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CONFLICT OF INTEREST POLICY

POLICY INFORMATION SHEET	
Title	Conflict of Interest Policy (the "**Policy**")
Policy Code	EIT Food_POL_02_Conflict of Interest
Document Language	English
Responsible Department	Legal Department
Date last update	01 August 2026
Reviewed by	Supervisory Board - Legal Committee Legal Counsel
Scope	All employees, Members of the Management Board and Members of the Supervisory Board of EIT FOOD, as well as all external consultants, contractors, secondees, and other third parties engaged to carry out work on behalf of or participate in decision-making processes of EIT FOOD
Applicability	This Policy applies to all activities and operations undertaken by EIT Food
Mandatory Review	01 August 2028

REVISION

The Policy is subject to revision at least once every two (2) years. Such revision is coordinated through and authorised by the Legal Department. Upon sign-off by the HR Department, the revised Policy is forwarded to the Management Board, the Legal Advisor and the Supervisory Board for approval. Publication of the approved Policy is coordinated by the Legal Department.

Users are requested to refer to the latest version of the Policy. The section Revision Highlights below provides an overview of the latest Policy updates.

REVISION HIGHLIGHTS

These highlights provide only an overview of the Policy revisions. The latest version of the Policy should be consulted for changes and/or more detailed information.

Revision and Issue History

Date	Revision	Author	Description
01.07.2022	1.0	HR Department	First version
01.11.2025	2.0	HR Department	Second version
01.08.2026	3.0	Legal Department	Third version

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1 PURPOSE

The following constitutes the Conflict of Interest Policy of EIT FOOD (the "Policy"), which has been developed to govern the disclosure, management, and, if possible, avoidance of conflicts of interest within EIT FOOD. This Policy is compliant with and applies in addition to the requirements of the Articles of Association and By-Laws and other governing documents, as well as the applicable law.
The purpose of this policy is to protect the integrity of EIT FOOD's decision-making process, to enable stakeholders to have confidence in EIT FOOD's integrity, and to protect the integrity and reputation of the members of the Supervisory Board and the Management Board, other EIT FOOD Staff, and all external consultants and contractors engaged by EIT FOOD.

2 DEFINITION OF CONFLICT OF INTEREST

A conflict of interest refers to a situation where the impartiality and objectivity of a decision, opinion or recommendation of a governing body of EIT FOOD is or might be perceived as being compromised. It arises where a member of the EIT FOOD staff has a personal, professional or business interest which may be in conflict with or may influence the exercise of their obligations or responsibilities in their role with EIT FOOD. A conflict of interest arises whenever personal activities and relationships interfere, or appear to interfere, with one's ability to act in the best interest of EIT FOOD.

There is normally no risk for conflict of interest when the member of the governing body acts in the general interest of EIT FOOD. The mere fact that members of the Supervisory Board are the representative of or have a professional link with a particular KIC Partner does not imply that they have a conflict of interest with regard to decisions on the approval of the Business Plan (i.e. as opposed to decisions on specific amendments in order to promote interests of individual KIC Partners).

Examples of conflicts of interest include:

- A member of the Supervisory Board who is employed by a KIC Partner may be faced with a decision in a meeting of the Supervisory Board regarding whether EIT funding for the individual KIC Partner should be granted in the context of a discussion regarding amendments to the Business Plan.
- A member of the Management Board who is related to a member of EIT FOOD staff and there is a decision to be taken on staff pay.
- A member of the EIT FOOD staff who has shares or other interests in a legal entity that may be awarded a grant under the Business Plan or a contract to do work or provide services for EIT FOOD or is a director, partner of that legal entity or related to someone who is such a director or partner.

3 INDEPENDENCE

According to the EIT FOOD governing documents, the Supervisory Board must reflect diversity and act in the best interest of EIT Food, with Independent Supervisory Board members having special expertise and no recent managerial ties to EIT Food or its Strategic Partners.
Independent Supervisory Board members may not have been employed in a management function by, or rendered managerial services to, the Association or a Strategic Partner during a period of six months before the start of their mandate.

