



## OMIDYAR NETWORK™

### CONFLICT OF INTEREST POLICY

#### 1. Purpose

The purpose of this Conflict of Interest Policy (the “Policy”) is to promote honest and ethical behavior at Omidyar Network through full disclosure of actual and potential conflicts of interest and the establishment of procedures to resolve such conflicts fairly and transparently.

This Policy applies to directors, managers, officers, employees, and, to the extent determined by the Business Ethics Officer, consultants and agents (each, a “Covered Individual”) of the following organizations: Omidyar Network Fund, Inc., Omidyar Network LLC, Omidyar Network Fund LLC, Omidyar Network Services LLC, Omidyar Network UK Limited and any subsidiary thereof (each, an “Omidyar Network Entity” and collectively, “Omidyar Network”).

Please note that this Policy is general in nature and cannot specifically identify every conflict that may arise. Thus, it should not be assumed that situations not described herein are exempt from the Policy or otherwise permitted. Furthermore, federal, state, local and foreign laws may impose additional obligations or restrictions, and Covered Individuals are expected to comply fully with applicable law in addition to this Policy.

When new conflict situations arise or there is uncertainty regarding interpretation or application of this Policy or applicable law, the legal department should be consulted for further guidance.

#### 2. Definition and Examples

A conflict of interest arises when there is an actual or potential conflict between the interests of Omidyar Network and the interests of a Covered Individual. Conflicts can take many shapes and forms, including: financial conflicts (such as personal investments in an Omidyar Network portfolio company), non-financial conflicts (such as time commitments or legal constraints), indirect conflicts (such as conflicts where benefits flow to a Covered Individual’s family members or someone with whom the Covered Individual has a personal or business relationship, such as a domestic partner, business partner, or friend), and apparent conflicts (where third parties may perceive that a conflict exists).

Here are some more examples of conflict situations:

- Your sibling, business partner or friend works at a non-profit organization to which Omidyar Network is considering making a grant.

- You serve on the board of directors of a portfolio company and make decisions on behalf of Omidyar Network as a stockholder or grantor.
- You serve on the board of directors of a non-portfolio company which is directly involved in activities in an Omidyar Network investment area.
- You participate in discussions regarding the hiring by Omidyar Network of a family member or an individual with whom you have a personal or business relationship.
- You receive gifts that have more than a nominal value (generally \$100 or less) from a current or prospective portfolio company.
- You speak at a personal event wearing Omidyar Network apparel and distributing Omidyar Network business cards.

### **3. Conflict Reporting and Resolution**

The Business Ethics Officer is the individual designated to resolve conflicts of interest. The Business Ethics Officer for Omidyar Network is the General Counsel of Omidyar Network Services LLC. The legal department will assist the Business Ethics Officer by receiving conflict reports and advising the Business Ethics Officer.

Upon commencement of service and on an annual basis thereafter, the legal department will circulate a conflict of interest disclosure statement to all Covered Individuals. Each Covered Individual is required to complete such disclosure statement to the best of his or her knowledge, and will be required to update such disclosure statement in the event of changes to any responses. The legal department will collect and review all such disclosure statements.

Notwithstanding the disclosure statement, conflicts should be reported as soon as possible to the legal department, which, in consultation with the Business Ethics Officer, will advise you of any further actions required. If you are uncertain whether a conflict exists or disclosure is required, you should consult with the Business Ethics Officer or the legal department.

Some conflicts may only require disclosure, while other conflicts may require approval or other actions. The Business Ethics Officer will handle any such approval process. Factors to be evaluated when considering conflicts may include, but are not limited to: relative size of financial or other benefits, length of pre-existing relationship or ownership, degrees of separation if indirect benefit, public exposure of conflict, and the position and authority of the Covered Individual.

If there is a disagreement between a Covered Individual and the Business Ethics Officer regarding the resolution of a particular conflict situation, the Business Ethics Officer will automatically escalate such issue to management of the appropriate Omidyar Network Entity, and it may be further escalated by management to the

Board of Directors or Managers of the appropriate Omidyar Network Entity.

Individuals involved in the conflict may be asked to provide further information, but should not be involved in any decisions regarding the conflict. Please note that some conflicts may be simply prohibited as further described in this Policy.

Failure to disclose a conflict or abide by this Policy may result in disciplinary action ranging from a warning up to and including termination of service.

In the event a conflict involves the Business Ethics Officer, the CEO of Omidyar Network Services LLC shall act as the Business Ethics Officer for purposes of such conflict.

