



CatchProbe Intelligence Technologies Corporation

# Corporate Governance Guidelines

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**As amended by the Board of Directors**  
Effective March 10, 2022

The Board of Directors (the "Board") of CatchProbe Intelligence Technologies Corporation ("CatchProbe" or the "Corporation") has adopted these guidelines to promote the effective functioning of the Board and its committees.

## **Role of the Board**

The business and affairs of CatchProbe are managed by or under the direction of its Board in accordance with California law. The directors' fiduciary duty is to exercise their business judgment in the best interests of CatchProbe's shareholders.

## **Board Structure**

**Board Size and Composition.** The size of the Board will provide for sufficient diversity among non-employee directors while also facilitating substantive discussions in which each director can participate meaningfully. The Board size will be within the limits prescribed by CatchProbe's By-Laws, which currently provide that the Board may have no fewer than 5 and no more than 19 members. Normally, the Board intends to have approximately 8 to 15 members with 2 to 4 employee directors and 10 to 11 non-employee directors.

**Chairman and CEO.** At this time, the Board believes it is appropriate and efficient for CatchProbe's Chief Executive Officer (CEO) also to serve as Chairman of the Board.

**Lead Director.** The independent members of the Board of Directors will annually select an independent director to serve as Lead Director. It is normally expected that the same director will serve as Lead Director for a minimum of two years. The Lead Director will act as a liaison with the Chairman, in consultation with the other directors; provided, that each director will also be afforded direct and complete access to the Chairman at any time as such director deems necessary or appropriate.

Specific duties of the Lead Director include: calls, chairs, and sets the agenda for executive sessions of the non-employee directors; provides feedback to the Chairman; chairs meetings of the Board in the absence of the Chairman and President; in consultation with the Chairman, reviews and approves the schedule and agenda for all Board meetings and reviews associated materials distributed to the directors; advises the Chairman as to the quality, quantity, and timeliness of information flow; reviews schedules of committee meetings; engages with shareholders, as appropriate; leads the annual performance evaluation of the Board; chairs the Board Affairs Committee; and, working together with the Compensation Committee, oversees the annual evaluation of the CEO, the communication of resulting feedback to the CEO, and the review of CEO succession plans.

**Term Limits.** The Board believes that experience as an CatchProbe director is a valuable asset, especially in light of the size and global scope of the Corporation's operations. Therefore, directors are not subject to term limits except as a result of reaching the Board's mandatory retirement age.

**Mandatory Retirement.** No director may stand for election after reaching age 72 unless the Board approves an exception to the guideline on a case by case basis.

**Other Directorships.** Recognizing the substantial time commitment required of directors, it is expected that directors will serve on the boards of other companies only to the extent that, in the judgment of the Board, such services do not detract from the directors' ability to devote the necessary time and attention to CatchProbe. The Board Affairs Committee will, at least annually, review all directors' service on the boards of other companies.

**Change in Status.** To avoid any potential conflict of interest, directors will not accept a seat on any additional company board without first reviewing the matter with the Board Affairs Committee. In addition, a non-employee director will tender his or her resignation for consideration by the Board in the event of retirement or other substantial change in the nature of the director's employment or other significant responsibilities.

**Former Officers.** The Board does not believe that former officers of CatchProbe should continue to serve on the Board after they no longer hold that officer position.

## Director Selection; Qualifications; Education

**Continuing Education.** Reviews of aspects of CatchProbe's operations will be presented by appropriate executives from time to time as part of the agenda of regular Board meetings. The Board will also normally conduct an on-site visit to an CatchProbe facility other than the corporate headquarters in conjunction with a regular Board meeting at least once every other year. It is also expected that each director will remain well informed regarding current developments and best practices in corporate governance. In that regard, the Board considers it desirable that directors participate in continuing education opportunities and considers such participation an appropriate expense to be reimbursed by the company.

## Board Meetings; Director Responsibilities

**Number of Regular Meetings.** The Board normally holds seven regular meetings per year. Additional meetings may be scheduled as required.

