

Corporate Governance Guidelines

A. Board Functions and Responsibilities

The primary functions of the Board of Directors (the “Board”) of Residio Technologies, Inc. (the “Company”) are to oversee management performance on behalf of the stockholders, to monitor adherence to the Company’s standards and policies and generally to perform the duties and responsibilities assigned to the Board by the laws of Delaware, the state of incorporation of the Company.

The Board fulfills these functions by, among other things:

- Evaluating and compensating the executive officers of the Company and planning for senior management succession;
- Reviewing and monitoring implementation of the Company’s strategic plans and annual operating plans;
- Reviewing and approving significant corporate actions and major transactions;
- Reviewing assessments of, and advising management with respect to, significant risks and issues facing the Company; and
- Ensuring the establishment of, and monitoring compliance with, processes designed to ensure the integrity of the Company’s actions, including its financial statements and financial reporting, its relationships with customers, suppliers and other constituencies, and its compliance with law and its Code of Business Conduct.

B. Board Composition

Requisite Skills and Characteristics. The composition of the Board, as well as the perspective and skills of its individual members, needs to effectively support the Company’s growth and commercial strategy. Collectively, the Board must also be capable of overseeing risk management, capital allocation and leadership succession. Board composition and the members’ perspective and skills should evolve at an appropriate pace to meet the challenges of the Company’s changing commercial and strategic goals.

The Nominating and Governance Committee has primary responsibility for reviewing with the Board, on an annual basis, the requisite skills and characteristics of Board members, as well as the composition of the Board as a whole. This assessment will include a consideration of director independence, procedures for shareholder suggestion or nomination of candidates for the Board, and any requirements of applicable law or listing rules. This assessment will include members’ qualification as independent, strength of character, judgment and ability to devote sufficient time to attendance at, and preparation for, Board meetings. The Nominating and Governance Committee will also take into account gender, ethnicity, race, nationality, age, skills and experience in the

context of the needs of the Board. To ensure that the Board continues to evolve and be refreshed in a manner that serves the changing business and strategic needs of the Company, before recommending for re-nomination a slate of incumbent directors for an additional term, the Nominating and Governance Committee will evaluate whether incumbent directors possess the requisite skills and perspective, both individually and collectively.

The Nominating and Governance Committee has responsibility for periodically identifying and recruiting new members to the Board. Through discussions with the Chairperson of the Board (the “Chairperson”), Chief Executive Officer (“CEO”), and other Board members, specific skill sets, experience and knowledge important for the new Board member are identified and prioritized. Potential candidates meeting these criteria are then identified either by professional recruiting agencies, reputation or existing Board members. Candidates are interviewed by the Chairperson, CEO, and other members of the Board, as appropriate, to ensure that candidates not only possess the requisite skills and characteristics but also the personality, leadership traits, work ethic and independence to effectively contribute as a member of the Board. After this process, the Board nominates the successful candidate for election to the Board at the Annual Meeting of Stockholders. From time to time, the Board will fill vacancies in its membership or will deem it desirable to expand the Board, using the same process described above for identifying and recruiting new members to the Board, which arise between annual meetings of stockholders.

Independence. The Nominating and Governance Committee will conduct an annual review of the independence of the directors (and candidates for membership on the Board), taking into account all relevant facts and circumstances, and will report its findings to the full Board. The Board intends that, at all times, a substantial majority of its directors will be considered independent under relevant New York Stock Exchange (“NYSE”) and U.S. Securities and Exchange Commission (the “SEC”) guidelines.

Each independent director of the Board shall promptly notify the chairperson of the Nominating and Governance Committee of any developments that may impair such director’s independence for evaluation by the Nominating and Governance Committee. If a conflict exists and cannot be resolved, such director should submit to the Board an offer of resignation from the Board and each of the committees on which such director serves. The Board need not accept such offer of resignation; however, the submission of such offer of resignation provides the opportunity for the Board to review the appropriateness of the continuation of such individual’s membership on the Board or any Committee of the Board.

The Company will not make any loans to directors or executive officers.

