DRAFT 1: 21 OCTOBER 2026

BATTERSEA REACH
RTM
COMPANY LIMITED

CONFLICT OF INTERESTS POLICY

Approved by:
Date adopted:
Next review date:
Policy owner:

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1. Purpose

The purpose of this policy is to ensure that all decisions made on behalf of Battersea Reach RTM Company Limited (the **Company**) are undertaken honestly, transparently, impartially and in the best interests of the Company.

The Company recognises that actual, potential or perceived conflicts of interest may arise where directors, officers, committee members or other persons involved in its management have personal, financial, professional or other interests which could influence their judgement.

This policy establishes procedures for identifying, declaring, recording and managing such conflicts.

2. Scope

This policy applies to:

- all directors of the Company;
- the Company Secretary;
- members of committees or working groups established by the Board;
- any leaseholder or resident exercising delegated decision-making authority on behalf of the Company; and
- employees of the Company.

Managing agents, professional advisers and contractors (and any intermediaries or agents) shall be required to disclose relevant conflicts of interest affecting services provided to the Company, in accordance with their contracts and applicable professional obligations.

3. General principles

All persons covered by this policy must:

- act honestly, in good faith and in the best interests of the Company;
- exercise independent judgement when making decisions;
- avoid situations in which personal interests improperly influence Company decisions;
- declare actual, potential or perceived conflicts promptly and fully;
- refrain from using their position to secure an improper personal advantage;
- maintain confidentiality regarding Company information;
- ensure that decisions concerning expenditure, procurement and appointments are made fairly and objectively; and
- comply with applicable legislation, the Company's Articles of Association and their statutory duties.

4. Definition of a conflict of interest

A conflict of interest arises where an individual's personal, financial, professional or other interests conflict, or could reasonably be perceived to conflict, with their responsibilities to the Company.

Conflicts may be:

Actual: A direct conflict already exists.

Potential: Circumstances could give rise to a conflict in the future.

Perceived: A reasonable person could believe that an individual's impartiality might be compromised, even where no actual conflict exists.

Examples include:

- a director having a financial interest in a contractor tendering for maintenance work;
- a director being employed by, advising or having a commercial relationship with the managing agent;
- a director having a family member or close associate who may benefit from a Company contract;
- a director receiving gifts, hospitality, commissions or other benefits from suppliers;
- a director seeking preferential treatment concerning their own property;
- a director participating in decisions relating to a dispute involving themselves; and
- a director holding a position with another organisation whose interests may conflict with those of the Company.

Being a leaseholder, resident or member of the Company does not, in itself, constitute a disqualifying conflict. However, a specific personal benefit or dispute may create a conflict requiring management.

5. Duty to declare interests

Every director must disclose any direct or indirect interest in a proposed transaction or arrangement with the Company, as required by the Companies Act 2006.

Directors must also declare other situations which may give rise to conflicts of interest, including those arising through family members, business associates or connected organisations.

Declarations must be made:

- upon appointment to the Board;
- at least annually thereafter;
- at the beginning of any meeting where a relevant matter is to be discussed; and
- immediately upon becoming aware of a new or changed conflict.

Declarations should be made in writing to the Company Secretary.

6. Register of interests

The Company shall maintain a Register of Interests recording relevant declarations made by all persons covered by this policy.

The Register should include:

- the name of the individual.
- the nature of the interest or relationship.
- the relevant company, contractor or organisation.
- the date of declaration.
- whether the conflict is actual, potential or perceived.
- the measures adopted to manage the conflict.
- the date of review or closure.

The Register shall be reviewed at least annually and whenever a material change occurs.

Access to the Register shall be controlled in accordance with applicable data protection legislation.

The Board may make an appropriately redacted summary available to members where lawful and appropriate, taking account of confidentiality and personal data.

7. Managing conflicts of interest

Where a conflict is identified, the Board shall determine appropriate measures to manage it, subject to applicable law and the Company's Articles of Association.

Measures may include:

- requiring the affected individual to provide full disclosure of the relevant circumstances;
- excluding the individual from relevant discussions;
- requiring the individual to withdraw from the meeting during consideration of the matter;
- preventing the individual from voting on the relevant decision;
- excluding the individual from receiving confidential tender or commercially sensitive information;
- obtaining independent professional advice;
- assigning the decision to directors who are not conflicted; and
- declining to enter into the proposed arrangement.

A declaration alone does not automatically permit a conflicted director to participate in or vote on a decision.

Any authorisation of a conflict must comply with the Companies Act 2006 and the Company's Articles of Association.

