CONFLICT-OF-INTEREST AND ETHICS POLICY

Policy Owner: General Counsel
Effective Date: November 5, 2026

General Statement

It is the policy of USA Football (the "Corporation") and its Board of Directors that the Corporation's representatives carry out their respective duties ethically and in a fashion that recognizes and avoids any actual, potential, or perceived activity or investment that constitutes or might appear to constitute a Conflict-of-Interest. The Corporation's representatives shall have the continuing, affirmative duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and business-based judgments in fulfilling their responsibilities to the Corporation.

This Conflict-of-Interest and Ethics Policy ("Policy") sets out the Corporation's Statement of Ethics (Section 3) and its requirements for identifying, disclosing, and managing conflicts of interest (Sections 4 and 5). It operates alongside the USA Football Code of Conduct, the USA Football Sport Integrity Policy, and the USA Football Whistleblower and Anti-Retaliation Policy.

This Policy does not attempt to provide an exhaustive list of every possible circumstance that might give rise to an ethical concern or a Conflict-of-Interest but provides examples of situations where potential conflicts of interest may or often arise.

Section 1. Application

This Policy applies to the following individuals ("Interested Party/ies"):

a) Employees

b) Board of Directors

c) Committee and Council Members

d) Task Force Members

e) Hearing Panel Members

f) Volunteers (as designated as subject to this Policy by the Corporation)

g) Contractors (as designated as subject to this Policy by the Corporation)

Note: Applicable to Athlete Representatives serving in one (or more) of the above-mentioned categories.

Section 2. Definitions

Conflict-of-Interest. USAFB defines a Conflict-of-Interest as any situation in which an Interested Party (or the activities of a Relative or Close Associate of the Interested Party) is in a position to derive, or be perceived to derive, personal benefit from actions or decisions made in their official capacity. Further, it is the existence of a personal or financial relationship with the Interested Party (and/or a Relative or Close Associate) that could influence, or be perceived to influence, an Interested Party's objectivity when representing or conducting business for, or on behalf of, USAFB.

A Conflict-of-Interest also exists in the context of athlete or team selection when an Interested Party participates in a selection decision that involves or impacts an athlete with whom the Interested Party has a direct or indirect relationship, or when an Interested Party participates in a benefits or services allocation decision that directly impacts themselves.

For example, (1) an Athlete Representative serves on a committee hearing a team selection grievance wherein they were selected to be on the team in question, (2) an Interested Party benefits financially as part of a contract negotiation on behalf of USAFB, or (3) the Board of Directors is contemplating a Conflict-of-Interest disclosure of a sibling of an Athlete Representative on the Board of Directors.

Relative. A person's immediate family members, meaning parents, children, stepchildren, spouse or domestic partner, and siblings, by birth or by marriage, the parents of a spouse or domestic partner, and the children of a domestic partner, and any other person residing in the same household.

Close Associate. Any person or entity with whom an Interested Party has a significant business, financial, or personal relationship, including a business partner, employer, client, or an athlete the Interested Party coaches, manages, or represents.

Significant Financial Interest. Direct or indirect ownership of more than [five percent (5%)] of a business entity, or any ownership, investment, or compensation arrangement with a value or annual income of more than [$5,000].

Ownership Interest. Any direct or indirect equity, partnership, membership, or other ownership interest, including through a trust, fund, or other entity, other than holdings in a publicly traded mutual fund or index fund over which the Interested Party has no investment control.

Sports Gaming Company. Any sportsbook, betting exchange, daily fantasy sports operator, prediction market, or other business that offers, facilitates, or promotes wagering or trading on the outcome of sporting events, whether licensed or unlicensed.

USAFB. USA Football, Inc. and, for purposes of the Disclosure Form, Heads Up Football, LLC and USA Football Foundation, Inc.

