

CORPORATE GOVERNANCE GUIDELINES

SYNCHRONOSS TECHNOLOGIES, INC. BOARD OF DIRECTORS GUIDELINES ON SIGNIFICANT CORPORATE GOVERNANCE ISSUES

A. BOARD COMPOSITION

1. Selection of Chairman and CEO

The Board should be free to make this choice any way that seems best for the Company at a given point in time.

The Board does not have a policy on whether or not the roles of Chief Executive Officer and Chairman should be separate and, if they are to be separate, whether the Chairman should be selected from the non-employee Directors or be an employee.

2. Size of the Board

Subject to the rights of the holders of any series of preferred stock to elect additional directors under specified circumstances, the Board shall fix the number of directors from time to time in accordance with the Company's Amended Restated Bylaws, and periodically review the appropriate size of the Board.

3. Mix of Inside and Outside Directors

The Board believes that there should be a substantial majority of independent directors on the Board. However, the Board believes that it may be useful and appropriate to have members of management, including the Chief Executive Officer, as directors.

4. Board Definition of What Constitutes Independence for Outside Directors

Each director designated as an independent director shall be independent in accordance with the applicable rules of the Nasdaq National Market and the Securities and Exchange Commission. Because it is not possible to anticipate or explicitly provide for all potential conflicts of interest that may affect independence, the Board is also responsible to affirmatively determine that each independent director has no other material relationship with the Company or its affiliates or any executive officer of the Company or his or her affiliates. A relationship will be considered "material" if in the judgment of the Board it would interfere with the Director's independent judgment.

The Board may, from time to time, designate an independent director designated as the Lead Independent Director. The Lead Independent Director shall be responsible for calling special meetings of the independent directors, chairing all meetings of independent directors and performing such other responsibilities as shall be set forth in a written charter adopted by the Board or designated by a majority of the independent directors may designate from time to time. Service as Lead Independent Director shall not exceed five consecutive years.

5. Board Membership Criteria

The Nominating/Corporate Governance Committee is responsible for reviewing with the Board from time to time the appropriate skills and guidelines required of Board members in the context of the current make-up of the Board. These guidelines and skills of the Board, as a whole, may include (i) various and relevant career experience, (ii) relevant skills, (iii) financial expertise, (iv) diversity and (v) local and community ties. The minimum qualifications and skills that each director should possess include (i) the highest professional and personal ethics and values, (ii) broad experience at the policy-making level in business, government, education, technology or public interest, (iii) a commitment to enhancing stockholder value and (iv) sufficient time to carry out their duties and to provide insight and practical wisdom based on experience. The Nominating/Corporate Governance Committee evaluates the foregoing factors, among others, and does not assign any particular weighting or priority to any of these factors.

6. Recommendation of Candidate by Stockholders

The Board's policy is to consider all bona fide director candidates recommended by stockholders of the Company. The Board has established the following procedures by which stockholders may submit recommendations of director candidates:

- (a) To recommend a candidate for election to the Board, a stockholder must notify the Nominating/Corporate Governance Committee by writing to the Chairman.
- (b) Such stockholder's notice shall set forth the following information:
 - (i) To the extent reasonably available, information relating to such director candidate that would be required to be disclosed in a proxy statement pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in which such individual is a nominee for election to the Board;
 - (ii) The director candidate's written consent to (A) if selected, be named in the Company's proxy statement and proxy and (B) if elected, to serve on the Board; and
 - (iii) Any other information that such stockholder believes is relevant in considering the director candidate.

7. Indemnification and Evaluation of Nominees.

The Nominating/Governance Committee is responsible for regularly assessing the appropriate size of the Board and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, the Nominating/Governance Committee is responsible for considering various potential candidates for director. The Nominating/Governance Committee should consider bona fide candidates from all relevant sources, including current Board members, professional search firms, stockholders and other persons. As described above, the Nominating/Governance Committee considers bona fide director candidates recommended by stockholders. The Nominating/Governance Committee

is responsible for evaluating director candidates in light of the Board membership criteria described above, based on all relevant information and materials available to the Nominating/Corporate Governance Committee. This includes information and materials provided by stockholders recommending director candidates, professional search firms and other parties.

