CONFLICT OF INTEREST POLICY

This policy applies to Give Back Beauty Holding S.p.A. and all entities, directly or indirectly, controlled by it (collectively, the "GBB Group").

1. Introduction

1.1. Each entity of the GBB Group must make certain that any personal interests that could result in a conflict with the GBB Group's interests are identified, declared and managed.

1.2. A conflict of interest exists whether it is:

(i) actual – there is a clear and undeniable situation where personal interests conflict with professional duties. The individual stands to gain or lose based on decisions they make

(ii) potential – there is a situation where a conflict could arise in the future based on existing personal interests or a professional role. The conflict has not occurred yet, but the conditions are present for it to reveal itself

(iii) perceived – it may appear to an average and reasonable person that someone's personal interests could improperly influence their professional decisions, even if this is not the case. Perceived conflicts can be as damaging as actual conflicts, because they undermine trust.

1.3 A conflict of interests can be direct or indirect:

(i) a direct conflict of interests exists when an individual is in a situation where their personal interests are in direct conflict with their professional and fiduciary responsibilities

(ii) an indirect conflict of interests arises when there is no immediate connection between personal gain and professional decision, but the potential for compromised judgment exists due to some secondary relationship or factor, such as the involvement of a relative or close associate, such as:

- An immediate family member (spouse, partner, child, parent, siblings)
- A person connected by blood or marriage who is not an immediate family member (step-son, aunt, cousin, brother-in-law, grandparent)
- A regular household member (i.e. someone who normally resides with the employee)
- Another close associate (i.e. friend, business associate) or
- A person to whom a GBB employee owes an obligation.

1.4 Each GBB Group entity expects each member of the board of directors, officers and employees to comply with this conflict of interest policy (the "**Policy**"), to prevent the slightest appearance of impropriety and to avoid creating any conflict of interests for others.

2. Purposes

2.1 The purposes of this Policy are:

(i) to ensure that each member of the board of directors, officer and employee of each GBB Group entity observe the highest standards of behavior and avoid any activity or interest that may reflect unfavorably on its own integrity or reputation or those of GBB Group

(ii) to promote a culture where conflicts of interests are identified, declared, resolved or managed transparently

(iii) to ensure integrity and protection of GBB Group's reputation by addressing potential, actual or perceived conflicts of interest

(iv) to make sure each member of the board of directors, officer and employee of each GBB Group entity avoids any situation where its own personal interests might compromise its own ability to make good business decisions.

2.2. Additionally, this Policy aims at protecting both GBB Group and the directors and employees of each entity of the GBB Group from any appearance of misconduct.

3. Scope and individual responsibility

3.1 This Policy applies to:

(i) directors

(ii) officers

(iii) employees

of any GBB Group entity.

3.2 The implementation of this Policy will be ensured through training, monitoring, audits, the establishment of reporting channels and clear accountability.

4. Recognizing conflicts of interest

4.1 Conflicts arise when personal interests and those of GBB Group are not aligned. Examples of situations where conflicts often emerge include:

(i) board membership in another company

(ii) outside business activities

(iii) secondary employment outside the GBB Group

(iv) investments in the GBB Group's business partners and competitors

(v) business opportunities that come through the GBB Group

(vi) political activity

(vii) relationships with friends and family.

5. Declaring conflicts of interest

5.1 Every year each director, officer and employee of each GBB Group entity shall be invited to complete a "Conflict of Interest" declaration. However, if any director, officer and employee becomes aware of an actual, potential or perceived conflict of interests at any time, such person must complete the declaration.

5.2 Changes in the particulars of a previously declared conflict must be recorded in a fresh declaration, as soon as the relevant director, officer and employee becomes aware of the change.

5.3 Before participating in an activity or taking a decision that may involve a conflict of interest, the relevant director, officer and employee must declare the conflict (regardless of whether it is actual or potential).

5.4 Successful applicants for jobs with the GBB Group must be provided with a copy of this Policy and, to the extent legally permissible, should be encouraged to discuss any conflicts of interests before they are offered employment.

