

The Rezolve AI Corporate Governance Framework

Approved By the Board: July 19th, 2024

I. Introduction

The Rezolve AI Board of Directors has adopted the following Corporate Governance Guidelines (“Guidelines”) to assist the Board in the exercise of its responsibilities and to provide a concise description of the corporate governance obligations, principles, and practices of the Board. The Board will review and amend these guidelines as it deems necessary and appropriate.

II. Corporate Governance Framework

Our governance framework focuses on the interests of our stockholders. It is designed to promote governance transparency and ensure our Board has the necessary authority to review and evaluate our business operations and make decisions that are independent of management and in the best interest of stockholders. Our goal is to align the interests of stockholders, directors and management while complying with or exceeding the requirements of The Nasdaq Stock Market and applicable law (for whichever jurisdiction that may relate). This governance framework establishes the practices our Board follows with respect to oversight of: our corporate strategy for long-term value creation; capital allocation; risk management, including risks relating to information security and the protection of our market systems; our human capital management program, corporate culture initiatives and ethics program; our corporate governance structures, principles and practices; Board refreshment and executive succession planning; executive compensation; corporate sustainability, including our ESG program and environmental and social initiatives; and compliance with local regulations and laws across our business lines and geographic regions.

III. Role and Function of the Board

Stockholders elect the Board to oversee management and to assure that the long-term interests of stockholders are being served. The Board and management routinely confer on the execution of long-term strategic plans, the status of key initiatives and the principal strategic opportunities and risks facing Rezolve. Through oversight, review and counsel, the Board establishes and promotes Rezolve business and organizational objectives. Additionally, the Board and its Committees oversee Rezolve business affairs and integrity, review internal control over financial reporting, perform the annual Chief Executive Officer evaluation and oversee the Chief Executive Officer and other senior officer succession planning process.

The Board recognizes that the long-term interests of stockholders are advanced by responsibly addressing the concerns of other stakeholders, including employees, customers, suppliers, the government, the public and communities in which Rezolve does business.

The Board has a function independent of management and is not responsible for the day-to-day affairs of Rezolve. However, it does have the responsibility to oversee management and be informed, investigate and act as necessary to promote the Rezolve business and regulatory objectives. As required by applicable law, the commitment of the Board is to Rezolve as a whole and not just one constituency, thus, the commitment includes the best interests of its stockholders.

The Board reviews reports by management on Rezolve’s performance, plans and business prospects, as well as issues facing Rezolve during its regularly scheduled meetings and any special meetings. The Board periodically devotes meetings to conduct an in-depth long-term strategic review with our company’s senior management team. Board members are expected to prepare for, attend and participate in all scheduled Board and applicable Committee meetings.

Through the Audit Committee, the Board approves the company’s risk appetite (i.e., the boundaries within which Rezolve’s management operates while achieving corporate objectives). In addition, the Board reviews and approves the company’s Enterprise Risk Management Policy, which mandates enterprise risk management requirements and defines risk management roles and responsibilities.

In addition to its general oversight of management, other matters are reserved for the Board, including:

- Reviewing, approving, and overseeing the long-term strategic plans, the status of key strategic initiatives and the principal strategic opportunities and evaluating the results.
- Reviewing, approving, and overseeing the annual budget and capital allocation plan.
- Assessing major risks (strategic and business, financial, operational, legal and regulatory, and ESG) and reviewing options for their mitigation.
- Overseeing management’s efforts to establish and maintain the highest legal, regulatory and ethical conduct of all its businesses, including conformity with applicable laws and regulations.
- Selecting, evaluating, and approving the compensation of the Chief Executive Officer and other senior officers and overseeing the management and succession planning for these executives.
- Evaluating the overall structure and effectiveness of the Board, Board members and committees and overseeing effective corporate governance, including engagement with stockholders.
- Providing advice and counsel to senior management; and
- Evaluating, selecting, and recommending appropriate candidates to stockholders for election as Directors.