8. Selection of New Director Candidates

All nominees for election to the Board shall be approved by a majority of the independent directors on the Board. The Board delegates the screening process involved to the Nominating Committee, with the expectation that other members of the Board and management will be requested to take part in the process as appropriate.

9. Directors Who Change Their Present Job Responsibility

The Board does not believe that directors who retire or change from the position they held when they came on the Board should necessarily leave the Board. There should, however, be an opportunity for the Board, via the Nominating/Corporate Governance Committee, to review the continued appropriateness of Board membership under these circumstances.

If any Director wishes to join the Board of another company, the Director must seek approval of the Audit Committee. If approved, the Chief Legal Officer (“CLO”) shall advise the full Board and confirm that no other Director has any objection.

10. Term Limits

The Board does not believe it should establish term limits. While term limits could help insure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who over time have developed increasing insight into the Company and its operations and therefore provide an increasing contribution to the Board as a whole.

11. Retirement Policy

The Board has adopted a retirement policy for officers and directors. Under the policy, inside directors, other than the CEO or a former CEO, who are also employees of the Company shall retire from the Board at the same time they relinquish their corporate officer title.

12. Board Compensation Review

The Board’s general policy is that Board compensation should be a mix of cash and equity-based compensation. Inside Directors will not be paid for Board membership in addition to their regular employee compensation. Independent Directors may not receive consulting, advisory or other compensatory fees from the Company in addition to their Board compensation.

The Company shall instruct a periodic third party review and evaluation of the Company’s compensation of Independent Directors.

It is appropriate for the staff of the Company to report from time to time to the Compensation Committee on the status of Board compensation in relation to other similarly sized U.S. companies. Changes in Board compensation, if any, should come at the suggestion of the Compensation Committee, but with full discussion and concurrence by the Board.

13. Directors Stock Ownership and Accelerated Vesting

Each director is required to own the number of shares of common stock with a value equal to three times the annual cash retainer for service on the Board. Ownership is calculated annually based on the closing sales prices of the common stock on Nasdaq for the last trading day in the prior year. Any newly elected director has three years from the date of his or her election to achieve the targeted equity ownership level.

With respect to any director who has at least 10 years of service as a director with the Company, in the event the director leaves the Company (other than for Cause) or dies, any unvested equity shall be accelerated; provided, however, any vested options shall be required to be exercised within 90 days of the director's last day as a director of the Company.

B. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. Primary Responsibilities

The primary responsibilities of the Board are oversight, counseling and direction to the management of the Company in the interest and for the benefit of the Company's stockholders. The Board's detailed responsibilities include:

- (a) Selecting, regularly evaluating the performance of, and approving the compensation of the Chief Executive Officer and other senior executives;
- (b) Planning for succession with respect to the position of Chief Executive Officer and monitoring management's succession planning for other senior executives;
- (c) Reviewing and, where appropriate, approving the Company's major financial objectives, strategic and operating plans and actions;
- (d) Overseeing the conduct of the Company's business to evaluate whether the business is being properly managed; and
- (e) Overseeing the processes for maintaining the integrity of the Company with regards to its financial statements and other public disclosures, and compliance with law and ethics.

The Board has delegated to the Chief Executive Officer, working with the other executive officers of the Company, the authority and responsibility for managing the business of the Company in a manner consistent with the standards and practices of the Company, and in accordance with any specific plans, instructions or directions of the Board. The Chief Executive Officer and management are responsible to seek the advice and, in appropriate situations, the approval of the Board with respect to extraordinary actions to be undertaken by the Company.

Each Board member is expected to (i) prepare for, attend, and participate in all Board and applicable Committee meetings and (ii) ensure that other existing and planned future commitments do not materially interfere with the member's service as a director. Each Board member is encouraged to attend the Company's annual meeting of stockholders in person.

2. Formal Evaluation of Chairperson of the Board

The Board shall annually review the performance of the Chairperson of the Board to ensure the individual is acting in the best interest of the Company and is: (i) determining the proper flow of information from management to the Board; (ii) working with the Chief Executive Officer ("CEO") to facilitate Board and shareholder meetings and agendas; (iii) assisting Board and executive officers in ensuring compliance with applicable laws and regulations; and (iv) leading the Board's evaluation of the CEO.

