Conflict of Interest Policy

1. **Objective.** Digital Asset Tax Action ("**Corporation**") is an Illinois not-for-profit corporation organized and operated exclusively for purposes permitted under Internal Revenue Code ("**IRC**") Section 501(c)(3) and in particular for the purposes stated in the Corporation's Articles of Incorporation ("**Purpose**"). The objective of this Conflict of Interest Policy ("**Policy**") is to protect the interests of the Corporation when it is contemplating a transaction, arrangement, decision, or relationship that might directly or indirectly benefit the private interest of a director or officer, a Related Party (defined below), or another person in a manner that could impair independent judgment or result in a possible Excess Benefit Transaction (defined below). The Corporation is organized to serve the public interest, and each director, officer, employee, and volunteer is expected to act in a manner that maintains and furthers the public's trust and confidence in the Corporation.

This Policy establishes guidelines, procedures, and requirements for:

(i) Identifying a Conflict of Interest (defined below) and situations that may result in an actual or potential Conflict of Interest or otherwise involve facts, relationships, or circumstances that could reasonably bear on independence, impartiality, or divided loyalty; and

(ii) Appropriately managing a Conflict of Interest in accordance with legal requirements and the goals of accountability and transparency.

This Policy applies to all Corporation directors and officers, each of whom must be familiar with and adhere to this Policy. Employees and volunteers are also expected to disclose any actual or potential Conflict of Interest affecting Corporation matters, any Covered Interests, and any other material facts, relationships, or circumstances that could reasonably bear on independence, impartiality, or divided loyalty, and any such matters shall be escalated to the Board or an appropriate officer for review under this Policy or other applicable Corporation procedures.

This Policy is intended to supplement, and shall be interpreted consistently with, the Illinois General Not For Profit Corporation Act of 1986, including the provisions governing director conflicts of interest, and applicable federal tax law requirements governing organizations exempt from federal income tax under IRC Section 501(c)(3), including private inurement, impermissible private benefit, and Excess Benefit Transactions.

2. Definitions. For purposes of this Policy, the following terms have the following meanings when capitalized. When not capitalized, these terms are to be given their plain and ordinary meanings:

2.1. "Conflict of Interest" means a situation in which, in the judgment of the Corporation's Board of Directors ("**Board**"), a director's or officer's personal, professional, financial, fiduciary, or relational interests impair, could impair, or could reasonably be expected to impair the person's independent judgment, loyalty, or impartiality in acting in the best interests of the Corporation.

(i) The outside interests or activities of a Corporation director or officer interfere with, compete with, or could reasonably be expected to impair the person's independent judgment, loyalty, or impartiality in relation to the Corporation's interests;

(ii) A Corporation director or officer has a direct or indirect interest in a transaction or arrangement that could reduce the likelihood that the person's judgment will be exercised impartially in the best interests of the Corporation;

(iii) A Corporation director or officer has divided loyalties or competing fiduciary, professional, or financial obligations; or

(iv) A transaction or arrangement could result in private inurement, impermissible private benefit, or an Excess Benefit Transaction (defined below).

2.2. "**Covered Interest**" means any financial interest, compensation interest, fiduciary role, governance role, ownership interest, investment interest, or other relationship that could reasonably give rise to an actual or potential Conflict of Interest or otherwise involve a matter reasonably bearing on independence, impartiality, or divided loyalty for a Corporation director or officer, whether held directly or indirectly through a Related Party (defined below):

(i) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

(ii) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement;

(iii) 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; or

(iv) A legal commitment or financial interest, including by virtue of a director or officer appointment, employment position, or volunteer arrangement, to act in the interest of another entity or individual.

A Covered Interest is not necessarily a Conflict of Interest. A person who has a Covered Interest must disclose it under this Policy, and the Board shall determine under Section 3.2 whether the matter constitutes an actual Conflict of Interest requiring further action. For purposes of this Policy, compensation includes direct and indirect remuneration and gifts or favors that are more than insubstantial. Without limitation, annual disclosures under this Policy may include gifts, favors, hospitality, travel, entertainment, discounts, referral arrangements, and other business courtesies, as well as relationships with persons in a position to influence Corporation decisions, to the extent such matters could reasonably bear on a person's independence, impartiality, or divided loyalty with respect to a Corporation matter.

Without limiting Sections 2.1 and 2.2, a Covered Interest or Conflict of Interest may arise in connection with a proposed grant, scholarship, or similar charitable program award if a director or officer has a supervisory, mentoring, evaluative, research, academic, employment, or other professional advancement relationship with an applicant, grantee, scholarship recipient, or any person who may materially benefit from the proposed award, including a student, fellow, trainee, advisee, co-investigator, collaborator, or subordinate. In such circumstances, the Board shall consider whether the proposed award could directly or indirectly advance the Interested Person's (defined below) research program, academic standing, professional reputation, institutional interests, funding opportunities, supervisory responsibilities, or other financial, economic, or career-related interests.

