

EarthShare

Conflict of Interest Policy

No director, officer, employee, or important volunteer of EarthShare, shall engage in business transactions in which he or she has a material conflicting personal interest.

Any possible conflict of interest shall be disclosed to the Board of Directors (or its committee) through the Secretary of the Corporation by the person concerned prior to deliberation on a matter in question. When any such conflict of interest is relevant to a matter requiring action by the Board of Directors (or its committee), the interested person shall call it to the attention of the Board of Directors (or its committee). Although such person may participate in the information-gathering discussion about the matter, such person shall not participate in the final review of the matter and/or in the vote on the matter.

Moreover, the person having a conflict shall retire from the room in which the Board of Directors (or its committee) is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration.

However, that person shall provide the Board of Directors (or its committee) with any and all relevant information. The minutes of the meeting of the Board of Directors (or its committee) shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion and/or vote and that the interested person did not vote. When there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors (or its committee) excluding the person concerning whose situation the doubt has arisen.

A copy of this conflict of interest statement shall be given to each board and staff member who serves EarthShare, and any new board and staff members shall be advised of the policy upon undertaking the duties of such office.

Furthermore, each board and staff member shall annually file a written conflict of interest statement, in which such persons set forth any direct or indirect benefits that are being received or are likely to be received in the coming year as a result of any of EarthShare's agreements with any outside party; or that such person is not receiving and does not anticipate receiving in the coming year any benefits as a result of EarthShare's agreements with any outside party and has no personal material conflict of interest.

Passed by resolution of the Board of Directors, May 12, 1995