

# **IDEXX Laboratories, Inc.**

## **Corporate Governance Guidelines**

### **Introduction**

The Board of Directors (the “Board”) of IDEXX Laboratories, Inc. (the “Company”) has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Board in the exercise of its responsibilities and to serve best the interests of the Company and its stockholders and other stakeholders. The Guidelines should be interpreted in a manner consistent with all applicable laws, regulations and Nasdaq rules and the Company’s Restated Certificate of Incorporation and Bylaws, each as amended and in effect from time to time. The Guidelines are a framework for the conduct of the Board’s business and are not legally binding obligations. The Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with its duties to the Company and its stockholders and other stakeholders.

#### **A. Board Duties**

The Board is responsible for overseeing management of the Company. In this regard, the Board’s responsibilities include, but are not limited to, the following functions:

- providing oversight of legal and ethical conduct
- determining that effective systems are in place for the timely reporting to the Board of important matters
- providing oversight of the Company’s risk assessment and management policies, procedures and activities
- providing oversight of the Company’s cybersecurity risk management
- reviewing and providing oversight over corporate strategy
- providing oversight over the Company’s overall strategy and management of material risks and opportunities regarding environmental, social and governance matters
- reviewing and approving the Company’s budget
- reviewing and approving major corporate transactions and expenditures
- selecting, compensating and evaluating Directors
- selecting, compensating and evaluating the Chief Executive Officer
- reviewing and approving the compensation of Officers, including approving stock benefit plans in which Officers may participate
- ensuring the existence of appropriate succession plans for Officers, including the Chief Executive Officer
- evaluating Board processes and performance
- monitoring and, where appropriate, responding to communications from the Company’s stockholders
- providing general oversight of the business

For purposes of the Guidelines, the term “Officers” means the Company’s Chief Executive Officer, the officers who report directly to the Chief Executive Officer and the officers subject to Section 16 of the Securities Exchange Act of 1934, as amended.

## **B. Board Composition, Performance and Compensation**

1. Independent Directors. For purposes of the Guidelines, “Independent Directors” are those Directors (a) who are “independent” under Rule 5605(a)(2) of the rules of the Nasdaq Global Market, and (b) who do not have a relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director. The Governance and Corporate Responsibility Committee (the “Governance Committee”) will evaluate and make a recommendation to the Board regarding the independence of all Directors at least annually and regarding prospective Directors in connection with recommending an individual to the Board to be nominated for election as a Director at any meeting of stockholders or to be elected by the Board to fill any vacancies on the Board. In making these determinations, the Governance Committee and the Board will broadly consider all relevant facts and circumstances, including information provided by the Directors and the Company with regard to each Director’s business and personal activities as they may relate to the Company and the Company’s management.

2. Board Size. The Board believes that approximately 7 to 13 members is an appropriate size for the Board. Except as may otherwise be permitted by Nasdaq rules, a majority of the members of the Board shall be Independent Directors. The Board expects to have among its members a limited number of management Directors, including at least the Chief Executive Officer.

3. Board Membership Criteria. The Governance Committee is responsible for annually reviewing the experience, qualifications, attributes and skills required of Board members in light of the current composition of the Board and the Company’s needs. This assessment includes appropriate consideration of the criteria set forth on Attachment A hereto. The Governance Committee shall annually assess, for each Director or person nominated to become a Director, the specific experience, qualifications, attributes and skills that lead the Governance Committee to conclude that such Director or nominee should serve as a Director, in light of the Company’s business and structure.

4. Selection of New Directors and Committee Members. Except where the Company is legally required by contract, by law or otherwise to provide third parties with the right to nominate Directors, the Governance Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with the criteria set forth in Attachment A, as well as the specific experiences, qualifications, attributes and skills that the Governance Committee has determined candidates should possess in light of the then-current composition of the Board and the Company’s needs, (ii) recommending to the Board the persons to be nominated for election as Directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board and (iii) recommending to the Board the persons to serve on the various committees of the Board, including the Audit Committee, Compensation and Talent Committee (the “Compensation Committee”), Governance Committee and Finance Committee. Director nominees shall be considered for recommendation by the Governance Committee in accordance with the Guidelines, the policies and principles in its charter, the criteria set forth in Attachment A to the Guidelines and the specific experiences, qualifications, attributes and skills that the Governance Committee has determined candidates should possess in light of the then-current composition of the Board and the Company’s needs (collectively, the “selection criteria”). The Company is focused on ensuring representation of a wide range of backgrounds, skills, experiences and perspectives on the Board.