3. Appointment of Lead Independent Director

If during a period of four (4) years from the date hereof the positions of the CEO and Chairperson of the Board are no longer separated, a Lead Independent Director shall be appointed through a vote of the independent directors. The Lead Independent Director shall serve a one (1) year term, with a maximum tenure of four (4) years. The performance of the Lead Independent Director shall be evaluated annually by the independent members of the Board. Where the independent members of the Board determine that the Lead Independent Director is not sufficiently active or successful in providing meaningful leadership for the Board, he or she shall be replaced. In addition to the duties of all Board members (which shall not be limited or diminished by the Lead Independent Director's role), the Lead Independent Director shall be responsible for the following functions:

- (i) Coordinating the activities of the independent directors;
- (ii) Determining an appropriate schedule of Synchronoss's Board meetings, seeking to ensure that the independent directors can perform their duties responsibly while not interfering with the flow of Synchronoss's operations;
- (iii) The nature, quantity and timing of information provided to the independent directors by the Company's management;
- (iv) Approving the agenda for the Board and Committee meetings;
- (v) Implementation of corporate governance policies and procedures, including assisting the chair of the various Board committees as requested;
- (vi) Receiving reports from the Chief Compliance Officer ("CCO") regarding compliance with and implementation of corporate governance policies;
- (vii) Receiving reports from the CCO regarding recommended revisions to corporate governance policies;
- (viii) Coordinating and developing the agenda for, and moderating executive sessions of, Synchronoss's independent directors;
- (ix) Acting as the principal liaison between the independent directors and the CEO on topics or issues as requested by the independent directors, any Committee of the Board, or any other sensitive issues or topics; and
- (x) Evaluating, along with the members of the Compensation Committee, the CEO's performance and meeting with the CEO to discuss such evaluation.

4. Corporate Business Principles

Members of the Board shall act at all times in accordance with the requirements of the Company's Workplace Code of Ethics and Business Conduct, which shall be applicable to each Director in connection with his or her activities relating to the Company. This obligation shall at all times include, without limitation, adherence to the Company's policies with respect to conflicts of interest, confidentiality, protection of the Company's assets, ethical conduct in business dealings and respect for and compliance with applicable law. Any waiver of the requirements of the Workplace Code of Ethics and Business Conduct with respect to any individual director shall be reported to, and be subject to the approval of, the Board of Directors.

5. Board Oversight of Stock Repurchases

Before authorizing any program to repurchase Synchronoss common stock, the independent members of the Board shall evaluate management's recommendation and determine, independently, whether such a repurchase program is in the Company's best interest and is an appropriate use of the cash of the Company based on its current financial position and expected use of cash in the following twelve months.

Following authorization of a stock-repurchase program, the Board shall review and evaluate the program quarterly to confirm its assessment that the repurchase of shares at prevailing market prices is an appropriate use of Synchronoss' cash. The Board shall consider whether significant developments, such as Synchronoss' actual or expected operational performance, business strategy, relevant markets, risk profile, liquidity, capital structure, stock price, or material, undisclosed information require a re-evaluation or termination of the stock-repurchase program.

C. BOARD MEETINGS

1. Scheduling and Selection of Agenda Items for Board Meetings

Regular Board meetings are scheduled in advance and typically held four (4) times per year. In addition to regularly scheduled meetings, additional Board meetings may be called upon appropriate notice at any time to address specific needs of the Company. The Board may also take action from time to time by unanimous written consent.

The Chairman of the Board, in consultation with the other members of the Board, shall draft the agenda for each meeting and distribute it in advance to the Board. Each Director may propose the inclusion of items on the agenda, request the presence of or a report by any member of the Company's management, or at any Board meeting raise subjects that are not on the agenda for that meeting.

2. Board Material Distributed in Advance

Information and data that is important to the Board's understanding of the business should, to the extent practicable, be distributed to the Board in writing or electronically before the Board meets. Supplemental written materials will be provided to the Board on a periodic basis and at any time upon request of Board members.

As a general rule, materials on specific subjects should, to the extent practicable, be sent to the Board members in advance so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the material. Sensitive subject matters may be discussed at the meeting without written or electronic materials being distributed in advance or at the meeting.