Chairperson. The Company has no fixed rule as to whether the offices of Chairperson and CEO should be vested in the same person or two different people, or whether the Chairperson should be an employee of the Company or should be elected from among the non-employee directors. The Chairman shall establish an agenda for each meeting of the Board, with review from the Lead Director, if any.

Lead Director. If the Chairperson is not an independent director, a Lead Director shall be elected from among the independent directors. In electing the Lead Director, the independent directors shall consider the following selection criteria:

- Qualifies as independent, in accordance with relevant listing standards;
- Able to commit the time and level of engagement required to fulfill the substantial responsibilities of the role; and
- Effective communication skills to facilitate discussions among members of the Board, including between the independent directors and the CEO/Chairperson, and engage with key stakeholders.

The Lead Director will have the following duties and responsibilities:

- With the Chairperson, review Board meeting agendas and Board meeting schedules to ensure there is sufficient time for discussion of all agenda items;
- With the Chairperson, provide input regarding presentation materials and other written information provided to directors for Board meetings;
- Preside at all meetings at which the Chairperson is not present including executive sessions of the non-employee directors;
- Be available for consultation and direct communications with the Company's stockholders; and
- Perform such other duties as the Board may determine from time to time.

Board Size. Determination of the authorized number of directors is governed by the Company's By-laws. The Nominating and Governance Committee and the Board periodically review the size of the Board and assess its ability to function effectively and with appropriate diversity and expertise.

Term Limits. The Board does not believe in the establishment of arbitrary term limits. While term limits may help ensure that fresh ideas and viewpoints are available to the Board, they may force the Company to lose the contribution of directors who, over time, have developed increased insight into the Company's businesses and operations. The Board seeks to maintain a balance of directors who have longer terms of service and directors who have joined more recently.

The Nominating and Governance Committee conducts an annual review of each director's continuation on the Board. Per Board policy, unless the Board otherwise determines, non-employee directors shall serve only until the Annual Meeting of Stockholders immediately following their 75th birthday.

Occupations and Memberships on Other Boards. An individual member of the Board should not sit on more than five public company boards (including service on the

Company's Board). If a member of the Company's Board serves as a CEO of a publicly traded company, that member should not serve on the boards of more than two public companies (including their own company). In selecting nominees for membership, the Board takes into account the other demands on the time of a candidate, and with respect to current members of the Board, their attendance at, preparedness for and participation in Board and Committee meetings. Directors should advise the chairperson of the Nominating and Governance Committee in advance of accepting an invitation to serve on another public company board. Directors should offer to tender their resignation from the Board and each of the committees on which they serve in the event of a change in the principal job responsibilities they held at the time of their election to the Board or upon their resignation, removal or retirement as an employee of the Company. The person holding the office of CEO shall tender to the Board his or her resignation as a director at the same time that his or her service as CEO ends.

Election of Directors. The By-laws of the Company (the "By-laws") provide that in any uncontested election of directors, any director nominee who receives a majority of the votes cast shall be deemed elected (for purposes of this paragraph, a "majority of the votes cast" shall mean that the number of votes cast "for" a director must exceed the number of votes cast "against" that director (with "abstentions" and "broker non-votes" not counted as a vote cast with respect to that director). Further, the By-laws provide that the Board shall nominate for election or re-election as a director only candidates who agree to tender, promptly upon appointment as a director, an irrevocable resignation that will be effective upon (i) such person's failure to receive a majority of the votes cast in an uncontested election and (ii) the acceptance of such resignation by the Board. In addition, the Board shall fill director vacancies and newly created directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of irrevocable resignation tendered by other directors in accordance with these Corporate Governance Guidelines. Any such resignation shall be promptly considered through a process managed by the Nominating and Governance Committee and excluding the nominees who did not receive a majority of the votes cast with respect to the recommendation regarding his or her resignation. If an incumbent director's resignation is not accepted by the Board, such director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the Board, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting vacancy in accordance with the Company's By-laws or may decrease the size of the Board in accordance with the Company's By-laws.

C. Board Meetings

Meetings. Regular meetings of the Board are scheduled well in advance. Special meetings of the Board may be called by the Chairperson, the CEO or by a majority of the non-employee directors.