2.3. **"Excess Benefit Transaction"** means any transaction in which an economic benefit is provided by the Corporation, directly or indirectly, to or for the use of a Disqualified Person and the value of the economic benefit provided by the Corporation exceeds the value of the consideration (including the performance of services) received by the Corporation. For purposes of this Policy, "**Disqualified Person**" has the meaning assigned under IRC Section 4958 and applicable Treasury Regulations and generally includes a person who was in a position to exercise substantial influence over the affairs of the Corporation during the applicable lookback period.

2.4. "**Interested Person**" means any director or officer who has a Covered Interest.

2.5. **"Material Financial Interest**" means a financial interest that could reasonably bear on a person's independence, impartiality, or divided loyalty with respect to a Corporation matter.

2.6. "**Related Party**" means any one of the following persons or entities:

(i) Any Relative (defined below) of any individual described in Section 2.4 above;

(ii) Any entity or trust for which any individual described in Section 2.4 or 2.6(i) above serves as a director, trustee, officer, employee, or volunteer;

(iii) Any entity or trust in which any individual described in Section 2.4 or 2.6(i) above has a thirty-five percent (35%) or greater ownership or beneficial interest; and

(iv) Any other entity or trust in which any individual described in Section 2.4 or 2.6(i) above has a financial interest that could reasonably bear on the person's independence, impartiality, or divided loyalty with respect to a Corporation matter.

2.7. "**Relative**" means any one of the following persons:

(i) The spouse or domestic partner of an Interested Person;

(ii) An ancestor of an Interested Person;

(iii) The siblings or half-siblings, children (whether natural or adopted), grandchildren, and great-grandchildren of an Interested Person; and

(iv) The spouse or domestic partner of any person described in Section 2.7(iii) above.

3. **Procedures.**

3.1. **Duty to Disclose**. An Interested Person must promptly disclose any actual or potential Conflict of Interest, any Covered Interest, and any other material fact, relationship, or circumstance that could reasonably bear on the person's independence, impartiality, or divided loyalty with respect to a

Corporation matter, as soon as the Interested Person becomes aware of it and before the Corporation enters into the transaction or arrangement at issue. The disclosure must be made to the Board if the Interested Person is a director or officer. The Interested Person shall disclose all material facts to the Board concerning the matter, including the nature of the Covered Interest, the circumstances giving rise to the actual or potential Conflict of Interest, and any information reasonably requested by the Board. If an Interested Person is aware of a matter involving a Related Party but does not have complete information, the Interested Person shall disclose the matter to the extent known and identify any material information that is unknown or requires follow-up.

3.2. Determining Whether a Conflict of Interest Exists. After disclosure of an actual or potential Conflict of Interest, a Covered Interest, or another material fact, relationship, or circumstance that could reasonably bear on independence, impartiality, or divided loyalty with respect to a Corporation matter, the disinterested directors, or a committee consisting entirely of disinterested directors, if properly authorized, shall determine whether an actual Conflict of Interest exists by following the procedures described in this Section 3.2:

(i) The Interested Person shall disclose all material facts relating to the disclosed matter to the Board, including any actual or potential Conflict of Interest, Covered Interest, or other fact, relationship, or circumstance that could reasonably bear on the person's independence, impartiality, or divided loyalty with respect to a Corporation matter;

(ii) The Interested Person shall announce the disclosed matter, explain the material facts relating to it, and answer factual questions requested by the Board. The Interested Person may provide factual information reasonably requested by the Board, but shall not advocate for the matter. After doing so, the Interested Person shall leave the meeting room while the determination of a Conflict of Interest is discussed and voted upon, and shall not participate in the discussion or vote. The presence of the Interested Person or any other director who is not disinterested may be counted for purposes of determining whether a quorum is present, but the Interested Person and any other director who is not disinterested shall not be counted when the Board or a committee takes action on the matter;

(iii) The disinterested directors shall decide, based on the available information, whether an actual Conflict of Interest exists. If the disinterested directors determine by the affirmative vote of a majority of the disinterested directors voting on the matter that no actual Conflict of Interest exists, no further review under this Policy is required, although the matter may still be reviewed in the ordinary course under the Corporation's other governance procedures. The discussion and determination must be documented in accordance with Section 4; and

(iv) The determination that a Conflict of Interest exists does not preclude the disinterested directors from approving the matter, but this determination requires the disinterested directors to follow the procedures outlined in Section 3.3 or Section 3.4, as applicable.

