CONFLICT OF INTEREST POLICY OF ITRUSST INC.

Adopted by the Board of Directors on 24 July 2026.
This Policy implements Article 8 of the Bylaws.

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1. PURPOSE AND SCOPE

ITRUSST develops guidelines, standards, and recommendations that the field relies on to be independent and free from undue influence. This Policy sets out how the Organization identifies and manages conflicts of interest so that its decisions and its published work serve the public interest and its exempt purposes under Section 501(c)(3) of the Internal Revenue Code. It supplements, and does not replace, the Bylaws and applicable law. Where this Policy and the Bylaws differ, the Bylaws control.

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2. WHO THIS POLICY APPLIES TO

This Policy applies to each Covered Person as defined in Article 8 of the Bylaws: Directors, Officers, Working Group Chairs and Contributors, and members of advisory bodies such as the Clinical Board.

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3. INTERESTS THAT MUST BE DISCLOSED

A Covered Person shall disclose any interest that could affect, or could reasonably appear to affect, their judgment on a matter before the Board or a Working Group. This includes:

a) Financial interests, such as ownership, employment, compensation, consulting, board or advisory roles, grants, equity, holdings in a non-publicly-traded entity, or other business arrangements, in or with an entity that has or is seeking a transaction or arrangement with ITRUSST, or whose products or methods could be affected by ITRUSST's work.
b) Non-financial interests, such as a public position, prior commitment, intellectual property, or other stake in a particular approach that could affect impartiality.

An interest held by a Covered Person's immediate family, or by an entity the Covered Person controls or has a material financial interest in (a "related entity"), is treated as the Covered Person's own.

Disclosure is not required for ordinary hospitality of nominal value, for travel or expenses reimbursed or provided by a government, academic, or nonprofit body, for salary or research support from the Covered Person's own institution, for honoraria for lectures, teaching, or service to public or academic entities, or for income from widely held, diversified funds that the Covered Person does not control or manage. Where there is any doubt, a Covered Person should disclose.

4. DISCLOSURE

Each Covered Person completes and signs a disclosure statement on appointment and annually thereafter, maintained by the Secretary. A Covered Person updates their disclosure promptly when circumstances change, and in any event discloses a relevant interest before the Board or Working Group takes up the matter to which it relates.

5. WHEN A CONFLICT REQUIRES ACTION

Disclosure does not by itself require recusal. ITRUSST values the participation of people active in industry and clinical practice, and general involvement in the field is not a conflict. A conflict requires management only where the specific matter under consideration could materially benefit the Covered Person or a related entity, beyond its general effect on the field or on a class of similarly situated participants.

For a financial interest, that test is presumptively met where the interest exceeds USD 5,000, or the equivalent in another currency, in aggregate value from a single entity over the preceding twelve months; where it is any equity or ownership stake in a non-publicly-traded entity whose work the matter would affect; or where it is an intellectual property or royalty interest in a product or method the matter would affect. A smaller interest, or a non-financial one, may still call for management where the same test is met.

By way of illustration:

a) A Covered Person should recuse where a decision would approve a transaction, payment, or arrangement with an entity they are connected to, or where a proposed parameter, threshold, endorsement, or recommendation would predictably favor or disfavor a product or method in which they or a related entity hold a financial stake.
b) A Covered Person need not recuse merely because they work in the field, conduct research on the technology, take part in discussion of the underlying science, or because a recommendation affects the field broadly and evenly.

6. MANAGING A CONFLICT

The response is matched to the matter.

a) **Transactions and arrangements.** For a decision on a contract, payment, compensation, or similar arrangement, the conflicted Covered Person may present information and answer questions, then leaves the deliberation and does not vote. The matter is decided by a majority of the Directors who have no conflict. A Covered Person shall not take part in or vote on a decision concerning their own compensation or that of a related entity.

b) **Guidelines, standards, and recommendations.** For the substantive work of a Working Group, a conflicted Contributor may take part in the technical and evidentiary discussion, where their expertise is valuable, but recuses from drafting, formulating, and deciding the specific recommendation that gives rise to the conflict.

c) **Non-financial interests.** These are disclosed and managed through transparency and balanced participation rather than automatic recusal.

Where the appropriate level of participation is unclear, the Directors who have no conflict decide for governance matters, and the relevant Working Group Chair decides for Working Group matters. Where the person who would otherwise decide is themselves conflicted, the question is referred to the Board.

7. BALANCE OF INTERESTS IN WORKING GROUPS

A Working Group that produces a guideline, standard, or recommendation should not be dominated by any single commercial or institutional interest. The Chair of such a group should be free of a material conflict on the group’s core output. Where that is not practical, the Board shall appoint a co-chair who is free of such conflict and who leads the group on any matter on which the Chair has recused.

8. INDEPENDENCE FROM FUNDERS AND SPONSORS

Funding, sponsorship, or partnership does not entitle any party to influence the content of ITRUSST’s guidelines, standards, or recommendations. Sponsors and funders may be acknowledged and may take part as the Board permits, but editorial and scientific control rests with the Organization.

9. RECORDS

Disclosures, determinations of whether a conflict exists, recusals, and the basis for each are recorded in the minutes of the relevant Board or Working Group meeting.

10. PERIODIC REVIEW

The Board shall periodically review the Organization’s significant transactions and arrangements to confirm that they further its exempt purposes, that they do not result in private inurement or impermissible private benefit, and that any compensation is reasonable and reflects arm’s-length terms. The Board may rely on outside advisors in conducting this review.

11. FAILURE TO DISCLOSE

If the Board has reason to believe a Covered Person has failed to disclose a conflict, it shall raise the matter with them and give them an opportunity to respond. If the Board determines that a disclosure was required and not made, it shall take appropriate corrective action.