Board members are expected to comply with the Rezolve Code of Conduct and the policies thereunder as well as the Code of Ethics for the Board of Directors (“Board Code”). The Board Code was adopted by the Board to reflect a commitment to the highest standards of ethical and business conduct and to comply with the Listing Rules of The Nasdaq Stock Market. Each Board member is expected to become familiar with and abide by the specific ethical standards set forth in the Board Code, as well as any interpretations and procedures issued thereunder. Board members are encouraged to consult with the Legal, Risk and Regulatory Group if there is any doubt as to whether a particular transaction or course of conduct complies with or is subject to the Board Code.

IV. Board Composition

A. Director Qualifications

The Nominations Committee consults with the Board and the management of the company to determine the characteristics, skills, and experience desired for the Board as a whole and for its individual members, with the objective of having a Board that reflects diverse backgrounds and senior level experience in the areas of global business, finance, legal and regulatory, technology and marketing. In evaluating individual Board nominees, the Nominations committee takes into account many factors, including:

- a general and diverse understanding of the global economy, capital markets, finance and other disciplines relevant to the success of a large publicly traded financial technology company, including cybersecurity;
- a general understanding of the company’s business and technology;
- a client experience orientation;
- the classification requirements under Nasdaq’s By-Laws;
- the individual’s educational and professional background and personal accomplishments;
- diversity, including, but not limited to, factors such as gender, ethnicity, race, sexual orientation and geography; and
- an independent mindset that constructively challenges the status quo and provides a strong view of the future.

The Nominations committee evaluates each individual candidate in the context of the Board as a whole, with the objective of maintaining a group of Directors that can further the success of Rezolve’s businesses, while representing the interests of stockholders, employees, and the communities in which the company operates.

In determining whether to recommend a Board member for re-election, the Nominations Committee also considers the director’s participation in and contributions to the activities of the Board, the contents of the most recent Board assessment and attendance at meetings.

The Nominations Committee may engage consultants or third-party search firms to assist in identifying and evaluating potential nominees.

When recommending director nominees, the Board and Nominations Committee focus on how the experience and skill set of each director complements those of fellow director nominees to create a balanced Board with diverse viewpoints and deep expertise. The Board and Nominations Committee believe there are certain characteristics all directors must exhibit, including:

- a commitment to long-term value creation for our stockholders.
- an appreciation for stockholder feedback.
- high personal and professional ethics.
- a proven record of success.
- a commitment to the integrity of affiliated self-regulatory organizations.
- sound business judgment.
- a strategic vision and leadership experience.
- sufficient time to devote to Board service; and
- an appreciation of multiple cultures and perspectives.

B. Independence of Non-Employee Directors

The Board of Rezolve is comprised of a majority of directors who qualify as “independent directors” under the Listing Rules of The Nasdaq Stock Market.

“Independent director” means a person other than an officer or an employee of the company or its subsidiaries, or any other individual having a relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Board must make an affirmative determination that no such relationship exists. In addition, the Listing Rules of The Nasdaq Stock Market set forth certain relationships that preclude a finding of independence.

Rezolve’s Audit, Compensation and Nominations Committee members have additional independence and qualification requirements pursuant to rules of the SEC and The Nasdaq Stock Market.

C. Board Leadership

The Board is led by a Chair, elected annually by the Board. The general duty of the Chair is to provide leadership on the Board, including by setting Board and corporate culture by example, building consensus around Rezolve’s strategy and providing direction as to how the Board operates. The Chair’s specific duties are as follows:

- presides at all meetings of the Board and stockholders.
- together with the Chief Executive Officer and the Lead Independent Director, as applicable, reviews and approves the meeting agendas and schedules to assure content and sufficient time for discussion of all agenda items; and
- facilitates and encourages communication between management and the Board.

