SEMPREON

STOCK OWNERSHIP GUIDELINES
(Amended and Restated November 2, 2026)

1. Purpose.

The Board of Directors (the "Board") of Sempreon, Inc. ("Sempreon" or the "Company") believes that executive officers (as elected by the Board) and directors of the Company should own and hold Sempreon common stock to further align their interests with the long-term interests of stockholders and further promote the Company's commitment to sound corporate governance.

2. Scope.

All executive officers and directors of the Company are subject to these stock ownership guidelines for as long as they continue to serve as an executive officer or director of the Company, as the case may be.

3. Definitions.

"guideline level" means the individual stock ownership guideline level applicable to an individual executive officer or director.

"immediate family member" means the individual's spouse, domestic partner, children, stepchildren, grandchildren, and other lineal descendants.

"net shares" means those shares that remain after shares are sold or withheld, as the case may be, to (i) pay any applicable exercise price for an equity award (e.g., stock options) or (ii) satisfy any tax obligations, including withholding taxes, arising in connection with the exercise, vesting or payment of an equity award (e.g., restricted stock units, restricted stock).

"shares" means shares of the Company's common stock.

4. Executive Officer Stock Ownership Guidelines.

Calculation of Guideline Level

The individual guideline level for each executive officer of the Company is determined as the number of shares equivalent to (a)(i) five (5) times annual base salary for the Chief Executive Officer, (ii) two (2) times annual base salary for the Chief Financial Officer and Chief Operating Officer, and (iii) one and one half (1.5) times base salary for all other executive officers, divided by (b) the average daily closing price of Sempreon common stock for the 20 trading days immediately preceding the date of calculation, rounded to the nearest 100 shares.

The guideline level for each executive officer is calculated at December 31st each year.

Requirements Related to Satisfying Guideline Levels

Executive officers are expected to be in compliance with his or her guideline level within five (5) years of becoming an executive officer; provided that if an executive officer's ownership guideline increases by more than one (1) times (i.e., an increase from two (2) times annual base

salary to five (5) times base salary) because of a change in title, the five (5) year period to achieve his or her guideline level begins upon the effective date of the promotion.

Unless an executive officer has satisfied his or her applicable guideline level, during the initial five (5) year compliance timeframe, the executive officer is required to retain an amount equal to 50% of the net shares received as the result of the exercise, vesting, or payment of any Sempreon equity awards granted to the executive officer (the "50% Requirement"). See Exhibits A and B for sample calculations.

If an executive officer is below his or her guideline level after the five (5) year compliance timeframe but (a) retains 100% of the net shares received as the result of the exercise, vesting, or payment of any Sempreon equity awards and (b) does not dispose of any shares during the time he or she was below his or her guideline level after the five (5) year compliance timeframe (collectively with the 50% Requirement, the "Executive Officer Requirements"), the executive officer will be considered to be in compliance with his or her guideline level.

Executive officers are expected to retain net shares (as specified in these stock ownership guidelines) and continuously own sufficient shares to satisfy their guideline level once attained for so long as they remain an executive officer. Notwithstanding anything to the contrary in these stock ownership guidelines, there is no requirement for executive officers to purchase shares to meet their guideline level so long as the executive officer has complied with the Executive Officer Requirements.

5. Non-Employee Director Stock Ownership Guidelines.

Calculation of Guideline Level

The individual guideline level for each non-employee director of the Company is determined as the number of shares equivalent to (a) three (3) times the annual cash and equity retainers payable to such director (which, for the avoidance of doubt, does not include any Board committee or Chairman of the Board retainers or fees), divided by (b) the average daily closing price of Sempreon common stock for the 20 trading days immediately preceding the date of calculation, rounded to the nearest 100 shares.

The guideline level for each director is calculated at December 31st each year.

Requirements Related to Satisfying Guideline Levels

Directors are required to satisfy their guideline level within five (5) years of joining the Board.

If a director is below his or her guideline level after the five (5) year compliance timeframe but does not dispose of any shares during the time he or she was below his or her guideline level after the five (5) year compliance timeframe (the "Director Requirement"), the director will be considered to be in compliance with his or her guideline level.

