

CONFLICT OF INTEREST POLICY

OF

TINY CAT ANIMAL RESCUE

(a Virginia nonstock corporation)

ARTICLE I

PURPOSE

1.01 The purpose of this conflict of interest policy (this “**Policy**”) is to protect the interests of Tiny Cat Animal Rescue (the “**Corporation**”) when it is contemplating entering into a transaction or arrangement that might materially benefit the private interest of a Director or Officer of the Corporation or might result in a possible “excess benefit transaction” as defined in the Internal Revenue Code of 1986, as amended.

1.02 The Corporation will not enter into any such transaction or arrangement unless it is determined by the Board of Directors of the Corporation (the “**Board**”) or a Board authorized committee (a “**Committee**”) in accordance with the procedures outlined in this Policy, to be fair, reasonable, and in the best interests of the Corporation at the time of such determination.

1.03 This Policy is intended to supplement but not to replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

ARTICLE II

CERTAIN DEFINITIONS

2.01 Compensation. “Compensation” means any direct and indirect remuneration, as well as gifts or favors that are not insubstantial. Compensation shall not include reimbursement for expenses reasonably incurred in connection with performance of activities that further the purpose(s) of the Corporation.

2.02 Director. A “Director” is any current individual member of the Corporation’s Board of Directors.

2.03 Interest. A person has an “Interest” in a transaction or arrangement if the person receives or may receive, directly or indirectly, through business, investment, family or otherwise, any financial benefit or any other material private benefit as a result of such transaction or arrangement. An Interest in a transaction or arrangement to which the Corporation is or may be a party will not necessarily result in a conflict of interest. Under Section 3.02, a person will be deemed to have a conflict of interest only if the Board or

Committee determines that a conflict of interest exists. A Director or Officer will be deemed to have an Interest in a transaction or arrangement if

(a) such person, or any of his or her Immediate Family, is a party to such transaction or arrangement;

(b) such person, or any of his or her Immediate Family, has a material ownership or investment interest in, or serves as a Director, Officer, manager or trustee of, any entity that is a party to the transaction or arrangement other than the Corporation); or

(c) such person, or any of his or her Immediate Family, has a compensation arrangement with any entity (other than the Corporation) or individual that is a party to the transaction or arrangement.

2.04 Immediate Family. The term “Immediate Family” means, with respect to any person, any child, stepchild, parent, stepparent, grandparent, sibling, spouse, child-in-law, parent-in-law or sibling-in-law thereof, and any other person (other than a tenant or employee) sharing a household therewith.

2.05 Interested Person. An “Interested Person” is any Director or Officer of the Corporation who has an Interest in a transaction or arrangement to which the Corporation is or may be a party.

2.06 Officer. An “Officer” is any person who serves as an officer of the Corporation.

ARTICLE III **PROCEDURES**

3.01 Duty to Disclose.

(a) If at any time a Director or Officer has or acquires an Interest in any transaction or arrangement to which the Corporation is or is considering becoming a party or with respect to which the Corporation is considering taking any other material action (such as the amendment or termination of an existing transaction or arrangement), such Interested Person must promptly disclose the existence and nature of his or her interest therein, together with all material facts related thereto, to the Board and, if applicable, to any Committee authorized to consider the transaction or arrangement.

(b) The Board or Committee will then follow the procedures in this Policy in determining whether a conflict of interest exists with respect to the transaction or arrangement and whether to approve the entry into or other proposed action with respect to such transaction or arrangement by the Corporation.

3.02 Determining Whether a Conflict of Interest Exists.

(a) After disclosure of the Interest and all material facts related thereto, and after any discussion with the Interested Person, the Board or Committee, excluding the Interested Person and outside of the presence of the Interested Person, shall determine if a conflict of interest exists.

(b) For the avoidance of doubt, the Interested Person shall not be present or participate or vote in the Board or Committee's discussion and determination of a whether conflict of interest exists. Individuals that receive compensation, directly or indirectly, from the Corporation for services may provide information or answer questions regarding compensation but may not participate in the deliberation or voting on matters relating to his or her own compensation.

(c) The remaining Board or Committee members present (even if less than a quorum) shall determine if a conflict of interest exists.

(d) A conflict of interest is present when, in the judgment of the Board or Committee, an Interested Person's Interest in a transaction or arrangement is such that it reduces the likelihood that the Interested Person will be able to be impartial and objective with respect to such transaction or arrangement and act solely in the best interests of the Corporation. For the avoidance of doubt, a Director who is an Interested Person may be counted in determining the presence of a quorum at any meeting of the Board or a Committee.

