

STARK NOVUS FINANCIAL INC.

CORPORATE GOVERNANCE GUIDELINES

1. Introduction

The Board of Directors of Stark Novus Financial Inc. (the “Company”), acting on the recommendation of its Corporate Governance and Nominating Committee, has developed and adopted a set of corporate governance guidelines (the “Guidelines”) to promote the functioning of the Board and its committees and to set forth a common set of expectations as to how the Board should perform its functions.

2. The Roles of the Board of Directors and Management

- A) *Board of Directors* — The business of the Company is conducted under the oversight of the Board of Directors (the “Board”). The Board selects the Company’s Chief Executive Officer (the “CEO”) and delegates to the CEO the authority and responsibility to manage the Company’s day-to-day operations. The Board serves as elected representatives of the stockholders, acts as an advisor and counselor to the CEO and senior management, and oversees management performance on behalf of the stockholders.
- B) *Management* — The CEO and senior management are responsible for running the Company’s business operations. The CEO, in collaboration with the Board, is responsible for establishing effective communications with the Company’s stakeholders, including stockholders, customers, employees, communities, suppliers, creditors, governments and corporate partners.

3. Board Composition and Leadership

- A) *Chairman of the Board* — The Board is free to select its Chairman and the CEO in the manner it considers in the best interests of the Company at any given point in time. These positions may be filled by one individual or by two different individuals.
- B) *Lead Independent Director* — If the Chairman of the Board is not an independent director, the Board may appoint an independent director to serve as the Board’s Lead Independent Director. If so chosen, the primary responsibilities of the Lead Independent Director include presiding at all meetings of the Board at which the Chairman of the Board is not present, including executive sessions of the independent directors, serving as a liaison between the Chairman of the Board and/or the CEO and the independent directors, reviewing and approving meeting agendas, meeting schedules and information sent to the Board and being available for consultation and direct communication with stockholders, as requested and as appropriate. The Lead Independent Director, if any, also has the authority to call meetings of the independent directors of the Board or meetings of the Board.

- C) *Size of the Board* — The Board’s policy is that the number of directors should not exceed a number that can function effectively. The Corporate Governance and Nominating Committee considers and makes recommendations to the Board concerning the appropriate size of the Board, subject to any limitations set forth in the Company’s certificate of incorporation or bylaws. The composition of the Board should balance the following goals: the size of the Board should facilitate substantive discussions of the whole Board in which each director can participate meaningfully, and the composition of the Board should encompass a broad range of skills, expertise, industry knowledge, diversity of opinion and contacts relevant to the Company’s business.
- D) *Board Independence* — The Board believes in having a majority of independent directors on the Board. As such, a majority of the directors shall be “independent directors” as defined under the Nasdaq Stock Market, Inc. Marketplace Rules (the “Nasdaq Rules”), shall meet any additional independence standards that may be established from time to time by the Board or the Corporate Governance and Nominating Committee and shall satisfy all applicable independence requirements under the federal securities laws or rules thereunder. Directors shall inform the Corporate Governance and Nominating Committee of any event that would reasonably be perceived to be relevant for considerations about ongoing independence or the director’s ability to fulfill his or her responsibilities to the Board, including but not limited to a change in his or her principal occupation.
- E) *Board Membership Criteria* — The Board’s objective is that its membership be composed of a diverse group of experienced and dedicated individuals. The Corporate Governance and Nominating Committee is responsible for identifying, evaluating, recruiting, and recommending qualified candidates to the Board for nomination or election and for filling vacancies occurring between annual meetings of stockholders. Candidates for membership on the Board will be reviewed in the context of the existing membership of the Board, the operating requirements of the Company, and the long-term interests of stockholders. A director’s qualifications in light of these criteria are considered at least each time such director is re-nominated for Board membership. The Corporate Governance and Nominating Committee may apply several criteria in selecting nominees. At a minimum, the Corporate Governance and Nominating Committee shall consider:
- Personal qualities and characteristics, accomplishments, and reputation in the business community;
 - Current knowledge and contacts in the communities in which the Company does business and in the Company’s industry or other industries relevant to the Company’s business;
 - Ability and willingness to commit adequate time to Board and committee matters;

- The fit of the individual’s skills and personality with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of the Company; and
- Diversity of viewpoints, background, experience, and other demographics.

The Corporate Governance and Nominating Committee will give appropriate consideration to candidates for Board membership proposed by stockholders and will evaluate such candidates in the same manner as other candidates identified by or submitted to the Corporate Governance and Nominating Committee.

