

# REVIV3 PROCARE CO

## **FORM 8-K** (Current report filing)

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Address	901 S. FREMONT AVE. UNIT 158 ALHAMBRA, CA, 91803
Telephone	888-638-8883
CIK	0001718500
Symbol	RVIV
SIC Code	2844 - Perfumes, Cosmetics and Other Toilet Preparations
Industry	Personal Products
Sector	Consumer Non-Cyclicals
Fiscal Year	05/31

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 24, 2023

**REVIV3 PROCARE COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**001-38112**

(Commission File Number)

**43-1985966**

(IRS Employer Identification No.)

**901 Fremont Avenue, Unit 158, Alhambra, CA**

(Address of principal executive offices)

**91803**

(Zip Code)

Registrant's telephone number, including area code: **(888) 638-8883**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.05 Amendments to the Registrant’s Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

On August 24, 2023, the Board of Directors of Reviv3 Procure Company (the “Company”) approved a Code of Business Conduct and Ethics to assist its officers, directors, employees and other covered persons in guiding their conduct to enhance the reputation of the Company, and to help foster a culture of honesty and accountability.

The above description of the Code of Business Conduct and Ethics does not purport to be complete and is qualified in its entirety by the full text of such document, which is incorporated herein and attached hereto as Exhibit 14.1.

**Item 8.01 Other Events.**

On August 24, 2023, the Board of Directors of the Company (“Board”) established the following three (3) committees of the Board: (1) the Audit Committee, (2) the Nominating and Corporate Governance Committee, and (3) the Compensation Committee. Jeff Toghraie, CEO and Chairman of the Board, was initially appointed as the Chairman of each Committee and will serve in such capacity until his resignation, removal or replacement is appointed to those roles. The Company anticipates that it will fill the vacancies on the various Committees during the next twelve (12) months. Additionally, the Board approved (a) the Charter of the Audit Committee, (b) the Charter of the Nominating and Corporate Governance Committee, and (c) the Charter of the Compensation Committee.

The above descriptions of the Charters of the Audit Committee, Nominating and Corporate Governance Committee and Compensation Committee do not purport to be complete and are qualified in their entirety by the full text of such documents, which are incorporated herein and attached hereto as Exhibits 99.1, 99.2 and 99.3, respectively.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">14.1</a>	<a href="#">Code of Business Conduct and Ethics</a>
<a href="#">99.1</a>	<a href="#">Charter of the Audit Committee of the Board of Directors</a>
<a href="#">99.2</a>	<a href="#">Charter of the Nominating and Corporate Governance Committee of the Board of Directors</a>
<a href="#">99.3</a>	<a href="#">Charter of the Compensation Committee of the Board of Directors</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 30, 2023

**REVIV3 PROCARE COMPANY**

By: /s/ Jeff Toghraie  
Name: Jeff Toghraie  
Title: Chief Executive Officer

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**CODE OF BUSINESS CONDUCT AND ETHICS**

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**Introduction**

It is the policy of Reviv3 Procare Company, a Delaware corporation and its subsidiaries (collectively, the “Company”) that our business be conducted in accordance with the highest moral, legal and ethical standards. Our reputation for integrity is our most important asset and each employee, officer and director must contribute to the care and preservation of that asset. This Code of Business Conduct and Ethics (“Code”) is presented to assist you in guiding your conduct to enhance the reputation of our Company, and to help foster a culture of honesty and accountability.

The Code is drafted broadly and cannot cover every issue that may arise. No code of business conduct or ethics can effectively substitute for the thoughtful behavior of an ethical director, officer or employee. It does, however, provide basic principles to help guide employees, officers and directors of the Company. There will be times when you are unsure about how this Code applies. When in doubt, ask before you act.

Upholding the Code is the responsibility of every employee, officer and director. This Code should also be provided to and adhered to by every agent, consultant, independent contractor or representative of the Company. All employees are expected to seek the advice of their supervisors, managers or other appropriate persons within the Company when questions arise about issues discussed in this Code and any other issues that may implicate the ethical standards or integrity of the Company or any of its employees.

If you observe possible unethical or illegal conduct you are encouraged to report your concerns. If you report, in good faith, what you suspect to be illegal or unethical activities, you should not be concerned about retaliation from others. Any employees involved in retaliation will be subject to serious disciplinary action by the Company.

Failure to abide by the guidelines addressed in this Code will lead to disciplinary actions, including termination of employment where appropriate. In the event of a conflict between the terms of this Code and any other code of conduct or policies to which you may be subject, the more restrictive provisions shall control.

**Legal Compliance**

Obeying the law is the foundation on which the Company’s ethical standards are built. Pertinent laws, rules and regulations of every jurisdiction in which the Company operates must be followed. Each employee is charged with the responsibility of acquiring sufficient knowledge of the laws, rules and regulations relating to his or her particular duties in order to recognize potential dangers and to know when to seek legal advice. In any instance where the law is ambiguous or difficult to interpret, the matter should be reported to a member of executive management who in turn will seek legal advice from the Company’s legal counsel, as appropriate.

