

RUBIX

**Group Code of
Conduct & Ethics**



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Foreword

Dear all,

Rubix is the leading pan-European industrial distribution business, with an exciting future ahead. We operate in twenty-three European countries, have the scale, the expertise, the reputation and the talent to continue to grow.

At Rubix, we share the conviction that the success of our Group rests on our people. Together, we are committed to conducting business properly, responsibly and ethically, to the benefit of each of us, as well as our customers, suppliers, shareholders and the communities in which we live and work.

Our expectations of how we expect you to conduct business whilst at Rubix to achieve these aims is set out in this Code of Conduct and Ethics. This Code explains Rubix's position as a sustainable business player, a respectful employer and a reliable business partner, as well as setting out the values that are important to Rubix. This Code provides the guidelines and requirements of behaviours which should be observed when working for and collaborating with Rubix. The objective of this Code is to provide you with clear rules as well as assistance in situations you may face when doing business. The Code constitutes the very foundation of our compliance policies and procedures, which are all available on our intranet.

This Code applies to all of our personnel in all the countries that we operate in but is also aimed at providing guidance to our business partners to understand our commitments to key ethical principles.

Rubix's Board of Directors and executives have all endorsed the Code and shall lead its implementation by example.

We are confident that each of us will fully engage with this Code. We trust that our business partners will also adhere to the fundamental principles which are set out in this Code.

Sincerely,

Martin Gaarn Thomsen
Chief Executive Officer
October 2022



1. Our values

At Rubix we are committed to being professional and customer oriented, whilst harnessing a winning spirit and the power of the team to deliver results. This Code of Conduct and Ethics (the “Code”) sets out Rubix’s core values that guide us in our day to day interactions, behaviours and decisions. They provide the backbone of our company culture.

Our core values are to:

- Act with integrity
- Own and take action
- Stay curious
- Never settle
- Embrace perspectives

With regard to “acting with integrity”, we ask and expect that Rubix Personnel:

- Act from a grounded position, recognising the challenges of a situation
- Act with the courage to say what is needed
- Act with the highest standards of professionalism, honesty and respect
- Stay fair, balanced and unbiased
- Act with consistency and transparency in our behaviours and decision making

It is all of our responsibility and every line manager’s responsibility, to ensure these values are displayed, known and understood and lived every day, in all of our locations, and demonstrated in both our internal and external relationships.

2. Who does this Code apply to?

This Code applies worldwide to all employees, consultants and individual contractors, interns, agents, customs agents acting for Rubix, joint venture and business partners (“Rubix Personnel”) of Rubix Limited and its subsidiaries (together, “Rubix”). Our relationships with third parties, such as customers, suppliers, subcontractors are built on integrity and trust. We expect all third parties that we interact with and have business dealings with to manage ethics and compliance risks to a high standard, particularly with respect to anti-corruption and bribery, international human and labour rights, export control and sustainability

3. Operational Compliance

In order to support our core values, we have comprehensive processes and procedures to ensure compliance with all applicable laws. It is of utmost importance that all Rubix Personnel understand our shared responsibility for compliance and for meeting Rubix’s high ethical standards.

Rubix Personnel are expected at all times to behave in an ethical and law-abiding manner



and this Code sets out principles and guidelines to ensure they meet this behaviour. Compliance with this Code and applicable law is mandatory.

The application of the Code shall be subject to any restrictions or rights arising from the law in each jurisdiction in which the Company operates. Where differences exist between the Code and local law as a result of local customs, norms, laws or regulations, the highest standard of behaviour shall apply.

Rubix Personnel who violate this Code may be subject to appropriate disciplinary action (up to and including termination), subject to local law and agreed procedures. Where an action is also in breach of the law, Rubix Personnel may also be subject to prosecution under civil or criminal law.

4. Business Practices

4.1 Product & Services Safety and Quality

At Rubix, quality and safety mean making sure that our products and services meet or exceed our clients' expectations and fully comply with any applicable legal requirements and standards in force. We are committed to satisfying our clients by marketing high-quality products that have proven their efficiency and safety.

4.2 Responsible Marketing

Rubix is committed to developing and delivering products and services in a responsible way. Promotion and marketing of our services and products must always be accurate, in accordance with their characteristics and should avoid any confusion for our customers. All applicable laws and regulations, including those relating to data protection, must be understood and adhered to, when conceiving and implementing marketing and communication campaigns.

