

## CONFLICT OF INTEREST POLICY

Policy on disclosure of potential conflicts of interest is a comprehensive policy which applies to all directors; officers; employees; contractors; volunteers and consultants. The aforementioned will collectively be referred to herein as “Associates.”

**Purpose:** To provide guidance to Company Associates for avoidance of situations that is in conflict with their responsibilities to the Company.

**Key Principle:** An Associate’s personal interests should never influence his/her business judgment or decision-making on behalf of the Company. The Company expects Associates to avoid situations that could result in a conflict between their personal interests and those of the Company. This policy provides rules on how to avoid or handle such conflicts and avoid any situation where it would be reasonable to believe that the person’s judgment or loyalty might be adversely affected.

**Responsibility:** All Associates are responsible for the Company’s commitment to maintain business operations and relationships in a manner consistent with this Conflict of Interest Policy and the Company’s Standards of Conduct.

**Definitions:** The following definitions apply for purposes of this policy.

**Conflict of Interest:** When an Associate’s personal interest or activities may influence his/her judgment in the performance of his/her duties towards the Company.

**Immediate Family Members:** An Associate’s spouse, parents, children, siblings and anyone who shares his/her home.

**Affiliated Organization:** Any corporation or organization of which an Associate is a board member, an officer, a partner, manager or employee, or in which an Associate is, directly or indirectly, a debt holder or the beneficial owner of any class of equity securities; or

**Financial Interest** means if the person has, directly or indirectly, through business, investment, or immediate family member has ownership or potential investment in an entity with which the Companies have or are negotiating a transaction or arrangement.

### **Procedure (Duty to Disclose):**

1. Disclosure of a conflict of interest shall be made to the Human Resources Director, the Compliance Officer, or, in the case of board members, to Corporate Counsel. Where approval is required, such approval shall be sought, in writing, from the aforesaid individuals. In the event a mitigating plan is created to address/remedy the conflict of interest, this plan shall be approved in writing by both the Compliance Officer and Corporate Counsel.
2. Disclosures, approvals, and rejections shall be documented in writing and a copy shall be kept by the Associate as well as the individual to whom the disclosure was made.
3. Should an Associate feel that an approval has been denied unfairly, he/she may contact the Human Resources Director or the Compliance Officer.
4. Disclosure and, if applicable, approval is always required prior to engaging in the conduct in question. Any material changes to the disclosed/approved conflicts shall also be subject to renewed disclosure/approval.
5. Officers, employees, and contractors are requested to disclose all actual or potential conflicts of interest within thirty (30) days of the commencement of employment or at the time of contracting, and annually thereafter. Board members shall disclose any actual or potential conflicts of interest at the time of appointment to the Board of Directors, and annually thereafter. All Associates shall complete a Conflict of Interest Attestation (Attachment B). The Human Resources Department (in the case of employees and contractors), and Corporate Counsel (in the case of board members) shall be responsible for maintaining the Conflict of Interest Attestations.

6. If, at any time throughout the year, an Associate assumes or becomes involved in any activity that might be perceived as a potential Conflict of Interest, the Associate is responsible for disclosing that Conflict of Interest to the Human Resources Director, Compliance Officer, or General Counsel. Failure to disclose a potential conflict of interest will subject associate to disciplinary action in accordance with the organization's Well Publicized Disciplinary Standards Policy.
7. All Associates will be informed and educated, under the auspices of the Company Conflict of Interest Policy and Standards of Conduct, of their ongoing duty to disclose and update information related to potential Conflicts of Interest.

### **Examples of Conflicts of Interests:**

There are a number of standard situations where conflicts of interest are likely to arise. However, being too specific risks restricting the application of this Policy. Please note that this list of potential conflicts of interest is not exhaustive. Even if a particular situation is not expressly mentioned herein, Associates are advised to disclose all potential conflicts, which may result in a violation of the conflict of interest policy. Where appropriate, potential violations should be discussed with the senior department head and written approval received. Consultation with the Compliance Officer is required if actions are questionable.