Section 3. Statement of Ethics

USA Football is the national governing body for American football in the United States and holds a position of public trust under the Ted Stevens Olympic and Amateur Sports Act. Every Interested Party shall carry out their responsibilities in keeping with the following ethical obligations:

1. Integrity and honesty. Act honestly, in good faith, and with integrity in all dealings on behalf of USAFB, and never misrepresent facts, credentials, or accomplishments.
2. Duty of loyalty and care. Act in the best interests of USAFB, its athletes, and the sport, rather than in the interest of any individual, constituency, or outside organization, and exercise the care a reasonably prudent person would use in a similar role.
3. Impartiality. Make decisions, including selection, grievance, funding, and contracting decisions, on the merits and free from self-interest, outside pressure, expectation of reward, or fear of criticism.
4. Athletes first. Place the health, safety, well-being, and rights of athletes, particularly minor athletes, above competitive, commercial, or personal considerations.
5. Misuse of position. Not use one's position, title, or USAFB affiliation, or any confidential or inside information obtained through it, for personal gain or for the gain of a Relative, Close Associate, or business.
6. Confidentiality. Protect confidential information of USAFB, its athletes, and its partners, and disclose it only as authorized or required by law.
7. Stewardship of resources. Use USAFB funds, property, and resources only for legitimate USAFB purposes, and keep records that are complete, accurate, and timely.
8. Fair treatment. Treat all persons with dignity and respect, and not engage in or tolerate discrimination, harassment, or retaliation.
9. Compliance. Comply with applicable law, the Ted Stevens Olympic and Amateur Sports Act, the USOPC Bylaws, USAFB Bylaws and policies, the SafeSport Code, applicable antidoping rules, and the rules of the International Federation of American Football.
10. Speaking for USAFB. Not make public statements on behalf of USAFB, or imply USAFB endorsement of personal views, products, or services, unless authorized to do so.
11. Speaking up. Promptly report suspected violations of this Policy, the Code of Conduct, or the law, and cooperate fully with any resulting review or investigation.

When an Interested Party is uncertain whether a course of action is consistent with this Statement of Ethics, they should seek guidance from the Legal Department before acting.

Section 4. Conflict-of-Interest Principles

This Policy shall be subject to the following principles:

1. Directors, officers, and employees of the Corporation shall conduct their duties with respect to potential and actual grantees, contractors, suppliers, agencies, and other persons transacting or seeking to transact business with the Corporation in a completely impartial manner, without favor or preference based upon any consideration other than the best interests of the Corporation.

2. Directors, officers, and employees of the Corporation shall not seek or accept for themselves or anyone else, from any person or business entity that transacts or seeks to transact business with the Corporation, any gifts, entertainment, or other favors relating to their positions with the Corporation except as permitted by the USA Football Gifts and Entertainment Policy, which controls the limits, approvals, and disclosure of gifts and entertainment.

3. If a director, or a director's Relative, directly or indirectly owns a Significant Financial Interest in, or is employed by, any business entity that transacts or seeks to transact business with the Corporation, the director shall disclose that interest or position and shall refrain from voting on any issue pertaining to the transaction.

4. Officers and employees of the Corporation shall not conduct business on behalf of the Corporation with a Relative or a business entity in which the officer, employee, or their Relative owns a Significant Financial Interest or by which such officer, employee, or Relative is employed, except where such dealings have been disclosed to, and specifically approved and authorized by, the Board of Directors of the Corporation.

5. The Board of Directors shall require the Corporation's directors, officers, and employees to complete annually (or as otherwise scheduled by the Board) a disclosure statement regarding any actual or potential Conflict-of-Interest described in this Policy. The disclosure statement shall be in such form as may be prescribed by the Board and may include information regarding a person's participation as a director, officer, or employee of any other nonprofit organization. The Board of Directors shall be responsible for oversight of all disclosures or failures to disclose and for taking appropriate action in the case of any actual or potential Conflict-of-Interest transaction.

Section 5. Disclosure

5.01. Procedure for Disclosure

(a) Annual Disclosure. All Interested Parties must complete and file with the Legal Department the Conflict-of-Interest Disclosure Form (Attachment A) on an annual basis.

- Material Change. In the event of a material change in circumstances and/or as new conflicts arise, an amended form must be completed and filed with the Legal Department as soon as practicable.

(b) Verbal Disclosure. In the event of a situation resulting in a real-time verbal disclosure (e.g., during a meeting or discussion), the Legal Department should be consulted immediately, and a Conflict-

of-Interest Disclosure Form must be completed and filed as defined in Section 5.01(a) as soon as possible thereafter.

(c) Disclosure Review. The Legal Department shall compile all Conflict-of-Interest Disclosure Forms annually, and as new forms are submitted, conduct an initial review to identify any potential, perceived, or actual conflicts. The same review shall be conducted by the Judicial Committee for disclosure forms submitted by the CEO and members of the Board of Directors. The review shall include:

- Requesting additional information from the Interested Party if necessary to understand the nature of the disclosure.
- Determining whether a conflict exists.
- Identifying whether mitigation or action is required to manage or eliminate the conflict.

