



**NSN GLOBAL SERVICES LLC
A LIMITED LIABILITY COMPANY REGISTERED IN:**

**DOVER, DELAWARE
UNITED STATES OF AMERICA**

**Board Policies Manual
Version 2.0 2026**

Preamble and Commitment Statement

NSN Global Services LLC, as an innovative global company focused on revolutionizing education and technology solutions across international boundaries, acknowledges the vital role of effective board governance in achieving our strategic objectives and ensuring operational excellence. Our mission encompasses reforming outdated education systems, optimizing investments for greater impact in private and public sectors, and increasing access to quality education in developing nations. In support of these goals, this Official Board Policies Manual provides a detailed framework for the composition, responsibilities, operations, and conduct of our Board of Managers or any advisory boards established under our structure. This manual is designed to promote accountability, strategic oversight, and ethical decision-making, while fostering a collaborative environment that drives innovation in education and technology. It operates strictly within the parameters defined by our Operating Agreement, which serves as the ultimate authority governing the company's structure and management. Under no circumstances does this manual supersede, alter, or take precedence over the Operating Agreement; instead, it offers supplementary guidance to enhance board effectiveness, ensure compliance with applicable laws and regulations, and align with best practices in corporate governance for limited liability companies.

Our commitment to robust board policies is grounded in the recognition that, as an LLC with global operations including subsidiaries in the United States, the United Kingdom, Europe, Australia, and beyond, strong oversight is essential for navigating complex regulatory landscapes, managing risks, and capitalizing on opportunities in the education sector. This manual reflects principles of transparency, independence, and inclusivity, drawing from established guidelines such as the National Association of Corporate Directors (NACD) principles for board effectiveness and relevant provisions of the Delaware Limited Liability Company Act. By implementing these policies, NSN Global Services LLC aims to empower our board to provide strategic direction, monitor performance, and uphold our values, ultimately contributing to sustainable growth and positive societal impact. This document is intended to be a dynamic resource, subject to periodic review and revision to incorporate evolving legal requirements, industry standards, and organizational needs, always in subordination to the Operating Agreement and with the objective of supporting our mission to advance global education through technological innovation.

Definitions and Key Principles

For clarity and consistent interpretation, NSN Global Services LLC defines key terms related to board governance as follows: "Board" refers to the Board of Managers, if the LLC is manager-managed as per the Operating Agreement, or any advisory board established to provide oversight and guidance. "Managers" are individuals or entities appointed under the Operating Agreement to manage the company's affairs. "Members" are the owners of the LLC with rights and responsibilities outlined in the Operating Agreement. "Fiduciary Duties" include the duties of care, loyalty, and good faith owed by managers to the company and its members. "Committees" are subgroups of the board formed for specific purposes, such as audit or compensation. "Quorum" is the minimum number of board members required for valid decision-making, as specified in the Operating Agreement. "Conflict of Interest" occurs when a board member's personal interests could interfere with their duties to the company.

The guiding principles of this manual are derived from recognized governance frameworks, including the Business Roundtable's Principles of Corporate Governance and ISO standards

on organizational governance (ISO 37000). These principles emphasize accountability, where board members are responsible for their actions and decisions; independence, ensuring objective judgment free from undue influence; diversity, promoting a mix of skills, experiences, and backgrounds to enhance decision-making; strategic focus, prioritizing long-term value creation in education and technology; and ethical integrity, aligning with our Code of Business Conduct and Ethics. Legal compliance is integral, adhering to statutes like the Delaware LLC Act, which outlines managerial duties, and international regulations such as the U.K. Companies Act for subsidiaries. By embracing these principles, NSN Global Services LLC ensures that our board functions effectively, supporting innovative solutions for educational challenges while remaining fully compliant and subordinate to the Operating Agreement.

Scope and Applicability

This Board Policies Manual applies to all aspects of board operations within NSN Global Services LLC, including the Board of Managers and any standing or ad hoc committees formed thereunder. It covers activities at our U.S. headquarters and extends to global subsidiaries and operations in regions such as Europe, Australia, and developing nations in Africa and Asia. The manual binds all board members, including managers, independent advisors, and observers, as well as officers who interact with the board. It encompasses key functions like strategic planning, risk oversight, performance evaluation, and policy approval, always in alignment with the authority delegated by the Operating Agreement. In multinational contexts, adaptations may be made to comply with local governance requirements, such as board diversity mandates in the EU or reporting obligations in Australia, while maintaining consistency with this manual.

Where conflicts arise between this manual and local laws or the Operating Agreement, the latter shall prevail, with the manual serving as a best-practice guide rather than a binding legal instrument. All board members are required to review and acknowledge this manual upon appointment and annually, with non-adherence addressed through mechanisms outlined in the Operating Agreement, potentially including removal procedures. This scope ensures comprehensive coverage, promoting unified governance practices that enhance our ability to deliver technology-driven educational reforms globally, while respecting the foundational structure established in the Operating Agreement.

