



THE CHILDREN'S CANCER FOUNDATION, INC.

CONFLICT OF INTEREST POLICY STATEMENT AND PROCEDURES

The Board of Directors (the "Board") of The Children's Cancer Foundation, Incorporated ("CCF") acknowledge the importance of adopting a comprehensive policy for identifying and effectively handling potential Conflicts of Interest (defined below) that may arise between CCF, on the one hand, and Interested Persons (defined below), on the other hand. The adoption of a conflicts of interest policy is not only a prudent action to take generally to protect the interests of CCF, but is also an important measure to assure that the members of the Board act in accordance with their fiduciary duties under Maryland law, that rules applicable to tax-exempt organizations are not violated, and that members of the Board and officers are not subject to sanctions by the Internal Revenue Service for "excess benefit transactions," i.e. transactions where certain insiders are paid more than fair value for property and/or services.

1. General Policy. All Interested Persons shall exercise good faith in all transactions relating to their duties to CCF and shall not use their positions in any manner that is contrary to the best interests of CCF or to promote their own business interests or those of friends or business partners. Moreover, each Interested Person shall (i) promptly and fully disclose all known and potential Conflicts of Interest regarding a Transaction to the Board or committee thereof considering such matter, including any relevant facts known to such person regarding a potential Conflict of Interest, (ii) refrain from participating in, or acting on, the decision on any matter in which a Conflict of Interest, or even the appearance of such a Conflict, is present with respect to such Person, and (iii) remove himself or herself from any meeting or deliberations on the matter. Any doubts on the part of any Interested Person as to the existence of, or proper conduct in light of, any perceived Conflict of Interest should be directed to the Chair of the Board or the President of CCF, as appropriate under the circumstances.

2. Conflicts of Interest Disclosure Statements. Each director, principal officer or member of a Board committee of CCF shall submit an initial statement disclosing any potential or existing Conflict of Interest prior to starting his or her position(s) with CCF. All Interested Persons shall also submit an annual statement disclosing any potential or existing Conflicts of Interest. Such statements shall be submitted to the Board.

3. Procedure Upon Disclosure of a Potential Conflict of Interest. The Board or committee thereof to which an Interested Person discloses a potential Conflict of Interest shall thereupon determine, by majority vote, whether the disclosure demonstrates that a Conflict of Interest exists or can reasonably be construed to exist. If a Conflict of Interest is known or deemed to exist after disclosure, the Board or the committee reviewing the matter shall not approve any Transaction with a party where a Conflict of Interest is deemed to exist with such party unless it has determined that (i) entering into such Transaction with the party is in the best interests of CCF, (ii) the Transaction is fair and reasonable to CCF, and (iii) a more advantageous Transaction cannot be obtained under the circumstances. Additionally, any action required to avoid imposition of an excise tax under Internal Revenue Code Section 4958 shall be taken by the Board or committee considering such Transaction.

4. Compensation Arrangements. A compensation arrangement between CCF and an Interested Person in connection with the employment of such person by CCF shall be deemed a Transaction for purposes of this policy. Such compensation arrangements shall be reasonable, based on competent survey information, and the result of arms-length bargaining. A director or officer of the Board who receives compensation, directly or indirectly, from CCF for services is precluded from voting on matters pertaining to that person's compensation; provided, however, that such person is permitted to provide information to the Board or any committee regarding compensation. For purposes of this policy, compensation shall include all forms of income from working, including salary or wages; deferred compensation; retirement benefits, whether in the form of a qualified or non-qualified employee plans; fringe benefits; and bonuses.

5. Record Keeping. The Board or a committee thereof considering a matter in which a known or potential Conflict of Interest is involved shall maintain detailed minutes regarding the matter. Such minutes shall reflect the name of the Interested Person and any disclosure made, the vote on whether a Conflict of Interest is present, the names of the persons participating in any discussions and deliberations with regard to approving or rejecting the Transaction involving the Interested Person and the substance of such discussions and deliberations, adherence with the procedures described in paragraph 3 above, the abstention from voting and participation by the Interested Person, and that a quorum was present.

6. Corrective Action. In the event an Interested Person fails to comply with the letter and spirit of this Policy, the appropriate Board may take corrective action against such Person. In the event that a formal reprimand, or in an extreme case, the removal of such Person from his or her position(s), is proposed, such recommendation must be presented with supporting documentation. The Interested Person involved shall be given an opportunity to be heard prior to the Board's final decision on the matter.

7. Definitions.

a. A "Transaction" shall mean any contract, agreement, transaction or other type of financial arrangement (for example, and without limitation, employment relationships, the purchase or sale of goods, services or property, and investment or loan transactions).

b. A "Conflict of Interest" shall exist in the case of any Transaction between CCF, on the one hand, and: (i) an Interested Person; (ii) a member of the family of an Interested Person; or (iii) a corporation, partnership or trust in which a person described in (i) or (ii) above owns more than 35 percent of the voting power, profits interest or beneficial interest, as applicable. A "Conflict of Interest" also may exist in the case of a Transaction between CCF and a party with which an Interested Person has a direct or indirect family, social or business relationship or financial interest in such Transaction, and such situations should be disclosed in accordance with this Policy by the Interested Person if he or she has knowledge of the same. For purposes of this Policy, a person shall be deemed to have an "interest" in a Transaction if he or she is a director, trustee, officer, employee or agent of, or has a significant financial interest in, or an influential position with, the entity contracting or dealing with CCF (other than other affiliates or other entities owned, controlled, or managed by CCF).

c. An "Interested Person" is any person who: (i) currently is a director, principal officer, key employee or member of a committee of, or a substantial contributor to, CCF; or (ii) was a director, principal officer, key employee or member of a committee of, or a substantial contributor to, CCF within five years of the date of the subject Transaction.

Approval: CCF's Board has approved and adopted the foregoing Conflicts of Interest Policy Statement and Procedures as of March 8, 2016. Each person determined to be an Interested Person shall receive a copy of this policy.