



SUSAN G. KOMEN®

Policy Name: Conflict of Interest Policy and Disclosure	
Approval Date: 04/02/2026	Effective Date: 04/02/2026
Reviewed By: Name(s) Andrea Gregg, Deputy General Counsel	Last Reviewed Date: 04/02/2026
Approved By: Name(s) Audit Committee	

I. Purpose

The purpose of this Conflict of Interest policy is to protect Susan G. Komen's ("Komen") interest and its tax-exempt status when it is contemplating entering into a transaction or arrangement that might benefit the personal interest of one of its officers, directors, advisory and committee members, employees, or volunteers (individually and collectively "Individual") or might result in a possible excess benefit transaction.

A conflict of interest exists when an Individual's private interest, activity or relationship is contrary to the organization's interest and/or impedes, potentially impedes, or appears to impede on his or her ability to objectively and effectively act in the best interests of the organization.

Disclosing a potential conflict of interest gives Komen a written record of outside business or personal interests that may pose a potential conflict with its own interests. This record helps to ensure that decisions are made in an objective and informed manner, and that those involved in decision making are aware that another individual's interests may be affected. By disclosing a potential or actual conflict, Individuals are helping to ensure that the organization's decision-making process is above reproach, and that decisions are made in an objective manner, consistent with Komen's commitment to fiscal responsibility, mission, and values. Conflicts of interest themselves are usually not a problem and can be resolved, as long as they are properly disclosed in a timely manner.

II. Definitions

As an organization described in Internal Revenue Code Section 501(c)(3), Komen is subject to Code Section 4958 with respect to excess benefit transactions involving Disqualified Persons. The following definitions apply to this Policy:

"Disqualified Person" means:

- A. any Individual who currently serves, or has served within the prior five (5) years, as (i) a voting member of the Board of Directors of Komen or any Affiliate; (ii) an officer of Komen or any Affiliate; or (iii) any other person who exercises the powers of directors or officers over the

affairs of Komen or any Affiliate;

- B. any person, other than a director or officer, whether or not an employee of Komen, who (i) has responsibilities, or exercises powers or influence over Komen as a whole similar to the responsibilities, powers, or influence of directors and officers; (ii) manages Komen or a segment of Komen that represents a substantial portion (ten percent (10%) or more) of the activities, assets, income, or expenses of Komen; or (iii) alone or with others controls or determines a substantial portion (ten percent (10%) or more) of Komen's capital expenditures or operating budget.
- C. Any Relative of those persons listed in (A) above. "Relative" means: spouse; domestic partner; ancestors; brothers and sisters (whether whole or half-blood); children (whether natural or adopted); grandchildren; great-grandchildren; and spouses or domestic partners of brothers, sisters, children, grandchildren, and great-grandchildren.
- D. Any entity in which an Individual listed in (A), (B), or (C) has a Controlling Interest. "Controlling Interest" means: (i) for corporations: ownership (directly or indirectly) of more than 35% of the combined voting power; (ii) for partnerships or personal service corporations: ownership (directly or indirectly) of more than 5% of the profits interest; and (iii) for trusts or estates: ownership (directly or indirectly) of more than 35% of the beneficial interest.

"Affiliate" means any entity controlled by, or in control of, Komen.

"Financial Interest" means any direct or indirect interest arising from compensation, ownership, investment, or board or officer positions held by an Individual or the Individual's Relative in any entity that has or proposes to have a transaction or arrangement with Komen.

III. Policy

Every Individual shall avoid any conflict between his/her personal, professional, or business interests and Komen's interests in all actions taken on behalf of Komen. Each Individual shall place the best interest of Komen foremost in any dealings relating to Komen and shall not use his or her relationship with Komen in any way that will inure to his or her personal benefit. Each Individual shall at all times act with decorum, honesty, and integrity and in accordance with the highest ethical standards. No Individual shall, either directly or indirectly, engage in any outside business, financial or professional transaction or other activity that conflicts with Komen's interests. This includes, but is not limited to, use of confidential information in ways that conflict with Komen's interests or could lead to, or appear to lead to, personal or institutional gain or advantage.