4.3 Prevention of Bribery and Corruption

At Rubix, we require that all transactions with third parties are carried out in accordance with all relevant laws relating to anti-bribery and corruption, including the UK Bribery Act 2011 and the French Sapin 2 Law. Rubix Personnel must understand and comply with our Anti-Bribery and Corruption Policy and Gift and Hospitality Policy at all times, copies of which are available on the intranet and are also available from the Legal Department. In addition, all Rubix Personnel must undertake the Rubix - Anti-Bribery and Corruption training, within three months of them joining Rubix. This training is found on the Rubix Academy - <https://academy.rubix.com/>.

We do not tolerate any form of corruption or bribery or perceived corruption or bribery, whether given in a private or public context. Rubix Personnel shall not directly or indirectly offer, promise, grant or authorise the giving of money or anything else of value to a government official or private business partner to influence official actions or obtain an improper advantage.

All Employees share responsibility for adhering to the anti-corruption policies and



procedures and must demonstrate and communicate Rubix's absolute commitment to these principles.

Violations of the anti-corruption laws may have extremely serious legal consequences for Rubix, and any individual involved. We must remember that any form of corruption is not only a serious breach of this Code that can lead to internal disciplinary procedures, but it may also be a criminal offence leading to penalties and criminal sanctions for the individuals and Rubix.

Rubix understands that gifts, hospitality and/or entertainment may help strengthen commercial relations with clients and suppliers. However, these practices may in some cases be seen as providing an unfair advantage and amount to an ethical breach and/or corruption. Rubix prohibits offering, giving and receiving of gifts and hospitality that are or could be construed as a bribe.

For examples of possible bribery and corruption, please refer to Appendix 1.

4.4 Fraud

Any fraud strikes at the heart of Rubix's principles. Fraud is when deception is used to gain a dishonest advantage over another individual or company. Fraud can occur in any department, in many different ways, and does not always involve the loss of goods or money. For example, it may involve deliberately not logging holiday when it is taken or may involve providing receipts for expenses not incurred in Rubix business activities.

Rubix Personnel must immediately report any suspected or attempted fraud, any unexplained disappearance of funds, or any other suspected fraudulent activity to their line manager or country CEO or the other reporting channels that Rubix provides (e.g. to the Legal Department, the Finance Department or HR Department or through the independent whistleblowing hotline, Safecall). The local Safecall contact details will be displayed in the Rubix location you are working in.

Engaging in fraud is a fundamental breach of our core value of honesty. We do not tolerate any fraud or attempted fraud and require all of our personnel to demonstrate the highest standards of honesty.

All cases of fraud will be investigated. If any Rubix Personnel is found to have engaged, or been complicit, in fraudulent activity (or made attempts to commit fraud), all disciplinary procedures will be enforced against the individual to the fullest extent possible. In addition, Rubix may engage external law enforcement agencies and will also pursue the individual to recover any loss arising from the activity.

4.5 Conflict of interests

Rubix Personnel must avoid any activities in or outside Rubix which cause or could cause a conflict of personal interests with the interests of Rubix. Rubix Personnel's decisions made in performing their professional duties should never be influenced by personal interests or considerations (including personal interests or considerations of their friends or family). Rubix Personnel must, where possible, avoid situations in which an actual or potential



conflict of interest may exist and where it is not possible to avoid such a situation, must ensure that their line manager or country CEO is fully aware of the situation. No Rubix Personnel may use their position at Rubix for their personal advantage or other gain.

To ensure that Rubix is aware of all actual and potential conflicts of interest, Rubix Personnel must promptly and fully disclose:

- (a) any actual or potential conflict of interest as and when it arises to their line manager. The line manager must then ensure that a Conflict of Interests form is submitted to Internal Audit; and
- (b) to the extent the actual or potential conflict still exists, the actual or potential conflict annually on the Conflict of Interests Form. For further guidance please refer to the 'Conflict of Interests Form', which can be obtained from Internal Audit.

For examples of Conflict of Interests, please refer to Appendix 2.

4.6 Sanctions

Rubix is committed to complying fully with all applicable sanctions and regulation in the countries in which it operates. The main sanctions' regimes that apply to Rubix are those adopted by the United Kingdom, the European Union and the United Nations. There are certain countries, entities or individuals that we cannot trade in or with, either directly or indirectly (i.e. mainly through a third party).

