AMENDED & RESTATED

BY-LAWS OF GLOBAL COMPACT NETWORK USA, INC.

A DELAWARE NONPROFIT, NON-STOCK CORPORATION

Adopted as of 11/2/2016

Revised as of 09/08/23

ARTICLE I.

Identification; Offices; Not-for-Profit

Section 1.01. Name. The name of the corporation is Global Compact Network USA, Inc. (the "Corporation").

Section 1.02. Principal and Business Offices. The Corporation may have such principal and other business offices, either within or outside of the State of Delaware, as the governing body of the Corporation (the "Board") may designate or as the Corporation's business may require from time to time.

Section 1.03. Registered Office. The registered office of the Corporation in the State of Delaware shall be located at 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at such address shall be The Corporation Trust Company. The registered office and/or registered agent of the Corporation may be changed from time to time by action of the Board.

Section 1.04. Not-for-Profit. The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code").

ARTICLE II.

Membership

Section 2.01. Membership. The members of the Corporation (the "Members") shall be the Directors of the Board then in office.

Section 2.02. Meetings. If required by applicable law, an annual meeting of Members shall be held for the election of members of the Board at such date, time and place, if any, either

within or without the State of Delaware, as may be designated by resolution of the Board from time to time. Any other proper business may be transacted at the annual meeting.

Section 2.03. Notice. Whenever Members are required or permitted to take any action at a meeting, a notice of the meeting shall be given that shall state the place, if any, date and hour of the meeting and the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the certificate of incorporation or these By-Laws, the notice of any meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the Member at such Member's address as it appears on the records of the Corporation.

Section 2.04. Adjournments. Any meeting of Members may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given to each Member entitled to vote at the meeting.

Section 2.05. Quorum. Except as otherwise provided by law, the certificate of incorporation or these By-Laws, at each meeting of Members the presence in person or by proxy of one-half of the Members entitled to vote at the meeting shall be necessary and sufficient to constitute a quorum. In the absence of a quorum, the Members so present may, by a majority vote thereof, adjourn the meeting from time to time in the manner provided in Section 2.04 of these By-Laws until a quorum shall be present.

Section 2.06. Organization. Meetings of Members shall be presided over by the Chair or, in his or her absence, by the Vice Chair, or in his or her absence by a chairperson designated by the Board, or in the absence of such designation by a chairperson chosen at the meeting by a majority of the Members present. The Secretary shall act as secretary of the meeting, but in his or her absence the person presiding over the meeting may appoint any person to act as secretary of the meeting.

Section 2.07. Voting; Proxies. Except as otherwise provided by or pursuant to the provisions of the certificate of incorporation, each Member entitled to vote at any meeting of Members shall be entitled to one vote. Each Member entitled to vote at a meeting of Members or to express consent to corporate action in writing without a meeting may authorize another person or persons to act for such Member by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A Member may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by delivering to the Secretary of the Corporation a revocation of the proxy or a new proxy bearing a later date. Voting at meetings of Members need not be by written ballot. At all meetings of Members for the election of Members at which a quorum is present a plurality of the votes cast shall be sufficient to elect. All other elections and questions presented to the Members at a meeting at which a quorum is present shall, unless otherwise provided by the certificate of incorporation, these By-Laws, or applicable law or

pursuant to any regulation applicable to the Corporation or its securities, be decided by the affirmative vote of the majority of the Members of the Corporation which are present in person or by proxy and entitled to vote thereon.

Section 2.08. Action By Written Consent of Members. Unless otherwise restricted by the certificate of incorporation, any action required or permitted to be taken at any meeting of Members may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book (which may be in electronic form) in which minutes of proceedings of Members are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall, to the extent required by law, be given to those Members who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for such meeting had been the date that written consents signed by a sufficient number of Members to take the action were delivered to the Corporation.

