



**CONFLICT OF INTEREST  
POLICY**

# CONFLICT OF INTEREST POLICY

Section 1.8 Article 1 of the Manual of the Corporation states that the Board shall ensure that an appropriate internal control system is in place, including setting up a mechanism for monitoring and managing potential conflicts of interest of Management, board members, and shareholders.

The minimum internal control mechanisms for the Board's oversight responsibility include, but shall not be limited to:

1. Ensuring the presence of organizational and procedural controls, supported by an effective management information system and risk management reporting system;
2. Reviewing conflict-of-interest situations and providing appropriate remedial measures for the same;
3. Defining the duties and responsibilities of the President who shall be ultimately accountable for the Company's organizational and operational controls; and appointing a President with the appropriate ability, integrity, and experience to fill the role;
4. Evaluation of proposed senior management appointments;
5. Ensuring the selection, appointment and retention of qualified and competent management; reviewing the Company's personnel and human resources policies, compensation plan and the management succession plan;
6. Institutionalizing the internal audit and enterprise risk management ("ERM") functions; and
7. Ensuring the presence of, and regularly reviewing, the performance and quality of external audit.

The implementation of the internal control systems and Internal Audit Charter is one of the primary duties and responsibilities of the Audit and Risk Management Committee of the Board as provided in its Charter.