Insider Trading and Confidentiality Policy

Effective Date: June 2013
Last Updated: February 2023

- This Policy prohibits any disclosure of or trading on material, non-public information
- You must report any suspected or actual violations of this Policy
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The prohibition against such trading generally is understood to prohibit (1) trading on the basis of material, non-public information, (2) disclosing or "tipping" material, non-public information to others or recommending the purchase or sale of securities on the basis of such information or (3) assisting someone who is engaged in any of the above activities. Additionally, the prohibition on insider trading is not limited to trading in Company securities, and includes trading in the securities of other companies, such as the Company's customers, suppliers, strategic partners and competitors.

The term "insider" applies to anyone who, by virtue of having a special relationship with the Company, possesses material, non-public information regarding the business of the Company.

An individual can be considered an insider for a limited time with respect to certain material, non-public information even though he or she is not a director or officer. For example, an assistant who knows that an acquisition is about to occur may be regarded as an insider with respect to that information until the news of such acquisition has been fully disclosed to the public.

Information is generally deemed to be "material" if there is a substantial likelihood a "reasonable investor" would consider it important in deciding to purchase, sell or hold a security to which the information relates. As a practical matter, materiality often is determined after the fact, when it is known that someone has traded on the information and after the information itself has been made public and its effects upon the market are more certain. Examples of information that is generally regarded as material are:

- Financial results;
- Projections of future results or other guidance;
- Major proposed or pending acquisitions, investments or divestitures;
- Significant project or product developments;
- Changes in key personnel;
- Major personnel changes which may include significant layoffs or reorganizations;
- Changes in dividends;
- Stock splits;
- Stock buy-backs;
- New equity or debt offerings;
- Positive or negative developments in outstanding significant litigation;
- Significant actual or potential cybersecurity risks, incidents or events that affect the Company or third-party providers that support the Company's business operations, including computer system or network compromises, viruses or other destructive software and data breach incidents that may disclose personal, business or other confidential information;
- Events that may result in the creation of a signifi-12.2 (hS;MC ;.398 c)-8 (r)-6.3 (eat)-1on

"Non-public" information is any information that has not been previously disclosed and is not otherwise available to investors generally. Filings with the SEC and press releases are generally regarded as public information. Information about undisclosed financial results or a possible merger, acquisition or other material development, whether concerning the Company or otherwise, and obtained in the normal course of employment or through a rumor, tip or just "loose talk," is not public information. Information should be considered "non-public" until the beginning of the third (3rd) Trading Day (as defined below) after such information has been disseminated widely to the general public through press releases, news tickers, publication in a widely available newspaper, SEC filings or other means. For purposes of this Policy, a "Trading Day" shall mean a day on which the Nasdaq is open for trading.

The federal securities laws make it unlawful for any person to trade while in possession of material non-public information or to eacJ-0.00ho3 (g1 Tw5-18.
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Section 16 Reporting Persons, Designated Individuals, as well as their family members and controlled entities, are subject to black-out periods during which they are prohibited from conducting any transactions involving the Company's securities. Each black-out period begins at the close of the market on the fourteenth (14th) day prior to the close of any fiscal quarter and ends at the open of the market on the third (3rd) Trading Day following the release of the Company's quarterly or annual financial results for that particular quarter (the "Black-Out Period"). The prohibition against trading during the Black-Out Period also prohibits the fulfillment of "limit orders" by any broker for such Section 16 Reporting Person or Designated Individual (as well as by their family me2.3 (l).9 (w.3 (l)-8.9 ((l)-8.9 (

D. Exceptions to the Prohibitions on Trading:

The only exceptions to this Policy's prohibitions of trading in the Company's securities as outlined above are the following:

1. *Transactions under Company Plans* – Exercises in stock options granted to Company employees other than the Section 16 officers under the Company's equity compensation plans for cash and the automatic exercise of expiring stock options