

Policy Statement

As an organization conducting research and development activities, SilverBills is committed to protecting the integrity and objectivity of its research activities by ensuring that the design, conduct, and reporting of research will not be biased or appear to be biased by a personal Financial Conflict of Interest. SilverBills has implemented this policy to identify, manage, reduce, or eliminate financial conflicts of interest.

The procedures and forms described in this document were created and designed to comply with the specific regulatory requirements for U.S. Public Health Service (PHS)-sponsored research but are also intended to provide a basic framework and standards for identifying, evaluating, and managing potential conflicts of interest related to SilverBills' other research activities.

Reason for Policy

This policy and its related procedures and forms have been developed to identify, manage, mitigate, neutralize, or eliminate actual, apparent, and potential conflicts of interest. This policy was written to comply with the Code of Federal Regulations (CFR) 42, Part 50, Subpart F, "Responsibility of Applicants for Promoting Objectivity in Research for Which Public Health Service (PHS) Funding is Sought" and CFR 45 Part 94, "Responsible Prospective Contractors."

Definitions. For purposes of this policy, the following definitions will apply:

Designated Official is the individual designated by SilverBills to oversee the financial conflicts-of-interest process, including solicitation and review of disclosures of Significant Financial Interests. SilverBills will assign responsibility to the CFO or the CFO's assignee to be the Designated Official.

Equity Interest includes any stock, stock option, or other ownership interest, and its value may be determined through reference to public prices or other reasonable measures of fair market value.

Financial Conflict of Interest means a Significant Financial Interest that could directly and significantly affect the design, conduct, or reporting of research as determined by SilverBills through the Designated Official.

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

Immediate Family refers to an Investigator's (hereinafter defined) spouse and dependent children.

Investigator means the project director/principal investigator and any other person who is responsible for the design, conduct, or reporting of the research or proposed research.

PHS means the U.S. Public Health Service, an operating division of the U.S. Department of Health and Human Services (HHS), and any components of the PHS to which the authority involved may be delegated, including the National Institutes of Health (NIH).

PHS Awarding Component means the organizational unit of the PHS that funds the research that is subject to 42 CFR Part 50, Subpart F, and 45 CFR Part 94.

PHS-funded Research means research funded under PHS grants, cooperative agreements, or contracts.

Public Health Service Act, or PHS Act means the statute codified at 42 U.S.C. 201 et seq.

Remuneration includes, for example, salary and any payment for services not otherwise identified as salary (e.g., consulting fees, honoraria, paid authorship).

Research means a systematic investigation, study, or experiment designed to develop or contribute to generalizable knowledge relating broadly to public health, including behavioral and social sciences research. The term encompasses basic and applied research (e.g., a published article, book, or book chapter) and product development (e.g., a diagnostic test or drug). For PHS-Funded Research, the term includes any such activity for which research funding is available from a PHS Awarding Component through a grant, cooperative agreement, or contract, whether authorized under the PHS Act or other statutory authority.

Significant Financial Interest means a financial interest consisting of one or more of the following interests of the Investigator and his/her Immediate Family that reasonably appear to be related to the Investigator's SilverBills project responsibilities, including:

1. With regards to interests in any publicly traded entity, a Financial Interest consisting of any remuneration received from the entity in the twelve (12) months preceding the disclosure and any Equity Interest (e.g., stock, stock option, or other ownership interest) in the entity, as of the date of disclosure, in which the value aggregated exceeds Five Thousand and 00/100 Dollars (\$5000); and
2. With regard to interests in any non-publicly traded entity, a Financial Interest consisting of any remuneration received from the entity in the twelve (12) months preceding the disclosure, in which the value when aggregated exceeds Five Thousand and 00/100 Dollars (\$5000), or when the Investigator or his/her Immediate Family holds any Equity Interest (e.g., stocks, stock option or other ownership interest); or
3. A Financial Interest with regards to any intellectual property rights and interests (e.g., patents, copyrights), whereupon income could be realized related to such rights and interests.

Significant Financial Interests also include 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 the Investigator's SilverBills project responsibilities, provided, however, that this disclosure requirement does not apply to travel that is reimbursed or sponsored by:

(i) a Federal, state, or local government agency, (ii) an institution of higher education as defined at 20 U.S.C. 1001(a), (iii) an academic teaching hospital, (iv) a medical center, or (v) a research institute that is affiliated with an institution of higher education.

Significant Financial Interest does not include the following:

1. Salary, royalties, or other remuneration paid by SilverBills (or a subrecipient as applicable) to the Investigator if the Investigator is currently employed or otherwise appointed by SilverBills, including that which is paid for intellectual property rights assigned or licensed to SilverBills and agreements to share in royalties related to such rights.
2. Any ownership interest in SilverBills (or a subrecipient as applicable) held by the Investigator (e.g., employee stock options or stock grants).
3. Income from investment vehicles, such as mutual funds and retirement accounts, provided the Investigator does not directly control the investment decisions made in these vehicles.
4. Income from seminars, lectures, or teaching engagements sponsored by: (i) a Federal, state, or local government agency, (ii) an institution of higher education as defined at 20 U.S.C. 1001(a); an academic teaching hospital; a medical center; or a research institute that is affiliated with an institution of higher education.
5. Income from service on advisory committees or review panels for a Federal, state, or local government agency; an institution of higher education as defined at 20 U.S.C. 1001(a), (iii) an academic teaching hospital, (iv) a medical center, or (v) a research institute that is affiliated with an institution of higher education.