4 PROCESS

4.1 Members of the Supervisory Board

In case a situation of potential conflict of interests arises in the context of the Supervisory Board activities, the members of the Supervisory Board or any other person who identifies a potential conflict of interests shall immediately, and in any event no later than five (5) working days after becoming aware of the potential conflict, inform the Supervisory Board in writing.

In case the conflict of interest regards the Chairperson, the person shall seek guidance with the Chair of the Committee, in which the Chairperson is not represented, which then will be in charge of investigating conflicts of interest that might include the Chairperson.

The Supervisory Board or the Committee Chair shall without delay decide on any specific measure in this respect.

The member of the Supervisory Board concerned shall refrain from any actions that could be affected by the conflict of interest. They withdraw from the part of the meeting at which there is discussion of any arrangement or transaction affected by the potential conflict of interest. The member who has the potential conflict of interest does not vote on any such matter and is not to be counted when considering whether a quorum of members of the Supervisory Board is present at the meeting.

Any such disclosure and the subsequent actions taken will be noted in the minutes of the Supervisory Board.

4.2 Members of the Management Board and other members of EIT FOOD staff

If at any time in the course of their duties a member of the Management Board or of the EIT FOOD staff, becomes aware of any potential conflict of interests, they shall:

- make a written declaration of interests highlighting the potential conflict to the EMT without undue delay and in any event no later than five (5) working days after becoming aware of the potential conflict; and
- refrain from any actions that could be affected by the conflict of interests.

In case the potential conflict of interest regards the CEO of EIT FOOD, the Supervisory Board is to be informed.

Provided that the conflict of interest has been so disclosed, the CEO or, as the case may be, the Supervisory Board, shall without undue delay decide how the conflict of interest shall be managed/resolved.

5 CONSEQUENCES OF NON-COMPLIANCE WITH THIS POLICY

5.1 Members of the Supervisory Board

Should the Supervisory Board of EIT FOOD become aware that a conflict of interest was not declared by a member of the Supervisory Board, the Supervisory Board shall decide on the appropriate measures to be taken after hearing the affected member of the Supervisory Board.

The Supervisory Board may carry out an internal assessment involving outside counsel to determine the existence of the conflict of interest.

5.2 Members of the Management Board (Management Board) and other EIT FOOD staff

Any failure by a member of the Management Board or the CEO or EIT FOOD staff to comply with their

obligations under this policy of conflict of interests, whether intentionally or through negligence on their part, shall make them liable to administrative measures in accordance with the rules applicable in the specific case.
Members of the Management Board or the EIT FOOD staff shall be given the opportunity to explain their case towards the CEO. The CEO shall be given the opportunity to explain their case towards the Supervisory Board.
The Supervisory Board, respectively the CEO may carry out an internal assessment involving outside counsel to determine the existence of the conflict of interest.

5.3 Non-compliance by internal employees
Any failure by an internal employee of EIT FOOD to comply with the obligations set out in this Policy, whether intentionally or through negligence, may result in disciplinary action in accordance with EIT FOOD's applicable disciplinary procedures and employment rules. Such disciplinary action may include one or more of the following measures:
(a) a formal written warning;
(b) suspension from duties, with or without pay, pending the outcome of an investigation;
(c) reassignment or removal from projects, evaluation panels, committees or other decision-making processes affected by the conflict;
(d) a requirement to divest or relinquish the interest giving rise to the conflict;
(e) recovery by EIT FOOD of any financial benefit improperly obtained as a result of the conflict; and
(f) termination of employment, including summary dismissal in cases of serious or repeated non-compliance.

Nothing in this section shall limit EIT FOOD's right to pursue any other remedies available to it under the applicable law, including civil or criminal proceedings where appropriate. The employee concerned shall be given a reasonable opportunity to be heard before any disciplinary measure is imposed.