Reviv3 Procare Company – Code of Business Conduct & Ethics (2023)

## **Ethical Conduct**

Beyond compliance with laws, the Company requires that all employees, officers and directors act in a manner which meets the highest standards of ethical behavior. The honesty and integrity of our business conduct must not be compromised. The Company will not condone ethical violations for the sake of personal gain, personal advantage, expediency, or perceived business advantage.

## **Transactions Involving Company Securities**

“*Insider trading*” refers generally to buying or selling the Company’s stock (or other securities) while in possession of material, non-public, i.e., “inside” information about the Company (“Inside Information”). Insider trading is illegal and against Company policy. Such trading can cause significant harm to the Company’s reputation for integrity and ethical conduct. Federal securities laws impose civil and criminal penalties upon persons who use Inside Information when buying and selling securities or who give Inside Information to others who use it when buying or selling securities. Liability for violating the laws against “insider trading” can extend not only to the Company’s senior executives, but also to the Company’s employees, other officers and directors and to relatives and friends of those persons.

No employee, officer, director, or agent of the Company (each, an “insider”) may trade in the securities of the Company if he or she possesses Inside Information about the Company. Further, no employee, officer, director or agent of the Company may trade in the securities of any other company if he or she possesses Inside Information about such other company, including information about such other company gained during employment or engagement with the Company. In addition, an insider who has knowledge of Inside Information about the Company or about any other company must not disclose such information to family, friends, business or social acquaintances, other employees (unless such employees have a position with the Company giving them a right and need to know), or other third parties.

Generally, Inside Information about the Company or another company that is not known to the investing public may include, among other things: strategic plans; significant capital investment plans; negotiations concerning acquisitions or dispositions or mergers; major new contracts (or the loss of a major contract); other favorable or unfavorable business or financial developments or prospects; a change in control or a significant change in management; impending securities splits, securities dividends or changes in dividends to be paid; a call of securities for redemption; and, most importantly, financial results.

The Company has adopted a detailed Insider Trading Policy involving Company securities and each employee, officer and director is subject to that policy. If you have any questions about the Insider Trading Policy, please consult a member of executive management or the Company’s legal counsel.

## **Fair Dealing**

We seek to outperform our competition fairly and honestly. Each employee should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees and other third parties. In the course of business dealings on behalf of the Company, no employee should take unfair advantage of another person or party through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing business practice.

### *Relationships with Contractors, Customers and Suppliers*

Our business success depends upon our ability to foster lasting relationships with individuals outside of our organization and the Company is committed to dealing with those individuals fairly, honestly and with integrity. Information supplied should be as current, accurate and complete as available and no one acting on behalf of the Company will deliberately misrepresent information to others. Entertainment should not exceed reasonable and customary business practice. Employees should not provide entertainment or other benefits that could be viewed as an inducement to or a reward for, decisions of a contractor, customer or supplier, unless expressly approved by the Company.

### *Relationships with Competitors*

The Company is committed to free and open competition in the marketplace and throughout all business dealings. Employees should avoid all actions that reasonably could be construed as being anti-competitive, monopolistic or otherwise contrary to laws, rules or regulations governing competitive practices in the marketplace, including federal and state antitrust laws. Such actions include misappropriation and/or misuse of a competitor's confidential information or making false statements about the competitor's business and business practices.

## **Conflicts of Interest**

The Company relies on the integrity and undivided loyalty of our employees, officers and directors to maintain the highest level of objectivity in performing their duties. Each employee, officer and director has a duty of honesty and loyalty to the Company, to further its aims and goals, and to work on behalf of its best interests with the highest level of integrity. Each employee, officer or director is expected to avoid any situation in which his or her personal interest's conflict, or have the appearance of conflicting, with those of the Company. Individuals must not allow personal considerations or relationships to influence them in any way when representing the Company in business dealings.

A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform work on behalf of the Company objectively and effectively. Conflicts also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position with the Company. The consequences of such behavior have the potential to do great harm to the Company and all employees, officers and directors by disrupting business and undermining public confidence. Employees, officers and directors are expected to be totally free of any competing interest when making business decisions. Accordingly, all employees, officers and directors must refrain from personal activities or interests that could influence their objective decision-making ability.

All employees, officers and directors must exercise great care any time their personal interests might conflict with those of the Company. The appearance of a conflict often can be as damaging as an actual conflict. Prompt and full disclosure is always the correct first step towards identifying and resolving any potential conflict of interest. Non-employee directors are expected to make appropriate disclosures to the Board of Directors (the “Board”) and to take appropriate steps to recuse themselves from Board decisions with respect to transactions or other matters involving the Company as to which they are interested parties or with respect to which a real or apparent conflict of interest exists.

The following sections review several common problems involving conflicts of interest. *The list is not exhaustive.* Each individual has a special responsibility to use his or her best judgment to assess objectively whether there might be even the appearance of acting for reasons other than to benefit the Company, and to discuss any conflict openly and candidly with the Company.

#### *Payments and Gifts*

Employees who deal with the Company’s customers, suppliers or other third parties are placed in a special position of trust and must exercise great care to preserve their independence. As a general rule, no employee, officer or director should ever receive a payment or anything of value in exchange for a decision involving the Company’s business. Similarly, no employee, officer or director of the Company should ever offer anything of value to government officials or others to obtain a particular result for the Company. Bribery, kickbacks or other improper payments have no place in the Company’s business and will not be tolerated. Please see the Company’s Foreign Corrupt Practices Act Policy, which contains further prohibitions on bribery.

