

1.0 PURPOSE

Infleqtion's DoE Conflict of Interest Policy ("Policy") implements the Department of Energy (DOE) Interim Conflict of Interest Policy for Financial Assistance, FAL 2022-02 dated Dec. 20, 2021 ("[DOE Interim COI Policy](#)"), establishing standards that provide a reasonable expectation that the design, conduct, and reporting of projects wholly or in part funded under DOE financial assistance awards (*e.g.*, a grant, cooperative agreement, or technology investment agreement) will be free from bias resulting from financial conflicts of interest or organizational conflicts of interest.

2.0 APPLICABILITY

This Policy is a corporate policy applying to all employees regardless of department, job, or role when ColdQuanta, Inc. dba Infleqtion ("Infleqtion") is applying for or receives a DOE financial assistance award, as well Infleqtion's subrecipients. Employees subject to the requirements to disclose significant financial interests are limited to Investigators, as that term is defined in this Policy.

3.0 DEFINITIONS

Definitions for terms used in this policy appear at Appendix A.

4.0 INVESTIGATOR FINANCIAL CONFLICTS OF INTEREST (FCOI)

4.1 Infleqtion Policy Requirements Overview

Infleqtion will maintain this Policy on financial conflicts of interest that complies with the DOE Interim COI Policy and make such policy available via a publicly accessible website.

Each Investigator is informed of Infleqtion's Policy, the Investigator's responsibilities regarding disclosure of significant financial interests, and of DOE's Interim COI Policy; and Infleqtion requires each Investigator to complete training regarding the same prior to engaging in projects related to any DOE financial assistance award and at least every four years, and immediately when any of the following circumstances apply:

- (1) Infleqtion revises this Policy or related procedures in any manner that affects the requirements of Investigators;
- (2) An Investigator is new to Infleqtion; or
- (3) Infleqtion finds that an Investigator is not in compliance with this Policy or a related management plan.

If Infleqtion carries out the DOE award through or with the assistance of one or more subrecipient, Infleqtion must take reasonable steps to ensure that each subrecipient Investigator complies with this Policy by:

- (1) Incorporating as part of a written agreement with the subrecipient terms that establish whether the financial conflict of interest policy of Infleqtion or that of the subrecipient will apply to the subrecipient's Investigators.

- a. If the subrecipient's Investigators must comply with the subrecipient's financial conflict of interest policy, the subrecipient shall certify as part of the agreement referenced above that its policy complies with this DOE Interim COI Policy and the subrecipient shall make such policy available via a publicly accessible website. If the subrecipient does not have any current presence on a publicly accessible website (and only in those cases), the subrecipient shall make its written policy available to any requestor within five business days of a request. If the subrecipient cannot provide such certification, the agreement shall state that subrecipient Investigators are subject to the financial conflict of interest policy of Inflection for disclosing financial conflicts of interest;
- b. Additionally, if the subrecipient's Investigators must comply with the subrecipient's financial conflict of interest policy, the agreement referenced above shall specify time period(s) for the subrecipient to report all identified financial conflicts of interest to Inflection. Such time period(s) shall be sufficient to enable Inflection to provide timely FCOI reports, as necessary, to DOE, as required by this DOE Interim COI Policy;
- c. Alternatively, if the subrecipient's Investigators must comply with Inflection's financial conflict of interest policy, the agreement referenced above shall specify time period(s) for the subrecipient to submit all Investigator disclosures of significant financial interests to Inflection. Such time period(s) shall be sufficient to enable Inflection to comply timely with its review, management, and reporting obligations under this DOE Interim COI Policy.

- (2) Providing FCOI reports to the DOE Program Office regarding all financial conflict of interest of all subrecipient Investigators consistent with this Policy, *i.e.*, prior to the expenditure of funds and within sixty days of any subsequently identified FCOI.

Inflection designates the Corporate Compliance team in the legal department as its official(s) to solicit and review disclosures of significant financial interests from each Investigator who is planning to participate in, or is participating in, the project funded under a DOE award, including disclosures of subrecipient Investigators. Inflection, through provision of the DOE Interim COI Policy to its designated official(s), provides guidelines for such official to determine whether an Investigator's significant financial interest is related to a project funded under a DOE award and, if so related, whether the significant financial interest is a financial conflict of interest.