Directors are expected to continuously own sufficient shares to satisfy the guideline once attained for so long as they remain a member of the Board. Notwithstanding anything to the contrary in these stock ownership guidelines, there is no requirement for directors to purchase shares to meet their guideline level so long as the director has complied with the Director Requirement.

6. Shares Counted.

Shares that count toward satisfaction of the stock ownership guidelines for executive officers and directors include the following:

- Shares owned outright by the executive officer or director, or his or her immediate family members residing in the same household;
- Shares that are beneficially owned by the executive officer or director and reportable on Table 1 of Form 3, 4, or 5 of the Securities Exchange Act of 1934, as amended;
- Shares held in trust for the benefit of the executive officer or director, or his or her immediate family members; and
- Unvested restricted stock, unvested restricted stock units, and unvested performance stock units not subject to ongoing performance conditions (i.e., performance stock units where the performance period has finished and the Human Resources and Compensation Committee (the "Committee") has determined the level of performance achieved, but the performance stock units have not vested) held by the executive officer or director.

For the avoidance of doubt, the following do not count towards satisfaction of the stock ownership guidelines for executive officers and directors:

- Performance stock units subject to ongoing performance conditions; and
- Unexercised stock options (whether vested or unvested).

7. Exceptions.

The stock ownership guidelines may also be waived for executive officers or directors, at the sole discretion of the Committee, if compliance would create severe hardship or prevent an executive officer or director from complying with a court order, as in the case of a divorce settlement. It is expected that these instances will be rare. If an exception is granted in whole or in part, the Committee will, in consultation with the affected executive officer or director, develop an alternative stock ownership guideline for such individual that reflects both the intention of this policy and such individual's particular circumstances.

8. Administration.

The stock ownership guidelines shall be administered, interpreted, and construed by the Committee, which shall have the authority to implement and carry out these guidelines in accordance with their terms and conditions. The Committee has the authority to amend these stock ownership guidelines or approve exceptions, including as described in Section 7.

In administering the stock ownership guidelines, the Committee will annually review the extent to which each executive officer and director of the Company has complied with this policy.

Since the Company may not have access to information about shares held in street name, in individual brokerage accounts, or owned by immediate family members, executive officers and directors are expected to provide such information to the Company upon request for purposes of evaluating compliance with these stock ownership guidelines.

EXHIBIT A

Sample Calculation – Sale of Company Shares Received Upon Stock Option Exercise

Net shares is calculated using the closing price of Sempreon common stock as reported on the Nasdaq Stock Market on the trading day immediately preceding the date of exercise the stock option, as shown below.

Assumptions

- An executive officer seeks to exercise a stock option for 10,000 shares of Sempreon, Inc. common stock with a strike price of $10.00 per share.
- The prior day's closing price of the Company's common stock was $20.00 per share.
- The executive officer's withholding tax rate is 39%.
- The option exercise is structured as a same-day sale (i.e., cashless exercise).
- The executive officer has not yet met his or her applicable guideline level.

Calculations

Pre-tax gain on option exercise = number of shares * (closing price – strike price) = 10,000 * ($20.00 - $10.00)	$100,000
Less taxes withheld on option exercise = withholding tax rate * pre-tax gain on option exercise = 39% * $100,000	($39,000)
After-tax gain on option exercise = pre-tax gain – taxes withheld = $100,000 – 39,000	$61,000
50% of after-tax gain on option exercise	$30,500
Net shares required to be retained = 50% of after-tax gain on option exercise/closing price on immediately prior trading day (with quotient rounded down) = $30,500 / $20.00	1,525 shares

The executive officer is required to retain 1,525 shares.

EXHIBIT B

Sample Calculation – Sale of Shares of Company Common Stock Received Upon RSU Vesting

Assumptions

An executive officer receives 25,000 shares of Company common stock upon vesting of his/her restricted stock units (after the Company withholds/repurchases shares to satisfy associated tax withholding obligation).

The executive officer has not yet met his or her applicable guideline level.

Calculation

The executive officer is required to retain 12,500 shares (50% of 25,000).