

Date: Nov, 8, 2021

Mr. Richard C. Visek
Principal Deputy Legal Adviser and
Designated Agency Ethics Official
Office of the Legal Adviser
Department of State

Re: Ethics Undertakings

Dear Mr. Visek:

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 Ambassador to the Kingdom of Norway. It is my responsibility to understand and comply with commitments outlined in this agreement.

SECTION 1 – GENERAL COMMITMENTS

If confirmed as Ambassador to the Kingdom of Norway, 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; and
- Any person or organization with which I am negotiating or have an arrangement concerning prospective employment.

In addition, I will recuse myself from participation on a case-by-case basis in any particular matter involving specific parties in which I determine that a reasonable person with knowledge of the relevant facts would question my impartiality in that matter, unless I am first authorized to participate, pursuant to the impartiality regulations at 5 C.F.R. Part 2635, Subpart E.

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.

I understand that a heightened prospect of a conflict of interest could exist as to companies that maintain a presence in Norway, because they may be more likely than other companies to seek official assistance from or make contact with the Embassy or otherwise be affected by policies

and engagement implemented by the Embassy. I will remain alert to the possible need for recusal where appropriate.

I have managed accounts, and I will direct the account managers to obtain 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. I will monitor whether the account managers are following this direction regarding prior approval.

I will receive a live ethics briefing from a member of the ethics office after my confirmation but not later than 15 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 understand that as an appointee I will be required to sign the Ethics Pledge (Exec. Order No. 13989) and that I will be bound by it. Among other obligations, I will be required to recuse from particular matters involving specific parties involving my former employer or former clients for a period of two years after I am appointed, with the exception of federal, state and local government

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

SECTION 2 – MAPLETON INVESTMENTS LLC

Upon confirmation, I will resign from my position with Mapleton Investments, LLC. I will continue to have a financial interest in this entity, but I will not provide services material to the production of income. Instead, I will receive only passive investment income for it. Following my resignation from the company. I may enter into a separate agreement with Mapleton Investments, LLC, based on the prevailing market rate, for health insurance, administrative staff services and use of a plane. 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 Mapleton LLC or its underlying assets for as long as I hold it, 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).

SECTION 3 – RESIGNATION FROM OUTSIDE POSITIONS IN WHICH EQUITY IS HELD

Upon confirmation, I will resign from my positions with the following entities:

- 220 N Lake Inc.
- Parkwood Elm Real Estate Investments
- JMAR Properties, LLC
- Mapleton SBRE, LLC
- 400 Parkwood LLC

- Falcon Waterfree Technologies, LLC (FKA Falcon Waterfree Holdings, LLC) (d/b/a Falcon Water Technologies)
- Mapleton Media International, LLC

I will continue to hold a financial interest in each of these entities, but I will not provide services material to the production of income. Instead, I will receive only passive investment income for them. Accordingly, with respect to each of these entities, 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 the entity or its underlying assets for as long as I hold it, 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).

In addition, I previously resigned from Trine Acquisition Corp. and I hold equity in Desktop Metal Inc., a company acquired by Trine Acquisition Corp. I will divest my equity interests in the Desktop Metal Inc. as soon as practicable but not later than 90 days after my confirmation. 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 the entity until I have divested it, 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 have verified that I will be able to carry out the divestitures within the timeframe described above. Pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, for a period of one year after my resignation, I will not participate personally and substantially in any particular matter involving specific parties in which I know Trine Acquisition Corp. is a party or represents a party, unless I am first authorized to participate, pursuant to at 5 C.F.R. § 2635.502(d).

SECTION 4 – RESIGNATIONS FROM OTHER OUTSIDE POSITIONS

Upon confirmation, I will resign from my positions with the following entities:

- UCLA Operation Mend
- Aspen Preserve Homeowners Association, Inc.
- National Democratic Institute for International Affairs
- Pacific Council on International Policy
- The Aspen Institute, Inc.
- USC Annenberg School for the Digital Future
- Nathanson Family Resilience Center, UCLA
- Jane and Marc Nathanson Foundation
- Nicole Nathanson 2018 Irrevocable Descendants Trust
- Nathanson 2012 Irrevocable Trust
- Aspen Preserve Ditch & Reservoir Company

Pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, for a period of one year after my resignation from each of these entities, I will not participate personally and substantially in any particular matter involving specific parties in which I know that entity is a party or represents a party, unless I am first authorized to participate, pursuant to at 5 C.F.R. § 2635.502(d).