(e) Subject to the foregoing, a conflict of interest generally will not exist if:

(i) The transaction or the Interested Person's Interest in the transaction is de minimis;

(ii) The transaction constitutes a benefit provided to an Interested Person solely as a member of a class of the beneficiaries that the Corporation intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms; or

(iii) The transaction would not customarily be reviewed by the Board or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms.

3.03 Procedures for Addressing a Conflict of Interest.

(a) Any person who is determined to have a conflict of interest may make a presentation at the Board or Committee meeting at which the relevant transaction or arrangement is being considered, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the entry into or other

proposed action with respect to the transaction or arrangement involving the conflict of interest.

(b) The chairperson of the Board or Committee shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed action.

(c) The Board or Committee shall determine by a vote of at least eighty percent (80%) of the non-conflicted Directors present at the meeting (even if less than a quorum) whether the entry into or other proposed action with respect to the relevant transaction or arrangement is in the Corporation's best interest and for its own benefit, and whether it is fair and reasonable to the Corporation.

(i) Generally, the relevant transaction or arrangement involving the conflict of interest will be fair and reasonable to the corporation if:

(1) In instances where the contemplated transaction or arrangement pertains to compensation for services or the transfer of property or other economic benefit, the non-conflicted Directors of the Board or Committee, as appropriate, review appropriate Comparability Data to the extent possible, and determine the value of the compensation, property transferred, or other economic benefit provided by the Corporation does not exceed the value of the services, property, or other benefit received in exchange.

(2) In instances where the contemplated transaction or arrangement does not involve compensation or transfer of property or other economic benefit, the non-conflicted Directors of the Board or Committee, as appropriate, consider alternative transactions to the extent possible, prior to entering into such transaction, and determine the contemplated transaction or arrangement is the most beneficial to the Corporation.

(ii) "Comparability Data" includes, but is not limited to:

(1) for Compensation, (i) compensation levels paid by similarly situated organizations, both exempt and non-exempt, (ii) the availability of similar services within the same geographic area, (iii) current compensation surveys compiled by independent firms, and (iv) written offers from similar institutions competing for the same person's services; and

(2) for the transfer of real property, (i) current independent appraisals of the property and (ii) offers received in a competitive bidding process.

(d) In conformity with the above determination, the Board or Committee, by a vote of at least eighty percent (80%) of the non-conflicted Directors

present at the meeting (even if less than a quorum), shall make its decision as to whether to approve the entry into or other proposed action with respect to such transaction or arrangement by the Corporation.

(e) Notwithstanding anything to the contrary herein, in accordance with § 13.1-871(B) of the Virginia Nonstock Corporation Act (the “Act”), a transaction falling under § 13.1-871(A)(1) of the Act may not be authorized, approved, or ratified by the vote of a single Director.

3.04 Violations of the Conflict of Interest Policy.

(a) If the Board or Committee has reasonable cause to believe a Director or Officer has failed to disclose an Interest in any transaction or arrangement, it shall inform such person of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose.

(b) If, after hearing such person’s response and after making further investigation as warranted by the circumstances, the Board or Committee determines such person has failed to disclose an Interest in any transaction or arrangement, it shall take such disciplinary and corrective action as it deems appropriate.

ARTICLE IV RECORDS OF PROCEEDINGS

The minutes of the Board and all Committees considering a transaction or arrangement involving an actual or potential conflict of interest shall contain: (a) the names of the persons who disclosed or otherwise were found to have an Interest in the transaction or arrangement, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the Board’s or Committee’s decision as to whether a conflict of interest in fact existed, and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives that were investigated and discussed, and a record of any votes taken in connection with the proceedings.

ARTICLE V PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with its charitable, educational and scientific purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews may be conducted. The periodic reviews may, at a minimum, include consideration of: (a) whether the Corporation’s compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining and (b) whether the Corporation’s other transactions and arrangements conform to the Corporation’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the

Corporation's charitable, educational and scientific purposes and do not result in inurement, impermissible private benefit or an excess benefit transaction.

ARTICLE VI
USE OF OUTSIDE ADVISORS

When conducting the periodic reviews as provided for in Article V, the Corporation may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VII
AFFIRMATION OF POLICY

Each Director and Officer, upon joining the Board and/or becoming an Officer of the Corporation, shall sign a statement which affirms such person: (a) has received a copy of the Policy; (b) has read and understands the Policy; (c) has agreed to comply with the Policy, and (d) understands the Corporation is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

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This Conflict of Interest Policy was approved by resolution of the Board of the Corporation on April 9, 2025.