3. Board Presentations and Access to Employees

The Board has complete access to any Company employee.

The Board encourages management to schedule managers to present at Board meetings who: (i) can provide additional insight into the items being discussed because of personal involvement in these areas, or (ii) have future potential that management believes should be given exposure to the Board.

4. Executive Reports

At every regularly scheduled Board meeting, the Company's CFO shall provide a report on the Company's financial condition and prospects, including a discussion of any material increases in expenses and liabilities, and any material decreases in revenues and earnings.

5. Outside Directors' Discussion

The Board's policy is to have a separate meeting time for the independent directors at each regularly scheduled meeting of the Board. The Lead Independent Director (to the extent one has been appointed) will assume the responsibility of chairing the regularly scheduled meetings of independent directors.

6. Director Orientation and Continuing Education

The Nominating/Corporate Governance Committee, with the assistance of management, is responsible for new-director orientation programs. The orientation programs should be designed to familiarize new directors with the Company's businesses, strategies and challenges and to assist new directors in developing and maintaining skills necessary or appropriate for the performance of their responsibilities. The Nominating/Corporate Governance Committee may also arrange for continuing education programs for Board members that may include a mix of in-house and third-party presentations and programs.

D. BOARD COMMITTEES

1. Number of Committees

The four regular committees are the Audit, Compensation, Business Development and Nominating/Corporate Governance Committees. There will, from time to time, be occasions on which the Board may want to form a new committee or disband a current committee depending upon the circumstances.

As outlined more specifically in the Audit Committee Charter, the Audit Committee oversees the Company's accounting practices, system of internal controls, audit processes, and financial reporting processes.

As outlined more specifically in the Compensation Committee Charter, the Compensation Committee discharges certain responsibilities of the Board relating primarily to executive compensation and makes recommendations to the Board regarding its remaining responsibilities relating primarily to executive compensation.

As outlined more specifically in the Business Development Committee Charter, the Business Development Committee is responsible for reviewing strategic business and growth opportunities.

As outlined more specifically in the Nominating/Corporate Governance Committee Charter, the Nominating/Corporate Governance Committee (i) oversees the nomination of directors for service on the Board and its committees and other related matters and (ii) reviews and considers developments in corporate governance practices and recommends to the Board a set of effective corporate governance policies and procedures applicable to the Company.

2. Assignment and Term of Service of Committee Members

The Board is responsible for the appointment of Committee members and Committee Chairperson. Committee assignments are reviewed annually and it is expected that Committee assignments will rotate from time to time among the Board members.

3. Frequency and Length of Committee Meetings and Committee Agenda

The Chairman of the Board, or Lead Independent Director as the case may be, in consultation with the Committee chairs and appropriate members of management, will determine the frequency and length of the Committee meetings and develop the Committee agendas. The agendas and meeting minutes of the Committees, will be shared with the full Board, and other Board members are welcome to attend Committee meetings.

4. Disclosure Committee

The Company's Disclosure Committee shall consist of senior members of the finance, legal, product, business operations, compliance, and sales departments and shall: (i) assist the Company in designing, overseeing and evaluating its disclosure controls and procedures; (ii) assist the Company's senior management in discharging their responsibilities under the Securities Exchange Act of 1934 ("Exchange Act") with respect to such controls and procedures; (iii) assist the Company in evaluating the accuracy, completeness, materiality, timeliness and consistency of the Company's public disclosures to investors and to advise the Company senior management with respect to the same; and (iv) undertake such additional responsibilities relating to the Company's public disclosures to investors, disclosure controls and procedures, and internal controls and procedures as shall be specifically requested by the Company's Board or senior management.