Our Board evaluates, from time to time, whether the same individual should serve as both Chair and Chief Executive Officer or whether the positions should be separate, in light of all relevant facts and circumstances

and what it considers to be in the best interests of the company and our stockholders. This approach is designed to allow the Board to have flexibility to determine what it believes to be the appropriate leadership structure at the relevant time. The Board recognizes that when the positions of Chair and Chief Executive Officer are combined, or when the Chair is not an independent director, it is imperative that the Board elect a strong Lead Independent Director with a clearly defined role and robust set of responsibilities and will annually elect a non-management, independent director to serve in the Lead Independent Director role.

The Lead Independent Director shall have the following responsibilities (and may also perform other functions, upon request):

- Presiding at all meetings of the Board at which the Chair is not present;
- Presiding during Executive Sessions of the Board;
- Calling meetings of the independent directors or the Board, as appropriate;
- Facilitating discussion and open dialogue among the independent directors during Board meetings, Executive Sessions and outside of Board meetings;
- Briefing the Chair and Chief Executive Officer on issues discussed during Executive Sessions;
- Serving as a liaison among the Chair and Chief Executive Officer and the other directors;
- Together with the Chair and Chief Executive Officer, approving Board meeting agendas and schedules to assure content and sufficient time for discussion of all agenda items;
- Authorizing the retention of advisors and consultants who report directly to the Board, when appropriate;
- Reviewing and reporting on the results of the Board and Committee assessments;
- Discussing Board and Committee performance, effectiveness and composition, including feedback from individual directors, with the Chair and Chief Executive Officer and meeting individually with independent directors as needed; and
- Being available for consultation and direct communication with major investors and other stakeholders upon request.

D. Board Member Annual Election/Board Terms/Retirement Age

Each Board member is subject to election by stockholders on an annual basis. There are no term limits for serving on the Board and no mandatory retirement age.

A Board member who experiences a significant change of circumstances in his/her principal business or profession that could diminish his/her effectiveness as a Board member, is expected to offer his/her resignation to the Chair of the Board. The Nominations Committee shall assess the appropriateness of the Board member resignation and recommend to the Board the action to be taken with respect to the resignation.

E. Other Board Memberships

Board members must be willing to devote sufficient time to carry out their duties and responsibilities effectively. Without specific approval from the Audit Committee and the Nominations Committee, Board members may serve on no more than four public company boards in addition to their Rezolve Board service.

Service on other boards and/or committees of other organizations should be consistent with the Rezolve conflict of interest policies. Directors may not serve on public company boards if prohibited by the Board Code.

H. Director Compensation and Stock Ownership

The Board believes that in order to align the interests of the directors and stockholders of the company, directors should receive compensation and have a financial stake in the company.

The Management Compensation Committee reviews the status of Board compensation in relation to comparable organizations and provides recommendations to the Board regarding director compensation. Any changes in compensation are reviewed and approved by the Board.

V. Selection of the Board

A. Board Election Process & Majority Voting Policy

Directors of the Rezolve Board are elected by a majority of votes cast at any meeting for the election of directors at which a quorum is present. Directors are elected from those persons properly nominated to stand for election at the annual or special meeting.

The Rezolve Nominations Committee has the authority to identify and nominate candidates for vacancies on the Rezolve Board of Directors. Nominations Committee members are appointed annually by the Board and may be removed by majority vote of the Board.

Any incumbent director who fails to receive the votes required for re-election in an election and who tenders his or her resignation pursuant to Article IV, Section 4.4 of the Nasdaq By-Laws shall remain active and engaged in Board activities while the Nominations Committee considers his or her resignation; provided, however, it is expected that such incumbent director shall voluntarily recuse himself or herself from participation in any proceedings or consideration by the Nominations Committee or the Board regarding whether to accept such director's resignation or to take other action with respect to such director.

