

CONFLICT OF INTEREST POLICY

PURPOSE

Health Strat has decided that officers, employees and Board of Directors who can influence the actions of Health Strat shall disclose annually and at any given time any interest that could give rise to conflicts. The purpose of the conflict of interest policy is to protect Health Strat's interest when Health Strat is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer/employee/board of director of the organization or might result in a possible excess benefit transaction. This policy intended to supplement but not replace any applicable country guidelines governing conflict of interest applicable to body corporates similar to Health Strat.

DEFINITIONS

The following definitions are provided to help you decide whether a relationship should be listed on this form:

Financial Interest

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

- An ownership or investment interest in any entity with which Health Strat has a transaction or arrangement,
- A compensation arrangement with Health Strat or with any entity or individual with which Health Strat has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Health Strat is negotiating a transaction or arrangement.
- Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Business Relationship

Any corporation or organization of which you are a board member, an officer, a partner, participate in management or are employed by, or are, directly or indirectly, a debt holder or the beneficial owner of any class of equity securities and any trust or other estate in which you have a substantial beneficial interest or as to which your serve as a trustee or in a similar capacity.

Family Member

A Family Member means an employee's spouse, domestic partner, immediate family member, in-laws who are dependent of the employee (or of whom the employee is a dependent). They also include parents, siblings, children, such as but not limited to individuals related to family members. Financial interests held by this party should be disclosed by the employee to the best of his/her knowledge.

AREAS IN WHICH CONFLICT MAY ARISE

Conflict of interest may arise in the relations of officers, employees and directors with any of the following third parties:

1. Person and firms supplying goods and services to Health Strat.
2. Persons and firms from whom Health Strat leases property and equipment.
3. Persons and firms with whom Health Strat is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities or other property.
4. Competing or affinity organizations.
5. Donors and others - supporting Health Strat.
6. Agencies, organizations, and association which affect the operations of Health Strat.
7. Family members, friends and other employees.

INTERPRETATION OF THIS STATEMENT OF POLICY

The areas of conflicting interest listed under definitions, and the relations in those areas which may give rise to conflict are not exhaustive. Conflict might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by equivalence.

The fact that one of the interests described in the definitions section exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interest of Health Strat.

However, it is the policy of the board that the existence of any interests described under the definitions section shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

DISCLOSURE POLICY AND PROCEDURES

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and
4. The Board or duly constituted committee thereof has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the Chief Executive Officer (or if she/he is the one with the conflict, then to the Board Chair), who shall bring the matter to the attention of the Board or duly constituted committee thereof. Disclosure involving directors should be made to the Board Chair, (or if she/he is the one with the conflict, then to the Board Secretary who shall bring these matters to the Board or a duly constituted committee thereof.

The Board or a duly constituted committee thereof shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to Health Strat. The decision of the Board or a duly constituted committee thereof on these matters will rest in their sole discretion, and their concern must be the welfare of Health Strat and the advancement of its purpose.

HEALTH STRAT

CONFLICT OF INTEREST DISCLOSURE STATEMENT

Preliminary note: In order to be more comprehensive, this statement of disclosure/questionnaire also requires you to provide information with respect to certain parties that are related to you. These persons are termed as detailed on the definition section.

1. NAME OF EMPLOYEE OR BOARD MEMBER: (Please print)

2. CAPACITY: _____ Board of Directors
_____ Committee Member
_____ Officer (CEO, COO, CTO)
_____ Employee (Position): _____

3. Have you or any of your affiliated persons provided services or property to Health Strat in the past year?

Yes No

If yes, please list and describe such relationships and the actual and potential benefits as you can best estimate them (express estimated financial benefits in United States Dollars or Kenya Shillings).

4. Have you or any of your affiliated persons purchased services or property from Health Strat in the past year?

Yes No

If yes, please list and describe such relationships and the actual and potential benefits as you can best estimate them (express estimated financial benefits in United States Dollars or Kenya Shillings).

