.e. linked by a parent undertaking and a parent undertaking in all the cases referred to in Article 22(1) and (2) of Directive 2013/34/EU, or where any natural or legal persons and an undertaking are linked

by a similar relationship, and all subsidiaries of subsidiaries of parent undertakings shall be deemed to be subsidiaries of the parent undertaking which is at the top of the hierarchy of these undertakings;

- 2.6. **Platform** - a publicly accessible online information system (www.inrento.it) administered and managed by the Company;
- 2.7. **Policy** - this document;
- 2.8. **A Project** is one or more types of alternative energy business activity for which the Project owner seeks funding through a crowdfunding proposal;
- 2.9. **Project owner** - a legal entity or a natural person (entrepreneur) seeking funding through the Platform;
- 2.10. **Regulation** - Regulation (EU) 2020/1503 of the European Parliament and of the Council on European Business Crowdfunding Providers and amending Regulation (EU) 2017/1129 and Directive (EU) 2019/1937;
- 2.11. **Related parties** - the following are considered to be related parties:
 - 2.11.1. any of the Company's shareholders holding 20% or more of the Company's share capital or voting rights;
 - 2.11.2. Company managers or employees;
 - 2.11.3. other natural or legal persons related to the persons referred to in 2.1.10.1 - 2.1.10.2 of this Policy by a Control Relationship.
- 2.12. Other terms used in this Policy shall have the meaning given to them in the Regulations or other documents of the Company, unless the context otherwise requires.

3. **AVOIDING CONFLICTS OF INTEREST**

- 3.1. At a minimum, the Company shall implement the following measures to avoid conflicts of interest:
 - 3.1.1. does not participate in Projects published on the Platform administered by the Company;
 - 3.1.2. shall not publish on the Platform administered by the Company any Projects owned by any of the Related Persons;
 - 3.1.3. determine whether any of the Related Persons was an Investor in the Project announced on the Platform;

- 3.1.4. requires Related Persons to declare and periodically update information on persons with whom they have a Control Relationship;
- 3.1.5. requires all Related Persons, in the exercise of their functions in the Company's business, to monitor at all times whether their activities and/or decisions give rise to conflicts of interest;
- 3.1.6. require the Related Persons to immediately inform the Director if they become aware of a potential risk of a conflict of interest and to state the cause and nature of the potential conflict of interest;
- 3.1.7. require Related Persons to act objectively and impartially towards the relevant entities in all actions they take in relation to Clients;
- 3.1.8. oblige the Related Persons to observe the requirements of confidentiality, to act fairly and professionally towards the Clients and to seek at all times to take into account the interests of the Clients independently of the interests of other Clients, their other activities, the Company or other Related Persons;
- 3.1.9. ensure that the system of remuneration applied to Related Persons does not allow Related Persons to benefit financially from situations that create or may create a conflict of interest and prejudice the interests of Clients;
- 3.1.10. prohibit the Related Persons from publishing, exchanging information about Clients known to them that may adversely affect the interests of the Client; as well as publishing, exchanging information that is not publicly available and any other information relating to the Client that is not necessary for the performance of the Related Persons' direct functions;
- 3.1.11. ensure that all Investors are granted the same terms and conditions when financing Projects published on the Platform, except where differentiated interest rates are set according to the amount invested by the Investor in the Project;
- 3.1.12. ensure that all Clients have access to the same information about the Projects published on the Platform and their owners, and that Related Persons are prevented from obtaining additional sensitive information for their own benefit or for the benefit of third parties;
- 3.1.13. The Director shall continuously monitor and ensure that the Company's employees have access only to information that is necessary for the performance of their direct functions;

- 3.1.14. ensure that the organisational structure of the Company does not allow any of the Related Persons to exert any influence over the other Related Persons that could give rise to a conflict of interest;
 - 3.1.15. Employees of the Company, the Director and the shareholders shall be made aware of the obligation to report promptly to the Director (or, in the absence of the Director, to the shareholders) any situation which gives rise to, or is likely to give rise to, a conflict of interests;
 - 3.1.16. identify any other circumstances which may give rise to an actual or potential conflict of interest between the Company, the Relevant Persons and the Clients, or between one Client and another Client.
- 3.2. The Director shall, on receipt of a notification under paragraph 3.1.6 of this Policy, immediately consider the validity of the notification and, if he/she determines that a conflict of interest has in fact arisen or that there is a real risk of a conflict of interest arising, shall take a decision setting out any measures he/she deems necessary to avoid or manage the conflict of interest (e.g. removal of the staff member from the staff member's functions; delegation of the staff member's functions to another member of staff on a temporary basis, etc). If a conflict of interest cannot be completely avoided, the Director must take all measures to manage the conflict in question, to the maximum of his/her ability, in order to act objectively and fairly in the interests of the Client.
- 3.3. In order to ensure a proper policy of avoidance and management of conflicts of interest in the Company, the Related Persons referred to in Clauses 2.1.11.1 to 2.1.11.2 of this Policy shall complete the Declaration of Private Interests Form (Appendix 1) once a year. This declaration shall be submitted to the Director of the Company or his/her authorised representative.
- 3.4. In the event that the Company allows Related Persons to be Investors in Projects published on the Platform, the Company shall take the following measures:
- 3.4.1. fully disclose such fact on the Platform, including information about the specific Projects in which the relevant Related Persons have invested;
 - 3.4.2. ensure that investments by relevant Related Persons are made on the same terms and conditions as those applicable to other Investors;
 - 3.4.3. ensure that no preferential treatment or privileged access to information on specific Projects published on the Platform is granted to the relevant Related Persons.

