

MNT GROUP LIMITED

CONFLICT OF INTEREST POLICY

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Approved By:	Board of Directors / Partners

1. INTRODUCTION

1.1 Policy Statement

MNT Group Limited is committed to conducting its business ethically, with integrity, and in full compliance with all applicable Tanzanian laws and regulations. This policy is designed to protect the integrity of our decision-making processes and uphold the trust placed in us by our clients, partners, suppliers, and the public.

All Covered Persons must act in the best interest of MNT Group and avoid any situation where their personal interests conflict, or appear to conflict, with their duties to the Company.

A conflict of interest arises when a person's personal interests, such as financial gain, family relationships, or personal associations, could compromise their professional judgment or actions when performing their duties for MNT Group.

1.2 Policy Objective

The purpose of this policy is to:

- **Protect Integrity:** Ensure that decisions and actions of all Covered Persons are made objectively and in MNT Group's best interest
- **Maintain Trust:** Uphold the Company's reputation by preventing both actual conflicts and the appearance of conflicts
- **Ensure Compliance:** Establish clear guidelines for identifying, disclosing, evaluating, and managing conflicts of interest
- **Promote Transparency:** Foster a culture of openness and accountability through timely disclosure requirements

1.3 Scope

This policy applies to all MNT Group operations across all seven divisions (MNT Energy, MNT Electrics, MNT Contracting, MNT Trading, MNT Solutions, MNT Consulting, and MNT Mastery), and to every MNT Group employee, partner, director, contractor, consultant, supplier, subcontractor, or agent working with or on behalf of MNT Group (collectively, "Covered Persons").

Where local legislation or industry regulations impose stricter requirements, those requirements shall prevail. Any conflict between this policy and applicable law should be reported to Management for resolution.

2. POLICY REQUIREMENTS

Conflicts of interest can be actual, potential, or perceived. Examples relevant to MNT Group's electrical trading and contracting business include:

- Holding a financial interest in a competitor, supplier, or customer of MNT Group
- A family member owning or working for an electrical equipment supplier that MNT Group does business with
- Engaging in outside employment or business activities that compete with MNT Group's divisions
- Accepting gifts, hospitality, or favors from suppliers or contractors that could influence business decisions
- Using Company information, contacts, or position for personal gain
- Directing MNT Group business to a company in which you or a family member has a financial interest
- Participating in tender evaluation for a project where you have a personal connection to a bidder

2.1 Disclosure of Conflicts

All Covered Persons are required to complete and sign the Conflict of Interest Disclosure Form (Annex I) annually and immediately upon becoming aware of a new actual, potential, or perceived conflict. Disclosure must be made in writing to the Partners / Management.

2.2 Duty of Recusal

Any Covered Person who has disclosed a conflict of interest, or in whom a conflict is reasonably suspected, must immediately recuse themselves from any related discussion, decision-making, or vote. The purpose is to prevent undue influence and maintain the integrity of MNT Group's decision-making process.

2.3 Duty of Non-Interference

All Covered Persons must refrain from attempting to influence, directly or indirectly, the outcome of any transaction or decision in which they have a conflict of interest.

2.4 Recordkeeping

Management shall maintain a secure, confidential Conflict of Interest Register to record all disclosures, review findings, and management plans. This register shall be reviewed by the Partners at least annually.

3. PROHIBITED ACTIVITIES

3.1 Financial and Business Conflicts

Covered Persons must disclose and avoid influencing any procurement, contract, or business decision regarding a third-party vendor, consultant, or supplier if that party employs, is owned by, or is financially connected to a member of the Covered Person's immediate family or a close personal associate.

This is particularly relevant in MNT Group's electrical trading operations, where supplier relationships directly impact product quality, pricing, and company profitability.

Misuse of Assets or Information:

Using MNT Group's property, confidential business information, client lists, pricing data, or position for personal gain is strictly prohibited. This includes disclosing proprietary information about supplier pricing, project bids, or client specifications to competitors or unauthorized third parties.

3.2 Outside Activities and Relationships

Outside Employment:

Accepting employment, consultancy, or advisory positions with a competitor, vendor, or client that may detract from the Covered Person's duties at MNT Group or create a conflict of interest. All outside employment must be disclosed to and approved by Management in advance.

Gifts and Entertainment:

Soliciting or accepting gifts, gratuities, favors, or excessive entertainment from any third party that does or seeks to do business with MNT Group which could be perceived to influence a business decision. Modest gifts of nominal value consistent with Tanzanian business customs may be accepted but must be disclosed if the value exceeds [TZS AMOUNT / USD AMOUNT].

Nepotism and Personal Relationships:

Being directly involved in the recruitment, hiring, supervision, evaluation, or compensation decisions for an immediate family member or close personal associate is prohibited. Any such relationship must be disclosed to Management.