- F) *Service on Other Boards* — Independent directors are encouraged to evaluate carefully the time required to serve on other boards, taking into account board and committee meeting attendance, preparation, and participation and effectiveness on these boards. Independent directors recognize that those boards may also present demands on a director’s time and availability and may present conflicts or legal issues. Independent directors should advise the chair of the Corporate Governance and Nominating Committee before accepting an invitation to serve on another board to permit the Corporate Governance and Nominating Committee to evaluate whether any regulatory issues or potential conflicts are raised by the director accepting such an invitation and to confirm that the director will continue to have the time required for preparation, participation, and attendance at Board and Board committee meetings.
- G) *Board Compensation Review* — The Compensation Committee will periodically review the compensation of non-employee directors and is responsible for recommending to the Board changes in compensation for non-employee directors. Directors who are employees of the Company shall not receive additional remuneration for serving on the Board. Board compensation should be consistent with market practices.
- H) *Risk Assessment* — The Board shall maintain oversight of the Company’s risk management processes. The Compensation Committee shall periodically evaluate whether there are any risks arising from the Company’s compensation policies for all employees and overall actual compensation practices which are reasonably likely to have a material adverse effect on the Company, and recommend to the Board any changes deemed appropriate by such committee. The Audit Committee shall review and discuss with management and the independent auditor the Company’s major enterprise risk exposures and the steps management has taken to monitor and control those exposures, including the Company’s policies with respect to risk assessment and risk management with respect to operational, financial, accounting and tax matters of the Company, including data privacy and security. The Board, including through its committees, shall also oversee risks relating to environmental, social and governance (ESG) matters having a material impact on the Company. To the extent risk oversight is a focus of one or more committees of the Board, those committees shall report key findings periodically to the full Board.

4. Director Resignation Policy

- A) Any nominee for director in an uncontested election who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall tender his or her resignation for consideration by the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee shall recommend to the Board the action to be taken with respect to the resignation. The Board will publicly disclose its decision within 90 days of the certification of the election results. An uncontested election means an election in which the number of nominees proposed to be elected is equal to the number of directors determined by the Board. The Board, in making its decision, may consider any factors and other information that they consider appropriate and relevant. If the Board accepts a director’s resignation, then the Board may fill the resulting vacancy pursuant to the Company’s bylaws.
- B) A director who becomes aware of circumstances that may adversely affect his or her ability to perform his or her obligations as a director of the Company should offer to resign from the Board. Such circumstances may include a significant change in the director’s principal current employer or principal employment, including any director who is currently an officer or employee of the Company. Upon receipt of an offer to resign in light of changed circumstances, the Corporate Governance and Nominating Committee will review the continued appropriateness of Board membership under the changed circumstances and will recommend to the Board whether to accept or reject the tendered resignation, or whether other action should be taken. The Board will act on the resignation in light of the changed circumstances, taking into account the Corporate Governance and Nominating Committee’s recommendation. The Board, in making its decision, may consider any factors and other information that they consider appropriate and relevant. If the Board accepts a director’s resignation, then the Board may fill the resulting vacancy pursuant to the Company’s bylaws.

5. Board Operations

- A) *Selection of Agenda Items for Board Meetings* — If the roles of Chairman and CEO are separated, the Chairman, in consultation with the CEO, sets the agenda for each Board meeting, if the roles of Chairman and CEO are not separated, the CEO sets the agenda in consultation with the Lead Independent Director, if any. At least once each year, the Board will focus on the Company’s strategic plan and on the following year’s capital and operating budgets. Members of the Board are encouraged to suggest the inclusion of items on any Board or committee agenda. Management will seek to provide to all directors an agenda and appropriate materials in advance of meetings, although the Board recognizes that this will not always be consistent with the timing of transactions and the operations of the business and that in certain cases it may not be possible. When appropriate, sensitive subject matters may be discussed at a meeting without advance distribution of written materials to the Board or Board committee.

- B) *Frequency and Length of Board Meetings* — The Board will not meet less than four times each year, with further meetings to occur (or action to be taken by unanimous consent) at the discretion of the Board.
- C) *Director Responsibilities* — Directors must exercise their business judgment to act in the best interests of the stockholders and the Company. Directors are expected to attend and participate in all meetings of the Board and of committees on which they serve and to spend the time needed and prepare for and meet as frequently as necessary to discharge their responsibilities. The Board shall make the determination that at least one of the members of the Audit Committee meets the Audit Committee financial expert requirements. Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Upon request, management will make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.
- D) *Director Loyalty and Ethics* — In their roles as directors, all directors owe a duty of loyalty to the Company. This duty of loyalty mandates that the best interests of the Company take precedence over any interests possessed by a director. The Company has adopted a Code of Business Conduct and Ethics. Certain portions of the Code deal with activities of directors, particularly with respect to transactions in the securities of the Company, potential conflicts of interest, and the taking of corporate opportunities for personal use. Directors should be familiar with the Code's provisions and should consult with the Company's counsel in the event of any issues.
- E) *Reliance on Management and Outside Advice* — In performing its functions, the Board is entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisors. The Board and its committees may seek advice from outside advisors as appropriate.
- F) *Board Presentations and Access to Employees* — The Board encourages senior management to, from time to time, bring managers into part or all of a Board meeting who: (a) can provide additional insight into the items being discussed because of personal involvement and substantial knowledge in those areas, and/or (b) are managers with future potential that the senior management believes should be given exposure to the Board. Board members have complete access to the CEO and all other members of management.
- G) *Contact with Other Constituencies* — It is important that the Company speak to employees and outside constituencies with a single voice, and that management in consultation with the Board serve as the primary spokesperson.

