



**Atlas Corps**

## **Conflict of Interest Policy**

*(as stated in Atlas Corps Bylaws)*

### Section 7.08 *Conflicts of Interest.*

A. *Definition of Conflict of Interest.* A conflict of interest will be deemed to exist when, in the judgment of the Board, an individual is in the position to approve or influence corporate policies or actions which could ultimately benefit financially: (i) the individual, (ii) any family member (spouse, parents, children, brothers or sisters, and their spouses), or (iii) any organization in which the individual or an immediate family member is a director, trustee, member, partner or has an ownership interest of greater than ten percent. Service by the individual as director, trustee, member, or partner of a business that is a member of the Corporation, in and of itself, does not constitute a conflict of interest.

B. *Disclosure of Conflicts of Interest.* A director or officer shall disclose a conflict of interest: (i) prior to voting on or otherwise discharging his or her duties with respect to any matter involving the conflict which comes before the Board or any committee, (ii) prior to entering into any transaction involving the conflict, (iii) as soon as possible after the director or officer learns of the conflict, and (iv) on the annual conflict of interest disclosure form. The Secretary of the Corporation shall distribute annually to all directors and officers a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any transaction with the Corporation and whether the process for approval as set forth in this Article was used.

C. *Approval of Transactions Involving Potential Conflicts of Interest.* A director or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Corporation the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any transaction with the Corporation. Every effort should be made to disclose any such contract or transaction and have such contract or transaction approved by the Board.

Following receipt of information concerning a transaction involving a potential conflict of interest, the Board will consider the material facts concerning the proposed transaction, including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services that the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation. The Board may set conditions as a part of the approval of contracts or transactions.

D. *Validity of Actions.* No transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such director(s) or officer(s) are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or that his, her or their votes are counted for such purpose, if the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board, and the Board authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested director(s) or officer(s). Common or interested director(s) may be counted in determining the presence of a quorum at a meeting of the Board that authorizes such contract or transaction. At the time of the decision concerning the authorization of such transaction, the interested director(s) or officer(s) may not be present at the meeting.

E. *Employee Conflicts of Interest.* An employee of the Corporation with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his or her supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the corporate decisions which are the subject of the conflict will be determined. The Chair shall be responsible for determining the proper way for the Corporation to handle corporate decisions that involve unresolved employee conflicts of interest. When making such determinations, the Chair may consult with legal counsel.

The Chair shall report to the Board at least annually concerning employee conflicts of interest that have been disclosed and contracts and transactions involving employee conflicts of interest which the Chair has approved.