



Conflict of Interest Policy

CORPORATE GOVERNANCE

SPIRIT OF AMERICA WORLDWIDE CONFLICT OF INTEREST POLICY

1 PURPOSE AND SCOPE

- 1.1 Purpose. This Conflict of Interest Policy is designed to help directors, officers, and key employees of Spirit of America Worldwide (the "Corporation") identify situations that present potential conflicts of interest and to provide the Corporation with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in the Corporation's operations.
- 1.2 Scope. This Policy applies to all directors, officers, and key employees of the Corporation (collectively, "Covered Persons"). This Policy implements Sections 8.1 and 8.2 of the Corporation's Bylaws and is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2 DEFINITIONS

- 2.1 Conflict of Interest. A conflict of interest exists when a Covered Person has a direct or indirect financial or personal interest that conflicts or may conflict with the interests of the Corporation. A conflict of interest may be actual, potential, or apparent.
- 2.2 Covered Persons. All directors, officers, and key employees of the Corporation.
- 2.3 Family Members. Spouse, domestic partner, parent, child, sibling, or any relative residing in the same household as the Covered Person.
- 2.4 Financial Interest. Any direct or indirect financial interest, however small, including but not limited to compensation, ownership interests, investment interests, debt instruments, or material business relationships.
- 2.5 Interested Person. Any person who has a direct or indirect material financial interest, as defined in Section 2.4, in a transaction or arrangement with the Corporation.
- 2.6 Key Employees. Those employees designated as such by the Chief Executive Officer based on their authority to make decisions that could create conflicts of interest or their access to confidential information.
- 2.7 Material Financial Interest. A financial interest of more than nominal value that might reasonably be expected to impair objectivity and independence of judgment with respect to transactions involving the Corporation.

3 EXAMPLES OF CONFLICTS OF INTEREST

3.1 Transactional Conflicts. Examples include:

- (a) A director or officer who owns or has a material financial interest in an entity that seeks to enter into a contract with the Corporation;
- (b) A director or officer who serves as a director, officer, or trustee of another organization that proposes to engage in a transaction with the Corporation;
- (c) A director or officer who personally, or through a family member, seeks to provide goods or services to the Corporation;
- (d) A director or officer who has a personal or family relationship with a vendor, contractor, or grantee of the Corporation.

3.2 Ongoing Conflicts. Examples include:

- (a) Outside employment that interferes with duties to the Corporation or creates competing loyalties;
- (b) Service on the board of directors of organizations whose interests may conflict with those of the Corporation;
- (c) Acceptance of gifts, gratuities, or favors from vendors, contractors, or others doing business with the Corporation;
- (d) Use of corporate property, information, or position for personal gain;
- (e) Financial investment in organizations that compete with or do business with the Corporation.

4 ANNUAL DISCLOSURE PROCEDURES

4.1 Annual Statement Requirement. Each Covered Person shall annually complete and sign the Corporation's Conflict of Interest Statement on a form prescribed by the Board of Directors. The annual statement shall be completed no later than thirty (30) days after the beginning of each fiscal year or within thirty (30) days of becoming a Covered Person.

4.2 Statement Contents. The annual statement shall require disclosure of:

- (a) Any actual or potential conflicts of interest;
- (b) Updates to any previously disclosed conflicts;
- (c) Notification of any conflicts that have ended since the previous disclosure;
- (d) New conflicts that have arisen since the previous disclosure, categorized as either Family Member conflicts or Financial/Business Matter conflicts;
- (e) Acknowledgment of receipt and review of this Policy;
- (f) Confirmation of understanding of this Policy's requirements;
- (g) Agreement to comply with all provisions of this Policy;
- (h) Certification of the accuracy and completeness of all disclosures made.

4.3 Distribution and Collection. The Chief Legal Officer or other designated officer shall distribute the annual conflict of interest statement forms to all Covered Persons and ensure timely completion and return.

5 DUTY TO DISCLOSE

5.1 Ongoing Obligation. In addition to annual disclosures, Covered Persons have a continuing duty to disclose potential conflicts of interest as they arise throughout the year.

