



POLICY ON CONFLICTS OF INTEREST

Purpose of policy

- To assist trustees of the Consumers' Association (the "**Trustees**") and directors of group trading companies (the "**Directors**") with their duty to identify and manage actual and potential conflicts of interest in accordance with the Companies Act 2006, and for the Trustees, the Charities Act 2011 and Charity Commission guidance.
- To protect both the Which? Group Companies (as defined below) and each Trustee and Director from any appearance of impropriety.

Scope

This policy applies to (i) the Trustees of the Consumers' Association (the "**Association**") in their capacity as trustees and directors of the Association and (ii) the Directors of each of the trading subsidiaries of the Association (each, a "**Which? Group Company**"). This policy sets out guidelines and procedures for the Trustees and Directors to follow in identifying, monitoring and managing actual and potential conflicts of interest including those arising from Trustees' and Directors' personal interests and (where relevant) those of their Statutory Connected Persons. Relevant Senior Managers who are not Directors should also declare any conflicts in accordance with this policy as if they are a Director. Relevant Senior Managers will adopt a process for managing and monitoring those conflicts.

This policy forms part of the policies and procedures in place to assist Trustees and Directors in identifying any conflicts of interest that a Trustee or Director may have. All existing and new Trustees and Directors shall receive a copy of this policy and shall be deemed to have accepted it.

All Trustees and Directors will receive training on this policy and on identifying situations that may result in a conflict and ways in which conflicts can be managed in practice. For new Trustees and Directors this will be included in their induction programme. In addition, Trustees must be familiar with the principles contained in the Charity Commission's guidance on conflicts, which is available on its website at:

<https://www.gov.uk/government/publications/conflicts-of-interest-a-guide-for-charity-trustees-cc29>

Other policies and practices may apply to different types of actual and potential conflicts of interest within the Which? Group Companies, particularly the Anti-Bribery Policy. The Anti-Bribery Policy requires persons connected with Which? Group Companies (including employees, Trustees and Directors) to declare and in some cases decline certain gifts or hospitality offered or received in connection with their role in the group. In addition, Which? Financial Services Limited has a customer conflicts policy that enables it to meet its requirement to proactively identify and manage potential conflicts of interest between its commercial activities and the needs of its customers.

Policy statement

A. Identifying conflicts

Each Trustee and Director has duties, among other things, to promote the success of the Which? Group Company of which they are a Trustee or Director and avoid conflicts of interest. When making decisions, Trustees and Directors must be alert to the possibility that they, or their co-Trustees or co-Directors, could be affected by a conflict of interest.

There is no legal definition of what is an "interest". It is a question of common sense whether circumstances are such that a Trustee or Director has an interest. A conflict of interest may arise in any situation in which a Trustee's or Director's business, personal or financial interests or loyalties could, or could be seen to, prevent the Trustee or Director from making a decision only in the best interests of the relevant Which? Group Company. The test is always that there is a conflict of interest if the Trustee's or Director's other interest could, or could be seen to, interfere with the Trustee or Director's ability to decide the issue only in the best interests of the relevant Which? Group Company.

Conflicts can inhibit open discussions, result in decisions or actions being taken that are not in the best interests of the relevant Which? Group Company or risk the impression that the relevant Which? Group Company has acted improperly. In particular, conflicts may arise:

- (a) where a Trustee's or Director's personal interests or those of their Statutory Connected Persons conflict with the interests of the relevant Which? Group Company (for example, there is a potential financial or measurable benefit directly to a Trustee or Director or any of their Statutory Connected Persons);
or
- (b) where a Trustee or Director owes duties or loyalties to another organisation or person (for instance, a Trustee or Director who is also a director of another company or trustee of another charity), which conflict with those owed to the relevant Which? Group Company.

Individual Trustees and Directors must avoid putting themselves in a position where their duty to act only in the best interests of the relevant Which? Group Company could conflict with any personal interests or loyalties they may have. In order to do this, Trustees and Directors have a personal responsibility to declare conflicts of interest in accordance with the procedures set out in this policy, which reflect applicable legal requirements, Charity Commission guidance (in the case of Trustees) and the articles of association of each Which? Group Company (the "**Articles**").

