

Conflict of Interest Waiver

This **Conflict of Interest Waiver** ("**Waiver**") is made effective as of _____ ("**Effective Date**") by and between the following parties:

Company

Individual

The Company and the Individual may be referred to individually as a "**Party**" and collectively as the "**Parties.**"

1. Purpose

The purpose of this Waiver is to disclose and address a potential or actual conflict of interest involving the Individual and to document the Company's informed consent to such conflict under the terms set forth in this Waiver.

2. Disclosure of Conflict

The Individual hereby discloses the following actual or potential conflict of interest:

The Individual confirms that the above disclosure is complete and accurate to the best of their knowledge and that no material facts have been omitted.

3. Acknowledgment of Conflict

The Company acknowledges that:

- It has been fully informed of the nature and extent of the disclosed conflict of interest;
- It has had the opportunity to request additional information or clarification; and
- It understands the potential risks and implications associated with the disclosed conflict.

4. Waiver and Consent

Subject to the terms of this Waiver, the Company hereby:

- Waives any objection to the disclosed conflict of interest; and
- Consents to the Individual's continued involvement in the relevant activities, roles, or transactions despite the disclosed conflict.

This consent is granted based on the information disclosed and may be withdrawn in accordance with the Termination clause.

5. Conditions and Limitations

The waiver and consent granted under this Waiver are subject to the following conditions:

- The Individual shall act in good faith and in the best interests of the Company at all times;
- The Individual shall avoid using confidential or proprietary information for personal gain or for the benefit of third parties;
- The Individual shall promptly disclose any changes or developments that may affect the nature or scope of the conflict; and
- The Individual shall comply with all applicable Company policies, including any conflict of interest or ethics policies.

6. No Waiver of Future Conflicts

This Waiver applies only to the specific conflict described in this document. It does not constitute a waiver of any other existing or future conflicts of interest, whether known or unknown at the time of execution.

7. Term and Termination

This Waiver shall remain in effect until:

- The conflict of interest no longer exists;
- The Company revokes its consent by providing written notice to the Individual; or
- The Individual's relationship with the Company ends.

Upon termination of this Waiver, the Individual shall cease any activities that give rise to the conflict unless otherwise agreed in writing.

8. Confidentiality

All disclosures made under this Waiver and any related information shall be treated as confidential and used solely for the purpose of evaluating and managing the conflict of interest, unless disclosure is required by law or authorized by the Parties.

9. Governing Law

This Waiver shall be governed by and interpreted in accordance with the laws of _____, without regard to conflict of law principles.

10. Entire Understanding

This Waiver constitutes the entire understanding between the Parties regarding the disclosed conflict of interest and supersedes any prior discussions or understandings relating to the same subject matter.

11. Amendment

This Waiver may be amended only by a written document signed by both Parties.

12. Acknowledgment

By signing below, the Parties confirm that they have read and understood this Waiver and agree to be bound by its terms.

Company

Name

Date

Signature

Individual

Name

Date

Signature



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