B. Board Vacancies

If the Board has a vacancy due to death, disability, disqualification, removal, or resignation, the Board shall fill the vacancy by electing by a majority vote of the directors then in office, even if there is less than a quorum, a replacement director from a list of nominees provided by the Nominating & ESG Committee. If under unique circumstances, there is only one director remaining on the Board, the vacancies on the Board will be filled by the sole remaining director. No replacement is required for vacancies if the remaining term is less than six months.

C. Composition Requirements of Nominations Committee

The Nominations Committee is comprised of three directors, at least two of which shall be independent as defined by the independence requirements of The Nasdaq Stock Market LLC Listing Rules, the Corporate Governance Guidelines and other applicable laws, rules and regulations governing director independence, as determined by the Board. Each committee member shall be appointed annually by a majority vote of the Board and the Board will approve the committee chair.

VI. Authority and Responsibilities of the Board

A. Board Responsibilities and Functions

Board members are responsible for the oversight of management and must exercise their business judgment on an informed basis, in good faith and with the honest belief that the action taken will serve the best interests of Nasdaq and Nasdaq's stockholders. Board members are also responsible for ensuring that exchange subsidiaries of Rezolve comply with self-regulatory obligations to protect investors, maintain fair and orderly markets and advance the public interest. Board members are expected to:

- attend Board and Committee Meetings;
- participate effectively in all Board and Committee deliberations;
- observe strict confidentiality of all matters presented to the Board or their appropriate Committees;

- raise possible conflict of interest issues to the appropriate staff for prompt resolution;
- act in the best interests of Rezolve, consistent with their fiduciary duty.

B. Code of Ethics: Board

The Rezolve Code of Conduct, applicable to the Board, all employees including the principal executive officer, principal financial officer, the controller and principal accounting officer, and contractors, embodies the company’s fundamental operating principles and expectations of business conduct. The Board Code of Ethics contains provisions specifically applicable to directors. The Program is designed to meet or exceed available standards, including those promulgated by the U.S. and European regulators in the jurisdictions in which we operate. Pillars of the program include structural elements, such as policies, risk assessment, training and communications and key risk areas, including anti-bribery and corruption, data privacy and antitrust and competition.

Rezolve is committed to providing employees (and third parties) the ability to report concerns or seek guidance on ethics and compliance matters without fear of retaliation. Concerns are encouraged to be reported to line managers, or to Internal Audit or Compliance functions. Rezolve has also engaged “Navex Global” to provide an externally managed reporting channel where reports can be made, and anonymity protected. Code violations can be reported at web intake site <http://rezolve.ethicspoint.com/>.

The Board is committed to upholding the highest legal and ethical conduct in fulfilling its responsibilities. The Board expects Board members, officers and employees to act ethically at all times and to certify annually their commitment to the policies and procedures set forth in our Code of Conduct. The Code of Conduct is located under the corporate governance tab on the investor relations site [\[\]](#)

C. Board Interaction with Investors, Analysts, Press and Customers

If public comment from the Board is appropriate, these comments should, in most circumstances, come from the Chair and Chief Executive Officer. Board members should not disclose Board information to the public and should observe the confidentiality guidelines set in place, including Rezolve’s Public Disclosure Policy designed to ensure compliance with Regulation FD. Sensitive, non-public policy and proprietary information should not be disclosed to the media. These types of information may include financial information, proposed mergers and acquisitions and other significant changes in assets, changes in directors or senior management, events regarding Rezolve’s securities, investigations in progress, deliberations and contemplated actions of the Board and information on new products, customer relations, cybersecurity and systems developments. If the media contacts a Board member, in most circumstances, the Board member should refer the inquiry to the Rezolve’s Corporate Communications Department.

D. Assessing the Board’s Performance/Board and Committee Evaluations

Each year, the Board and Board committees will conduct a self- evaluation to assess the governing entities’ effectiveness and adherence to the Corporate Governance Guidelines and corporate committee charters. The results of the evaluation also provide an opportunity to identify potential areas of improvement, resulting in an action plan. As part of this exercise, a skill gap analysis will be performed, which is used to identify skills and competencies to be sought in future board nominees.

