

Wikoff Color Corporation
CORPORATE GOVERNANCE GUIDELINES

As Adopted October 14, 2020

In order to promote the effective governance of the Company, the Board of Directors has adopted these guidelines and will amend them in the future as it deems appropriate.

As stated in the By-Laws of Wikoff Color Corporation, the Company's business and affairs are managed under the direction of the Board. The Board acts on behalf of the Company's shareholders and is the ultimate decision-making body of the Company, except on matters reserved for or shared with the shareholders under the laws of North Carolina.

1. Director Qualifications

Directors of the Company must be individuals with very high integrity, business savvy developed through experience, the ability to think independently, and a strong shareholder orientation. Directors are expected to have a genuine interest in the Company and to have or develop an understanding of an employee-ownership culture and how it can fuel a company's success.

A majority of the Board will be independent as subsequently defined in these guidelines. The Board does not have limits on the number of terms a director may serve; however, directors shall not stand for reelection at the first annual meeting following age 70.

2. Board Size and Committees

The Board size is presently 5 members. Under the By-Laws of the Company, the Board has the authority to change its size to a number of directors that is no less than 3 and no more than 7, and the Board will periodically review its size as appropriate.

The Board has two committees, Audit and Compensation, and each consists solely of independent directors. The Board may, from time to time, establish and maintain additional or different committees, as it deems necessary or appropriate.

3. Selection and Election of Directors

Director qualifications are reviewed by the directors and the Board in connection with the nomination of candidates for election at the Annual Stockholders Meeting of the Company. Directors identify and evaluate proposed candidates for addition to the Board, including those proposed by third parties. Invitations to new directors are authorized by the Board. The Board can initially elect a new director to the Board if the director is added to the Board between Annual Meetings for a term that runs through the next Annual Meeting. All directors are elected at each Annual Meeting for a term that runs through the next Annual Meeting.

4. Director Responsibilities

The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders, and to conduct themselves in accordance with their duties of care and loyalty. They are expected to invest the time and effort necessary to understand the Company's business, including its strategies and challenges. Directors are expected to attend Board meetings and meetings of the committees on which they serve, prepare for meetings by advance review of any meeting materials, and actively participate in meeting discussions. They are also expected to make themselves available outside of Board meetings for advice and consultation.

5. Director Access to Management and Advisors

Each director has full access to the officers and all management employees of the Company and its subsidiaries. The Board and each of its Committees may retain independent advisors as it deems appropriate.

6. Board Meetings

The Board will normally meet 4 times per year. Meeting schedules are approved by the full Board, but one meeting is normally in late August on the same date as the Annual Stockholders Meeting of the Company. The Chairman of the Board, with input from other directors, is responsible for establishing the agenda for each Board meeting. Each director is free to raise, at any Board meeting, subjects that are not on the agenda for that meeting. At least once a year, the Board reviews the Company's long-term plans and the principal issues that the Company will face in the future.

7. Director Independence

A director is considered independent if the Board determines that the director has no material relationship with the Company other than in his or her roles of director and shareholder. The Board has established the following standards to assist in assessing director independence: (i) A director will not be considered independent if the director or an immediate family member is, or has been within the past two years, an employee of the Company. (ii) A director will not be considered independent if the director or an immediate family member is, or has been within the past two years, in a business relationship with the company in which more than \$20,000 of direct compensation is received from the Company, other than director and committee fees and pension and other forms of deferred compensation for prior service. (iii) A director will not be considered independent if the director or an immediate family member is a partner or employed by a firm that is the Company's external auditor. (iv) An immediate family member includes a director's spouse, parents, children, siblings, mother-in-law, father-in-law, sons-in-law, daughters-in-law, brothers-in-law, sisters-in-law, and anyone (other than domestic employees) who shares the director's home.

8. Chairman of the Board

The Board does not have a firm policy as to whether the position of the Chairman of the Board and the position of the Chief Executive Officer of the Company ("CEO") should be separate and reserves the right to decide what is in the best interest of the Company at any point in time. The Board does, however, support the concept of having one of the independent directors serve in a position of leadership as either a non-executive Chairman or a Lead Independent Director.

The Chairman will be elected by the Board to be the leader of the Board, keep the members focused on the appropriate objectives and issues, establish meeting agendas, chair Board meetings and, occasionally, serve as Board spokesperson. The Chairman will maintain regular communication with other directors and with management of the Company. A non-executive Chairman will provide advice and mentoring to the CEO as appropriate. The Chairman will take a lead role in CEO succession planning and Board evaluations.

9. Lead Independent Director

If the CEO and Chairman roles are combined or if the Chairman is not otherwise an independent director, the Board will elect a Lead Independent Director. The Board will consult with the CEO prior to selecting the director to fill this role. The Lead Independent Director will (i) facilitate communications and serve as the principal liaison between independent directors and the CEO, (ii) chair executive sessions of the Board and provide feedback to the CEO on matters discussed at these meetings, and (iii) counsel with and provide feedback to the Chairman as appropriate. If the Chairman is independent, the Chairman will perform these functions and the position of Lead Independent Director will not be necessary.

10. Executive Sessions

The non-management directors meet in regularly scheduled executive session (i.e., without directors who are members of management). The presiding director at executive sessions will be either the Chairman of the Board, if independent, or the Lead Independent Director. The independent directors may also meet in a separate executive session consisting solely of independent directors at any time the independent directors deem it to be beneficial.

11. Director Compensation

Only directors who are neither an employee of the Company or a subsidiary receive compensation for serving on the Board. Changes in the form and amount of director compensation are determined by the full Board, taking into consideration the Company's policy that the fees should not be of significant consequence to any director serving the Company. The Company does not purchase directors and officers liability insurance for its directors or officers; however, it has provided indemnification for its directors and officers to the maximum extent allowable under the laws of North Carolina.

12. Orientation and Continuing Education

The Chief Executive Officer is responsible for providing orientation materials to and scheduling an orientation session with new directors. The CEO and other officers of the Company will lead the orientation session. The orientation will include an overview of the Company's business, organizational structure, ownership culture and values, as well as a review of the Company's financial statements.

Directors are expected to maintain the necessary level of expertise to perform his or her responsibilities as a director. The Company does not maintain a formal continuing education program; but the Chief Executive Officer will be responsible for periodically providing ongoing education opportunities for directors to learn more about the Company's business and its industry.

13. Management Succession

The Board is responsible for assuring that the Company has the appropriate successors to the CEO and other corporate officers. The CEO reports periodically to the Board on executive management succession planning, and the Board regularly reviews succession planning and management development.

14. Performance Evaluation

The performance of the Company's CEO is reviewed annually by the Compensation Committee and by the Board in executive session. The Board evaluates its own performance and the performance of its committees at least annually in executive session.

15. Interaction with Third Parties

Management is the primary voice of the Company.

16. Public Disclosure of Corporate Governance Policies

The Company posts on its website copies of the current version of these guidelines and discloses in its notice of annual meeting of stockholders that such information is available on its website.