Section 2.09. Conduct of Meetings. The date and time of the opening and the closing of the polls for each matter upon which the Members will vote at a meeting shall be announced at the meeting by the person presiding over the meeting as provided by Section 2.06 of these By-Laws. The Board may adopt by resolution such rules and regulations for the conduct of the meeting of Members as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board the person presiding over any meeting of Members shall have the right and authority to convene and to adjourn the meeting, to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such presiding person, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the presiding person of the meeting, may include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to Members of record of the Corporation, their duly authorized and constituted proxies or such other persons as the presiding person of the meeting shall determine; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; (v) limitations on the time allotted to questions or comments by participants; and (vi) rules and procedures for voting by the participants. The presiding person at any meeting of Members, in addition to making any other determinations that may be appropriate to the conduct of the meeting, shall, if the facts warrant, determine and declare to the meeting that a matter or business was not properly brought before the meeting and if such presiding person should so determine, such presiding person shall so declare to the meeting and any such matter or business not properly brought before the meeting shall not be transacted or considered. Unless and to the extent determined by the Board or the person presiding over the meeting, meetings of Members shall not be required to be held in accordance with the rules of parliamentary procedure.

ARTICLE III.

Governing Body

Section 3.01. Duties and Powers. Subject to the limitations in the Corporation's certificate of incorporation, these By-Laws and any applicable law or regulation applicable to the Corporation, the Board shall manage the activities of the Corporation and shall exercise or oversee the exercise of all corporate powers. The Board may delegate its duties and powers as it sees fit to the extent permitted by law and these By-Laws; provided, however, that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate discretion of the Board.

(a) The Board shall reject any donation of funds designated by the donor thereof to be granted by the Corporation to a particular foreign recipient if such designation deprives or would deprive the Corporation of full control of the donated funds and discretion as to their use. Furthermore, the Board shall have the power to make gifts to individuals and organizations pursuant to Article VIII of these By-Laws.

(b) The Board in its discretion may provide for Ex Officio Members of the Board to provide support to the Board and to participate in Board matters and meetings as deemed appropriate by the Board but in no circumstances shall such Ex Officio Members have any voting rights.

Section 3.02. Number; Qualifications. The Board shall consist of one or more members, the number thereof to be determined from time to time by resolution of the Board. Members of the Board shall not be persons who are subject to sanctions by the Office of Foreign Assets Control ("OFAC") or who have violated OFAC sanctions and shall meet the criteria set forth in and be appointed in accordance with the policies, procedures and guidelines adopted by resolution of the Board from time to time.

Section 3.03. Election; Resignation; Vacancies. The Board shall initially consist of the persons elected by the incorporator of the Corporation. At each annual meeting after adoption of these By-Laws, the Board shall elect Members of the Board each of whom shall hold office for a term of one year or until his or her successor is duly elected and qualified, subject to such member's earlier death, resignation, disqualification or removal. Such members of the Board shall be selected pursuant to the policies, procedures and guidelines adopted by resolution of the Board from time to time. Any member of the Board may resign at any time upon notice to the Corporation. Unless otherwise provided by law or the certificate of incorporation, any newly created membership or any vacancy occurring in the Board for any cause may be filled by a majority of the remaining members of the Board, although such majority is less than a quorum and each member so elected shall hold office until the expiration of the term of office of the member whom he or she has replaced or until his or her successor is elected and qualified.

Section 3.04. Removal of Members of the Board. The Board may remove a member of the Board who fails to fulfill his or her duties by, for instance, but not limited to, failing to attend meetings of the Board or failing to fulfill tasks designated by the Board.

Section 3.05. Regular Meetings. Regular meetings of the Board may be held at such places within or without the State of Delaware and at such times as the Board may from time to time determine.

Section 3.06. Special Meetings. Special meetings of the Board may be held at any time or place within or without the State of Delaware whenever called by the Chair, Vice Chair, the Secretary, or by any three (3) members of the Board (or if the Board has less than three members, all of the members). Notice of a special meeting of the Board shall be given by the person or persons calling the meeting at least twenty-four (24) hours before the special meeting.

