



# Executive Agility

## Value Proposition: Independent Board Director Placement

### We Build Boards That Perform to the Highest Standards.

*Strengthen your Board for performance, compliance & institutional credibility.*

*Executive Agility sources, vets & places highly credentialed Independent Board Directors into US public company boards listed on Nasdaq & NYSE - matching the right directors to the right boards, based on fit & capability.*

#### Who We Place & How We Do It

- **Board Composition Review:** we assess current board composition & committee structure against SEC & exchange requirements to identify profile & credential requirements.
- **Independent Board Directors:** permanent / fixed term placement of governance generalists who satisfy SEC Rule 10A-3 & Nasdaq / NYSE independence standards without qualification.
- **Audit Committee Chairs & Members:** including SEC-designated Audit Committee Financial Experts (ACFE) under SEC Rule 407.
- **Compensation Committee Chairs & Members:** fully independent under Exchange Act Rule 10C-1, Nasdaq Rule 5605(d) & NYSE Section 303A.05 - with experience overseeing executive compensation, equity plans & Say-on-Pay.
- **Nominations & Corporate Governance (NCG) Committee Chairs & Members:** fully independent under Nasdaq Rule 5605(e) & NYSE Section 303A.04 - experienced in director nomination, board evaluation & ESG governance oversight.
- **Qualification & Independence Verification:** every candidate is screened for good standing & SEC independence tests, exchange listing standards & committee-specific technical requirements.
- **Post-Placement Governance Support:** we remain available to advise the board on governance framework design, disclosure controls & listing standard requirements.

#### Why Board Composition Cannot Wait

- **Exchange deficiency notices are preventable:** board & committee composition gaps are among the most common reasons companies receive Nasdaq / NYSE deficiency notices. We proactively address.
- **Early placement = lower cost & lower risk:** a board properly composed before listing is effective from day one - remediation after a deficiency notice costs multiples of the proactive solution.
- **Institutional investor credibility:** ISS & Glass Lewis evaluate board composition closely - a board that looks independent on paper but lacks genuine expertise & depth may attract scrutiny.

#### The Executive Agility Difference

- **Not headhunters:** Our placement expertise is built on decades of actual Board experience; governance advisory & listing execution - we understand SEC independence requirements, committee obligations & what institutional investors actually look for.
- **Led by Board Directors:** every placement is led by our CEO, who is a registered & qualified Board Director with 17 years Board experience, 14 years CEO experience. Supported by executives who have held CEO, CFO & board roles through actual listings.
- **FPI capability:** directors with US SEC credentials & cross-border governance experience for Foreign Private Issuers listed on Nasdaq or NYSE.

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