CloudOne Digital
Delegation of Authority and Signature Authority

Confidential

The DELEGATION OF AUTHORITY (DOA) summarizes the signature and approval process for business, legal and financial commitments, such as contracts, significant customer agreements, large purchase requisitions, capital expenditures, etc. The DOA is intended to allow CloudOne Digital and its subsidiaries and affiliates (and any references to CloudOne Digital herein includes any subsidiaries) to operate in a fluid manner, while adhering to bank agreements and covenants, company policies and procedures, and CloudOne Digital's legal and financial obligations. The DOA applies to every member of the Company. It is the responsibility of the business sponsor to obtain any required DOA approvals. It is the responsibility of the approved signatory to confirm that appropriate DOA approvals have been obtained prior to signing. Any exceptions to the DOA signoff and approval requirements must be approved by the Chief Executive Officer.[1] The DOA is effective immediately. The DOA is written with titles rather than individual names.

Title	Abbreviation	Name of Person Currently Holding this Role
Audit Committee of Board	AC	
Board of Directors	BOD	
CEO	CEO	Bob Lyons
Chief Financial Officer	CFO	Ben Reich
Chief Legal and Administrative Officer	CLO	Sheila Flaherty
Chief People Officer	CPO	Kathy Austin
President Servers.com	PSDC	Nick Dvas
Chief Growth Officer	CGO	Erin Raese
Chief Technology Officer	CTO	Konstantin Bezruchenko
Executive Leadership Team	EXEC	Direct reports to CEO (B. Reich, S. Flaherty, K. Austin, N. Dvas, E. Raese)
Director-level employee	DIR	An employee at the Director level or above
Legal	LEG	Any one of the following members of the Legal Department: Sheila Flaherty, Emily Babalas, Amanda Alonefti, Stacey Armeftis
Financial Planning and Analysis	FP&A	Member of the FP&A Department at Director level or above
Vice President	VP	An employee at the Vice President level or above

[1] Notes on using this DOA:

- Only those listed in the "People who are Authorized to Sign" column are authorized to sign the agreement or document. Any one of those people may sign. In addition, this authorization extends to any member of the Board of Directors of the relevant legal entity entering into the agreement, who shall also be deemed an authorized signatory.
- Entries with commas indicate that all the parties listed must be involved. Entries separated with an "or" indicate that either party listed may be involved.
- All foreign currency amounts should be converted into US currency amounts based on the current year budgeted foreign exchange rate.
- If the individual(s) necessary for approval and/or signing is not available, then the person to whom that individual reports may approve and/or sign on their behalf.
- Any delegation must be documented, in writing. Further, authorized approvers and/or signers can only delegate to a supervisor, except that EXEC can delegate to any EXEC or to the CEO. Any delegation outside of these parameters must first be approved in writing by either the CLO or the CEO.
- The amounts listed in this DOA are annual amounts.

Category	***DOA Approval Required***	***People who are Authorized to Sign***	***Must be Copied on Initial Version and Final Signed Copy***
Acquisitions, Mergers and Corporate Dispositions			
Acquisition or disposition of Corporation or subsidiary or legal entity or assets	CEO, CFO, CLO, BOD	CEO or CFO or CLO	CLO
Equity participation in another Company	CEO, CFO, CLO, BOD	CEO or CFO or CLO	CLO
Bank Accounts			
Open or close bank accounts. Appoint or change signatories	CFO or CEO		
Borrowing Agreements ● Establishing Lines of Credit, Loans, etc. ● Borrowing on Established lines	CFO, CLO, CEO CFO	CEO	CLO
Capital Spending/[2]			
$0-$10,000	DIR	VP	LEG
$10,001 - $50,000	VP or CTO, FP&A	EXEC or CTO	LEG
$50,001 - $500,000	CFO, EXEC	EXEC	LEG
≥$500,001 or unbudgeted	CFO, CEO, EXEC	CFO or CEO	CLO
Consultant Contracts (including initial hiring, extensions and amendments thereto) [3]			
CloudOne Digital's Standard Form Contract[4]			
<$100,000	EXEC	EXEC	LEG
≥ $100,000 ***Contracts***[5] ***– Vendors (including OPEX)***	CFO, CPO, EXEC, CEO	CEO or EXEC	CLO
$0 - $1,000	***LEG***		
$1,000 - $10,000	DIR, LEG	VP	LEG
$10,001 - $50,000	VP, FP&A, LEG	EXEC	LEG
$50,001 - $500,000	EXEC, LEG	EXEC	LEG
>$500,001	CFO, CLO, EXEC, CEO	CEO	CLO
Commitment/Obligation			

[2] Decisions to finance or lease CAPEX projects already approved under the DOA is at the discretion of the CFO and do not require additional approvals.
[3] Amounts are for engagements of 12 month term.
[4] The Standard Form Contract is the **MOST CURRENT VERSION** of the CloudOne Digital Form Consultant Agreement available directly from the Legal Department without any changes or alterations. Any non-standard consulting contract requires LEG review.
[5] New or updated equipment purchases or schedules that fall under previously approved and executed agreements do not require additional Legal review or approval, unless such schedules or exhibits change the terms of the prior agreement.