Section 3.07. Virtual Meetings Permitted. Members of the Board, or any committee designated by the Board, may participate in a meeting thereof by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 3.07 shall constitute presence in person at such meeting.

Section 3.08. Quorum: Vote Required for Action and Adjournment. At all meetings of the Board, a majority of the total number of members of the Board then in office shall constitute a quorum for the transaction of business. Unless by express provision of an applicable law, the certificate of incorporation or these By-Laws, a different vote is required, the vote of a majority of members of the Board present at a meeting at which a quorum is present shall constitute an act of the Board. If a quorum shall not be present at any meeting of the Board, the members present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 3.09. Organization. At each meeting of the Board, the Chair, if one shall have been elected, or, in his or her absence or if one shall not have been elected, the Vice Chair, if one shall have been elected, or, in his or her absence or inability to act, the person whom a majority of the Board present at the meeting shall appoint chairperson of the meeting, shall act as chairperson of the meeting. The Secretary or, in his or her absence or inability to act, the person whom the chairperson of the meeting shall appoint secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof.

Section 3.10. Order of Business. The order of business at all meetings of the Board shall be as determined by the chairperson of the meeting.

Section 3.11. Action by Unanimous Consent of Members. Unless otherwise restricted by the certificate of incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board, or of any committee thereof, may be taken without a meeting if all members of the Board or such committee, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the Board or committee in accordance with applicable law.

Section 3.12. Fees and Compensation. The Corporation shall not pay any compensation to members of the Board for services rendered to the Corporation as members, except that members may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

Section 3.13. Reliance on Books and Records. A member of the Board, or a member of any committee designated by the Board shall, in the performance of such person's duties, be fully protected in relying in good faith upon records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees, or committees of the Board, or by any other person as to matters the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

ARTICLE IV.

Committees

Section 4.01. Committees. The Board may designate one or more committees, each committee to consist of one or more of the members of the Board. The Board may designate one or more members of the Board as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent permitted by law and to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it.

Section 4.02. Committee Rules. Unless the Board otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of such rules, each committee shall conduct its business in the same manner as the Board conducts its business pursuant to Article III of these By-Laws.

Section 4.03. Advisory Board. In addition to committees of the Board pursuant to Section 4.01, the Board may designate one or more advisory committees which shall consist of one or more members who may or may not be members of the Board and whose role shall be limited to advising the Board on such matters as the Board shall see fit.

ARTICLE V.

Officers

Section 5.01. Officers; Election; Qualifications; Term of Office; Resignation; Removal; Vacancies. The Board shall elect, one or more officers, at its discretion, including, from among its members, one Chair, one Vice Chair, one Treasurer and a Secretary. The Board may also choose such other officers as it shall from time to time deem necessary or desirable. Officers shall not be persons who are subject to OFAC sanctions or who have violated OFAC sanctions. Each

such officer shall hold office until the first meeting of the Board after the annual meeting of Members next succeeding his or her election, and until his or her successor is elected and qualified or until his or her earlier resignation or removal. The Board may provide for staggered terms of duration greater than one (1) year for officer positions which positions and terms still shall be put to an annual vote. Such terms shall be limited to a maximum single term of three (3) years unless in an individual case the Members vote to adopt and approve a one-time term renewal. Any officer may resign at any time upon written notice to the Corporation. The Board may remove any officer with or without cause at any time, but such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation. Any number of offices may be held by the same person. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board at any regular or special meeting.

Section 5.02. Powers and Duties of Officers. The officers of the Corporation shall have such powers and duties in the management of the Corporation as may be prescribed in a resolution by the Board and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board. The Board of may require any officer, agent or employee to give security for the faithful performance of his or her duties.