4. TYPES OF CONFLICT OF INTEREST

Area	Examples	Description
Employee vs. MNT Group	Outside employment with competitor; using company assets for personal gain; accepting gifts from suppliers	An employee's personal interests clash with MNT Group's interests, especially regarding decisions that could benefit the employee personally
Employee vs. External Parties	Family member is a supplier or subcontractor; serving on board of a competitor	Personal relationships with external parties could unduly influence business decisions in their favor
Employee vs. Employee	Hiring, promoting, or supervising a direct family member (nepotism)	Personal relationships that could interfere with objective evaluations, fair treatment, or create a hostile work environment
MNT Group vs. External Parties	Partner has financial stake in a key supplier or subcontractor	Organizational interests could be compromised due to shared management or financial interests with external entities

5. DISCLOSURE AND MANAGEMENT PROCEDURE

5.1 Duty to Disclose

Covered Persons must promptly disclose in writing any actual, potential, or perceived conflict of interest using the Disclosure Form in Annex I.

- Initial Disclosure: All Covered Persons shall complete the Disclosure Form upon joining MNT Group and annually thereafter
- Ongoing Disclosure: Any new conflict must be disclosed immediately to Management

5.2 Review and Management Process

- Submission: The Covered Person submits the written disclosure to Management/Partners
- Assessment: Management will investigate the facts and determine whether an actual or perceived conflict exists and the level of risk it poses
- Management Decision: Management will determine the appropriate course of action, which may include recusal from decision-making, supervisory oversight, reassignment of duties, or cessation of the conflicting activity

6. REPORTING, TRAINING, AND ATTESTATION

6.1 Reporting of Concerns

All employees must report suspected conflicts of interest to their line managers and/or Management. Reports may also be made through the confidential channels established under the MNT Group Whistleblowing Policy (MNT-HR-WB-001).

6.2 Training

Management shall ensure that all employees receive training on this policy during onboarding and on a regular basis thereafter. Training shall include practical examples relevant to MNT Group's electrical trading and contracting operations.

6.3 Annual Attestation

All employees will be required to attest annually that they have read, understood, and will observe the requirements of this policy and the MNT Group Code of Conduct (MNT-HR-003).

7. CONSEQUENCES OF NON-COMPLIANCE

Failure to disclose a conflict of interest, or engaging in activities that create an undisclosed conflict, constitutes a violation of this policy and the MNT Group Code of Conduct. Violations may result in disciplinary action up to and including termination of employment, in accordance with the MNT Group Disciplinary Procedure (MNT-HR-DP-001) and the Employment and Labour Relations Act, 2004.

In cases involving corruption or bribery, the matter may be referred to the Prevention and Combating of Corruption Bureau (PCCB) for criminal investigation.

8. POLICY REVIEW

This policy shall be reviewed annually and/or when deemed necessary due to changes in legislation, organizational structure, or business operations.

DOCUMENT CONTROL

Version	Date	Author	Changes
1.0	01/ January/ 2026	HR Department	Initial Release

ANNEX I: CONFLICT OF INTEREST DISCLOSURE FORM

Please respond to the following questions to the best of your knowledge. Tick the appropriate answer and provide details where applicable.

EMPLOYEE INFORMATION

Full Name:	
Position/Title:	
Department/Division:	
Date:	

Section 1: External Employment/Positions

1. Do you hold any employment, executive/managerial position, or board membership in any company other than MNT Group?

☐ Yes ☐ No

If Yes, please provide details:

2. Do you have any personal business activity or side business other than your work at MNT Group?

☐ Yes ☐ No

If Yes, please provide details:

Section 2: Family Member Employment

1. Do any of your immediate family members currently work for MNT Group?

☐ Yes ☐ No

If Yes, please provide details:

2. Do any of your family members work for a business partner, supplier, customer, or competitor of MNT Group?

☐ Yes ☐ No

If Yes, please provide details:

3. Do any of your immediate family members work for a government or public organization in Tanzania?

☐ Yes ☐ No

If Yes, please provide details:

Section 3: Transactions and Other Conflicts

1. In the past twelve months, have you accepted any gifts or entertainment from a supplier, customer, or contractor of MNT Group?

☐ Yes ☐ No

If Yes, please provide details:

2. Do you have any financial interest in any company that does business or competes with MNT Group, particularly in the electrical trading and contracting sector?

☐ Yes ☐ No

If Yes, please provide details:

3. Are you aware of any other relationships, arrangements, or matters that could create a conflict of interest not listed above?

☐ Yes ☐ No

If Yes, please provide details:

DECLARATION

I certify that the information provided above is true and complete to the best of my knowledge. I understand my obligation to update this disclosure promptly if my circumstances change.

Employee Signature: _____

Received By: _____

Date: _____

Date: _____

{HR Guidance: HR Department: File in employee's personnel file. Review disclosures and escalate to Partners where necessary.}

END OF CONFLICT OF INTEREST POLICY

For questions about this policy, contact hr@mntgroup.net