



CLASSIFIED ACTIVITIES OVERSIGHT COMMITTEE

Statement of Purpose

The purpose of the Classified Activities Oversight Committee (the "Committee") is to provide oversight of the Company's activities that for purposes of national security have been designated as classified by the United States government.

Composition, Membership and Operation

1. **Composition of Committee.** Given the nature of the Committee's duties and responsibilities, it may be necessary or desirable for members of the Committee to have specialized security clearances. Members of the Committee shall be appointed to, and may be removed from, the Committee by the Board of Directors (the "Board").

2. **Operation of Committee.** A majority of the members of the Committee shall constitute a quorum for doing business. All actions of the Committee shall be taken by a majority vote of the members of the Committee present at a meeting at which a quorum is present or by unanimous written consent. The Committee Chair, who shall be selected by the Board, is responsible for the leadership of the Committee, including preparation of meeting agendas. The Committee may, at its discretion, delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.

3. **Meetings.** The Committee shall meet as often as it deems necessary in order to perform its responsibilities. If necessary, the Committee Chair may call special meetings of the Committee. The Committee shall keep written minutes of its meetings and the Committee Chair shall regularly report to the Board on its activities.

Duties and Responsibilities

The authority and responsibilities of the Committee include:

1. Classified Activities Oversight

- Overseeing the mechanisms and controls in place to manage the strategic, operational and financial aspects of the Company's classified activities.
- Periodically review and make recommendations to the Board and management concerning the following:
 - Policies, processes, procedures, training, risk assessment and management activities applicable to the Company's classified activities, to the extent they deviate from those applicable to the Company's non-classified activities.
 - Reports from the Special Projects Committee, which reviews classified and unclassified programs involving special operational, reputational or legal risks, and employees deployed to high-risk geographies.
 - Reports from management on particular classified activity projects involving significant performance, reputational or legal risks.

- Other classified activity issues that the Board or management requests the Committee to review.

2. Committee Evaluation

- Conduct an annual evaluation of the Committee's performance and report the results of such evaluation to the Board.
- Conduct an annual evaluation of the Committee's charter and recommend any changes to the Nominating and Corporate Governance Committee.

Limitations Inherent in Committee's Role

Although the Committee has the duties and responsibilities set forth in this charter, the Committee's role is one of oversight, while the Company's management is responsible for developing the Company's strategy and managing the operational and financial performance of the Company's classified activities. In addition, the Committee is not responsible for preparing or ensuring the accuracy of the Company's financial statements or planning or conducting an audit of the Company's classified activities, which are the sole responsibility of management and the Company's independent registered public accounting firm, respectively. The Committee through its oversight role is responsible for ensuring that the Company maintains appropriate policies and guidelines to comply with all laws applicable to the Company's classified activity. The Committee is also responsible for ensuring that the Company has appropriate training procedures and practices to familiarize employees working on classified projects with these requirements. However, it is the direct responsibility of management to ensure compliance at the operational level. It is recognized that certain programs may have government-imposed special or compartmentalized access requirements that limit the ability of Committee members to obtain access to information pertaining to such programs and activities.

Advisors

The Committee shall have the authority to retain and obtain advice and assistance from such advisors as it believes may be necessary to fulfill its responsibilities. The Committee shall also have authority to approve such advisor's fees, expenses and other terms of its retention. The Company shall provide appropriate funding, as determined by the Committee, for paying the fees and expenses of any advisor retained by the Committee.

Additional Duties and Responsibilities

The Committee shall undertake such additional duties and responsibilities as the Board may, from time to time, prescribe.

May 11, 2018