Specifically, the Disclosure Committee shall also be responsible for the following:

a. establishing controls and other procedures that are designed to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act, and other information that the Company may disclose to the public, is recorded, processed, summarized, and reported accurately and within the time periods specified in the rules and forms of the SEC;

b. designing, implementing, monitoring, and ensuring the effectiveness of the Company's disclosure controls and procedures;

c. evaluating the effectiveness of the Company's disclosure controls and procedures as of the end of each fiscal quarter and year-end;

d. reviewing the Company's Exchange Act filings (including Forms 10-Q, Forms 10-K, Forms 8-K, and proxy statements), registration statements, press releases containing financial information, information about material acquisitions or dispositions, or other information material to the Company's shareholders, correspondence to shareholders, and presentations to analysts and investors;

e. reviewing each Exchange Act report prior to filing with the SEC to assess the quality and completeness of the disclosures and whether the report is accurate and complete in all material respects;

f. reporting to and advising the CEO and Chief Financial Officer ("CFO") with respect to the certifications they must provide for the Company's quarterly and annual reports;

g. evaluating the materiality of information and events relating to, or affecting, the Company and determining the timing and appropriate method of disclosure of information deemed material;

h. undertaking any other duties or responsibilities as the CEO or CFO may, from time to time, prescribe;

i. discussing quarterly financial statements with the independent auditor and the overall scope and plans of the audit; and

j. ensuring that the Company and its representatives only make public statements based on information that satisfies GAAP.

The Disclosure Committee Charter shall be posted on the Company's public website. The Disclosure Committee Charter shall include the mission, composition, and responsibilities of the Disclosure Committee detailed herein.

The Chairperson of the Disclosure Committee shall attend all Audit Committee meetings and, as appropriate, provide Disclosure Committee updates to the Audit Committee.

The Disclosure Committee shall hold regular meetings prior to each annual and quarterly filing as required by the Exchange Act, and ad-hoc meetings from time to time as directed by the Disclosure Committee Chairperson. Representatives of the Company's independent auditor, other personnel of the Company, and/or representatives of its outside advisors may be invited to attend meetings of the Disclosure Committee, as deemed necessary and/or appropriate by the Disclosure Committee in performing its duties and responsibilities.

5. Chief Compliance Officer

The Company's Chief Compliance Officer shall be a non-Section 16 officer of the Company. The duties of the CCO shall include: oversight and administration of the Company's corporate governance policies, fostering a culture that integrates compliance and ethics into business processes and practices, and maintaining and monitoring a system for reporting and investigating potential compliance and ethics concerns. The CCO shall serve on the Company's Disclosure Committee.

The CCO shall: review all Section 10b5-1 trading plans; work with the CLO to evaluate the adequacy of the Company's internal controls over compliance and propose any improvements; oversee and review the Company's marketing materials and website; oversee employee training in risk assessment and compliance; and work with outside consultants where appropriate to assess risk and the Company's controls.

The CCO shall be primarily responsible for managing the Company's ethics and compliance program, and for assisting the Nominating and Corporate Governance Committee and the Board in fulfilling their oversight duties with regard to the Company's compliance with applicable laws and regulations.

6. Audit Committee

The Audit Committee shall meet at least six times annually.

The Audit Committee shall review with the Disclosure Committee any financial statements, including, but not limited to, any Form 10-Q, Form 10-K, Form 8-K, or annual proxy statement issued by the Company, to ensure sufficient material risk disclosures. Prior to the issuance of earnings guidance, the Audit Committee shall review and approve any such guidance with the Disclosure Committee to ensure that the proposed guidance has a reasonable basis, and that all material risks and contingencies are properly disclosed. This review shall include consideration of management's responses to the recommendations of the external and internal auditors. The financial statement review must assess the reliability of the Company's financial forecasting process and the reliability of internal financial control mechanisms.

The Audit Committee shall review the Company's Form 10-Q's and 10-K's, the "Management's Discussion and Analysis of Financial Condition and Results of Operation" section of the Company's annual audited and quarterly financial statements and proxy statements, and any Form 8-K regarding a material transaction. Prior to the issuance of any earnings release, the Audit Committee shall review and approve such release, including any recommendations of the Company's internal and external auditors.

7. Internal Audit Function

The Company shall maintain an Internal Audit Function. The Internal Auditor will review the Company's compliance with applicable Company policies and review key risk areas.

As often as the Internal Auditor deems appropriate, but at least on an annual basis, the Internal Auditor will report to senior management and Audit Committee on his/her findings, opinions, and recommendations, if any.

As often as the Internal Auditor deems appropriate, but at least on an annual basis, the Internal Auditor will submit to senior management and Audit Committee a risk-based internal audit plan for such fiscal year for review and approval.