SECTION 5 – RETAINED POSITIONS

I will retain my position as a trustee of the following family trusts:

- Falcon Cable Trust
- Marc and Jane Nathanson Art Trust (FKA Nathanson 2003 Trust)
- Jane & Marc Nathanson Charitable Remainder Trust

I will not receive any fees for the services that I provide as a trustee during my appointment to the position of Ambassador. 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 any of these trusts, 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).

SECTION 6 – GRANTOR TRUSTS

I have previously paid taxes owed by certain grantor trusts disclosed in my financial disclosure report. I am not a trustee of these trusts. Neither my spouse nor I, nor any minor child of mine, is a beneficiary of these trusts. For the grantor trusts identified in my financial disclosure report as #1, #3, #4, #5, #16 and #17, I will take steps before I assume the duties of the position of Ambassador to ensure that I and my spouse are not responsible for payment of taxes of the trusts.

SECTION 7 – DIVESTITURES

I will divest my equity interests in the entities listed on Attached A as soon as practicable but not later than 90 days after my confirmation. With regard to each of these entities, 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 the entity until I have divested it, 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 have verified that I will be able to carry out the divestitures within the timeframe described above.

As soon as practicable but not later than 90 days after my confirmation, I will divest my interests in the following funds:

- Global X Lithium and Battery ETF
- Global X FDS Cloud Computing ETF
- Proshares Trust Ultra NASDAQ Biotechnology
- ARK ETF TR Israel Innovative Technology ETF
- Morgan Stanley India

Until I have completed these divestitures, 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 any holdings of the funds that are in the specific sector in which the funds

concentrate, unless I first obtain a written waiver pursuant to 18 U.S.C. § 208(b)(1). I have verified that I will be able to carry out the divestiture within the timeframe described above.

As soon as practicable but not later than 90 days after my confirmation, I will divest my interests in the following funds:

- Carlyle Asia Partners III
- Carlyle Partners V
- Viking Global Equities LP
- Cypress Partners LP
- KKR Partners IV LP
- Shelter Venture Fund LP
- Riverstone/Carlyle Renewable and Alternative Energy Fund II
- Riverstone/Carlyle Global Energy & Power Fund IV LP
- Carlyle Strategic Partners II LP

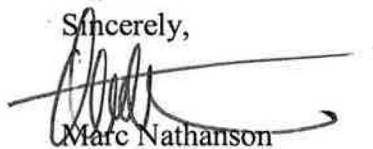
With regard to each of these funds, I will not participate personally and substantially in any particular matter that to my knowledge has a direct and predictable effect on the financial interests of the fund or its underlying holdings until I have divested it, unless I first obtain a written waiver 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 have verified that I will be able to carry out the divestiture within the timeframe described above.

I understand that I may be eligible to request a Certificate of Divestiture for qualifying assets and that a Certificate of Divestiture is effective only if obtained prior to divestiture. Regardless of whether I receive a Certificate of Divestiture, I will ensure that all divestitures discussed in this agreement occur within the agreed upon timeframes and that all proceeds are invested in non-conflicting assets. I understand that I must timely submit my request for a Certificate of Divestiture to allow for adequate time for OGE to process the Certificate of Divestiture, and in order to divest assets within the agreed upon timeframe.

I (including my spouse and dependent children if applicable) will not repurchase any asset I was required to divest without consulting with my agency ethics official and the U.S. Office of Government Ethics.

SECTION 8 – 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,

Marc Nathanson

Tab A
Marc Nathanson
Ethics Undertakings Letter

Ion Acquisition Corp 1 LTD Unit 1 CL A SHS & 1/2 Red WT Exp - IACA U

Social CAP_D Hedosophia Hldgs Co Corp V Unit 1 Com - IPOF U

Soaring Eagle Acquisition Corp Unit 1 Com & 1/2 WT EXP-SRNGU

AF Acquisition Corp Unit 1 CLA & 1/3 WT EXP 3/31/28-AFAQU

East RES Acquisition Co Unit 1 CL A & 1/2 WT Exp 7/1/27-ERESU

Healthcare Cap Corp Del Unit 1 Com & 1/2 WT Exp 2025 - HCCCU

Twelve Seas INVT Co II Unit 1 Com CL A & 1/3 WT EXP – TWLVU

Bull Horn HLDGS Corp USD Units Consist 1 Ord Shs & 1 Red - BHSEU

II-IV Inc.

ASML Holdings

Abbott Labs

Abbvie Inc.

Accenture PLC

Activision Blizzard, Inc.

Adaptive Biotechnologies Corp.

Adobe Inc.

ADT Inc.

Advanced Micro Devices Inc.

AES Corp.

