



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

**DOVER, DELAWARE
UNITED STATES OF AMERICA**

**Conflict of Interest Policy
Version 2.0 2026**

Preamble and Commitment Statement

NSN Global Services LLC, as a pioneering global innovation company focused on transforming education and technology solutions across international landscapes, recognizes the critical importance of managing conflicts of interest to maintain integrity, impartiality, and trust in all our business dealings. Our mission is centered on reforming entrenched education systems, redirecting investments toward more effective and efficient outcomes in both private and public sectors, and expanding access to quality education in developing nations. In alignment with these objectives, this Official Conflict of Interest Policy provides a comprehensive framework for identifying, disclosing, managing, and mitigating conflicts of interest that may arise in our operations, decision-making processes, and relationships with stakeholders. This policy is designed to prevent situations where personal interests could unduly influence professional judgments, thereby protecting the company's reputation, ensuring fair practices, and promoting ethical conduct. It operates strictly within the boundaries established by our Operating Agreement, which remains the paramount governing document for the company. Under no circumstances does this policy supersede, amend, or take precedence over the Operating Agreement; rather, it serves as supplementary guidance to enhance transparency and accountability, ensure compliance with applicable laws and regulations, and reflect best practices in conflict management for organizations in the education and technology sectors across jurisdictions including the United States, the United Kingdom, Europe, Australia, and emerging markets worldwide.

Our commitment to robust conflict of interest management stems from the understanding that, in our global operations involving collaborations with governments, educational institutions, suppliers, and technology partners, even the appearance of a conflict can erode stakeholder confidence and hinder our ability to achieve meaningful educational reforms. We acknowledge that conflicts may emerge from financial interests, familial relationships, external affiliations, or other personal benefits that could compromise objectivity in areas such as procurement, project awards, or strategic decisions. This policy is informed by internationally recognized standards, including the OECD Guidelines for Managing Conflict of Interest in the Public Service, the U.S. Office of Government Ethics rules, and corporate governance principles from the Institute of Directors. By implementing these measures, NSN Global Services LLC aims to foster a culture of ethical awareness, mitigate risks, and ensure that all actions prioritize the company's mission and stakeholder interests. This document is a dynamic instrument, subject to regular review and updates to address evolving business needs, legal requirements, and ethical considerations, always in full subordination to the Operating Agreement and with the goal of upholding the highest standards of integrity in advancing global education through innovative technology.

Definitions and Key Principles

To ensure clear understanding and uniform application, NSN Global Services LLC defines key terms as follows: "Conflict of Interest" refers to any situation where an individual's personal interests, relationships, or affiliations could reasonably be perceived to interfere with their ability to act objectively and in the best interests of the company, including actual, potential, or apparent conflicts. "Personal Interest" includes financial benefits, gifts, employment opportunities, or other advantages accruing to the individual, their family members, or close associates. "Disclosure" means the formal reporting of a conflict to designated authorities for evaluation and management. "Mitigation" involves steps to eliminate or reduce the impact of a conflict, such as recusal, divestiture, or oversight. "Family

Member" encompasses immediate relatives, spouses, domestic partners, and dependents. "Stakeholders" include members, employees, clients, suppliers, regulators, and communities affected by our activities. "Apparent Conflict" is a situation that could reasonably give the impression of impropriety, even without actual bias.

The foundational principles of this policy are rooted in ethical governance frameworks, such as the International Corporate Governance Network (ICGN) principles and ISO 37000 on organizational governance. These include transparency, requiring prompt and full disclosure of conflicts; accountability, holding individuals responsible for managing conflicts; fairness, ensuring decisions are made without undue influence; independence, promoting objective judgment; and prevention, proactively identifying risks through training and audits. We emphasize the duty of loyalty under fiduciary obligations, as outlined in the Delaware Limited Liability Company Act, prioritizing company interests over personal gains. Legal compliance is integral, aligning with anti-corruption laws like the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act, and EU conflict disclosure requirements. By adhering to these principles, NSN Global Services LLC not only avoids ethical pitfalls but also enhances decision-making quality in our technology-driven educational initiatives, remaining fully compliant and subordinate to the Operating Agreement.

Scope and Applicability

This Conflict of Interest Policy applies universally to all facets of NSN Global Services LLC's operations, encompassing our headquarters in Delaware, United States, and extending to subsidiaries, affiliates, and activities in the United Kingdom, Europe, Australia, and developing regions across Africa, Asia, and Latin America. It covers all potential conflicts arising in roles involving decision-making, procurement, partnerships, investments, or advisory functions, including board deliberations, employee duties, and contractor engagements. The policy binds all members, managers, officers, employees, contractors, consultants, and agents acting on behalf of the company, requiring vigilance in areas like technology licensing, educational project funding, or supplier selections where personal ties could influence outcomes. In multinational settings, it adapts to local norms while upholding core standards, such as enhanced disclosures in high-corruption-risk countries.