5.4 ***Non-compliance by others*** (such as external consultants, contractors, secondees and other third parties engaged to carry out work on behalf of, or participate in decision-making processes of, EIT FOOD) shall be assessed on a case-by-case basis, taking into account the nature, severity and circumstances of the breach. Consequences may include one or more of the following measures:
(a) a formal warning and a requirement to take corrective action within a specified timeframe;
(b) suspension or restriction of the individual's access to EIT FOOD systems, premises or confidential information pending the outcome of an investigation;
(c) amendment, suspension or early termination of the relevant consultancy, service or engagement agreement;
(d) recovery by EIT FOOD of any fees, expenses or other sums paid to the individual in connection with the matter giving rise to the conflict;
(e) exclusion of the individual from participation in current or future EIT FOOD activities, projects, evaluation panels or decision-making processes; and
(f) referral of the matter to the relevant professional body, regulatory authority or law enforcement agency, where appropriate. In respect of grant recipients, the Grants Team shall be responsible for managing non-compliance in accordance with the terms of the applicable grant agreement, which may include suspension or clawback of grant funding, exclusion from future grant calls and reporting of the breach to the relevant funding body.

6 ANNUAL DECLARATION

In addition to the obligation to disclose conflicts of interest on an ad hoc basis as set out in this Policy, all persons within the scope of this Policy shall be required to complete an Annual Declaration of Interests. The Annual Declaration of Interests shall be submitted to Legal/HR no later than 31 January of each calendar year and shall cover the preceding calendar year.

The Annual Declaration of Interests shall include, at a minimum:
(a) any financial interest, directorship, partnership, or other material interest in an entity that has or may have a business relationship with EIT FOOD;
(b) any close personal or family relationship with a person employed by, or holding a governance role in, an entity that has or may have a business relationship with EIT FOOD;
(c) any outside employment, consultancy, or advisory role that could give rise to a conflict with the individual's duties to EIT FOOD; and
(d) any other circumstance which could reasonably be perceived as giving rise to a conflict of interest.
Upon joining EIT FOOD (whether as an employee, board member, or external consultant or contractor), the individual concerned shall submit their first Declaration of Interests within twenty (20) working days of their start date. Thereafter, any material change in circumstances shall be reported within five (5) working days of the individual becoming aware of the change, in addition to the annual submission.

7 REGISTER OF INTERESTS

HR/EMT shall establish and maintain a Register of Interests (the "Register") in which all declarations made pursuant to this Policy are recorded. The Register shall contain, as a minimum, the following information in respect of each declared interest:

(a) the name and role of the individual making the declaration;
(b) a description of the interest declared;
(c) the date on which the declaration was made;
(d) an assessment of whether a conflict of interest exists and, if so, the measures taken to manage or resolve it; and
(e) the date on which the interest ceased (if applicable).

The Register shall be reviewed by the Legal/HR on at least a quarterly basis and a summary report shall be provided to the Management Board and the Supervisory Board.
Access to the Register shall be restricted to the Legal/HR/Management Board and the Supervisory Board, and such other persons as the CEO or Supervisory Board may authorise from time to time. All information contained in the Register shall be treated as confidential and processed in accordance with applicable data protection legislation.

The Register shall be retained for a minimum period of five (5) years following the departure of the individual concerned from EIT FOOD.

In addition to the obligation to disclose conflicts of interest on an ad hoc basis as set out in this Policy, all persons within the scope of this Policy shall be required to complete an Annual Declaration of Interests. The Annual Declaration of Interests shall be submitted to the Legal/HR no later than 31 January of each calendar year and shall cover the preceding calendar year.

All members of the Supervisory Board, the members of the Management Board and other EIT FOOD staff shall be required to sign the following declaration:

I have received a copy of the current Conflict of Interest Policy of EIT FOOD. I have read, understand and agree with it and I will abide by it.

Name:

Signature:

Date: