

**IGO, INC.**  
**CORPORATE GOVERNANCE PRINCIPLES**  
**Adopted July 23, 2015**

**I. INTRODUCTION**

The following Corporate Governance Principles (the “Principles”) have been approved by the Board of Directors (the “Board”) of iGo, Inc. (the “Company”), and, together with the Company’s certificate of incorporation, bylaws and charters and key practices of the Board committees, provide the framework for the governance of the Company. The Board intends that these Principles serve as a flexible framework within which the Board may conduct its business and not as a set of binding legal obligations. These Principles should be interpreted in the context of all applicable laws, the Company’s charter documents and other governing legal documents. The Board shall from time to time make such revisions to these Principles as are considered appropriate. The Principles, as well as the charters of the committees of the Board, shall comply with the listing and other requirements of the exchange on which the Company’s securities are listed, if any.

**II. BOARD COMPOSITION**

**A. Size of the Board.** The Company’s Board shall consist of such number of directors as provided in the Company’s Bylaws, which number may be changed by amendment to the Company’s Bylaws. The Board will periodically review the size and classification of the Board and make appropriate changes to the Board structure.

**B. Director Independence.** It is the policy of the Board that a majority of the directors of the Company will not be current employees of the Company and that the Board be comprised of at least one “independent director.” The Board is responsible for determining the independence of each director and for identifying the independent directors in the Company’s annual proxy statement. In determining the independence of a director, the Board will apply appropriate principles of corporate law and applicable requirements of governmental or regulatory authorities and may also consider criteria for independence as set forth in the Nasdaq National Market’s Marketplace Rules and other applicable laws, rules and regulations and the rules and regulations of the Securities and Exchange Commission (the “SEC”).

**C. Management Directors.** The Board anticipates that the Company’s Chief Executive Officer (the “CEO”) will be nominated regularly to serve on the Board. The Board may also appoint or nominate other members of Company management whose experience and role at the Company are expected to help the Board fulfill its responsibilities.

**D. Chairman of the Board.** The Board will periodically appoint a Chairman. The Board believes it to be in the best interests of the Company and its stockholders to separate the roles of Chairman and CEO, and therefore, it is the Board’s policy that the roles of Chairman and CEO should be filled by separate individuals. In the event of any vacancy, the Chair of the Audit Committee shall serve as the Chairman until a new Chairman is selected.

**E. Selection of Board Nominees.** The Board will be responsible for nominating individuals to present to the stockholders as candidates for Board membership and for selecting individuals to fill Board vacancies. The Board will conduct the screening process for identifying and recommending possible candidates for election to the Board. The Board may consult with the CEO and Company management as part of such screening process.

**F. Board Membership Criteria.** The Board's policy is to encourage selection of directors who will contribute to the Company's overall corporate goals and objectives. The Board seeks members from diverse professional and personal backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. The Board may from time to time review the appropriate skills and characteristics required of Board members in the context of the then-current composition of the Board and make an assessment of the perceived needs of the Board. Board members are expected to prepare for, attend and participate in meetings of the Board and of committees on which they serve. Each Board member is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as an outstanding director. Each Board member shall disclose to the Board any other boards of directors on which he or she serves, and of any change in his or her principal occupation, including retirement, as well as any other change in circumstance that may affect such member's independence under the independence criteria above.

**F. Stockholder Recommendation of Potential Board Candidates.** Stockholders who wish to suggest a candidate for consideration for election to the Board may submit a written recommendation to the Corporate Secretary of the Company, 61 E. Main St, Suite B, Los Gatos, CA 95030, along with personal information about the candidate, including a list of the candidate's references, the candidate's resume or curriculum vitae and the other information that would be required pursuant to the Company's Bylaws. A description of factors qualifying or recommending the nominee for service on the Board would also be helpful. A stockholder making such a recommendation may be asked by the Board for additional information, including such information as would otherwise be necessary to satisfy the rules and regulations of the SEC and the Nasdaq Stock Market. In order to be considered for nomination for election to the Board at any annual meeting of stockholders of the Company, a stockholder must submit such a recommendation within the time period specified in the Company's Bylaws.