Board Composition and Selection

The composition of the NSN Global Services LLC Board is determined by the Operating Agreement, which specifies the number of managers, appointment processes, and qualifications. We aim for a board size that balances efficiency with diverse expertise, typically comprising 5 to 9 members with backgrounds in education, technology, finance, international development, and governance. Selection criteria include professional experience, strategic acumen, ethical standing, and commitment to our mission, with an emphasis on diversity in gender, ethnicity, nationality, and thought to reflect our global operations. Nominations may come from members or existing managers, with evaluations conducted through structured interviews and background checks to ensure independence and absence of conflicts.

Appointments are formalized via resolutions in accordance with the Operating Agreement, with terms generally set at three years, renewable upon review. Succession planning is

proactive, identifying potential candidates to maintain continuity and address skill gaps, particularly in emerging areas like digital education platforms. This policy ensures compliance with legal requirements, such as fiduciary qualifications under Delaware law, and promotes a board capable of guiding our initiatives in developing nations, where cultural sensitivity and innovation are key. By prioritizing thoughtful composition, we strengthen our governance framework, enabling effective oversight of our education and technology endeavors.

Board Roles and Responsibilities

The board's primary roles, as delegated by the Operating Agreement, include providing strategic direction, overseeing management, and ensuring accountability. This entails approving major initiatives, such as expansions into new markets or technology investments, while monitoring progress toward goals like improving educational efficiency. Risk oversight involves reviewing enterprise risks, including cybersecurity in tech solutions and geopolitical challenges in international projects, with regular reports from management. The board also evaluates executive performance, approves compensation aligned with performance metrics, and ensures alignment with sustainability and ethics policies.

Fiduciary duties require board members to act with care, by staying informed and exercising prudent judgment; loyalty, by prioritizing company interests; and good faith, by avoiding self-dealing. Compliance responsibilities include endorsing annual audits and regulatory filings, in line with laws like the Sarbanes-Oxley Act provisions for internal controls. Through these roles, the board supports our mission, fostering innovation while safeguarding stakeholder interests, all within the bounds of the Operating Agreement.

Meetings and Procedures

Board meetings are conducted in accordance with the Operating Agreement, typically held quarterly or as needed, with advance notice provided to ensure participation. Agendas are prepared collaboratively, covering strategic reviews, financial updates, and committee reports, distributed at least one week prior. Quorum requirements, as defined in the Operating Agreement, must be met for valid actions, with virtual attendance permitted to accommodate global members. Minutes are recorded accurately, documenting discussions, decisions, and votes, and approved at subsequent meetings for transparency.

Special meetings may be called for urgent matters, such as crisis response in educational projects, with procedures for executive sessions to discuss sensitive topics like executive succession. Voting follows the Operating Agreement's protocols, often by majority, with conflicts requiring recusal. This structure ensures efficient, compliant operations, enhancing our ability to address dynamic challenges in technology and education.

Committees and Delegated Authority

To enhance effectiveness, the board may establish committees as permitted by the Operating Agreement, such as Audit, Compensation, Governance, and Sustainability Committees. Each committee's charter outlines its purpose, composition (including independent members where appropriate), and authority, limited to advisory roles unless explicitly delegated. For instance, the Audit Committee oversees financial reporting and internal controls, engaging external

auditors in compliance with legal standards like those from the Public Company Accounting Oversight Board.

Committees meet regularly, report to the full board, and operate with transparency, maintaining minutes and avoiding conflicts. This delegation allows specialized focus, such as the Governance Committee handling board evaluations and nominations, supporting overall strategic goals in global education reform.

Board Evaluation and Development

Annual self-evaluations are a cornerstone of board improvement at NSN Global Services LLC, designed to assess overall performance, individual contributions, committee effectiveness, and alignment with strategic objectives in education and technology innovation. These evaluations utilize structured tools such as anonymous questionnaires, peer reviews, and facilitated discussions, covering areas like decision-making quality, risk oversight, and adherence to fiduciary duties. External facilitators may be engaged periodically to provide unbiased insights, ensuring that the process remains objective and constructive. Results are compiled into a comprehensive report, highlighting strengths, identifying areas for enhancement, and recommending actionable steps, such as targeted training or adjustments to board composition to better address global challenges in developing nations.