(d) Documentation and Committee Review. The Judicial Committee shall document its review of any CEO or Board member disclosures in its meeting minutes and, where applicable, prepare a brief written memorandum to the Committee's internal file. If a member of the Judicial Committee has submitted a disclosure form identifying a conflict, that individual must recuse themselves from the discussion and decision regarding their own disclosure. All recusals must be recorded in the meeting minutes.

(e) Written Direction. If either the Legal Department or the Judicial Committee determines that a conflict exists and that management measures are needed, the Interested Party will receive written directions outlined:

- The nature of the conflict.
- Required actions (e.g., recusal from specific discussions or votes, limitation of involvement, additional disclosures).
- Expectations for compliance.

The Interested Party must acknowledge in writing that they have received and understand the directive, and that compliance is a condition of their continued affiliation with USAFB.

(f) Managing Conflict-of-Interest Acknowledgment. The Conflict-of-Interest Disclosure Form shall serve as the Interested Party's acknowledgment that all directives provided by the Legal Department or Judicial Committee for managing conflicts will be followed as a condition of their continued employment and/or USAFB affiliation.

(g) Board of Directors and Committee Meeting Disclosures. At the start of each USAFB Board of Directors meeting and each USAFB Committee meeting, members must disclose any conflicts related to any anticipated agenda items. These disclosures must be recorded in the official meeting minutes, and the person with the Conflict-of-Interest must be excluded from the discussion and approval of such transaction. This requirement does not supersede the Annual Disclosure requirement outlined in Section 5.01(a).

(h) Non-Response Procedure. If an Interested Party fails to submit their required annual disclosure, the Legal Department will issue at least two reminders. Non-compliance may result in temporary suspension from USAFB duties, committee or board participation, or other action consistent with the organization's Bylaws and applicable policies.

5.02. Areas of High Risk

Pursuant to this Policy, all Conflicts of Interest must be disclosed. However, the following areas are deemed high risk and warrant specific attention.

(a) Interested Parties Involved in the Creation or Enforcement of Selection Procedures. Any Interested Party involved in the drafting, creation, or enforcement of selection procedures, including the athlete representative, who has a potential Conflict-of-Interest must disclose the potential conflicts pursuant to Section 5.01(a), (b), and (g). To ensure no Interested Party participating in the creation, drafting, or enforcement of selection procedures has a Conflict-of-Interest, additional provisions are provided in the USAFB Selection Procedures.

(b) Interested Parties Empowered to Resolve Grievances. Any Interested Party empowered to resolve grievances (e.g., Judicial Committee, Hearing Panels) must disclose any potential conflicts pursuant to Section 5.01(a), (b), and (g). To ensure no Interested Party empowered to investigate potential violations and/or resolve grievances has a Conflict-of-Interest, additional protections are provided in the USA Football Grievance Policy.

Section 6. Reporting

The USAFB community has the right and responsibility to report alleged violations of this Policy, including the Statement of Ethics, and USAFB encourages the reporting of such allegations.

(a) Process to Report. Suspected violations shall be considered an Administrative Grievance and reported via the Notice of Grievance Form to both the Judicial Committee (judicial@usafootball.com) and the General Counsel (legal@usafootball.com), consistent with the USA Football Grievance Policy. Should the allegation be against the Judicial Committee Chair or the General Counsel, the Notice of Grievance Form should be submitted directly to the USAFB Chief Operating Officer (chief@usafootball.com). Should the allegation be against the Chief Operating Officer, the Chief Executive Officer, or a member of the Board of Directors, the Notice of Grievance Form should be submitted directly to the Chair of the Board of Directors, or, if the allegation is against the Chair, to the Vice Chair.

(b) Applicable Policy Exception. The Judicial Committee Chair and the General Counsel may redirect a report if, based on the matter reported, it is more appropriate to be addressed under a more applicable policy.

Section 7. Investigation, Resolution, and Enforcement

(a) Investigate, Resolve, and Enforce. USAFB takes its obligation to investigate, resolve, and enforce potential violations of this Policy seriously. Alleged violations reported to USAFB will be resolved and decisions communicated pursuant to the USA Football Grievance Policy.

(b) Hearing. USAFB provides for an opportunity for a hearing pursuant to the USA Football Grievance Policy.