**G. Directors Who Change Job Responsibility.** The Board does not believe directors who retire, change their principal occupation or business association, or serve on other boards of directors should necessarily leave the Board. The disinterested members of the Board will review the continued appropriateness of Board membership under those circumstances. A director shall notify the Board annually about his or her principal occupation or business associations. The directors shall also respond to requests made by the Board as to their other activities. The disinterested members of the Board will review the appropriateness of the activities of each director remaining on the Board.

**H. Other Directorships.** Although the Board does not have a formal policy, independent directors are encouraged to limit the number of other boards of directors (excluding non-profit) on which they serve to a number to which they believe they can devote sufficient time. The Board will take into account the nature of and the time involved in a director's service on other boards in evaluating the suitability of individual directors and making its

recommendations to stockholders.

**I. Retirement and Term Limits.** The Board does not believe that a fixed retirement age, or term limits, for directors are appropriate. While mandatory retirement and term limits could help ensure 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.

**J. Board Compensation.** The Board will annually review and recommend appropriate compensation policies for the directors serving on the Board and its committees. This review may consider board compensation practices of other private and public companies, contributions to Board functions, service on Board committees, and other appropriate factors. Except as may otherwise be determined by the Board, employee directors are not paid for Board membership in addition to their regular employee compensation. Directors will be reimbursed for their reasonable and necessary expenses for attending Board and Board committee meetings.

**K. Board Education.** The Board, and with the assistance of management, shall consider and provide programs or presentations regarding new director orientation.

### **III. BOARD MEETINGS**

**A. Scheduling of Full Board Meetings.** Board meetings will be held at least every quarter. In addition to regularly scheduled meetings, additional and special 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 through telephonic meetings and by unanimous written consent.

**B. Agenda and Materials.** The Chairman will have primary responsibility, in consultation with the CEO, for preparing the agenda for each Board meeting that will be sent in advance of the meeting to the directors, along with appropriate background materials. Each Board committee and each individual director may propose the inclusion of items on the agenda and request the presence of or a report by any member of Company management. Additional matters may be discussed at a meeting without advance distribution of written materials, as appropriate.

**C. Board Presentations.** It is expected that the Board will have regularly scheduled presentations from the Company's management with respect to finance, sales and marketing, and the major lines of business and operations of the Company. The Board encourages the presentation at meetings by managers who can provide additional insight into matters being discussed, who can provide reports that will enhance the flow of meaningful financial and business information to the Board or who have potential reports, information or insight that the CEO believes should be given exposure to the Board.

**D. Board Materials Distributed in Advance.** Information, data and presentation materials that are important to the Board's understanding of the Company's business will be distributed in writing to the Board before the Board meets. Management will make every attempt to ensure that the materials being distributed are as concise as possible while giving directors

sufficient information to make informed decisions. The Board acknowledges that, under certain circumstances, written materials may be unavailable to directors in advance of a meeting, and that certain items to be discussed at the Board meetings are of an extremely sensitive nature such that the distribution of materials on these matters prior to the Board meeting may not be appropriate.

**E. Access to Information and Employees.** The Board shall have complete access to any information about the Company that it deems necessary or appropriate to carry out its duties. This includes, among other things, access to the Company's employees (including senior management), documents and facilities. Company management will also afford the Board member with access to the Company's outside legal, accounting and investment banking advisors.

**F. Executive Sessions of Independent Directors.** The non-employee directors of the Board may meet in Executive Session from time to time. The Chairman, or, in his or her absence, the Chair of the Audit Committee, shall preside over these Executive Sessions. The Company's finance staff and other employees may be invited to attend portions of these Executive Sessions.

**G. Evaluation of Board and Committee Effectiveness.** The Board and each Committee shall conduct a self-evaluation periodically to assess their respective performance and effectiveness. The full Board shall oversee the evaluations and may recommend changes to improve the effectiveness of the Board, its committees and individual directors.