Category	*DOA Approval Required*	*People who are Authorized to Sign*	*Must be Copied on Initial Version and Final Signed Copy*
>$500,000 Commitment/Obligation	CFO, CLO, EXEC, CEO	CEO	CLO
NDAs			
Standard Form[6]	None	DIR or above or LEG	LEG
Non-standard form	LEG	DIR or above (once changes are approved) or LEG	LEG
Employee Compensation			
- Chairman & CEO	BOD		CLO, CPO
- EXEC	CEO		CLO, CPO
- Non-exec level	EXEC		CLO, CPO
Employment Offer Letters: Base Salary >$150,000 or VP and above	EXEC (as appropriate), CPO, LEG, CEO	CEO or CPO	CLO, CPO
Standard Form **Offer Letters**[7]	CPO, EXEC	CPO or EXEC	CPO
Non-standard employee non-disclosure, non-compete agreements or other non-standard agreements with employees or employment contracts (including any relocation provisions)	CPO, CLO, EXEC	CPO or CLO or EXEC	CLO, CPO
Employment Terms, (change in) For existing employee, any change of compensation including base, bonus or equity[8]	CPO, see **Granting of Equity** for required approvals for equity		
Compensation Plans & Payout			
Sales Compensation Plans and Bonus Plans (design and documentation)	CEO, CFO, CPO, LEG		
Bonus Plan & Sales Commission Plan for CGO Payout	CEO, CFO, CPO		
Sales Commission Plans (non-CGO) Payout	CPO, CGO, CFO		CEO, CPO
***Bonuses**: (extraordinary)*[9]			
CEO	BOD		CFO, CLO, CPO
EXEC	CEO		CFO, CLO, CPO
Others:			

[6] The Standard Form Contract is the **MOST CURRENT VERSION** of the CloudOne Digital Form NDA available directly from the Legal Department without any changes or alterations. Any non-standard NDA requires LEG review.
[7] Any non-standard offer letters or non-competes or any offers containing equity or any offers that require US visas/immigration status support must be approved by the CLO.
[8] Any equity grant or revision to existing equity grant is subject to the equity plan and BOD approval and must only be offered in accordance therewith.
[9] Any bonus not in accordance with established compensation plans.

Category	***DOA Approval Required***	***People who are Authorized to Sign***	***Must be Copied on Initial Version and Final Signed Copy***
< $500	EXEC, CFO		CPO
≥ $500	CEO, CFO, CPO		CPO
Other Agreements			
Severance: <$150,000	LEG, CPO	CPO or LEG or EXEC	LEG, CPO
Severance: ≥$150,000	CEO, CPO, CFO, CLO	CFO or CPO or CLO or CEO	CFO, CLO, CPO
Granting of Equity [10]	CFO, CLO, BOD, CEO	CEO or CLO	CLO, CPO
Facility Leases (Entering or terminating, excluding data center leases)			
<$500,000	LEG, CFO	CFO or CLO	LEG, FP&A
>$500,001	LEG, CFO, CEO[11],	CFO or CEO	LEG, FP&A
Facility Leases (Entering or terminating Data Center Leases)			
NEW data center	LEG, CFO, CTO	CFO or CLO	LEG, FP&A
CURRENT DATA CENTER			
<$1,000,000	LEG, CTO	CTO or LEG	LEG, FP&A
>$1,000,001	LEG, CTO, CFO, CEO	CFO or CLO or CEO	LEG, FP&A
Human Resource, Personnel, Security and Employment Policies and Insurance	LEG, CPO CEO		CLO
New or changing policies/brokers	CLO, CFO	CLO or CFO	
Material changes in coverage	CLO, CFO, CEO	CLO or CFO or CEO	
Changes in D&O liability coverage	CLO, CFO, CEO	CLO or CFO or CEO	
Legal			
Engagement of outside counsel	CLO	CLO (engagement letter)	
Letters of Intent	CLO	CEO (for transactions and corp dev related), EXEC	CLO
Litigation (Settlement)[12]			
≤ $25,000	CLO	LEG	LEG
$25,001 - $100,000	CFO, CLO	LEG or EXEC (as it relates to a specific department)	LEG
≥$100,001	CEO, CFO, CLO	CEO or CLO	CFO, LEG
Purchase Orders[13]			

[10] All equity grants are subject to the equity plan and BOD approval and must only be granted in accordance therewith.
[11] CEO approval is not required for any individual sublease of existing space, provided CEO approved subleasing such space.
[12] This applies whether CloudOne Digital or any of its subsidiaries is a plaintiff or a defendant in the litigation.
[13] Purchase Orders and/or invoices for spend that already has a current DOA approval do not require another DOA approval.

Category	***DOA Approval Required***	***People who are Authorized to Sign***	***Must be Copied on Initial Version and Final Signed Copy***
$1,000 - $10,000	DIR	VP	
$10,001 - $50,000	VP, FP&A	EXEC	LEG
$50,001 - $500,000	EXEC, CFO	EXEC	LEG
≥$500,000	CFO, CEO, EXEC	EXEC or CEO	LEG
Subsidiaries: Creating or Dissolving Legal Entities	CLO, CFO		
CUSTOMER CONTRACTS			
Standard template[14] without changes	None	VP or above	LEG
Customer or Partner Contract (non-standard)	LEG	VP or above	LEG

[14] A standard template is the MOST CURRENT version of the relevant form contract (i.e., Terms of Service, Large Customer Order Form, etc.) without any changes. Any changes to any standard template must be reviewed and approved by Legal. To be clear, the online Terms of Service (ToS) is considered a standard template and no Legal review is needed if the customer adopts the online ToS, as is.