

WEConnect International, Inc.

CODE OF ETHICS AND CONFLICT OF INTEREST POLICY

I. CODE OF ETHICS

A. Goals and Intentions

All directors, officers, employees, independent contractors and volunteers of WEConnect International, Inc., a Delaware nonprofit, nonstock corporation (“WEConnect”) are expected to act with honesty, integrity and openness in all of their dealings for and on behalf of WEConnect. The Code of Ethics (this “Code”) set forth in this Code of Ethics and Conflict of Interest Policy is intended to assist WEConnect’s directors, officers, employees, independent contractors and volunteers in conducting their activities for and on behalf of WEConnect ethically and legally.

B. Applicability

The Code uniformly applies to all directors, officers, employees, independent contractors and volunteers of WEConnect (each, a “Covered Person”). Although the Code (and the Conflict of Interest Policy set forth in Part II hereto) may exceed applicable legal requirements, the Code or any communication by any Covered Person, whether oral or written, is not intended in any way to create a contractual right.

C. Standards of Conduct

All Covered Persons shall observe the following standards of conduct in the performance of their work for the organization:

1. Obedience to the Law

- WEConnect, its Board members, officers and all other Covered Persons will endeavor to be knowledgeable of, and fully comply with, all laws and regulations in the performance of their work on behalf of the organization and when necessary will seek appropriate counsel.
- All solicitations of funds on behalf of the organization will be undertaken in full compliance with all relevant laws and tax regulations.
- WEConnect’s financial activity will be reported in full compliance with all required laws and regulations.

2. Honesty and Fairness in all Business Dealings

- WEConnect’s Board members, officers and other Covered Persons will act with honesty, integrity, and openness in all their dealings for and on behalf of the organization, both internally and externally.
- No Covered Person will take unfair advantage of anyone (internal or external to WEConnect) through manipulation, concealment, abuse of confidential or proprietary information, misrepresentation of material facts or any other intentional or unfair dealing or practice.

- No Covered Person will misuse his or her position with WEConnect to benefit him or herself or another person or group to the detriment of WEConnect, its mission, its reputation, and the constituents it serves.

3. Non-Disclosure

- Both Parties agree that, at all times from and after the date hereof, each party shall keep completely confidential and retain in strictest confidence and shall not, except with the express prior written consent of the other Party or her designee, directly or indirectly disclose, communicate or divulge to a third party any **“Proprietary Information.”**
- Proprietary Information includes all information or data with respect to the conduct or details of either party, including, without limitation, methods of operation, customers and customer lists, details of contracts with customers, consultants, suppliers, products, proposed products, former products, services, proposed services or former services, prices and pricing policies, fees, costs, plans, data, designs, drawings, blueprints, tracings, sketches, plans, layouts, specifications, models, programs, records and memory devices of any kind, printouts, writings, manuals, guides, notes and any and all other memoranda in connection with technology, inventions, trade secrets, know-how, software, marketing methods, policies, plans, personnel, suppliers, competitors, markets or other specialized information or proprietary matters.

4. Governance

- WEConnect will have an active governing body in its Board of Directors (the “Board”).
- In accordance with the certificate of incorporation and by-laws of WEConnect, the major policies and strategic direction of the organization will be determined and overseen by the Board. Implementation of WEConnect’s policies and the day-to-day management of the organization will be supervised by WEConnect’s officers.
- The Board will cause WEConnect to operate in accordance with its governing instruments, including its certificate of incorporation, by-laws, policies and, where applicable, designation agreements, which establish WEConnect’s organizational structure and set forth its purposes and goals.
- In general, WEConnect’s Board members will:
 - Abide by the certificate of incorporation, by-laws, policies, and other governance instruments of WEConnect.
 - Exercise reasonable care, good faith, and due diligence in organizational affairs.
 - Ensure WEConnect has a conflict of interest policy that ensures that any conflicts of interest or the appearance thereof are avoided or appropriately managed through disclosure, recusal or other means.

- Fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest in accordance with the Conflict of Interest Policy set forth below in Part II. Such disclosure does not preclude or imply ethical impropriety.
- Fully disclose, at the earliest opportunity, information of fact that would have significance in Board decision-making.
- Remain accountable for prudent fiscal management to WEConnect and its members, and where applicable, to government and funding bodies.
- Ensure that processes are in place for maintaining the integrity of: the organization, its financial statements, compliance with laws and ethics, and relationships with other Covered Persons.
- Ensure that the officers of WEConnect and appropriate staff provide the Board with timely and comprehensive information so that the Board may perform its duties effectively.
- Ensure that the organization promotes working relationships with Board members, staff, volunteers, and program beneficiaries that are based on mutual respect, fairness and openness.
- Ensure that the funds, assets and resources of WEConnect are responsibly managed.
- Ensure that the organization has the funding and other resources (including staff) to carry out its programs effectively.

