

*Note: Goldman Sachs does not provide tax, legal or regulatory advice to its clients, and this sample policy does not constitute tax, legal or regulatory advice. All clients are strongly urged to consult with their legal counsel regarding whether this sample investment policy and any potential strategy or investment made pursuant to it are appropriate or sufficient for the IETF LLC and comply with all applicable federal and state laws. Additionally, clients may wish to consult legal counsel regarding the content of legal concepts referenced in this policy, such as delegation and the duty of care.*

*This sample Investment Policy Statement does not contain any references to, or information regarding, state, federal, regulatory or other requirements that may be applicable to the IETF LLC. You should consult with your legal and regulatory counsel concerning any other provisions that may need to be included herein.*

\*

\*

\*

## **Investment Policy**

**for**

**Internet Engineering Task Force Administration LLC (“IETF LLC”)**

**Adopted 18 FEBRUARY 2022**

## **Introduction**

The purpose of this Investment Policy (this “Policy”) is to provide guidelines for the prudent management of the IETF LLC’s investments (the “Portfolio”) and is intended to assist the IETF LLC’s Board of Directors (the “Board”) in supervising and monitoring the Portfolios. A principal goal of this Policy is to ensure the creation and implementation of a sound long-term investment strategy. The Policy defines the IETF LLC’s investment objectives and the responsibilities of and standards applicable to those involved in the investment and management of the Portfolio.

This Policy is not intended to constitute a legally binding agreement between the IETF LLC and Investment Advisor or Investment Manager(s). Any agreement with Investment Advisor or Investment Manager(s) with respect to the Policy would be pursuant to a separate, written agreement with such party. It is recognized that from time to time the Board’s attitudes, expectations and objectives may change. Therefore, this Policy is intended to be used as a guideline rather than a rigid statement of policy from which there can be no deviation. This Policy is intended to be a summary of an investment philosophy and the procedures that provide guidance for the IETF LLC, Board, Investment Advisor, and Investment Manager(s).

## **The IETF LLC’s Mission and Portfolio**

The IETF LLC was established on August 27, 2018 as a limited liability company under the laws of the State of Delaware and is governed by the Board. The IETF LLC has a single limited liability company member, the Internet Society, a Washington, D.C. non-profit corporation that has been recognized by the Internal Revenue Service as exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) and is classified as a public charity. The IETF LLC provides a corporate legal home for the Internet Engineering Task Force (IETF), the Internet Architecture Board (IAB), and the Internet Research Task Force (IRTF). IETF LLC supports the ongoing operations of the IETF, including meetings and non-meeting activities, manages the IETF’s finances and budget, raises money on behalf of the IETF, and establishes and enforces policies to ensure compliance with applicable laws, regulations, and rules.

There are five funds (“Special Purpose Funds”) within the Portfolio:

1. Funds that are intended to be used for short-term operating and program expenses (the “Working Capital Fund”).
2. Funds to support the IETF LLC’s future operations, serve as a resource during economic downturns and provide an additional source of support for the IETF LLC (the “Continuity and Operations Fund” hereinafter the “C&O Fund”).
3. Funds that are intended to be used for mid-term operating and program expenses and support the IETF LLC’s future operations, serve as a resource during economic downturns and provide an additional source of support for the IETF LLC (the “Board Designated Fund”).
4. Funds that are intended to be used for the long-term exclusive support of the IETF LLC and its activities (the “Restricted Endowment Fund”).
5. Funds that are intended to be used for new or experimental initiatives for the IETF LLC community (the “Business Opportunity Fund”).

The IETF LLC will maintain records to adequately account for the activity and balance of the underlying funds in the Portfolio, and reports regarding the composition of the Portfolio will be made on a periodic basis to the Board in accordance with this Policy.

The Portfolio is designed to ensure financial security to the IETF LLC and to provide a source of funding for the IETF LLC's activities, programs, and operating expenses.

### **Investment Objectives**

The IETF LLC's investment objectives are to safeguard the Portfolio while earning investment returns that are commensurate with the IETF LLC's risk tolerance and sufficient to meet its operational requirements. The Portfolio shall be invested with the objective of preserving assets to cover the IETF LLC's operating expenses and to realize earnings in a way that allows for immediate liquidity to meet the IETF LLC's ongoing programmatic and operational needs.

The Special Purpose Funds shall be invested consistent with their respective purposes and risk tolerances.

### **Asset Allocation**

The Board will establish in writing the Special Purpose Funds' goals and asset allocations, including minimum and maximum allocations for each asset class, and will modify them from time to time with recommendations from the Investment Advisor. The asset allocation in effect at the present time for the Working Capital Fund is attached to this Policy as Exhibit A. The asset allocation in effect at the present time for the C&O Fund is attached to this Policy as Exhibit B. The asset allocation in effect at the present time for the Board Designated Fund is attached to this Policy as Exhibit C. The asset allocation in effect at the present time for the Restricted Endowment Fund is attached to this Policy as Exhibit D. The asset allocation in effect at the present time for the Business Opportunity Fund is attached to this Policy as Exhibit E.

