



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

**DOVER, DELAWARE
UNITED STATES OF AMERICA**

**Nomination and Governance Committee Policy
Version 2.0 2026**

Preamble and Commitment Statement

NSN Global Services LLC, as a dynamic global innovation company dedicated to advancing education and technology solutions across international borders, understands the critical importance of a well-functioning Nominating and Governance Committee in upholding strong corporate governance practices and ensuring the selection of qualified leaders. Our mission involves reforming outdated education systems, optimizing investments for enhanced impact in private and public sectors, and broadening access to quality education in developing nations. To support these aims, this Official Nominating and Governance Committee Policy outlines the structure, responsibilities, and operational guidelines for the Nominating and Governance Committee, promoting effective board composition, governance oversight, and continuous improvement. This policy is intended to foster diversity, independence, and strategic alignment in our leadership, while enhancing overall organizational resilience and ethical standards. It functions entirely within the framework established by our Operating Agreement, which serves as the supreme governing document for the company. Under no circumstances does this policy supersede, modify, or take precedence over the Operating Agreement; instead, it provides detailed guidance to facilitate the committee's activities, ensure compliance with relevant laws and regulations, and align with best practices in governance for limited liability companies operating globally, including in the United States, the United Kingdom, Europe, Australia, and other regions.

Our commitment to this committee reflects the belief that effective nomination processes and governance oversight are foundational to navigating the complexities of our international operations, where challenges such as regulatory diversity, technological evolution, and social impact demand astute leadership. By establishing clear protocols for identifying, evaluating, and recommending board candidates, as well as monitoring governance practices, NSN Global Services LLC aims to build a board that is diverse, skilled, and forward-thinking. This policy draws inspiration from leading governance frameworks, including the principles of the National Association of Corporate Directors (NACD) and the Corporate Governance Guidelines from the New York Stock Exchange (NYSE), adapted to our LLC structure. Through its implementation, we seek to mitigate risks, promote transparency, and drive long-term value creation in the education and technology sectors. This document is designed as a living instrument, subject to periodic review and updates to incorporate emerging trends, legal developments, and feedback from stakeholders, always in full subordination to the Operating Agreement and with the objective of strengthening our governance to better serve our global educational mission.

Definitions and Key Principles

For the purpose of clarity and uniform application, NSN Global Services LLC defines key terms as follows: "Nominating and Governance Committee" (the "Committee") refers to the subcommittee of the Board of Managers responsible for board nominations and governance matters, as authorized under the Operating Agreement. "Board" means the Board of Managers or any equivalent governing body established per the Operating Agreement. "Nomination" encompasses the process of identifying, evaluating, and recommending candidates for board positions. "Governance" involves the systems, processes, and practices for directing and controlling the company, including policy development and compliance oversight. "Independence" denotes the absence of material relationships that could impair objective judgment, as assessed against criteria like those in the Delaware Limited Liability Company Act. "Diversity" includes a broad range of attributes such as gender, ethnicity,

nationality, professional background, and perspectives. "Stakeholders" comprise members, employees, clients, partners, regulators, and communities affected by our operations.

The guiding principles of this policy are derived from established governance standards, such as the OECD Principles of Corporate Governance and ISO 37000 on organizational governance. These include merit-based selection, prioritizing qualifications and alignment with company strategy; diversity and inclusion, seeking varied viewpoints to enhance decision-making in our global education initiatives; independence, ensuring committee members can act objectively; transparency, maintaining open processes for nominations and governance reviews; and accountability, holding the committee responsible for its recommendations and oversight. Legal compliance is embedded, adhering to requirements like anti-discrimination laws under the U.S. Equal Employment Opportunity Commission (EEOC) and international equivalents. By upholding these principles, NSN Global Services LLC ensures the committee contributes to robust governance, supporting innovative technology solutions for educational reform while remaining compliant and subordinate to the Operating Agreement.

Scope and Applicability

This Nominating and Governance Committee Policy applies to all activities of the Committee within NSN Global Services LLC, including nominations for the Board of Managers, governance policy reviews, and related oversight functions. It extends to our U.S. headquarters and global subsidiaries in the United Kingdom, Europe, Australia, and developing nations, where adaptations may be necessary to align with local governance norms, such as board composition requirements in the EU or Australia. The policy binds all Committee members, who are typically board managers, as well as supporting officers and staff involved in nomination processes. It covers key areas like candidate sourcing, evaluation criteria, succession planning, and governance assessments, always operating under the authority granted by the Operating Agreement.

In instances where jurisdictional laws impose additional obligations—such as enhanced diversity reporting in the U.K. or fiduciary standards in Delaware—NSN Global Services LLC will incorporate those while ensuring consistency with this policy. This document does not create independent legal rights or duties beyond the Operating Agreement; it serves as an operational blueprint. Committee members must acknowledge the policy upon appointment, with breaches addressed per the Operating Agreement's provisions, potentially including reassignment. This scope ensures comprehensive governance support, enhancing our ability to address educational disparities through technology, while respecting the Operating Agreement's primacy.

