Financial Conflict of Interest Policy

Introduction:

The federal Department of Health and Human Services has developed regulations (42 CFR Part 50 Subpart F and 45 CFR Part 94) on Promoting Objectivity in Research. The regulations were first developed in 1995, and in 2011, the regulations were revised. These regulations describe the actions an individual and an organization must take to promote objectivity in PHS-funded research. The regulations apply to all Public Health Service (PHS) (e.g., National Institutes of Health [NIH])-funded grants, cooperative agreements, and research contracts. The regulations are not applicable to Phase 1 Small Business Innovation Research or Small Business Technology Transfer applications and/or awards. This policy implements the regulatory requirements for CREmedical Corp. (CREmedical).

Scope:

This policy applies to all personnel, including all Members and full-time, part-time, temporary, and contract employees of CREmedical, who are participating in, or planning to participate in, the design, conduct, or reporting of Public Health Service ("PHS") funded research and research proposals. This policy does not apply to research and development conducted under Phase I Small Business Innovation Research (SBIR) or Small Business Technology Transfer (STTR) awards. For federally supported research projects involving subawardees or contractors (collectively "subrecipients"), the subrecipient institutions are required to provide written assurance that a FCOI policy is in effect that is compliant with all applicable federal regulations, or that the subrecipient will conform to and abide by CREmedical FCOI policy and procedures. Consistent with PHS regulations, this policy will be made available via a publicly accessible website. All CREmedical Investigators (that is, individuals who, regardless of position or title, are responsible for the design, conduct or reporting of PHS supported research, and Investigators seeking PHS research support) shall be informed where this policy and relevant reporting requirements may be accessed via the web.

Definitions:

Financial conflict of interest (FCOI): a significant financial interest (SFI) that could directly and significantly affect the design, conduct, or reporting of PHS-funded research.

Financial Interest means anything of monetary value, whether or not the value is readily ascertainable**.**

Institutional responsibilities are the professional activities an investigator performs on behalf of CREmedical (e.g., administration, research, or consulting).

The FCOI Official, who has been designated by CREmedical, oversees the financial conflicts of interest process, including solicitation and review of disclosures of SFIs and identify FCOIs per the regulatory criteria provided in 42 CFR 50.604(f) and as stated within the policy below. This FCOI Official, Corporate Secretary, who has been designated by CREmedical, oversees the financial conflicts of interest process, including solicitation and review of disclosures of SFIs and identify FCOIs per the regulatory criteria provided in 42 CFR 50.604(f) and as stated within the policy below.

Investigator: The Project Director or Principal Investigator and any other person, regardless of title or position, who is responsible for the design, conduct, or reporting of research funded by award or proposed for such funding, which may include, for example, collaborators or consultants. CREmedical Principal Investigator/Project Director, upon consideration of the individual's role and degree of independence in carrying out the work, will determine who is responsible for the design, conduct, or reporting of the research.

Research means a systematic investigation, study, or experiment designed to develop or contribute to generalizable knowledge relating broadly to public health, including behavioral and social sciences research. The term encompasses basic and applied research (e.g., a published article, book, or book chapter) and product development (e.g., a diagnostic test or drug). For PHS-Funded Research, the term includes any such activity for which research funding is available from a PHS Awarding Component through a grant, cooperative agreement, or contract, whether authorized under the PHS Act or other statutory authority.

PHS: The Public Health Service of the U.S. Department of Health and Human Services, and any components of the PHS to which the authority involved may be delegated, including the National Institutes of Health (NIH).

NIH: the biomedical research agency of the PHS

Senior/key personnel means the PD/PI and any other person identified as senior/key personnel by the Institution in the grant application, progress report, or any other report submitted to the PHS/NIH by the Institution. This term is defined only as it relates to the public accessibility requirements described under the section labeled "Public Accessibility to Information Related to Financial Conflict of Interest".