Rubix prohibits any transaction being made with any person or entity that is in, or goods that come from or will be sent to, the following countries:

- Belarus
- Crimean region of the Ukraine
- Russia
- Donetsk, Luhansk and other Russian occupied Regions of Ukraine
- North Korea

(the “**Prohibited Countries**”)

In addition to trade with the Prohibited Countries, there are severe restrictions relating to any transactions in, or have a connection to, the following countries:

- Iran
- Syria
- South Sudan

(the “**Restricted Countries**”)

In advance of carrying out any business activity in the Restricted Countries **you must** contact the Group General Counsel and get their prior written permission for such business activity.

There are also other countries that are “**countries of concern**”. Prior to any business being



transacted in these countries **you must** follow the screening procedure with our screening tool, Compliance Assist. Details of these “countries of concern” and the screening procedure are set out in our Sanctions Policy.

Rubix UK sales outside the UK and Rubix sales outside the EU may also be subject to additional requirements if the goods involve dual use goods. For further information on the procedures that you must follow if you are exporting a dual use good, or a good that may be a dual use good, please refer to the Sanctions Policy.

4.7 Free and fair competition and anti-trust law

Rubix is committed to promoting the principles of fair and open competition based on compliance with competition law. Agreements of any kind with competitors about prices, terms and conditions of business, market allocation and other economical sensitive issues will not be tolerated.

4.8 Lobbying and political activities

Lobbying is an activity that aims to influence legislators or involves contributing to the public decision-making process. Any lobbying that is undertaken in Rubix’s name must relate to regulations likely to affect Rubix activities.

Due to the potentially sensitive nature of lobbying, only Rubix Personnel with written approval from the Group Chief Executive Officer may engage in lobbying on behalf of Rubix. All other Rubix Personnel are prohibited from engaging in lobbying without approval.

Any Rubix Personnel who lobbies on behalf of Rubix must comply with applicable legal requirements including laws and regulations relating to registration. If a Rubix Personnel is unsure about the applicable legal requirements they must consult with the Legal Department.

5. Company assets and information

5.1 Intellectual Property

Rubix owns, or has a licence to use, various registered trademarks and tradenames across Europe and also in China, including “Rubix”, “Roebuck”, “Giss”, “Spartex” and “Mecaline”. Such intellectual property is a key part of our business and it is therefore important that if any Rubix Personnel become aware of any misuse of our trademarks or tradenames (for example, a third party using one of our trademarks) that they bring it to the attention of the Legal Department as soon as possible.

5.2 Confidential Information

At Rubix, we are committed to protecting our trade secrets and knowhow, and all other confidential information. We are also committed to protecting the confidential information of our suppliers and customers.

Confidential information is information that we learn, receive or develop as part of our work



and which is not otherwise publicly available. It includes: our pricing information (both from our suppliers and also given to our customers); discount structures; names and contact details of our customers and suppliers; strategic, financial or business plans; information concerning our products. Confidential information is not always in writing - information that is disclosed orally can also comprise confidential information.

Confidential information and trade secrets must not be used or disclosed to a third party without appropriate authorisation and without an appropriate legal agreement in place.

Confidential information is one of our most valuable business assets and must be protected and kept confidential. Unauthorized use or disclosure could destroy its value and give others an unfair competitive advantage.

Our confidential information belongs to Rubix; it does not belong to any Rubix Personnel even if Rubix Personnel have had access to it and/or used it in their business dealings. Each of you are under an obligation to keep our confidential information confidential, irrespective of whether such obligation is in your employment agreement or engagement letter (as it is implied by law). You must only use confidential information for Rubix business purposes and not for any private gain or to damage Rubix's interest or reputation.

5.3 Data privacy

Rubix is committed to respecting your privacy in respect to any personal data we may hold. We necessarily need to hold some personal data for each Rubix Personnel as a consequence of you being employed by us or engaged by us. How Rubix handles your personal data is on the local privacy notices that can be obtained from your local HR department.

Rubix prohibits the disclosure or misuse of personal data. Rubix ensures compliance with the EU GDPR (General Data Protection Regulations) and the UK GDPR via robust controls and processes in relation to data security that must be followed at all times by Rubix Personnel. To ensure that you understand your obligations under GDPR, all Rubix Personnel must complete the Rubix - GDPR Awareness training within three months of joining Rubix. This training is found on the Rubix Academy - <https://academy.rubix.com/>.