The Governance Committee may use a variety of different sources to identify prospective Director nominees, including recommendations from the other members of the Board, the Chief Executive Officer, management and other external sources (including search firms). The Governance Committee will consider a potential Director nominee recommended for consideration by a stockholder or group of stockholders in accordance with the same selection criteria, and shall follow substantially the same process in considering him or her, as used to evaluate other prospective Director nominees, provided that the recommendation is submitted in accordance with the procedures set forth in the Company's most recent annual meeting proxy statement. Similarly, the Governance Committee will consider candidates properly nominated by stockholders pursuant to the Company's Bylaws in accordance with the same selection criteria, and shall follow substantially the same process in considering him or her, as used to evaluate other prospective Director nominees.

The invitation to a candidate to join the Board should be extended by the Governance Committee chair, who may choose to have the Board Chair or the Chief Executive Officer participate in the invitation as well.

5. Board Membership of Former Chief Executive Officer. The Board will determine on a case-by-case basis, upon recommendation of the Governance Committee, whether it is appropriate for a retiring or resigning Chief Executive Officer to remain as a member of the Board.

6. Orientation of New Directors. The Governance Committee will oversee the orientation provided to new Directors by the Company, including the provision of appropriate background material and information about the Company in advance of their first Board meeting.

7. Changes in a Director's Primary / Full-Time Job Responsibilities. Any individual Director who retires from, leaves for any reason or changes their primary / full-time job responsibilities (except for internal promotions or internal lateral changes within their organization) since they were last elected to the Board shall promptly report such change to the General Counsel of the Company and submit their conditional resignation to the Board, contingent on the Board's acceptance, for consideration by the Governance Committee. The General Counsel will promptly inform the Board Chair, Governance Committee Chair and Chief Executive Officer upon receipt of the notification by the Director.

The Governance Committee will review the continued appropriateness of the Director's Board membership based on their changed responsibilities at its next regularly scheduled meeting (or sooner at a special meeting if circumstances warrant) and determine appropriate next steps. If the Governance Committee recommends that the Board accept the resignation, then the Board will consider the recommendation and determine whether to accept such resignation. If the Governance Committee determines that the Director's Board membership remains appropriate notwithstanding the change in such Director's primary / full-time job responsibilities, or if the Board determines not to accept the conditional resignation notwithstanding the recommendation of the Governance Committee, then its respective determination shall be considered final, and the conditional resignation shall no longer be effective with respect to that change. The Governance Committee and the Board may each consider any factors they deem relevant in their deliberations.

Any Director who reports a change in their responsibilities described above in this provision shall not participate in the assessment and deliberations described above.

8. Other Public Company Boards, Including Board Chair. Before any individual Director agrees to be nominated (by a company or shareholder) for election as a director to a public company board (whether by a vote of shareholders or election by the board to fill a vacancy) or accepts an appointment to any public company board chair position (non-executive or executive), they shall promptly inform the General Counsel of the Company.

The General Counsel will promptly inform the Board Chair, the Governance Committee Chair and Chief Executive Officer and conduct an evaluation as to whether such directorship or chair appointment would adversely affect the continued appropriateness of the Director's Board membership or otherwise be inconsistent with the Guidelines (including Section B.21 of the Guidelines). If the General Counsel, in consultation with the Governance Committee Chair, determines that such directorship or chair appointment would not adversely affect the continued appropriateness of the Director's Board membership or otherwise be inconsistent with the Guidelines, the Governance Committee will review the recommendation, and if it determines to accept the recommendation, such determination shall be final. If the General Counsel, in consultation with the Governance Committee Chair, determines that such directorship or chair appointment would adversely affect the continued appropriateness of the Director's Board membership or otherwise be inconsistent with the Guidelines, then the General Counsel will so advise the Governance Committee promptly for the Governance Committee's assessment and determination as to appropriate next steps prior to such Director's nomination or appointment. If the Governance Committee determines to recommend to the Board that the Director resign from the Board as a result of the changed circumstance, the Board will consider the recommendation and if the Board determines to accept the recommendation of the Governance Committee and requests the Director to resign, the Director shall promptly submit their resignation to the Board.