3.3. Procedures for Addressing Conflicts Involving Transactions and Other Non-Programmatic Matters. If an actual Conflict of Interest involves a transaction, arrangement, compensation matter, or other non-programmatic matter, the Board, or a properly authorized committee consisting entirely of disinterested directors, shall follow this Section 3.3:

(i) The Interested Person shall announce the Conflict of Interest, explain the material facts, and answer factual questions requested by the Board. The Interested Person may provide factual information reasonably requested by the Board but shall not advocate for the matter. After doing so, the Interested Person must leave the room during the discussion and vote and shall not participate in either;

(ii) The Interested Person shall not try to influence the outcome through discussion, voting, private communications, lobbying, or other back-channel efforts directed to directors, officers, committee members, or staff;

(iii) The Board shall review the relevant facts, available alternatives, and any market information reasonably needed to evaluate the matter;

(iv) After due diligence, the Board shall decide whether the Corporation can obtain a more advantageous transaction or arrangement from a person or entity that would not create a Conflict of Interest;

(v) If that is not reasonably possible, the Board shall decide by the affirmative vote of a majority of the disinterested directors voting on the matter whether the transaction or arrangement is fair to the Corporation, in the Corporation's best interests, for the Corporation's benefit, and consistent with the Corporation's Purpose and federal tax-exemption requirements; and

(vi) The Board shall then decide whether the Corporation should proceed with the matter.

3.4. Procedures for Addressing Conflicts Involving Charitable Programs. If an actual Conflict of Interest involves a grant, scholarship, or similar charitable program award made under a separate Board-adopted charitable program policy, the Board, or a properly authorized committee consisting entirely of disinterested directors, shall follow this Section 3.4. The applicable charitable program policy supplies the substantive eligibility, selection, award, use, monitoring, and documentation standards for the program, and this Policy governs only the conflict-management process.

(i) The Interested Person shall announce the Conflict of Interest, explain the material facts, and answer factual questions requested by the Board. The Interested Person may provide factual information reasonably requested by the Board but shall not advocate for the matter. After doing so, the Interested Person must leave the room during the discussion and vote and shall not participate in either.

(ii) The Interested Person shall not try to influence the outcome through discussion, voting, private communications, lobbying, or other back-channel efforts directed to directors, officers, committee members, program staff, or evaluators.

(iii) The disinterested directors shall review the application or proposed award under the applicable charitable program policy and its objective eligibility, selection, and use standards.

(iv) The disinterested directors shall decide in good faith, by the affirmative vote of a majority of the disinterested directors voting on the matter, and document in writing, whether the proposed award satisfies the applicable charitable program policy and its objective eligibility, selection, and use standards, advances the purpose of the charitable program and the Corporation's Purpose, is in the Corporation's best interests and for the Corporation's benefit, complies with federal tax-exemption requirements, and does not result in impermissible private benefit, private inurement, or any direct or indirect financial, economic, or career-related benefit to the Interested Person or any Related Party except to the extent clearly incidental to the charitable purposes being served.

(v) The Board may approve or deny the proposed award if it follows this Section 3.4 and determines that approval is authorized under the applicable charitable program policy, is fair to the Corporation, advances the purpose of the charitable program and the Corporation's Purpose, and is consistent with applicable law and federal tax-exemption requirements. Nothing in this Section 3.4 authorizes approval of an award that is prohibited by law or that would result in impermissible private benefit, private inurement, or an Excess Benefit Transaction.

(vi) The Board shall apply heightened scrutiny and may require additional safeguards or decline to approve the proposed award if the facts suggest a material risk of impermissible private benefit, private inurement, loss of independent judgment, or a material direct or indirect benefit to the Interested Person or any Related Party. If there are insufficient disinterested directors to evaluate the matter independently, the proposed award shall not be approved unless the Board refers the matter to a properly authorized committee consisting entirely of disinterested directors or obtains another independent review process authorized by applicable law and the Corporation's governance documents.

3.5. Violations of this Policy. If the Board has reasonable cause to believe an Interested Person failed to disclose an actual or potential Conflict of Interest, a Covered Interest, or another material fact, relationship, or circumstance that could reasonably bear on the person's independence, impartiality, or divided loyalty with respect to a Corporation matter, it shall inform the Interested Person of the basis for that belief and afford the Interested Person an opportunity to explain the alleged failure to disclose. If, after hearing the Interested Person's response and making any further investigation warranted by the circumstances, the Board determines that the Interested Person failed to make a required disclosure under this Policy, it shall take appropriate corrective or disciplinary action as permitted by law, up to and including termination of employment or volunteer service or removal as a director or officer. Each director and officer is responsible for reporting any suspected failure to disclose under this Policy to the Board, the President, or the Secretary, as appropriate, and in accordance with the Corporation's Whistleblower Policy. Conduct that violates this Policy is outside the scope of authority of any director or officer acting on behalf of the Corporation.