In addition, Trustees and Directors collectively should consider conflicts as a pre-appointment issue. Where prospective Trustees or Directors and also existing Trustees or Directors are likely to be subject to serious or frequent conflicts of interest, the Trustees/Directors (as the case may be) should seriously consider whether that person should be or remain appointed.

B. Declaration of interests generally

A key means of preventing conflicts of interest from affecting decision-making is to identify potential conflicts in advance.

B.1 Mandatory information for all Trustees and Directors

Accordingly, on appointment, all Trustees and Directors will be required to complete a declaration of interests form (the form of which is included in the appendices to this policy) and send this to the secretary of the relevant Which? Group Company (the "**Secretary**"):

- (a) listing any personal interests or appointments, including membership of any professional bodies, special interest groups and any political office or position;
- (b) listing any other trusteeships, directorships or partnerships held (whether of another Which? Group Company or a company or partnership or charity outside the Which? Group);
- (c) confirming that they are not aware of any conflict, other than those already disclosed, that exists between their role and their personal circumstances, loyalties or other interests;
- (d) confirming that they will update the form annually, or sooner if any changes occur; and
- (e) confirming that they will declare any conflict that arises in the future.

B.2 Additional information for Trustees

In the case of Trustees the declarations listed in B.1 (a) and (b) above should include details of the personal interests, positions, directorships and partnerships etc. of which the Trustee is aware which are held by

(i) their spouse, or unmarried or civil partner, (ii) children or step-children, (iii) any child or step-child of their unmarried partner who lives with the Trustee and has not reached the age of 18, and (iv) any parent who lives with the Trustee, or any parent that is a dependant of the Trustee (or vice versa).

The Association also specifically expects Trustees to declare the nature of any "relevant commercial interests" that they may have in matters under discussion at a Council of Trustees meeting. A "commercial interest" includes direct involvement, or a financial interest, in any company which is involved in the manufacture, supply or promotion of consumer goods or services. A "financial interest" includes an interest in one per cent or more in the nominal value of securities currently issued by a company involved in the manufacture, supply or promotion of consumer goods or services.

In addition, as noted in Section C, the Association's Articles provide that the Association may only make a payment without the prior consent of the Charity Commission to a company of which a Trustee or a Statutory Connected Person (as set out in this B.2 above) is a shareholder if such individual holds five per cent or less of the relevant company's issued share capital.

Accordingly, Trustees: (1) must include on the declaration of interests form details of their holdings in any company where they or a Statutory Connected Person have an interest in five per cent or more in the nominal value in the company's issued share capital to enable monitoring of compliance with the Articles; and (2) should consider including on the declaration of interests form details of shareholdings in any company involved in the manufacture supply or promotion of consumer goods or services in which they hold one per cent or more of the nominal value of the company, as they may find it easier to ensure that they comply with the requirements of this policy by making a disclosure on the declaration of interests form.

B.3 Recording and updating information provided

Information disclosed on the declaration of interests form will be recorded in a register of Trustees'/Directors' interests for each Which? Group Company, the form of which is included in the appendices to this policy. (See also Section D below.)

All Trustees and Directors must review the information relating to them contained in the register of Trustees' and Directors' interests for each Which? Group Company at least annually (or sooner if they believe the information contained in them may be inaccurate) and must update or correct it as changes occur by making a further declaration.

The information provided by Trustees and Directors in accordance with this policy will be processed as set out in this policy, and in accordance with relevant data protection legislation (including European Regulation 2016/679 (the General Data Protection Regulation), Directive 2002/58/EC (Directive on privacy and electronic communications), the Data Protection Act 2018) relating to the processing and privacy of personal data.

C. Transactions between a Which? Group Company and a Trustee or Director and/or their Statutory Connected Persons

In addition to the general requirement for Trustees and Directors to avoid conflicts of interest, there are various specific provisions in the Companies Act 2006 and (for Trustees) the Charities Act 2011 which prohibit, restrict, or require specific declarations in relation to transactions between a company and its directors or Statutory Connected Persons. Certain exceptions to these rules for the Trustees are set out in Article 19.6 of the Association's Articles.