5.4 Information Security

Rubix is committed to protecting the security of all forms of information (written, spoken and digital) used in our business activities, during all steps of the information life cycle: creation, storage, usage, communication and deletion. We have implemented appropriate security solutions in accordance with best business practice in our sector. We regularly audit and monitor the functionality of implemented security solutions.

Rubix Personnel must comply with information security rules implemented by Rubix and communicated country by country in the local IT policies. These rules have been put in place to ensure that our information (including confidential information) is protected and that Rubix is able to defend itself against cyber-attacks. As cyber-attacks become ever increasingly sophisticated, it is of utmost importance that all Rubix Personnel complete the Rubix - Information Security Awareness training within three months of joining Rubix. This



training is found on the Rubix Academy - <https://academy.rubix.com/>.

5.5 Use of IT and Communication Systems

We provide you with IT equipment, technology and systems to support you in performing your role and achieving Rubix's objectives. We expect this equipment and systems to be used primarily for business purposes and any personal use must be incidental and reflect sound judgment. The viewing, downloading or accessing of any illegal or inappropriate content is strictly prohibited and may result in disciplinary action being taken against you (up to and including dismissal).

Any unauthorised access to, or unauthorised attempt to access, any Rubix secure network or resource is strictly prohibited. Similarly, any installation of (including attempts to) or distribution of any "pirated" or other software products that are not appropriately licensed for use by Rubix is also strictly prohibited.

We expect all Rubix Personnel to understand and comply with our Acceptable Use Policy, a copy of which can be found on the intranet.

6. Financial Integrity

6.1 Records

In compliance with law and best practice, Rubix keeps accurate accounting books and records, and maintains a system of internal accounting controls to ensure that all transactions are properly authorised, controlled and transparent.

Any business records that Rubix prepares, publishes or provides to authorities, shareholders and creditors, must be complete in terms of the applicable accounting principles. All financial records must be prepared correctly, in time and in accordance with the applicable legal requirements by Rubix Personnel according to their field of activity and area of responsibility.

6.2 Money laundering

Money laundering is the process by which the proceeds of criminal conduct are dealt with in a way to disguise their criminal origins. There are various offences found in local legislation and the laws criminalise both the process of overt money laundering as well as the failure of otherwise legitimate businesses to report suspicions of money laundering.

Money laundering offences can be committed by a number of different individuals coming into contact with the proceeds of crime.

The proceeds arising from any criminal offence can be laundered. This includes both the most serious criminal offences (for example, murder, drug trafficking and serious fraud) and the proceeds arising from regulatory breaches (for example, profits gained in breach of health and safety regulations, or without the correct environmental licences).



We all must pay attention to the origin of clients' funds to ensure payments are not part of these global illicit scheme which is often linked to more serious criminal activities. Rubix is committed to ensuring it is not involved in money laundering activity directly or indirectly. Periodic risk assessments are carried out across Rubix in order to identify risk areas. Rubix Personnel must comply with the money laundering risk assessment processes and ensure any potential instance of money laundering is reported to group appropriately.

6.3 Tax

Rubix is committed to full compliance with all tax national and international laws and treaties and full disclosure to relevant tax authorities. The Group's tax affairs are managed in a way which take into account Rubix's wider corporate reputation in line with Rubix's overall high standards of governance.

In line with applicable legal obligations, Rubix shall not engage in the criminal facilitation of national or international tax evasion. Consequently, it is forbidden for any Rubix Personnel to engage in any form of knowing or deliberate facilitation of national or foreign tax evasion. Rubix Personnel shall promptly report any suspected evasion of tax or any request or demand from any third party to facilitate the evasion of tax to the Legal Department, the Group Compliance Team or, if applicable, the members of a local Compliance Committee (e.g. contact for France conformite-france@rubix.com).

7. Workplace environment

At Rubix, we are committed to ensuring that Rubix Personnel work in an environment that is respectful, free from harassment and bullying and free from discrimination.