4.2 Investigator Disclosures

Each Investigator who is planning to participate in the DOE award must disclose to Inflection's Corporate Compliance team the Investigator's significant financial interests (and those of the Investigator's spouse and dependent children). A DoE Conflict of Interest Disclosure form (Appendix B) will be provided to all applicable employees qualifying as an Investigator pursuant to the terms of an FOA or award. In the event Inflection seeks to add an Investigator after the time of

application, the Investigator is required make such disclosures prior to participating in a project funded under a DOE award.

Each Investigator who is participating in the DOE award must submit an updated disclosure of significant financial interests at least annually, in accordance with the specific time period prescribed by Inflection's designated official, during the period of the award. Such disclosure shall include any information that was not disclosed initially, or in a subsequent disclosure of significant financial interests (*e.g.*, any financial conflict of interest identified on a DOE award that was transferred from another non-Federal entity), and shall include updated information regarding any previously disclosed significant financial interest (*e.g.*, the updated value of a previously disclosed equity interest).

Each Investigator who is participating in the DOE award must submit an updated disclosure of significant financial interests within thirty days of discovering or acquiring (*e.g.*, through purchase, marriage, or inheritance) a new significant financial interest.

Each disclosure and updated disclosure must be signed and dated by the Investigator and include a certification statement that reads:

"I understand that this Disclosure is required to obtain funding from the U.S. Government. I certify to the best of my knowledge and belief that the information contained in this Disclosure Statement is true, complete, and accurate. I understand that any false, fictitious, or fraudulent information, misrepresentations, half-truths, or omissions of any material fact, may subject me to criminal, civil or administrative penalties for fraud, false statements, false claims, or otherwise. (18 U.S.C. §§1001 and 287, and 31 U.S.C. §§3729 -3730 and 3801-3812). I further understand and agree that (1) the statements and representations made herein are material to U.S. Government's funding decision, and (2) I have a responsibility to update the disclosures during the period of performance of the award should circumstances change which impact the responses provided above."

Inflection may involve the Investigator in the designated official(s)'s determination of whether a significant financial interest is related to the project funded under the DOE award. Noncompliance with the disclosure requirements, or willful misrepresentation in such disclosures, may subject an Investigator to disciplinary action up to and including termination of employment. In addition, Investigators shall be aware that any false, fictitious, or fraudulent information, or the omission of any material fact, on a disclosure, report, or other record required under the DOE Interim COI Policy may be subject to criminal, civil, or administrative penalties for fraud, false statements, false claims or otherwise. (U.S. Code Title 18, Sections 287 and 1001; and Title 31, 3729-3730 and 3801-3812).

4.3 Management and Reporting

Overview

An Investigator's significant financial interest is related to a project funded under a DOE award when Inflection, through its designated official(s), reasonably determines that the significant financial interest could be affected by the project, could affect the project, is in an entity whose

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financial interest could affect the project, or is in an entity whose financial interest could be affected by the project. Inflection may involve the Investigator in the designated official(s)'s determination of whether a significant financial interest is related to the project funded under the DOE award. A financial conflict of interest exists when Inflection, through its designated official(s), reasonably determines that the significant financial interest could directly and significantly affect the purpose, design, conduct, or reporting of the project funded under a DOE award.

Inflection will take such actions as necessary to manage financial conflicts of interest, including any financial conflicts of a subrecipient Investigator. Management of an identified financial conflict of interest requires development and implementation of a management plan and, if necessary, a retrospective review and a mitigation report.

Inflection will maintain records relating to all Investigator disclosures of financial interests and Inflection's review of and response to such disclosures (whether or not a disclosure resulted in Inflection's determination of a financial conflict of interest) and all actions under this Policy for the time period specified in 2 CFR §200.334 or, where applicable, from other dates specified in the individual award terms and conditions.

This Policy establishes adequate enforcement mechanisms and provides for employee sanctions or other administrative actions to ensure Investigator compliance as appropriate.