#### **IV. BOARD COMMITTEES**

**A. Committees.** The current standing committee of the Board is the Audit Committee, the purpose and responsibilities of which is set forth in the charter of such committee as adopted by the Board and such committee. From time to time the Board may establish a new committee or disband an existing committee depending upon the circumstances.

**B. Committee Member Selection.** The Board will designate the members and Chair of each committee, endeavoring to match the committee's function and needs for expertise with individual skills and experience of the appointees to the committee. The membership of the Audit Committee shall consist of at least one independent director. In determining the independence of a committee member, the Board will apply appropriate principles of corporate law and applicable requirements of governmental or regulatory authorities and may also consider criteria for independence as set forth in the Nasdaq National Market's Marketplace Rules and other applicable laws, rules and regulations and the rules and regulations of the SEC.

**C. Committee Charters.** Each committee will have a written charter, approved by the Board and the applicable committee, which describes the committee's purpose, general authority and responsibilities. Each committee shall review its charter as appropriate and will propose to the Board such revisions as are considered appropriate.

**D. Committee Functions and Proceedings.** The number and agendas of committee meetings and other matters of committee governance will be determined by each committee in light of the authority delegated to the committee by the full Board, the committee's charter, the

Company's certificate of incorporation and bylaws and legal, regulatory, accounting or governance principles applicable to that committee's function. Any director, however, may recommend the inclusion of a specific agenda item for any committee meeting, regardless of whether the director is a member of such committee. Each committee shall periodically report to the full Board on significant matters discussed by the committee. The agendas and meeting minutes of the committees shall be shared with the full Board, and other Board members are welcome to attend committee meetings, except where a conflict may exist with respect to any such director and the subject matter of the committee meeting. The Company will provide to each committee complete access to Company employees and other resources to enable the committees to carry out their responsibilities.

## **V. BOARD AND MANAGEMENT RESPONSIBILITIES**

**A. Responsibilities of the Board.** The primary responsibilities of the Board are oversight, counseling and direction to Company management in the interest and for the benefit of the Company's stockholders. The Board's detailed responsibilities, some of which are to be fulfilled through committees of the Board, include, among other things:

1. approving the terms and conditions of any management agreement ("Management Agreement"), or amendment thereto, pursuant to which management duties relating to the Company's operations are delegated;
2. consistent with any Management Agreement, selecting and evaluating the performance of the CEO and other executive officers;
3. planning for the long-term succession with respect to the position of CEO, as well as planning for succession in the event of an emergency or the retirement of the CEO, and monitoring management's succession planning for other senior executive officers;
4. reviewing, approving and monitoring the Company's major financial and strategic objectives, operating plans and corporate actions;
5. overseeing the conduct of the Company's business to evaluate whether the business is being properly managed, including with respect to oversight of risk management; and
6. overseeing the processes for maintaining the integrity of the Company with regard to its financial statements and other public disclosures, and compliance with law and ethics.

In the event that the Board does not have a standing Compensation Committee and/or Governance and Nominating Committee or the Board otherwise determines, due to the Board's small size, close interaction of directors, and such other factors as the Board deems advisable, that it is no longer efficient or necessary for the Board to maintain a standing Compensation Committee and/or Governance and Nominating Committee, the duties typically performed by a Compensation Committee and/or Governance and Nominating Committee shall be performed by the full Board, including those duties and responsibilities set forth Attachment A.