5. Fiscal Management and Accountability

- WEConnect will ensure proper stewardship of all contributions, donations, membership fees and other funds, including: careful investment of funds, timely reports on the use and management of funds, and will prudently use funds consistent with donor intent and in furtherance of its Mission, and will obtain explicit consent by the donor before altering the conditions of any donation/gift.
- WEConnect will ensure open and transparent reporting and fiscal accountability and will ensure that all financial reports are factually accurate and complete in all material respects and fully disclose the financial condition of the organization.
- WEConnect and its Covered Persons will refrain from using organizational resources for non-WEConnect purposes.
- WEConnect will spend an adequate amount of its budget on administrative expenses to ensure that effective accounting systems, internal controls, competent staff, and other expenditures critical to professional management are in place.
- WEConnect will compensate staff and any others who may receive compensation reasonably and appropriately.
- WEConnect will ensure that its fundraising costs are reasonable.

- WEConnect will spend a reasonable percentage of its annual budget on programs in pursuit of its mission.
- WEConnect will not accumulate operating funds excessively.

6. Commitment to Diversity

- WEConnect will promote the inclusiveness of its staff, Board, members, volunteers, and all other Covered Persons to reflect diversity in order to enrich its programmatic effectiveness and achieve its mission.
- WEConnect will take significant steps to promote fairness and inclusiveness in its hiring, retention, promotion, Board recruitment, and constituencies served.
- WEConnect will not discriminate on the basis of race or ethnic origin, age, gender, sexual orientation, political persuasion, or any other basis provided in applicable federal, state, or local law; provided that, any actions taken by WEConnect or on its behalf by any Covered Person in furtherance of its mission shall be evaluated in light of all of the relevant facts and circumstances and such action shall not be deemed in and of itself discriminatory.

7. Public Information/Communication

- WEConnect will strive to inform and educate the general public, corporations, and other public entities on the value of women-owned businesses in the global value chain. WEConnect's Board of Directors will adopt policy statements that express its values and convictions on issues that are considered critical to the fulfillment of its mission. All of WEConnect's marketing collateral and solicitation materials will accurately represent the organization's mission and policies.
- WEConnect Board members, officers, and staff will endeavor to ensure that in the performance of their respective responsibilities all confidential, privileged or nonpublic information given to them is not disclosed inappropriately. WEConnect will adopt policies and procedures designed to protect confidential and/or proprietary information and to respect the privacy rights of all individuals.
- No Covered Person will endorse the application for WEConnect Board membership of a person known by that Covered Person to be unqualified in respect to character, education, length of service, or some other relevant factor.

D. Enforcement of the Code

It is the responsibility of all Covered Persons to comply with the Code and to report violations or suspected violations to the President of WEConnect or to a member of the Finance and Audit Committee of the Board of Directors of WEConnect in accordance with the Whistleblower Policy of WEConnect. The President of WEConnect or the member of the Audit and Finance Committee of the Board will notify the sender and acknowledge receipt of the report of any the actual or suspected violation of the Code promptly upon receipt, unless the report of the actual or suspected violation is anonymous. All reports of any actual or suspected violation of the

Code will be promptly investigated and appropriate corrective action will be taken in accordance with the terms of the Whistleblower Policy of WEConnect.

II. CONFLICT OF INTEREST POLICY

A. Reason for Policy

WEConnect is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for the receipt of membership fees and other contributions and continued support from WEConnect's members and the general public. The operations of WEConnect depend on the public trust and are subject to scrutiny by and accountability to both governmental authorities and members of the public.

Consequently, there exists between WEConnect, the Board and its officers a fiduciary duty that carries with it a broad and unbending duty of loyalty. The Board and officers of WEConnect have the responsibility of administering the affairs of WEConnect honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of WEConnect. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with WEConnect or knowledge gained there from for their personal benefit. The interests of the organization must have the first priority in all decisions and actions made on behalf of WEConnect.

B. Persons Covered

This Conflict of Interest Policy (the "Policy") set forth in this Code of Ethics and Conflict of Interest Policy is directed not only to the members of the Board and officers, but to all employees who can influence the actions of WEConnect (each, an "interested person"). For example, this includes any employee who makes purchasing decisions or who have confidential or proprietary information concerning WEConnect.

C. Financial Interest

A person has a "financial interest" if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which WEConnect has or is negotiating a transaction or arrangement; however, a person shall not have a "financial interest" for purposes of this Policy if such person has an ownership or investment interest in less than five percent (5%) of the outstanding securities of a public company with which WEConnect has or is negotiating a transaction or arrangement;
- A compensation arrangement with WEConnect or a compensation arrangement with any entity or individual for the particular transaction or arrangement with WEConnect;
- A potential ownership or investment interest in any entity or individual with which WEConnect is negotiating a transaction or arrangement (other than a potential

ownership or investment interest in less than five percent (5%) of the outstanding securities of a public company); or

- A potential compensation arrangement with WEConnect or a potential compensation arrangement with any entity or individual for a particular transaction or arrangement for which WEConnect is negotiating;

Compensation includes direct and indirect remuneration as well as personal gifts or favors that are not insubstantial (where the gift or favor is being made in order to influence a person's action as a director, officer, employee or volunteer of WEConnect and is not in furtherance of the mission of WEConnect).

