

## SUMMARY TABLE

Applicable To	Controlling stockholders and control groups	Controlling stockholders and control groups	Directors and officers
<b>Conflicted Transactions</b>	<p>[§144(e)(6)] Going private transactions, defined as any of the following:</p> <p>Generally a transaction under Rule 13e-3 that results in the de-registration or de-listing of a class of equity securities of a public company; or</p> <p>Any transaction in which all or substantially all of the capital stock held by disinterested stockholders is cancelled, converted, purchased, or otherwise acquired or ceases to be outstanding</p>	<p>[§144(e)(3)] All other transactions:</p> <p>The act or transaction involves the corporation (or one or more of its subsidiaries) on one side and a controlling stockholder or control group on the other side; or</p> <p>A controlling stockholder or control group receives a financial or other benefit from the act or transaction that is not shared with the corporation's stockholders generally.</p>	<p>[§144(a)] The act or transaction involves the corporation (or one or more of its subsidiaries) on one side and on the other side either:</p> <p>One or more of the corporation's directors or officers; or</p> <p>A corporation or other entity or organization in which one or more of the directors or officers of the corporation are directors, stockholders, partners, managers, members, or officers, or have a financial interest in such other entity or organization</p>
<b>Safe Harbor Requirements</b>	<p><u>Option A</u> [§144(c)(1)]</p> <ol style="list-style-type: none"> <li>1. The board forms a committee consisting of two or more directors, each of whom the board has determined to be a disinterested director with respect to the act or transaction. The board delegates to the committee the authority to negotiate and reject the act or transaction.</li> <li>2. The material facts of the act or transaction (including the interests of the controlling stockholder or the control group) are disclosed or are known to all members of the committee.</li> <li>3. The act or transaction is approved (or recommended for approval) in good faith and without gross negligence by a majority of the disinterested committee members.</li> <li>4. The act or transaction is conditioned, by its terms (as in effect at the time it is submitted to stockholders for their approval or ratification) on the approval or ratification by the disinterested stockholders.</li> <li>5. The act or transaction is approved or ratified by an informed, uncoerced, and affirmative vote of a majority of the votes cast by the disinterested stockholders.</li> </ol> <p><u>Option B</u> [§144(c)(2)]</p> <p>The act or transaction is fair as to the corporation and its stockholders.</p>	<p><u>Option A</u> [§144(b)(1)]</p> <ol style="list-style-type: none"> <li>1. The board forms a committee consisting of two or more directors, each of whom the board has determined to be a disinterested director with respect to the act or transaction. The board delegates to the committee the authority to negotiate and reject the act or transaction.</li> <li>2. The material facts of the act or transaction (including the interests of the controlling stockholder or the control group) are disclosed or are known to all members of the committee.</li> <li>3. The act or transaction is approved (or recommended for approval) in good faith and without gross negligence by a majority of the disinterested committee members.</li> </ol> <p><u>Option B</u> [§144(b)(2)]</p> <ol style="list-style-type: none"> <li>1. The act or transaction is conditioned, by its terms (as in effect at the time it is submitted to stockholders for their approval or ratification) on the approval or ratification by the disinterested stockholders.</li> <li>2. The act or transaction is approved or ratified by an informed, uncoerced, and affirmative vote of a majority of the votes cast by the disinterested stockholders.</li> </ol> <p><u>Option C</u> [§144(b)(3)]</p> <p>The act or transaction is fair as to the corporation and its stockholders.</p>	<p><u>Option A</u> [§144(a)(1)]</p> <ol style="list-style-type: none"> <li>1. The material facts as to the director's or officer's relationship or interest and as to the act or transaction are disclosed or known to all members of the board or a board committee; and</li> <li>2. The board or committee in good faith and without gross negligence authorizes the act or transaction by the affirmative votes of a majority of the disinterested directors of the board or committee, even though the disinterested directors be less than a quorum.</li> </ol> <p><u>Note:</u> If a majority of the directors are not disinterested directors with respect to the act or transaction, the act or transaction must be approved by a board committee that consists of two or more directors, each of whom the board has determined to be a disinterested director with respect to the act or transaction.</p> <p><u>Option B</u> [§144(a)(2)]</p> <p>The act or transaction is approved or ratified by an informed, uncoerced, and affirmative vote of a majority of the votes cast by the disinterested stockholders.</p> <p><u>Option C</u> [§144(a)(3)]</p> <p>The act or transaction is fair as to the corporation and its stockholders.</p>

Applicable To	Controlling stockholders and control groups	Directors and officers
Safe Harbor Protection	<p>[§144(b) &amp; (c)] The transaction may not be the subject of equitable relief or an award of damages against any director, officer, controlling stockholder, or member of a control group by reason of a claim based on a breach of fiduciary duty by a director, officer, controlling stockholder or a member of a control group.</p>	<p>[§144(a)] The act or transaction may not be the subject of equitable relief or give rise to an award of damages against a director or officer:</p> <ul style="list-style-type: none"> <li>• Because of the circumstances giving rise to the conflicted transaction</li> <li>• Because of the receipt of any benefit by such director, officer, entity, or organization</li> <li>• Because the director or officer was present at or participated in the meeting of the board or committee authorizing the act or transaction</li> <li>• Because the director or officer was involved in the initiation, negotiation, or approval of the act or transaction (including by virtue of the director's vote being counted for such purpose).</li> </ul>
Preserved Claims	<p>[§144(d)(6)] These safe harbor cannot limit or eliminate the following:</p> <ul style="list-style-type: none"> <li>• The right of any person to seek equitable relief on the grounds that the act or transaction was not authorized or approved in compliance with the procedures set forth in the DGCL or the certificate of incorporation or bylaws, or is in violation of any plan, agreement, or governmental order.</li> <li>• Judicial review for purposes of injunctive relief of provisions or devices designed or intended to deter, delay, or preclude a change of control or other transaction involving the corporation or a change in the composition of the board.</li> <li>• The right of any person to seek relief on grounds that a stockholder or other person knowingly aided and abetted a breach of fiduciary duty by one or more directors.</li> </ul>	