

AMERICAN CANCER SOCIETY, INC. AND ITS AFFILIATED ENTITIES

CONFLICT OF INTEREST POLICY

(as of November 6, 2019)

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CONFLICT O

Executive Officer serves as a director, officer, or Key Person, or (iii) any entity in which the Chief Executive Officer has an ownership or benefit interest, has a Financial Interest.

D. Financial Interest:

A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership

partnership or professional corporation, a direct or indirect ownership in excess of 5% .

I. Related Party Transaction:

A “Related Party Transaction” is any transaction, agreement or any other arrangement in which a Related Party has a Financial Interest and in which the Society is a participant. A transaction shall not be a Related Party Transaction if: (i) the Related Party’s Financial Interest is de minimis; (ii) the transaction is in the ordinary course of business, not typically subject to review, and on terms available to others; or (iii) the transaction benefits a Related Party solely as a member of a class of beneficiaries intended to benefit from the corporation’s mission, and the benefit is available to all similarly situated class members on the same terms.

J. Relative:

A “Relative” includes spouses, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren and great-grandchildren.

K. Society Counsel:

Society Counsel shall mean the Chief Legal and Risk Officer or his or her designees.

L. Tobacco Company:

“Tobacco Company” means any company that manufactures tobacco products and is commonly considered to be part of the tobacco industry, including subsidiaries and parent companies, and companies under common control with such company, as well as philanthropic foundations and other organizati

II. Duty of Loyalty to the Society Avoiding Abuses of Position and Conflicts of Interest

The Society is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is critical both for its continued financial stability and for public support. The Society is subject to scrutiny by, and is held accountable to, governmental and regulatory authorities as well as the general public.

Consequently, there exists between the Society and its associates a fiduciary duty which carries with it a duty of loyalty. Associates have the responsibility of administering the affairs of the Society honestly and prudently and of exercising their best care, skill, and judgment for the sole benefit of the Society. Moreover, because of the Society's status as a public charity, every associate has an affirmative duty to act as a steward of the funds entrusted to the Society by its contributors.

Associates shall use the resources, property, and funds under their control judiciously and in the best interest of the Society. Associates shall exercise good faith in all transactions, and they shall not use Society assets or resources, their positions with the Society, or knowledge gained as a result of their positions for their personal benefit or for the private pecuniary benefit of any other person or organization. The interests of the Society must be the first priority in all decisions and actions associates undertake in connection with the Society.

No associate shall accept, solicit, or agree to accept, without the prior approval of his or her supervisor or Society Counsel, any Gift from which it might be reasonably inferred that such Gift was given or offered for the purpose of influencing the

marketing,
research services, information technology, mana

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associate believes that he or she may have a conflict of interest with the Society, he or she should assume that a conflict does exist and act accordingly. Any questions about potential conflicts should be directed to Society Counsel. *Any potential conflict of i*

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requests *prior to* the commencement of any deliberations or voting.

In the case of a proposed transaction involving a