Where the conflict cannot be managed appropriately, the affected individual may be required to relinquish the relevant responsibility or interest.

8. Procurement and appointment of contractors

The Company shall seek to ensure that the appointment of managing agents, contractors, consultants and other suppliers is undertaken fairly, transparently and in the interests of the Company.

Where reasonably practicable, competitive quotations should be obtained for material expenditure.

Any director or other decision-maker with a personal, financial or professional connection to a prospective supplier must declare that connection before the supplier is considered.

The conflicted individual shall not participate in evaluating tenders, recommending the supplier or approving the appointment unless participation is lawful and expressly permitted under an appropriate conflict-management arrangement.

The Board shall document the reasons for significant procurement decisions.

No director shall receive an undisclosed commission, referral fee, rebate or other personal financial benefit arising from a Company contract.

9. Managing agents and professional advisers

The Company expects its managing agent and professional advisers to disclose any material conflicts of interest.

This includes:

- financial relationships with contractors or suppliers;
- referral fees or commissions;
- ownership interests in businesses providing services to the Company;
- relationships that may affect independent advice or procurement recommendations; and
- insurance-related commissions or remuneration arrangements.

The Board shall seek appropriate contractual provisions requiring disclosure and management of such conflicts.

Where necessary, the Board may require independent quotations, alternative advice or other safeguards.

10. Gifts, hospitality and benefits

Directors and other persons covered by this policy must not solicit or accept gifts, hospitality, payments or benefits that could improperly influence, or reasonably appear to influence, their decisions.

Modest and incidental hospitality may be accepted where lawful, proportionate and unlikely to compromise independence.

Any gift or hospitality with a value exceeding £50, or any benefit that could reasonably create a perceived conflict regardless of value, must be declared to the Board and recorded.

Cash gifts, personal commissions and secret payments are prohibited.

The Board may require gifts to be declined, returned or otherwise dealt with appropriately.

11. Decisions affecting individual leaseholders

Directors must act fairly and impartially when considering matters affecting individual leaseholders or residents.

Where a decision concerns a director's own property, personal service charge dispute, alleged lease breach, consent application or other matter in which the director has a distinct personal interest, that interest must be declared.

The Board shall determine whether the director should be excluded from the relevant discussion and decision, subject to applicable law and the Articles.

Directors shall not use their position to obtain preferential treatment over other leaseholders.

12. Confidentiality and use of information

No person covered by this policy may use confidential Company information for personal gain or to benefit another person or organisation improperly.

Confidential information obtained through Company responsibilities must not be disclosed without proper authority, except where disclosure is required or permitted by law.

These obligations continue after an individual ceases to hold office.

13. Board meetings and minutes

The Chair shall invite declarations of relevant interests at the beginning of each Board meeting and before the consideration of any matter where a conflict may arise.

The minutes shall record:

- the nature of the declared conflict;
- the identity of the individual concerned;
- the Board's decision on how the conflict is to be managed;
- whether the individual withdrew from discussions;
- whether the individual abstained from voting; and
- any relevant authorisation or independent advice.

The Company shall ensure that decisions are taken by a properly constituted Board with the necessary quorum and voting authority.

14. Breaches of this policy

Any suspected breach of this policy should be reported to the Company Secretary.

The Board shall consider reported breaches fairly and proportionately.

Depending on the circumstances, action may include:

- requiring additional disclosure;
- reviewing or reconsidering an affected decision;
- removing delegated responsibilities;
- seeking independent legal or professional advice;
- taking action under the Articles of Association or applicable law; and
- referring suspected unlawful conduct to the appropriate authorities.

A breach of this policy may also constitute a breach of statutory directors' duties.

15. Compliance with legislation

This policy shall be interpreted in accordance with applicable law, including:

- the Companies Act 2006, particularly sections 171–177 concerning directors' duties and conflicts of interest.
- the Bribery Act 2010;
- the UK General Data Protection Regulation and Data Protection Act 2018;
- applicable landlord and tenant legislation; and
- the Company's Articles of Association.

Where this policy conflicts with mandatory statutory requirements, the statutory requirements shall prevail.

16. Review and amendment

The Board shall review this policy annually, or sooner where required by legislative changes, material changes in the Company's activities or identified governance concerns.

Amendments shall be approved by the Board and recorded in the minutes. Amendments so approved shall be posted to the Company’s website within five business days and be put to the next general meeting for further approval. Where a general meeting does not approve such amendments, they shall be deemed to be abrogated with effect from the end of such general meeting.

17. Adoption

This policy was approved by resolution of the Board of Directors of the Company on [] 2027.

This policy was further approved by the general meeting of the Company on [] 2027