A financial interest might arise, for example, through:

- Receiving remuneration for services with respect to transactions or arrangements involving WEConnect;
- Using WEConnect's time, personnel, equipment, supplies, or goodwill other than for approved WEConnect activities, programs, and purposes;
- Receiving personal gifts from third parties dealing with WEConnect in cases where the gift is being made in order to influence a person's action as a director, officer, employee or volunteer of WEConnect and is not in furtherance of the mission of WEConnect; or
- Receiving loans from third parties dealing with WEConnect (other than extensions of commercial or consumer credit that is made on market terms in the ordinary course of business of such third party).

The areas of financial interest listed above are not exhaustive and financial interests might arise in other areas or through other relationships that WEConnect may have. The fact that one of the interests described above exists does not mean necessarily that a conflict of interest exists, or that the conflict of interest, if it exists, is material, or if material, that upon full disclosure of all relevant facts and circumstances that it is necessarily adverse to the interests of WEConnect.

D. Administration of the Policy

The Audit and Finance Committee of the Board (the "Committee") shall administer and interpret this Policy, unless, the Committee recommends and advises that the Board as a whole evaluate any actual or possible conflict of interest. The Committee shall review the Policy on an annual basis for adequacy and shall recommend any changes to the Board as appropriate. The Committee shall have access to WEConnect's counsel and other advisors and may also engage, compensate and terminate counsel and other advisors to the Committee.

E. Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material

facts to the members of the Committee or the Board (as the case may be) considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the meeting of the Committee or the Board (as the case may be) while the determination of a conflict of interest is discussed and voted upon in accordance with the procedures set forth below in Section 3.

3. Procedures for Addressing a Conflict of Interest

- An interested person may request the opportunity to make a presentation at the meeting of the Committee or the Board (as the case may be), but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The chair of the Committee or the Board (as the case may be) may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- After considering the disclosures made by the interested person and, to the extent applicable, any presentation made by the interested person or alternatives to the proposed transaction or arrangement, the Committee or the Board (as the case may be) shall then determine by a majority vote of the disinterested directors whether the transaction or arrangement is fair and reasonable in all material respects to WEConnect and will reasonably be in furtherance of WEConnect's mission. (A conflict of interest shall be deemed to exist if the Committee or the Board, as the case may be, shall not determine by the requisite vote that the transaction or arrangement is fair and reasonable in all material respects to WEConnect and will reasonably be in furtherance of WEConnect's mission.) Consistent with such determination, the Committee or the Board (as the case may be) shall make its recommendation to the Board or decision, as appropriate, as to whether to approve the transaction or arrangement.

F. Compensation

A member of the Board or any committee thereof who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to his or her compensation. Notwithstanding anything to the contrary in this Policy, no member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee of the Board regarding compensation.

G. Records of Proceedings

The minutes of any meeting of the Committee or the Board (as the case may be) at which a financial interest is disclosed or a conflict of interest is considered shall contain the following information:

- The names of each person who disclosed or was otherwise found to have a financial interest in connection with any proposed transaction or arrangement with WEConnect, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Committee's or Board's (as the case may be) decision as to whether a conflict of interest in fact existed; and
- The names of the persons (whether or not members of the Board or the Committee) who were present for discussions and votes relating to the transaction or arrangement, a summary of the content of the discussion, including any alternatives to the proposed transaction or arrangement that were discussed or considered, and a record of any votes taken in connection with the proceeding.

H. Annual Statements

Each director and officer of WEConnect will be asked to complete a certification in the form attached to this Policy as to his or her receipt of the policy and to disclose any known conflicts of interest upon his or her election to the Board or as an officer of WEConnect and annually thereafter for so long as such individual shall serve on the Board or as an officer of WEConnect. All certifications shall be reviewed by the Board as appropriate. It shall be the ongoing responsibility of the Board and officers of WEConnect to scrutinize their transactions and outside business interests and relationships for potential financial interests and to immediately make disclosure of any such interests to a member of the Committee.

**CONFLICT OF INTEREST CERTIFICATION
FOR
WEConnect International, Inc.**

- I have read and agree to abide by the Code of Ethics and Conflict-of-Interest Policy of WEConnect International, Inc. To the best of my knowledge, I have no conflicts as described in this Policy.

— OR —

- I have read and agree to abide by the Code of Ethics and Conflict-of-Interest Policy of WEConnect International, Inc. To the best of my knowledge, I have no conflicts as described in this Policy, except those noted below or on the attached paper.

Signature

Date

Name (please print)