#### **4. Specific Conflicts**

##### **a. Relationship with Portfolio Company**

Any relationship with a current or prospective Omidyar Network portfolio company should be disclosed to the legal department and the applicable investment lead. Relationships should be disclosed whether direct (involving the Covered Individual) or indirect (involving a member of the Covered Individual's family or someone with whom the Covered Individual has a personal or business relationship). Examples of relationships that should be disclosed include stock ownership, prior employment and serving as a current or past board member. In addition, the Covered Individual should disclose if he or she is subject to confidentiality obligations to such portfolio company.

Upon disclosure, the Business Ethics Officer shall notify such Covered Individual whether he or she may participate, in part or in full, in discussions regarding the portfolio company. Regardless of participation, such Covered Individual should abstain from making any decisions on behalf of an Omidyar Network Entity regarding such portfolio company, including new grants or investments, grant renewals, follow-on investments or other decisions. Similarly, the Covered Individual should, unless otherwise advised by the Business Ethics Officer or legal counsel, abstain from making decisions on behalf of such portfolio company regarding an Omidyar Network Entity.

In addition, termination of the Covered Individual's relationship with the portfolio company, divestment of stock ownership or other actions may also be recommended or required to minimize the outside perception of a conflict of interest.

Employment, consulting, volunteering and matching gifts for portfolio companies are also subject to the guidelines below regarding those specific types of conflicts.

## **b. Co-Investment/Grant**

Except as provided in this Section 4.b., Co-Investments or grants by a Covered Individual, a member of the Covered Individual's family or someone with whom the Covered Individual has a personal or business relationship, to a current or prospective Omidyar Network portfolio company should be disclosed to the legal department and the applicable investment lead, and are subject to prior written approval.

If approval is granted, such Covered Individual should abstain from making any further decisions on behalf of an Omidyar Network Entity regarding such portfolio company, including new grants or investments, grant renewals, follow-on investments or other decisions.

Notwithstanding the foregoing, donations up to **\$10,000** per year to a current or prospective Omidyar Network portfolio company are permitted without disclosure or approval.

## **c. Relationship with Vendor**

Any relationship with a current or prospective Omidyar Network vendor should be disclosed to the legal department and the department head involved in engaging such vendor. Relationships should be disclosed whether direct (involving the Covered Individual) or indirect (involving a member of the Covered Individual's family or someone with whom the Covered Individual has a personal or business relationship). Examples of relationships that should be disclosed include ownership, management and referral fees.

In addition, the Covered Individual should disclose if he or she is subject to confidentiality obligations to such vendor.

Upon disclosure, the Business Ethics Officer shall notify such Covered Individual whether he or she may participate, in part or in full, in discussions regarding the vendor. Regardless of participation, such Covered Individual should abstain from making any decisions on behalf of an Omidyar Network Entity regarding such vendor, including decisions to engage or terminate such vendor. Similarly, the Covered Individual should ensure that his or her relationship with Omidyar Network is fully disclosed to the vendor, and, when advised by the Business Ethics Officer or legal counsel, abstain from making decisions on behalf of such vendor regarding an Omidyar Network Entity.

In addition, termination of the Covered Individual's relationship with the vendor, divestment of stock ownership or other actions may also be recommended or required to minimize the outside perception of a conflict of interest.

#### **d. Board Position with Portfolio Company**

A Covered Individual appointed by Omidyar Network to hold a board position at an Omidyar Network portfolio company has fiduciary duties to the portfolio company that may conflict with the interests of Omidyar Network as a stockholder or grantor. Please see the legal department if you would like more information regarding such fiduciary duties.

Such director may participate in discussions at Omidyar Network regarding such portfolio company unless otherwise notified by the Business Ethics Officer. Regardless of participation, such director should abstain from making any decisions (including signing documents) on behalf of an Omidyar Network Entity regarding such portfolio company, including new grants or investments, grant renewals, follow-on investments or other decisions. Similarly, such director should ensure that his or her relationship with Omidyar Network is fully disclosed to the portfolio company, and, unless otherwise advised by the Business Ethics Officer or legal counsel, abstain from making decisions on behalf of such portfolio company regarding an Omidyar Network Entity.

Compensation or other benefits offered to or received by such director, other than gifts of nominal value (generally \$100 or less) or gifts otherwise provided as customary business courtesy as described in item 4(i), should be turned down or transferred to Omidyar Network. In the event such compensation must be held by the Covered Individual, such as stock options, the Covered Individual should seek further guidance from the Business Ethics Officer. Reimbursement of reasonable travel expenses of a Covered Individual related to his or her service as a director shall not be considered compensation or other benefits.

Other roles at portfolio companies (e.g., advisory board member, investment committee member, board observer, etc.) may not involve the same fiduciary duties as a director, but, unless otherwise notified by the Business Ethics Officer, should be treated similarly for conflicts purposes.