Section 5.03. Chair and Vice Chair. The Chair shall lead the Board in performing its duties and responsibilities. The Chair shall preside at all meetings of the Board. In the absence or incapacity of the Chair, the Vice Chair shall perform the duties of the Chair and shall have all powers of, and be subject to all restrictions upon, the Chair. The Chair and Vice Chair will do and perform such other duties as the Board may assign.

Section 5.04. Secretary. The Secretary shall keep, or cause to be kept, at the principal office of the Corporation or such other place as the Board may determine, a book (that may be kept in electronic form) of minutes of all meetings of the Board and committees. If unable to attend a meeting, the Secretary shall designate a delegate to record the meeting minutes. The minutes shall include (1) the time and place of meetings, whether annual, regular, or special, and if special, how authorized, (2) the notice thereof given, (3) the names of those present at meetings of the Board and of the committees, and (4) the proceedings thereof and any information required by the Conflict of Interest Policy (Exhibit A). The Secretary shall keep, or cause to be kept, at the principal office of the Corporation or such other place as the Board may determine, the original or a copy of the Corporation's certificate of incorporation and By-Laws, as amended. The Secretary shall develop or cause to be developed, the Board's meeting agenda and distribute, or cause to be distributed, such agenda to all members of the Board and guests of such members participating in any meeting, in advance. The Secretary shall give, or cause to be given, notice of all meetings of the Board and committees as required by law or by these By-Laws to be given, shall keep the seal of the Corporation, if any, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 5.05. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the Corporation. The books of account shall be open at all reasonable times to inspection by a member of the Board. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall develop an annual budget for the Corporation, ensure

timely transfer of funds to the Corporation due on a quarterly basis, disburse the funds of the Corporation as may be ordered by the Board, shall render to the Chair, the Vice Chair and the members of the Board, whenever requested, an account of all transactions as Treasurer, and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in the performance of all or part of the duties of the Treasurer.

Section 5.06. Other Officers, Assistant Officers and Agents. Officers, assistant officers and agents, if any, other than those whose duties are provided for in these By-Laws, shall have such authority and perform such duties as may from time to time be prescribed by resolution of the Board.

Section 5.07. Compensation. The Board shall decide all matters relating to the compensation of any officer. Any such compensation shall be subject to the provisions of the Conflict of Interest Policy (Appendix A). The Board shall document in writing the date and terms of approved compensation arrangements and will record in writing the decision made by each individual who decided or voted on compensation arrangements. In determining compensation, the Board shall consider the compensation offered by comparable organizations for similar positions. The Board shall record in writing both the information that was relied upon in making any compensation decision and the source of the information. No salaried officer serving on the Board shall be permitted to vote on his or her own compensation as an officer.

Section 5.08. Appointing Attorneys and Agents; Voting Securities of Other Entities. Unless otherwise provided by resolution adopted by the Board, the Chair and Vice Chair may from time to time appoint an attorney or attorneys or agent or agents of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other corporation or other entity, any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of such other corporation or other entity, or to consent in writing, in the name of the Corporation as such holder, to any action by such other corporation or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consents, and may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal or otherwise, all such written proxies or other instruments as he or she may deem necessary or proper. Any of the rights set forth in this Section 5.08 which may be delegated to an attorney or agent may also be exercised directly by the Chair or the Vice Chair.

ARTICLE VI.

Executive Director and Staff

Section 6.01. Appointment. The Board shall appoint a person to serve as an executive director of the Corporation, upon such terms and conditions as the Board may designate. The Executive Director may be removed by action of a majority of the Board taken at a time by a duly called and held regular meeting of the Board at any time or for any reason, subject to existing contractual

obligations. In the absence or incapacity of the Executive Director, the Board shall designate another member of the Board or senior management to have all of the powers and perform the duties of the Executive Director on an interim basis until the Executive Director returns or a new Executive Director is appointed.