(c) Disinterested Parties. Investigation, resolution, and enforcement will be executed by individuals who are unbiased, impartial, and free from conflicts of interest pursuant to the USA Football Grievance Policy.

Section 8. No Retaliation

USAFB will not encourage, allow, or tolerate attempts from any individual or group of individuals to retaliate against, punish, or in any way harm any Interested Party who reports a concern in good faith. This applies to Interested Parties before, during, and after the process of resolving a Conflict-of-Interest or ethics matter. Such actions will be considered a violation of the USA Football Whistleblower and Anti-Retaliation Policy.

Section 9. Validity of Actions

The failure of the Corporation, its Board of Directors, or any or all of its directors, officers, or employees to comply with these Conflict-of-Interest provisions shall not invalidate, cancel, void, or make voidable any contract, relationship, action, transaction, debt, commitment, or obligation of the Corporation that otherwise is valid and enforceable under applicable law.

Section 10. Points of Contact

Interested Parties in need of further information, guidance, and/or enforcement in relation to this Policy may contact the following:

Judicial Committee

Email: judicial@usafootball.com

The USOPC Ethics & Compliance team can serve as a secondary resource for questions or concerns regarding this Policy. The USOPC Ethics & Compliance team may be contacted at:

Integrity Hotline: 877.404.9935

Integrity Portal: https://usopc.ethicspoint.com

For Athletes with Questions Regarding this Policy:

The Athlete Ombuds provides cost-free, independent, and confidential advice regarding athlete rights; resolving disputes or grievances; and any sport rule, policy, or process, including NGB-athlete agreements, codes of conduct, or team selection procedures. The Athlete Ombuds can also help athletes connect with legal counsel or mental health resources if needed.

Athletes may contact the Athlete Ombuds at:

Phone: (719) 866-5000

Email: ombudsman@usathlete.org

Website: www.usathlete.org

Attachment A. Conflict-of-Interest Disclosure Form and Ethics Acknowledgment

Please answer the questions below pursuant to the USA Football Conflict-of-Interest and Ethics Policy. Please contact the Legal Department if you have questions regarding the Policy or this disclosure form. As used below, "USA Football" means any and/or all of USA Football, Inc., Heads Up Football, LLC, and USA Football Foundation, Inc.

1. Have you accepted, for yourself or anyone else, any gift, entertainment, or other favor from any person or business that currently does or is seeking to do business with USA Football? _____YES _____NO

If you answered "yes," please indicate what you received and from whom.

2. Do you or any of your Relatives (parents, children, stepchildren, spouse or domestic partner, siblings, parents of a spouse or domestic partner, children of a domestic partner, and household members) own, directly or indirectly, any part of a business that currently does or is seeking to do business with USA Football? _____YES _____NO

If you answered "yes," please indicate who owns the financial interest, the interest owned, and the name of the relevant business.

3. Do you or any of your Relatives (parents, children, stepchildren, spouse or domestic partner, siblings, parents of a spouse or domestic partner, children of a domestic partner, and household members) hold any Ownership Interest in, or any position with, a Sports Gaming Company? _____YES _____NO

If you answered "yes," please indicate who holds the ownership interest or position, the interest owned or position held, and the name of the relevant business.

4. Are you or any of your Relatives (parents, children, stepchildren, spouse or domestic partner, siblings, parents of a spouse or domestic partner, children of a domestic partner, and household members) employed by or serving as an officer, director, or trustee of any business that currently does or is seeking to do business with USA Football? _____YES _____NO

If you answered "yes," please indicate who is employed and the name of the relevant business.

5. Are you currently an officer, director, or trustee of any group, organization, or business not previously disclosed on this disclosure form (include both for-profit and not-for-profit)? _____YES _____NO

If you answered "yes," please indicate the position held and the name of the relevant organization.

Acknowledgment. By signing below, I certify that the information on this form is complete and accurate to the best of my knowledge. I acknowledge that I have received, read, and agree to comply with the USA Football Conflict-of-Interest and Ethics Policy, including the Statement of Ethics in Section 3. I will file an amended form if my circumstances change, and I will follow any directive issued under Section 5.01(e) as a condition of my continued employment and/or USAFB affiliation.

Signature _____ Date _____

Print Name _____

For internal record keeping only:

____ No Conflict-of-Interest Identified.

____ Conflict-of-Interest Identified.

Reviewed on _____ by _____.