Where jurisdictional laws impose stricter requirements—such as mandatory public disclosures in the EU or specific fiduciary duties in Australia—NSN Global Services LLC will comply with those, ensuring harmony with this policy and the Operating Agreement. This document complements other policies like our Code of Business Conduct and Ethics, without creating independent obligations beyond the Operating Agreement. All covered individuals must acknowledge the policy annually, with non-compliance potentially leading to disciplinary actions, contract terminations, or other remedies consistent with the Operating Agreement and employment laws. This comprehensive scope promotes ethical consistency, safeguarding our global mission to enhance educational access through technology.

Identification of Conflicts

Identifying conflicts of interest is a proactive responsibility at NSN Global Services LLC, requiring all individuals to self-assess situations where personal interests might intersect with company duties, such as owning stock in a competitor, having family employed by a supplier, or receiving gifts from clients. Common scenarios include financial ties to vendors in technology procurements, external board roles conflicting with our educational reforms, or

personal relationships influencing hiring in international projects. Tools for identification include annual disclosure forms, pre-decision checklists, and training sessions highlighting red flags like unusual favors or secretive dealings. Managers are tasked with monitoring team activities for potential conflicts, particularly in high-stakes areas like grant allocations in developing nations.

Third-party assessments, such as audits or ethics hotlines, aid in uncovering hidden conflicts. This process ensures early detection, compliant with legal standards like SOX requirements for financial conflicts, fostering an environment where ethical concerns are addressed promptly to support our innovative operations.

Disclosure Procedures

Disclosure is mandatory and must occur promptly upon identification of a conflict, using standardized forms submitted to the compliance officer or designated committee, detailing the nature, parties involved, and potential impact. Annual declarations are required from all key personnel, updating any changes in personal interests, with ad hoc disclosures for new situations like emerging business opportunities. Confidentiality is maintained during reviews, with access limited to evaluators. For board-level conflicts, disclosures are presented to the Governance Committee for oversight, per the Operating Agreement.

Procedures include guidance on what constitutes material conflicts, with examples tailored to our sector, such as affiliations with rival ed-tech firms. This transparent approach complies with regulations like the U.S. Internal Revenue Service rules on non-profit conflicts if applicable, ensuring unbiased management in our global education efforts.

Management and Mitigation Strategies

Upon disclosure, conflicts are evaluated by an impartial reviewer or committee, assessing severity and recommending mitigation, such as recusal from decisions, divestiture of interests, third-party oversight, or transaction restructuring. For minor conflicts, monitoring may suffice; severe ones may require abstention or resignation. Documentation records the rationale and actions, with follow-up to verify implementation. In technology partnerships, for instance, conflicted individuals are excluded from negotiations to maintain fairness.

Strategies are tailored to context, ensuring no adverse impact on company objectives, compliant with fiduciary duties under Delaware law. This structured management preserves integrity, supporting ethical innovations in education.

Training and Awareness

Training programs educate all personnel on recognizing, disclosing, and managing conflicts, delivered annually through interactive modules, workshops, and case studies relevant to our operations, like handling gifts in international collaborations. Awareness initiatives include leadership communications, intranet resources, and integration into onboarding, emphasizing the policy's role in ethical culture. Effectiveness is gauged via assessments and feedback, with updates reflecting sector-specific risks.

This commitment ensures informed adherence, compliant with training mandates in anti-corruption laws, empowering our team to navigate conflicts in global projects.

Enforcement and Consequences

Enforcement involves investigations of non-disclosures or mismanagement, with proportionate consequences ranging from warnings to termination, aligned with the Operating Agreement. Appeals processes ensure fairness, with protections against retaliation per our Whistleblower Policy. Audits verify compliance, reporting to the Board.

This rigorous approach deters violations, complies with legal standards like FCPA penalties for undisclosed conflicts, maintaining trust in our educational mission.

Implementation and Responsibilities

Implementation is led by the compliance officer, with the Governance Committee overseeing strategy. Responsibilities include: managers facilitating team disclosures, HR integrating into evaluations, and the Board reviewing high-level conflicts. Resources support training and systems for tracking. Global rollout adapts to subsidiaries, with centralized oversight.

All are accountable, with policy embedded in contracts. This ensures effective application, legal compliance across borders, and harmony with the Operating Agreement, protecting our innovative pursuits.

Monitoring, Review, and Continuous Improvement

Monitoring tracks disclosure rates, mitigation outcomes, and training participation via metrics and audits, identifying trends like recurring conflicts in supply chains. Reviews occur annually or post-incidents, incorporating feedback and legal updates, such as revisions to EU governance directives. Continuous improvement includes policy enhancements, benchmarking against peers, and technology for automated disclosures.

This framework ensures evolution, sustained compliance with evolving standards like OECD updates, and strengthened conflict management, ultimately supporting our ethical drive for global educational reform, always subordinate to the Operating Agreement.