These provisions include sections 117 to 121 (Restrictions on Disposals of Land), sections 124 to 126 (restrictions on mortgages of land) and section 185 (Remuneration of charities trustees or trustees etc. providing services to charity) of the Charities Act 2011 (as relevant to the Trustees) and section 177 Companies Act 2006 (Duty to declare interests in a proposed transaction or arrangement with the Company). In addition, Article 6.1.5 of the Articles of the Association provides that the Association may only make a payment to a company of which a Trustee or a Statutory Connected Person is a shareholder if such Trustee holds 5 per cent or less of the relevant company's issued share capital and Articles 19.5 and 19.6 sets out the procedure for Trustees to follow when considering conflicts in a transaction or arrangement.

Many of the statutory prohibitions, restrictions or declarations apply (i) to any size transaction and, (ii) where a transaction is with a Trustee's or a Director's Statutory Connected Persons (defined below).

The definition of Statutory Connected Persons (**SCP**) is wide and requires a Trustee or a Director to have detailed knowledge of the business and financial interests of relatives with whom those kind of matters may not be discussed regularly. Where a conflict of interest arises for a Trustee or Director as a result of circumstances

affecting a SCP, it is the Trustee or Director that must comply with this policy, not the SCP. On becoming a Trustee or a Director, each Trustee/Director must check whether their SCPs have any pre-existing contractual relationship with any Which? Group Company and each Trustee and each Director must inform all their SCPs to notify them immediately if the SCP proposes to enter into a transaction with a Which? Group Company at any point while the Trustee/Director is a Trustee/Director of a Which? Group Company. A Trustee/Director must immediately notify the Company Secretariat team upon receiving notification of any such proposed transaction. Legal advice may be required before the transaction can be progressed and the process for declaring and managing conflicts of interest in sections E and F below followed.

D. Maintaining the register of Trustees' and Directors' interests

The Secretary will be responsible for maintaining the register of Trustees' and Directors' interests, and will:

- (a) record in the register all conflicts, interests and positions declared; and
- (b) circulate amendments or additions to the register (if any) to the Council of Trustees or Board as relevant at the start of each of their meetings.

The register of Trustees' and Directors' interests will be available for inspection by any Trustee or Director on request.

E. Process for declaring conflicts

The first item on the agenda of each meeting of the Council of Trustees or board of a Which? Group Company will be a standing item requiring all Trustees or Directors attending the meeting to declare any conflicts of which they are aware. Items declared in accordance with the procedure set out above and recorded on the register of Trustees' and Directors' interests will be taken as generally disclosed. Specific interests which are relevant to the matters being discussed at the meeting should be noted at the start of the meeting regardless of the fact that they may have been generally disclosed and the procedure outlined below must be followed.

If a Trustee or Director considers that they have an actual or potential conflict, they should also inform the chair of the relevant Which? Group Company (the "Chair") as soon as possible but no later than the start of the meeting at which the relevant matter is on the agenda. In addition, if a Trustee or Director subsequently becomes aware of having had such an interest in a matter when it was previously discussed, the Trustee or Director must declare that interest at the next meeting of the Council of Trustees/Board of the relevant Which? Group Company. If a Trustee or Director is

uncertain whether or not they are conflicted, they should err on the side of openness and declare the issue.

If a Trustee or Director considers that another Trustee or Director has an actual or potential conflict that has not been declared, they should inform the Chair at the start of the meeting at which the relevant matter is on the agenda.

If the Chair is declaring a conflict, they must inform all other Trustees or Directors (as applicable).

The Secretary will note all conflicts declared in the minutes of the meeting in which they are declared.

It is for the Trustee or Director concerned to decide which matters to declare but, if in doubt, they should make a declaration. To assist Trustees and Directors in determining any potential conflicts, details of the key suppliers and/or service providers to Which? Group Companies will be provided regularly to Trustees and Directors.

If a Trustee or a Director would like to discuss an issue, they can contact the Secretary or General Counsel for confidential guidance.

F. Procedure for managing conflicts

Following the declaration of a conflict by a Trustee or a Director the non-conflicted Trustees or Directors will then (in the absence of the conflicted Trustee or Director):

- (a) assess the nature of the conflict;
- (b) assess the risk or threat to Trustee or Director decision-making;
- (c) decide whether the conflict is low risk (that is, it is not material and does not have the potential to be detrimental to the conduct or decisions taken by the Trustees or Directors, and provided always that a conflict will never be low risk if the conflict involves a direct or indirect financial benefit being received by a Trustee or a Director or any of their SCPs); and
- (d) decide what steps to take to authorise, avoid or manage the conflict.