Inflection will certify, prior to award, that it:

- (1) Has in effect an up-to-date, written, and enforced administrative process to identify and manage conflicts of interest with respect to all projects for which financial assistance funding is sought or received from DOE;
- (2) Shall promote and enforce Investigator compliance with this Policy's requirements including those pertaining to disclosure of significant financial interests;
- (3) Shall manage financial conflicts of interest and provide initial and ongoing FCOI reports to DOE consistent with this Policy;
- (4) Agrees to make information available, promptly upon request, to DOE relating to any Investigator disclosure of financial interests and the non-Federal entity's review of, and response to, such disclosure, whether or not the disclosure resulted in the non-Federal entity's determination of a financial conflict of interest; and
- (5) Shall fully comply with the requirements of this Policy.

Procedures

(a) Management of financial conflicts of interest.

- (1) Prior to Inflection's expenditure of any funds under a DOE award, the designated official(s) of Inflection shall, consistent with Section IV(f) of the DOE Interim COI Policy: review all Investigator disclosures of significant financial interests; determine

whether any of the disclosures relate to the project funded under the DOE award; determine whether a financial conflict of interest exists; and, if so, develop and implement a management plan that shall specify the actions that have been, and shall be, taken to manage such financial conflict of interest. A nonexclusive list of conditions or restrictions, one or more of which might be imposed to manage a financial conflict of interest, includes:

- (i) Public disclosure of the financial conflict of interest (e.g., when presenting or publishing the project);
 - (ii) For projects involving human subjects, disclosure of financial conflicts of interest directly to participants;
 - (iii) Appointment of an independent monitor or oversight committee capable of taking measures to protect the purpose, design, conduct, and reporting of the project against bias resulting from the financial conflict of interest;
 - (iv) Modification of the project plan;
 - (v) Change of personnel or personnel responsibilities, or disqualification of personnel from participation in all or a portion of the project;
 - (vi) Reduction or elimination of the financial interest (e.g., sale of an equity interest); or
 - (vii) Severance of relationship(s) that create financial conflicts of interest.
- (2) Whenever, in the course of an ongoing project funded under a DOE award, an Investigator who is new to participating in the project discloses a significant financial interest or an existing Investigator discloses a new significant financial interest to Inflection, the designated official(s) of Inflection shall, within sixty days: review the disclosure; determine whether it is related to the project funded under the DOE award; determine whether a financial conflict of interest exists; and, if so, implement, on at least an interim basis, a management plan that shall specify the actions that have been, and will be, taken to manage such financial conflict of interest. Depending on the nature of the significant financial interest, Inflection may determine that additional interim measures are necessary with regard to the Investigator's participation in the project funded under the DOE award between the date of disclosure and the completion of Inflection's review.
- (3) Whenever Inflection identifies a significant financial interest that was not disclosed timely by an Investigator or, for whatever reason, was not previously reviewed by Inflection during an ongoing project funded under a DOE award (e.g., was not timely reviewed or reported by a subrecipient), the designated official(s) shall, within sixty days: review the significant financial interest; determine whether it is related to the project funded under a DOE award; determine whether a financial conflict of interest exists; and, if so:

- (i) Implement, on at least an interim basis, a management plan that shall specify the actions that have been and will be taken to manage such financial conflict of interest going forward;
- (ii) (A) In addition, whenever a financial conflict of interest is not identified or managed in a timely manner, including failure by the Investigator to disclose a significant financial interest that is determined by Inflection to constitute a financial conflict of interest; failure by Inflection to review or manage such a financial conflict of interest; or failure by the Investigator to comply with a financial conflict of interest management plan, Inflection's designated official shall, within 120 days of Inflection's determination of noncompliance, complete a retrospective review of the Investigator's activities and the project funded under the DOE award to determine whether any project activity, or portion thereof, conducted during the time period of the noncompliance, was biased in the purpose, design, conduct, or reporting of such project.