Attendance. Board members are expected to prepare for, attend and participate in meetings of the Board and committees on which they serve. Information and data that are

important to an understanding of the business to be conducted at a Board or committee meeting is generally distributed in writing to the directors before the meeting so as to provide directors with sufficient time to review the materials and consider key issues in advance of the meeting.

Agendas. The Chairperson (and the Lead Director, if any) establishes the agenda for Board meetings, although each Board member is free to suggest the inclusion of items on the agenda. At the end of each year, the Board reviews a schedule of agenda subjects (to the extent they can be foreseen) to be considered by the Board at its meetings in the coming year. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting and to suggest items for inclusion on future Board agendas.

Presentations to the Board. The Board welcomes regular attendance at each Board meeting of senior officers of the Company. The Board encourages presentations at its meetings by employees whose direct involvement in a particular area can bring key insight into a topic being reviewed with the Board or who have leadership potential of which the Board should be aware. Management presentations should be scheduled on the agenda so as to allow for question-and-answer sessions and open discussions of key policies and practices.

Meetings of Non-Employee Directors. The Board will hold executive sessions of its non-employee directors on at least a quarterly basis, including at least one executive session of independent directors annually. If there is a Lead Director, the Lead Director will serve as the chairperson for any executive session of independent directors. Over the course of each year, the topics of discussion in executive sessions of non-employee directors will include management performance and succession plans, Board compliance with the Company's corporate governance policies and the needs of the Board (e.g., qualities, skills, background).

D. Board Committees

Committees. The Board currently has the following standing committees: Audit Committee, Compensation Committee, Nominating and Governance Committee and Finance Committee and Innovation and Technology Committee. All of the members of the Audit Committee, Compensation Committee and Nominating and Governance Committee are independent directors under criteria established by the SEC and NYSE. All directors serving on the Audit Committee meet the enhanced independence criteria established by the NYSE for audit committee members. The Board may, from time to time, establish or maintain additional or alternative committees that it determines to be necessary or appropriate.

Committee Assignments. Committee members and chairpersons will be appointed by the Board upon the recommendation of its Nominating and Governance Committee. There are no fixed terms for service on committees.

Charters. Each committee operates under a written charter setting forth its purpose, duties and responsibilities and providing for an annual self-evaluation of its performance. These charters are published on the Company’s website and are made available in print to any stockholder who requests them.

Meetings. Committee meetings are generally held in conjunction with full Board meetings. The chairperson of each committee determines the frequency and length of committee meetings (consistent with any applicable charter requirements) and, with the assistance of appropriate members of management, develops the agenda for committee meetings. Each committee will establish a schedule of agenda subjects (to the extent these can be foreseen) to be discussed during the year. The schedule for each committee will be furnished to all directors. Board members who are not members of a particular committee are welcome to attend meetings of that committee.

E. Access to Management, Employees and Independent Advisors

Management and Employees. Directors have access to management and employees of the Company. Meetings or contacts shall be arranged through the Company’s CEO, the General Counsel or their designees . The Chief Executive Officer and the General Counsel shall use his or her judgment to ensure that such contact is not disruptive to the business operations of the Company and shall, to the extent not inappropriate, copy the Chief Executive Officer on any written communications between a Director and an officer or employee of the Corporation.

Independent Advisors. The Chairperson, the Board and its committees have the right to retain independent outside financial, legal or other advisors as they may deem necessary.

F. Director Orientation and Continuing Education

The Board’s new director orientation and continuing education program is overseen by its Nominating and Governance Committee. Each new director, upon joining the Board, is provided with an orientation session regarding the Board and the Company’s operations.

The Company’s Secretary will be responsible for (i) compiling and providing to each new director an orientation manual containing materials pertaining to, among other things, the Board and its committees, the Company’s corporate governance policies and practices, and the Company’s businesses, functions, initiatives and processes, (ii) scheduling an orientation program for each new director, which will include presentations by members of senior management on the Company’s strategic plans, financial statements and key issues, policies and practices, and (iii) periodically providing materials and updates to all directors on issues and subjects that would assist them in fulfilling their responsibilities.

Board members may attend, at the Company’s expense, seminars, conferences and other continuing education programs designed for directors of public companies.

