

February 26, 2025

Ms. Danica Irvine
Alternate Designated Agency Ethics Official
Office of the General Counsel
Department of Defense
Washington, DC 20310

Dear Ms. Irvine:

The purpose of this letter is to describe the steps that I will take to avoid any actual or apparent conflict of interest in the event that I am confirmed for the position of General Counsel of the Department of Defense. It is my responsibility to understand and comply with commitments outlined in this agreement.

SECTION 1 – GENERAL COMMITMENTS

As required by the criminal conflicts of interest law at 18 U.S.C. § 208(a), I will not participate personally and substantially in any particular matter in which I know that I have a financial interest directly and predictably affected by the matter, or in which I know that a person whose interests are imputed to me has a financial interest directly and predictably affected by the particular matter, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualify for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2). I understand that the interests of the following persons are imputed to me:

- Any spouse or minor child of mine;
- Any general partner of a partnership in which I am a limited or general partner;
- Any organization in which I serve as an officer, director, trustee, general partner, or employee, even if uncompensated; and
- Any person or organization with which I am negotiating or have an arrangement concerning prospective employment.

In the event that an actual or potential conflict of interest arises during my appointment, I will consult with an agency ethics official and take the measures necessary to resolve the conflict, such as recusal from the particular matter or divestiture of an asset.

If I have a managed account or otherwise use the services of an investment professional during my appointment, I will ensure that the account manager or investment professional obtains my prior approval on a case-by-case basis for the purchase of any assets other than cash, cash equivalents, investment funds that qualify for the regulatory exemption for diversified mutual funds and unit investment trusts at 5 C.F.R. § 2640.201(a), obligations of the United States, or municipal bonds.

If I rely on a de minimis exemption under 5 C.F.R. § 2640.202 with regard to any of my financial interests in securities, I will monitor the value of those interests. If the aggregate value of interests affected by a particular matter increases and exceeds the de minimis threshold, I will not participate personally and substantially in the particular matter that to my knowledge has a

direct and predictable effect on the interests, unless I first obtain a written waiver pursuant to 18 U.S.C. § 208(b)(1).

I will receive a live ethics briefing from a member of the ethics office after my confirmation but not later than 7 days after my appointment pursuant to the ethics program regulation at 5 C.F.R. § 2638.305. Within 90 days of my confirmation, I will submit my Certification of Ethics Agreement Compliance which documents my compliance with this ethics agreement.

I will not modify this ethics agreement without your approval and the approval of the U.S. Office of Government Ethics (OGE) pursuant to the ethics agreement requirements contained in the financial disclosure regulation at 5 C.F.R. § 2634.803(a)(4).

SECTION 2 – INNOVATIVE DEFENSE SOLUTIONS LLC

I am the sole owner of my consulting firm, which does business as Innovative Defense Solutions (IDS) LLC. IDS LLC is currently dormant and does not engage in any business. During my appointment to the position of General Counsel of the Department of Defense, IDS LLC will remain dormant and will not advertise. I will not perform any services for IDS LLC, except that I will comply with any court orders or subpoenas and any requirements involving legal filings, taxes, and fees that are necessary to maintain IDS LLC while it is in an inactive status. I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of IDS LLC.

SECTION 3 – RESIGNATIONS

Upon confirmation, I will resign from my position with the Forum for America and the World (FFAW). Pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, for a period of one year after my resignation from the FFAW, I will not participate personally and substantially in any particular matter involving specific parties in which I know FFAW is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

I previously resigned from my position as General Counsel of National Board of The ROCKS, Inc. Pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, for a period of one year after my resignation from The ROCKS, Inc, I will not participate personally and substantially in any particular matter involving specific parties in which I know The ROCKS, Inc. is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

I also previously resigned from my position as General Counsel and Head of Business Development, Neros, Inc. Because I will continue to hold equity in Neros, Inc., I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of Neros, Inc., unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

I also previously resigned from my position as Advisor with AI Squared. I hold vested stock options in AI Squared, but forfeited my unvested stock options in AI Squared upon my

resignation. I do not hold restricted stock or any other equity interest in AI Squared other than the vested stock options. Because I will continue to hold stock options in AI Squared, I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of AI Squared, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1).

SECTION 4 - OTHER COMMITMENTS

In addition to the impartiality regulation at 5 C.F.R. § 2635.502, I understand that as an employee of the Department of Defense I will be required to comply with Section 1117 of the National Defense Authorization Act for Fiscal Year 2022. Therefore, for a period of two years after my resignation from any organization, including a trade organization, for which I served as an employee, officer, director, trustee, or general partner, I will not knowingly participate personally and substantially in any particular matter involving specific parties in which that organization is a party or represents a party to the matter, unless I am authorized to participate, pursuant to Section 1117(b).

SECTION 5 – PUBLIC POSTING

I have been advised that this ethics agreement and the Certification of Ethics Agreement Compliance will be posted publicly, consistent with the public information law at 5 U.S.C. § 552, on the website of the U.S. Office of Government Ethics with ethics agreements of other presidential nominees who file public financial disclosure reports.

Sincerely,

A handwritten signature in black ink, appearing to read "Earl G. Matthews", written in a cursive style.

Earl G. Matthews