7.1 Diversity, equality and inclusion

Rubix recognises the value of a diverse workforce. Our objective is to maintain an inclusive environment where our colleagues can make the best use of their skills, free from discrimination or harassment. We recruit, train, develop and reward employees based on merit, regardless of gender, ethnic origin, age, religion, sexual orientation, gender identity, disability, or any other factor unrelated to performance or experience. We take steps to ensure that any vacancies are advertised to a diverse labour market and applicants will not normally be asked about health or disability prior to a job offer being made.

At Rubix, we take appropriate steps to accommodate the requirements of all Rubix Personnel, wherever possible, to ensure that all people are treated equally. Discrimination against anyone of any protected characteristic, either direct or indirect, is prohibited.

7.2 Harassment and bullying

Harassment is any unwanted physical, verbal or non-verbal conduct which has the purpose or effect of violating a person's dignity or creating an intimidating, hostile, degrading, humiliating or offensive environment for them. A single incident can amount to harassment. It also includes treating someone less favourably because they have submitted or refused to submit to such behaviour in the past.



We will not tolerate any act of harassment and bullying at the workplace. Any misconduct will be firmly condemned. If you believe you are a victim of, or you witness, any instance of harassment or bullying please report it to HR or through the whistleblowing process. The matter will be treated in a serious manner and confidentially.

7.3 Workplace violence

Rubix is committed to providing you with a safe environment to work in. We prohibit any act or threat of physical violence as well as any verbal abuse made in the workplace and we will respond promptly to any threat of violence or act of aggression. Any allegations of workplace violence will be investigated and victims will be provided with appropriate support. Any individual found to have acted in a violent manner will be subject to disciplinary action.

8. Sustainability and Social Responsibility

Rubix is committed to having a positive impact on society, through effective management of social, environmental and ethical issues. We believe this is key to strengthening long-term relationships with all of our stakeholders. We also see strong sustainability practices as integral to the successful delivery of our strategy, as we increasingly leverage our scale and technical expertise to support our customers on their sustainability journeys. Our sustainability strategy and targets are detailed in our annual Environment, Social and Governance (ESG) Report accessible on the Group Sustainability webpage (<https://www.rubix-group.com/sustainability>), where we also provide transparent updates on our performance, in line with the Global Reporting Initiative (GRI) reporting approach.

8.1 Health and Safety

Health and safety at the workplace are fundamental to the good functioning of our company. Rubix commits to complying with all enforceable legislation which govern safety at work, in order to guarantee a safe and healthy workplace and working conditions. In keeping with these objectives, Rubix provide adequate and timely health and safety training to make sure our people act in accordance with health and safety requirements. All Rubix Personnel must complete the Health and Safety Essentials training within three months of joining Rubix. This training is found on the Rubix Academy - <https://academy.rubix.com/>.

8.2 Human rights

Rubix is committed to respecting and promoting internationally recognised human rights, as set out in the Universal Declaration of Human Rights, the UN Guiding Principles on Business and Human Rights, the International Labour Organisation's (ILO) eight core conventions, and the ILO Declaration on Fundamental Principles and Rights at Work. Rubix also expects suppliers to adhere to the same standards in human rights protection, as described in our Supplier Code of Conduct. Where our Codes and local requirements are not aligned, we aim to enforce the most stringent approach.

8.3 Environment



Rubix integrates environmental considerations into the way the Group operates. We seek to limit our impact on the environment and make efficient use of natural resources. The Group expects suppliers to take a similar approach in their management of environmental issues. Rubix also seeks opportunities to work in partnership with suppliers to drive continuous improvement and innovations that deliver a reduced environmental impact. As well as being an environmental imperative, this creates opportunities for the Group, both in reducing our own footprint and in enabling the provision of products and services that support customers in achieving their sustainability targets too.

Rubix encourages employees to play their part in supporting our environmental objectives, including in relation to reducing the Group's use of energy and water across our operations and limiting the amount of waste that we produce.

9. Whistleblowing Procedure

The Group has a Whistleblowing Policy which establishes mechanisms for Rubix Personnel and third parties to raise concerns related to actual or suspected violation of the law, this Code and other group policies.

Rubix offers a range of channels for Rubix Personnel to report concerns, including via an independent, confidential service managed by Safecall, a third-party service provider. Rubix commits to protecting Whistleblowers and will not condone any form of retaliation as a result of raising a concern. The Whistleblowing Policy is published on our Group employee intranet and on our external website, www.rubix-group.com.