The conflicted Trustee or Director must not take part in or generally be present during the discussion or decision-making process relating to the consideration (and approval) of a conflict and will not be counted when determining whether a meeting of the Council of Trustees or Board of the relevant Which? Group Company is quorate.

The non-conflicted Trustees or Directors must consider whether it is necessary to seek legal advice on whether the conflict is low risk and/or on how to manage the conflict declared. Legal advice should always be sought in relation to a conflict involving a financial benefit to a Trustee or a Director or any of their SCPs.

The non-conflicted Trustees or Directors will determine what action is appropriate in light of the nature and extent of the conflict. Depending on the nature and the risk associated with the conflict appropriate steps may include:

- (a) excluding the conflicted Trustee/Director from discussions in relation to the matter to avoid inadvertently influencing the non-conflicted Trustees or Directors;
- (b) excluding the conflicted Trustee/Director from decision-making in relation to the matter while the conflict exists;
- (c) restricting the conflicted Trustee's/Director's access to confidential information in relation to the matter;
- (d) in the case of a Which? Group Company other than the Association, delegating the conflicted Director's vote on the matter on which they have a conflict to one of the non-conflicted Directors;
- (e) delegating the matter to a sub-committee of non-conflicted Trustees/Directors;
- (f) in the case of a Which? Group Company other than the Association, appointing an alternative, non-conflicted Director;
- (g) resignation of the conflicted Trustee or Director where the conflict is acute or pervasive; and
- (h) (in the case of actual or potential conflicts pertaining to Trustees) requesting that the Charity Commission authorise the conflict.

The non-conflicted Trustees/Directors may authorise a conflict of interest if permitted to do so by, and authorised in accordance with, the Articles of the relevant Which? Group Company or otherwise permitted under applicable law. In doing so the non-conflicted Trustees or Directors must be satisfied and agree that it is in the interests of the relevant Which? Group Company to authorise the conflict of interest that has arisen. Conflicts can only be authorised in this way if they do not involve a direct or indirect benefit to any Trustee or Director.

The Chair (or a Trustee or Director nominated by the other Trustees or Directors in the event that that Chair is conflicted) will inform the conflicted Trustee or Director of the non-conflicted Trustees' or Directors' decision.

Conflicts of interest and how they have been dealt with will need to be documented. Written records (for example in the form of board minutes and resolutions) will be maintained by the Secretary to show (i) the nature of the conflict, (ii) which

Trustee(s) or Director(s) were affected, (iii) whether any conflicts of interest were declared in advance, (iv) an outline of the discussion, (v) whether anyone withdrew from the discussion and (vi) how the Trustees or Directors took the decision in the best interests of the relevant Which? Group Company.

If a Trustee or a Director has a conflict of interest, they must not be involved in managing or monitoring a contract in which they have an interest. Monitoring arrangements for such contracts will include provisions for an independent challenge of bills and invoices and termination of the contract if the relationship is unsatisfactory.

G. Confidential information

If a Trustee or a Director becomes aware, or is in possession, of information which they consider may be relevant to the exercise of the Trustees' or Directors' duties, they should normally disclose it to their co-Trustees or co-Directors.

Trustees and Directors who are also directors, partners or employees of other companies or partnerships should be alert to the possibility that they may, in their capacity as director, partner or employee, be aware, or in possession, of information that is confidential to that company or partnership but which may also be relevant to the exercise of the duties as a Trustee or Director of a relevant Which? Group Company. This may give rise to a conflict between the duty of confidentiality owed to that other company or partnership and the Trustee's or Director's duties to the relevant Which? Group Company. In these circumstances, the Trustee/Director should take the steps outlined below.

A Trustee/Director should inform the Chair if they are aware or in possession of information that they would normally be required to disclose to their co-Trustees or co-Directors but is prevented from doing so as a result of a duty of confidentiality to another person or entity. The non-conflicted Trustees or Directors will then decide what action to take under the procedure for managing conflicts set out in section E above.