Procedures

Responsibilities of Designated Official:

The Designated Official or his/her designee shall be responsible for the following:

1. Informing SilverBills Investigators of their obligations under this policy and any related regulations
2. Reviewing disclosures of Significant Financial Interest with SilverBills' CEO to determine whether they are related to the subject research and, if so, whether they constitute Financial Conflicts of Interest
3. Screening and managing potential conflicts of interest
4. Maintaining (i) all records relating to disclosures of Financial Interests, (ii) SilverBills' review of and response to such disclosures, and (iii) any related actions under this policy
5. Ensuring inclusion of any required certifications in applications for funding or contract proposals
6. Reporting and disclosure as required under this policy and applicable regulations.

For PHS-funded research, the Designated Official shall also have the following responsibility:

Taking reasonable steps to ensure that Investigators for subrecipients (e.g., subgrantees, subcontractors, or collaborators) fully comply with this policy or provide SilverBills with sufficient assurances to enable SilverBills' compliance with all applicable laws or regulations. To this end, written agreement between SilverBills and the subrecipient will specify whether SilverBills' or the subrecipient's financial conflicts of interest policy will apply to the subrecipient's Investigators and, if the subrecipient's policy will apply, the Designated Official will;

- a. Obtain certification from the subrecipient that its policy complies with SilverBills' policy and the applicable regulations (absent such certification, SilverBills' policy will apply to the subrecipient's Investigators)
- b. Establish time periods for subrecipient reporting of Financial Conflicts of Interest to SilverBills that enable SilverBills to report such conflicts in a timely manner, as required under its policy and the applicable regulations.

If SilverBills' policy applies to the subrecipient Investigators, SilverBills will be responsible for meeting the requirements of the policy and the reporting obligations reflected in the applicable regulations.

Internal Reporting Requirements:

For PHS-funded research, as part of the funding application or proposal, and prior to performing any work on the research, each Investigator who is planning to participate in the research is required by regulation to complete a significant financial interest disclosure ("SFID") Form and submit the SFID Form to SilverBills' CEO. This requirement also applies to Investigators who are or who work for subgrantees, subcontractors, or collaborators on PHS-funded research. SFID Forms will be provided to Investigators in conjunction with the annual training and will be otherwise made available. SilverBills' CEO will review SFID Form submissions with the Designated Official. The information reported on the SFID Form includes a listing of the Investigator's known Significant Financial Interests and those of his/her Immediate Family that appear reasonably related to the research or that are associated with entities whose Financial Interests could be affected by the research.

SilverBills Investigators in non-PHS-funded research who have any Significant Financial Interest that may reasonably appear to be affected by the research are also expected to complete the SFID Form and to submit it to SilverBills' CEO.

Investigators are expected to submit an updated SFID Form during the period of the award as necessary (at least annually for PHS-funded research). The annual update will typically be done in conjunction with completion of annual training. Such disclosures shall include: (i) any information that was not previously disclosed, (ii) any change in information regarding any previously disclosed significant Financial Interest, or, (iii) within thirty (30) days of discovery or

acquisition, any new Significant Financial Interest (e.g., an interest acquired through purchase, marriage, or inheritance).

Determination and Management of Financial Conflicts of Interest:

Upon receipt of a completed SFID Form, the Designated Official shall determine whether an Investigator’s Significant Financial Interest is related to the subject research and, if so, whether the interest constitutes a Financial Conflict of Interest under this policy and any applicable regulations. The investigator may be required to submit additional information as part of the process. A disclosed interest may be related to the subject research either because the interest could be affected by the research or because it is in an entity whose Financial Interest could be affected by the research. A Financial Conflict of Interest exists if the Significant Financial Interest could directly and significantly affect the design, conduct, or reporting of the research.

If SilverBills determines that a Financial Conflict of Interest exists, a financial conflicts-of-interest management plan (“FCOI MP”) will be implemented and monitored on an ongoing basis. The FCOI MP will include appropriate steps to manage, reduce, or eliminate the conflict. Following are examples of conditions or restrictions that might be imposed:

1. Disclosure to research participants or the public of Significant Financial Interests (e.g., when presenting or publishing the research)
2. Monitoring of research by independent reviewers
3. Modification of the research plan
4. Disqualification of staff from participation in all or a portion of the research
5. Reduction or divestiture of a Financial Interest
6. Severance of relationships that create actual or potential conflicts.

In addition to the conditions or restrictions described above, SilverBills may require the management of conflicting Financial Interests in other ways as it deems appropriate.