Section 6.02. Powers and Duties. The Executive Director shall have general charge of the operations of the Corporation. They shall direct and supervise the employees of the Corporation and may hire and fire employees. The Executive Director shall have charge of, and direct the activities of, the Corporation, including the expenditure of funds to advance such activities. The Executive Director shall make a report annually to the Board concerning the work of the Corporation during the preceding year. In all matters, the Executive Director shall be subject to the direction and authority of the Board, including any restrictions or limitations adopted by the Board pertaining to the responsibilities and authority of the Executive Director.

ARTICLE VII.

Indemnification and Advancement of Expenses

Section 7.01. Right to Indemnification. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a member of the Board or officer of the Corporation or, while a member of the Board or officer of the Corporation, is or was serving at the request of the Corporation as a member of the Board, officer, employee or agent of another Corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Section 7.04, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of the Corporation.

Section 7.02. Right to Purchase and Maintain Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a member of the Board, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a member of the Board, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Section.

Section 7.03. Prepayment of Expenses. The Corporation shall to the fullest extent not prohibited by applicable law pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any Proceeding in advance of its final disposition; provided, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding

shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article VII or otherwise.

Section 7.04. Claims. If a claim for indemnification (following the final disposition of such Proceeding) or advancement of expenses under this Article VII is not paid in full within thirty (30) days after a written claim therefor by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim to the fullest extent permitted by law. In any such action the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

Section 7.05. Nonexclusivity of Rights. The rights conferred on any Covered Person by this Article VII shall not be exclusive of any other rights which such Covered Person may have or hereafter acquire under any statute, provision of the certificate of incorporation, these By-Laws, agreement, vote of stockholders or disinterested directors or otherwise.

Section 7.06. Other Sources. The Corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a member of the Board, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or non-profit enterprise.

Section 7.07. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article VII shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 7.08. Other Indemnification and Prepayment of Expenses. This Article VII shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

ARTICLE VIII.

Grants and Distributions

Section 8.01. Mandatory Procedures for Making Distributions. To the extent consistent with its charitable status under the Internal Revenue Code, and only as specifically authorized by the Board, the Corporation may make grants, contributions or otherwise distribute funds or provide other support to any organization organized and operated exclusively for charitable, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. For the avoidance of doubt, the authority to authorize the grants, contributions, distributions and support described in the previous sentence may not be delegated pursuant to Section 3.01, but the effectuation of and

compliance with the requirements set forth in the remainder of this Article VIIII may be so delegated. Further, the Corporation may provide direct charitable or educational aid to individuals who are the ultimate recipients of such aid and this Article VIIII does not apply to any such aid.

(a) Before making a grant, contribution or distribution or otherwise rendering financial assistance to a potential recipient organization (a "Potential Grantee"), the Corporation shall obtain from the Potential Grantee a written request for funds that includes certain basic information about the Potential Grantee and the purpose for which the grant, contribution, distribution or financial assistance will be made or rendered. For the avoidance of doubt, in the event that none of the authorized representatives of the Potential Grantee can write in English, the Corporation may complete the written request on behalf of the Potential Grantee based on an interview with an authorized representative of the Potential Grantee.

(b) The Corporation shall review all requests for funds and, if the Corporation approves the request, it may also authorize payment of such funds to the approved grantee so long as the payment is for the approved use of such funds.

(c) The Corporation may, in its absolute discretion, refuse to make any grants, contributions or distributions, or otherwise render financial assistance, to or for any or all of the purposes for which funds are requested.

Section 8.02. Discretionary Procedures for Making Distributions. To the extent necessary to fulfill the objectives and requirements described in Section 8.01 8.01 of these By-Laws and to the extent applicable, the Corporation shall, in its discretion:

(a) verify that a Potential Grantee, its members, directors, officers and key employees, any organization to which the Potential Grantee delivers funds, the Potential Grantee's subcontractors and the Potential Grantee's financial institutions, known to the Board, are not listed with OFAC's master list of Specially Designated Nationals maintained at OFAC's website currently at www.treas.gov/offices/enforcement/ofac/sdn/, or any successor thereto, and make similar verifications with respect to any other lists or databases of which it is aware maintained by (i) the government of the country where the Potential Grantee is located or (ii) any relevant international organizations;

(b) conduct a reasonable search of public records and the Internet for information and all other publicly available information about the Potential Grantee, its members, directors, officers and key employees to help the Corporation determine that it knows of no reason why the Potential Grantee or any of its members, directors, officers and key employees should be included on any of the lists described in the above Section 8.02(a);

(c) monitor the Potential Grantee on an ongoing basis through regular audits and reporting.

