

**LEAN Foundation USA, Inc.**  
**Board of Directors**  
**Conflict of Interest Policy Resolution**

WHEREAS, it has been and is the policy of the Board of Directors that Directors should at all times act in a manner consistent with their fiduciary responsibilities to LEAN Foundation USA, Inc. (hereinafter "Corporation") and should exercise particular care that no detriment to the Corporation would result from conflicts between their interests and those of the Corporation; and

WHEREAS, for purposes of this policy a Director is considered to have a conflict of interest when the individual, or any of his or her immediate family (i.e., spouse, parents, siblings or children) or Associates (i.e., any person or organization with which the Director is associated or serves as a director, officer, managing partner, employee or Director, or has a financial interest sufficient to enable him or her to exercise control or to influence policy significantly) either (1) has an existing or potential financial or other interest which impairs or might reasonably appear to impair, the individual's independence of judgment in the discharge of responsibilities to the Corporation, or (2) may receive a material financial or other benefit from knowledge of information confidential to the Corporation; and

WHEREAS, in furtherance of the foregoing objective, it has been the practice of the Board of Directors to minimize and avoid, where possible, business relationships between the Corporation and any Director or organization in which any Director has a significant interest; and

WHEREAS, the Board of Directors desires to document its policy and practice with respect to conflicts of interest.

NOW, THEREFORE, BE IT RESOLVED, that the proper officers of the Corporation are authorized, empowered, and directed, in the name and on behalf of the Corporation, and we consent to, and hereby do, adopt the LEAN Foundation USA, Inc. Conflict of Interest Policy, as the Conflict of Interest Policy of this corporation.

IN WITNESS WHEREOF, the undersigned have duly executed this Resolution on February \_\_, 2021.

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Lubna Farooq, President / Treasurer

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Sadia Yunus, Vice President

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Meraj Sheikh, Secretary