The processes used to determine board and committee effectiveness include an evaluation of the performance of the Board and each committee. The results are reviewed by the Chair of the Board (or if the Chair is not independent, the Lead Independent Director) and are reported and discussed with the Board. The goal of the evaluation is to improve the individual director’s and committee’s contributions and to maximize the effectiveness of the Board. The results of the assessment are used to determine Board member contributions, committee effectiveness and the characteristics and skills required of prospective Board nominees.

The Board discusses the Board and Board Committee evaluation results and approves an annual action plan to address improvements.

VII. Operation of the Board

Board meetings are scheduled in advance, although special meetings may be called as necessary.

A. Meeting Order, Agenda and Board Meeting Materials

The Chair establishes the rules of order and procedure of the Board meeting to ensure the meeting is conducted in an orderly fashion. The Chair also controls the order of issues to be presented to the Board. The Chair retains the right, if necessary, to rule out of order any remarks or discussion.

The Board is responsible for the Board meeting agenda. Board members are urged to make suggestions for agenda items or meeting materials to the Chair, Lead Independent Director (if applicable) and Chief Executive Officer.

Information important to the business matters at the Board meeting is distributed in advance of the Board meeting. Materials are distributed in advance so that the Board meeting time may be focused on discussions and analysis, rather than an exchange of information. Confidential matters may be discussed at the Board meeting without materials being distributed in advance of the meeting.

B. Attendance and Participation

Board members should attend and participate regularly in Board and Committee meetings consistent with the general fiduciary standards and governance regulations. Pursuant to the SEC proxy rules, Board members who attend less than 75% of Rezolve's Board meetings and applicable committee meetings will be noted in the annual proxy. Each director is invited and strongly encouraged to attend the Annual Meeting of Stockholders.

C. Board Presentations by Managers

Board meetings routinely include presentations by senior executives and managers who can either provide additional insight to the Board on topics being discussed and/or who management believes have future potential and should be given exposure to the Board. Regular attendance by management is limited to key senior executives and managers. The Board has access to management and employees whenever necessary.

D. Outside Consultants or Advisors

The Board or any Committee has the ability to engage outside advisors and consultants on any matter or area of interest at any time.

E. Stockholder Communication with Directors

Stockholders and other interested parties are invited to contact the Board, the Chair and Chief Executive Officer, the Lead Independent Director, or other individual directors by contacting [\[\]](#)

In accordance with SEC Rules and the Sarbanes-Oxley Act of 2002, the Audit & Risk Committee has established procedures for the treatment of concerns relating to accounting, internal controls or auditing matters. These matters are immediately brought to the attention of the Rezolve internal audit department and the Office of General Counsel. The Board values stockholders' perspective on our businesses.

F. Chair's and Executive Sessions of The Board

The Chair and the non-management directors are invited to meet in a separate meeting with the CEO and Corporate Secretary ("Chair's Sessions") at every regularly scheduled Board meeting.

The independent directors are invited to meet in a separate closed session (“Executive Sessions”) at every Board meeting. The Chair (or if the Chair is not independent, the Lead Independent Director) is responsible for chairing the Executive Sessions and reporting to the CEO and Corporate Secretary any actions taken during Executive Sessions.

G. Board Committees

The Board has three standing Committees: an Audit Committee, a Management Compensation Committee and a Nominations Committee. The Audit Committees and Compensation Committee is composed exclusively of directors determined by the Board to be independent. The Nominations committee has three members, two of which are independent). The Chair of each Committee reports to the Board in Chair’s Session or Executive Session on actions taken at each meeting.

Committees are appointed by the Board to facilitate and assist in the execution of the Board’s responsibilities. The Board may add new committees or remove existing committees as it deems it advisable in the fulfillment of its responsibilities.

