

THE D.C. CENTRAL KITCHEN, INC. CONFLICT OF INTEREST POLICY

Article I Purpose

The purpose of this conflict of interest policy (this “Policy”) is to protect the interests of D.C. Central Kitchen, Inc. (the “Corporation”) when it is contemplating entering into a transaction or arrangement that might (a) benefit the private interest of a staff member, officer, director or member of a committee with governing board delegated powers or (b) result in a possible “excess benefit transaction” within the meaning of section 4958 of the Internal Revenue Code (the “Code”). This Policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person

An Interested Person is (a) any director of the Corporation, (b) any principal officer of the Corporation, or (c) any member of a committee with governing board delegated powers of the Corporation who has a direct or indirect Financial Interest or Business Interest, as defined below.

2. Financial Interest

A Financial Interest exists with respect to any person who has, directly or indirectly, through business, investment, or family, any of the following interests:

- 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.
- d. For purposes of this definition, (i) compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial; and (ii) a Financial Interest is not necessarily a conflict of interest; under Article III, Section 2 of this Policy, a person who has

a Financial Interest will have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Business Interest

A Business Interest exists whenever any director of the Corporation or an entity through which a director of the Corporation is employed as an officer or has more than a 50% ownership interest in, seeks to engage or negotiate a transaction or arrangement with another director of the Corporation or an entity through which such director of the Corporation is employed as an officer or has more than a 50% ownership interest in.

For purposes of this definition, a Business Interest is not necessarily a conflict of interest; under Article III, Section 2 of this Policy, a person who has a Business Interest will have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III **Procedures**

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of any Financial Interest or Business Interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the Financial Interest or Business Interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

The following policies and procedures shall govern with respect to addressing conflict of interest matters:

a. An Interested Person may make a presentation at the governing board or committee 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 governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee 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 governing board or committee shall determine by a majority vote of the disinterested members of the governing board or committee whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

The following policies and procedures shall govern with respect to addressing violations of this Policy:

a. If the governing board or committee 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.

b. If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the Interested Person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a Financial Interest or Business Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest or Business Interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee'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.

Article V
Compensation

The following policies and procedures shall govern compensation matters:

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation 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 the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. A voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

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

- a. Has received a copy of this Policy,
- b. Has read and understands this Policy,
- c. Has agreed to comply with this Policy, and
- d. Understands the Corporation 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.

Article VII
Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, annual reviews shall be conducted by the governing board. The annual reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits of principal officers of the Corporation 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 Corporation'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 within the meaning of the Code.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII of this Policy, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article IX
Compliance with the Spirit and Purpose of this Policy

To the extent that the precise terms of this Policy cannot be implemented (for example, because there is no individual who has voting powers with respect to compensation who is a disinterested person), all decisions necessary or appropriate to the operation of the Corporation shall be made in a manner that comports, to the extent reasonably possible, with the spirit and purpose of this Policy.