

## CONFLICT OF INTEREST POLICY

OF

AMEND.ORG

ARTICLE I

### Purpose

SECTION 1.01. The purpose of this Conflict of Interest Policy (as it may be amended from time to time, the “Policy”) is to protect the interests of Amend.org (the “Organization”) when it contemplates entering into a transaction or arrangement that might (a) benefit the private interest of an officer, director or key person as such term is defined under Section 102 of the of New York Not-for-Profit Corporation Law (the “NPCL”) of the Organization, (b) result in a possible excess benefit transaction as such term is defined by the Internal Revenue Service or (c) constitute a related party transaction under Section 715 of the NPCL. This Policy is intended to supplement, but not replace, any applicable state and U.S. Federal laws regarding conflicts of interest applicable to non-profit and charitable organizations. This Policy is entered into in compliance with Section 715-a of the NPCL.

ARTICLE II

### Definitions

SECTION 2.01. Interested and Disinterested Persons. Any director, officer or other key person with powers delegated by the governing board of directors (the “Board”) of the Organization, who has a direct or indirect financial interest (as defined in Section 2.02 hereof) or an interest in a related party transaction (as defined in Section 2.03 hereof) is an interested person. Anyone who is not an interested person with respect to any transaction or arrangement is a disinterested person with respect to such transaction or arrangement.

SECTION 2.02. Financial Interest and Conflict of Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- (a) an ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- (b) a compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
- (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Pursuant to Section 3.04 of this Policy, a person who has a financial interest may have a conflict of interest if the Board or an appropriate committee thereof decides that a conflict of interest exists.

SECTION 2.03. Related Party and Related Party Transactions. A related party is:

(a) any director, officer or key person of the Organization or any affiliate of the Organization;

(b) any relative of any director, officer or key person of the Organization or any affiliate of the Organization; or

(c) any entity in which any individual described in (a) or (b) of this Section has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).

A related party transaction is any transaction, agreement or other arrangement in which a related party has a financial interest and in which the Organization or any affiliate of the Organization is a participant, except that a transaction shall not be a related party transaction if: (i) the transaction or the related party's financial interest in the transaction is de minimis, (ii) the transaction would not customarily be reviewed by the board or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms, or (iii) the transaction constitutes a benefit provided to a related party solely as a member of a class of the beneficiaries that the Organization intends to benefit as part of its mission, and such benefit is available to all similarly situated members of the same class on the same terms.

An interested person has an interest in a related party transaction whenever he or she is involved in a relationship giving rise to a potential or actual related party transaction. An interest in a related party transaction may (and often will) qualify as a conflict of interest. As such, the provisions of Article III of this Policy (other than Section 3.04 thereof) applicable to conflicts of interest shall also apply to all related party transactions. Subject to the preceding sentence, a related party transaction will be permissible under Section 3.05 of this Policy if the Board or an appropriate committee thereof determines that such transaction is fair, reasonable and in the Organization's best interests at the time of such determination.

## ARTICLE III

Procedures

SECTION 3.01. Scope. The procedures set forth in this Article (other than Section 3.04 hereof) shall apply to (i) any interest in a related party transaction, regardless of whether such interest shall be subject to Section 3.04 of this Policy or be determined to be a conflict of interest; and (ii) any financial interest determined to be a conflict of interest. The procedures set forth in the remaining provisions of this Policy shall be carried out by the Board or a committee with powers delegated by the Board to consider potential conflicts of interest and/or related party transactions.

SECTION 3.02. Duty to Disclose. In connection with any actual or possible conflict of interest or related party transaction, an interested person must disclose the existence and material facts of any financial interest or interest in a related party transaction. Such interested person shall be given the opportunity to disclose all material facts to the Directors and members of committees with powers delegated by the Board considering the proposed transaction or arrangement.

SECTION 3.03. Annual Disclosures. Prior to election to the Board, and thereafter on an annual basis, each Director shall disclose in a signed writing, to the best of his or her knowledge, any entity or entities of which such director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Organization has a relationship, and any transaction in which the Organization is a participant and in which the director might have a financial interest or interest in a related party transaction. Each such disclosure statement shall be submitted to the Secretary of the Organization and shall be available to any Director of the Organization upon request. Such disclosure may be made at the same time and in the same instrument as any annual disclosure required pursuant to Article VI hereof.