6. Receipt and archiving

The results of the declaration process and conflict of interests' declarations are received and stored securely, in accordance with GBB Group's Data Protection Policy.

7. Managing declared conflicts

7.1 The GBB Group General Counsel shall treat the information declared with appropriate confidentiality (unless disclosure is required by law or any authority) and review all declared conflicts and advise the GBB Group CEO on appropriate measures to address them. The GBB Group General Counsel or, depending on the nature of the conflict of interests or the parties involved, the GBB Group CEO shall decide on the action to be taken in respect of each conflict declared. In any case, the GBB Group CEO will be notified and informed of any decision taken by the GBB Group General Counsel.

7.2 The GBB Group General Counsel or GBB Group CEO, as the case may be shall:

(i) treat the information declared with appropriate confidentiality (unless disclosure is required by law or any authority)

(ii) fairly evaluate the conflict declared, including the risks to the business interests and reputation of the GBB Group

(iii) make a pragmatic decision to address the conflict so that risks to the GBB Group are minimized and the interests of the person making the declaration are protected as far as possible

(iv) communicate the decision and its reasoning to the person making the declaration.

The GBB Group General Counsel shall follow up to ensure the person making the declaration understands and complies with the GBB Group decision.

7.3 Without limiting the generality of paragraph 7.2, the GBB Group General Counsel or the GBB Group CEO's determination may include:

(i) disqualifying the person making the declaration from the decision making process

(ii) assign a neutral third party to oversee the conflicted process

(iii) seeking advice from the GBB Group Chief People and Culture Officer (CPO), or heads of other functions.

8. Board memberships

8.1 Board memberships present the potential for conflicts of interests. If any director, officer or employee serves on a board of directors or join an executive body (collectively, "**Boards**") of a company outside the GBB Group , it shall keep the following guidelines in mind:

(a) serving on a Board of professional association or a non-profit organization is probably acceptable

(b) serving on a Board of a supplier, customer or competitor is always an unacceptable conflict of interests.

8.2 The relevant director, officer or employee must obtain the written approval of the GBB Group CEO before accepting an offer to join a Board outside the GBB Group. If the conflicted party is the GBB Group CEO, it shall obtain the approval of the chairman of the board of directors or the board of directors of Give Back Beauty Holding S.p.A.

9. Outside business

9.1 Starting your own business can create a conflict of interests if it competes with the GBB Group, or the GBB Group's customers or channel partners, i.e. distributors, value-add resellers, retail partners or e-commerce sites.

9.2 Similarly, owning all or part of a business that sells goods or services to the GBB Group is a potential conflict of interests. It can put the relevant director, officer or employee in a position of divided loyalty, or pressurize it to use its own position at the GBB Group to further its business interests.

10. Outside employment while working for the GBB Group

10.1 Outside employment can take many forms, including part – time job, consulting work, paid speaking or writing engagement, freelance or contract work.

10.2 While having a second job could be acceptable, provided it is formally allowed in your employment agreement with GBB, it is important to keep in mind that an outside job can create a conflict if it competes with the GBB Group, or if it interferes with a director, officer or employee's decision making, its energy or its responsibility as a the GBB Group director, officer or employee.

10.3 The following are examples of conflicts that violate this Policy:

(i) accepting a position with a competitor or customer, while still employed by the GBB Group

(ii) making arrangements to work for a supplier or customer at a future date, while continuing to do business with them through the GBB Group

(iii) offering or accepting paid services with a supplier or customer, while still employed by the GBB Group.

11. Investments

11.1 Conflicts of interests can arise if any director, officer or employee of an entity of the GBB Group has investments in competitors or in companies who do (or seek to do) business with the GBB Group, including suppliers, vendors, subcontractors or customers.

11.2 Directors, officers or employees of any entity of the GBB Group should disclose their interests and remove themselves from participation in any discussion if, for example, it could benefit from an investment in a company that the GBB Group is considering doing business with.

