

RIDGEPOST CAPITAL, INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Ridgepost Capital, Inc. (the “Company”) has adopted these corporate governance guidelines (these “Guidelines”) to promote the effective functioning and performance of the Board and its committees, to promote the interests of all stockholders, and to ensure a common set of expectations as to how the Board, its various committees, individual directors and management should perform their functions. These Guidelines should be applied in a manner consistent with all applicable laws, regulations and listing standards, as well as the Company’s Certificate of Incorporation and Bylaws.

The Board affirms the principle that the ethics, character, integrity and values of the Company’s directors and senior management remain the most important safeguards of good corporate governance.

Board Composition, Size and Membership Criteria

The goal of the Board should be to have a membership that collectively possesses a broad range of skills, expertise, industry and other relevant business knowledge, and other experience useful to the effective oversight of the Company’s business.

The Board will consist of a number of members approved by the Board, consistent with the Company’s Certificate of Incorporation and Bylaws. The Board will periodically review the size of the Board and determine the size that is most effective in relation to achieving its long-term strategy objectives.

A majority of the directors must qualify as independent under the criteria set forth in Section 303A of the New York Stock Exchange (“NYSE”) Listed Company Manual, as well any additional requirements in effect or established from time to time by the Securities and Exchange Commission or by Delaware law (“Independent Directors”).

Lead Independent Director Duties and Responsibilities

If the Chairman position is held by the Chief Executive Officer or another non-Independent Director, a Lead Independent Director may be selected by the Board from amongst the Independent Directors and the position may be rotated periodically as determined by the Board. Such Lead Independent Director will have the duties and responsibilities set forth on Exhibit A.

The Committees of the Board

The Board will maintain at least three standing committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. The purpose of these is to assist the Board in fulfilling its responsibilities effectively and efficiently, although the committees do not displace the oversight responsibilities of the Board as a whole. Each of these committees will have a written charter and report regularly to the Board. The Board may also establish, maintain or terminate other committees as it deems appropriate and in

the best interests of the Company. Each member of a committee should satisfy the membership requirements set forth in the applicable committee charter. A director may serve on more than one committee.

Selection of Directors

Nominations and Appointments. The Nominating and Corporate Governance Committee will be responsible for identifying and recommending to the Board qualified candidates for Board membership. The Nominating and Corporate Governance Committee will select individuals as director nominees who:

- Maintain the highest level of personal and professional ethics, integrity, and values;
- Possess expertise that is useful to the Company and complementary to the background and expertise of the other members of the Board;
- Possess a willingness and ability to devote the time necessary to carry out the duties and responsibilities of Board membership;
- Possess a desire to ensure that the Company's operations and financial reporting are effected in a transparent manner and in compliance with applicable laws, rules, and regulations; and
- Possess a dedication to the representation of the best interests of the Company and all of its stockholders.

Stockholder Recommendations. The Nominating and Corporate Governance Committee will consider stockholder recommendations of director candidates.

Board and Committee Meetings

The Board will meet at least four times each year. The Board may also act by unanimous written consent in lieu of a meeting, as permitted by Delaware law.

Each committee will have at least the number of meetings provided for in its charter, with further meetings to occur (or action to be taken by unanimous written consent as permitted by Delaware law) when deemed necessary or desirable by that committee or its chair.

The agenda for each Board meeting will be established by the Chairman, with the advice of the Lead Independent Director and the agenda for each committee meeting will be established by the committee chair in consultation with members of the committee and with management. Any Board member or committee member, as applicable, may suggest the inclusion of additional subjects on the agenda. Materials presented to the Board and committee members should provide the information needed for the directors to engage in informed discussions and arrive at reasoned decisions.

Executive Sessions

To assure free and open discussion and communication among the non-management directors, the non-management directors will meet in executive session at least annually and may meet as the non-management directors otherwise deem appropriate. In addition, for so long as there are non-management directors who are not Independent Directors, the Independent Directors will also meet in executive session at least once each year. The agenda of the executive sessions will be determined by the Lead Independent Director in consultation with the other Independent Directors. The presiding director at any executive session of the non-management or Independent Directors will be the Lead Independent Director.

Board Responsibilities

The Board's principal responsibilities are to provide direction, oversight and counsel to the Company's management, who are responsible for the day-to-day operations and management of the Company.. The Board, acting directly or through committees, will have the following duties:

- Overseeing the conduct of the Company's business and evaluating whether the business is being properly managed;
- Reviewing and, where appropriate, approving the Company's significant financial objectives, plans and actions;
- Assessing major risk factors relating to the Company and its performance, and together with the Audit Committee, reviewing measures to address and mitigate such risks;
- Through the Audit Committee, reviewing and, where appropriate, approving significant changes in, and determinations of other significant issues with respect to, the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements;
- Through the Nominating and Corporate Governance Committee, maintaining a Chief Executive Officer succession plan, which will address policies and principles for Chief Executive Officer selection, including in the event of an emergency or ordinary course retirement;
- Through the Compensation Committee, overseeing the Company's executive compensation policies and practices, including conducting an evaluation of the performance of the Chief Executive Officer and other executive officers of the Company; and
- Assuring processes are in place for maintaining the integrity of the Company, including with respect to its financial statements, compliance with laws and ethics, and relationships with strategic partners and stockholders.