Any Director who reports a directorship or board chair offer described above in this provision shall not participate in the assessment and deliberations described above.

9. Certain Other Changes in Professional Circumstances of Directors. Any individual Director who (a) joins a private company board (excluding advisory boards and committees) that is either (i) not affiliated with the Director's primary / full-time employer or (ii) is affiliated with the Director's primary / full-time employer but has business operations that are not substantially similar to those of the employer's, (b) joins a not-for-profit board that pays the Director for board service, or (c) resigns, retires, leaves for any reason or declines to stand for re-election as a non-employee director of any public company board or private company board or not-for profit board of the type described in clauses (a) and (b) above, in each case since they were elected to the Board, shall promptly report such change in professional circumstances to the General Counsel of the Company. The General Counsel will conduct an evaluation as to whether such change in professional circumstances would adversely affect the continued appropriateness of the Director's Board membership or would otherwise be inconsistent with the Guidelines. If the General Counsel, in consultation with the Governance Committee Chair, determines that such change would not adversely affect the continued appropriateness of the Director's Board membership or otherwise be inconsistent with the Guidelines, the Governance Committee will review the recommendation at its next regularly scheduled meeting and if it determines to accept the recommendation, such determination shall be final. If the General Counsel, in consultation with the Governance Committee Chair, determines that such change would adversely affect the continued appropriateness of the Director's Board membership or otherwise be inconsistent with the Guidelines, then the General Counsel will so advise the Governance Committee at its next regularly scheduled meeting for the Governance Committee's assessment and determination as to appropriate next steps. If the

Governance Committee determines to recommend to the Board that the Director resign from the Board as a result of the changed circumstance, the Board will consider the recommendation, and if the Board determines to accept the recommendation of the Governance Committee and requests the Director to resign, the Director shall promptly submit their resignation to the Board.

Any Director who reports a change in professional circumstances described above in this provision shall not participate in the assessment and deliberations described above.

10. Circumstances that May Adversely Reflect on a Director or the Company. Any individual Director who becomes aware of any facts or circumstances that may adversely reflect on the Director or the Company since they were last elected to the Board shall promptly report such facts or circumstances to the General Counsel of the Company (who will inform the Board Chair, the Governance Committee Chair and Chief Executive Officer, as the General Counsel may deem necessary or appropriate).

The General Counsel will conduct an evaluation as to whether such facts or circumstances would adversely affect the continued appropriateness of the Director's Board membership and review their evaluation with the Governance Committee at its next regularly scheduled meeting (or sooner at a special meeting if circumstances warrant), and the Governance Committee will determine appropriate next steps. If the Governance Committee determines to recommend to the Board that the Director resign from the Board as a result of such facts or circumstances, the Board will consider the recommendation, and if the Board determines to accept the recommendation of the Governance Committee and requests the Director to resign, the Director shall promptly submit their resignation to the Board.

Any Director who reports any facts or circumstances described above in this provision shall not participate in the assessment and deliberations described above.

11. Conflicts of Interest. If an actual or potential conflict of interest with the Company develops for any Director, whether because of a change in the business operations of the Company or another corporation, entity or association affiliated with such Director, a change in such Director's circumstances or otherwise, such Director shall promptly report such matter to the General Counsel of the Company (who will inform the Board Chair, the Governance Committee Chair and Chief Executive Officer, as the General Counsel may deem necessary or appropriate).

With respect to any actual or potential conflict of interest, the General Counsel will conduct an evaluation as to whether such conflict exists and review their evaluation with the Governance Committee at its next regularly scheduled meeting (or sooner at a special meeting if circumstances warrant), and if the Governance Committee determines that such conflict exists, the Governance Committee will determine the appropriate action or remedy to resolve it. If the Governance Committee determines to recommend to the Board that the Director resign from the Board because an actual or potential conflict exists that cannot be resolved to the satisfaction of the Governance Committee, the Board will consider the recommendation, and if the Board determines to accept the recommendation of the Governance Committee and requests the Director to resign, the Director shall promptly submit their resignation to the Board. The Governance Committee's determination regarding the existence of any actual or potential conflict of interest shall be considered final, and any significant actual or potential conflict of interest must be resolved to the satisfaction of the Governance Committee and the Board, or the Director shall resign.