External Reporting Requirements:

SilverBills will disclose Financial Conflicts of Interest as required by applicable laws or regulations. Before expending any funds under a PHS award, SilverBills will ensure public accessibility by posting Financial Conflicts of Interest information on a publicly available website or by responding in a timely manner to written requests as required under the regulations. The Designated Official will also report to the PHS Awarding Component, as detailed in the regulations, the existence of any Financial Conflict of Interest that has not been eliminated and will ensure that SilverBills has implemented a plan to manage the conflict.

If a Financial Conflict of Interest is identified after the initial reporting and during ongoing research (e.g., through participation of a new Investigator) and has not been eliminated, SilverBills will provide the PHS Awarding Component with an update within sixty (60) days and ensure that it has implemented a plan to manage the conflict. If the Financial Conflicts of Interest report involves a Significant Financial Interest that was not disclosed by an Investigator or not previously reviewed or managed by SilverBills (e.g., not reviewed or reported by a subrecipient in a timely manner), SilverBills will undertake a retrospective review. Such retrospective review will determine whether there was bias in the design, conduct, or reporting of the PHS-funded research, or portion thereof, conducted prior to the identification and management of the conflict. If bias is found, SilverBills will promptly notify the PHS Awarding Component and submit a mitigation report. Upon request, SilverBills will provide HHS with: (i) information related to any Investigator disclosure of Significant Financial Interests, (ii) SilverBills' review of, and response to, such disclosure, and (iii) whether the disclosure resulted in SilverBills' determination of a Financial Conflict of Interest.

Confidentiality:

SilverBills will, to the extent possible, protect the confidentiality of disclosures. In every instance, SilverBills will endeavor to balance the privacy interest of individuals with its responsibility and obligation to identify and manage conflicts of interest. Disclosures will be available to SilverBills staff only on a need-to-know basis and will not be disclosed outside of SilverBills unless necessary to comply with contractual, legal, or regulatory requirements.

Investigator Noncompliance:

If an Investigator knowingly fails to comply with this policy (e.g., fails to identify an actual or potential Financial Conflict of Interest), SilverBills may take appropriate disciplinary action, which may include, without limitation, termination of the Investigator's participation in the research. In addition, for PHS-funded research, failure to comply with this policy or the applicable regulations shall result in the following:

1. If the Investigator's failure to comply with this policy or a FCOI MP has biased the design, conduct, or reporting of the PHS-funded research, SilverBills shall promptly notify the PHS Awarding Component of the corrective action taken or to be taken
2. SilverBills will make available to the HHS all records pertinent to financial conflicts of interest and the management of those conflicts.
3. If HHS determines that a clinical PHS-funded research project whose purpose is to evaluate the safety or effectiveness of a drug, medical device, or treatment has been designed, conducted, or reported by an Investigator with a financial conflict of interest that was neither disclosed nor managed, SilverBills shall require disclosure of the conflicting interest in each public presentation of the results of the research and shall request an addendum to previously published presentations, if necessary.

Training and Education:

Investigators shall receive training to promote objectivity in research and to ensure Investigator compliance with regard to the applicable regulations and Significant Financial Interest disclosure obligations. The training module and other resources developed by NIH can be accessed through the NIH website.

SilverBills requires Investigators to complete such training on an annual basis and when any of the following occurs:

1. SilverBills revises its financial conflicts-of-interest policy or procedures in any manner that affects the Investigator's obligations
2. An Investigator is new to SilverBills
3. SilverBills finds that an Investigator is not in compliance with this policy or an FCOI MP.

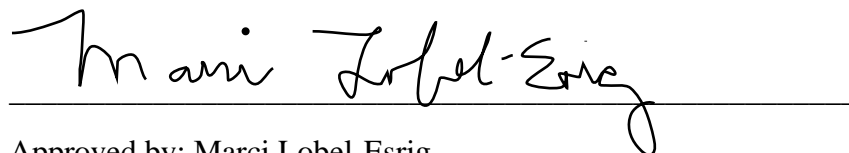
Retention of Records:

The Designated Official will retain financial conflicts-of-interest disclosure forms and other supporting information consistent with SilverBills' record retention policy. For PHS-funded research, records of all financial disclosures, whether or not they result in a reporting obligation, and all actions taken by SilverBills with respect to each Financial Conflict of Interest will be retained for at least three (3) years from the date of submission of the final expenditures report or final payment on the contract or, where applicable, from other dates specified in 45 CFR 74.53(b) or 48 CFR Part 4, Subpart 4.7.

Point of Contact:

If you have a conflict or interest or if you have a question to discuss, contact the SilverBills Designated Official via the Contact page of the www.SilverBills.com website, by calling 866 653 4427, or by mail or personal visit to 300 West 57th Street, 33rd Floor, New York, NY 10019. If you do not know who the SilverBills Designated Official is, contact either the CEO or the CFO (or the head of the financial function) to determine who the Designated Official is.

SilverBills Inc.



Approved by: Marci Lobel-Esrig

Founder, CEO and General Counsel

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