

Conflict of Interest Policy

1. Purpose of the Policy:

The purpose of the following policy is to give direction in recognizing and taking care of potential and real conflicts of interest involving members of TDC. In many occasions, conflicts of interest can be avoided simply by practicing wise judgment exercise. TDC depends on the sound judgment of its members to avoid conflict situations.

TDC acts with the highest levels of integrity. Members of TDC are required to conduct their relationships with each other, the organisation, and external associations with objectivity and honesty. The general guideline mainly highlights that TDC's members are committed to prevent and disclose ethical, legitimate, financial, or different conflicts of interest involving TDC, and expel themselves from a position of decision-making authority as for any conflict situation involving TDC. Gifts, Gratuities and Entertainment: Accepting gifts, entertainment or other favours from individuals or entities can likewise result in a conflict of interest when the side providing the gift happens to be under circumstances where it may be deduced that such activity was meant to affect or potentially would affect the interested individual in the accomplishment of his or her responsibilities. The document does not preclude the acceptance of items of supposedly insignificant value which are not related to any particular transaction or activity of TDC.

2. Identification and Management of Conflict Situations:

2.1 Basic Definitions

An "Interested Person" is any person serving as an officer, employee or member of the Board of Directors of TDC or a major donor to TDC or anyone else who is in a position of control over TDC who has a personal interest that is in conflict with the interests of TDC.

A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an interested person.

A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.

A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to TDC is not a Contract or Transaction.

2.2 Potential Relationships that Cause Conflicts of Interests

Different situations are considered to be of a higher potential to lead to situations of conflict of interest. Some occasions include:

1- Allegation of an apparent or actual conflict of interest could be raised causes that would include former employment, current employment or enrollment in a certain organization whose codes do not converge with the principles of TDC. Any possible causes of conflicts shall be discussed and eliminated at an early stage.

2- Financial relationships, or any other interactions that fall in the same context (investor, trustee, consultant, officer, board member, individuals in positions of influence...) that have a relatively high possibility of creating conflict of interest situations must be disclosed. The relationships not only include members of the organisation, but also family members and closely related individuals. As a whole, it includes all the personnel who might have an influence over the members of the organisation, and the organisation itself. Ambiguous situations require the considerations of an outsider to reach neutral conclusion on the side of transparency. The main point behind a full disclosure assists a better alleviation or avoidance of future misunderstandings.

3- Special types of connections between co-workers are possible reasons to create conflicts of interests. Any relation that could create impropriety or interference with the members' abilities that affect their responsibilities and duties should be promptly disclosed. The welfare of the network is a significant concern that shall be placed over any private interests and benefits of individuals.

2.3 Disclosure and Management of Conflict of Interest

Having a conflict of interest is not necessarily wrong. However, it can turn into an issue or a legal matter if a member tries to impact the result of business dealings for immediate or non-direct personal benefit. The reputation of TDC is hence dependent on high levels of transparency that offers the protection of the integrity and the reputation of the organisation. Prior to board's or committee's decision on a contract or transaction that might include a conflict of interest, a member having a situation of conflict of interest and who is in participation at the meeting should disclose all facts material to the conflict of interest. Such disclosure should be presented in the minutes of the meeting. If the board individuals know that members or other volunteers have a conflict of interest, relevant facts ought to be uncovered by the board member or by the interested individual him/herself if invited to the board meeting as a guest for purposes of disclosure.

A director or committee member who plans not to attend a meeting at which he or she has reason to trust that the board or committee will follow up on a matter in which the individual has a conflict of interest shall disclose to the head of the meeting all facts material to the

conflict of interest. The head should report the revelation at the meeting and the disclosure might be reflected in the minutes of the meeting.

An individual who has a conflict of interest shall not take an interest in or be allowed to hear the board's or committee's discussion of the matter but to reveal material actualities and to react to inquiries. Such individual might not attempt to apply his or her own personal influence with respect to the matter, either at or outside the meeting.

Interested Persons (people facing a situation that includes conflict of interest) who are not individuals of the Board of Advisors of TDC, or who have a conflict of interest concerning a contract or transaction that is not the subject of Board or committee action, should disclose to their superior, or the chair, or the chair's designee, any conflict of interest that such Interested

Person with respect to a contract or transaction. Such an exposure has to be made once the conflict of interest is intercepted by the Interested Person. The Interested Person should avoid any activity that might influence TDC's participation in such contract or transaction.

3. Donations and Other Payments

3.1 Director's Expenses, Fees and other charges

Members of the organisation are encouraged to attempt talking engagements, write articles, and take part in similar endeavours, such that the time spent does not meddle with the member's obligations towards the organisation.

When members participate in exercises as delegates of the organisation or as a representative of the organisation's supported board administration, director's charges, author's royalties, honorariums, and payments for distributed articles or talking engagements may not be tolerated and travel expenses and costs ought to be paid by the institution/organisation.