CONFLICT OF INTEREST POLICY

OBSERVABLE COMPUTE FOUNDATION

ARTICLE I - PURPOSE

The purpose of this Conflict of Interest Policy is to protect Observable Compute Foundation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or key employee, or might result in a possible excess benefit transaction.

ARTICLE II - DEFINITIONS

1. Interested Person: Any director, officer, or member of a committee with Board-delegated powers who has a direct or indirect financial interest.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(a) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;

(b) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

ARTICLE III - PROCEDURES

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board.

2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, the interested person shall leave the meeting while the Board discusses and votes on the transaction or arrangement.

3. Procedures for Addressing the Conflict of Interest:

(a) The Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(b) After exercising due diligence, the Board shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(c) If a more advantageous transaction or arrangement is not reasonably possible, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. The Board shall make its decision as to whether to enter into the transaction or arrangement in conformity with this determination.

4. Violations of the Conflicts of Interest Policy:

(a) If the Board has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person and afford an opportunity to explain.

(b) If, after hearing the response and making further investigation as warranted, the Board determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV - RECORDS OF PROCEEDINGS

The minutes of the Board shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken.

ARTICLE V - COMPENSATION

1. A voting member of the Board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

2. No voting member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation is precluded from providing information to any committee regarding compensation.

ARTICLE VI - ANNUAL STATEMENTS

Each director, officer, and key employee shall annually sign a statement which affirms such person:

(a) Has received a copy of this Conflict of Interest Policy;

(b) Has read and understands the policy;

(c) Has agreed to comply with the policy; and

(d) Understands the corporation is charitable and must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII - PERIODIC REVIEWS

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable;

(b) Whether partnerships, joint ventures, and arrangements conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement or impermissible private benefit.

ARTICLE VIII - USE OF OUTSIDE EXPERTS

When conducting the periodic reviews provided for in Article VII, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ADOPTION OF CONFLICT OF INTEREST POLICY

This Conflict of Interest Policy was adopted by the Board of Directors on the 27th day of February, 2026.

Adam Ian Stratmeyer, President

Julia R. Huntsberger, Secretary

Travis D. Shinabarger, Treasurer