Section 8.03. Recordkeeping. Before making a grant, contribution or distribution, or otherwise rendering financial assistance, to any Potential Grantee, the Corporation will create a file for each such grant, contribution, or distribution, or such other form of financial assistance, that includes resolutions authorizing solicitation and payment of such grant, contribution, or distribution, or such other form of financial assistance, the grant application and budget from the

grantee, the grant agreement, the periodic report of such grantee and any information that the Board obtains according to Section 8.01 and Section 8.02 of these By-Laws.

ARTICLE IX.

General Provisions

Section 9.01. Checks, Notes, Drafts, etc. All checks, notes, drafts or other orders for the payment of money of the Corporation shall be signed, endorsed or accepted in the name of the Corporation by such officer, officers, person or persons as from time to time may be designated by the Board or by an officer or officers authorized by the Board to make such designation.

Section 9.02. Contracts. In addition to the powers otherwise granted to officers pursuant to Article V of these By-Laws, the Board may authorize to the extent consistent with Section 3.01 of these By-Laws any officer or officers, or any agent or agents, of the Corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 9.03. Loans. No loans shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name, unless and except as authorized by the Board or a duly appointed and authorized committee of the Board. Such authorization may be in the form of a signed policy or other blanket authority specified by the Board from time to time. When so authorized by the Board or such committee, any officer or agent of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company, or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the Corporation and, when authorized as aforesaid, may mortgage, pledge, hypothecate or transfer any and all stocks, securities and other property, real or personal, at any time held by the Corporation, and to that end endorse, assign and deliver the same as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation. Such authorization may be general or confined to specific instances.

Section 9.04. Fiscal Year. The fiscal year of the Corporation shall end on December 31 unless otherwise determined by resolution of the Board.

Section 9.05. Corporate Seal. The Board may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. Notwithstanding the foregoing, no seal shall be required by virtue of this Section 9.05.

Section 9.06. Manner of Notice. Except as otherwise provided herein or permitted by applicable law, notices to Members or members of the Board shall be given to each Member of member of the Board by telephone, personal delivery, telex, telecopy, email or similar means.

Section 9.07. Waiver of Notice of Meetings of Members and Committees. Any waiver of notice, given by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the members of the Board, or members of a committee need be specified in a waiver of notice.

Section 9.08. Records. Form of Records. Any records maintained by the Corporation in the regular course of its business, including its books of account and minute books, may be kept on, or by means of, or be in the form of, any information storage device or method, provided that the records so kept can be converted into clearly legible paper form within a reasonable time.

(a) Content of Records. The Corporation shall keep all records required by these By-Laws. In addition, the Corporation shall keep all records regarding all grants, contributions and distributions received by the Corporation and any other records deemed appropriate by the Corporation.

Section 9.09. Amendment of By-Laws. These By-Laws may be altered, amended or repealed, and new By-Laws made, by the Board.

Section 9.10. Section Headings. Section headings in these By-Laws are for convenience of reference only and shall not be given any substantive effect in limiting or otherwise construing any provision herein.

Section 9.11. Inconsistent Provisions. In the event that any provision of these By-Laws is or becomes inconsistent with any provision of the certificate of incorporation, the General Corporation Law of the State of Delaware or any other applicable law or regulation, the provision of these By-Laws shall not be given any effect to the extent of such inconsistency but shall otherwise be given full force and effect.

