

CONFLICT OF INTEREST POLICY UNITARY AMERICA, INC.

Section 1.0 – Purpose

The purpose of this Conflict of Interest Policy is to protect the interests of Unitary America, Inc. (hereinafter referred to as “Unitary America”) when it is considering entering into a transaction or arrangement that might benefit the private interests of a director, officer, or key person. This policy is intended to comply with the **New York State Not-For-Profit Corporation Law Section 715-a** and to ensure that decisions are made solely in the best interest of Unitary America. This policy is vital for ensuring that Unitary America can conduct its activities to the greatest, fullest extent possible.

Section 2.0 – Definitions

a. “Interested Person”

Any director, officer, or key person who has a financial interest in a transaction or arrangement involving Unitary America.

b. “Financial Interest”

A person who has a financial interest if they, or a relative (including spouse, domestic partner, parent, child, sibling, in-law, or any other person sharing the same household:

- Has ownership or an investment interest in any entity with which Unitary America is considering doing business;
- Receives compensation or benefits from an entity involved in a transaction with Unitary America or
- Could reasonably be expected to benefit from Unitary America’s decisions

c. “Conflict of Interest”

A conflict exists when an Interested Person’s personal or financial interest may impair their objectivity or could reasonably be perceived as influencing their duties to Unitary America.

Section 3.0 – Duty To Disclose

Before Unitary America enters into any transaction involving a potential conflict, the Interested Person must disclose the nature of the conflict to the Board or relevant committee.

Section 4.0 – Recusal and Board Review

The Interested Person may not be present for or participate in discussions or votes regarding the matter, unless the Board specifically requests information from them. The Board, excluding conflicted individuals, shall determine whether a conflict exists and the nature of said conflict. If said conflict exists, the Board shall determine whether the

transaction is: Fair and reasonable, in Unitary America's best interest, and the most advantageous option available.

Section 5.0 – Annual Disclosure Requirement

Each director, officer, or key person must submit a signed Conflict of Interest Disclosure Statement annually (within the annual period of September to the following year's September, ex. September 2025 to September 2026), affirming that they have received and reading this Policy, agree to comply with it to the fullest extent, and have disclosed any actual or potential conflicts. Disciplinary measures may occur due to a failure to submit this Statement to Unitary America before the annual deadline.

Section 6.0 – Record-keeping

The minutes of any meeting involving a potential conflict shall include the name of the interested person or party, the nature of the conflict, any alternatives considered by the Board, and the final decision and voting record of those eligible to vote.

Section 7.0 – Policy Violations

If the Board believes an individual has failed to disclose a conflict, it shall provide the person an opportunity to explain. If a violation is confirmed, the Board may take the appropriate corrective or disciplinary action.

Section 8.0 – Policy Adoption

This Policy was adopted by resolution of the Board of Directors of Unitary America Inc on the 19th day of October, 2025.