

Demand Review Committee Charter of the Board of Directors

1. Purpose:

To establish a committee, independent from the Board of Directors, to thoroughly review and evaluate any shareholder demands against the Company, ensuring a fair and objective assessment of the merits of such demands before any corporate action is taken.

2. Membership:

The Demand Review Committee shall be constituted from time to time in response to a shareholder demand, and shall consist of no less than three members appointed by the Board of Directors, with diverse expertise in legal matters, corporate governance, and relevant industry knowledge.

Committee members should be independent from the Company's management and have no conflicts of interest related to the subject matter of the demand.

3. Responsibilities

A. Reviewing Shareholder Demands:

- i. Carefully examine the shareholder demand submitted to the Company, including the factual basis, legal arguments, and proposed course of action.
- ii. Conduct thorough due diligence to gather necessary information and consult with legal counsel as needed.

B. Decision Making:

- i. Determine whether the shareholder demand has a reasonable likelihood of success based on applicable law and the facts presented.
- ii. Evaluate the potential costs and benefits of pursuing the requested legal action for the Company.
- iii. Decide whether to recommend to the Board of Directors to take action on the shareholder demand, including initiating litigation, negotiating a settlement, or dismissing the demand.

C. Reporting:

- i. Provide regular updates to the Board of Directors on the Committee's progress and findings.
- ii. Prepare a detailed written report outlining the Committee's analysis and recommendations regarding the shareholder demand.

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4. Procedures:

A. Demand Submission:

Shareholders must submit written demands to the Company, clearly outlining the basis for their request and the desired course of action.

B. Committee Meetings:

- i. The Committee will meet as needed to review demands, discuss legal analysis, and reach decisions.
- ii. Quorum requirements will be established to ensure effective deliberations.

C. Conflict of Interest:

Any committee member with a potential conflict of interest regarding a shareholder demand must disclose it and recuse themselves from deliberations on that matter.

5. Confidentiality:

All committee members and staff involved in the review process must maintain the confidentiality of sensitive information related to shareholder demands.

6. Term of Committee:

The Demand Review Committee shall be constituted as necessary in response to a specific demand or unless otherwise decided by the Board of Directors.

7. Meetings:

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, either in person or telephonically. The Committee may request any other director, officer or employee of the Company or the Company's outside auditors or outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee shall maintain minutes or other records of the Committee's meetings.

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8. Outside Advisors:

The Committee shall have the authority to retain such outside experts or advisors as it determines appropriate to assist in the full performance of its functions.

9. Amendments:

This charter may be amended from time to time by the Board of Directors as necessary to reflect changing circumstances or legal requirements.