

# TRYFACTA, INC.

## CORPORATE GOVERNANCE GUIDELINES

*(Adopted and approved by Board of Directors on November 26, 2025, and effective as of the Company's listing date)*

### 1. Purpose

Tryfacta, Inc. (collectively with its subsidiaries, the "Company") is committed to high standards of ethical business conduct and compliance with all applicable laws. These Corporate Governance Guidelines (these "Guidelines") have been adopted by the Board of Directors (the "Board") to promote its effective functioning and to promote the interests of all stockholders. These Guidelines serve as a flexible framework within which the Board may conduct its business and are subject to modification by the Board.

### 2. Role of the Board

The business and affairs of the Company shall be managed by or under the direction of the Board. A director's responsibility is to exercise their business judgment in a manner the director reasonably believes to be in the best interests of the Company and its stockholders.

The Board's responsibilities include:

- Reviewing the Company's long-term strategic plans
- Assessing major risks facing the Company and management's approach to addressing them.
- Overseeing the Company's compliance programs.
- Reviewing and approving significant transactions.
- Planning for Chief Executive Officer ("CEO") succession and reviewing senior management succession planning.

### 3. Board Composition and Selection

- **Size of the Board:** The Board shall periodically review its size to ensure it is appropriate for the Company's needs.
- **Selection:** The Nominating and Corporate Governance Committee is responsible for identifying, evaluating, and recommending candidates to the Board.
- **Director Qualifications:** The Board seeks to develop a highly qualified Board with a diverse background, skillset, and viewpoints. Criteria include integrity, judgment, professional achievements, and relevant experience.
- **Director Eligibility:** Directors must ensure other commitments do not materially interfere with their service. No non-employee director may serve on more than four public company boards (including this Board), and the CEO may not serve on more than two public company boards (including this Board), without specific Board approval.
- **Independence:** The Board shall be comprised of a majority of directors who qualify as independent under the applicable listing standards. The Board will make an affirmative determination regarding the independence of each director annually.
- **Term Limits:** The Board does not believe it should establish term limits or a mandatory retirement age at this time, as this may result in the loss of directors with valuable insights.

### 4. Board Leadership

The Board will periodically appoint a Chairperson. The Board may choose to separate or combine the roles

of Chairperson and CEO based on what it deems most appropriate for the Company at the time.

## 5. Board Meetings

- **Frequency:** The Board will meet on a periodic basis.
- **Attendance:** Directors are expected to regularly attend Board meetings and meetings of committees on which they sit. A director is expected to review meeting materials in advance.
- **Executive Sessions:** Non-employee directors are expected to meet in executive session without management on a regular basis, at least once per year. If the non-employee directors include any who are not independent, the Independent Directors shall also meet at least once per year.

## 6. Board Committees

The Board will have at least three standing committees: the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee.

- **Charters:** The purpose and responsibilities for each committee shall be outlined in committee charters adopted by the Board and published on the Company's website.
- **Composition:** Except as otherwise permitted by applicable listing standards, each committee shall be composed either entirely of Independent Directors or a majority of Independent Directors.
- **Assignments:** The Board is responsible for appointing committee members and chairs, based on recommendations from the Nominating and Corporate Governance Committee.

## 7. Director Access and Compensation

- **Access to Management:** The Board has full and free access to officers and employees of the Company.
- **Outside Advisors:** The Board and its committees may retain outside advisors, experts, and counsel at the Company's expense as they deem necessary.
- **Compensation:** Non-employee directors are eligible to receive reasonable compensation for their service. Employee directors are not paid additional compensation for their service as directors. The Compensation Committee will review and make recommendations to the Board regarding director compensation.

## 8. Performance Evaluation and Education

- **Board Evaluation:** The Board and each of its committees will conduct a self-evaluation at least annually.
- **CEO Review:** The Compensation Committee will establish the process for evaluating the performance of the CEO.
- **Director Orientation:** The Company shall provide an orientation process for new directors. Directors are encouraged to participate in continuing education to maintain the necessary expertise.

## 9. Communications

Stockholders and other interested parties may communicate with the Board, the Chairperson, or the Independent Directors as a group by writing to the Board, c/o Compliance Officer at the Company's headquarters.