Significant Financial Interest (SFI):

1. A financial interest consisting of one or more of the following interests of the Investigator (and those of the Investigator's spouse and dependent children) that reasonably appear to be related to the Investigator's institutional responsibilities performed on behalf of CREmedical.

- With regard to any publicly traded entity, a SFI exists if the value of any remuneration received from the entity in the twelve months preceding the disclosure and the value of any equity interest in the entity as of the date of disclosure, when aggregated, exceeds $5,000. For purposes of this definition, remuneration includes salary and any payment for services not otherwise identified as salary (e.g., consulting fees, honoraria,

paid authorship); equity interest includes any stock, stock option, or other ownership interest, as determined through reference to public prices or other reasonable measures of fair market value.

- With regard to any non-publicly traded entity, a SFI exists if the value of any remuneration received from the entity in the twelve months preceding the disclosure, when aggregated, exceeds $5,000, or when the Investigator (or the Investigator's spouse or dependent children) holds any equity interest (e.g., stock, stock option, or other ownership interest) exceeding $5,000.
- With regard to intellectual property rights and interests (e.g., patents, copyrights), a SFI exists upon receipt of income of greater than $5,000 related to such rights and interests.

2. The term SFI does not include the following types of financial interests:
    - Salary, royalties, or other remuneration paid by CREmedical to the Investigator if the Investigator is currently employed or otherwise appointed by CREmedical, including intellectual property rights assigned to CREmedical and agreements to share in royalties related to such rights.
    - Any ownership interest in CREmedical held by the Investigator since CREmedical is a commercial or for-profit organization and such interest is excluded from the SFI definition per the regulation.
    - Income from investment vehicles, such as mutual funds and retirement accounts, as long as the Investigator does not directly control the investment decisions made in these vehicles.
    - Income from seminars, lectures, or teaching engagements sponsored by a federal, state, or local government agency located in the United States (U.S.), a U.S. Institution of higher education, an academic teaching hospital, a medical center, or a research institute that is affiliated with a U.S. Institution of higher education.
    - Income from service on advisory committees or review panels for a federal, state, or local government agency located in the United States (U.S.), a U.S. Institution of higher education, an academic teaching hospital, a medical center, or a research institute that is affiliated with a U.S. Institution of higher education.
3. Investigators must disclose the occurrence of any foreign or domestic reimbursed or sponsored travel that exceeds $5,000 (i.e., that which is paid on behalf of the Investigator and not reimbursed to the Investigator so that the exact monetary value may not be readily available) related to the Investigator's institutional responsibilities. The initial disclosure of reimbursed or sponsored travel should include income received over the previous twelve months. The details of this disclosure will include, at a minimum, the purpose of the trip, the identity of the sponsor/organizer, the destination, and the duration.

    The disclosure requirement does not apply to travel that is reimbursed or sponsored by the

following:

- a federal, state, or local government agency located in the United States, a United States Institution of higher education, an academic teaching hospital, a medical center, or a research institute affiliated with a United States Institution of Higher Education.

4. Foreign Financial Interests - Investigators must disclose all foreign financial interests (which includes income from seminars, lectures, or teaching engagements, income from service on advisory committees or review panels, and reimbursed or sponsored travel) received from any foreign entity, including foreign Institutions of higher education or a foreign government (which includes local, provincial, or equivalent governments of another country) when such income meets the threshold for disclosure (e.g., income in excess of $5,000).

Training:

Each Investigator must complete training prior to engaging in PHS funded research. Acceptable forms of training include, but are not limited to, the NIH Office of Extramural Research FCOI online tutorial (located at: https://grants.nih.gov/grants/policy/coi/fcoi-training.htm) or other training courses approved by CREmedical. Further, investigators must complete training at least every four years and must immediately complete training under the following circumstances: If CREmedical' FCOI policy changes in a manner that affects the requirements of Investigators; OR An Investigator is new to CREmedical; OR CREmedical determines that an Investigator is not in compliance with CREmedical FCOI policy or management plan.

