



Our policy on...
Conflicting Interests
and Related Parties

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For all Kantar people

Conflict of Interests is the term used when an individual's personal interests are in conflict with the interests of Kantar, or could reasonably be interpreted as being in conflict.

Typically, but not exclusively, they usually arise through having a financial interest in a competitor, client or supplier of Kantar, or having a close personal relationship with someone who has such an interest.

Conflicts of Interest do not automatically mean wrongdoing and can arise through normal day to day business.

By being aware of the risk of conflicts of interest arising, and by following the guidance contained in this policy when they do, we can collectively protect ourselves, our friends and family and Kantar from wrongdoing or the allegation of wrongdoing.

01 What's the purpose of this policy?

This policy is an overview of the rules regarding conflicts of interest and related party relationships and the responsibilities of Kantar colleagues, and Kantar, in addressing any potential conflicts that are identified. The aim is to minimise risks and reputational damage to Kantar, and to protect all colleagues and prospective colleagues' interests.



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Who is covered by this policy?

This policy applies to all Kantar colleagues, and prospective Kantar colleagues, including contingent workers and any person acting on behalf of Kantar.

As anyone can have a potential conflict of interest, we ask everyone to declare information that could give rise to one when they join Kantar, and again on an annual basis. We also require any changes in circumstances to be reported – whether they be changes to existing declarations or related to new ones.

This includes **Statutory Directors** of Kantar group subsidiary companies who are required to register any outside non-Kantar directorships. Prior approval of new outside appointments must be obtained from the Kantar Group Chief Finance Officer and Kantar Group Company Secretary before accepting any such appointments and, when, in the reasonable opinion of the Kantar Group Chief Finance Officer and Kantar Group Company Secretary, an existing appointment gives rise to a conflict of interest, such appointment or office will be resigned.

The Kantar Executive Team, are also required to follow this policy and complete the Conflicts of Interest and Related Parties Register. Prior approval must be obtained from the Kantar Group Chief People Officer and reported to the Executive Committee before accepting any such non-Kantar directorship appointments.



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What counts as a conflict of interest?

A Conflict of interest is when the personal interest of an employee could interfere with or influence their conduct in Kantar. This could be in respect of outside business interests, financial participation of colleagues, financial participation of related people or personal relationships.

The situations listed below are, or could be reasonably interpreted, as presenting a conflict of interest and should be reported and recorded in the Conflicts of Interest and Related Parties Register (see Section 4).

1. I am a director of or a significant shareholder (over 5%) in a supplier to, or client or competitor of, Kantar
2. I am a director of a Kantar company's pension trustee company or a trustee of the pension fund
3. I, or a close family member, is a partner of, or employed by, a current or former Auditor of Kantar

4. I, or a close family member, have a close or longstanding relationship/friendship with a business which either is a competitor, customer, supplier
5. A close family member is on the board of, or is a significant shareholder (over 5%), in a supplier to, client or competitor of, Kantar
6. I am a Trustee of a charity
7. Other conflict.

It may be that you are not currently impacted by anything that is, or could be perceived as, a conflict of interest. If this changes you must immediately raise this with your line manager and record it in the Conflict of Interest and Related Parties Register. For example if you are considering becoming a director in another business or a family member buys a business which is a supplier to Kantar, this would need to be discussed/recorded.

A Related Party is an organisation or an individual that has a pre-existing relationship with Kantar. This will include parent companies, subsidiaries, associate firms, joint ventures, or a company or entity that is controlled or significantly influenced or managed by a person who is a related party.

A related party transaction occurs when there are dealings between parties that have a pre-existing relationship.



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04 How do I report a conflict of interest/related party relationship or seek guidance on a situation that might be perceived as a conflict of interest?



If you believe that you have a potential conflict of interest but aren't sure, please discuss the situation with your line manager in the first instance. If further guidance is required, your line manager will refer you to your local HRBP. If queries/concerns remain, additional support can be sought from conflictsofinterest@kantarc.com

If you have a known conflict of interest, or one that could be perceived as a potential conflict including related party relationships you must:

- Disclose the conflict/related party promptly to your line manager
- Record the conflict in the Conflicts of Interest and Related Parties Register in Workday. Login into your account and search for Conflicts of Interest Register in the search bar
- Take any steps to remove or mitigate the actual or potential conflict of interest as required by your line manager, HRBP or other party. This may require action up to and including the termination of the cause of the conflict e.g. divesting of shares, rescinding a directorship.

It is your responsibility to ensure that all required mitigations are met and continue to be met throughout the existence of the conflict.

If anything changes in relation to any recorded conflict of interest/related party, it must be amended in the Register and re-approved by your line manager.

If the Conflict of Interest or related party relationship no longer exists, you should record this in the Register.

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What happens if someone in your team declares a conflict of interest or flags the potential for one?

If one of your team members make a declaration in the Conflicts of Interest and Interested Parties Register, you will be required to approve this. All new joiners will be required to declare any potential conflicts or related party relationships in the Register within the first two weeks of joining Kantar. Line managers will need to ensure that this is completed and follow up with them if this does not happen.

In the Register you will have the option to approve directly, to request that your team member take action to mitigate the conflict, or to escalate for further review and advice. Further guidance on this process can be found [here](#).

All declarations are to be reviewed on an annual basis, and this responsibility is delegated to line managers.

If you are ever unclear about your responsibilities or what action you should take in relation to a conflict or potential conflict, please speak to your HRBP in the first instance. If they are unable to resolve your query, you or they can contact conflictsofinterest@kantar.com for further guidance.



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What are your responsibilities here at Kantar?

Firstly, please read, understand and comply with this policy.

The relationship of Kantar with its colleagues is based on mutual trust. As the company is committed to preserve the interests of people under its employment, it expects them to act only towards its own fundamental interests. Conflict of interest may occur whenever a colleague's interest in a subject may lead them to actions, activities or relationships that undermine the company and may place it at a disadvantage.

The possibility that a conflict of interest may occur can be addressed and resolved before any actual damage is done. Therefore, when a colleague understands or suspects that a conflict of interest exists, they should bring this matter to the attention of management so corrective actions may be taken.

Colleagues must seek to avoid any relationship, influence or activity that will impair, or appear to impair, their ability to do their job or make fair and objective decisions when performing their job, or that is not in the best interests of Kantar.

Any breach of this policy may result in disciplinary action being taken including, in serious cases, potential dismissal or termination of a contingent worker's engagement. This policy is not part of your employment contract or contract for services and Kantar can change or update it from time to time.

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What to do if you suspect something is going wrong

If you encounter a situation that causes you concern in regard to the execution of this policy, you should tell your line manager immediately.

Line managers who have a concern reported to them should seek guidance from Kantar's Legal and Compliance teams immediately.

You can also use Kantar's confidential **Right to Speak service** to report a concern anonymously if you prefer.

If you have any questions about this policy, please contact Alison Gallagher, Global Head of Compliance at businessintegrity@kantar.com

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