(B) Inflection is required to document the retrospective review; such documentation shall include, but not necessarily be limited to, all of the following key elements:

 - (1) DOE award number;
 - (2) Project title;
 - (3) PI or contact PI if a multiple PI model is used;
 - (4) Name of the Investigator with the FCOI;
 - (5) Name of the entity with which the Investigator has a financial conflict of interest;
 - (6) Reason(s) for the retrospective review;
 - (7) Detailed methodology used for the retrospective review (e.g., methodology of the review process, composition of the review panel, documents reviewed);
 - (8) Findings of the review; and
 - (9) Conclusions of the review.
- (iii) Based on the results of the retrospective review, if appropriate, Inflection shall update the previously submitted FCOI report, specifying the actions that will be taken to manage the financial conflict of interest going forward. If bias is found, Inflection is required to notify the DOE Program Office promptly and submit a mitigation report to the DOE Program Office. The mitigation report must include, at a minimum, the key elements documented in the retrospective review above, a description of the impact of the bias on the project, and Inflection's

plan of action or actions taken to eliminate or mitigate the effect of the bias (e.g., impact on the project; extent of harm done, including any qualitative and quantitative data to support any actual or future harm; analysis of whether the project is salvageable). Thereafter, Inflection will submit FCOI reports annually, as specified elsewhere in this Policy. DOE Program Offices may, by language in Funding Opportunity Announcements (FOAs) or by term and condition of award, require more frequent reporting for awards. Depending on the nature of the financial conflict of interest, Inflection may determine that additional interim measures are necessary with regard to the Investigator's participation in the project funded under the DOE award between the date that the conflict of interest or the Investigator's noncompliance is determined and the completion of Inflection's retrospective review.

- (4) Whenever Inflection implements a management plan pursuant to this Policy, Inflection shall monitor Investigator compliance with the management plan on an ongoing basis until the completion of the DOE award.
- (5) (i) Prior to Inflection's expenditure of any funds under a DOE award, Inflection shall ensure public accessibility, via written response to any requestor within five business days of a request, of information concerning any significant financial interest disclosed to Inflection that meets the following three criteria:
 - (A) The significant financial interest is still held by the senior/key personnel as defined by this Policy;
 - (B) Inflection determined that the significant financial interest is related to the project funded under the DOE award; and
 - (C) Inflection determined that the significant financial interest is a financial conflict of interest.
- (ii) The information that Inflection makes available via written response to any requestor within five business days of a request, shall include, at a minimum, the following: the Investigator's name; the Investigator's title and role with respect to the project; the name of the entity in which the significant financial interest is held; the nature of the significant financial interest; and the approximate dollar value of the significant financial interest (dollar ranges are permissible: \$0 - \$4,999; \$5,000-\$9,999; \$10,000-\$19,999; amounts between \$20,000-\$100,000 by increments of \$20,000; amounts above \$100,000 by increments of \$50,000), or a statement that the interest is one whose value cannot be readily determined through reference to public prices or other reasonable measures of fair market value.
- (iii)(A) If Inflection uses a publicly accessible website for the purposes of this subsection, the information that Inflection posts shall be updated at least annually. In addition, Inflection shall update the website within sixty days of

Infleqtion's receipt or identification of information concerning any additional significant financial interest of the senior/key personnel for the project funded under the DOE award that was not previously disclosed, or upon the disclosure of a significant financial interest of senior/key personnel new to the project, if Infleqtion determines that the significant financial interest is related to the project and is a financial conflict of interest. The website shall note that the information provided is current as of the date listed and is subject to updates, on at least an annual basis and within sixty days of Infleqtion's identification of a new financial conflict of interest.

(B) If Infleqtion responds to written requests for the purposes of this subsection, Infleqtion will note in its written response that the information provided is current as of the date of the correspondence and is subject to updates, on at least an annual basis and within sixty days of Infleqtion's identification of a new financial conflict of interest, which should be requested subsequently by the requestor.

(iv) Information concerning the significant financial interests of an individual subject to paragraph (a)(5) of this section shall remain available, for responses to written requests, for at least three years from the date that the information was most recently updated.

(b) Reporting of financial conflicts of interest.

(1) Prior to Infleqtion's expenditure of any funds under a DOE-funded project, Infleqtion's designated official shall provide to the DOE Program Office a FCOI report regarding any Investigator's unmanaged or unmanageable significant financial interest found by Infleqtion to be conflicting. DOE Program Offices may, by language in FOAs or term and condition of award, require Infleqtion's FCOI report also list any Investigator's significant financial interest found by Infleqtion to be conflicting and addressed by a management plan in accordance with this Policy.