The Company recognizes exceptions for token gifts of nominal value or customary business entertainment, when a clear business purpose is involved. If you are in doubt about this Policy’s application, your supervisor or a member of executive management should be consulted.

#### *Personal Financial Interests; Outside Business Interests*

Employees should avoid any outside financial interests that might be in conflict with the interests of the Company. No employee may have any significant direct or indirect financial interest in, or any business relationship with, a person or entity that is a material customer, partner, supplier or competitor of the Company. A financial interest includes any interest as an owner, creditor or debtor. Indirect interests include those through an immediate family member or other person acting on his or her behalf. This policy does not apply to an employee’s arms’ length purchases of goods or services for personal or family use, or to the ownership of shares in a publicly held corporation. Employees should not engage in outside jobs or other business activities that compete with the Company in any way. Further, any outside or secondary employment (“moonlighting”) may interfere with the job being performed for the Company and is discouraged. Under no circumstances may employees have outside interests that are in any way detrimental to the best interests of the Company.



You must disclose to a member of executive management any personal activities, including moonlighting, or financial interests that could negatively influence, or give the appearance of negatively influencing, your judgment or decisions as a Company employee, officer or director, as the case may be. A member of executive management will then determine if there is a conflict and, if so, how to resolve it without compromising the Company's interests.

#### *Loans or Other Financial Transactions*

No employee, officer or director may obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that is a material contractor, partner, lender, customer, supplier or competitor of the Company. This guideline does not prohibit arms' length transactions with recognized banks, brokerage firms, other financial institutions or any company that is a material contractor, partner, lender, customer, supplier or competitor.

#### *Corporate Boards*

The director of an organization has access to sensitive information and charts the course of the entity. If you are invited to serve as a director of an outside organization, the Company must take safeguards to shield both the Company and you from even the appearance of impropriety. For that reason, any employee invited to join the board of directors of another organization (including a non-profit or other charitable organization) must obtain the approval of the Company's Chief Executive Officer. Directors who are invited to serve on other boards should promptly notify the Chairman of the Board. Employees, officers and directors should be mindful of any agreement they have entered into with the Company that includes certain additional obligation with regard to corporate boards.

#### *Corporate Opportunities*

Directors, officers and employees of the Company have a primary business and ethical responsibility to the Company to avoid any activity or relationship that may interfere, or have the appearance of interfering, with the performance of the official duties of their respective positions in the Company. Moreover, directors, officers and employees of the Company should not use corporate property, information or position for improper personal gain, nor should such persons compete with the Company directly or indirectly. At the same time, directors, officers and employees should be permitted to pursue personal business interests that present no real threat to the duty they owe to the Company to advance its legitimate interests when the opportunity to do so arises.

Corporate opportunities can include opportunities closely related to the business of the Company and any opportunities that are discovered by the director, officer or employee through the use of corporate property, information or position. Prior to pursuing a business opportunity that could just as easily be taken by the Company, the director, officer or employee is required to first offer the opportunity to the Company and fully disclose the opportunity to the Board. The Board shall make the final determination as to whether a particular opportunity can be taken by the director, officer or employee. The Company must, through the Board, waive any right to the corporate opportunity in order to take the opportunity for himself or herself.

The Board may consider the following factors in making its determination:

- Whether the opportunity is presented to the director, officer or employee in his or her individual and not his or her corporate capacity;
- Whether the opportunity is essential to the Company;
- Whether the Company holds an interest or expectancy in the opportunity; and
- Whether the director, officer or employee has wrongfully employed the resources of the Company in pursuing or exploiting the opportunity.

In the event that the Board determines that the director, officer or employee can pursue the opportunity, such opportunity shall be disclosed to the extent required by law or as may be approved by the Board in the appropriate public filing of the Company with the U.S. Securities and Exchange Commission (“SEC”). See also the Company’s Related Party Transaction Policy.

### **Confidentiality and Retaliation**

To the extent possible, the Company will endeavor to keep confidential the identity of anyone reporting a violation of this Code. You will be treated with dignity and respect, your concerns will be seriously addressed, and you will be informed of the outcome. We will also keep confidential the identities of employees, officers or directors about whom allegations of violations are brought, unless or until it is established that a violation has occurred. It is the Company’s policy that retaliation against anyone who reports actual or suspected Code violations is prohibited; anyone who attempts to retaliate will be subject to disciplinary action, up to and including termination of employment. See also the Company’s Whistleblower Policy.

### **Dealings with the Press and Communications with the Public**

Only members of the Company’s executive management team should speak for the Company. If someone outside of the Company asks you questions or requests information regarding the Company, its business or financial results, do not attempt to answer. All requests for information – from reporters, securities analysts, stockholders or the general public – should be referred to a member of executive management who will handle the request or delegate it to an appropriate person. The Company maintains a Corporate Communications Policy which establishes specific policies and procedures concerning information requests and speaking to people outside of the Company. Please consult the Company’s Corporate Communications Policy and follow the procedures stated therein, as necessary.

