



CORPORATE GOVERNANCE GUIDELINES

Introduction

The Board of Directors (the “Board”) of Reviv3 Procure Company, a Delaware corporation and its subsidiaries (collectively, the “Company”), acting on the recommendation of its Corporate Governance and Nominating Committee (the “Governance Committee”), has adopted these corporate governance principles (the “Guidelines”) to promote the effective functioning of the Board and its committees, to promote the interests of shareholders, and to ensure a common set of expectations as to how the Board, its various committees, individual directors and management should perform their functions.

Board Composition and Size

The members of the Board should collectively possess a broad range of skills, expertise, industry and other knowledge, and business and other experience useful to the effective oversight of the Company’s business. It is the sense of the Board that, absent special circumstances, the Board should consist of no more than seven (7) members in order to facilitate its functioning.

The Board shall be comprised of three (3) classes of staggered terms as set forth in the Company’s Bylaws, as amended from time-to-time.

Board Leadership Structure

The Board shall be responsible for establishing and maintaining the most effective leadership structure for the Company. The Board shall select its chairperson (the “Chairman”) and the Company’s Chief Executive Officer (the “CEO”) in a way that it considers in the best interests of the Company. The Board does not have a policy on whether the role of Chairman and CEO should be separate or combined and, if it is to be separate, whether the Chairman should be selected from the Independent Directors. Independent Directors are those that are deemed “independent” under the rules of the New York Stock Exchange.

The Board’s Governance Committee shall review its leadership structure at least annually. As part of this review, the Governance Committee shall evaluate:

- The leadership positions that the Company should maintain (e.g., Chairman and CEO);
- The responsibilities of such positions; and
- The qualifications to hold such positions.

In conducting this review, the Governance Committee shall consider, among other things:

- The effectiveness of the policies, practices and people in place to help ensure strong, independent Board oversight;



- The Company’s performance and the effect that a particular leadership structure may have on the Company’s performance;
- The views of the Company’s shareholders; and
- Legislative and regulatory developments, if any, the practices at other similarity situated companies, trends in governance, and other information and data on the topic of board leadership structure as it considers appropriate.

To the extent adjustments are made pursuant to these Guidelines, the Governance Committee will amend its committee charter accordingly.

Selection of Directors

Nominations and Appointments

The Board’s Governance Committee shall be responsible for identifying and recommending to the Board qualified candidates for Board membership, based primarily on the following criteria:

- Judgment, character, expertise, skills and knowledge useful to the oversight of the Company’s business;
- Diversity of viewpoints, background, work and other experiences (including military service), and other demographics, such as race, sex, gender, ethnicity, culture and nationality;
- Business or other relevant experience; and
- The extent to which the interplay of the candidate’s expertise, skills, knowledge and experience with that of other Board members will build a Board that is effective, collegial and responsive to the needs of the Company.

The Governance Committee welcomes candidates for Board membership recommended to the Committee by shareholders, and shall evaluate such candidates in the same manner as other candidates identified to the Committee. The Committee may use outside consultants to assist in identifying candidates. Members of the Governance Committee shall discuss and evaluate possible candidates in detail prior to recommending them to the Board.

The Governance Committee shall also be responsible for initially assessing whether a candidate would be an Independent Director. The Board, taking into consideration the recommendations of the Governance Committee, shall be responsible for selecting the nominees for election to the Board by the shareholders and for appointing directors to the Board to fill vacancies, with primary emphasis on the criteria set forth above. The Board, taking into consideration the assessment of



the Governance Committee, shall also make a determination as to whether a nominee or appointee would be an Independent Director.

Invitations

The invitation to join the Board shall be extended by the Board via the Chairman.

Committees of the Board

The Board has established three committees: the Audit Committee, the Compensation Committee, and the Governance Committee (the “Committees”). Each Committee has a written charter. The Board expects to accomplish a substantial amount of its work through the Committees. Each Committee shall report regularly to the Board summarizing the Committee’s actions and any significant issues considered by the Committee. Such reporting shall not be required if all directors are present at the Committee meeting at which such actions or issues are considered or if individual directors not present are otherwise informed with respect to such actions or issues as appropriate.

Each Committee shall be composed of no fewer than two (2) members. Each Committee member must satisfy the membership requirements set forth in the relevant Committee charter. A director may serve on more than one (1) Committee.

The Governance Committee shall be responsible for identifying Board members qualified to fill vacancies on any Committee and recommending that the Board appoint the identified member or members to the applicable Committee. The Independent Directors, taking into account the views of the Chairman, shall recommend one member of each Committee as “chairman” of such Committee. It is the sense of the Board and the Governance Committee that consideration should be given to rotating the chairpersons of the Committees periodically at about a six-year interval, but they do not believe that it is in the best interests of the Company to mandate rotation as a policy since there may be reasons at a given point in time to maintain a chair position for a longer period.