#### **e. Board Position Independent of Omidyar Network**

Omidyar Network encourages active roles in the community, including service as board members of local organizations and companies. However, Covered Individuals should be aware that such roles may give rise to actual or perceived conflicts of interest. For example, serving on such boards may imply support by Omidyar Network or lead to requests for such support.

Board positions at non-portfolio companies and any related remuneration should be disclosed to the legal department. Prior written approval of the Business Ethics Officer is required for board positions of organizations that fall within one of Omidyar Network's current or reasonably anticipated investment areas.

Other roles at non-portfolio companies such as advisory board member should be

disclosed and, unless otherwise notified by the Business Ethics Officer, treated similarly for conflicts purposes.

#### **f. Other Employment, Consulting, or Advising Relationships**

A Covered Individual should disclose any employment or material consulting or advising relationships with a third party to the legal department.

Employees may not use Company time toward any outside employment, consulting, or advising services.

Omidyar Network equipment and resources should not be used for any outside employment, consulting, or advising services without prior written approval from the Company.

When a Covered Individual engages in outside employment, consulting, or advising services as permitted under this Policy, it should be made clear that the individual is engaging in such employment, consulting, or advising services solely as an individual, and not as an agent or representative of Omidyar Network.

#### **g. Volunteer Activities**

Omidyar Network encourages active roles in the community, including volunteering with local organizations and companies, as well as Omidyar Network portfolio companies.

Volunteer activities should take place outside working hours for employees of Omidyar Network, and no Omidyar Network equipment or resources should be used for such volunteer activities without prior written approval.

Ongoing volunteer activities that involve a portfolio company should be disclosed to the legal department. One-time volunteer activities with a portfolio company need not be disclosed. Depending on the level of ongoing volunteer involvement with a portfolio company, the Business Ethics Officer may notify a Covered Individual whether he or she may participate, in part or in full, in discussions regarding the portfolio company, and whether such Covered Individual should abstain from making decisions on behalf of an Omidyar Network Entity regarding such portfolio company, including new grants or investments, grant renewals, follow-on investments or other decisions.

#### **h. New Employee Hires**

If a member of a Covered Individual's family or someone with whom the Covered Individual has a personal or business relationship applies for a job at Omidyar Network, such Covered Individual should disclose such relationship to the legal department and recuse himself or herself from all discussions and decisions regarding such applicant.

### **i. Gifts/Meals**

Gifts or meals provided to a Covered Individual may affect his or her decision-making ability, and may also create the perception of conflicts. Gifts may include products, services, entertainment, travel, loans or other items.

A Covered Individual may accept gifts and meals of nominal value (generally \$100 or less) or otherwise provided as customary business courtesy. Any other gifts should be turned down or provided to Omidyar Network, which may handle such gift as it deems appropriate (e.g., sharing such gift with the organization as a whole, holding a raffle to distribute the gift, donating such gift to another organization, etc.).

Reimbursement of travel-related costs by a sponsoring organization is acceptable if related to a speaking or similar engagement, provided that such reimbursement is limited to reasonable amounts.

### **j. Speaking Engagements/Public Events/Publications**

Speaking engagements, hosting of public events and publications by Covered Individuals related to Omidyar Network's current or reasonably anticipated investment areas should be disclosed to the Strategic Communications Group, and are subject to prior approval of the Strategic Communications Group.

Compensation or other benefits offered to or received by a Covered Individual in connection with such speaking engagement, public event or publication, other than gifts of nominal value (generally \$100 or less) or gifts otherwise provided as customary business courtesy as described in item 4(i), should be turned down or transferred to Omidyar Network.

Unrelated personal speaking engagements, public events and publications do not need to be disclosed or approved, provided that no relationship, sponsorship or other affiliation with Omidyar Network is made or implied. For instance, Omidyar Network business cards and marketing materials should not be distributed, Omidyar Network apparel should not be worn and references to Omidyar Network should not be made. Please contact the Strategic Communications Group for appropriate language disclaiming any sponsorship or approval of such speaking engagement, public event or publication.

### **k. Matching Gifts and Directed Giving**

Covered Individuals participating in Omidyar Network's matching gift program may request matching donations to charitable organizations with which such Covered Individual has a relationship, provided that no specific benefit (such as compensation, meals and entertainment, a premium, acknowledgement gift, auction item, tuition waiver or reduction, or free admission) is provided in return to the Covered Individual, any family member of such Covered Individual or anyone with

whom the Covered Individual has a personal or business relationship. The matching donation cannot be used to satisfy a pledge or other agreement made by the Covered Individual, any family member of such Covered Individual or anyone with whom the Covered Individual has a personal or business relationship.