Each committee will perform its duties as assigned by the Board in compliance with the committee charters. To view the committee charters, visit the Nasdaq website at [\[..\]](#)

H. Assignment and Rotation of Committee Members

The Nominations Committee reviews and recommends to the Board for approval the Chairs and the members of the Board Committees on an annual basis. The selection process will be subject to the compositional requirements for the Committees and to the Board’s view as to the most appropriate persons to serve on each Committee, taking into account all factors that it deems relevant including any independence and other criteria required by securities law or the Board of Directors. The Board is responsible for the appointment of committee members and committee chairs according to criteria that it determines to be in the best interest of Rezolve and its stockholders.

I. Operation of Committees

The Committee Chair establishes the rules of order and procedure of the meeting to ensure the meeting is conducted in an orderly fashion. The Committee Chair controls the meeting agenda and the order of issues to be presented to the Committee. The Committee Chair retains the right, if necessary, to rule out of order any remarks or discussion that does not comply with Committee procedures. The Committee Chair may make additional meeting rules as appropriate or advisable.

J. Selection of Committee Agenda and Committee Materials

The Committee is responsible for the Committee meeting agenda. Committee members are urged to make suggestions for agenda items or meeting materials to the Committee Chair, Chief Executive Officer and Company Secretary.

The Chair of the Committee, with input from the Chair, Lead Independent Director (if applicable), Chief Executive Officer, Corporate Secretary, or staff liaison, will establish a meeting agenda for each Committee. Information important to the business matters at the Committee meeting is distributed in advance of the meeting. Materials are distributed in advance so that the Committee meeting time may be focused on discussions and analysis, rather than an exchange of information. Confidential matters may be discussed at the Committee meeting without materials being distributed in advance of the meeting.

K. Executive Sessions of Committees

The Committee Chair invites the independent members to meet in an Executive Session at every regularly scheduled Committee meeting. In addition to Executive Sessions, the Audit Committee and any other committees as deemed necessary may have separate meetings with management, the independent auditors and other third parties.

VIII. Leadership Development of the Board and Senior Management

A. Director Orientation/Onboarding

All directors receive an orientation providing a corporate and business overview and summarizing the director duties and responsibilities. The new director orientation/onboarding includes among other things: a strategic presentation by the CEO; a presentation of significant financial and accounting issues by the CFO; a presentation of the corporate legal, risk, compliance and regulatory programs; and a presentation of the Code of Conduct.

Induction also includes a review of directors' fiduciary duties and obligations and the corporate expectations in terms of a director's time and attendance at Board meetings.

B. Director Continuing Education

Directors are expected and encouraged to participate in continuing education programs in order to maintain the necessary level of expertise to perform their responsibilities as directors in addition to providing a valuable perspective on the performance of the company. Rezolve will pay all reasonable expenses related to one director continuing education program per calendar year.

C. Evaluation of Senior Management

The Board, through the Management Compensation and Nominations Committees, evaluates the CEO on an annual basis. The Chair of the Board (or if the Chair of the Board is not independent, the Lead Independent Director), the Management Compensation Committee and the Nominations Committee communicate this evaluation to the CEO. The evaluation is based on objective criteria including performance of the corporation, accomplishment of long-term strategic objectives and development of senior management. The Management Compensation Committee will use the evaluation when considering the compensation of the CEO.

D. Succession Planning and Management Development

On at least an annual basis, the Management Compensation Committee, the Board, and the CEO will review the succession planning and management development program. The Management Compensation Committee reviews the long-term succession plan for development, retention, and replacement of senior officers. In addition, the CEO prepares and the Board reviews, a short-term succession plan that delineates a temporary delegation of authority to certain officers of the company, if all or a portion of the senior officers should unexpectedly become unable to perform their duties. In conjunction with the annual report of the succession plan, the CEO will also report on Rezolve's program for senior management leadership development.