Development initiatives follow from evaluation outcomes, including mandatory orientation programs for new board members that encompass in-depth reviews of this manual, the Operating Agreement, key policies like our Sustainability Impact Policy, and overviews of company operations, financials, and market dynamics. Ongoing professional development is emphasized through annual training sessions on emerging topics, such as advancements in educational technology, regulatory changes in international jurisdictions, cybersecurity threats, and diversity best practices. Partnerships with organizations like the NACD or industry associations may provide access to webinars, conferences, and certification programs. This commitment to evaluation and development ensures legal compliance with governance standards, fosters a culture of continuous learning, and equips the board to provide forward-thinking oversight, ultimately enhancing our ability to drive meaningful reforms in global education systems while remaining fully subordinate to the Operating Agreement.

Conflicts of Interest and Independence

Managing conflicts of interest is fundamental to maintaining the integrity and independence of the NSN Global Services LLC Board, requiring all members to disclose any actual or potential conflicts annually and as they emerge, in strict alignment with the provisions of the Operating Agreement. Conflicts may arise from financial interests, family relationships, external directorships, or affiliations with competitors, suppliers, or clients in the education and technology sectors, such as a board member holding stakes in a rival digital learning platform. Disclosures are documented formally and reviewed by the Governance Committee or designated independent members, with mitigation strategies including recusal from relevant discussions, divestiture of conflicting assets, or resignation if irreconcilable. Independence criteria are rigorously applied, particularly for committee assignments like the Audit Committee, ensuring that a majority of members are free from material relationships

that could impair objectivity, as guided by standards from the Delaware LLC Act and international benchmarks.

Training on conflicts and independence is integrated into board development programs, covering scenarios specific to our global operations, such as navigating partnerships in developing nations where local customs might intersect with ethical standards. Regular audits and third-party reviews verify compliance, with whistleblower protections encouraging reporting of undisclosed conflicts. This policy not only prevents breaches of fiduciary duties but also bolsters stakeholder confidence, enabling the board to make impartial decisions that advance our mission of educational access and technological efficiency. By prioritizing these measures, NSN Global Services LLC upholds ethical governance, complies with anti-corruption laws like the FCPA, and ensures that board independence supports innovative, unbiased strategies across our international footprint, always within the framework of the Operating Agreement.

Implementation and Responsibilities

Implementation of this Board Policies Manual is a shared responsibility, led by the board chair or lead manager, who coordinates with officers and the Governance Committee to integrate its provisions into daily governance practices. This includes developing detailed action plans for policy rollout, such as scheduling training sessions, establishing reporting templates for evaluations, and allocating resources for external expertise in areas like risk assessment or diversity consulting. Board members bear individual accountability for adhering to the manual, actively participating in meetings, committees, and development activities, while disclosing conflicts and upholding fiduciary duties. Officers, such as the CEO and CFO, support implementation by providing timely information, facilitating logistics for meetings, and ensuring operational alignment with board directives, particularly in executing strategic initiatives for education reform.

Responsibilities extend to monitoring adherence through internal checkpoints, with the Governance Committee overseeing annual compliance reviews and addressing any gaps. In global subsidiaries, local managers are tasked with adapting implementations to regional regulations while reporting back to the central board. Resources, including budgets for professional development and technology tools for virtual collaboration, are allocated strategically to support these efforts. This structured approach ensures seamless integration, legal compliance across jurisdictions like the EU's corporate governance directives, and effective execution that enhances our technological innovations in education, all while remaining subordinate to the Operating Agreement and fostering a governance culture of excellence and accountability.

Monitoring, Review, and Continuous Improvement

Monitoring the effectiveness of board policies at NSN Global Services LLC involves a systematic approach, utilizing key performance indicators (KPIs) such as meeting attendance rates, evaluation scores, diversity metrics, and resolution of identified risks to gauge performance. Regular audits, conducted internally or by external advisors, assess compliance with this manual, the Operating Agreement, and applicable laws, including fiduciary standards under Delaware law and international governance requirements. Feedback mechanisms, such as post-meeting surveys and stakeholder consultations with members, employees, and partners, provide qualitative insights into board dynamics and strategic

impact, particularly in how governance supports our global education projects. Reports on monitoring outcomes are presented quarterly to the full board, highlighting achievements, challenges, and trends, such as improvements in decision-making efficiency or areas needing attention like cybersecurity oversight in technology deployments.

The review process is formalized annually, or following significant events like regulatory changes or organizational expansions, involving a comprehensive analysis of the manual's relevance and efficacy. Updates are proposed by the Governance Committee, incorporating best practices from sources like the NACD or OECD guidelines, and approved by the board in accordance with Operating Agreement protocols. Continuous improvement is driven by action plans derived from reviews, including enhanced training, process refinements, or structural adjustments to better address emerging issues in education and technology. This iterative framework ensures adaptability, legal compliance, and sustained enhancement of board performance, ultimately strengthening our ability to achieve mission-driven goals in developing nations and beyond, while maintaining full subordination to the Operating Agreement and promoting long-term governance resilience.