Section 9.12. Dissolution. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or any corresponding section of any future federal tax code), or shall be distributed to the federal government, or to a state or local government, for a "public purpose" as defined pursuant to Section 501(c)(3) of the Internal Revenue Code (or any corresponding section of any future federal tax code).\

THIS IS TO CERTIFY:

That I am the duly elected, qualified and Acting Secretary of Global Compact Network USA, Inc. and that the foregoing Revised By-Laws were adopted as the By-Laws of the Corporation as of September 08, 2023, by the Governing Body of the Corporation.

Ann Tracy
Secretary of Global Compact
Network USA, Inc.

DATE: Nov. 6, 2023

Exhibit A

Conflict-of-Interest Policy for Global Compact Network USA

Article I
Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt Corporation's (Global Compact Network USA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

1. Interested Person

Any director, principal officer, key employee or member of a committee with board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

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

a. An ownership, employment or investment interest in any entity with which the Corporation has a transaction or arrangement;

b. A compensation or employment arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

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

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

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 directors and members of committees with board-delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the governing board meeting while the determination of whether a conflict of interest exists is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. If a conflict of interest exists, an interested person may make a presentation at the board or committee meeting, but after the presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the conflict of interest.

b. The chairperson of the board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement and otherwise conduct due diligence as to the underlying facts.

c. 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.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee 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. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement and such other relief, as it deems appropriate.

4. Violations of the Conflict-of-Interest Policy

a. If the board has reasonable cause to believe a member has failed to disclose a financial interest, it shall inform the member of the basis for such belief and afford the member an

opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board determines the member has failed to disclose a financial interest, it shall take appropriate disciplinary and corrective action.

5. Delegation Authority

Article III embodies the overall principles for addressing conflicts of interest in which the Board may delegate the further development of specific procedures for implementation. The current operational process is reflected in Appendix A.

Article IV
Records of Proceedings

The minutes of the board and all committees with board-delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee'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 in connection with the proceedings.

Article V
Compensation

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.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each director, principal officer and member of a committee with board-delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts 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 in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes; and

e. Has disclosed any and all potential conflicts of interest.

Article VII
Periodic Reviews

To ensure the Corporation operates in a manner consistent with its 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, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations 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, impermissible private benefit, or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as 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 governing board of its responsibility for ensuring periodic reviews are conducted.

Appendix

Conflict-of-Interest Resolution Process for
Global Compact Network USA

1. Any potential or actual conflict of interest involving a Board member shall be raised with the Chair of the Nominations and Governance Committee ("NG").

2. The NG Chair shall appoint an individual(s) to undertake an investigation of the facts which shall include an interview with any complainant and the affected Board member as well as any other undertakings deemed appropriate by the investigator.

3. The investigator shall prepare in writing a summary of findings and recommendation which is to be provided to the NG Chair.

4. The NG Committee shall review the matter and make a determination by a simple majority vote, unless the NG Chair elects to refer the matter for determination to the full Board. The complainant and the Board member shall have the right to request an opportunity to speak to the Committee and the Committee has the authority to request their participation. The Board member and the complainant shall each be present only during their individual participation. The Board member shall be excluded from any discussion of the matter by the Committee and its determination, and shall not have a vote. Any NG Committee determination of the matter shall be set forth in a written statement explaining the outcome and basis for it. The Committee shall have the authority and discretion to decide the outcome and any remedial actions or penalties it deems appropriate.

5. The complainant and/or the Board member has the right to appeal any Committee determination to the full Board by raising such request with the Board Chair.

6. At any hearing by the Board either of an appeal or directly on the merits following a referral from the NG Committee, the complainant and Board member shall have the opportunity to present to the Board or be requested by the Board to do so, but such participation shall be limited to their individual meeting with the Board. The Board member shall be excluded from any discussion by the Board of the matter or its determination, and shall not have a vote. The Board shall make a determination by a simple majority vote. The Board shall make a record of its determination and the outcome which can include any measures it deems appropriate.