Air products and Chemicals Inc.

Alibaba Group Holdings

Align Technology Inc.

Alliant Energy Corp

Alphabet Inc.

Amazon.com Inc.

American Airlines Group Inc. c.
American Express Co.
Amgen Inc.
Apple Inc.
Applied Materials Inc.
Apollo Global Management
Astrazeneca Inc.
Autodesk Inc.
AT&T
Ball Corporation
Baxter International Inc.
Becton Dickinson and Company
Berkshire Hathaway In
Bio-Rad Laboratories Inc.
Blackrock Inc.
Boeing Company
Bombardier Inc.
Booz Allen Hamilton Holding Corp.
Boston Scientific Corp.
Broadcom Inc.
Bristol Myers Squibb Co..
Brown Forman Corp
CACI International Inc.
Cadence Design Systems Inc.
Carlsberg Sponsored ADR
Cerner Corp.
Cheniere Energy Inc.
Chevron

Cisco Systems Inc.
Citigroup
Cimarex Energy
Coca Cola Company
Conocophillips
Coinbase Global
Compass Diversified Holdings
Comcast Corp.
Continental Resources
Corning Inc.
Crown Holdings
CSL Limited
Dell Technologies
Delta Airlines Inc.
Desktop Metal Inc.
Dexcom Inc.
Discover Financial Services
Discovery Inc.
Dow Chemical
DXC Technologies
Dynatrace Holdings Inc.
EOG Resources
East West Bancorp Inc.
Edwards LifeSciences
Electronic Arts
Eli Lilly Co.
Emerson Electric Co
Enbridge

Enzo Biochem Inc.
Exelon Corporation
Exxon Mobil
Facebook
F5 Network Inc.
FEDEX Corp.
Flutter Entertainment
Ford Motor Co.
Fortinet
Fox Corp
General Electric Co.
General Motors
Gilead Sciences
Grayscale Bitcoin TR BTS SGS Resptg Com
Halliburton
Healthcare Cap Corp Del Unit 1 Com & 1/2 WT Exp 2025 – HCCCU
Heineken
Hershey Company (The)
Hexcel Corp.
Hill-Rom Holdings Inc.
Honeywell
HP Inc.
IHS Markit
Hoya Corp
Icon Public Limited Co.
Immunitybio Inc.
Inovio Pharmaceuticals Inc
Intel

Ionis Pharmaceuticals
JP Morgan
JD.Com
Johnson & Johnson
L3 Harris Technologies
Lam Research
Linde PLC
Lions Gate Entertainment
Lockheed Martin Corp.
Loomis AB
LVMH Moet Hennessy Louis Vuitton
Marriott International
Mapleton Holdings (Series 7) Game Taco
Medtronic
Microsoft Corp.
Moderna
Molson Coors
Mondelez International
Morgan Stanley
Motorola Solutions
Merck & Co.
Micron Technology Inc.
Nanthealth Inc.
Nestle
NetApp Inc.
Netflix
News Corp.
Northrup Grumman

Norwegian Cruise Line
Novartis
Novo-Nordisk A/S ADR
Nvidia
Olympus Corporation
Omnicom
On Semiconductor
Oneok
Oracle
Palo Alto Networks
Parker Hannafin
Penn Natl Gaming Inc.
Perkinelmer
Pernod Ricard
Pepsico
Pfizer
Petroleo Brasileiro SA Petrobas
Phillips 66
Prosus NV
Qiagen N.V.
Qualcomm
Raytheon
Roblox Corp.
Roche Holdings
Salesforce
San Miquel Corp.
Sanofio Spns ADR
Schlumberger

Seagene
Servicenow
SES SA Global
Sesen Bio
Servicenow Inc.
Skyworks Solutions Inc.
Sony Group Amern
Splunk Inc.
Sumitomo Metal MNG
Steris Public Limited Co.
Stryker
Targa Resources
Textron Inc.
T. Rowe Price
Taiwan Semiconductors
Takeda Pharmaceutical
Teladoc Health
Tencent holdings Ltd.
Tesla
Texas Instruments
Thermo Fisher Scientific
Transdigm Group
United Airlines Holdings
United Parcel Service
Universal Display Group
Urogen Pharma LTD Registered SHS
Valero Energy Corp.
Viacom CBS

Viking Therapeutics

Verisign Inc.

Vertex Pharmaceuticals

VMWare

Walt Disney Company

Wolters Kluwer N.V.

Waters Corporation

Wells Fargo & Co.

World Wrestling Entertainment

Yum BrandsYum China Holdings

Xilinx Inc.