

ANNEX A

ATTACHMENT A

Composition of the Board of Directors

1. The Board will consist of at least seven members, of which at least one will be female.
2. At least half of the members of the Board shall be independent as defined by NASDAQ.

Corporate Governance Improvements Related to Compensation Issues:

3. The Company has or will establish a formal review, consistent with the requirements of the Dodd-Frank Act and any other federal law or regulation, to consider and, where appropriate, effect compensation clawbacks for executives or directors who engaged in acts or omissions that are ultimately determined, by final judicial decision or order for which there is no further right to appeal, to involve intentional misconduct or a knowing violation of the law.
4. The Board, via the Company's equity award administrator or otherwise, shall retain adequate documentation of all awards made under the Company's stock plans.
5. The Compensation Committee will formally review and approve in writing all disclosures in proxy statements containing compensation disclosures before the proxy statements are publicly filed.
6. All grants of equity awards to officers and directors shall be made only at a meeting of the Board or the Compensation Committee and not by unanimous written consent. General Counsel or Deputy General Counsel shall attend any and all meetings where options are granted and shall promptly prepare minutes of these meetings.

Related Party Transactions

7. Related party transactions will require approval by the Audit Committee or approval by the independent and disinterested members of the Board. The directors evaluating a proposed related party transaction shall (i) have authority to reject the transaction on behalf of the Company, and (ii) have authorization, at their discretion, to obtain legal or other advisors of their choice, who shall report directly to them concerning the transaction. If the directors evaluating a proposed related party transactions are awarded additional compensation for reviewing the proposed transaction, such compensation shall not be dependent on the transaction (or any transaction) being approved.

Committee Membership

8. The majority of each of the Audit, Compensation and Governance Committees shall consist independent directors.

Time Period for Corporate Governance

9. All corporate governance changes as a result of any settlement will be implemented for at least until the earlier of (i) three (3) years after the effective date of the settlement, or (ii) such time as STCN ceases to be listed on NASDAQ or a national securities exchange.

CERTIFICATE OF SERVICE

I hereby certify that on March 18, 2022, my firm served true and correct copies of *Annex A to the Stipulation and Agreement of Compromise, Settlement, and Release* upon the following counsel of record via File & ServeXpress:

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