If a Trustee or a Director is in any doubt over whether to disclose confidential information to their co-Trustees or co-Directors, they should seek independent legal advice.

H. Monitoring compliance and reviewing this policy

Any Trustee or Director who becomes aware of a breach of this policy must report it to the Secretary as soon as possible.

The Secretary will:

- (a) report all breaches of the policy of which they are aware to the Trustees or Directors at the next meeting of the Council of Trustees or Board of the relevant Which? Group Company; and
- (b) note all breaches in the minutes of the relevant meeting of the Council of Trustees or board of the relevant Which? Group Company.

This policy will be reviewed at least annually.

I. **Definitions and interpretation**

References to "**conflicts**" or "**conflicts of interest**" in this policy include actual and/or potential conflicts of interest and/or duty of loyalty of the Trustee/Director.

For the purposes of this policy:

"Relevant Senior Manager" means: an individual determined by the Chief Executive from time to time.

"Statutory Connected Person" (or "**SCP**") means:

- (a) a "**family member**";
- (b) any person who is in partnership with the Trustee/Director or any person who is in partnership with a family member of the Trustee/Director (a "**business partner**");
- (c) an "**institution**" that is controlled either by the Trustee/Director, a family member or business partner or the Trustee/Director and his or her family members and business partners taken together; and
- (d) a "**corporate body**" in which any of the following has a substantial interest:
 - (i) the Trustee/Director,
 - (ii) any of the Trustee's/Director's family members or business partners, or
 - (iii) the Trustee/Director and any of their family members and business partners, taken together.

For these purposes:

An "**institution**" may be incorporated or unincorporated, and includes a trust or undertaking. A person controls an institution if they are able to secure that the institution's affairs are conducted in accordance with their wishes.

A "**corporate body**" in which the Trustee/Director has a substantial interest is a body corporate where the Trustee/Director and their other Statutory Connected Persons together control, or can exercise, more than 20 per cent of the voting power in a general meeting (excluding votes attaching to treasury shares) or are interested in at least 20 per cent (in nominal value) of the shares (excluding treasury shares) comprised in the equity share capital.

The meaning of family member depends on whether the person is a Trustee or a Director :

In the case of Trustees, a "**family member**" means (i) a child, parent, grandchild, grandparent, brother or sister of a Trustee; and (ii) a spouse, or unmarried or civil partner of a Trustee, or of any person falling within (i) above.

In the case of Directors of any other Which? Group Company, a "**family member**" means (i) a spouse, or unmarried or civil partner, (ii) child, step-child or parent of a Director or (iii) a child or step-child of a Director's unmarried partner who lives with the Director and has not reached the age of 18.

Appendices to Conflicts of Interest Policy

Declaration of Interests Form for [Insert company name] (the Company)

I, _____, as [Trustee / Director] of [insert company name] have set out below my interests in accordance with the organisation’s Conflicts of interest policy.

I am a new [Trustee/Director].

I am an existing [Trustee/Director].

Category	<i>Trustees and Directors to whom the disclosure requirement applies and whether the requirement relates to “Connected Persons” or “Statutory Connected Persons” (see Notes)</i>	<i>Please give details of the interest and whether it applies to you or a Connected Person / Statutory Connected Person (including the nature of your connection).</i>
(a) Current employment and any previous employment in which you continue to have a financial interest.	All Group companies Connected Persons	
(b) Appointments (voluntary or otherwise), e.g. professional bodies, special interest groups, political office or positions, local authority membership, tribunals, etc.	All Group companies Connected Persons	
(c) Any other trusteeships, directorships or partnerships.	All Group companies	

Category	<i>Trustees and Directors to whom the disclosure requirement applies and whether the requirement relates to "Connected Persons" or "Statutory Connected Persons" (see Notes)</i>	<i>Please give details of the interest and whether it applies to you or a Connected Person / Statutory Connected Person (including the nature of your connection).</i>
	Connected Persons	
(d) Investments in any company where you have an interest in 5% or more in the company's issued share capital	Consumers' Association (see Notes) Statutory Connected Persons	
(e) Investments in any company involved in the manufacture supply or promotion of consumer goods or services where you have an interest in 1% or more of the company's issued share capital	Consumers' Association (see Notes)	
(f) Any contractual relationship with a Which? Group Company	All Group Companies Statutory Connected Persons	