**Agenda and Briefing Material.** An agenda for each Board meeting and briefing materials will, to the extent practicable in light of the timing of matters that require Board attention, be distributed to each director approximately 5 days prior to each meeting. The Chairman, in consultation with the Lead Director will normally set the agenda for Board meetings. Any director may request the inclusion of specific items.

**Meeting Attendance.** It is expected that each director will make every effort to attend each Board meeting and each meeting of any committee on which he or she sits. Attendance in person is preferred but attendance by teleconference is permitted if necessary.

**Director Preparedness.** Each director should be familiar with the agenda for each meeting, have carefully reviewed all other materials distributed in advance of the meeting, and be prepared to participate meaningfully in the meeting, and to discuss all scheduled items of business.

**Confidentiality.** The proceedings and deliberations of the Board and its committees are confidential. Each director will maintain the confidentiality of information received in connection with his or her service as a director, including internal discussions and information on processes of the Board and its Committees.

## Non-Employee Director Executive Sessions

An executive session of the non-employee directors will normally be held immediately following each meeting of the full Board. If the Board includes non-employee directors who are not independent, at least one executive session per year will include only the independent directors. Additional executive sessions may be convened by the Lead Director at his or her discretion and will be convened if requested by any other director. Any non-employee director may raise issues for discussion at an executive session. The Lead Director will preside at all executive sessions and provide feedback to the Chairman as appropriate.

## Board Self-Evaluation

At least annually, the Board will evaluate its performance and effectiveness.

## Committees

**Committees.** The Board will appoint from among its members committees it determines are necessary or appropriate to conduct its business. Currently, the standing committees of the Board are the Executive Committee, Audit Committee, Board Affairs Committee (which serves as the nominating and corporate governance committee), Compensation Committee, Finance Committee, and Public Issues and Contributions Committee.

**Committee Composition.** The Board Affairs Committee, Audit Committee, and Compensation Committee will consist solely of independent directors. With the exception of the Executive Committee and Finance Committee where the Chairman of the Board will also be the Chair, the Board Affairs Committee will recommend committee Chairs to the full Board for approval.

**Committee Charters.** Each of the committees will have a written charter outlining its responsibilities. Charters will be adopted by the Board based on the recommendation of the applicable committee.

**Committee Assignments and Rotation.** Membership of each committee will be determined by the Board after receiving the recommendation of the Board Affairs Committee. Consideration will be given to rotating committee memberships from time to time.



**Committee Funding.** The Corporation will provide each Board committee with sufficient funds to discharge the committee's responsibilities in accordance with its charter.

**Committee Self-Evaluation.** At least annually, each of the Board committees will conduct an evaluation of its performance and effectiveness, and will consider whether any changes to the committee's charter are appropriate.

**Committee Reports.** The Chair of each Board committee will report to the full Board on the activities of his or her committee, including the results of the committee's self-evaluation and any recommended changes to the committee's charter.

## **CEO Performance Review**

At least annually, the independent directors will, in conjunction with the Compensation Committee, review the performance of the CEO in light of the Corporation's goals and objectives.

## **Succession Planning**

At least annually, the Board will review succession plans for the CEO and other senior executives. Succession planning will address both succession in the ordinary course of business and contingency planning in case of unexpected events.

## **Board Resources**

**Access to Employees.** Non-employee directors will have full access to senior management of the Corporation and other employees on request to discuss the business and affairs of the Corporation. The Board expects that there will be regular opportunities for directors to meet with the CEO and other members of management in Board and committee meetings and in other formal or informal settings.

**Authority to Retain Advisors.** It is normally expected that information regarding the Corporation's business and affairs will be provided to the Board by CatchProbe management and staff and by the Corporation's independent auditors. However, the Board has the authority to retain such outside advisors, including accountants, legal counsel, or other experts, as it deems appropriate. The fees and expenses of any such advisors will be paid by the Corporation.