## **Confidentiality**

The Company's legal obligations and its competitive position often mandate that such information remains confidential. Employees must maintain the confidentiality of the information entrusted to them by the Company, except when authorized by a member of executive management, or as required by law. Even within the Company, confidential corporate information should be discussed only with those who have a need to know the information. Your obligation to safeguard confidential corporate information continues even after you leave the Company and is subject to the terms and conditions of the Confidentiality Agreement you entered into with the Company.

For the sake of clarity, and not with a view toward limiting the provisions of your Confidentiality Agreement, confidential corporate information includes information relating to the Company's financial performance (e.g., quarterly financial results of the Company's operations) or other transactions or events, and can have a significant impact on the value of the Company's securities. Premature or improper disclosure of such information may expose the individual involved to onerous civil and criminal penalties. Confidential corporate information also includes all non-public information that might be of use to the Company's competitors, or harmful to the Company or its customers, if disclosed.

The same rules apply to confidential information relating to other companies with which we do business. In the course of the many pending or proposed transactions that the Company has under consideration at any given time, there is a great deal of non-public information relating to other companies to which the Company's employees, officers and directors may have access. This could include "material" information that is likely to affect the value of the securities of the other companies.

## **Accounting Matters**

### *Internal Accounting Controls*

The Company places the highest priority on "best practices" disclosure. The Company's annual reports, quarterly reports and press releases, and other public disclosure of the Company's financial results, reflect how seriously we take this responsibility.

Each employee shares this responsibility with members of executive management and the Board and must help maintain the integrity of the Company's financial records. This Code cannot include a review of any extensive accounting requirements the Company must fulfill. To meet these obligations however, the Company must rely on employee truthfulness in accounting practices. Employees must not participate in any mistreatment of the Company's accounts. No circumstances justify the maintenance of "off-the-books" accounts to facilitate questionable or illegal payments. We trust that every employee understands that protecting the integrity of our information gathering, information quality, internal control systems and public disclosures is one of the highest priorities we have as a company.

If you ever observe conduct that causes you to question the integrity of our internal accounting controls and/or disclosure, or you otherwise have reason to doubt the accuracy of our financial reporting, it is imperative that you bring these concerns to the attention of a member of executive management immediately. You should consult the Company's Whistleblower Policy to learn how to, and to whom you should, report any concerns. Retaliation of any kind against any employee for raising these issues is strictly prohibited and will not be tolerated.

#### *Improper Influence on the Conduct of Audits*

It is unlawful for any employee, officer or director of the Company, or any other person acting under the direction of such person, to take any action to fraudulently influence, coerce, manipulate, or mislead the independent accountants engaged in the performance of an audit of the Company's financial statements for the purpose of rendering such financial statements materially misleading. Any such action is a violation of this Code. Types of conduct that might constitute improper influence include the following:

- Offering or paying bribes or other financial incentives, including offering future employment or contracts for non-audit services;
- Providing an auditor with inaccurate or misleading legal analysis;
- Threatening to cancel or canceling existing non-audit or audit engagements if the auditor objects to the Company's accounting practices or procedures;
- Seeking to have a partner removed from the audit engagement because the partner objects to the Company's accounting practices or procedures;
- Blackmailing; and,
- Making physical threats.

Any employee, officer or director who engages in such conduct will be subject to sanctions under the Code, including termination of employment in the case of an employee or officer, in addition to potential civil and criminal liability.

#### **Use and Protection of Company Assets**

Proper and efficient use and protection of the Company's assets is the responsibility of all employees, officers and directors. Company facilities, materials, equipment, information and other assets should be used only for conducting the Company's business and are not to be used for any unauthorized purpose. Employees, officers and directors should guard against theft, carelessness, waste and abuse of Company assets in order to improve the Company's productivity.

## **Records Retention**

You should retain documents and other records for such period of time as you and your colleagues will reasonably need such records in connection with the Company's business activities. All documents not required to be retained for business or legal reasons, including draft work product, should not be retained and should be destroyed in order to reduce the high cost of storing and handling the vast amounts of material that would otherwise accumulate. However, under unusual circumstances, such as litigation, governmental investigation or if required by applicable state and federal law and regulations, the Company's legal counsel may notify you if retention of documents or other records is necessary.

## **Employment Practices**

The Company pursues fair employment practices in every aspect of its business and will not tolerate discrimination, harassment or retaliation. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include, derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Any instances of such behavior, whether the employee is a participant or observer, should be immediately reported to the employee's supervisor. The Company's policy against discrimination applies to any legally protected status including race, color, sex, gender, religion, national origin, disability, veteran status, and age. This policy also prohibits discrimination against any person who provides information to a federal regulatory or law enforcement agency, a member of Congress or any committee of Congress, or to a supervisor concerning conduct which the employee reasonably believes constitutes a violation of securities laws or any provision of federal law relating to fraud against shareholders. The Company also prohibits discriminatory harassment of any employee covered by the policy against discrimination. No employee, officer or director may retaliate against an individual for bringing a complaint of discrimination or for participating in an investigation or proceeding involving a complaint of discrimination. No one may take any action harmful to any person for providing to a law enforcement officer any truthful information relating to the commission or possible commission of any federal offense.

