THE LUC COCHRAN FOUNDATION

Where Opportunity Meets Technology to Build Futures.

Conflict of Interest Policy

A governance policy of The Luc Cochran Foundation Inc.

Legal Name: The Luc Cochran Foundation Inc.

Tax Status: 501(c)(3) Public Charity

EIN: 99-1959689

Version Date: August 30, 2026

1. Purpose

The purpose of this Conflict of Interest Policy is to protect the interests of The Luc Cochran Foundation Inc. (the "Foundation") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, employee, volunteer, or key contractor of the Foundation. This policy is intended to supplement, but not replace, any applicable state or federal laws governing conflicts of interest.

A conflict of interest can arise from financial interests, family relationships, business associations, or any other circumstance that could impair, or reasonably appear to impair, an individual's independence or judgment in acting on behalf of the Foundation.

2. Definitions

Interested Person. Any director, officer, employee, volunteer, or key contractor of the Foundation who has a direct or indirect financial or other interest, as defined below.

Financial Interest. An interest that could result, directly or indirectly, in financial benefit or detriment to an Interested Person or to a person related to an Interested Person by blood, marriage, domestic partnership, or cohabitation, or to an entity in which the Interested Person has a significant financial interest.

Related Party. A spouse, domestic partner, parent, child, sibling, or any entity in which an Interested Person holds a substantial financial interest.

3. Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence and nature of the financial or other interest to the Board of Directors or to the appropriate officer designated to receive such disclosures. The disclosure must be made as soon as the individual has reason to believe that a conflict may exist.

Each director, officer, and key employee shall complete an annual disclosure statement identifying any known financial interests, business relationships, or other circumstances that could give rise to a conflict of interest.

4. Determining Whether a Conflict Exists

After disclosure, the Interested Person shall leave the meeting while the remaining directors or officers discuss and vote on whether a conflict of interest exists. The determination shall be documented in the meeting minutes, along with the nature of the disclosed interest.

5. Procedures for Addressing Conflicts

- The Interested Person may make a presentation to the Board or committee, but shall not participate in discussion or vote on the matter giving rise to the conflict.
- The disinterested directors or committee members shall determine, after reasonable inquiry, whether the transaction or arrangement is in the Foundation's best interest, is fair and reasonable, and serves the Foundation's charitable purposes.
- The Board or committee shall consider alternatives to the proposed transaction or arrangement.
- If the Board or committee determines that the proposed transaction is in the Foundation's best interest, the transaction may proceed. The determination, the vote, and the basis for the decision shall be documented in the meeting minutes.

6. Records and Minutes

The minutes of the Board or committee meeting shall reflect: (a) the names of the Interested Persons who disclosed an interest; (b) the nature of the financial or other interest; (c) any participation in discussion or voting by the Interested Person; (d) the determination of the disinterested directors; and (e) the final decision and the basis for it.

7. Compensation

No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters may receive compensation, directly or indirectly, from the Foundation for services rendered, except as part of an arms-length employment arrangement approved in accordance with this policy.

8. Annual Review

This policy shall be reviewed annually by the Board of Directors. Each director, officer, and key employee shall sign a statement affirming that he or she has received, read, and understands this policy, has agreed to comply with it, and has disclosed any known conflicts.

ADOPTED BY THE BOARD OF DIRECTORS

This policy was reviewed and adopted by the Board of Directors of The Luc Cochran Foundation Inc. and shall remain in effect until amended or superseded by a subsequent board action.