

ENGEL LAW P.L.L.C.

RETAINER AGREEMENT

Thank you for contacting us. This confirms that you retain Engel Law PLLC (“Engel Law” or the “Firm”), and that you have authorized Engel Law to act as your counsel in the above referenced matter, which can include the filing of a complaint against the Company, making a demand for inspection of books and records pursuant to 8 Del. C. §220, or affiliating with and retaining additional counsel.

Engel Law will prosecute this matter on a contingent basis, meaning you are not responsible for the payment of legal fees or litigation expenses to Engel Law or any affiliated firm, and you will never be asked for payment of any legal fees or contribution towards litigation expenses in connection with this matter. Legal fees and the reimbursement of litigation expenses will be paid by Defendants or related entities if there is a successful outcome (i.e. judgment or out-of-court settlement with Defendants), and then only if a court approves a request for such fees and expenses or the defendants agree to pay our fees and expenses in a private resolution. Under applicable rules, we are permitted to, and will, advance and be responsible for all costs and other litigation expenses necessary to effectively prosecute this matter.

As stated above, we may affiliate with or retain additional counsel in this matter. In that event, a division of the fees will be made, but such division will not result in an increase of the total fees sought from the court or awarded.

If the court does not permit the case to proceed or events transpire that make success highly unlikely, we will discuss with you whether the case will continue, and if so, on what basis.

If in our opinion this action should be resolved upon the subject Company’s agreement to issue corrective disclosures, we may negotiate a dismissal and release of your individual claim(s), and agree to a mootness fee with the Company.

Please do not hesitate to contact Engel Law for further discussion. Thank you for choosing the Firm to represent you!

Thank you and warm regards,



Read, approved and accepted by: _____

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