- H) *Confidentiality* — The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.
- I) *Reviewing and Approving Significant Transactions* — Board approval of a particular transaction may be appropriate because of several factors, including:
- legal or regulatory requirements,
 - the materiality of the transaction to the Company's financial performance, risk profile or business,
 - the terms of the transaction, or
 - other factors, such as the entering into of a new line of business or a variation from the Company's strategic plan.

To the extent the Board determines it to be appropriate, the Board may develop standards to be utilized by management in determining types of transactions that should be submitted to the Board for review and approval or notification.

- J) *Executive Sessions of Independent Directors* — To ensure free and open discussion and communication among the independent directors of the Board, the independent directors will meet in at least two executive sessions each year, and more frequently as necessary or desirable, in conjunction with regularly scheduled meetings of the Board, at which only independent directors are present. Independent director discussions may include such topics as the independent directors determine. The independent directors generally do not take formal action at these sessions but make recommendations for consideration by the full Board. In addition, director meetings may be held with the CEO, but not other members of management, for a general discussion of relevant subject matters. The Lead Independent Director, if any, shall preside at the executive sessions if the Chairman is not independent.

6. Board Committees

- A) *Committees* — The Company shall have at least the committees required by the Nasdaq Rules. The current committees are the Audit, Compensation, and Corporate Governance and Nominating Committees. Other committees may be established from time to time as appropriate.
- B) *Assignment and Term of Service of Committee Members* — The Board is responsible for the appointment of committee members and chairs based on recommendations of the Corporate Governance and Nominating Committee.
- C) *Agenda, Frequency, Length and Reports of Committee Meetings* — The chair of each committee approves the agenda, length of and attendance at each committee meeting and determines the frequency of meetings. All directors, whether members of a committee or not, are invited to make suggestions to a committee chair for

additions to the agenda of his or her committee or to request that an item from a committee agenda be considered by the Board. The committee chairs report a summary of their meetings to the Board at the next regularly scheduled Board meeting following such committee meetings.

- D) *Membership* — Only directors who are “independent” under the Nasdaq Rules may serve on the Audit, Compensation, and Corporate Governance and Nominating Committees, subject to any available exemptions under the applicable rules that the Board deems appropriate under the circumstances. Audit Committee members must satisfy the additional eligibility requirements set forth in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended, and Compensation Committee members must satisfy the additional eligibility requirements imposed by the Nasdaq Rules. A director may serve on more than one committee for which he or she qualifies.
- E) *Responsibilities* — Each committee shall have a written charter setting forth the full authority and responsibilities of the committee.

7. Board and Management Evaluation

- A) *Formal Evaluation of the CEO and Other Officers* — The Compensation Committee shall review corporate goals and individual goals and objectives relevant to the compensation of the Company’s CEO and other executive officers of the Company who are required to file reports under Section 16(a) of the Securities Exchange Act of 1934, as amended (collectively, including the CEO, “Executive Officers”). The Compensation Committee shall also evaluate the Executive Officers’ performance in light of such goals and objectives at least annually and communicate the results to the CEO and the Board. Based on such evaluation, the Compensation Committee shall determine and approve the compensation for the Executive Officers as set forth in the Compensation Committee Charter.
- B) *Board Self-Assessment* — The Board and each committee shall review at least annually its own functioning and effectiveness. The Corporate Governance and Nominating Committee oversees the self-evaluation of the Board and its committees performed by the individual members of the Board. The Corporate Governance and Nominating Committee should periodically consider the mix of skills and experience that directors bring to the Board to assess whether the Board has the necessary tools to perform its oversight function effectively. Each committee of the Board should conduct a self-evaluation at least annually and report the results to the Board, acting through the Corporate Governance and Nominating Committee. Each committee’s evaluation must compare the performance of the committee with the requirements of its written charter, if any.
- C) *Succession Planning* — The Board, with the assistance of the Corporate Governance and Nominating Committee, plans the succession to the position of CEO and certain other senior management positions both in an emergency situation

and in the ordinary course of business. The succession plan should include an assessment of the experience, performance, skills and planned career paths for possible successors to the CEO. To assist the Board and the committees, the CEO annually assesses senior managers and their succession potential.

- D) *Management Development* — The CEO annually should report to the Board on the Company's program for management development.

8. Periodic Review of Guidelines

These Corporate Governance Guidelines are subject to periodic review and update by the Corporate Governance and Nominating Committee and the Board.