

b) Procedure for Addressing the Conflict of Interest

i) After the Interested Person discloses the financial interest to the Board, and after any discussion that the Board may choose to have with the Interested Person, the Interested Person shall leave the meeting prior to the discussion of, and the vote on, the contract or transaction involving the potential conflict of interest.

ii) Through the exercise of due diligence and with knowledge of the facts, the Board shall determine whether the contract or transaction is being entered into by UEI at the time of its consummation, and whether UEI could enter into a more advantageous contract or transaction with reasonable effort under the circumstances.

iii) The Board may approve the contract or transaction. Any such approval shall be by a majority vote of disinterested directors then in office, and only if the Board in good faith after reasonable investigation finds that:

interest in connection with an actual or potential conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest decision as to whether a conflict of interest in fact existed.

ii) The names of the persons who were present for discussions and votes relating to the contract or transaction, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article IV Prohibited Financial Interests

a) Notwithstanding the provisions of Article III, no member of the Board shall be financially interested in any contract or authorization entered into by the Board (and any such contract or transaction shall be void) under any of the following circumstances:

a) The contract or transaction is between UEI and a Board member.

from UEI, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI - Annual Statements

Each UEI director, UEI principal officer and Committee member shall annually sign a statement, which affirms such person:

- a) Has received a copy of the conflict of interest policy,
- b) Has read and understands the conflict of interest policy,
- c) Has disclosed any financial interests he/she has in a UEI contract or transaction,
- d) Will disclose any future financial interests he/she may have in a UEI contract or transaction,
- e) Has agreed to comply with the policy, and
- f)

Article IX Use of Nonpublic Information