The Board will seek to achieve diversification in each of the Special Purpose Funds, unless it prudently determines that, because of special circumstances, a particular fund or funds within the Portfolio are better served without diversification.

### **Responsibilities**

The Board, or such members of the Board as so designated, has responsibility for investing and managing the Portfolio as well as the responsibility for establishing and modifying this Policy, including establishing the asset allocations for the Special Purpose Funds.

The IETF LLC's designated staff, the IETF LLC's investment advisor (the "Investment Advisor"), and the investment managers (the "Investment Managers") are charged with implementing this Policy. Their respective responsibilities are set forth below.

## The Board

The Board is responsible for:

- Establishing, reviewing periodically, and modifying this Policy and its appendices from time to time.
- Setting the asset allocation targets and ranges for each of the funds in the Portfolio, and modifying them from time to time.
- Implementing this Policy, with input from the IETF LLC's staff and the Investment Advisor.
- Overseeing the Portfolio's assets.
- Engaging the Investment Advisor to assist in carrying out its investment responsibilities and to implement the investment strategy and decisions.
- Continuing or terminating the Investment Advisor and monitoring its performance.
- Monitoring the fees and other expenses associated with the management and administration of Portfolio.

## Investment Advisor

The Investment Advisor is responsible for:

- Monitoring the investment environment and regularly communicating with the Board concerning issues that may impact the Portfolio.
- Guiding the Board with respect to the strategic asset allocations.
- Implementing rebalancing on a periodic basis or when otherwise appropriate.
- Implementing the Portfolio's asset allocations through the selection, continuation, and termination of Investment Managers.
- Selecting, continuing, or terminating Investment Managers based on appropriate criteria, including the following: investment philosophy, historical performance, experience of key personnel, and financial viability or changes in these factors. In selecting each Investment Manager, the Investment Advisor will take reasonable measures to assess the independence of the Investment Manager, including any conflicts of interest that the Investment Manager may have. (This Investment Manager selection responsibility also includes the ongoing monitoring of the Investment Managers for adherence to this Policy and his, her, or its stated investment strategy.)
- Reviewing Investment Managers, establishing the scope and terms of the delegation to Investment Managers, and monitoring their performance and compliance with the scope and terms of the delegation.
- Monitoring, analyzing the performance of, and recommending performance benchmarks for each Investment Manager.
- Preparing investment reports at least quarterly for the Board's review that contain the information necessary for the Board to exercise its judgment and carry out its investment responsibilities prudently.
- Attending meetings in person or by telephone conference with the Board and the IETF LLC's staff as requested.
- Providing necessary information to and cooperating with the Board, the IETF LLC's staff, and the IETF LLC's external auditors.

- Providing feedback regarding changes to this Policy when requested by the Board and proposing corresponding amendments to the relevant account documents, if necessary.
- Assisting the Board with the development and implementation of socially responsible elements of the Portfolio.

### Investment Managers

Each Investment Manager is responsible for:

- Adhering to the investment strategy for which the Investment Manager was selected.
- Acting in accordance with the standard of care and restrictions on investment management set forth in this Policy.
- Preparing quarterly written statements, including a summary of the actions taken with respect to the IETF LLC's assets under management.
- Suggesting performance benchmarks (described below) to facilitate the Board's and Investment Advisor's evaluation of the Investment Manager's performance.
- To the extent that the Investment Manager is authorized and directed by the Investment Advisor, voting all proxies for the IETF LLC's securities.
- Taking reasonable steps to promptly communicate significant changes in the Investment Manager's firm to the Investment Advisor, including: changes in senior management or high-level personnel; changes in the Investment Manager's ownership; and changes in the Investment Manager's investment strategy and/or style.
- Taking reasonable steps to promptly report to the Investment Advisor any material violation of this Policy, and any material adverse determinations against the firm or its principals, either by a court, the Securities Exchange Commission, or any other regulatory authority.

### The IETF LLC's Staff

The IETF LLC's staff is responsible for assisting the Board with all components of this Policy, including coordination of outside professionals involved in supporting the investment and management of the Portfolio.

### **Socially Responsible Investing**

IETF LLC will endeavor to construct a Portfolio that aligns with its mission, including the potential to exclude investments inconsistent with IETF LLC's values. To this end, the Board will periodically review the Portfolio with the Investment Advisor with this goal in mind and modify this Policy and its appendices from time to time if needed to achieve these objectives.

### **Guidelines on Prudent Investing**

#### Standard of Care

Each person responsible for managing and investing the IETF LLC's assets will do so in good faith with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and will consider both the purposes of the IETF LLC and the goals of the Portfolio, including mission-related goals, as applicable.