Infleqtion shall provide, on request, FCOI reports and supporting documentation about any significant financial interest found by Infleqtion to be conflicting, regardless of whether or not the conflict has been managed, mitigated, or eliminated. In cases in which Infleqtion identifies a financial conflict of interest and eliminates it prior to the expenditure of DOE-awarded funds, Infleqtion will not submit a FCOI report to the DOE Program Office.

(2) For any significant financial interest that Infleqtion identifies as conflicting subsequent to Infleqtion's initial FCOI report during an ongoing project funded under a DOE award (e.g., upon the participation of an Investigator who is new to the project), Infleqtion's designated official shall:

(i) **[Applicable when a DOE Program Office requires Infleqtion to include only unmanaged or unmanageable Investigator FCOIs in the FCOI Report]**

Provide to DOE within sixty days an FCOI report regarding the financial conflict of interest if Inflection's designated official determines that the FCOI is unmanageable. Pursuant to paragraph (a)(3)(ii) of this section, where such FCOI report involves a significant financial interest that was not disclosed timely by an Investigator or, for whatever reason, was not previously reviewed or managed by Inflection (e.g., was not timely reviewed or reported by a subrecipient), Inflection also is required to complete a retrospective review to determine whether any project funded under a DOE award or portion thereof conducted prior to the identification of the financial conflict of interest was biased in the purpose, design, conduct, or reporting of such project. Additionally, pursuant to paragraph (a)(3)(iii) of this section, if bias is found, Inflection is required to notify the DOE Program Office promptly and submit a mitigation report to the DOE Program Office.

(ii) **[Applicable when a DOE Program Office requires Inflection to include all Investigator FCOIs – including managed and unmanaged/unmanageable FCOIs – in the FCOI Report]** Provide to DOE within sixty days, an FCOI report regarding the financial conflict of interest and ensure that Inflection has implemented a management plan in accordance with this Policy. Pursuant to paragraph (a)(3)(ii) of this section, where such FCOI report involves a significant financial interest that was not disclosed timely by an Investigator or, for whatever reason, was not previously reviewed or managed by Inflection (e.g., was not timely reviewed or reported by a subrecipient), Inflection also is required to complete a retrospective review to determine whether any project funded under a DOE award, or portion thereof, conducted prior to the identification and management of the financial conflict of interest was biased in the purpose, design, conduct, or reporting of such project. Additionally, pursuant to paragraph (a)(3)(iii) of this section, if bias is found, Inflection is required to notify the DOE Program Office promptly and submit a mitigation report to the DOE Program Office.

(3) Any FCOI report required under paragraphs (b)(1) or (b)(2) of this section shall include sufficient information to enable DOE to understand the nature and extent of the financial conflict, and to assess the appropriateness of Inflection's management plan. Elements of the FCOI report shall include, but are not necessarily limited to the following:

- (i) DOE award number;
- (ii) PI or Contact PI if a multiple PI model is used;
- (iii) Name of the Investigator with the financial conflict of interest;
- (iv) Name of the entity with which the Investigator has a financial conflict of interest;

- (v) Nature of any applicable financial interest (e.g., equity, consulting fee, travel reimbursement, honorarium) and/or applicable external relationships or activities;
 - (vi) Value of any applicable financial interest (dollar ranges are permissible: \$0 - \$4,999; \$5,000-\$9,999; \$10,000-\$19,999; amounts between \$20,000-\$100,000 by increments of \$20,000; amounts above \$100,000 by increments of \$50,000), or a statement that the interest is one whose value cannot be readily determined through reference to public prices or other reasonable measures of fair market value;
 - (vii) A description of how the financial interest relates to the project funded under a DOE award and the basis for Infleqtion's determination that there is a conflict with such project; and
 - (viii) [Applicable when a DOE Program Office requires Infleqtion to include all Investigator FCOIs – including managed and unmanaged/unmanageable FCOIs – in the FCOI Report] A description of the key elements of Infleqtion's management plan, including:
 - (A) Role and principal duties of the conflicted Investigator in the project;
 - (B) Conditions of the management plan;
 - (C) How the management plan is designed to safeguard objectivity in the project;
 - (D) Confirmation of the Investigator's agreement to the management plan;
 - (E) How the management plan will be monitored to ensure Investigator compliance; and
 - (F) Other information as needed.
- (4) For any financial conflict of interest previously reported by Infleqtion with regard to an ongoing project funded under a DOE award, Infleqtion's designated official will provide DOE with an annual FCOI report that addresses the status of the financial conflict of interest and, if applicable, any changes to the management plan for the duration of the DOE award.
- (5) In addition to the annual FCOI report, DOE may require that Infleqtion routinely submit all or some Investigator disclosures of financial interests in these, or other, circumstances:
- (i) As part of monitoring Infleqtion's compliance with this Policy;
 - (ii) Bankruptcy or other legal winding down;

