

DIKEMBE MUTOMBO FOUNDATION **CONFLICT OF INTEREST POLICY**

It is the policy of the Dikembe Mutombo Foundation (the “Foundation”) that every director, officer and employee of the Foundation shall promote the best interests of the Foundation, protect the Foundation’s reputation, and do nothing to materially prejudice the operation of the Foundation. This policy further requires that every director, officer and employee shall exercise his or her best efforts in discharging his or her duties honestly and fairly for the benefit of the Foundation.

Unless approved by the Board of Directors of the Foundation, no director, officer or employee of the Foundation shall have any position or interest which conflicts, or might reasonably appear to conflict, with the duties and responsibilities relating to his or her position with the Foundation. Every director, officer and employee of the Foundation shall disclose to the Foundation on the Annual Acknowledgement (Exhibit A) any events, actions, or circumstances which may constitute a conflict of interest under this policy. Every director, officer and employee of the Foundation shall consider situations which may create the appearance of a conflict of interest and cause public relations or other problems damaging to the Foundation.

The following list represents examples of situations covered by this policy; however, this list is not meant to be all inclusive:

1. Directors, officers and employees of the Foundation shall not serve as owners, directors, officers or employees of any entity which has entered into, or might reasonably be expected to enter into, a material transaction with the Foundation, unless previously approved by a majority of the disinterested members of the Board of Directors of the Foundation.
2. Directors, officers and employees of the Foundation shall not accept material gifts, personal favors, preferential treatment, loans, discounts, or guarantees of obligations from any entity which has entered into, or might reasonably be expected to enter into, a material transaction with the Foundation.
3. Directors, officers and employees of the Foundation shall not disclose any non-public information concerning the Foundation, except as may be required in the discharge of their duties for the Foundation.
4. Directors, officers and employees who plan to take a position (as a director, officer, employee, consultant or agent) with any entity which has entered into, or might reasonably be expected to enter into, a material transaction with the Foundation, shall report their intention to do so on the Annual Acknowledgement before they enter into the relationship.

Every director, officer and employee of the Foundation shall file the Annual Acknowledgement with the Executive Director of the Foundation, on an annual basis, or more frequently as the circumstances dictate.

Conflicts of interests may not always be clear-cut, so all directors, officers and employees of the Foundation shall report on the Annual Acknowledgement all transactions or relationships that reasonably could be expected to give rise to a conflict of interest, and such transactions or relationships will be reviewed by the Foundation's Executive Director.

EXHIBIT A
DIKEMBE MUTOMBO FOUNDATION
(the “Foundation”)
CONFLICT OF INTEREST POLICY
ANNUAL ACKNOWLEDGEMENT

I have reviewed the current (Rev. 10/18/13) Conflict of Interest Policy of the Foundation, and I hereby agree to comply with it.

With regard to the policy, except as noted below, I have not been a party to any event, action, or circumstance which would constitute a conflict of interest with my duties as director, officer or employee, as the case may be, of the Foundation.

Signature: _____

Date: _____

Title: _____