## **Health and Safety**

The Company strives to provide each employee with a safe and healthy work environment based on current publicly known information. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated and is grounds for discipline, up to and including termination of employment.

## **Payments to Government Personnel**

The U.S. Foreign Corrupt Practices Act (“FCPA”) prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country. In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy, but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. The Company’s legal counsel can provide guidance to you in this area. Please consult our separate Foreign Corrupt Practice Act Policy.

## **Amendments/Waivers**

Any amendment to, or waiver of, this Code for executive officers or directors of the Company may be made only by the Board, or by the Audit Committee or the Nominating and Corporate Governance Committee, and must be promptly disclosed to the Company’s stockholders in accordance with all applicable laws, rules and regulations.

## **Questions about this Code; Reporting Suspected Violations**

This Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you are faced with a difficult business decision that is not addressed in the Code, ask yourself the following questions:

- Is it legal?
- Is it honest and fair?
- Is it in the best interests of the Company?
- How does this make me feel about myself and the Company?
- Would I feel comfortable if an account of my actions were published with my name in the newspaper or on the internet?

If you still feel uncomfortable about a situation or have any doubts about whether it is consistent with the Company’s high ethical standards, seek help. We encourage you to contact your supervisor for help first. If your supervisor cannot answer your question or if you do not feel comfortable contacting your supervisor, contact a member of executive management or the Company’s legal counsel. Any investigation will be handled discreetly and appropriately, and the information will be disclosed to others only on a need-to-know basis and as required by law. There will be no adverse action taken against employees who report violations of the Code or who participate in the investigation. If you feel appropriate action is not being taken, you should contact the Chairman of the Board, or, in cases relating to the financial reporting of the Company, the Chairman of the Audit Committee of the Board. You are not required to identify yourself when reporting a violation.

The Company also realizes the potentially serious impact of a false accusation. Employees are expected as part of the ethical standards required by the Code to act responsibly in making complaints. Making a complaint without a good faith basis is itself an ethical violation and will be handled according to the Code.

The Company has also adopted a Whistleblower Policy to enable the anonymous and confidential submission by employees of complaints or concerns regarding: (a) a violation of applicable laws, regulations, or business ethics standards, or a questionable accounting, internal accounting controls or auditing matter, and (2) the receipt, retention and treatment of employee complaints or concerns regarding such matters. Please consult the Whistleblower Policy, as necessary.

### **Enforcement**

The conduct of each employee matters vitally to the Company. A misstep by a single employee can cost the Company dearly; it undermines all of our reputations. For these reasons, violations of this Code may lead to significant penalties, including up to and termination of employment.

The Company's Chairman of the Board will take such action as he or she deems appropriate with respect to any employee who violates any provision of this Code, and will inform the Audit Committee of the Board of all material violations. Any alleged violation by the Chairman of the Board will be presented promptly to the Audit Committee of the Board for its consideration and such action as the Audit Committee of the Board, in its sole judgment, shall deem warranted.

The Company's legal counsel will keep records of all reports created under this Code and of all action taken under this Code. All such records will be maintained in such manner and for such periods as are required under applicable federal and state law.

### **Condition of Employment or Services**

All employees, officers and directors shall conduct themselves at all times in the best interests of the Company. Compliance with this Code is a condition of employment and of continued employment with the Company, and conduct not in accordance with this Code may result in disciplinary action, including up to and termination of employment.

This Code is not an employment contract nor is it intended to be an all-exclusive policy statement on the part of the Company and it should be used in conjunction with the Company's other policies, as amended from time-to-time. The Company reserves the right to provide the final interpretation of the policies contained herein and to revise those policies as it deems necessary or appropriate in its sole discretion.

Adopted by the Board of Directors on August 24, 2023.

Reviv3 Procure Company – Code of Business Conduct & Ethics (2023)

## APPENDIX

### **CODE OF ETHICS FOR CEO, CFO AND SENIOR FINANCIAL OFFICERS**

The Company has a Code of Business Conduct and Ethics applicable to all directors and employees of the Company. The CEO, CFO and all senior financial officers, including the COO and principal accounting officer, are bound by the provisions set forth therein relating to ethical conduct, conflicts of interest and compliance with law. In addition to the Code of Business Conduct and Ethics, the CEO, CFO and senior financial officers are subject to the following additional specific policies:

- The CEO, CFO and all senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company with the SEC. Accordingly, it is the responsibility of the CEO, CFO and each senior financial officer promptly to bring to the attention of the Board any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings or otherwise assist the Board in fulfilling its responsibilities.
- The CEO, CFO and each senior financial officer shall promptly bring to the attention of the Board any information he or she may have concerning: (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data, or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
- The CEO, CFO and each senior financial officer shall promptly bring to the attention of the Board any information he or she may have concerning any violation of the Company's Code of Business Conduct and Ethics, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
- The CEO, CFO and each senior financial officer shall promptly bring to the attention of the Board any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or of violation of the Code of Business Conduct and Ethics or of these additional procedures.