- (iii) Acquisition of the Inflection by a foreign entity, where “acquisition” includes a foreign entity obtaining a controlling interest in the non-Federal entity; or
- (iv) As otherwise set forth in 2 CFR §200, as amended by 2 CFR §910.

5.0 Organizational Conflicts of Interest (OCOI)

Inflection is committed to effectively managing and mitigating the potential for organizational conflict of interest in DOE financial assistance awards. Inflection must disclose in writing any potential or actual organizational conflict of interest to the DOE Program Office. Inflection must provide the disclosure to DOE in an application for financial assistance or prior to engaging in a procurement or transaction using DOE funds with a parent, affiliate, or subsidiary organization. The elements of the disclosure shall include, but are not limited to the following:

- (i) The name, address, and website (as applicable) of the entity that presents a potential or actual organizational conflict of interest;
- (ii) The relationship between Inflection and the entity at issue;
- (iii) The nature of the anticipated procurement or other transaction with the parent, affiliate, or subsidiary organization; the anticipated value of the procurement or other transaction; and the basis for making the procurement or other transaction with a parent, affiliate, or subsidiary organization;
- (iv) The basis for Inflection’s determination regarding the existence of an organizational conflict of interest; and
- (v) How Inflection will avoid, neutralize, or mitigate the organizational conflict of interest.

If the effects of the potential or actual organizational conflict of interest cannot be avoided, neutralized, or mitigated, the anticipated procurement or other transaction using DOE funds may not be made. Where there is an organizational conflict of interest that cannot be avoided, neutralized, or mitigated, Inflection must procure goods and services from other sources when using DOE funds.

6.0 Remedies

If the failure of an Investigator to comply with Inflection’s financial conflict of interest policy or a management plan appears to have biased the purpose, design, conduct, or reporting of the project funded under a DOE award, Inflection shall promptly notify the DOE of the failure to comply and of the corrective action taken or to be taken. In addition, following the failure of an Investigator to comply with Inflection’s financial conflict of interest policy or a management plan, Inflection will incorporate any directions or recommended actions from DOE on how to maintain objectivity in the project funded under the DOE, for example, require Inflection to enforce any applicable corrective actions prior to a DOE award or when the transfer of a DOE award involves such an Investigator.

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If Infleqtion fails to disclose an organizational conflict of interest to DOE prior to engaging in a procurement or transaction using DOE funds with a parent, affiliate, or subsidiary organization, Infleqtion recognizes that the costs of such procurement or transaction may be disallowed. Further, if the organizational conflict of interest is not avoided, neutralized, or managed, Infleqtion recognizes that DOE may determine that imposition of specific award conditions under 2 CFR 200.208 and/or 2 CFR 200.208 is necessary and Infleqtion will comply with such actions.

Appendix A Defined Terms

Award, financial assistance award or Federal award means the same as the definition provided in 2 CFR for Federal award.

Contracting Activity means an organizational element that has the authority to award and administer contracting and financial assistance instruments.

Disclosure of significant financial interests means an individual's disclosure of significant financial interests to Inflection.

DOE means the U.S. Department of Energy, the National Nuclear Security Administration (NNSA), and any components of the DOE to which the authority involved may be delegated.

DOE Program Office means the organizational unit of DOE, led by an officer of the Department who has been appointed by the President by and with the advice and consent of the Senate, that funds and/or manages the awards subject to this policy. For purposes of this policy, the term DOE Program Office includes the organization responsible for executing program management functions; the cognizant Contracting Activity; and the field elements in safety and health, administrative, management, and technical areas.

