

THE OUTLAW OCEAN PROJECT

Conflict of Interest Policy

The following Financial Conflict of Interest Policy (“Conflict of Interest Policy”) is an effort (i) to ensure that the deliberations and decisions of the Outlaw Ocean Project are made solely in the interest of promoting the quality of journalism and (ii) to protect the interests of the Outlaw Ocean Project when it considers any transaction, contract, or arrangement that might benefit or be perceived to benefit the private interest of a person affiliated with the Outlaw Ocean Project (each, an “Outlaw Ocean Project Representative”). As used in this Conflict of Interest Policy, a Representative includes any director, advisory board member, or employee.

Duty to the Outlaw Ocean Project

Each Representative owes a duty to the Outlaw Ocean Project to advance the Outlaw Ocean Project’s legitimate interests when the opportunity to do so arises. Representatives must be faithful to the Outlaw Ocean Project’s non-profit mission and are not permitted to act in a way that is inconsistent with the central goals of the organization and its nonprofit status.

Gifts

No Outlaw Ocean Project Representative shall personally accept gifts or favors that could compromise his or her duty to the Outlaw Ocean Project. Any gifts or benefits personally accepted from a party having a material interest in the outcome of the Outlaw Ocean Project or its employees by a Representative individually should be merely incidental to his or her role as a Representative and should not be of substantial value.

Any gift with a value of \$250 or more, or any gifts with a cumulative value in excess of \$250 received by a Representative in any twelve-month period from a single source, shall be considered substantial. Cash payments may not be accepted, and no gifts should be accepted if there are strings attached. For example, no Representative may accept gifts if he or she knows that such gifts are being given to solicit his or her support of or opposition to the outcome or content of any Outlaw Ocean Project publication.

Conflicts of Interest

The Outlaw Ocean Project recognizes that conflicts may arise even where an individual acts with complete professional integrity. The following are examples of conflicts of interest which must

be promptly disclosed to the OO Project Inc Board of Directors by any Outlaw Ocean Project Representative with knowledge of such conflict of interest:

- (a) any real or apparent conflict of interest between a donor or the subject of an Outlaw Ocean Project publication or report and an Outlaw Ocean Project Representative;
- (b) an Outlaw Ocean Project Representative's ownership of an equity interest in a person or entity that is or will be the subject of an Outlaw Ocean Project publication or report;
- and
- (c) failure to disclose to the Outlaw Ocean Project all relationships between the subject of any Outlaw Ocean Project publication or report and any Outlaw Ocean Project Representative or close relatives of the Outlaw Ocean Project Representative.

Conflict Procedure

(a) If an Outlaw Ocean Project Representative or party related to a Representative has an interest in any contract, action or transaction to be entered into with the Outlaw Ocean Project, a conflict of interest or potential conflict of interest exists. Any Representative having knowledge that such a conflict of interest exists or may exist (an "Interested Representative") will advise the Board of Directors of the OO Project, Inc. promptly. An Interested Representative will include in the notice the material facts as to the relationship or interest of the Interested Representative in the entity proposing to enter into a contract, action or transaction with the Outlaw Ocean Project .

(b) Notwithstanding anything herein to the contrary, the Board of Directors may authorize a person or persons to act in lieu of the Board in determining whether an action, contract or transaction is fair to the Outlaw Ocean Project as of the time it is authorized or approved by the Board.

(c) At any time that a conflict of interest or potential conflict of interest is identified, the President of the Board will ensure that such conflict of interest is placed on the agenda for the next meeting of the Board of Directors. The notice of such meeting of the Board of Directors will include, to the extent available when the notice is sent, a description of the conflict of interest matter to be discussed. By notice before the meeting or at the meeting, the directors on the board will be advised that a vote will be taken at the meeting and that, in order to authorize the relevant contract, action or transaction, an affirmative vote of a majority of disinterested directors present at the meeting at which a quorum is present will be required and will be sufficient, even though the disinterested directors constitute less than a quorum of the Board of Directors.

(d) Reasonable effort will be made to cause the material facts concerning the relationships between the individuals and the Outlaw Ocean Project which create the conflict to be delivered to and shared with the members of the Board of Directors prior to the meeting to enable the directors to arrive at the meeting prepared to discuss the issue. In the event it is not practicable to deliver the information prior to the meeting, it will be delivered to the directors at the meeting,

and the directors can act upon the matter with the same authority as if notice had been given prior to the meeting.

(e) The Board of Directors will invite all parties to the conflict of interest to attend the meeting, to make presentations and to be prepared to answer questions, if necessary. The Board of Directors will also invite outside experts if necessary.

(f) At the meeting, providing a quorum is present, the conflict will be discussed to ensure that the directors present are aware of the issues and the factors involved. The interested directors may be counted for purposes of a quorum, even though they may not take part in any vote on the issues.

(g) The Board of Directors or the Committee, as applicable, must decide, in good faith, reasonably justified by the material facts, whether the action, contract or transaction would be in the best interest of the Outlaw Ocean Project and fair to the Outlaw Ocean Project as of the time it is authorized or approved.

(h) All interested directors must abstain from voting and, if necessary, leave the room when the vote is taken.

(i) The Board of Directors will maintain a written account of all that transpires at the meeting and incorporate such account into the minutes of the meeting and disseminate it to the full Board of Directors. Such minutes will be presented to the Board of Directors for approval.

(j) To the extent that the conflict of interest is continuing and the contract, action or transaction goes beyond one (1) year, the foregoing notice and discussion and vote will be repeated on an annual basis.

Personal Loans

The Outlaw Ocean Project may not loan to, or guarantee the personal obligations of, any Representative.

The Outlaw Ocean Project

Policy approved by the Board of OO Project, Inc on March 29, 2025