The Board of Directors has delegated to the Chief Executive Officer, working with the other executive officers of the Company and its operating subsidiaries, the authority and responsibility for managing the business of the Company in a manner consistent with the standards of the Company, and in accordance with any specific plans, instructions or directions of the Board.

Director Compensation

The Board believes that director compensation should fairly pay directors for work required in a business of the Company's size and scope and that compensation should align directors' interests with the long-term interests of stockholders, and that the forms and amounts of director compensation should fairly reflect the contributions of the directors to the performance of the Company. The Compensation Committee will periodically review the form and amount of all types of compensation to be paid by the Company to or on behalf of non-employee members of the Board, including, without limitation, cash fees and stock incentives.

Non-management directors will receive compensation for their service as directors of the Company. All directors will be reimbursed for all reasonable expenses incurred by them in connection with serving on the Board.

Expectations for Directors

The Board has developed a number of specific expectations with respect to the responsibilities of its members:

- Commitment and Attendance. Directors are expected to attend all meetings of the Board and the committees of which they are members and they will make every effort to do so. To facilitate participation at Board and committee meetings, directors may attend in person or by any means by which all persons participating in the meeting can hear each other.
- Participation in Meetings. Each director should be sufficiently familiar with the Company's industry, business, corporate structure, financial statements and capital structure to ensure active and effective participation in the deliberations of the Board and of each committee on which such director serves. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its committees so as to be prepared to discuss the issues on the agenda.
- Contact with Management and Employees. All directors may contact the Chief Executive Officer at any time to discuss any aspect of the Company's business. Directors will also have access to other employees of the Company. The Board expects that there will be frequent opportunities for directors to meet with the Chief Executive Officer and other members of management in Board and committee meetings, or in other formal or informal settings. The Board welcomes management's making available to Board members individuals who can provide additional insight into the matters being discussed.

- Access to Senior Management and Independent Advisors. Board members have full access to senior management and to information about the Company's operations. In addition, the Board and its committees will have the right at any time to retain independent outside financial, legal or other advisors, as they deem necessary and appropriate.
- Other Public Company Directorships. Directors should not serve on more than four public company boards (including the Board), other than a director who serves as the Company's Chief Executive Officer, who should not serve on more than three public company boards (including the Board). Due to the demanding nature of service on the Audit Committee, the members of the Audit Committee may not serve on the audit committees of the boards of directors of more than two additional public companies at the same time as they are serving on the Audit Committee. Service on boards of other organizations should follow the Company's conflict of interest policies.
- Term Limits. The Board does not believe it should establish term limits. The Nominating and Corporate Governance Committee will review the contributions of each incumbent director and the continued appropriateness of Board membership when making its nomination recommendations to the Board.
- Change of Circumstances. If a director has a substantial change in professional responsibilities, occupation or business association they will notify the Board and, if appropriate, should offer their resignation from the Board. If a director who was an Independent Director when nominated ceases to qualify as an Independent Director, they should offer their resignation from the Board. The Board will evaluate the facts and circumstances and make a determination whether to accept any resignation offered to the Board or request that the director continue to serve on the Board.

Evaluating Board Effectiveness and Committee Performance

In accordance with the requirements of the NYSE, the Board and its committees will conduct an annual self-evaluation. The Nominating and Corporate Governance Committee is charged with overseeing the self-evaluation processes.

Orientation and Continuing Education

Management, working with the Nominating and Corporate Governance Committee and the Board, will provide an orientation process for new directors, to provide them with comprehensive information about the Company's business, performance, policies and procedures and the responsibilities and expectations of members of the Board. As appropriate, management, working with the Nominating and Corporate Governance Committee and the Board, will provide continuing education programs to assist directors in developing and maintaining skills necessary or appropriate for the performance of their responsibilities.

Lead Independent Director Duties and Responsibilities

The Lead Independent Director will:

- Chair all meetings of the Board at which the Chairman is not present, including executive sessions of Independent Directors. The agenda of the executive session will be determined by the Lead Independent Director in consultation with the other Independent Directors. The Lead Independent Director will provide timely agreed upon feedback to the Chairman and the Chief Executive Officer from the executive sessions.
- Serve as principal liaison between Independent Directors and the Chairman and the Chief Executive Officer.
- Provide input as needed on Board agendas and schedules with the Chairman and the Chief Executive Officer to ensure that there is sufficient time for discussion of all agenda items and that topics deemed important by the Independent Directors are included in Board discussions and sufficient executive sessions are scheduled as needed.
- Advise the Chairman and the Chief Executive Officer as needed on quality, quantity and timeliness of information supplied by management to the Independent Directors and ensure that any additional information requested by the Board members is included in the materials prepared by management.
- Coordinate activities and call meetings of the Independent Directors, as appropriate.
- Meet with the Chairman and the Chief Executive Officer periodically on strategic and other Company matters.
- Together with the Chairman, provide performance feedback as needed to individual directors based on individual director performance feedback received as part of the annual Board assessment process.
- As needed, receive, review, and oversee acting upon communications from stockholders or other interested parties when those interests should be addressed by a person independent of management.
- As appropriate, make recommendations as needed concerning retention of outside advisors and consultants reporting to the Board on board related issues.
- Perform other duties and responsibilities as the other Independent Directors may choose or as the Board may from time to time delegate.