Financial Conflict of Interest Policy (FCOI):

1. Disclosure Requirements:

At the time of application, the Principal Investigator and all other individuals who meet the definition of "Investigator" must disclose their SFIs to CREmedical designated official. Any new Investigator who, after applying to NIH for funding from NIH or during the course of the research project, plans to participate in the project must similarly disclose their SFI(s) to the FCOI Official promptly and prior to participation in the project.

Each Investigator who is participating in research under an NIH award must submit an updated disclosure of SFI at least annually, during the period of the award. Such disclosure must include any information that was not disclosed initially to CREmedical pursuant to this Policy or in a subsequent disclosure of SFI (e.g., any financial conflict of interest identified on an NIH- funded project directly as an NIH Grantee and/or indirectly through a sub-award) that was transferred from another Institution), and must include updated information regarding any previously disclosed SFI (e.g., the updated value of a previously disclosed equity interest).

Each Investigator participating in PHS/NIH-funded research must submit an updated disclosure of SFI within thirty (30) days of discovering or acquiring a new SFI (e.g., through purchase, marriage, or inheritance). In addition, Investigators must submit an updated disclosure of

reimbursed or sponsored travel within 30 days of each occurrence.

2. Review:

The designated official will conduct reviews of SFI disclosures. The designated official will review any SFI that has been identified in a disclosure; these interests will be compared to each PHS/NIH research application and/or award on which the Investigator is identified as responsible for the design, conduct, or reporting of the research to determine if the SFI is related to the PHS/NIH-funded research and, if so, whether the SFI creates a FCOI related to that research award.

Guidelines for Determining "Relatedness" of SFI to PHS/NIH-funded Research and a FCOI

The designated official will determine whether an Investigator's SFI is related to the research under an NIH award and, if so, whether the SFI is a financial conflict of interest.

An Investigator's SFI is related to the research when the designated official reasonably determines the SFI:

- could be affected by the PHS/NIH-funded research; or
- is in an entity whose financial interest could be affected by the PHS/NIH-funded research.

The designated official may involve the Investigator in determining whether an SFI is related to the research supported by the award.

A financial conflict of interest exists when the designated official reasonably determines that the SFI could directly and significantly affect the design, conduct, or reporting of the PHS/NIH funded research. ("Significantly" means that the financial interest would have a material effect on the research).

3. Management:

If a FCOI exists, the designated official will develop and implement a management plan that specifies the actions that have been, and will be, taken to manage such FCOI. Examples of conditions or restrictions that may be imposed to manage a FCOI include, but are not limited to the follow actions:

- Public disclosure of the FCOI (e.g., when presenting or publishing research).
- For Research projects involving human subjects, disclosure of the FCOI directly to participants.
- Appointment of an independent monitor capable of taking measures to protect the design, conduct and reporting of the Research against bias resulting from the FCOI.
- Modification of the research plan.
- Change of personnel or personnel responsibilities, or disqualification of personnel from participation in all or a portion of the Research.
- Reduction or elimination of the financial interest (e.g., sale of an equity interest).
- Severance of relationships that create financial conflict.

If the designated official or committee determines that a conflict exists, it will communicate its determination and the means it has developed for managing the FCOI in writing to the individual, to the relevant Principal Investigator/Project Director, and to the appropriate direct supervisor.

No expenditures on an NIH award will be permitted until the Investigator has complied with the Disclosure requirements of this Policy and has agreed, in writing, to comply with any plans determined by the designated official necessary to manage the FCOI.

The designated FCOI signing official of CREmedical will submit the FCOI report to NIH via the eRA Commons FCOI Module.

Whenever CREmedical implements a management plan, the FCOI Official will monitor Investigator compliance with the management plan on an ongoing basis until the completion of the PHS funded Research project.

CREmedical will periodically review and update management plans as necessary to ensure continued compliance with this policy.

4. Public Accessibility to Information Related to FCOI

Prior to CREmedical expenditure of any funds under a PHS funded Research project, CREmedical will ensure public accessibility by written response to any requestor within five business days of a request of information concerning any SFI disclosed that meets the following three criteria:

- The SFI was disclosed and is still held by the senior/key personnel. Senior/key personnel are the PD/PI and any other person identified as senior key personnel by CREmedical in the award application, progress report, or any other report submitted to the NIH Grantee;
- CREmedical has determined that the SFI is related to the research funded through an award.
- CREmedical has determined that the SFI is a FCOI.

The information that CREmedical will make available via a publicly accessible website or in a written response to any requestor within five days of request will include, at a minimum, the following:

- The Investigator's name;
- The Investigator's title and role with respect to the research project;
- The name of the entity in which the SFI is held;
- The nature of the SFI;
- The approximate dollar value of the SFI in the following ranges: $0-$4,999; $5,000-9,999; $10,000-$19,999; amounts between $20,000-$100,000 by increments of $20,000; amounts above $100,000 by increments of $50,000, or a statement that the interest is one whose value cannot be readily determined through reference to public prices or

other reasonable measures of fair market value.

If CREmedical uses a publicly accessible website to comply with the public disclosure requirements of the NIH regulations, the information posted will be updated at least annually and within sixty days of receipt or identification of information concerning any additional SFI of the senior/key personnel for the NIH-funded research project that had not been previously disclosed, or upon the disclosure of a SFI of senior/key personnel new to the NIH-funded research project, if it is determined by the designated official that the SFI is related to the research and is a FCOI.

Information concerning an individual's SFI, as limited by this Policy, will remain available for responses to written requests or for posting via CREmedical publicly accessible website for at least three years from the date that the information was most recently updated.

5. Reporting of FCOI

Prior to the expenditure of any funds under an award funded by NIH, CREmedical will provide to NIH a FCOI report compliant with NIH regulations regarding any Investigator's SFI found to be conflicting and will ensure that the Investigator has agreed to and implemented the corresponding management plan.

CREmedical will assign an institutional official to serve as the FCOI signing official within the eRA Commons FCOI Module. The FCOI signing official has the authority to submit FCOI reports to the NIH.

While the award is ongoing (including any extensions with or without funds), CREmedical will provide NIH with an annual FCOI report that addresses the status of the FCOI (i.e., an indication whether the FCOI is still being managed or if it no longer exists) and any changes in the management plan, if applicable.

For any SFI that is identified as conflicting subsequent to an initial FCOI report during an ongoing NIH-funded research project (e.g., a new SFI is identified for an Investigator who is participating in the NIH-funded research, upon the participation of an Investigator who is new to the research project, etc.), CREmedical will provide to NIH within 60 days of identifying an FCOI, an FCOI report regarding the financial conflict of interest and ensure that CREmedical has implemented a management plan and the Investigator has agreed to the relevant management plan.

The Original (initial) FCOI report will include the information required in the regulation at 42 CFR Part 50.605(b)(3) or as outlined in NIH's FAQ H.5. at Frequently Asked Questions (FAQs) | grants.nih.gov.

Additional information on FCOI reporting can be found under this reference: Types of FCOI Reports Summary Chart for NIH and is available at required_FCOI_reports_through_era_commons.docx.

6. Non-Compliance:

When an FCOI is not identified or managed in a timely manner, including failure by the Investigator to disclose a SFI that is determined by the Institution to constitute a FCOI, failure

by the Institution to review or manage such an FCOI; and failure by the Investigator to comply with a management plan, CREmedical will within 120 days:

- Complete a retrospective review of the Investigator's activities and the PHS/NIH-funded research project to determine whether any NIH-funded research, or portion thereof, conducted during the period of the noncompliance was biased in the design, conduct, or reporting of research;
- Document the retrospective review consistent with the regulation at 42CFR 50.605(a)(3)(ii)(B)

CREmedical shall submit FCOI reports annually to NIH in accordance with the regulations and terms and conditions of the award agreement. Depending on the nature of the FCOI, CREmedical may determine that additional interim measures are necessary with regard to the Investigator's participation in the research project between the date that the FCOI is identified and the completion of CREmedical independent retrospective review. If bias is not found, no further action is required.

7. Subrecipient Requirements:

A subrecipient relationship is established when federal funds flow down from or through CREmedical to another individual or entity, and the subrecipient will be conducting a substantive portion of a PHS-funded research project and is accountable to CREmedical for programmatic outcomes and compliance matters. Subrecipients, who include but are not limited to collaborators, consortium members, consultants, contractors, subcontractors, and subawardees, are subject to CREmedical terms and conditions, and as such, CREmedical will take reasonable steps to ensure that any subrecipient Investigator is in compliance with the federal FCOI regulation at 42 CFR Part 50 Subpart F.

CREmedical will incorporate, as part of a written agreement with the subrecipient, terms that establish whether CREmedical FCOI Policy or that of the subrecipient's institution will apply to the subrecipient Investigator(s). See the NIH Grants Policy Statement Section 15.2.1 Written Agreement at 15.2 Administrative and Other Requirements (nih.gov).

If the subrecipient's FCOI policy applies to the subrecipient Investigator, the subrecipient institution will certify as part of the agreement with CREmedical that its policy is in compliance with the federal FCOI regulation. In this situation, the agreement shall specify the time period for the subrecipient to report all identified FCOIs to CREmedical in sufficient time to enable CREmedical to provide timely FCOI reports, as necessary, to the PHS/NIH as required by the regulation (i.e., prior to the subrecipient's expenditure of funds and within 60 days of the subrecipient's identification of an FCOI during the period of an award). Therefore, the written agreement may establish a reporting requirement of FCOIs identified during the period of an award to be submitted to CREmedical within 50 days of the subrecipient's identification of an FCOI to allow CREmedical to report the FCOI within the 60-day period. The CREmedical assigned FCOI signing official will submit the FCOI report (subrecipient report) to the NIH via the eRA Commons FCOI Module.

If the subrecipient cannot provide the certification of compliance with the FCOI regulation, the

agreement shall state that the subrecipient Investigator is subject to CREmedical FCOI Policy for disclosing SFI(s) that are directly related to the subrecipient's work for CREmedical. Therefore, CREmedical will require the submission of all Investigator disclosures of SFIs to CREmedical. The agreement will include sufficient time period(s) to enable CREmedical to comply timely with its review, management, and reporting obligations under the regulation. When an FCOI is identified, CREmedical will develop a management plan, monitor subrecipient Investigator compliance with the plan, and submit an FCOI report (subrecipient report) to the NIH through the eRA Commons FCOI Module for any FCOIs identified for a subrecipient Investigator.

8. Maintenance:

The Institution will keep all records of all Investigator disclosures of financial interests and the Institution's review of, or response to, such disclosure (whether or not a disclosure resulted in the Institution's determination of a FCOI), and all actions under the Institution's policy or retrospective review, if applicable. Records of financial disclosures and any resulting action will be maintained by the Institution for at least three years from the date of submission of the final expenditures report or, where applicable, from other dates specified in 45 C.F.R. 75.361 for different situations. CREmedical will retain records for each competitive segment as provided in the regulation.

9. Implementation:

This policy shall be implemented in accordance with federal regulations governing FCOI in research, including 42 CFR Part 50 Subpart F and 45 CFR Part 94. Small business contractors receiving funding from PHS/NIH must adhere to this policy as a condition of their contract.

10. Failure to Comply:

Compliance with this policy is a condition of employment and/or participation for all applicable Investigators. Therefore, such Investigators who fail to comply with this policy are subject to discipline, including letters of reprimand, restriction on the use of funds, termination of employment, or disqualification from further participation in any PHS/NIH-funded research, etc., as may be deemed appropriate.

11. Review:

This policy shall be reviewed periodically and revised as necessary to ensure its effectiveness and compliance with evolving legal and regulatory requirements. Feedback from covered individuals and stakeholders will be considered in the review process to continuously improve the policy.