SECTION 3.04. Determining Whether a Conflict of Interest Exists. After disclosure of a financial interest and disclosure of all other material facts, and after any discussion with the interested person, the remaining Board or committee members (other than such interested person) shall decide if a conflict of interest exists. Such interested person may not be present at any point while the determination of a conflict of interest is discussed and voted upon.

SECTION 3.05. Procedures for Addressing the Conflict of Interest or Interest in a Related Party Transaction.

(a) An interested person may make a presentation at the Board or committee meeting, but after the presentation, such interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the conflict of interest or related party transaction.

(b) An interested person may not attempt to improperly influence the deliberations or voting on the matter giving rise to his or her conflict of interest or interest in a related party transaction.

(c) Members of the Board or committee shall not attempt to influence other members regarding matters in which they have a conflict of interest or an interest in a related party transaction without first disclosing such conflict or interest.

(d) The Board or chairperson of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(e) After exercising due diligence, the Board or committee shall determine whether the Organization can obtain with reasonable efforts an alternative, more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest or constitute a related party transaction.

(f) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest or constituting a related party transaction, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is fair, reasonable and in the Organization's best interests at the time of such determination. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### SECTION 3.06. Violations of the Policy.

(a) If the Board or a committee thereof has reasonable cause to believe a director, officer or other key person has failed to disclose an actual or possible conflict of interest or interest in a related party transaction, it shall inform such person of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose.

(b) If, after hearing such person's response and after making further investigation, as warranted by circumstances, the Board or committee determines such person has failed to disclose an actual or possible conflict of interest or an interest in a related party transaction, it shall take appropriate disciplinary and corrective action.

### ARTICLE IV

#### Records of Proceedings

The minutes of the meetings of the Board and all committees with powers delegated by the Board to conduct proceedings pursuant to this Policy shall contain:

(a) the names of any interested persons (whether such person or persons disclosed the relevant interest(s) or were otherwise found to have such interests);

- (b) the nature of such interest(s);
- (c) with respect to any financial interest, (i) any action taken to determine whether a conflict of interest was present, and (ii) the Board's or committee's decision as to whether a conflict of interest in fact existed;
- (d) the names of the persons who were present for discussions and votes relating to the transaction or arrangement;
- (e) the content of the discussion, including (i) any alternatives to the proposed transaction or arrangement and (ii) the Board's or committee's determination, if any, that such transaction is fair, reasonable and in the Organization's best interests; and
- (f) a record of any votes taken in connection with such proceedings.

## ARTICLE V

### Compensation

A voting member of the Board or of any committee dealing with compensation matters who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to his or her compensation; provided, however, that no such person shall be prohibited from providing information to the Board or any committee regarding compensation.

## ARTICLE VI

### Annual Statements

Each director and officer of the Organization shall annually sign and deliver to the Secretary of the Organization a statement that affirms the person:

- (a) has received a copy of this Policy;
- (b) has read and understands this Policy;
- (c) has agreed to comply with this Policy; and
- (d) understands that the Organization is charitable and in order to maintain its Federal tax exemption it must engage primarily in activities which accomplish one or more of its charitable or educational purposes.

Such disclosure may be made at the same time and in the same instrument as any annual disclosure required pursuant to Section 3.03 hereof.

## ARTICLE VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board shall ensure that periodic reviews are conducted. The periodic reviews shall, at a minimum, include the following subjects:


(a) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining; and


(b) whether partnerships, joint ventures and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable or educational purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

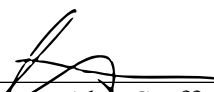
In connection with such periodic reviews, the Organization may, but need not, use outside advisors or experts or delegate such reviewing activity to a committee of the Board; provided, however, that the use of outside experts or advisors or a committee shall not relieve the Board of its responsibility to ensure that periodic reviews are conducted.

IN WITNESS WHEREOF, the foregoing document is a true and accurate copy of the Conflict of Interest Policy duly adopted by the Board of Directors on the 31st day of July, 2023.

*[Signature Page Follows]*

By:   
Name: Andreas Lazar  
Title: President

By:   
Name: Alex Guerrero, MD  
Title: Treasurer

By:   
Name: Alex Stoffan, MD  
Title: Secretary