Financial conflict of interest (FCOI) means a situation in which an Investigator or the Investigator's spouse or dependent children has a significant financial interest or financial relationship that could directly and significantly affect the design, conduct, reporting or funding of a project.

FCOI report means Inflection's report of a financial conflict of interest to the DOE Program Office.

Financial interest means anything of monetary value, whether or not the value is readily ascertainable.

Institution of Higher Education means the same as the definition provided at 20 U.S.C. §1001(a).

Investigator means the principal Investigator (PI) and any other person, regardless of title or position, who is responsible for the purpose, design, conduct, or reporting of a project funded by DOE or proposed for funding by DOE. DOE Program Offices have the discretion to expand the definition to also include any person who participates in the purpose, design, conduct, or reporting of a project funded by DOE or proposed for funding by DOE. Such expansion will be specified in the applicable funding opportunity announcement and/or terms and conditions of the financial assistance award.

Investigator's Inflection responsibilities means an Investigator's professional responsibilities on behalf of Inflection, which may include activities such as research, research consultation, and professional practice.

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Manage means taking action to address a financial conflict of interest, which can include mitigating or eliminating the conflict of interest, to ensure, to the extent possible, that the purpose, design, conduct, and reporting of a project will be free from bias.

Non-Federal entity means Inflection, a State, local government, Indian tribe, Institution of Higher Education, nonprofit organization, or for-profit organization that carries out a DOE award as a recipient or subrecipient.

Inflection's designated official(s) means the individual(s) designated by Inflection with the authority and responsibility to act on behalf of Inflection to ensure compliance with this policy and the DOE Interim COI Policy.

Organizational conflict of interest means a situation where because of relationships with a parent company, affiliate, or subsidiary organization, Inflection is unable or appears to be unable to be impartial in conducting a procurement action involving a related organization.

2 CFR §200.318(c)(2).

Potential conflict of interest exists when an impartial observer reasonably believes that actual or apparent past, present, or currently planned interests could constitute a conflict of interest with a project funded under a DOE award.

Principal Investigator (PI) means a principal investigator of a project funded under a DOE financial assistance award; PI is included in the definitions of senior/key personnel and Investigator.

Project means the interdependent activities funded wholly or in part under the DOE financial assistance award. A project has a defined start and end point with objectives described in an application or in an approved scope that, when attained, signify completion and achievement of a specific goal, and creation of a unique product, service, or result. For awards that include recipient cost share as part of the approved budget, activities funded with that recipient cost share are included.

Recipient means an entity, usually but not limited to non-Federal entities, that receives a Federal award directly from a Federal awarding agency. The term recipient does not include sub recipients or individuals that are beneficiaries of the award.

Senior/key personnel means the PI; any other person who significantly influences the design, conduct, or reporting of a project funded under a DOE award; and any other person identified as senior/key personnel by Inflection in the application for financial assistance, approved budget, progress report, or any other report submitted to the DOE by Inflection under this Policy.

Significant financial interest (SFI) means:

(1) A financial interest consisting of one or more of the following interests of the Investigator (and those of the Investigator's spouse and dependent children) that reasonably appears to be related to the Investigator's Inflection responsibilities:

