

Attachment H  
METAvivor Research and Support, Inc.  
EIN 37-1578088  
Part V, 5a

**5a. Conflict of Interest Policy.** Although METAvivor Research and Support, Inc. does not compensate officers, directors, trustees, employees or independent contractors, the Board determined it would be appropriate to establish a Conflict of Interest Policy for non-compensatory matters. The Conflict of Interest Policy bellow was adopted by unanimous resolution of the Board. A Conflict of Interest Statement has been signed by all relevant persons. At present that constitutes the five members of the Board as identified in this application.

**METAVIVOR RESEARCH AND SUPPORT, INC.  
CONFLICT-OF-INTEREST POLICY**

I. Members of the Board of Directors of METAvivor Research and Support Inc. shall conduct their business, investment, and personal affairs in such manner as to avoid any conflict with their duties and responsibilities to METAvivor. This Conflict-of-Interest Policy ("Policy") shall apply to any transaction or arrangement with an "interested person." An "interested person" is (i) a director or officer of METAvivor or any member of a committee of METAvivor with Board-delegated powers, (ii) any person in a position to exercise substantial influence over METAvivor's affairs, or (iii) a family member of an individual described in (i) or (ii). This Policy shall also apply to any transaction or arrangement with any entity in which an interested person has (i) an ownership or investment interest, (ii) an employment relationship or other compensation arrangement, (iii) a potential ownership or investment interest or compensation arrangement or (iv) a common directorship or trusteeship.

II. It shall be the policy of METAvivor that:

A. The Board of Directors shall require each interested person to disclose any financial interest in, or role in the governance of, any other corporation, firm, association, or other entity contracting or engaging in any other transaction with METAvivor.

B. As soon as is practicable after determining that a potential conflict of interest exists, the Board of Directors shall first deliberate the matter after the potentially interested person supplies such information as the Board of Directors shall request, recuses himself or herself, and leaves the meeting, and then the Board of Directors shall decide if a conflict of interest exists.

1. In the case of all compensation arrangements and all other arrangements where the Board of Directors determines that there is a conflict, the Board of Directors shall:

a. Require that the interested person leave the meeting during the discussion of, and the vote on, the transaction or arrangement that may create the conflict of interest; and

b. Enter into the transaction only if the Board of Directors determines, by a majority vote of the non-interested directors then in office, that the transaction or arrangement is in METAvivor's best interests and for its own benefit; is fair and reasonable to METAvivor; and, after exercising due diligence, determines that METAvivor cannot obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances.

C. The minutes of the Board of Directors meetings and the meetings of any committee with Board-delegated powers shall include:

1. The name of each person who discloses an interest, the nature of that interest, and whether the Board of Directors has determined that there is a conflict of interest;

2. Copies of all documents describing the other alternatives to the proposed transaction, comparable salaries, and any other due diligence appropriate to the transaction; and

3. The names of the persons who were present for discussions and votes relating to the transaction or arrangement and the content of those discussions, including any alternatives to the proposed transaction or arrangement, and a record of the vote.

D. The Board of Directors shall ensure that this Policy is distributed to all interested persons as defined in Part [1]. Each such person shall sign an annual statement, in the form attached hereto, that the person:

1. Received a copy of the Policy;

2. Has read and understands the Policy;

3. Agrees to comply with the Policy;

4. Understands that the Policy applies to all committees and subcommittees having Board-delegated powers; and

5. Understands that METAvivor is a charitable organization and that in order to maintain its tax-exempt status, it must exclusively engage in activities which are directed towards the accomplishment of one or more of its tax-exempt purposes.