8. Related Party Transactions

The Audit Committee will ensure corporate transparency and promoting fair transactions. The Audit Committee is responsible for reviewing related party transactions and ensuring all such transactions are conducted at arm's length.

A "Related Party Transaction" shall mean any financial transaction, arrangement, or relationship or series of similar transactions, arrangements, or relationships (including any indebtedness or guarantee of indebtedness) in which:

- a. the aggregate amount involved will or may be expected to exceed \$120,000 since the beginning of the Company's last completed fiscal year;
- b. the Company or any of its subsidiaries is a participant; and
- c. any Related Party has or will have a direct or indirect interest.

A "Related Party" shall mean:

- (i) person who is or was (since the beginning of the last fiscal year for which the Company has filed a Form 10-K and proxy statement, even if they do not presently serve in that role) an executive officer, director, or nominee for election as a director;
- (ii) greater than 5% beneficial owner of Synchronoss common stock; or
- (iii) an immediate family member, including a person's spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in such person's home (other than a tenant).

The Audit Committee shall have the authority to:

- a. evaluate and monitor existing relations with the Company to ensure all related parties are continuously identified;
- b. review and evaluate all Related Party Transactions, including consideration of:
 - the Related Party's relationship to the Company and interest in the transaction;
 - the material facts of the proposed Related Party Transaction, including the expected value of the proposed transaction;
 - the benefits to the Company of the proposed Related Party Transaction;
 - the availability of other sources of comparable products or services; and
 - an assessment of whether the proposed Related Party Transaction is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances.
- c. ensure that appropriate disclosures are made and/or information is provided to regulating and supervising authorities; and
- d. regularly report to the Board the Committee's activities, findings, decisions, deliberations, and recommendations to the Board, including that the Board take corrective measures for Related Party Transactions that violate laws or Company regulations.

All Related Party Transactions that are required to be disclosed in the Company's filings with the SEC, as required by the Securities Act of 1933, as amended, or the Exchange Act, as amended, and related rules and regulations, shall be so disclosed in

accordance with such laws, rules and regulations. All Board members and executive officers shall submit to the Related Party Transaction Committee and the CLO as part of the Company's Officers and Directors Questionnaire an up-to-date list of companies of which they are a director, an officer, and/or of which they own a controlling interest, and promptly update the list when any changes occur.

E. MANAGEMENT REVIEW AND RESPONSIBILITY

1. Formal Evaluation of Executive Officers

The Compensation Committee conducts, and reviews with the independent directors, an evaluation annually in connection with the determination of the salary and executive bonus of all Section 16 officers (including the Chief Executive Officer).

2. Formal Evaluation of Non-Employee Directors Compensation

The Company conducts and reviews with the Compensation Committee, an evaluation annually in connection with the determination of the compensation of non-employee Directors and accordingly reports to the Board with any recommendations it may have in connection therewith.

3. Succession Planning and Management Development

The Chief Executive Officer reviews succession planning and management development with the Board on an annual basis.

4. Board Interaction with Institutional Investors, Press, Customers, Etc.

The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that Board members would do this with the knowledge of management and, in most instances, at the request of management.

The Nominating/Corporate Governance Committee of the Board of Directors shall review these Corporate Governance Guidelines, on at least an annual basis and report to the Board with any recommendations it may have in connection therewith.

F. SHAREHOLDER – DIRECTOR COMMUNICATIONS

1. Policy

The Board believes that stockholders should have an opportunity to send communications to the Board.

2. Procedures

Any communication from a stockholder to the Board generally or a particular director should be in writing and should be delivered to the Chairman of the Board at the principal executive offices of the Company. Each such communication should set forth (i) the name and address of such stockholder, as they appear on the Company's books, and if the stock is held by a nominee, the name and address of the beneficial owner of the stock, and (ii) the class and number of shares of the Company's stock that are owned of record by such record holder and beneficially by such beneficial owner.

The Chairman of the Board shall, in consultation with appropriate directors as necessary, generally screen out communications from stockholders to identify communications that (i) are solicitations for products and services, (ii) matters of a personal nature not relevant for stockholders or (iii) matters that are of a type that render them improper or irrelevant to the functioning of the Board and the Company.