Committee Composition and Independence

The Nominating and Governance Committee shall consist of at least three members, appointed by the Board in accordance with the Operating Agreement, with a majority being independent as defined by applicable standards to ensure unbiased deliberations. Members should possess relevant expertise in governance, human resources, diversity initiatives, or industry knowledge in education and technology, selected to reflect our global operations. The Committee Chair, designated by the Board, will lead meetings and coordinate activities, with terms generally aligned with board service, subject to annual review for continued

suitability. Vacancies are filled promptly to maintain functionality, with consideration for diversity to mirror our international footprint.

Independence requirements prohibit members from having financial or familial ties that could compromise objectivity, evaluated annually through disclosures and aligned with criteria from sources like the NYSE independence standards, adapted for our LLC. Training on independence and conflicts is provided, ensuring compliance with laws such as the U.S. Securities Exchange Act. This composition fosters effective oversight, supporting strategic nominations that advance our mission in developing nations.

Roles and Responsibilities

The Committee's primary roles include identifying and recommending qualified candidates for board positions, considering skills gaps in areas like digital education and international development. This involves developing nomination criteria, sourcing candidates through networks, executive search firms, or internal referrals, and conducting thorough evaluations via interviews, reference checks, and background verifications. Succession planning for key roles, including the CEO and board chair, is a key responsibility, with annual reviews to ensure readiness for transitions. Governance oversight entails reviewing and recommending updates to policies like the Corporate Governance Policy, monitoring compliance with ethical standards, and assessing board effectiveness through evaluations.

The Committee also advises on director orientation, ongoing education, and diversity initiatives, aligning with our Sustainability Impact Policy. Recommendations are presented to the full Board for approval, per the Operating Agreement. This multifaceted role ensures governance excellence, compliant with fiduciary duties under Delaware law, enhancing our technology-driven educational reforms.

Meetings and Procedures

The Committee shall meet at least biannually or as needed, with agendas prepared in advance covering nomination pipelines, governance reviews, and emerging issues. Quorum requires a majority of members, with virtual participation allowed for global accessibility. Minutes are recorded detailing discussions, recommendations, and votes, approved at subsequent meetings for accuracy. Special meetings may be convened for urgent matters like unexpected vacancies, with notice provided per the Operating Agreement.

Procedures emphasize confidentiality, with materials distributed securely. External advisors, such as legal counsel or governance experts, may be engaged for complex evaluations, ensuring compliance with procurement policies. Voting is by majority, with conflicts leading to recusal. This structure promotes efficient, transparent operations, supporting our international education goals.

Nomination Process and Criteria

The nomination process begins with assessing board needs against strategic objectives, such as expertise in AI for education. Criteria include professional qualifications, leadership experience, ethical integrity, and commitment to diversity, with a matrix used for balanced evaluation. Candidates are screened for conflicts, with due diligence including legal and financial checks, compliant with privacy laws like GDPR.

Shortlisted candidates are interviewed by the Committee, with recommendations forwarded to the Board. Shareholder input, if applicable, is considered transparently. This rigorous process ensures selections align with our mission, fostering innovative governance.

Governance Oversight and Policy Development

The Committee oversees governance practices, reviewing policies annually for relevance, such as updates to the Code of Business Conduct. It monitors trends in corporate governance, recommending enhancements like ESG integration. Board evaluations are facilitated, with results informing improvements. Compliance with laws like the U.K. Corporate Governance Code for subsidiaries is ensured.

Policy development involves drafting or revising documents, soliciting feedback, and ensuring alignment with the Operating Agreement. This oversight strengthens ethical frameworks, supporting sustainable educational impact.

Implementation and Responsibilities

Implementation is led by the Committee Chair, with support from the corporate secretary for logistics and documentation. Responsibilities are delineated: members participate actively, the Chair coordinates with the Board, and officers provide data on talent pools. Resources include budgets for search firms and training, with global coordination for subsidiaries. Annual work plans outline tasks, ensuring alignment with strategic goals.

All members are accountable for confidentiality and objectivity, with orientation for new appointees. This approach ensures effective rollout, legal compliance across jurisdictions, and enhancement of our governance to drive technology innovations in education, subordinate to the Operating Agreement.

Monitoring, Review, and Continuous Improvement

Monitoring involves tracking metrics like nomination timelines, diversity progress, and policy update efficacy, using dashboards and annual reports to the Board. Reviews assess Committee performance through self-evaluations, identifying strengths and areas for enhancement, such as incorporating new governance technologies. Feedback from board members and stakeholders informs adjustments, with external benchmarks from NACD utilized.

The policy is reviewed annually or following changes like regulatory shifts, with updates approved by the Board per the Operating Agreement. Continuous improvement plans include training on emerging topics and process refinements to address global challenges. This iterative framework ensures adaptability, sustained compliance with laws like EEOC guidelines, and ongoing elevation of governance standards, ultimately bolstering our mission to reform education worldwide through ethical, diverse leadership.