#### **1. Personal Interest/Outside Engagement:**

- Associate acts as official of, or as advisor to, any governmental agency which has regulatory or supervisory power over the Company.
- Ownership of more than 5% held by an Associate in a competitor of the Company.
- Membership of Associates on board of directors, scientific advisory board or similar body of an external organization.
- Associate serves as director, trustee, officer or consultant in a charitable, volunteer or civic organization which has a business relationship with the Company.

#### **2. Commissions, Fees, Gifts & Hospitality**

- No Associate or Family Member may solicit or receive a fee, commission, or other favor from any actual or potential supplier, competitor or customer of the Company.
- Other than token gifts deemed to be less than \$100.00 in value, gifts from actual or potential suppliers, customers or competitors of the Company should not be accepted by an Associate. If in doubt about the value the matter should be disclosed.

#### **3. Speaking Engagements, Consultations and Publications (outside of the Company):** If an Associate is paid for any lecture, speaking engagement, consultation or publication, given to an external audience outside of the Company on any subject that relates to the Company or the business of the Company must be disclosed *and* is subject to approval.

#### **4. Employment of Immediate Family Members:** Where the employment of an Immediate Family Member creates any actual, perceived or potential conflict of interest the relationship must be disclosed.

#### **5. No Use of Company Assets and Confidential Information for Personal Business**

- The use of Company assets by an Associate for personal business is not allowed.
- The use of confidential information by an Associate for personal business and/or to gain a financial interest in the Company or Affiliated Organization is strictly prohibited.

**Violations:** Violations of this Conflict of Interest Policy are to be brought immediately to the attention of the Human Resources Director, the Compliance Officer and/or Corporate Counsel to ensure appropriate investigation and remedial action.

Attachment A  
**Conflict of Interest Disclosure Form**

*To be completed by directors; officers; employees; and contractors (collectively "Associates") of the Company. Please use additional sheets if it is necessary to supplement your answers. If the answer to each question below is "None", please state so.*

(Please Print)

Name of Associate: \_\_\_\_\_

Position and Title: \_\_\_\_\_

Department: \_\_\_\_\_ Date \_\_\_\_\_

1. List all Affiliated Organizations with which you are engaged and/or business enterprises in which you, or any Immediate Family Member, holds a direct or indirect Financial Interest (all capitalized terms as defined in the Conflict of Interest Policy):

Name of Affiliated Organization/Business Enterprise	Primary Business Address	Brief Description of the Business	Nature of Conflict

2. List all personal interests or outside engagements which may pose or result in a conflict of interest:

Personal Interest/Outside Engagement	Nature of Conflict or Potential Conflict

Enter Date!

3. List all **commissions, fees, gifts & hospitality, including** meals, entertainment (other than customary gifts of token value) that you or an Immediate Family Members receives from suppliers, competitors or customers of the company, or become entitled to receive, directly or indirectly, as a result of your relationship or position with the Company, that is not or will not be compensation directly related to your duties to the Company:

Date Received	Value of the item	Item Received (i.e., cash, gift certificate, restaurant dinner)	Name & Primary Address of the Individual or Company who provided the item

4. List all Immediate Family Members who are employed, engaged or affiliated with the Company or Affiliated Organizations:

Name and Relationship of immediate Family Member	Nature of Conflict	Date of employment, engagement or affiliation

## **Conflict of Interest Policy Attestation**

I have received and read the Company's Conflict of Interest Policy. I understand the policy, my duties and responsibilities to comply with its provisions, and the consequences of non-compliance. I certify that I am in compliance with the policy, know of no violation of or deviations from the policy, have raised all issues concerning actual or potential conflicts of interest in writing with the Human Resources Director, the Compliance Officer or Corporate Counsel, as appropriate, and that my responses to the above questions are complete and correct to the best of my knowledge. I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with this Conflict of Interest Policy, I will notify the appropriate Company representative.

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Associate Name and Organization

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Associate Title

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Signature

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Date