For the avoidance of doubt, if the actual or potential conflict of interest falls within the definition of an actual or possible “Related Person Transaction” under the Company’s Related Person Transaction Policy in effect at such time, then the matter will be referred by the General Counsel to the Audit Committee for consideration pursuant to such Policy.

If a Director has a personal interest in a matter before the Board, including any Related Person Transaction, the Director shall disclose the interest to the Board, recuse himself or herself from participation in the discussion and shall not vote on the matter. Any Related Person Transaction must also be approved by the Audit Committee.

12. Retirement of Directors. Any Director who turns age 75 while serving as a Director will retire from the Board effective at the Annual Meeting of Stockholders next following the date on which such Director turns 75.

13. Term Limits. The Board has not established term limits for Directors because term limits may deprive the Board of the service of Directors who have developed, over a period of time, increasing insight into the Company and its operations and, therefore, are able to provide an increasing contribution to the Board as a whole. The Board does not believe in automatic re-nomination of Directors.

14. Code of Ethics. In their roles as Directors, all Directors owe fiduciary duties, including a duty of loyalty, to the Company and its stockholders. The Company has adopted a Code of Ethics, and all Directors are expected to adhere to the Code of Ethics.

15. Duty of Confidentiality. To facilitate open discussion, the proceedings and deliberations of the Board and its committees are confidential. Each Director must maintain the confidentiality of information received in connection with their service as a Director. Directors shall not record or otherwise document or memorialize meetings or discussions of the Board or its committees, or any site tours or demonstrations they may be provided by management. Any notes taken during or in preparation for meetings shall be confidentially destroyed promptly at the conclusion of the meeting.

16. Board Performance. The Governance Committee is responsible for annually assessing the performance of the Board, its committees, the Board Chair (if that person is not the Chief Executive Officer) and the Lead Director (if any) and reporting its assessment to the full Board. These assessments will focus on the effectiveness of the Board Chair (if applicable) and the Lead Director (if any), and the Board’s effectiveness as a whole and will provide a review of specific areas in which the Board and/or management believe a more substantial contribution could be made. In addition, the Governance Committee will at least annually review the performance and contribution of individual Directors and take those actions it deems appropriate as a result of this review.

17. Board, Stockholder and Committee Meetings. Directors are responsible for attending Board meetings, meetings of committees on which they serve and the annual meeting of stockholders. Directors are responsible for devoting the time needed, and meeting as frequently as necessary, to discharge their responsibilities properly.

18. Director Continuing Education. To maintain and enhance the effectiveness of the Board, the Board believes that each Director should receive continuing education on an ongoing basis regarding director duties and responsibilities; corporate governance; legal, regulatory and

accounting developments; investor relations matters and other topics relevant to the oversight of the business of the Company. The Company will reimburse Directors for reasonable expenses incurred in connection with continuing education.

19. Director Compensation. The Board believes that Director compensation, to the greatest extent possible, should align the interests of Directors with the long-term interests of the Company's stockholders, while at the same time ensuring the Company's ability to attract and retain highly qualified Directors. The Compensation Committee's compensation consultant will, from time to time, report to the Compensation Committee concerning director compensation practices at other comparable U.S. corporations. Any recommendations of changes in Director compensation will be made to the Board by the Compensation Committee. Directors who are also employees of the Company shall receive no additional compensation for Board or committee service.

20. Director and Officer Stock Ownership. The Board believes that each Director and Officer should own and hold meaningful amounts of the Company's common stock to align, economically, the interests of Directors and Officers with the long-term interests of the Company's stockholders. The Compensation Committee will review and approve the Company's stock ownership and retention guidelines for the non-employee Directors and the Officers and annually review compliance by the Directors and Officers with the applicable stock ownership and retention guidelines.

21. Maximum Number of Directorships. The Board believes that Directors should not serve as members of the board of directors of more than four publicly traded companies, including the Company, except where the Board determines, upon recommendation of the Governance Committee, that such Director's performance of their duties as a member of the Board will not be negatively affected.

The Board believes that Directors who serve on the Audit Committee of the Board should not serve on more than three public company audit committees, including the Audit Committee of the Board, except where the Board determines, upon recommendation of the Governance Committee, that such Director's performance of their duties as a member of the Audit Committee will not be negatively affected. However, if a Director is a retired CPA, CFO or controller or is a retired executive with similar experience, then the Board believes that they should not serve on more than four public company audit committees, including the Audit Committee of the Board, except where the Board determines, upon recommendation of the Governance Committee, that such Director's performance of their duties as a member of the Audit Committee will not be negatively affected.