Charitable Program Exception

A conflict of interest does not arise when a Disqualified Person receives a benefit from Komen's charitable programs, provided the benefit is (i) available to all eligible participants in the same program on the same terms, and (ii) not provided on the basis of the Individual's position with Komen.

Additional Employment

Any employment outside of Komen may constitute a conflict of interest requiring disclosure. Employees must submit their current or future outside employment for review through the disclosure process outlined herein. If simultaneous employment is deemed to be in conflict, Komen retains the right to request the employee to cease the other employment or resign.

Conflicting Organizations

Without prior disclosure or consent, employees are prohibited from owning, managing, operating, controlling, being employed by, advising, or assisting any organization which is engaged in providing funds or providing goods or services or activities that are competitive with any goods or services or activities offered by Komen. All Individuals shall submit a disclosure of their role with any potentially conflicting organization.

Board Service

No Individual shall accept an advisory position with another organization to serve on a board or committee if that service would present a conflict of interest.

Business Transaction

No Individual (or any person or entity with whom such Individual has a Financial Interest or a Relative relationship, each as defined in this Policy) shall have a direct or indirect financial interest in, or receive compensation as a result of, transactions with an individual or organization if the Individual knows or reasonably should know that the individual or organization (1) provides Komen services, supplies, materials or property; (2) receives products or materials from Komen; or (3) has any other contractual relations or business dealings with Komen. An exception may be made with full disclosure and prior approval as provided herein. The financial interests set forth above do not include interests in corporations listed on a national stock exchange or traded over the counter, provided that the financial interest is one percent (1%) or less of that corporation's outstanding shares.

The terms financial interest, financial transaction, or business transaction used in this policy shall not be construed to include a charitable contribution or a charitable pledge to Komen, or a split-interest gift arrangements such as a gift annuity, charitable remainder trust or charitable lead trust. Only the law or, as provided herein, the Board of Directors, may override the provision of this policy. This policy shall not be construed to limit any conflict of interest provision (whether or not it is explicitly designated as such) in the Bylaws of Komen.

Gifts

No Individual shall solicit, accept, or furnish business-related gifts, favors, payments, hospitality, or other thing of value from anyone that might influence his or her decision-making or actions affecting Komen. This does not extend to gifts or entertainment of a "de minimis" nature provided on a customary basis. "De minimis," for purposes of this policy, means gifts with a value of less than \$200.00 within a year. Further, no Individual shall offer or accept any bribes, kickbacks, or illegal payments or gifts of cash or cash equivalent. Misunderstandings can usually be avoided by taking actions that clearly demonstrate that we conduct

business on an ethical basis and will not seek or grant special considerations.

Relative and Personal Relationships

A Relative or intimate personal relationship among Individuals can create an actual or at least a potential conflict of interest, especially where one Relative supervises another Relative or one partner of an intimate relationship supervises the other partner of an intimate relationship. To avoid a potential conflict of interest, Komen may refuse to hire or place a Relative or intimate partner in a position where the potential for favoritism or conflict of interest exists. If a potential conflict arises based on the relationships of the Individuals, the parties may be separated by reassignment or discharged from their position, at the discretion of Komen. All Individuals must disclose all Relative and intimate personal relationships to determine if a conflict exists.

IV. Procedure

Disclosure and Review

All potential conflicts of interest shall be disclosed at the earliest possible time as well as annually to Komen's Board of Directors, Audit Committee or their designee (which shall document the conflict in the minutes), currently the General Counsel's office at legaldepartment@komen.org. If any Individual (or any person or entity with whom such Individual has a Financial Interest or a Relative relationship), has or is about to assume any direct or indirect financial interest in, or relationship to, any individual or organization that proposes to enter into a transaction with Komen, such Individual shall provide prompt written notice of such interest or relationship. If the Individual is unsure if the activity rises to the level of a conflict of interest or if the Individual belatedly becomes aware of a conflict of interest, the Individual still needs to disclose it so that a proper evaluation can be made.