5. Please indicate whether you or any of your affiliated persons had any direct or indirect interest in any business transaction(s) in the past year to which Health Strat was or is a party?

Yes No

If yes, please list and describe such relationships and the actual and potential benefits as you can best estimate them (express estimated financial benefits in United States Dollars or Kenya Shillings).

6. Were you or any of your affiliated persons indebted to pay money to Health Strat at any time in the past year (other than travel advances or similar expenses)?

Yes No

If yes, please list and describe such relationships and the actual and potential benefits as you can best estimate them (express estimated financial benefits in United States Dollars or Kenya Shillings).

7. In the past year, did you or any of your affiliated persons receive or become entitled to receive, directly or indirectly, any personal benefit from Health Strat or as a result of your relationship with Health Strat, that in the aggregate could be valued in excess of \$1,000/Kshs.90,000, that were not or will not be compensation directly related to your duties to Health Strat?

Yes No

If yes, please list and describe such relationships and the actual and potential benefits as you can best estimate them (express estimated financial benefits in United States Dollars or Kenya Shillings).

8. Are you or any of your affiliated persons a party to or have an interest in any pending legal proceedings involving Health Strat?

Yes No

If yes, please list and describe such relationships and the actual and potential benefits as you can best estimate them (express estimated financial benefits in United States Dollars or Kenya Shillings).

9. Are you aware of any other events, transactions, arrangements or other situations that have occurred or may occur in the future that you believe should be examined by Health Strat’s Board or duly constituted committee thereof in accordance with the terms and intent of Health Strat’s conflict of interest policy?

Yes No

If yes, please list and describe such relationships and the actual and potential benefits as you can best estimate them (express estimated financial benefits in United States Dollars or Kenya Shillings).

I HEREBY CONFIRM that I have read and understand Health Strat’s conflict of interest policy and that my responses to the above questions are complete and correct to the best of my information and belief. I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with this policy, I will notify Chief Executive Officer or Board Chair immediately.

Signature: _____ Date: _____

HEALTH STRAT

GIFT POLICY AND DISCLOSURE FORM

As part of its conflict of interest policy, Health Strat requires that directors, officers and employees decline to accept certain gifts, consideration or remuneration or individuals or companies that seek to do business with Health Strat or are a competitor of it. This policy and disclosure form is intended to implement that prohibition on gifts.

- Section 1.** “Responsible Person” is a person serving as an officer, employee or a member of the board of directors of Health Strat.
- Section 2.** “Family Member” is a spouse, domestic partner, immediate family member, in-laws who are dependent of the employee (or of whom the employee is a dependent). They also include parents, siblings, children, such as but not limited to individuals related to family members. Financial interests held by this party should be disclosed by the employee to the best of his/her knowledge.
- Section 3.** “Contract or Transaction” is any agreement or relationship involving the sale or purchase of goods, services or rights of any kind, receipt of a loan or grant, or the establishment or any other pecuniary relationship. The making of a gift to Health Strat is not a “contract” or “transaction.”
- Section 4.** Prohibited gifts, gratuities and entertainment. Except as approved the Board Chair or his designee or for gifts of a value less than \$20 or Kshs.2,000 which could not be refused without discourtesy, no Responsible Person or Family Member shall accept gifts, entertainment or other favors from any person or entity which:
1. Does or seek to do business with Health Strat or,
 2. Does or seek to compete with Health Strat or,
 3. Has received, is receiving, or is seeking to receive a Contract or Transaction with Health Strat.

GIFT STATEMENT

I certify that I have read the above policy concerning gifts, and I agree that I will not accept gifts, entertainment or other favors from any individual or entity which would be prohibited by the above policy. Following my initial statement, I agree to provide a signed statement at the end of each calendar year certifying that I have not received any such gifts, entertainment or other favors during the preceding year.

Signature: _____

Date: _____