

**CORPORATE GOVERNANCE GUIDELINES OF**  
**M3N, Inc.**

Last updated: 9/1/2020

The Board of Directors (the “**Board**”) of M3N, Inc. (the “**Corporation**”) has been elected to provide effective oversight of the affairs of the Corporation for the benefit of the Corporation and the stockholders. The corporate governance guidelines (the “**Guidelines**”) were created to promote the functioning of the Board, the Board of Advisors (the “**Advisors**”), and its committees and to set forth common expectations as to how these Boards should perform their functions. The Board has a fiduciary duty towards the stockholders and oversees the business of the Corporation.

The following Guidelines are in addition to and are not intended to change or interpret any federal or state laws or regulations or the provisions of the Corporation’s Articles of Incorporation or Bylaws. The Guidelines should be interpreted in the context of all applicable laws and the Corporation’s bylaws, and other corporate governance documents. These Guidelines are subject to modification by the Board from time to time on the recommendation of the Corporate Governance Committee.

**I. BOARD OF DIRECTORS**

**COMPOSITION**

- **Size:** Directors are elected every two (2) years by the shareholders at the annual meeting of shareholders. The Bylaws of the Corporation provide that the Board will have either one, three, five, or seven directors. The Board believes that the Board should be of sufficient size to include a wide range of substantive expertise that is critical to the operation of the Corporation’s business but should not be so large as to impede the efficient oversight of the Corporation.

- **Board Membership:** All of the directors owe statutory duties to the Corporation. These duties mandate that each director act in what he or she reasonably believes to be the best interests of the Corporation at all times. The Board proposes a slate of nominees to the shareholders for election to the Board. The nominated directors must be voted in by the majority of the shareholders, and there will only be two directors up to election in any given year.

- **Director’s Term:** Each director will serve a two year term on the Board, and then be up for re-election where he or she can be re-elected for additional two-year terms if voted in again by the Board and serve as many terms as he or she may win.

- **Chairman of the Board/CEO:** One of the most important responsibilities the Board will have is to elect the Chairman of the Board. The Chairman must be part of the Board prior to being elected. The Chairman will have a five year term, and the Chairman can be re-elected for additional five-year terms if voted in again by the Board and serve as many terms as he or she may win.

## BOARD RESPONSIBILITIES

- **CEO Performance Evaluation:** The Board will be in charge of assuring that the CEO is meeting its duties and is performing according to the goals of the Corporation and the goals that he or she has set annually.
- **Succession Planning:** The CEO is responsible for planning for a potential successor CEO as well as successors for other key management positions within the Corporation. The CEO should periodically report to the Board on that succession plan, including recommendations as to a successor in the event of an unexpected disability or other emergency situation.

## BOARD EXPECTATIONS

- **Attendance:** All directors shall attend all regular, special, or emergency meetings, and if a director cannot attend in person they must attend the meeting virtually. Directors will be excused from attending meetings if they have a health emergency or death in the family, and he or she shall notify the Secretary via telephonic or electronic email, if possible.
- **Participation:** Each director must come prepared to discuss and provide insight on all the points listed in the agenda of the meeting. Directors should be aware of the stage the Corporation is in, and provide independent judgment with the best interest of the Corporation in mind.
- **Board Confidentiality Policy:** Board members shall not disclose to any member of the public any confidential information acquired by virtue of their position as a Board member. The Board shall not permit any unauthorized person to inspect or have access to any confidential documents or other information.
- **Involvement with others:** Directors may (i) participate in charitable, academic, or community activities, and in trade or professional organizations, or (ii) hold directorships in other companies consistent with the Corporation's conflict of interest policies and corporate governance guidelines as in effect from time-to-time with the prior written approval of the Corporation, provided that all of the Director's activities outside of the Director's duties to the Corporation, individually or in the

aggregate, comply with the Corporation's conflict of interest policies and corporate governance guidelines as in effect from time to time and do not otherwise interfere with the Director's duties and responsibilities to the Corporation.