### Delegation Standards

The Board will delegate to the Investment Advisor the management and investment of the Portfolio to the extent that it can prudently delegate under the circumstances, and will act in accordance with the standard of care described above in selecting, continuing, or terminating the Investment Advisor, establishing the scope and terms of the delegation, and monitoring the Investment Advisor's performance and compliance with the scope and terms of the delegation.

The Board will take reasonable measures to assess the independence of the Investment Advisor, both before and after the Investment Advisor is engaged. Investment Advisors will be selected based on competence, experience, past performance, and proposed compensation, without regard to business or personal relationships. Any actual or potential conflicts of interest possessed by a member of the Board must be disclosed and resolved in accordance with the IETF LLC's conflict of interest policy.

### Spending Policy

The IETF LLC's spending policies are consistent with its investment objectives for each Special Purpose Fund. The Board is responsible for setting the spending rates from time to time.

### Rebalancing and Cash Flows

The Board and/or the Investment Advisor, as the case may be, should consider rebalancing at least once a quarter or more frequently, if necessary (e.g., large market moves). Rebalancing of the funds within the Portfolio may be delayed if, for example, prevailing market conditions are such that rebalancing may be detrimental to the IETF LLC's long-term goals for the funds within the Portfolio.

The Board will identify the destination of all cash flows, including additional contributions to the IETF LLC's assets, consistent with this Policy. The IETF LLC's net cash flows may be used to implement the rebalancing activities in order to minimize transaction costs.

### Performance Benchmarks

Performance benchmarks are used by the Board to properly measure and evaluate the success of the Investment Advisor and the Investment Managers. The performance benchmarks selected by the Board (with recommendations from the Investment Advisor) should be representative of the IETF LLC's long-term return objectives and risk tolerance and be calculated over the same time period as the returns on the Portfolio with which the performance benchmark is being compared. These performance benchmarks are intended as targets only and are no guarantee or assurance of the performance of any investment or of the Portfolio.

### Reporting and Oversight

The Board will meet periodically to review the reports of the Investment Advisor and the Investment Managers, and to evaluate the performance of the Portfolios and adherence by the Investment Advisor and the Investment Managers to this Policy. The performance of the funds within the Portfolio will be measured relative to appropriate and agreed upon performance benchmarks (described above).

## **Revisions**

The Board will review this Policy periodically and make revisions as needed. In conducting such review, the Board may consult with the Investment Advisor regarding the performance of the IETF LLC's investments, the current asset allocations, the IETF LLC's overall investment strategy, general economic and market conditions, and any other relevant information that may bear on this Policy.

## EXHIBIT A

### The Working Capital Fund Asset Allocation

Investment Objective: Preservation of Capital

The Working Capital Fund shall be invested with the objective of preserving assets to cover the IETF LLC's operating expenses and to realize earnings in a way that allows for immediate liquidity to meet the IETF LLC's ongoing programmatic and operational needs. Working Capital Fund assets may be maintained in the checking account that the IETF LLC uses for day-to-day operations and may be invested in other cash-equivalent investments, such as savings accounts, money market accounts, certificates of deposit with maturities appropriate for expected needs, Treasury bills, and other investments that are relatively easy to liquefy.

EXHIBIT B

The C&O Fund Asset Allocation

Investment Objective: Income with Capital Appreciation

<b>Asset Class / Subasset Class</b>	<b>Lower Limit</b>	<b>Target Allocation</b>	<b>Upper Limit</b>
Investment Grade Fixed Income	☒	☒	☒
Other Fixed Income	☒	☒	☒
US Equity	☒	☒	☒
Non-US Equity	☒	☒	☒

EXHIBIT C

The Board Designated Fund Asset Allocation

Investment Objective: Capital Appreciation – Moderate Risk

<b>Asset Class / Subasset Class</b>	<b>Lower Limit</b>	<b>Target Allocation</b>	<b>Upper Limit</b>
Investment Grade Fixed Income	■	■	■
Other Fixed Income	■	■	■
US Equity	■	■	■
Non-US Equity	■	■	■
Private Equity & Other Private Assets	■	■	■

EXHIBIT D

The Restricted Endowment Fund Asset Allocation

Investment Objective: Capital Appreciation – Moderate to Higher Risk

<b>Asset Class / Subasset Class</b>	<b>Lower Limit</b>	<b>Target Allocation</b>	<b>Upper Limit</b>
Investment Grade Fixed Income	■	■	■
Other Fixed Income	■	■	■
US Equity	■	■	■
Non-US Equity	■	■	■

EXHIBIT E

The Business Opportunity Fund Asset Allocation

Investment Objective: Income with Capital Preservation

<b>Asset Class / Subasset Class</b>	<b>Lower Limit</b>	<b>Target Allocation</b>	<b>Upper Limit</b>
Investment Grade Fixed Income	☒	☒	☒
Other Fixed Income	☒	☒	☒
US Equity	☒	☒	☒
Non-US Equity	☒	☒	☒