Board and Committee Meetings

The Board shall have at least two (2) meetings each year. Further meetings shall occur if called by the Board, the Chairman or as otherwise set forth in the Company’s Bylaws. The Board may act by unanimous written consent in lieu of a meeting.

Each Committee shall have the number of meetings provided for in its charter, with further meetings to occur (or action to be taken by unanimous written consent) when deemed necessary or desirable by the Committee or its chairperson.

The Chairman shall approve the form and type of materials proposed to be provided to the Board for Board meetings. Any Board member may suggest the inclusion of additional subjects on the agenda.

The agenda for each Committee meeting shall be established by the Committee chairperson in consultation with appropriate members of the Committee (as needed) and with executive



management. The Committee chairperson shall also review and provide feedback on the form and type of materials proposed to be provided to the Committee for such meeting.

Unless a Committee expressly determines otherwise, the agenda, materials and minutes for each Committee meeting shall be available to all directors. In addition, all directors, whether or not members of the Committee, shall be free to make suggestions to a Committee chairperson for additions to the agenda of his or her Committee or to request that an item from a Committee agenda be considered by the Board. Further, all directors, whether or not members, shall be permitted to attend any Committee meeting, if invited by the Committee.

Executive management will provide appropriate materials in advance of Board and Committee meetings, however, in certain cases it may not be possible to circulate materials in advance of the meeting given timing and other considerations relating to the operation of the business. Materials presented to the Board and Committee members should provide the information needed for the directors to make informed judgments and/or engage in informed discussion.

At least annually, the Chairman shall issue to the other Board members a schedule of the foreseeable primary agenda subjects intended to be discussed by the Board, and each Committee's chairperson shall issue to the other Committee members a schedule of the foreseeable primary agenda subjects intended to be discussed by the Committee.

Board Chairman's Powers and Duties

The Chairman's powers or duties shall generally include:

- Setting agenda for Board meetings and approving the form and type of related materials, as well as reviewing and concurring in the agendas for each Committee meeting;
- Approving the schedule for Board and Committee meetings;
- Calling meetings of the Board;
- Presiding over each Board meeting;
- Overseeing the Board's governance processes, including Board evaluations, succession planning and other governance-related matters;
- Leading the annual CEO evaluation;
- Meeting directly with management and non-management employees of the Company; and
- Consulting and directly communicating with shareholders and other key constituents, as appropriate.



The Chairman shall have the authority to delegate his or her responsibilities to other members of the Board as necessity dictates, but not in contravention of the Company’s Bylaws or Delaware General Corporation Law (“DGCL”).

Board Responsibilities

The business and affairs of the Company are managed by or under the direction of the Board in accordance with the DGCL. The Board’s responsibility is to provide direction and oversight; through its role in overseeing the Company’s business and its management, the Board is responsible, alongside management, for setting the course for the Company. The Board oversees and provides input to management on its efforts to ensure that the Company’s cultural expectations are appropriately communicated and embraced throughout the organization. The Board also oversees and provides advice and guidance on management’s formulation and implementation of the Company’s strategic plans. The Board is also responsible for overseeing the Company’s risk management, which oversight is carried out at the Board with the assistance of executive management.

In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Company, and they shall consider, among other things, the potential effect of any matter on the Company’s reputation. In addition, certain specific corporate governance functions of the Board are set forth below:

Management Succession

The Board, acting through the Governance Committee, shall review and concur in a management succession plan, developed by the CEO, on an as needed basis, to ensure continuity in executive management. This plan shall address:

- Emergency CEO succession;
- CEO succession in the ordinary course of business; and
- Succession for the other members of executive management.

The plan shall include an assessment of executive management experience, performance, skills and planned career paths.

Evaluating the CEO

The Board, acting through the Governance Committee and under the leadership of the Chairman, shall annually conduct an evaluation of the performance of the CEO. The chairperson of the Governance Committee shall communicate such evaluation to the CEO and the chairperson of the Compensation Committee and the respective Committee chairpersons shall report to the Chairman.

Reviewing and Approving Significant Transactions

Board approval of a particular transaction may be appropriate because of several factors, including:



- Legal or regulatory requirements,
- The materiality of the transaction to the Company's financial performance, risk profile or business,
- The terms of the transaction, or
- Other factors, such as the entering into of a new line of business or a variation from the Company's strategic plan.

To assist in this review, the Board will develop standards to be utilized by management in determining types of transactions that should be submitted to the Board for review and approval or notification.