**B. Responsibilities of the Chairman of the Board.** The Chairman is responsible for

the effective functioning of the Board. The Chairman's detailed responsibilities include, among other things:

1. presiding (if present) at Board meetings in a manner that utilizes the Board's time effectively and encourages free and open discussion;
2. collaborating with the CEO to determine an appropriate schedule for Board meetings, agenda items and information sent to the Board;
3. acting as liaison between the Board and Company management and facilitating and encouraging constructive and useful communication between Company management and the Board;
4. coordinating the activities of the independent directors; and
5. advising the CEO as to the quality, quantity and timeliness of the flow of information from Company management that is necessary for the Board to effectively and responsibly perform its duties

**C. Responsibilities of Management.**

1. **Generally.** The CEO, working with the other executive officers of the Company, has 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 CEO and other executive officers are responsible for running the Company's day-to-day operations and appropriately informing the Board of the status of such operations. The CEO and other executive officers are responsible for seeking the advice and, in appropriate situations, the approval of the Board with respect to extraordinary actions to be undertaken by the Company.

2. **Financial Reporting, Legal Compliance and Ethical Conduct.** The Board's governance and oversight functions do not relieve Company management of the primary responsibility for preparing financial statements which accurately and fairly present the Company's financial results and condition. Company management shall maintain systems, procedures and a corporate culture that promote compliance with legal and regulatory requirements and the ethical conduct of the Company's business.

3. **Corporate Communications.** The Board believes that the Company's executive management has the primary responsibility to communicate with investors, the press, employees and other constituencies that are involved with the Company, and to set policies for those communications. 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 only at the request of Company management.

**D. Prohibition on Personal Loans.** The Company will not extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any Board member or member of the Company's management.

**E. Availability of Outside Advisors.** The Board and its committees may retain outside advisors – legal, accounting, investment banking, and any others as deemed necessary or appropriate – of their choosing at the Company’s expense. The Board and its committees need not obtain management’s consent to retain outside advisors.

**F. Related Party Transactions.** Any related party transactions (excluding compensation, whether cash, equity or otherwise, determination of which is delegated to the Compensation Committee) involving a significant stockholder, director or executive officer of the Company must be reviewed and approved by the Audit Committee or another independent body of the Board.

**G. Director Attendance at Annual Stockholders’ Meeting.** The Board strongly encourages directors to attend annual stockholders’ meetings.

**H. Stockholder Communications with Directors.** If a stockholder wishes to communicate directly with the Board, a committee of the Board, or with an individual director, he or she should send the communication to:

iGo, Inc.  
The Board of Directors  
61 E. Main St, Suite B  
Los Gatos, CA 95030

Alternatively, an email may be delivered to the following address: [tgibson@spcorpservices.com](mailto:tgibson@spcorpservices.com). The Company will forward all such stockholder correspondence to the Board, committee of the Board, or individual director(s), as applicable, however the Company reserves the right not to forward to the Board any abusive, threatening or otherwise inappropriate materials.

**I. Evolving Principles.** The Board recognizes that its operations and these Principles are an evolving process and, therefore, subject to periodic review and revision. These Principles provide a general framework or reference to assist the Board in the performance of its duties.

**J. Disclosure of these Principles.** These Principles, as well as the charters of the Audit, Compensation and Governance and Nominating Committee, as applicable, will be posted on the Company’s website and also will be available in print to any stockholder requesting them.

## ATTACHMENT A

### A. Additional Duties Typically Performed by a Compensation Committee.

Subject to the terms and conditions of any management agreement (“Management Agreement”), or amendment thereto, pursuant to which management duties relating to the Company’s operations are delegated:

- In consultation with the Chief Executive Officer (“CEO”), and subject to the Management Agreement, (i) review the Company’s general compensation philosophy for executive officers, (ii) oversee the development and implementation of compensation programs for executive officers, and (iii) subject to the Management Agreement, review and approve the compensation, including incentive and equity-based compensation, of executive officers.
- Subject to the Management Agreement, review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives and, subject to the Management Agreement, determine and approve the compensation level of the CEO based on this evaluation.
- Review and approve incentive compensation plans and equity-based plans and oversee these plans, including regulatory compliance activities with respect to compensation matters.
- Retain and terminate any compensation consultant to be used to assist in the evaluation of director, CEO or executive officer compensation, approve any compensation consultant’s fees and other retention terms, and obtain advice and assistance from other internal or external legal, accounting or other advisors.
- Review the Company’s incentive compensation arrangements to determine whether they encourage excessive risk-taking, reviewing and discussing at least annually the relationship between the Company’s risk management policies and practices and compensation, and evaluating compensation policies and practices that could mitigate any such risk.
- Annually review and approve the form and amount of cash and equity compensation, including but not limited to Board and committee retainers, meeting fees, equity-based compensation and such other forms of compensation as the Board may consider appropriate, to be paid or awarded to the Company’s non-employee directors.
- Oversee the Company’s applicable compliance with regulatory requirements and regulatory developments affecting compensation.