12. Opportunities

12.1 The GBB Group works hard to find and create new business opportunities, including:

(i) investing in new businesses

(ii) establishing business relationships

(iii) merging with or acquiring new companies

12.2 If the GBB Group does not immediately act on an opportunity, it cannot be assumed that its employees, directors or officers are free to do so. Directors, officers or employees cannot cash – in on a business opportunity that the GBB Group might have pursued. That opportunity still belongs to the GBB Group and directors, officers or employees must get the GBB Group CEO's approval, before pursuing it by themselves. If the conflicted party is the GBB Group CEO, it shall obtain the approval of the chairman of the board of directors of Give Back Beauty Holding S.p.A.

13. Political Activities

13.1 The GBB Group has no objection to the involvement of its directors, officers or employees in the political process but no contribution to political candidates or organizations shall be paid, nor public support should be made, on the GBB Group's behalf.

13.2 The GBB Group does not reimburse any political contributions its directors, officers or employees made.

14. Charitable Activities

14.1 The GBB Group has no objection to its directors, officers or employees participating in professional organization and community activities, provided that it (a) does not breach the GBB Group's policies and (b) such participation does not distract the relevant directors, officers or employees from their jobs.

15. Business or personal relationships

15.1 Personal relationships, and the activities of close relatives, can create a real or apparent conflict of interests.

15.2 A director, officer or employee's loyalty may or may appear to be divided between loyalty to a close friend or relative (who has one set of interests) and loyalty to the GBB Group (which may have a different set of interests).

15.3 In general, relatives and others with whom directors, officers or employees may have a close personal relationship should not have any business dealings with such directors, officers or employees, with anyone working in their business units or with anyone who reports to them. Exceptions require the GBB Group CEO's approval. If the conflicted party is the GBB Group CEO, it shall obtain the approval of the chairman of the board of directors of Give Back Beauty Holding S.p.A.

15.4 Although each situation must be examined on its merits, the following are examples of circumstances that may give rise to conflicts of interests:

(i) an entity of the GBB Group hires or does business with a member of a director, officer or employee's immediate or extended family

(ii) a relative has a business interest with or is employed by, one of the GBB Group's suppliers, customers or contractors

(iii) dating or having a romantic relationship with a supervisor or subordinate

(iv) a relative does business with or works for a competitor of the GBB Group

(v) a relative makes a substantial investment in a supplier or competitor

(vi) a director, officer or employee fails to investigate a co-worker or subordinate's wrongdoing because they are friends.

15.5 Hiring, or giving business to, someone with whom a director, officer or employee has a personal or family relationship is a conflict of interests and needs special consideration, as outlined below.

15.6 Here are the principles and rules concerning business compared with personal or family relations:

(i) the GBB Group believes that its employees are its best ambassadors. They have first- hand knowledge of the company culture, values and operations. The GBB Group encourages its employees to refer friends, relatives or acquaintances for a position within the GBB Group or with potential business opportunities. However, employees are required to route their referral through the relevant HR managers and disclose any conflict of interests

(ii) a director officer or employee shall remove itself from the decision-making process, when a family member, friend or associate is competing for employment or business with the GBB Group

(iii) a director officer or employee shall never keep a business relationship with a family member or friend secret, thinking that's the best way to ensure its relationship does not influence any business decision

(iv) a director officer or employee shall disclose all such relationships to his manager.

16. Reporting

16.1 Reports regarding actual or potential breaches of this Policy may be submitted either anonymously or with identification through the designated IT platform accessible at the following link: https://yourvoice.hibob.com/consult/-xzfHZze55.

16.2 Eligible reporters include current and former employees (for violations occurring during their period of employment), freelance professionals, interns, job applicants (in relation to information obtained during the recruitment process or prior to contract finalization), as well as other stakeholders such as suppliers and customers.

16.3 Reports may concern any acts, omissions, or conduct that compromise the public interest, the integrity of the GBB Group or violate applicable local or international legislation.

16.4 Each report should contain sufficient detail - including supporting documentation where available - such as: (i) the date and location of the incident; (ii) a clear and comprehensive description of the event; (iii) identifying information or other relevant data to assist in recognizing the individual(s) involved.

