

## Mod 2 Job Aid: Provision of the FOCI Mitigation Agreements

Elements of Agreements	BR	SCA	SSA	PA	VTA
Composition of the Board	No outside appointee required	At least one cleared Outside Director (OD), a cleared Officer/Director, and one or no Inside Director (ID) (or shareholder representative)	At least three cleared ODs, a cleared Officer/Director, and at least one Inside Director (ID) who represents the Foreign Parent (# of ODs more than IDs)	At least three cleared Proxy Holders (PHs) who become appointed to the Board of Directors and any Directors they may add to the Board No Foreign Parent representative	At least three cleared Voting Trustees (VTs) who become appointed to the Board of Directors and any Directors they may add to the Board No Foreign Parent representative
Government Security Committee (GSC)	Not required	Comprised of OD(s) and cleared Officer/Directors Chairman is OD	Comprised of OD(s) and cleared Officer/Directors Chairman is OD	Comprised of PHs and cleared Officer/Directors Chairman is PH	Comprised of VTs and cleared Officer/Directors Chairman is VT
Compensation Committee	Not required	At least one OD and one ID	At least one OD and one ID	Not Required	VTs and Officer/Directors
Technology Control Plan (TCP)	As applicable	Required	Required	Required	Required
Electronic Control Plan (ECP)	Not required	Required	Required	Required	Required
Affiliated Operations Plan (AOP)	Not required	If applicable	If applicable	Limited to approval by DSS	Limited to approval by DSS
Facility Location Plan (FLP)	Not required	Required if collocation with Foreign Parent	Required if collocation with Foreign Parent	Required if collocation with Foreign Parent	Required if collocation with Foreign Parent
Visitation Policy	Not required	Required	Required	Required	Required
Initial Nomination of OD/PH/VT	Not required	Nominated by Shareholder(s)- Approved by DSS	Nominated by Foreign Parent/Shareholder- Approved by DSS	Nominated by Foreign Parent/Shareholder- Approved by DSS	Nominated by Foreign Parent/Shareholder- Approved by DSS
Removal or Replacement of OD/PH/VT	Not required	Replacement nominated by the company- Approved by DSS	Replacement nominated by the company- Approved by DSS	Replacement nominated by the remaining PHs- Approved by DSS	Replacement nominated by the remaining VTs- Approved by DSS