**B. Additional Duties Typically Performed by a Governance and Nominating Committee.**

**Nomination**

- Identify, screen and recommend a slate of director candidates for nomination for election at each annual meeting of stockholders, and may consult with the Chief Executive Officer (the “CEO”) and management of the Company in such screening and identification process;
- Establish criteria for evaluating new directors which shall reflect any requirements of applicable law, as well as the nominee’s potential to contribute to the Company’s overall corporate goals and objectives, character, judgment, business experience, personal and professional background, areas of expertise and contribution to diversity of the Board in light of the then-current composition of the Board and its assessment of the perceived needs of the Board. The Board shall consider the performance and qualifications of each potential nominee not only for their individual strengths but for their contribution to the Board as a group;
- Identify, screen and recommend potential candidates to fill Board vacancies that may be created by expansion of the number of members of the Board and by resignation, retirement or other termination of service of incumbent Board members, and may consult with the CEO and management of the Company in such screening and identification process;
- Set procedures and processes with respect to shareholder access to the Company’s proxy statement for the purpose of nominating candidates for election to the Board and shall determine whether to reject any such nominees proposed by shareholders;
- Annually evaluate which members of the Board qualify as “independent” as determined under the applicable laws, rules and regulations;
- Retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such firm’s fees and other retention terms;
- Review and approve nominees for Board committees, including the Chair of each such Board committee;
- Establish (i) a policy for the consideration of any director candidates recommended by security holders, including a statement that the Board will consider director nominations recommended by security holders, (ii) procedures to be followed by security holders in submitting recommendations for director nominees, (iii) specific, minimum qualifications that it believes must be met by a Board-recommended nominee and specific qualities or skills that the Board believes are necessary for one or more members of the Board to possess, and (iv) a process for identifying and evaluating nominees;
- Review and determine whether to accept or reject a director resignation, or take other action, where a director fails to receive the required vote for reelection at any meeting at which the person faces re-election, as specified in the Company’s Corporate Governance

## Principles;

- Review the continued appropriateness of members of the Board who change their job responsibilities or circumstances outside of the Company, including through retirement, change in principal occupation or business association, or service on other boards of directors, and in light of any disclosure made by a member of the Board with respect to any other activities of such member;
- Establish subcommittees and delegate authority to such subcommittees; and
- Obtain advice from internal or external legal, accounting or other advisors.

## **Governance**

- Develop and review a set of corporate governance principles (the “Corporate Governance Principles”) and a code of business conduct and ethics (the “Code of Business Conduct and Ethics”) applicable to the Company, each of which will be approved by the full Board and communicated to all relevant constituents. The Board will from time to time review and assess the Corporate Governance Principles and the Code of Business Conduct and Ethics, and make any changes deemed advisable by the Board;
- Consider, establish and provide programs or presentations regarding orientation for new members of the Board, oversee implementation of orientation for new directors and see that all directors are regularly educated in the matters of the Company’s business and have appropriate access to important Company information in order to fully exercise their fiduciary responsibilities;
- Periodically discuss and review corporate governance matters, including with respect to compliance with applicable laws, rules and regulations;
- Determine Board processes for the evaluation of the Company’s CEO; and
- Periodically review from time to time the size and classification of the Board relative to its responsibilities and make any change in its size or classification as the Board determines are appropriate.