The Board believes that Directors who are chief executive officers of publicly traded companies should not serve as members of the board of directors of more than three public companies, including the Company and the company of which they are chief executive officers, except where the Board determines, upon recommendation of the Governance Committee, that such Director's performance of their duties as a member of the Board will not be negatively affected.

22. Majority Voting Policy. The Company's Bylaws provide that each Director shall be elected by at least a majority of the votes cast, except that in a contested election, a plurality vote standard shall apply. Any incumbent Director who does not receive at least a majority of the votes cast in an uncontested election shall be required to promptly submit their resignation to the Board for consideration by the Governance Committee. The Governance Committee will act to determine whether the Board should accept such Director's resignation, or whether other action should be

taken, and will submit such recommendation for prompt consideration by the Board. Within 90 days from the date of the certification of the election results, the Board will review and act on the Governance Committee's recommendation. The Governance Committee and the Board may each consider any factors they deem relevant in deciding whether to accept a Director's resignation.

Any Director who tenders their resignation pursuant to this provision shall not participate in the deliberations described above.

#### **C. Leadership of the Board**

23. Selection of the Board Chair and the Chief Executive Officer. The Board is free to select the Board Chair and Chief Executive Officer in any way it deems best for the Company's stockholders and other stakeholders at any point in time. The Board does not have a predetermined policy as to whether or not the roles of Board Chair and Chief Executive Officer should be separate. The Governance Committee shall annually assess the Board's leadership structure, including whether the offices of Board Chair and Chief Executive Officer should be separate and why the Board's leadership structure is appropriate given the specific characteristics or circumstances of the Company.

24. Non-Executive Board Chair. In the event that the Board Chair is not an executive of the Company, the Board Chair will have the role and responsibilities as determined by the Board. The Non-Executive Board Chair, if any, shall be elected by a majority of the Directors.

25. Executive Board Chair. In the event that the Board Chair is an executive of the Company, the Executive Board Chair will have the role and responsibilities as determined by the Board. The Executive Board Chair, if any, shall be elected by a majority of the Directors.

26. Lead Director. In the event that the Board Chair is not an Independent Director, or as otherwise deemed advisable by the Governance Committee, the Governance Committee annually shall nominate an Independent Director to serve as a lead director (the "Lead Director"), who shall be elected by a majority of the Independent Directors. The Lead Director will have the responsibilities as determined by the Board.

27. Succession Planning for the Board Chair and Lead Director. The Governance Committee is responsible for developing and maintaining a succession planning process for the Board Chair and/or Lead Director and will annually review the succession plan(s) with the Board.

Should a succession of the Board Chair or Lead Director be required other than under the processes described in Sections C.23 and C.26 of the Guidelines, as applicable, the Board shall manage the process of identifying and selecting the person who will be appointed or elected to the role of Board Chair or Lead Director, or it may delegate the management of such process to an existing or a newly formed committee of Independent Directors.

#### **D. Board Committees**

28. Number, Structure and Independence. The Company currently has four Board committees: Audit, Governance, Compensation, and Finance. Each of these committees will operate pursuant to a charter. The Governance Committee shall annually review and reassess the adequacy of each charter and recommend appropriate changes to the Board, and in the case of the Compensation

Committee, Audit Committee and Finance Committee charters, shall consider the recommendations of those committees' annual review of their respective charters. In accordance with the applicable rules of Nasdaq, the charters of the Audit Committee, the Compensation Committee and the Governance Committee shall set forth the purposes, goals, duties and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The Board may from time to time delegate duties and responsibilities to any Board Committee to assist the Board in fulfilling its duties and responsibilities. Duties and responsibilities not delegated to a particular Board committee, including oversight over (a) enterprise risk assessment and management, (b) strategy and management of material risks and opportunities related to emerging and developing technologies (e.g., generative AI) and (c) overall strategy of environmental, social and governance matters and overall management of material environmental, social and governance risks and opportunities, are retained by the Board as a whole.

The Board has the flexibility to form a committee or to disband a current committee, as it deems appropriate, subject to applicable law, regulation and Nasdaq rules. Subject to Board approval, the Governance Committee is responsible for recommending to the Board, after consultation with the Board Chair and the Chief Executive Officer, and with consideration of the desires of individual Board members, assignment of Board members to various committees and the selection of the committee chairs. Only Independent Directors may serve on the Audit, Compensation and Governance Committees, and a majority of the Directors serving on the Finance Committees must be Independent.