16.5 The confidentiality of all parties involved shall be maintained throughout the process and no retaliatory actions against the individual making the report will be tolerated.

16.6 For additional details, please refer to the "Whistleblowing Policy", available on the website of the GBB Group (www.givebackbeauty.com) and on the "HiBob" platform.

17. Ask for guidance

Anyone who is facing a situation where the right decision is not clear, or has any questions, comments or concerns, shall contact the GBB Group General Counsel for guidance.

18. Commitment to integrity

18.1 The GBB Group's continued success depends on its ability to maintain a culture of integrity.

18.2 The GBB Group is committed to the highest standards of ethical conduct and it complies with both the letter and the spirit of the laws everywhere it does business.

18.3 The GBB Group relies on all its directors, officers and employees – the choices they make, the words and actions.

18.4 The GBB Group reputation relies on each of its directors, officers and employees doing the right thing everyday.

18.5 Failure to declare a conflict of interests, intentional withholding of information or false declarations may result in disciplinary action, up to and including termination of employment, legal action, or other penalties as deemed appropriate by the GBB Group. The disciplinary process, including the investigation, shall be fair, impartial and transparent. Based on the conclusions, the GBB Group will take appropriate actions, may cooperate with authorities and may commence, where appropriate, legal action against employees found guilty of inappropriate behaviour covered by the Policy.

19. Training

19.1 As part of staff training programs, training sessions on the topics covered by this Policy must be provided, to be delivered either through face-to-face training sessions or, alternatively, by using e-learning technologies.

19.2 The training programs and attendance reports for these training sessions must be kept.

20. Review and Monitoring

Version	1
Date	18 May 2026
Issued by	Group CEO – Patrizio Stella / Group Chief People and Culture Officer – Maddalena Chiarello

This Policy is approved by the CEO and by the Chief People and Culture Officer of the GBB Group and will be reviewed at least annually to ensure that it is appropriate, adequate and effective.

Version	1
Date	18 May 2026
Issued by	Group CEO – Patrizio Stella / Group Chief People and Culture Officer – Maddalena Chiarello

CONFLICT OF INTEREST POLICY

Declaration.of.No.Conflict.of.Interest.(Template)

I, the **undersigned [Full Name], employed as [Job Title] at [Company Name], hereby declare that**:

1. **No Conflict of Interest**
   I do not have any actual, potential, or perceived, direct or indirect conflict of interest that could improperly influence, or appear to influence, my decisions, actions, or responsibilities in the course of my employment.

2. **No Undisclosed Financial or Personal Interests**
   I confirm that I do not have any undisclosed financial, commercial, personal, or other interests that may conflict with the interests of **[Company Name]**, including but not limited to relationships with suppliers, customers, competitors, consultants, or other business partners.

3. **Outside Activities and Secondary Employment**
   I confirm that any outside business activities, secondary employment, advisory roles, or freelance work (if applicable) have been disclosed to the Company and do not interfere with my duties, working time, or obligations toward **[Company Name]**.

4. **Gifts and Benefits**
   I confirm that I have not requested, accepted, or offered gifts, hospitality, or other benefits that could compromise my impartiality or create an appearance of improper influence, except where allowed under the Company's policies and procedures.

5. **Duty to Disclose**
   I understand that I am required to promptly disclose any situation that may give rise to a conflict of interest (whether direct, indirect, actual, potential or perceived) in the future, and I commit to notifying my manager and/or the Human Resources / and/or the GBB Group General Counsel and/or the GBB Group CEO function without delay.

6. **Compliance with Company Policies**
   I acknowledge that I have read, understood, and agreed to comply with the Company's Conflict of Interest Policy and any related internal procedures and guidelines.

I declare that the information provided in this document is true and complete. I understand that failure to disclose a conflict of interest may result in disciplinary action, in accordance with applicable laws and Company policies.

Employee Full Name: _____
Job Title: _____
Company Name: _____
Signature: _____
Date: ____ / ____ / _____

[*note: templated to be adjusted. If the employee has any conflict of interest to be declared, the template shall be amended accordingly*]