



Foundation for Angelman Syndrome Therapeutics

EIN: 26-3160079

Whistleblower Policy – Excerpted from FAST Bylaws (Section 10)

Section 10. Whistleblower Policy. If any board member, employee or volunteer believes in good faith that some policy, practice, or activity of Foundation for Angelman Syndrome Therapeutics (FAST) is in violation of law, a written complaint may be filed and submitted, anonymously if so desired, to the Chairperson or a Vice-chairperson of FAST

It is the intent of FAST to adhere to all laws and regulations that apply to the organization, and the underlying purpose of this Policy is to support the organization's goal of legal compliance. The support of all employees is necessary to achieving compliance with various laws and regulations. An employee is protected from retaliation when bringing the alleged unlawful activity, policy, or practice to the attention of FAST in good faith. FAST will review and investigate, where appropriate, all allegations submitted and provide a final disposition of each allegation to the Board of Directors.

FAST Conflict of Interest Policy – Excerpted from FAST Bylaws (Attachment A)

The purpose of the conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable California and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities.

A) Definitions:

Unless otherwise defined, the terms used in this section have the following meanings:

1. "Interested Persons" - Any director, principal officer, or member of a committee with governing Board delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.
2. "Financial Interest" - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - (a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
 - (b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
 - (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a



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financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

B) *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 directors who are 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, the interested person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

3. Procedure for Addressing The Conflict Of Interest

In the event that the Board determines that a proposed transaction or arrangement presents a conflict of interest, the Board shall take the following actions:

- (a) An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (b) The Chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (c) After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction or arrangement in conformity with this determination.

4. Violations Of The Conflict Of Interest Policy

If the Board has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

5. Records And Procedures: The minutes of the Board and shall contain:



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(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

(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 to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

6. Compensation

(a) A voting member of the governing board who receives compensation, directly or indirectly, from FAST for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from FAST for services is precluded from voting on matters pertaining to his or her own compensation.

(c) A voting member of the governing board or any committee whose jurisdiction includes compensation matters and regardless of whether he or she receives compensation, directly or indirectly from FAST, is allowed to provide information to any committee regarding compensation as appropriate.

7. Annual Statements

Each director, principal officer and member of a committee with Board-delegated powers shall annually sign a statement which affirms such person:

(a) Has received a copy of the conflict of interest policy;

(b) Has read and understands the policy;

(c) Has agreed to comply with the policy; and

(d) Understands that the foundation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

This annual statement may be issued and digitally or electronically signed and stored (in lieu of paper based versions) for efficient record-keeping purposes.

8. Periodic Reviews

To ensure the foundation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded,



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reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

9. Use of Outside Experts

Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.



FOUNDATION FOR ANGELMAN SYNDROME THERAPEUTICS'

Conflict of Interest Acknowledgement and Disclosure Statements

I understand that as a member of the Board of Directors ("BoD") or Scientific Advisory Board ("SAB") of the Foundation for Angelman Syndrome Therapeutics ("FAST"), I have a responsibility to act in a manner that reflects the highest standard of ethical conduct and to avoid any activity or situation where my personal interest could conflict, or reasonably appear to conflict with my responsibility to carry out my fiduciary duties to the FAST.

I certify that I have received, read and understand the FAST Conflict of Interest Policy ("Policy"). I understand the purpose of this Policy is to protect the integrity of the mission and operations of FAST. Upon becoming a member, to include either FAST Board of Directors or Scientific Advisory Board, I will sign this form indicating that I have received, read and understand the policy and make a full written disclosure of interests, relationships and holdings that could potentially result in a Conflict of Interest as that term is defined by this Policy. I will at least annually update my disclosure statement to accurately reflect potential Conflicts of Interest. I will also disclose any Conflict of Interest where I, my immediate family (spouse, parents, in-laws siblings, and children) and/or members of my immediate household will receive a benefit, gain or something of value. After disclosure, I understand that I will not be permitted to participate in discussion affecting the decision of FAST activities.

I understand this Policy is to supplement good judgment, and I will respect the letter and intent of the Policy.

I am not aware of any Conflict of Interest

I have a Conflict of Interest or Potential Conflict of Interest as described below:

Printed/Typed Name of Board Member

Signature

Date

This form may be submitted electronically with digital signature.