

21. Code Section 409A. All Awards are intended to be exempt from, or in compliance with, Section 409A of the Code, and the regulations issued thereunder, and the Plan is to be construed accordingly. The Company reserves the right to take such action as the Company deems necessary or desirable to ensure Awards are exempt from, or comply with, Code Section 409A, and the regulations issued thereunder. Notwithstanding the foregoing, any employee or beneficiary receiving an Award shall be responsible for any taxes related to such distribution, including any taxes under Code Section 409A.

22. Governing Law. The Plan shall be governed by and construed in accordance with the laws of the State of Michigan.