

CONFLICTS OF INTEREST AVOIDANCE, IDENTIFICATION AND MANAGEMENT POLICY

1. GENERAL PROVISIONS

- 1.1. This Conflicts of Interest Avoidance, Identification and Management Policy ("**Policy**") of UAB ROIX, a private limited liability company, legal entity code 305328324, registered address Naugarduko g. 3-401, Vilnius, Lithuania ("**ROIX**" or the "**Company**"), establishes measures intended to identify and avoid conflicts of interest that may arise in the course of the Company's activities as a crowdfunding service provider and which may adversely affect the interests of the Company's Clients. The Policy also defines the measures the Company undertakes to properly manage conflicts of interest arising in its operations.
- 1.2. This Policy has been drawn up with regard to the nature, scale and complexity of the crowdfunding services provided by the Company, as well as the size and business organization characteristics of the Company.
- 1.3. The objective of this Policy is to reasonably ensure that no harm is caused to the interests of the Company's Clients or, where such harm cannot be fully avoided, that it is appropriately managed and minimized to the greatest extent possible.
- 1.4. This Policy is prepared in accordance with Regulation (EU) 2020/1503 of the European Parliament and of the Council on European crowdfunding service providers for business, amending Regulation (EU) 2017/1129 and Directive (EU) 2019/1937 ("**Regulation**"), as well as other applicable legal acts regulating the Company's activities.

2. SAVOKOS

- 2.1. In this Policy, capitalized terms shall have the following meanings unless the context requires otherwise:
 - 2.1.1. **ROIX or the Company** – UAB ROIX, legal entity code 305328324, registered address Naugarduko g. 3-401, Vilnius, Lithuania;
 - 2.1.2. **Director** – the head of the Company;
 - 2.1.3. **Investor** – a natural or legal person who provides financing (in the form of loans) to Projects (Project Owners) published on the Platform;
 - 2.1.4. **Client** – the Project Owner or the Investor;
 - 2.1.5. **Control Relationships** – a situation in which two or more natural or legal persons are related through control, i.e., connected as parent and subsidiary companies in all cases as referred to in Article 22(1) and (2) of Directive 2013/34/EU, or where any natural or legal persons and a company are related through similar relationships; all subsidiaries of subsidiary companies are also considered subsidiaries of the parent company at the top of the hierarchy;
 - 2.1.6. **Platform** – the publicly accessible online information system (<https://invest.roix.lt/> or <https://roix.lt/>) administered and managed by ROIX;
 - 2.1.7. **Policy** – this document;
 - 2.1.8. **Project** – one or several types of activities of a small or medium-sized enterprise (SME) for which the Project Owner seeks financing by submitting a crowdfunding offer;
 - 2.1.9. **Project Owner** – a legal entity or a natural person (entrepreneur) seeking financing via the Platform;
 - 2.1.10. **Regulation** – Regulation (EU) 2020/1503 of the European Parliament and of the Council on European crowdfunding service providers for business, amending Regulation (EU) 2017/1129 and Directive (EU) 2019/1937;

2.1.11. **Related Persons** – the following are considered related persons:

2.1.11.1. any shareholder of ROIX holding 20% or more of the Company's share capital or voting rights;

2.1.11.2. the Company's directors or employees;

2.1.11.3. other natural or legal persons connected through Control Relationships to the persons referred to in clauses 2.1.11.1–2.1.11.2.

2.2. Other terms used in this Policy shall have the meaning as defined in the Regulation or other Company documents, unless the context clearly indicates otherwise.

3. AVOIDANCE OF CONFLICTS OF INTEREST

3.1. In order to avoid conflicts of interest, ROIX implements at least the following measures:

3.1.1. does not participate in Projects published on the Platform administered by ROIX;

3.1.2. does not publish on the Platform Projects whose owners are any of the Related Persons;

3.1.3. identifies whether any of the Related Persons have been Investors in a Project published on the Platform;

3.1.4. requires Related Persons to declare and periodically update information about individuals with whom they have Control Relationships;

3.1.5. requires all Related Persons, in performing their functions within the Company, to continuously monitor whether their actions and/or decisions give rise to a conflict of interest;

3.1.6. requires Related Persons, upon identifying a potential risk of conflict of interest, to immediately inform the Director and indicate the cause and nature of the potential conflict of interest;

3.1.7. requires Related Persons to perform all actions concerning Clients objectively and impartially;