- 5.2 Timing. Covered Persons shall disclose potential conflicts promptly upon becoming aware of them and in advance of any board or committee action that might be affected by the conflict.
- 5.3 Method of Disclosure. Disclosures may be made orally during a meeting or in writing to the Board Chair, Chief Executive Officer, or Chief Legal Officer. All oral disclosures shall be documented in the minutes of the relevant meeting.

6 BOARD REVIEW AND DETERMINATION PROCEDURES

- 6.1 Review Authority. The Board of Directors or a committee designated by the Board shall review all conflict of interest statements and other disclosures to determine whether disclosed relationships or interests constitute conflicts requiring management.
- 6.2 Review Process. The reviewing body shall:
- (a) Evaluate whether the disclosed interest constitutes a conflict of interest;
 - (b) Determine the appropriate method for managing any identified conflict;
 - (c) Request additional information as necessary;
 - (d) Document all determinations in the corporate records.
- 6.3 Materiality Determination. In determining whether a conflict exists, the reviewing body shall consider:
- (a) The nature and significance of the Covered Person's interest;
 - (b) The actual or potential harm to the Corporation's interests;
 - (c) The availability of alternative arrangements;
 - (d) The overall context and circumstances involved.

7 PROCEDURES FOR ADDRESSING CONFLICTS

- 7.1 Recusal Requirements. Any Covered Person with a conflict of interest shall:
- (a) Not participate in board or committee discussions of matters affecting the conflicted interest, except to provide factual information when specifically requested;
 - (b) Not be present during voting on the matter;
 - (c) Not attempt to influence the decision through private communications with other board members or officers.
- 7.2 Decision-Making Process. When addressing matters involving conflicts of interest:
- (a) The conflicted person shall disclose all material facts regarding the interest;
 - (b) The conflicted person shall withdraw from the room during discussion and voting;
 - (c) The remaining board or committee members shall discuss the matter and vote without the conflicted person present;
 - (d) The decision shall be made by a majority of the disinterested directors or committee members present.

8 PROCEDURES FOR CONTRACTS WITH INTERESTED PERSONS

- 8.1 Disclosure Requirement. Before the Corporation enters into any contract or transaction with an Interested Person, the material facts regarding the person's financial interest must be fully disclosed to the Board or committee considering the transaction.

8.2 Investigation of Alternatives. Before authorizing or approving any transaction with an Interested Person, the Board or committee shall consider and in good faith decide after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances.

8.3 Authorization Requirements. Such contracts or transactions may only be authorized by a majority of the disinterested directors or committee members present at a meeting at which a quorum is present.

9 DOCUMENTATION REQUIREMENTS

9.1 Meeting Minutes. All conflict determinations, recusal actions, and voting procedures related to conflicted matters shall be contemporaneously documented in the minutes of the relevant meeting, including:

- (a) The name of the conflicted person;
- (b) The nature of the conflict;
- (c) The action taken to address the conflict;
- (d) The persons who were present for discussions and voting;

9.2 Record Retention. All conflict-of-interest statements, disclosures, and related documentation shall be retained in the Corporation's records for a minimum of seven (7) years.

10 VIOLATIONS OF POLICY

10.1 Consequences. Failure to comply with this Policy may result in:

- (a) A request that the Covered Person resign from their position;
- (b) Removal from office or employment in accordance with applicable bylaws and employment agreements;
- (c) Other disciplinary action as deemed appropriate by the Board.

10.2 Investigation. The Board may investigate any suspected violations of this Policy and may retain independent legal counsel or other professional advisors as necessary.

11 CONFIDENTIALITY

All information disclosed in conflict of interest statements and related discussions shall be kept confidential except as necessary for the Board to fulfill its governance responsibilities or as required by law.

12 REVIEW OF POLICY

This Policy shall be reviewed annually by the Board of Directors and updated as necessary to ensure compliance with applicable law and effectiveness in achieving the Policy's purposes.

13 DISTRIBUTION AND ACKNOWLEDGMENT

13.1 Distribution. This Policy shall be distributed to all Covered Persons upon adoption and annually thereafter, and to new Covered Persons upon assuming their positions.

13.2 Acknowledgment. Each Covered Person shall acknowledge in writing that they have received, read, understood, and agree to comply with this Policy.

Adopted by the Board of Directors on November 18, 2025.