Reviv3 Procure Company – Code of Business Conduct & Ethics (2023)



- The Board shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code of Business Conduct and Ethics or of these additional procedures by the CEO, CFO and the Company's senior financial officers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Business Conduct and Ethics and to these additional procedures, and shall include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board, demotion or re-assignment of the individual involved, suspension with or without pay or benefits (as determined by the Board) and termination of the individual's employment. In determining what action is appropriate in a particular case, the Board or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.

Reviv3 Procure Company – Code of Business Conduct & Ethics (2023)

**ACKNOWLEDGEMENT OF RECEIPT OF CODE**

The undersigned, hereby acknowledges receipt of the Code of Business Conduct and Ethics (the “Code”) of Reviv3 Procure Company, a Delaware corporation and its subsidiaries (collectively, the “Company”), as adopted by the Board of Directors of the Company on August 24, 2023. In addition, the undersigned hereby confirms that he/she has carefully read and understands the Code.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_

Reviv3 Procure Company – Code of Business Conduct & Ethics (2023)

**CHARTER OF THE AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS**

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**1. Membership.**

**1.1.** The Audit Committee (the “Committee”) of the board of directors (the “Board”) of Reviv3 Procure Company, a Delaware corporation (the “Company”), shall consist of two or more directors while the Company is a Smaller Reporting Company as defined in Item 10(f) of Regulation S-K and three or more directors after such time the Company is no longer a Smaller Reporting Company. As applicable, each member of the Committee shall be independent in accordance with the requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as amended, and the rules of any national stock exchange upon which the Company’s securities are listed.

**1.2.** Each member of the Committee must be financially literate, as determined by the Board. At least one member of the Committee must have accounting or related financial management expertise, as determined by the Board. At least one member of the Committee must be an “*audit committee financial expert*” as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have accounting or related financial management expertise.

**1.3.** No member of the Committee may serve simultaneously on the audit committee of more than two other public companies without prior approval of the Board. In making its decision, the Board shall determine whether any such member’s service would impair such member’s ability to serve on the Committee.

**1.4.** The members of the Committee shall be appointed by the Board based on recommendations from the nominating and corporate governance committee of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

**2. Purpose.**

**2.1.** The purpose of the Committee is to assist the Board with oversight of: (a) the integrity of the Company’s financial statements, (b) compliance with legal and regulatory requirements, (c) the Company’s independent registered auditors’ qualifications and (d) independence, internal controls and the performance of the Company’s independent registered auditors and internal audit function/and the design and implementation of the Company’s internal audit function.

**2.2.** The primary role of the Committee is to oversee the financial reporting and disclosure process. To fulfill this obligation, the Committee relies on: (a) management for the preparation and accuracy of the Company’s financial statements; (b) both management and the Company’s internal audit department for establishing effective internal controls and procedures to ensure the Company’s compliance with accounting standards, (c) financial reporting procedures and applicable laws and regulations; and (d) the Company’s independent auditors for an unbiased, diligent audit or review, as applicable, of the Company’s financial statements and the effectiveness of the Company’s internal controls. The members of the Committee are not employees of the Company and are not responsible for conducting the audit or performing other accounting procedures.

**3. Duties and Responsibilities.** The Committee shall have the following authority and responsibilities:

**3.1.** (a) select and retain an independent registered public accounting firm to act as the Company's independent auditors for the purpose of auditing the Company's annual financial statements, books, records, accounts and internal controls over financial reporting, subject to ratification by the Company's stockholders of the selection of the independent auditors, (b) set the compensation of the Company's independent auditors, (c) oversee the work done by the Company's independent auditors and (d) terminate the Company's independent auditors, if necessary.

**3.2.** To select, retain, compensate, oversee and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.

**3.3.** To approve all audit engagement fees and terms; and to pre-approve all audit and permitted non-audit and tax services that may be provided by the Company's independent auditors or other registered public accounting firms, and establish policies and procedures for the Committee's pre-approval of permitted services by the Company's independent auditors or other registered public accounting firms on an on-going basis.

**3.4.** At least annually, to obtain and review a report by the Company's independent auditors that describes: (a) the accounting firm's internal quality control procedures, (b) any issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the firm and any steps taken to deal with any such issues, and (c) all relationships between the firm and the Company or any of its subsidiaries; and to discuss with the independent auditors this report and any relationships or services that may impact the objectivity and independence of the auditors.

**3.5.** At least annually, to evaluate the qualifications, performance and independence of the Company's independent auditors, including an evaluation of the lead audit partner; and to assure the regular rotation of the lead audit partner at the Company's independent auditors and consider regular rotation of the accounting firm serving as the Company's independent auditors.

**3.6.** To review and discuss with the Company's independent auditors: (a) the auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (b) the overall audit strategy, (c) the scope and timing of the annual audit, (d) any significant risks identified during the auditors' risk assessment procedures and (e) when completed, the results, including significant findings, of the annual audit.

**3.7.** To review and discuss with the Company's independent auditors: (a) all critical accounting policies and practices to be used in the audit; (b) all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the auditors; and (c) other material written communications between the auditors and management.

**3.8.** To review and discuss with the Company's independent auditors and management: (a) any audit problems or difficulties, including difficulties encountered by the Company's independent auditors during their audit work (such as restrictions on the scope of their activities or their access to information), (b) any significant disagreements with management and (c) management's response to these problems, difficulties or disagreements; and (d) to resolve any disagreements between the Company's auditors and management.