3.1.8. obliges Related Persons to maintain confidentiality, to act honestly and professionally in relation to Clients, and to always consider the interests of Clients regardless of the interests of other Clients, their own activities, ROIX, or other Related Persons;

3.1.9. ensures that the remuneration system applied to Related Persons does not create incentives for them to derive financial gain from situations that create or may create a conflict of interest and harm the interests of Clients;

3.1.10. prohibits Related Persons from disclosing or exchanging information known to them about Clients that could adversely affect the interests of the Client; also prohibits the disclosure or exchange of non-public and any other information related to the Client that is not necessary for the performance of the direct functions of the Related Persons;

3.1.11. ensures that all Investors are provided with the same conditions when financing Projects published on the Platform, except in cases where differentiated interest rates are applied based on the amount invested by the Investor;

3.1.12. ensures that all Clients have access to the same information about Projects and their owners published on the Platform, and that Related Persons cannot gain additional non-public information for their own or third parties' benefit;

3.1.13. the Director continuously monitors and ensures that ROIX employees have access only to information necessary for the performance of their direct functions;

3.1.14. ensures that the organizational structure of ROIX does not allow any Related Person to influence other Related Persons in a way that could lead to a conflict of interest;

- 3.1.15. ROIX employees, the Director, and shareholders are made aware of the obligation to immediately notify the Director (or shareholders in the absence of the Director) of any situation that creates or may create a conflict of interest;
- 3.1.16. identifies any other circumstances that may create an actual or potential conflict of interest between ROIX, Related Persons, and Clients, or between one Client and another Client.
- 3.2. Upon receiving a notification under clause 3.1.6 of this Policy, the Director must immediately assess its validity and, if it is established that a conflict of interest has indeed arisen or there is a real risk of it arising, the Director shall adopt a decision establishing all necessary measures to avoid or manage the conflict of interest (e.g., remove the employee from certain functions; temporarily assign the employee's functions to another employee, etc.). If it is not possible to fully avoid the conflict of interest, the Director must take all measures to manage the respective conflict while acting objectively and fairly in the interests of the Clients.
- 3.3. To ensure effective avoidance and management of conflicts of interest within the Company, the Related Persons specified in clauses 2.1.11.1–2.1.11.2 of this Policy must complete a Private Interest Declaration Form (Annex No. 1) once per year. This declaration is submitted to the Company's Director or an authorized person.
- 3.4. If ROIX allows Related Persons to act as Investors in Projects published on the Platform, ROIX shall implement the following measures:
 - 3.4.1. disclose such facts on the Platform, including information about specific Projects in which the respective Related Persons have invested;
 - 3.4.2. ensure that investments by the respective Related Persons are made under the same conditions as those applied to other Investors;
 - 3.4.3. ensure that the respective Related Persons are not granted any preferential terms or privileged access to information about specific Projects published on the Platform.

4. IDENTIFICATION AND MANAGEMENT OF CONFLICTS OF INTEREST

- 4.1. In order to identify and manage conflicts of interest between ROIX, Related Persons, and Clients, or between one Client and another Client, ROIX evaluates whether the relevant persons:
 - 4.1.1. may gain financial benefit or avoid financial loss at the expense of the Client;
 - 4.1.2. have an interest in the outcome of the service provided to the Client that differs from the Client's interest in that outcome;
 - 4.1.3. have a financial or other incentive to prioritize the interests of one Client or group of Clients over another Client.
- 4.2. Conflicts of interest may potentially arise in the following key areas of ROIX's operations:
 - 4.2.1. giving priority to Projects and Project Owners related to ROIX or Related Persons;
 - 4.2.2. evaluating Clients differently based on their direct or indirect connections with ROIX or Related Persons;
 - 4.2.3. related Persons entering into crowdfunding transactions on the Platform for their own account using information known to them;
 - 4.2.4. granting certain Clients more favorable conditions for publishing and/or financing Projects compared to other Clients.
- 4.3. If ROIX determines that it is not possible to avoid a conflict of interest and it may adversely affect the Client's interests, the Client must be informed about the conflict of interest, including the nature and source of the conflict and the measures taken to properly manage it.
- 4.4. In cases where the Project Owner has material or other ties to ROIX (such as with the Company's Director, shareholders, employees, etc.), ROIX applies at least the following conflict management measures:

- 4.4.1. Investors are informed of the Project Owner's relationship with ROIX in the Project description on the Platform;
 - 4.4.2. the Project is evaluated according to ROIX's applicable internal procedures by employees who have no relationship with the respective Project Owner;
 - 4.4.3. contracts with the Project Owner are signed, executed, monitored, and decisions on their termination and debt recovery are made by ROIX employees who have no ties to the respective Project Owner;
 - 4.4.4. measures taken to manage the conflict of interest are documented;
 - 4.4.5. if the conflict of interest cannot be managed and there is a risk of harm to the Investors' interests, the Company refrains from entering into or continuing business relations with the respective Project Owner.
- 4.5. To properly manage conflicts of interest, ROIX also ensures that:
- 4.5.1. Related Persons cannot negatively influence ROIX, other Related Persons, or Clients for personal gain;
 - 4.5.2. Related Persons do not participate in making decisions about a Client if such participation would undermine effective conflict management;
 - 4.5.3. in cases where a Related Person seeks to invest in a Project published on the Platform, it is ensured that the same conditions apply to them as to other Investors.

5. MONITORING OF MEASURES FOR AVOIDING, IDENTIFYING AND MANAGING CONFLICTS OF INTEREST

- 5.1. The Director or a person appointed by the Director is responsible for continuously monitoring whether the measures applied by ROIX to avoid, identify, and manage conflicts of interest are sufficiently effective to ensure and protect Clients' interests.
- 5.2. The Director or a person appointed by the Director shall periodically, but at least once a year, review the provisions of this Policy and assess whether the measures for avoiding, identifying, and managing conflicts of interest defined in the Policy are appropriate and sufficient to protect ROIX's Clients' interests.
- 5.3. The Director or a person appointed by the Director informs ROIX employees and shareholders about the implemented conflict of interest management procedures and measures.
- 5.4. The Director or a person appointed by the Director also advises Related Persons on whether a potential or actual conflict of interest exists in a particular situation and helps to avoid it or, if avoidance is not possible, implements measures for managing the conflict of interest.

6. DISCLOSURE OF INFORMATION ABOUT CONFLICTS OF INTEREST

- 6.1. ROIX shall publish on the Platform's website information for Clients about the general nature and sources of conflicts of interest, as well as the actions taken to mitigate them.
- 6.2. ROIX ensures that any information provided to Clients in relation to conflicts of interest is sufficiently detailed to enable each Client to make an informed decision about the use of the crowdfunding services provided by the Company, where a conflict of interest may arise during the provision of such services.

7. FINAL PROVISIONS

- 7.1. This Policy shall be approved and/or amended by order of the Director. Amendments to the Policy shall enter into force on the date of the Company's order, unless otherwise specified in the relevant order.
- 7.2. This Policy shall be published on the website of the Platform administered by ROIX.

- 7.3. All ROIX employees and shareholders must be acquainted with this Policy by signing a confirmation of acknowledgment.

PRIVATE INTEREST DECLARATION FORM

20[...] . [...] month. [...] day.

Full name:

Position held (basis of appointment):

1. Are you involved in the activities of other legal entities – do you directly or indirectly hold at least 1/5 of the company's share capital or voting rights?	Yes: <input type="checkbox"/>	No: <input type="checkbox"/>
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If you answered "Yes", please fill in the table below:

Name of legal entity	Legal entity code	Shareholding / Voting rights percentage

2. Are you or any legal entities you control connected through a Control Relationship with other legal entities (parent or subsidiary companies)?	Yes: <input type="checkbox"/>	No: <input type="checkbox"/>
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If you answered "Yes", please fill in the table below:

Name of legal entity	Legal entity code	Type of Control Relationship

3. Are you continuously connected through a Control Relationship with other natural or legal persons (e.g., jointly participating in the management of other legal entities or holding legal entities)?	Yes: <input type="checkbox"/>	No: <input type="checkbox"/>
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Name of legal or natural person	Legal entity code / Personal code (date of birth)	Type of Control Relationship

Other information

Please provide any additional information about other circumstances or situations that may cause conflicts of interest in the Company's activities or may affect your objectivity and independence in performing your professional duties.

I confirm that I have read, understood, and commit to adhere to the Conflict of Interest Avoidance and Management Policy.

I confirm that all information provided in this Private Interest Declaration Form is accurate and complete.

I undertake to update this Private Interest Declaration Form whenever there is a material change in circumstances/new information becomes available, but not less than once a year.

[full name]