It is the sense of the Board that committee assignments should be rotated from time to time, but not on a fixed schedule. There may be good reasons to continue a Director's committee membership for a longer time than in certain other instances.

The chair of each committee should report to the Board, whenever appropriate, with respect to those matters considered and acted upon by their committee.

29. Frequency and Length of Committee Meetings. Each committee chair, in consultation with committee members and with input from management, will determine the frequency and length of committee meetings consistent with such committee's charter.

30. Committee Agendas. The chair of each committee, in consultation with committee members, the Board Chair and the Chief Executive Officer, the Secretary and/or other appropriate members of senior management will develop the committee's agendas.

## **E. Board Meetings**

31. Frequency and Duration of Meetings. The Board should hold at least five regularly scheduled meetings annually to review the business and operations of the Company. The Board may hold such additional meetings as it deems necessary.

32. Corporate Strategy. At least one regularly scheduled Board meeting per year should be devoted substantially to a review and discussion of corporate strategy. Significant corporate strategy decisions should be reviewed and approved by the Board.

33. Board Meeting Participation. Directors, members of management and other attendees may participate in Board meetings in person or by telephone or videoconference, or by similar methods of communication.

34. Selection of Agenda Items for Board Meetings; Annual Board Calendar. The Board Chair and the Chief Executive Officer will propose the agenda for each Board meeting. They will consider (a) the items to be included; (b) the sequence of those items; (c) the approximate time to be devoted to each item; and (d) the materials to be provided to Directors regarding certain items, including what materials are to be sent in advance.

The Lead Director, if any, will have an opportunity to review and comment on the proposed agenda before it is distributed to the other members of the Board. Each Board member is free to suggest the inclusion of item(s) on the agenda, and is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

35. Board Materials Distributed in Advance. Information and data that are important to the Board's understanding of the business of the meeting should, when practical, be distributed in writing to the Board before the Board meets. Management will make every effort to see that this material is as brief as possible while still providing the desired information. When advisable because of confidentiality concerns, management may elect not to provide sensitive material to the Board in advance of a meeting.

36. Executive Sessions of Independent Directors. The Independent Directors will meet in executive session regularly, but in any case not less than twice annually, to discuss, among other matters, the performance of the Chief Executive Officer. Absent unusual circumstances, these sessions will be held in conjunction with regular Board meetings. The Independent Directors will meet in executive session at other times at the request of any Independent Director. Executive sessions of the Independent Directors will be scheduled and presided over by the Board Chair, if Independent, or the Lead Director (or, if the Board Chair is not Independent and no Lead Director has been designated, by the Chair of the Governance Committee). The Independent Directors may invite the Executive Board Chair, Chief Executive Officer or others, as they deem appropriate, to attend a portion of these sessions.

## **F. Board Interaction with Management and Others**

37. Attendance of Non-Directors at Board Meetings. Non-Directors who are members of the Chief Executive Officer's staff or members of the staffs of any such persons may attend Board meetings. Further, the Board specifically encourages management, from time to time, to bring into Board meetings managers who:

- (a) can provide additional insight into the items being discussed because of personal involvement in these areas; and/or
- (b) appear to management to be persons who should be given exposure to the Board.

Such non-Directors may attend part or all of a Board meeting. Third-party advisors, including auditors, outside counsel, consultants and investment bankers, may attend all or a portion of Board meetings from time to time, as appropriate.

38. Board Access to Senior Management. Board members shall have complete access to the Company's senior management and are encouraged to make regular contact. Board members are normally expected to inform the Chief Executive Officer prior to contacting other members of management on any substantive matter, if the contact could be perceived as infringing on the responsibilities of the Chief Executive Officer. Board members, however, are not expected to inform the Chief Executive Officer that they are contacting other members of management regarding the normal activities of their Board committees.

39. Board Interaction with Stockholders, the Press, Customers, and Others. The Board believes that the Chief Executive Officer and their designees speak for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is, however, expected that Board members would do this with the knowledge of management and, in most instances, at the request of management.