**3.9.** To review with management and the Company's independent auditors: (a) any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; (b) any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; and (c) the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.

**3.10.** To keep the Company's independent auditors informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the company; and to review and discuss with the Company's independent auditors the auditors' evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.

**3.11.** To review with management, the internal audit department and the Company's independent auditors the adequacy and effectiveness of the Company's financial reporting processes, internal control over financial reporting and disclosure controls and procedures, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's processes, internal controls and procedures and any special audit steps adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such processes, internal controls and procedures, and review and discuss with management and the Company's independent auditors disclosure relating to the Company's financial reporting processes, internal control over financial reporting and disclosure controls and procedures, the independent auditors' report on the effectiveness of the Company's internal control over financial reporting and the required management certifications to be included in or attached as exhibits to the Company's annual report on Form 10-K or quarterly report on Form 10-Q, as applicable.

**3.12.** To review and discuss with the Company's independent auditors any other matters required to be discussed by PCAOB Auditing Standards No. 1301, Communications with Audit Committees.

**3.13.** To review and discuss with the Company's independent auditors and management the Company's annual audited financial statements (including the related notes), the form of audit opinion to be issued by the auditors on the financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's annual report on Form 10-K before the Form 10-K is filed.

**3.14.** To recommend to the Board that the audited financial statements and the MD&A section be included in the Company's Form 10-K and whether the Form 10-K should be filed with the SEC; and to produce the audit committee report required to be included in the Company's proxy statement.

**3.15.** To review and discuss with the Company's independent auditors and management the Company's quarterly financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's quarterly report on Form 10-Q before the Form 10-Q is filed; and to review and discuss the Form 10-Q for filing with the SEC.

**3.16.** To review, discuss with the Company's independent auditors, and approve the functions of the Company's internal audit department, including its purpose, authority, organization, responsibilities, budget and staffing; and to review the scope and performance of the department's internal audit plan, including the results of any internal audits, any reports to management and management's response to those reports.

**3.17.** To review and discuss with management and the Company's independent auditors: (a) the Company's earnings press releases, including the type of information to be included and its presentation and the use of any pro forma, adjusted or other non-GAAP financial information, before their release to the public; and (b) any financial information and earnings guidance provided to analysts and ratings agencies, including the type of information to be disclosed and type of presentation to be made.

**3.18.** To set Company hiring policies for employees or former employees of the Company's independent auditors that participated in any capacity in any Company audit.

**3.19.** To establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

**3.20.** To review and discuss with management and the internal audit department the risks faced by the Company and the policies, guidelines and process by which management assesses and manages the Company's risks, including, but not limited to, the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

**3.21.** To review the Company's compliance with applicable laws and regulations and to review and oversee the Company's policies, procedures and programs designed to promote and monitor legal, ethical and regulatory compliance.

**3.22.** To review, with inside and outside legal counsel (as applicable), legal and regulatory matters, including legal cases against or regulatory investigations of the Company and its subsidiaries, that could have a significant impact on the Company's financial statements.

**3.23.** To develop and recommend to the Board for approval a Company policy for the review and approval of related party transactions and to review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) and any other potential conflict of interest situations on an ongoing basis.

**3.24.** Such other authority and responsibilities as may be delegated to it from time-to-time by the Board.

#### **4. Outside Advisors.**

**4.1.** The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of any outside counsel and other advisors.

**4.2.** The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to the Company's independent auditors, any other accounting firm engaged to perform services for the Company, any outside counsel and any other advisors to the Committee.

#### **5. Structure and Operations.**

**5.1.** The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least once every fiscal quarter, or more frequently as circumstances dictate, at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

**5.2.** The Committee shall meet separately, and periodically, with management, members of the Company's internal audit department and representatives of the Company's independent auditors, and shall invite such individuals to its meetings as it deems appropriate, to assist in carrying out its duties and responsibilities. However, the Committee shall meet regularly without such individuals present.

5.3. The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

6. **Delegation of Authority**. The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.
7. **Performance Evaluation**. The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

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## CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

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**1. Membership.**

**1.1.** The Nominating and Corporate Governance Committee (the "**Committee**") of the board of directors (the "**Board**") of Reviv3 Procure Company, a Delaware corporation (the "**Company**"), shall consist of two or more directors. As applicable, each member of the Committee shall be independent in accordance with the any national stock exchange upon which the Company's securities are listed.

**1.2.** The members of the Committee shall be appointed by the Board based on recommendations from the nominating and corporate governance committee of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

**2. Purpose.** The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company's director nominations process and procedures, developing and maintaining the Company's corporate governance policies and any related matters required by the federal securities laws or the any national stock exchange upon which the Company's securities are listed.

**3. Duties and Responsibilities.** The Committee shall have the following authority and responsibilities:

**3.1.** To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the "**Director Criteria**").

**3.2.** To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's Bylaws.

**3.3.** To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders and in the event of any vacancy on the Board, subject to approval by the Board.

**3.4.** To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these principles at least once a year and to recommend any changes to the Board.