Disclosures will be reviewed at least quarterly by the Board of Directors, Audit Committee, or their designee, and a determination will be made as to whether the activity or relationship conflicts with Komen's interests. Komen reserves the right to take whatever action is necessary to resolve the conflict. If a conflict or potential conflict exists, the affected Individual shall abstain from voting or acting upon the pertinent item, withdraw from the meeting, refrain from representing Komen in the transaction, and abstain from participating in or informally influencing the decision-making process, except to provide information upon request or unless otherwise authorized by the Board of Directors, Audit Committee, or their designee. All recusals shall be documented in the minutes or other corporate records, identifying the Individual, the nature of the conflict, and the Individual's withdrawal from deliberations and voting.

Disqualified Person List

A list of Individuals and organizations identified as Disqualified Persons through the annual disclosure process shall be assembled and provided to employees or other Individuals who have authority to sign contracts, enter into transactions, or sign checks on behalf of Komen. Such Individuals shall be responsible for reviewing the Disqualified Person List before entering into a transaction or signing a check

to confirm whether it involves a potential Disqualified Person transaction.

Compensation Decisions

A compensation decision for a Disqualified Person is a Conflict of Interest for the Individual whose compensation is being considered. The Board of Directors or a committee comprised solely of independent directors shall have the authority to review and approve compensation for Disqualified Persons in accordance with this Policy.

The Disqualified Person shall not participate in the deliberations or voting on any matter relating to compensation such Individual receives in any context (except expense reimbursement). Such Individual may provide information to the Board of Directors or committee reviewing the compensation decision. All compensation for Disqualified Persons shall be measured against an appropriate recognized survey or surveys for compensation of corresponding rank, position, and/or specialty in the same or a comparable geographic area. There shall be sufficient and adequate documentation to support the reasonableness and appropriateness of all compensation decisions. All deliberations regarding compensation of a Disqualified Person shall be documented in the minutes of the Board of Directors or committee.

Violations

The penalties for violation of this policy may include but are not limited to criminal prosecution and civil liability. Employees who violate this policy may be subject to disciplinary action up to and including termination. Board members and advisory committee members who violate this policy may be subject to removal.

Acknowledgment

By executing this policy the Individual agrees, to the best of their knowledge, that:

1. Neither Individual nor any person with whom they have a Relative or business relationship has any interest in or has taken any action that would contravene this Policy.
2. Individual will keep Komen's confidential information confidential. Individual will not use Komen's information in any way that conflicts with the interests of Komen or could lead to, or appear to lead to, personal or institutional gain or advantage.
3. Individual has not solicited or accepted any bribe or prohibited item, including gifts valued over \$200 USD, and has not accepted any gifts that will affect the Individual's decision-making with respect to a particular business or potential business partner.
4. Neither Individual nor any person or entity with whom Individual has a Relative or business relationship has a direct or indirect financial interest in, or has received compensation resulting from, any transaction with any individual or organization related to Komen.
5. Neither Individual nor any person or entity with whom Individual has a Relative, or business relationship has a direct or indirect financial interest in or relationship to any

- individual or organization that proposes to enter a transaction with Komen.
6. If Individual finds that Individual or any person or entity with whom Individual has a Relative or business relationship has a direct or indirect financial interest in or relationship to any individual or organization that proposes to enter into a transaction with Komen, Individual will make full disclosure of such interest before any discussion or negotiation of such transaction and shall not be present for any discussion or vote, or exert any personal influence or take any other action in connection with the matter, except to provide factual information upon request.
 7. Individual understands that if they do not make full disclosure of such interest or if they violate this Policy, Komen reserves the right to impose disciplinary action as it sees fit, including termination as well as further legal action and remedies.

By electronically signing, I acknowledge that I have read, understood, and accepted the Conflict of Interest Policy and have disclosed any and all potential conflicts as outlined.

Revision No	Dates of Changes	Responsible Parties	Summary of Change(s)
2.0	March 2026	Prepared by Office of General Counsel and Approved by Audit Committee	Aligned definitions with IRS Code Section 4958 Added compensation review process for Disqualified Persons Added Disqualified Person screening requirement Added recusal documentation requirement Added charitable program exception
1.0	March 2022	Prepared by Office of General Counsel and Approved by Audit Committee	Updated in form