Safecall is also available to our customers and suppliers as a secure and confidential channel (Dial 00 800 7233 2255 or submit a report on the following link <https://www.safecall.co.uk/report/>) through which they may, on a voluntary basis, raise alerts relating to Rubix in the areas of bribery, human rights, environment and health and safety and product safety.



APENDIX 1

Examples of Bribery and Corruption

Rubix prohibits any form of bribery or corruption in any part of its business, anywhere in the world. It also prohibits the offering or receiving of gifts or hospitality that are extravagant, excessive or which might be perceived as a bribe.

Case Study 1

Rubix has received an order for some bearings and PPE from a customer based in Kazakhstan. Rubix receives an email from its customs' agent asking for US\$300 in order to ensure that the order is not held up at the border. What should Rubix do?

This type of payment is not a legitimate fee. Rubix must refuse to send any money to the customs' agent, even if it results in the order to the customer being delivered late. If you need further support, please contact the Legal Department or Group Compliance Team or, if applicable, the members of a local Compliance Committee (e.g. contact for France conformite-france@rubix.com).

Case Study 2

Over the previous three months, one of Rubix's suppliers has not been supplying Rubix with its full orders, due to a supply chain issue it has been experiencing. Rubix meets with a representative of the supplier to discuss the matter. At the meeting, the representative says that if Rubix can give him €1,000 in cash, then he will ensure that all orders are performed in full. What should Rubix do?

Rubix must not give the representative any money in cash or otherwise and must report the matter to Rubix's Legal Department or Group Compliance team (or, if applicable, the members of a local Compliance Committee e.g. contact for France conformite-france@rubix.com) and ensure that the supplier is also made aware of the representative's actions and our internal standards and policies.

Case Study 3

A customer tenders for the supply of MRO products under a new contract worth €5 million a year and Rubix intends to bid on the opportunity. During the tender process and prior to any decision being made as to who the contract will be awarded to, Rubix considers inviting three employees of the customer, who will be involved in the decision making process, to a day at Roland Garros, to watch the tennis semi-finals, with full hospitality. The cost of each ticket to the event is €500 each. Should Rubix proceed with the invitation to the customer?

No. The offer of the hospitality might be perceived as a bribe to the customer. The hospitality is not only excessive but it may be perceived as attempting to influence the award of the tender for the new contract. Please consult the Anti-Bribery and Corruption Policy and the Gift and Hospitality Policy for more details.



Appendix 2

Examples of Conflict of Interests

Situations that may give rise to a conflict of interest and for which personnel should seek guidance from their line manager or Internal Audit include, but are not limited to:

- personal or family business arrangements with Rubix;
- diverting corporate opportunities;
- financial interests in (for example, owning shares, lending money) competitors, suppliers or customers of Rubix;
- outside employment with a competitor, supplier or customer of Rubix or that otherwise conflicts with the employee's performance of his or her job duties with Rubix;
- family member(s) working with a competitor, customer or supplier; and
- providing services to outside organisations, particularly those in governmental positions.

Case Study 1

In the process of settling on a new supplier, a Rubix employee puts forward a supplier in which he owns 10% of the shares in the company. Should I continue the selection process of this supplier?

This information must be disclosed to your line manager, or Internal Audit, as it may represent a conflict of interest. Procedures must then be put in place to ensure that the Rubix employee is recused from making any decision as to whether or not Rubix should engage with the potential new supplier.

Case Study 2

My husband works for one of Rubix's competitors. We rarely talk about our work. Should I notify someone about this?

The appearance of a conflict of interest does not necessarily mean that there is actually a conflict of interest. However, you must inform both your employers of the details of your situation. At Rubix, this information should be communicated to your line manager, or Internal Audit. Rubix may put in some processes and procedures to ensure security and confidentiality of business information.

Case Study 3

I am currently working on a new transaction with a client's purchasing team. Together, we try to ensure that both Rubix's and the client's interest are maximised. One day during lunch, one of the client's purchasing team told me that he offers consulting services during his spare time. He proposed to provide his consulting services directly to Rubix, on other transactions not involving his firm directly. May I accept his services if his fees correspond to Rubix's requirements?

You must disclose this approach to your line manager or Internal Audit. Entertaining a business relationship with a client's employee without the authorisation of his employer may be perceived as a conflict of interest.