Director Compensation

The Governance Committee shall periodically review the form and amounts of director compensation and make recommendations to the Board with respect thereto. The Board shall set the form and amounts of director compensation, taking into account the recommendations of the Governance Committee. The Board believes that the amount of director compensation should fairly reflect the contributions of the directors to the performance of the Company. Only non-employee directors shall receive compensation for services as a director. To create a direct linkage with corporate performance, the Board believes that a meaningful portion of the total compensation of non-employee directors should be provided and held in common stock, restricted stock units, or other types of equity-based compensation.

Expectations for Directors

The Board has developed a number of specific expectations of directors to promote the discharge by the directors of their responsibilities and to promote the efficient conduct of the Board's business.

Commitment and Attendance

All directors should make every effort to attend meetings of the Board and the Committees of which they are members. Attendance by telephone or video conference may be used to facilitate a director's attendance.

Participation in Meetings

Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and the competition it faces, to ensure active and effective participation in the deliberations of the Board and of each Committee on which he or she serves. Management shall make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business. Directors should also review the



materials provided by management and advisors in advance of the meetings of the Board and its Committees and should arrive prepared to discuss the issues presented.

Loyalty and Ethics

In their roles as directors, all directors owe a duty of loyalty to the Company. This duty of loyalty mandates that the best interests of the Company take precedence over any interest possessed by a director.

Code of Business Conduct and Ethics

Certain portions of the Company's Code of Business Conduct and Ethics ("Code") deal with activities of directors, particularly with respect to potential conflicts of interest, the taking of corporate opportunities for personal use, and transactions in the securities of the Company. Directors should be familiar with the Code's provisions in these areas and should consult with the Company's legal counsel in the event of any issues.

Director Stock Ownership

The Board believes that it is important for each director to have a financial stake in the Company to help align the director's interests with those of the Company's shareholders. To meet this objective, it is the policy of the Board that each director maintains some level of beneficial ownership of the Company's common stock and/or fully vested restricted stock units at all times during his or her tenure on the Board, provided that new non-employee directors will have up to two (2) years of service on the Board to meet this requirement. Directors are encouraged to familiarize themselves with the Company's Insider Trading Policy.

Outside Activities

The Company values the experience directors bring from other business associations, including boards on which they serve, and the other activities in which they participate, but recognizes that those activities may also present demands on a director's time and availability. Further, such activities may present conflicts or legal issues, including independence issues, that should be assessed. To this end, Directors generally shall not serve on the board of more than four (4) public companies, including the Company. Directors should advise the chairperson of the Governance Committee and the Chairman before accepting a membership on other boards of directors, accepting membership on any audit committee or other significant committee assignment (such as a lead or presiding director role) on any other board of directors, or establishing or materially changing other significant relationships with businesses, institutions, governmental units or regulatory entities, particularly those that may result in significant time commitments or a change in the director's relationship to the Company.

Contact with Management and Employees

All directors shall be free to contact the CEO at any time to discuss any aspect of the Company's business. Directors shall also have complete access to other employees of the Company. The Board



expects that there will be frequent opportunities for directors to meet with the CEO and other members of the executive management team in Board and Committee meetings, or in other formal or informal settings. Further, the Board encourages executive management to bring into Board meetings from time-to-time (or otherwise make available to Board members) individuals who can provide additional insight into the items being discussed because of personal involvement and substantial knowledge in those areas.

Speaking on Behalf of the Company

It is important that the Company speak to employees and outside constituencies with a single voice, and that management serve as the primary spokesperson. If a situation does arise in which it seems necessary for a non-employee director to speak on behalf of the Company to one of these constituencies, the director should consult with the CEO.

Confidentiality

The proceedings and deliberations of the Board and its committees shall be confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director and be mindful that some confidential communications may also be subject to the attorney-client privilege.

Evaluating Board and Committee Performance

The Board, acting through the Governance Committee and under the oversight of the Chairman, shall conduct an annual self-evaluation. Each Committee shall conduct an annual self-evaluation as provided for in its respective charter.

Onboarding and Continuing Education

Management, working with the Board, shall provide an onboarding process for new directors, including background material on the Company and its business. As appropriate, management shall prepare additional educational sessions for directors on matters relevant to the Company and its business.

Reliance on Management and Outside Advice

In performing its functions, the Board shall be entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisors. Except as otherwise provided in a charter of a Committee, the Board shall have the authority to select, retain, terminate and approve the fees and other retention terms of its outside advisors.

Board Communications

Any person who wishes to communicate with any of the Company's directors, committee chairs, or with the Company's Independent Directors as a group, may mail correspondence to:

[Secretary of the Board of Directors]



[Current Company Headquarters Address]

Adopted by the Board of Directors on August 24, 2023.