4. Records of Proceedings. The minutes of Board and applicable committee meetings must include a contemporaneous record of the Board's review of any actual or potential Conflict of Interest, any Covered Interest, and any other material fact, relationship, or circumstance that could reasonably bear on independence, impartiality, or divided loyalty, including the following:

(i) The name of the person who disclosed an actual or potential Conflict of Interest, a Covered Interest, or another material fact, relationship, or circumstance that could reasonably bear on independence, impartiality, or divided loyalty;

(ii) The nature of the disclosed matter;

(iii) Any action taken to determine whether an actual Conflict of Interest existed or whether the disclosed matter required action under this Policy;

(iv) Confirmation that the Interested Person announced the matter, disclosed the material facts, answered only factual questions requested by the Board, and was not present during the Board's deliberations or vote; and

(v) The Board's decision as to whether an actual Conflict of Interest existed.

If the Board must decide whether to proceed with a matter despite an actual Conflict of Interest, the minutes must also include the following:

(i) The names of the persons who were present for discussion by the Board of the proposed transaction or arrangement;

(ii) The substance of the discussion, including any alternatives considered under Section 3.3 or, if the matter was reviewed under Section 3.4, a statement to that effect and the basis for doing so;

(iii) A record of any votes taken in connection with the proceedings; and

(iv) If the Board reviewed the matter under Section 3.4, the minutes must also describe the Interested Person's relationship to the applicant, grantee, scholarship recipient, or other beneficiary, the Interested Person's recusal and departure from the room, the Board's written findings under Section 3.4, any heightened-scrutiny considerations or additional safeguards the Board applied, and any committee or other independent review process used under Section 3.4(vi).

The Board meeting minutes must be approved before the sooner of:

(i) The next Board meeting; or

(ii) 60 days after the subject actions of the Board are taken.

5. Compensation Matters. Compensation arrangements involving directors, officers, disqualified persons, or other persons subject to heightened review shall be governed by the Corporation's separate

Disqualified Person Compensation Policy and any other applicable Board-approved compensation policy, including procedures intended to satisfy federal requirements relating to reasonable compensation and the rebuttable presumption of reasonableness. Nothing in this Policy permits an interested person to participate in deliberations or voting to the extent prohibited by this Policy, the Corporation's compensation policy, applicable law, or fiduciary duties.

6. Annual Statements and Disclosures. Each Corporation director and officer shall annually complete the Corporation's Annual Conflict of Interest Disclosure Form and disclose all current actual or potential Conflicts of Interest, Covered Interests, Related Party relationships, and any other previously unreported facts, relationships, or circumstances that could reasonably bear on the person's independence, impartiality, or divided loyalty. Each such annual disclosure and update shall be made to the best of the person's knowledge, based on the person's actual knowledge after reasonable inquiry into the person's own interests, relationships, and records and into information ordinarily known to the person in the course of the person's relationship with the Corporation, without any independent duty to investigate related parties. Each director and officer shall also promptly update the disclosure if any material change occurs during the year and shall sign a statement affirming that the person:

(i) Has received this Policy;

(ii) Has read and understands this Policy;

(iii) Agrees to comply with this Policy;

(iv) Has no actual or potential Conflict of Interest, Covered Interest, Related Party relationship, or other fact, relationship, or circumstance to report that could reasonably bear on the person's independence, impartiality, or divided loyalty with respect to a Corporation matter, or is reporting all such current and previously unreported matters known to the person; and

(v) Understands that the Corporation, to maintain its federal tax exemption, must be organized and operated exclusively to advance its Purpose.

7. Use of Outside Advisors. When conducting a Conflict of Interest determination as provided in Section 3 or a periodic review as provided in Section 10 of this Policy, the Corporation may use outside advisors. If outside advisors are used, their use does not relieve the Board of its fiduciary duties or responsibilities when considering a transaction or arrangement with an Interested Person or Related Party.

8. Policy Distribution. This Policy shall be distributed to the Corporation's directors and officers and posted on the Corporation's website.

9. Record Retention. The Corporation shall retain any records related to this Policy as required by the Corporation's Record Retention and Destruction Policy.

10. Periodic Review. The Board shall review this Policy at least once every three years and more frequently if warranted by changes in applicable law, IRS guidance, the Corporation's activities, governance practices, or related-party transaction patterns. As part of each review, the Board should consider whether this Policy remains clear, operationally workable, and appropriately coordinated with the Corporation's other governance and compensation policies.

11. Questions. Any questions relating to the scope, interpretation, or operation of this Policy should be directed to the President or the Board.

This Policy was adopted by the Board on July 6, 2026.