

EXHIBIT F

**March 13, 2024 Core Scientific, Inc. FY2023
Form 10-K, excerpted (cover and pages 156-
157)**

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-K

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2023

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 001-40046

Core Scientific, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

86-1243837

(I.R.S. Employer Identification No.)

838 Walker Road

Suite 21-2105

Dover
Delaware

(Address of Principal Executive Offices)

19904

(Zip Code)

(512) 402-5233

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.00001 per share	CORZ	The Nasdaq Global Select Market
Warrants, each whole warrant exercisable for one share of common stock at an exercise price of \$6.81 per share	CORZW	The Nasdaq Global Select Market
Warrants, each whole warrant exercisable for one share of common stock at an exercise price of \$0.01 per share	CORZZ	The Nasdaq Global Select Market

Securities registered pursuant to section 12(g) of the Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Exhibit F 002

[Table of Contents](#)**2023 Compensation of Non-Employee Directors**

The following table provides information regarding compensation earned by non-employee directors who served during the fiscal year ended December 31, 2023, none of whom are currently directors of the Company having been removed as directors as of January 23, 2024, as a result of the Company's Plan of Reorganization.

Name	Fees Earned or Paid in Cash(\$)	Stock Awards (\$) (1)	Total(\$)
Kneeland Youngblood	405,117	-	405,117
Jarvis Hollingsworth	486,250	177,855	664,105
Matt Minnis	400,000	-	400,000
Neal P. Goldman	455,000	-	455,000

(1) No RSUs were granted to any non-employee director during the fiscal year ended December 31, 2023, under the 2021 Plan. As of December 31, 2023, Mr. Youngblood held 400,038 RSUs, of which 100,010 RSUs were vested. Mr. Youngblood's remaining RSUs vest 25% per year in each of January 2024, 2025 and 2026. As of December 31, 2023, Mr. Hollingsworth held 405,959 restricted stock awards ("RSAs") and 300,028 RSUs (collectively "RSUs"). 100,010 of Mr. Hollingsworth's RSUs were vested as of December 31, 2023. The remaining RSUs vest 25% per year in each of September 2024 and 2025. Messrs. Minnis and Goldman do not currently hold any RSUs. All unvested equity awards held by the non-employee directors at the Company's emergence from Chapter 11 were cancelled pursuant to the Company's Plan of Reorganization.

During fiscal year 2023, no RSUs were granted to any non-employee director, and non-employee director compensation was as follows:

1. Annual Board Service Retainer:

- a. All Eligible Directors: \$300,000
- b. Lead Director: \$25,000

2. Annual Committee Chair Service Retainer:

- a. Chair of the Audit Committee: \$20,000
- b. Chair of the Compensation Committee: \$20,000
- c. Chair of the Nominating and Corporate Governance Committee: \$20,000
- d. Chair of the Special Committee: \$25,000

3. Annual Committee Member Service Retainer (not applicable to Committee Chairs):

- a. Member of the Audit Committee: \$10,000
- b. Member of the Compensation Committee: \$10,000
- c. Member of the Nominating and Corporate Governance Committee: \$10,000.

For fiscal year 2024, each non-employee director is eligible to receive an annual grant of RSUs having a fair market value of \$150,000 and an annual cash retainer for their service on our Board of Directors and committees as follows. In addition, we reimburse reasonable expenses incurred by our non-employee directors in connection with attendance at Board of Directors or committee meetings.

1. Annual Board Service Retainer:

- a. All Eligible Directors: \$100,000
- b. Chair of the Board: \$50,000

[Table of Contents](#)**2. Annual Committee Chair Service Retainer:**

- a. Chair of the Audit Committee: \$25,000
- b. Chair of the Compensation Committee: \$25,000
- c. Chair of the Nominating and Corporate Governance Committee: \$10,000

Limitation on Increases in Non-Employee Director Compensation

Directors are entitled to compensation for their services on the Board of Directors or any committee thereof as may be approved by the Board of Directors, or a committee thereof to which the Board of Directors has delegated such responsibility and authority, including, if so approved, by resolutions of the Board of Directors or a committee thereof to which the Board of Directors has delegated such responsibility and authority, including, without limitation, a fixed sum and reimbursement of expenses incurred, if any, for attendance at each regular or special meeting of the Board of Directors and at any meeting of a committee of the Board of Directors, as well as reimbursement for other reasonable expenses incurred with respect to duties as a member of the Board of Directors or any committee thereof; provided that prior to the four year anniversary of the Effective Date, (i) any increases in cash compensation in the aggregate of more than twenty-five percent (25.0%) of the cash compensation as of the effective date of the Plan of Reorganization shall require the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class and (ii) any increases in equity compensation shall require the affirmative vote of at least two Class 3 directors.

Compensation Committee Interlocks and Insider Participation

Our Compensation Committee currently consists of three directors, each of whom is a non-employee director: Mr. Rozov (Chair), Mr. Booth and Mr. Weiss. During 2023, our Compensation Committee consisted of Messrs. Youngblood (Chair) and Minnis, neither of whom was an officer or employee of the Company, was formerly an officer of the Company or had any relationship requiring disclosure by us under Item 404 of Regulation S-K. No interlocking relationship as described in Item 407(e)(4) of Regulation S-K exists between any of our executive officers or Compensation Committee members, on the one hand, and the executive officers or compensation committee members of any other entity, on the other hand, nor has any such interlocking relationship existed in the past.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table sets forth certain information regarding the ownership of the Company's common stock as of February 29, 2024 by: (i) each director and nominee for director; (ii) each of the executive officers named in the Summary Compensation Table; (iii) all current executive officers and directors of the Company as a group; and (iv) all those known by the Company to be beneficial owners of more than five percent of its common stock. Applicable percentages are based on 177,595,914 shares outstanding on February 29, 2024, adjusted as required by rules promulgated by the SEC. Unless otherwise noted below, the address of each stockholder below is c/o Core Scientific, Inc., 838 Walker Road, Suite 21-2105, Dover, Delaware 19904.