G. Director Compensation

The Compensation Committee periodically reviews and makes recommendations to the Board regarding the form and amount of compensation for non-employee directors. The Compensation Committee may request information from Company staff or outside consultants on the compensation of boards of comparable companies. The Company's director compensation program is designed to enable continued attraction and retention of highly qualified directors by ensuring that director compensation is in line with peer companies competing for director talent and to address the increased time, effort, expertise and accountability required of active Board membership in light of evolving corporate governance requirements.

In general, the Compensation Committee believes that annual compensation for outside directors should consist of both a cash component designed to compensate members for their service on the Board and its committees and an equity component designed to align the interests of the directors and the stockholders. The cash component currently consists of an annual retainer and a retainer for Chairperson, the Lead Director and each committee served upon (with a supplemental retainer for serving as a committee chairperson). The equity component currently consists of a one-time grant of restricted stock units and an annual equity grant of restricted stock units, with the restrictions lapsing and the options vesting over time so as to create an incentive for continued service on the Board.

Director stock ownership guidelines have been adopted under which each non-employee director, while serving as a director of the Company, must hold shares of Company stock (including restricted shares) and/or common stock equivalents with a market value of at least five times the annual cash retainer. Directors have five years from election to the Board to attain the prescribed ownership threshold.

The Board is aware that questions as to directors' independence may be raised when directors' fees and emoluments exceed what is customary. Similar concerns may be raised when the Company makes substantial charitable contributions to organizations in which a director is affiliated, or enters into consulting contracts with (or provides other indirect forms of compensation to) a director. The Compensation Committee will critically evaluate each of these matters when determining the form and amount of director compensation and will ensure that such payments do not violate the applicable independence requirements of NYSE.

H. Management Compensation and Succession

Succession Plan. The Board shall oversee and annually review leadership development and assessment initiatives, as well as short- and long-term succession plans for the CEO and other senior management, including in the event of unanticipated vacancies in those offices. Generally, the Compensation Committee considers leadership development, assessment and succession planning in preparation for a discussion by the full Board.

The Board is responsible for the selection of the CEO. In assessing possible CEO candidates as part of its annual review of succession plans, the independent directors shall identify and periodically update the skills, experience and attributes that they believe are

required to be an effective CEO in light of the Company's business strategy, prospects and challenges. The independent directors shall also take into account perspectives provided by the incumbent CEO relating to the performance of internal candidates. In reviewing the appropriateness of the Company's leadership development and assessment process for the CEO position, the Board shall consider whether the independent directors have sufficient familiarity with senior management to make informed decisions about CEO succession.

Annual Compensation Review. The Compensation Committee reviews and approves the corporate goals and objectives relevant to compensation of the Company's CEO, evaluates the CEO's performance in light of those goals and objectives and, together with the other independent directors, determines and approves the CEO's compensation level based on this evaluation. The Compensation Committee also reviews and approves the goals and objectives of the other executive officers of the Company, and sets the compensation, of the officers of the Company.

Executive Stock Ownership Guidelines. Executive stock ownership guidelines have been adopted under which officers (i) must achieve ownership thresholds based on a multiple of salary and (ii) hold net gain shares from option exercises or restricted unit vesting for one year. Shares used in determining whether these guidelines are met include shares held personally, share equivalents held in qualified and nonqualified retirement accounts and restricted units. Officers have five years to meet these guidelines.

Directors and executive officers, and any of their designees, are prohibited from purchasing any financial instruments (including prepaid variable forward contracts, equity swaps, collars and exchange funds), holding the Company's equity securities in a margin account, pledging Company equity securities as collateral for a loan or otherwise engaging in transactions that are designed to or have the effect of hedging or offsetting any decrease in the market value of the Company's equity securities.

Recoupment of Incentive Compensation. In the event of a significant restatement of financial results (a "Restatement"), the Board will review all incentive compensation paid to senior executives on the basis of having met or exceeded specific performance targets for performance periods during the Restatement period. To the extent permitted by applicable law, the Board will seek to recoup incentive compensation, in all appropriate cases (taking into account all relevant factors, including whether the assertion of a recoupment claim may prejudice the interests of the Company in any related proceeding or investigation), paid to, or credited to a deferred compensation account of, any senior executive, if and to the extent that (i) the amount of incentive compensation was calculated based upon the achievement of certain financial results that were subsequently reduced due to a Restatement, (ii) the senior executive engaged in misconduct that caused the need for the Restatement and (iii) the amount of incentive compensation that would have been awarded to the senior executive had the financial results been properly reported would have been lower than the amount actually awarded.