## MEETINGS OF THE BOARD OF DIRECTORS

- **Meetings:** The Board currently schedules, at minimum, two (2) meetings each year. Further meetings may be held (or action may be taken by unanimous written consent) at the discretion of the Board. The Board may have regular, special, and emergency meetings.

- **Agenda:** The Chairman of the Board is responsible for preparing an agenda for each Board meeting. Any director may suggest items for inclusion on the agenda. Management will seek to provide to all directors an agenda and appropriate materials several days in advance of meetings, whenever possible. The Board expects that meeting agendas will include on a regular basis a review of the Corporation's financial performance, strategies, and risks.

## COMPOSITION OF THE COMMITTEES

- **Number and Duties of Board Committees:** The Board currently has established the following standing committees to assist the Board in enforcing its responsibilities: (i) the Compensation Committee, (ii) the Audit Committee, and (iii) the Corporate Governance Committee. The Board may, from time to time, establish other committees to assist it in carrying out its duties. The duties of each standing committee of the Board will be spelled out in a committee charter, which shall periodically be reviewed and approved by the committees and the Board.

- **Composition and Leadership of Board Committees:** The Corporate Governance Committee provides recommendations to the Board on the composition and leadership of each of the committees except the Corporate Governance Committee. The membership and chairperson of the Corporate Governance Committee are to be recommended to the Board periodically by the chairpersons of each of the other standing Board committees, the CEO, and such other directors as the Board may designate from time to time. 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. Each committee chair will give a periodic report of his or her committee's activities to the Board.

- **Independence of Certain Board Committees:** The Corporate Governance Committee, Audit Committee, and the Compensation Committee shall be composed of directors who can be, employees of the Corporation or its subsidiaries, or any other individual having a relationship with the Corporation which, in the opinion of the Board, does not interfere with the Director's judgment to carry out their responsibilities as a Director, and who meets the applicable independence standards under the rules of ethical business conduct. A director may serve on more than one committee for which he or she qualifies.

## COMMITTEES

- **Compensation Committee:** This Committee is made up of two or three (2-3) Directors and focuses on the annual compensation reviews for our key executives. Each executive's compensation plan is primarily based on reaching specific performance metrics that are tied to the success of the Corporation.

- **Audit Committee:** This Committee is made up of two or three (2-3) Directors and oversees the integrity of our financial statements and compliance with legal and regulatory requirements.

- **Corporate Governance Committee:** This Committee is made up of two or three (2-3) Directors and is responsible for the effective composition and operation of our Board, including structure, membership, and refreshment. The Committee plays an active role in managing corporate governance and reputational risk for the corporation.

## OTHER BOARD OF DIRECTORS POLICIES

- **Ethics and Conflicts of Interest:** All directors, as well as officers and employees, are expected to act ethically at all times and adhere to the Corporation's policy governing ethical business conduct (the "**Code of Business Conduct**"). All directors, and all entities in which a director is an officer or director or has an ownership interest, are expected to deal with the Corporation on an arm's-length basis. All transactions between the Corporation and any such entities should be approved in advance by at least a majority of the Board. In such an event, the interested director should recuse him or herself from, and should not participate in, the vote.

- **Self-Evaluation:** The Board of Directors shall be responsible for annually conducting a self-evaluation. It is deemed necessary to evaluate and judge each and every director's performance, the Corporation's results, and make recommendations to optimize results in following years.

## II. BOARD OF ADVISORS

The purpose of the Board of Advisors (“**Advisors**”) is to generate contacts for the Corporation, give advice to the Board of Directors, and help grow the business in the best way possible. Advisors provide knowledge in their respective fields and guide the Corporation towards success. Additionally, Advisors give objective guidance to the Board of Directors, yet their advice is not binding. Inherently being an advisor is not to make decisions but increase the confidence of the Board of Directors who are the decision makers.