Category	<i>Trustees and Directors to whom the disclosure requirement applies and whether the requirement relates to "Connected Persons" or "Statutory Connected Persons" (see Notes)</i>	<i>Please give details of the interest and whether it applies to you or a Connected Person / Statutory Connected Person (including the nature of your connection).</i>
(g) Any other interests not covered by the above which could give rise to a conflict of interest.	All Group Companies Connected Persons	

To the best of my knowledge, the above information is complete and correct. I confirm that I have informed my Statutory Connected Persons to notify me immediately if they propose to enter into a transaction with a Which? Group Company.

I undertake to update as necessary the information provided, and to review the accuracy of the information on an annual basis. I give my consent for it to be used for the purposes described in the conflicts of interest policy and for no other purpose.

Signed: _____

Position: _____

Date: _____

Notes:

- (1) For Trustees, disclosures in respect of the categories marked “**Connected Persons**” must include disclosures in respect of the Trustee's (i) spouse, or unmarried or civil partner, (ii) children or step-children, (iii) any child or step-child of their unmarried partner who lives with the Trustee and has not reached the age of 18, and (iv) any parent who lives with the Trustee, or is a dependant or on whom the Trustee is dependant.
- (2) All Directors should also consider the interests of their connected persons in determining whether there is a potential conflict of interest, but disclosure is not mandated in the same way as for Trustees.
- (3) For all Trustees and Directors, disclosures in respect of the categories marked “**Statutory Connected Persons**” must include:
 - (a) family members;
 - (b) any person who is in partnership with the Trustee or Director or any person who is in partnership with a family member of the Trustee or Director (a “business partner”);
 - (c) an institution that is controlled either by the Trustee or the Director, a family member or business partner or the Trustee or Director and their family members and business partners taken together; and
 - (d) a corporate body in which any of the following has a substantial interest:
 - (i) the Trustee or Director,
 - (ii) any of the Trustee's or Director's family members or business partners, or
 - (iii) the Trustee or Director and any of their family members and business partners, taken together.

For these purposes:

- an *institution* may be incorporated or unincorporated, and includes a trust or undertaking. A person controls an institution if they are able to secure that the institution's affairs are conducted in accordance with their wishes;
- a *corporate body* in which the Trustee or Director has a substantial interest is a body corporate where the Trustee or Director and their other Statutory Connected Persons together control, or can exercise, more than 20 per cent of the voting power in a general meeting (excluding votes attaching to treasury shares) or are interested in at least 20 per cent (in nominal value) of the shares (excluding treasury shares) comprised in the equity share capital; and

- the definition of *family member* depends whether the person is a Trustee or a Director :

In the case of Trustees, a family member means (i) a child, parent, grandchild, grandparent, brother or sister of a Trustee; and (ii) a spouse, or unmarried or civil partner of a Trustee, or of any person falling within (i) above.

In the case of Directors of any other Which? Group Company, a family member means (i) a spouse, or unmarried or civil partner, (ii) child, step-child or parent of a Director or (iii) a child or step-child of a Director's unmarried partner who lives with the Director and has not reached the age of 18.

- (3) All Trustees and Directors should consider whether they have relevant interests which it might be appropriate to disclose in respect of items (d) and (e). Disclosures in relation to item (d) are compulsory for Trustees.
- (4) While a general disclosure of investments listed in item (e) is not compulsory for any Trustee or Director, Trustees should be mindful that specific transactions which are discussed at a meeting which meet the relevant criteria will require prior disclosure in accordance with the articles of association. They may therefore find it easier to ensure compliance if a disclosure is made using this form.

Register of Interests

Name of Trustee/Director	Description of interest	Does the interest relate to the Trustee/Director, or a connected person (please specify the nature of the connection)	Date notified	Is the interest current?

This Register can be used either to record all Trustees' and Directors' interests chronologically as they are disclosed or to have separate pages for each Trustee and each Director with their interests recorded chronologically.

Version control:

Name	Date	Summary of changes made
Charmian Averty	1 December 2015	Version 1
Charmian Averty	31 January 2017	Version 2
Charmian Averty	21 May 2019	Version 3
Charmian Averty	30 September 2020	Version 4