For purposes of this policy, the following terms shall have the meanings set forth below:

- “senior executives” shall mean executive officers for purposes of the Securities Exchange Act of 1934, as amended, as well as the Company’s principal accounting officer and corporate secretary;
- “incentive compensation” shall mean bonuses or awards issued under any compensation plan approved by the shareholders of the Company; and
- “misconduct” shall mean a knowing violation of SEC rules and regulations or Company policy.

Determinations of misconduct for purposes of this policy shall be made by the Board (or, at the discretion of the Board, an appropriate committee of the Board) independently of, and the Board shall not be bound by, determinations by management or by any committee of the Board that a senior executive has or has not met any particular standard of conduct under law or Company policy.

This policy is not intended to amend or modify any right or obligation to pay or credit any amount due under any incentive compensation and/or deferred compensation plan, as distinguished from the right to recoup incentive compensation previously paid or credited. The right of the Board to assert a recoupment claim under this policy shall not survive the occurrence of a change in control of the Company as defined in the relevant incentive compensation plan.

I. Annual Performance Evaluation

The Board will conduct an annual self-evaluation led by the Nominating and Governance Committee to determine whether it and its committees are functioning effectively and to solicit feedback from directors as to whether the Board is continuing to evolve and be refreshed in a manner that serves the business and strategic needs of the Company.

The Nominating and Governance Committee will annually review the scope and content of the self-evaluation to ensure it is contemporary, appropriate for the needs of the Company, and that actionable feedback is solicited on the operation and effectiveness of the Board and its committees.

After distribution of the self-evaluation materials to directors, the Nominating and Governance Committee will receive comments from all directors and report to the Board, which report will identify areas for improvement in the performance of the Board and its committees.

J. Political Contributions

The Company’s Code of Business Conduct includes policies governing corporate political contributions. The Company also is a member of a number of trade associations. A portion of the annual dues of some of these trade associations may be spent on lobbying and/or political expenditures. Trade association memberships are generally reviewed and approved by an executive officer of the Company. The Nominating and

Governance Committee will receive an annual report on the Company's policies and practices related to political contributions.

K. Board Communication Policy

The Board believes that management should speak for the Company and that the Chairperson should speak for the Board. In order to ensure compliance with applicable securities laws and to avoid the potential detriment to the interests of the Company, its stockholders and other constituencies that could result from inconsistent communications, the members of the Board will not respond to media inquiries or make statements to the media regarding the Company and its business without consultation with, and approval by, the Chairperson or the Board.

Notwithstanding the foregoing, the Audit Committee and the independent directors have established procedures to enable anyone who has a concern about the Company's conduct or about the Company's accounting, internal accounting controls or auditing matters to communicate those concerns directly to the Audit Committee, the Chairperson, the Lead Director (if any) or the independent directors as a group.

L. Confidentiality

The Board believes maintaining confidentiality of information and deliberations is an imperative. Information learned during the course of service on the Board is to be held confidentially and used solely in furtherance of the Company's business, except as expressly authorized by the Board or, after written notice to the General Counsel and cooperating with the Corporation's efforts to limit the applicability of any legal requirements, as legally required to disclose such information.

M. Code of Business Conduct and Other Company Policies

The Company has adopted a Code of Business Conduct and other internal policies and guidelines designed to support these guidelines and to comply with applicable law. The directors are expected to comply fully with the Code of Business Conduct and any other applicable policies and guidelines. The Board will adopt and review, as appropriate, policies and procedures designed to ensure that the Company, its directors, officers and employees comply, in all material respects, with all applicable regulatory requirements and conduct the Company's business ethically and with honesty and integrity.

N. Review and Modification of Corporate Governance Guidelines

The Nominating and Governance Committee will review these guidelines annually (and more often if necessary), and will report to the Board any recommendations that it may have regarding modification of these guidelines.