Covered Individuals participating in Omidyar Network's directed giving program may request contributions to nonprofit organizations with which such Covered Individual has a relationship, provided that no specific benefit (such as compensation, meals and entertainment, a premium, acknowledgement gift, auction item, tuition waiver or reduction, or free admission) is provided in return to the Covered Individual, any family member of such Covered Individual or anyone with whom the Covered Individual has a personal or business relationship. The directed contribution cannot be used to satisfy a pledge or other agreement made by the Covered Individual, any family member of such Covered Individual or anyone with whom the Covered Individual has a personal or business relationship.

### **I. Omidyar Network Director/Manager**

Decisions made by the Board of Directors of Omidyar Network Fund, Inc. and by the Managers/Directors of other Omidyar Network Entities may also be subject to laws relating to "interested director transactions" in addition to the provisions of this Policy.

In the event that a Manager or Director has a conflict of interest relating to a matter brought to the Board, the Business Ethics Officer should be consulted with respect to additional procedures and actions that may be necessary, such as creation of a committee of disinterested members, approval by disinterested stockholders or seeking outside confirmation that the transaction is fair and reasonable.

### **5. Political and Religious Activities**

Various laws regulate Omidyar Network's involvement in political and religious activities, including a prohibition on Omidyar Network Fund, Inc. for lobbying or funding political campaigns. Extensive penalties to Omidyar Network Fund, Inc. could result from engaging in such political activities, including monetary penalties and loss of its 501(c)(3) status.

As a result, any engagement in political activities must be in accordance with Omidyar Network's Policy on Political Activity Compliance. Additionally, Covered Individuals may not engage in any religious activities using Omidyar Network's name, resources, facilities or equipment without prior written approval from the Business Ethics Officer.

Covered Individuals may engage in political or religious activities on their own time and at their own expense, provided that no relationship, sponsorship or other affiliation with Omidyar Network is made or implied. For instance, Omidyar Network business cards should not be used in connection with such activities,



Omidyar Network apparel should not be worn when engaging in such activities and references to Omidyar Network should not be made except to disclaim any representation of or support by Omidyar Network. Please contact the legal department in advance of personally engaging in significant political or religious activities to discuss the particular requirements for the situation and to minimize the appearance that any such activities are supported or otherwise sponsored by Omidyar Network.

## **6. Disclosure of Omidyar Network Relationships**

Subject to confidentiality restrictions, Omidyar Network strongly encourages disclosure of any relationship that Omidyar Network may have with portfolio companies, vendors or third parties that a Covered Individual recommends to others for potential investments, grants, service engagements or otherwise.

Please contact the legal department if you have any questions or concerns (including confidentiality obligations) that may affect such disclosure commitment.

## **7. Self-Dealing and Disqualified Persons**

Omidyar Network Fund, Inc. (“ONFI”), as a private foundation, is subject to additional restrictions imposed by its charter documents and the Internal Revenue Code. In particular, ONFI is prohibited from entering into “self-dealing” transactions with certain “disqualified persons.”

Due to the unique structure of Omidyar Network, most Omidyar Network staff do not qualify as disqualified persons. Directors, officers of ONFI, and certain individuals with similar authority or responsibilities would be deemed a disqualified person, together with Omidyar Network Fund LLC and other for-profit entities in the Omidyar family enterprises. The specific legal definition for disqualified person is attached as an appendix hereto, as well as the types of transactions that would qualify as self-dealing.

## APPENDIX

### Self-Dealing and Disqualified Persons

Disqualified persons include the following:

- a. Substantial contributors to ONFI;
- b. “Foundation managers” which include ONFI officers, directors and persons having similar responsibilities (including any individual with final authority or responsibility to act on behalf of ONFI with respect to a specific transaction);
- c. 20% owners of substantial contributors to ONFI;
- d. Family members of those described in (a), (b) or (c) above, including spouses, ancestors, children, grandchildren, great-grandchildren, and the spouses of children, grandchildren, and great-grandchildren;
- e. Any entity more than 35% owned by those described in (a), (b), (c) or (d) above.

The Business Ethics Officer will generally advise you whether you would likely be considered a “disqualified person.” The legal department will also maintain a list of all known “disqualified persons” for ONFI.

Please contact the legal department if you have questions whether a specific person or entity qualifies as a disqualified person.

Other than certain limited exceptions, the following types of transactions between ONFI and a disqualified person would be considered “self-dealing” and thus prohibited:

- a. sales or exchange of property (even at fair market value);
- b. leases of property;
- c. loans;
- d. furnishing of goods, services or facilities;
- e. payment of compensation; or
- f. use or transfer of assets or income.

A violation of the self-dealing rules may impose personal liability on the disqualified person and, in some circumstances, on foundation managers.