

## COLIFT Compliance Guidelines

These compliance guidelines are to support industry experts participating in consultations through COLIFT to understand the key terms of engagement which relate to potential conflicts of interest. The information in these guidelines supplement the rules and conditions of the engagement outlined in the terms and conditions.

### Introduction

All experts must agree with COLIFT's terms and conditions prior to any consultation. The terms and conditions govern the business relationship between experts and COLIFT, where the clients of COLIFT are third-party beneficiaries.

The terms and conditions are available for download at the following location:  
[https://colift.de/COLIFT\\_Terms\\_and\\_Conditions.pdf](https://colift.de/COLIFT_Terms_and_Conditions.pdf)

A link to the terms and conditions is provided in every invitation that experts receive to participate in a COLIFT consultation.

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### Rules of engagement outlined in the terms and conditions

You may become a COLIFT Advisory Platform and Network (CAPN) member and engage in projects if the following conditions are satisfied:

- 1) You are not prohibited or limited in any way from providing services via CAPN by any contract, policy or code of conduct (e.g. with your current employer, your previous employers or any company or organisation you have consulted with);
- 2) Your CAPN membership and engagement in projects would not result in the disclosure of confidential information or material non-public information concerning any public company or equity;
- 3) Your CAPN membership would not result in the breach of any law, rule or regulation.

By agreeing to participate in a consultation, experts confirm that they are knowledgeable about the subject matter of the project and represent the following:

- 1) Any biographical information expert provided to COLIFT is correct and not misleading;
- 2) You are only allowed to participate in projects that do not raise a conflict of interest of any kind;
- 3) You may not disclose any knowledge relating to topics which may cause a conflict of interest;
- 4) You may discontinue any Project at any time if a continuation of that project may causes a conflict of interest;
- 5) If you are an employee or director of a company, you will not consult for any Client you reasonably believe to be a direct competitor of that company;
- 6) You are not working as a financial advisor nor acting as an intermediate, representative or agent of a financial advisor;
- 7) You will not provide any regulated advice, including, but not limited to, financial, legal, accounting or medical advice;
- 8) If you are an employee or director of an entity issuing securities in an initial public offering (IPO) or that has made, or is the subject of, a tender offer, you will decline all engagement invitations until the commencement of such offering or while the tender offer process is ongoing;
- 9) You will not provide any advice in relation to purchase or sale of securities of any kind.

## Definition of Confidential information and material non-public information

You will not disclose any confidential information or any material non-public information concerning a quoted company, security, instrument or any trade secret. Please note the following:

- “Confidential information” means any information, which has been designated as confidential by either Party in writing or that ought reasonably to be considered as confidential however it is conveyed, including information that relates to the business, affairs, developments, trade secrets, know-how, personnel, and suppliers of the contractor, including intellectual property rights, together with all information derived from the above, and any other information clearly designated as being confidential (whether or not it is marked as “confidential”) or which ought reasonably to be considered to be confidential;
- “Material non-public information” means information that has not been effectively communicated to the marketplace, and for which there is a substantial likelihood that a reasonable investor would consider it important in making investment decisions, or information that is reasonably certain to have a substantial effect on the price of a

company's securities. Examples of material non-public information include information regarding dividend changes, earnings estimates, changes in previously released earnings estimates, significant merger or acquisition proposals or agreements, major litigation, liquidation problems, and extraordinary management developments.

## Conflict of interest definition and overview

A conflict of interest may include, but is not limited to the following:

- Responsibilities, obligations or duties owed to a third party, including the expert's current or former employer;
- Confidentiality obligations;
- The Expert's interest in certain securities transactions;
- A conflict with a particular client.

You should review the following documents to determine potential conflicts:

- Your present and former employment agreements;
- Any present or applicable former employee handbooks or compliance manuals;
- Professional and other codes of ethics and conduct;
- Present and applicable former consulting agreements;
- All non-disclosure agreements.

If you are not sure whether the requested consultation or the client presents a conflict of interest, please get in touch via [compliance@colift.de](mailto:compliance@colift.de) or contact the responsible COLIFT project manager.

## How to assess potential conflicts of interest

Upon receiving a consultation request, consider whether any confidentiality agreements prohibit you from discussing the subject matter. Confidentiality agreements or other agreements may also limit the information that you can share about a certain subject:

- you may feel comfortable and are not prohibited from discussing a general business model or industry trends;
- other topics, such as a road map for a particular product, may be subject to a confidentiality agreement.

You are to determine whether there is a conflict of interest with the subject or with the client concerning a subject, as only you know the obligations you are under.

## Potential conflicts of interest arising during a consultation

A conflict of interest could arise during the consultation, even if it wasn't expected at all from the request. If, during the course of the consultation, a potential conflict of interest arises, you must:

- Notify the client about the potential conflict and move on to another topic; if this should not be possible, terminate the consultation;
- Notify the COLIFT project manager.

If you terminate a call due to a potential conflict of interest or any other non-compliance with the COLIFT terms & conditions, you will still be eligible to receive the agreed compensation for the time spent on the consultation.

## Potential conflicts of interests with your current employer

We do not want you to engage in discussions that present a potential conflict to your current employer.

- You are not permitted to participate in consultations arranged by COLIFT if your current employer prohibits you from joining expert networks;
- You are not allowed to discuss your current employer in a consultation, including, but not limited to internal practices or procedures, confidential relationships with other companies or any other confidential information acquired through your employment;
- You are not allowed to consult about any legislation, regulation or policy that you are in a position to vote on or otherwise influence.

## Your biographical information

Your biographical information is decisive for us in determining whether you would be an appropriate consultant for a particular project and to avoid potential conflicts of interest



beforehand. It is essential that you provide correct biographical information at the time you join our network and inform us of any change each time we invite you to one of our projects.

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