4. IDENTIFYING AND MANAGING CONFLICTS OF INTEREST

- 4.1. In order to identify and manage conflicts of interest between the Company, Related Persons and Clients, or between one Client and another Client, the Company shall assess whether the relevant persons:
 - 4.1.1. may gain financial benefits or avoid financial losses at the Client's expense;
 - 4.1.2. has an interest in the outcome of the service provided to the Client that is different from the interest of the Client in that outcome;
 - 4.1.3. has a financial or other incentive to put the interests of the Client or a group of Clients ahead of the interests of another Client.
- 4.2. Conflicts of interest may potentially arise in the following key areas of the Company's activities:
 - 4.2.1. Priority is given to Projects and Project Owners related to the Company or Related Parties;
 - 4.2.2. Clients may be treated differently from other Clients based on their direct or indirect relationship with the Company or Related Persons;
 - 4.2.3. Connected Persons may enter into crowdfunding transactions on the Platform for their own personal account, using the information known to them;
 - 4.2.4. allowing certain Clients to announce and/or finance Projects on more favourable terms than other Clients.
- 4.3. If the Company determines that a conflict of interest is unavoidable and may adversely affect the interests of the Client, the Client must be informed of the conflict of interest, specifying the nature and source of the relevant conflict of interest and the means of appropriately managing such conflict.
- 4.4. In cases where the Project Owner is related to the Company by property or other relationships (with the Company's Director, shareholders, employees, etc.), the Company shall apply at least the following conflict of interest management measures:
 - 4.4.1. Investors are informed about the relationship between the Project Owner and the Company in the Project Description on the Platform;
 - 4.4.2. The Project Owner's Project shall be evaluated in accordance with the Company's internal procedures for employees of the Company who have no relationship with the relevant Project Owner;

- 4.4.3. contracts with the Project Owner are signed, executed, monitored, terminated and referred for recovery by Company personnel who have no relationship with the relevant Project Owner;
 - 4.4.4. the measures taken to manage conflicts of interest are documented;
 - 4.4.5. if it is not possible to manage the potential conflict of interest and there is a risk that the interests of the Investors may be adversely affected, the Company shall refuse to enter into or continue any business relationship with the relevant Project Owner.
- 4.5. In order to properly manage conflicts of interest, the Company shall also ensure that:
- 4.5.1. Related Persons should not adversely affect the Company, other Related Persons or Clients for their own personal gain;
 - 4.5.2. Related parties should not be involved in specific decisions regarding the Client if such involvement would undermine the effective management of the conflict of interest;
 - 4.5.3. where a Related Person seeks to finance a Project published on the Platform, ensuring that the relevant person is granted the same terms and conditions as other Investors.

5. MONITORING THE MEASURES TAKEN TO AVOID, IDENTIFY AND MANAGE CONFLICTS OF INTEREST

- 5.1. The Director or a responsible person designated by the Director shall monitor on an ongoing basis whether the Company's measures to avoid, identify and manage conflicts of interest are sufficiently effective to safeguard and protect the interests of the Clients.
- 5.2. The Director or a responsible person appointed by the Director shall periodically, but not less than once a year, review the provisions of this Policy and assess whether the measures set out in the Policy for avoiding, identifying and managing conflicts of interest are appropriate and safeguard the interests of the Company's Clients.
- 5.3. The Director or a responsible person designated by the Director shall inform the Company's employees and shareholders of the Company's procedures and measures in place to manage conflicts of interest.
- 5.4. The Director or a responsible person designated by the Director shall also advise the Relevant Persons on whether a potential or actual conflict of interest exists in

a particular situation and shall help to avoid it or, if it is not possible to avoid the conflict of interest in question, shall take measures to manage the conflict.

6. DISCLOSURE OF CONFLICTS OF INTEREST

- 6.1. The Companies shall publish on the Platform's website information for Clients on the general nature and causes of conflicts of interest and the steps taken to mitigate them.
- 6.2. The Company shall ensure that any information provided to Clients relating to conflicts of interest is sufficiently detailed to enable each Client to make an informed decision on the use of the Company's crowdfunding services where a conflict of interest may arise.

7. FINAL PROVISIONS

- 7.1. This Policy shall be approved and/or amended by order of the Director. Amendments to the Policy shall come into force on the date of the Company's order, unless otherwise specified in the relevant order.
- 7.2. This Policy is published on the website of the Platform administered by the Company.
- 7.3. All employees and shareholders of the Company must be made aware of this Policy by signature.