### COMPOSITION OF THE BOARD OF ADVISORS

- **Size:** The Corporation has a set of internal and external advisors which compose the Board of Advisors. The Board of Advisors can be composed of between five and twenty advisors plus a chairperson.
- **Term:** Advisors are elected for a two (2) year term and must be elected or reelected by the majority of the Board of Directors.
- **Candidates:** Managers, Officers, and Directors of the Corporation may present candidates for the Board of Advisors to the Board of Directors each time there is an election scheduled. To be considered as a candidate, the candidate must be an expert in an area important for the development and growth of the Corporation, have a strong professional and educational background, have an unwavering commitment to the Corporation, have integrity, be responsible, and be reliable.

### ADVISORS' RESPONSIBILITIES

- **Support:** Advisors must support the board by providing expert insight, information, and contacts. However, it must be clear that ultimate decision-making authority lies with the Board of Directors.
- **Improvement:** Diversity is a key value for the Corporation, and therefore, Advisors are expected to be from diverse geographic locations, have diverse personal, professional and educational backgrounds. Advisors will provide insight, contacts in, and market expertise and understanding of local and global business and political culture.
- **Develop Business:** Advisors shall help develop the Corporation's business by opening doors, making introductions, and acting as ambassadors on behalf of the Corporation within industry, society, politics, and culture. Advisors always

represent the Corporation, as such, Advisors are expected to always behave with the highest levels of ethics and professionalism.

### ADVISORS' EXPECTATIONS

- **Attendance:** All Advisors must attend all regular, special, or emergency meetings, and if they cannot attend in person they must attend virtually. Advisors will be excused from attending meetings if they have a health emergency or death in the family.

### MEETINGS OF THE BOARD OF ADVISORS

- **Meetings:** Each advisor commits to provide their time and knowledge during the meetings, and give advice to the best of their abilities. The Board of Advisors shall meet twice per year, between thirty and sixty days prior to Board of Directors' meetings. The Committees of the Board of Advisors shall meet between fifteen and thirty days prior to scheduled Advisory Board meetings. Both, the Board of Advisors and the Committees may call for extraordinary meetings if deemed necessary. All meetings may be conducted electronically.

- **Agenda:** Directors and Officers provide Advisors and Committees with meeting agendas fifteen days prior to meetings. Any advisor may suggest items for inclusion on the agenda. Meeting minutes and advice given in the meeting shall be written and given to the Secretary of the Board for delivery to the Board of Directors.

### BOARD OF ADVISORS COMMITTEES

The Board of Advisors will have five standing committees:

1. Corporate Governance
2. Technology and Data
3. Banking and Finance
4. Real Estate and Market
5. Investors and Investor Relations

Additional committees may be created by the chairman of the Board of Advisors as they become necessary. Committees must be composed of an odd number of advisors plus an inside advisor. Committees are created to expand the strategy of the Corporation and to supply the Board with new opportunities. Each committee will be composed of one to three independent advisors and one inside advisor (director,

officer, or employee of the Corporation) that will not be allowed to vote unless his or her vote is necessary to prevent deadlock.

## OTHER BOARD OF ADVISOR POLICIES

- **Death, impeachment, or resignation:** The term of service of Advisors and the chair of the committee(s), will not change in the event of death, impeachment, or resignation. When an advisor dies, is impeached, or resigns, the inside advisor replaces that advisor's vote in the committee. However, if more than one advisor dies, is impeached, or resigns, an extraordinary election will be held to replace them. Replacement will not change the term of service of the replaced advisor.
- **Ethics and Conflicts of Interest:** All advisors are expected to act ethically at all times and adhere to the Corporation's policy governing ethical business conduct (the "**Code of Business Conduct**").
- **Board Evaluation:** The Board evaluates the job the advisors do annually, takes into consideration the advice given throughout the year, and reexamines the solutions provided.

Any questions you may have on this Corporate Governance Guidelines should be referred to your immediate supervisor, or to the Governance and Compliance Counsel.

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