- 3.5.** To oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including its Certificate of Incorporation (as amended or restated from time-to-time) and Bylaws (as amended).
- 3.6.** To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
- 3.7.** To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen annually.
- 3.8.** If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.
- 3.9.** To develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.
- 3.10.** To develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Company that would impair its independence.
- 3.11.** To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
- 3.12.** To develop and recommend to the Board for approval a Company Code of Business Conduct and Ethics (the "Code"), to monitor compliance with the Company's Code, to investigate any alleged breach or violation of the Code, to enforce the provisions of the Code and to review the Code periodically and recommend any changes to the Board.
- 3.13.** To develop and recommend to the Board for approval an officer succession plan (the "Succession Plan"), to review the Succession Plan periodically, develop and evaluate potential candidates for executive positions and recommend to the Board any changes to, and any candidates for succession under, the Succession Plan.
- 3.14.** To review any director resignation letter tendered in accordance with the Company's director resignation policy and evaluate and recommend to the Board whether such resignation should be accepted.
- 3.15.** Such other authority and responsibilities as may be delegated to it from time-to-time by the Board.

**4. Outside Advisors.**

**4.1.** The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

**4.2.** Any advisors retained by the Committee shall be independent as determined in the discretion of the Committee and pursuant to any applicable rules of any national stock exchange upon which the Company's securities are listed.

**5. Structure and Operations.**

**5.1.** The Board shall designate a member of the Committee as the chairperson. The Committee shall meet as circumstances dictate, at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

**5.2.** The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

**6. Delegation of Authority.** The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

**7. Performance Evaluation.** The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

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**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS**

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**1. Membership.**

**1.1.** The Compensation Committee (the "Committee") of the board of directors (the "Board") of Reviv3 Procare Company, a Delaware corporation (the "Company"), shall consist of two or more directors. As applicable, each member of the Committee shall be independent in accordance with the requirements of Rule 10C-1 of the Securities Exchange Act of 1934, as amended, and the rules of any national stock exchange upon which the Company's securities are listed.

**1.2.** Each member of the Committee must qualify as "non-employee directors" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

**1.3.** The members of the Committee shall be appointed by the Board based on recommendations from the nominating and corporate governance committee of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

**2. Purpose.** The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation. The Committee also establishes executive compensation policies consistent with Company objectives and stockholders' interests, reviews the performance of executive officers, and adjusts and awards compensation, including incentive-based compensation.

**3. Duties and Responsibilities.** The Committee shall have the following authority and responsibilities:

**3.1.** To establish and periodically review the Company's compensation philosophy and the adequacy of compensation plans and programs for directors, executive officers and other employees.

**3.2.** To review and approve annually the corporate goals and objectives applicable to the compensation of the chief executive officer ("CEO"), evaluate at least annually the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards given to CEOs at comparable companies and the awards given to the Company's CEO in past years. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act. The CEO cannot be present during any voting or deliberations by the Committee on his or her compensation.

**3.3.** To review and approve the compensation of all other executive officers. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote.

**3.4.** To review, approve and, when appropriate, recommend to the Board for approval, incentive compensation plans and equity-based plans, and where appropriate or required, recommend for approval by the stockholders of the Company, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan. In reviewing and approving incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote.

**3.5.** To review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.

**3.6.** To review, approve and, when appropriate, recommend to the Board for approval, any employment agreements, any severance arrangements, special retirement benefits, change in control arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.

**3.7.** To determine stock ownership guidelines, if any, for the CEO and other executive officers and monitor compliance with such guidelines.

**3.8.** To review, approve and, when appropriate, recommend to the Board for approval, all employee benefit plans for the Company, which includes the ability to adopt, amend and terminate such plans.

**3.9.** To oversee the Company's compensation plans, including the establishment of performance goals under the Company's incentive compensation arrangements and the review and performance against those goals in determining incentive award payouts, and to act as administrator of any Company compensation plans.

**3.10.** To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.

**3.11.** To review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.

**3.12.** To review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary, and to periodically report to the Board how the Company's director compensation practices compare to those of similar situated public corporations.

**3.13.** To oversee the engagement with stockholders and proxy advisory firms on executive compensation matters.

**3.14.** To oversee the outside compensation consultant, if any, engaged by the Committee.

**3.15.** Such other authority and responsibilities as may be delegated to it from time to time by the Board.

#### **4. Outside Advisors.**

**4.1.** The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

**4.2.** The compensation consultant(s), outside counsel and any other advisors retained by, or providing advice to, the Committee (other than the Company's in-house counsel, if any) shall be independent as determined in the discretion of the Committee after considering the factors specified in the continued listing rules of any national stock exchange upon which the Company's securities are listed. The Committee may retain, or receive advice from, any compensation advisor they prefer after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

**4.3.** The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. Any compensation consultant retained by the Committee to assist with its responsibilities relating to executive compensation or director compensation shall not be retained by the Company for any compensation or other human resource matters.

**5. Structure and Operations.**

**5.1.** The Board shall designate a member of the Committee as the chairperson. The Committee shall meet as circumstances dictate, at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

**5.2.** The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

**5.3.** The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

**6. Delegation of Authority.** The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

**7. Performance Evaluation.** The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

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