The Board will give appropriate attention to written communications that are submitted by stockholders and other stakeholders, and will respond if and as appropriate. Absent unusual circumstances or as contemplated by the committee charters, the Board Chair (if an Independent Director), or otherwise the Chair of the Governance Committee, shall (i) be primarily responsible for monitoring communications from stockholders, stakeholders and other interested parties, and (ii) provide copies or summaries of such communications to the other Directors as they considers appropriate. Written communications sent to any individual Director will be forwarded to that Director. In addition, the General Counsel of the Company (or their delegate) reviews all written communications sent to any individual Director, the Lead Director or the Board and will forward all such written communications to the Board Chair (if an Independent Director) or the Chair of the Governance Committee, as applicable, for review, except for items that could not reasonably be interpreted to implicate or otherwise relate to the duties and responsibilities of the Board.

40. Access to Independent Advisors. The Board and each committee may at any time retain independent outside auditors and such financial, legal or other advisors for the benefit of the Board or such committee as they deem necessary, without consulting or obtaining the approval of any officer of the Company in advance; provided, however, that only the Audit Committee may select the Company's independent registered public accounting firm and only the Compensation Committee may select and retain its compensation consultant. In the discretion of the Board or applicable committee, such independent advisors may (but need not) be the regular advisors to the Company. The Board or any such committee is empowered, without further action by the Company, to cause the Company to pay the compensation of such advisors as established by the Board or any such committee.

## **G. Management Development**

41. Formal Evaluation of the Chief Executive Officer. The Board will approve the Chief Executive Officer's annual goals at the beginning of each year. The Compensation Committee will evaluate the performance of the Chief Executive Officer against those goals annually in consultation with all of the Directors. The evaluation of the Chief Executive Officer will be communicated to him or her by the Board Chair, or if the Board Chair is not an Independent Director, the Lead Director, and/or their designee (provided that any such designee shall also be an Independent Director) together with at least one other Independent Director. The results of this evaluation will be reported to the Board.

42. Succession Planning for the Chief Executive Officer. The Chief Executive Officer is responsible for developing and maintaining a process for advising the Board on succession planning for himself or herself. The Chief Executive Officer shall prepare and review annually a report on such matters with the Governance Committee. The succession plan for the Chief Executive Officer shall be reviewed with the Board by the Chief Executive Officer and the Governance Committee at least annually.

Should a succession of the Chief Executive Officer be required, the Board shall manage the process of identifying and selecting the new Chief Executive Officer, or it may delegate the management of such process to an existing or a newly formed committee of Independent Directors.

#### **H. Periodic Review of Corporate Governance Guidelines**

43. The Governance Committee shall, at least annually, review and reassess the adequacy of the Guidelines and recommend any proposed changes to the Board for approval.

*Last reviewed and updated as of December 5, 2025*

**ATTACHMENT A**  
**CRITERIA FOR DIRECTORS**

**A. General Criteria**

1. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.
2. Nominees should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.
3. Nominees should have a record of substantial achievement in one or more areas that are relevant to the Company and a general understanding of the issues facing public companies of a size and operational scope similar to the Company.
4. Nominees should have a commitment to understand the Company and its industry and to devote adequate time and effort to Board responsibilities, including regularly attending and participating in meetings of the Board and its committees.
5. Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include stockholders, employees, customers, government entities, creditors and the general public, and to act in the interests of all stakeholders in a manner consistent with their fiduciary duties.
6. Nominees should possess the skills and ability to frame an issue, opinion or idea clearly and succinctly, avoid unnecessary details or tangents, and tie their commentary to relevant decisions, strategies, risks and opportunities.
7. Nominees should not have, nor appear to have, a conflict of interest that would impair the nominee's ability to fulfill the responsibilities of a Director.
8. Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, gender identity, disability or any other basis proscribed by law. The value of having a range of different experiences, education, backgrounds, skills and knowledge on the Board should be considered..
9. Nominees should normally be able to serve for at least five years before reaching the age of 75.

**B. Application of Criteria to Existing Directors**

The re-nomination of existing Directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above, except item A.9. In

addition, the Governance Committee shall consider the experience, qualifications, attributes and skills required of Board members in light of the then-current composition of the Board and the Company's needs and the existing Directors' performance on the Board and any committee.

#### **C. Criteria for Composition of the Board**

The backgrounds and qualifications of the Directors considered as a group should provide a significant breadth of experience, knowledge and abilities that shall assist the Board in fulfilling its responsibilities.