

OIO GROUP
POLICY REGARDING DIRECTOR INDEPENDENCE DETERMINATIONS

The Board of Directors (the “**Board**”) of OIO Group (the “**Company**”) has adopted these standards to assist in assessing director independence and may revise them from time to time as it deems appropriate. A director is considered independent if the Board makes an affirmative determination, after consideration of all relevant facts and circumstances, that the director does not have a material relationship with the Company (other than as a director) either directly or as a partner, shareholder or executive officer of another entity that has a relationship with the Company. When assessing the materiality of a director’s relationship with the Company, the Board will consider the issue from the director’s standpoint and from that of persons or organizations with which the director has an affiliation.

(a) A director will not be considered independent if:

(1) The director is, or has been within the last three years, an employee of the Company, or an immediate family member is, or has been within the last three years, an executive officer of the Company;

(2) The director or an immediate family has received more than \$120,000 in direct compensation from The Company (other than director fees) during any 12-month period within the last three years. Compensation received by an immediate family member for service as an employee of the Company (other than an executive officer) is not considered in determining independence;

(3) The director or an immediate family member is a current partner of a firm that is the Company’s internal or external auditor; the director is a current employee of such a firm; the director has an immediate family member who is a current employee of such a firm and personally works on the Company’s audit; or the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the Company’s audit within that time;

(4) The director or an immediate family member is, or within the last three years has been, an executive officer of another company where any of the Company’s current executive officers serve or served on that company’s compensation committee; or

(5) The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of that company’s consolidated gross revenues.

(b) The Board has determined that the following relationships will not be considered to be material relationships that would impair a director’s independence:

(1) the director serves as an executive officer, officer, director, or trustee of a tax exempt or charitable organization and, within the last three years, the Company’s contributions to the organization (other than employee and director matching contributions) in any single fiscal year did not exceed the greater of \$1 million or 2% of the organization’s consolidated gross revenues.

(2) The director is an executive officer or employee, or whose immediate family member is an executive officer or employee, of another company that does business with the Company and the sales by that company to the Company or purchases by that company from the Company, in any single fiscal year within the last three years, did not exceed 1% of that company’s consolidated gross revenues.

For purposes of determining director independence, the term “**immediate family member**” means the director’s a spouse, parent, stepparent, child, stepchild, sibling, mother and father-in law, son and daughter-in-law, brother and sister-in-law, and anyone (other than a domestic employee or tenant) who shares the director’s home.

The term “**executive officer**” has the same meaning as the term “**officer**” in Rule 16a-1(f) under the Securities Exchange Act of 1934.