- (i) With regard to any foreign or domestic publicly traded entity, a significant financial interest exists if the value of any remuneration received from the entity in the twelve months preceding the disclosure and the value of any equity interest in the entity as of the date of disclosure, when aggregated, exceeds \$5,000. For purposes of this definition, remuneration includes salary and any payment for services not otherwise identified as salary (e.g., consulting fees, honoraria, paid authorship); equity interest includes any stock, stock option, or other ownership interest, as determined through reference to public prices or other reasonable measures of fair market value;
 - (ii) With regard to any foreign or domestic non-publicly traded entity, a significant financial interest exists if the value of any remuneration, not otherwise disclosed as current, pending, or other support, received from the entity in the twelve months preceding the disclosure, when aggregated, exceeds \$5,000, or when the Investigator (or the Investigator's spouse or dependent children) holds any equity interest (e.g., stock, stock option, or other ownership interest); (iii) Intellectual property rights and interests (e.g., patents, copyrights), upon receipt of income related to such rights and interests.
- (2) Investigators also must disclose the occurrence of any reimbursed or sponsored travel (i.e., that which is paid on behalf of the Investigator and not reimbursed to the Investigator so that the exact monetary value may not be readily available) related to their Inflection responsibilities that is not otherwise disclosed in current and pending or other support disclosures, provided that this disclosure requirement does not apply to travel that is reimbursed or sponsored by a Federal, state, or local government agency of the United States. Details of this disclosure must include, at a minimum, the purpose of the trip, the identity of the sponsor/organizer, the destination, and the duration. In accordance with this Policy, Inflection's designated official(s) will determine if further information is needed, including a determination or disclosure of monetary value, in order to determine whether the travel constitutes a FCOI with the project funded under the DOE award.
- (3) The term significant financial interest does not include the following types of financial interests: salary, royalties, or other remuneration paid by Inflection to the Investigator if the Investigator is currently employed or otherwise appointed by Inflection, including intellectual property rights assigned to Inflection and agreements to share in royalties related to such rights; any ownership interest in Inflection held by the Investigator; income from investment vehicles, such as mutual funds and retirement accounts, as long as the Investigator does not directly control the investment decisions made in these vehicles; income from seminars, lectures, or teaching engagements sponsored by a Federal, state, or local government agency of the United States, a domestic Institution of Higher Education, or a domestic research institute that is affiliated with a domestic Institution of Higher Education; or income from service on advisory committees or review panels for a Federal, state, or local government agency of the United States, a domestic Institution of Higher Education, or a domestic research institute that is affiliated with a domestic Institution of Higher Education.

Small Business Innovation Research (SBIR) Program and Small Business Technology Transfer (STTR) Program mean the extramural research programs for small businesses that are run by the DOE Office of Science and the Advanced Research Projects Agency-Energy and certain other Federal agencies under Public Law 97-219, the Small Business Innovation Development Act, as amended, and Public Law 102 -564.

Subrecipient means an entity, usually but not limited to non-Federal entities, that receives a subaward from a pass-through entity to carry out part of a Federal award, but does not include an individual that is a beneficiary of such award. A subrecipient may also be a recipient of other Federal awards directly from a Federal awarding agency.

Appendix B DOE CONFLICT OF INTEREST DISCLOSURE FORM

Fill out this form if you have a Significant Financial Interest related to your Institutional Responsibilities and/or Sponsored Reimbursed Travel Disclosures.

This submittal is for a (check one): _____ New Disclosure; ____ Updated Disclosure

Disclosing Investigator Name: _____

Principal Investigator Name, if different from Investigator: _____

Proposal Title: _____

Agency Award Number (if Updated Disclosure): _____

1. Provide information about any Significant Financial Interest related to your Inflection responsibilities that are related to the above mentioned proposal or project. Note that this disclosure is not required for financial matters/interests that are unrelated to your Inflection responsibilities and that are unrelated to the project. Please refer to Inflection's DoE Conflict of Interest Policy for specific details about when a disclosure is required.
2. Provide information about any Sponsored/Reimbursed Travel. Reporting is not needed for travel that is reimbursed or sponsored by a U.S. federal, state, or local government agency, an American Institution of higher education, academic teaching hospital, medical center, or research institute that is affiliated with a domestic Institute of Higher Education.

DOE CONFLICT OF INTEREST POLICY



I understand that this Disclosure is required to obtain funding from the U.S. Government. I certify to the best of my knowledge and belief that the information contained in this Disclosure Statement is true, complete, and accurate. I understand that any false, fictitious, or fraudulent information, misrepresentations, half-truths, or omissions of any material fact, may subject me to criminal, civil or administrative penalties for fraud, false statements, false claims, or otherwise. (18 U.S.C. §§ 1001 and 287, and 31 U.S.C. 3729-3730 and 3801-3812). I further understand and agree that (1) the statements and representations made herein are material to U.S. Government's funding decision, and (2) I have a responsibility to update the disclosures during the period of performance of the award should circumstances change which impact the responses provided above.

Name: _____

Signature: _____

Date: _____

Institutional Decision regarding the disclosed conflict of interest and, if appropriate, proposed mitigation plan:

Designated COI Official (name): _____

Signature: _____

Date: _____