



TIGO ENERGY, INC.

CORPORATE GOVERNANCE GUIDELINES

A. POLICY OVERVIEW

The Board of Directors (the “**Board**”) of Tigo Energy, Inc. (the “**Company**”) has adopted the following Corporate Governance Guidelines (the “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders in a manner that is consistent with the Board’s fiduciary duties.

B. THE BOARD

1. Role. The Board’s principal duty is to exercise its powers in accordance with its fiduciary duties to the Company and in a manner it reasonably believes to be in the best interests of the Company and its stockholders. It is also the Board’s duty to oversee senior management in the competent and ethical operation of the Company. To satisfy this responsibility, the Board expects its members to take a proactive approach to their duties and function as active monitors of corporate management. Accordingly, the directors provide oversight in the formulation of the long-term strategic, financial and organizational goals of the Company and of the plans designed to achieve those goals. In addition, the Board reviews and approves Company standards and policies to ensure that management carries out their day-to-day operational duties in a competent and ethical manner and consistent with high standards of responsible conduct and ethics.

2. Size. The number of directors that constitutes the Board will be fixed from time to time by a resolution adopted by the Board in conformity with the Company’s certificate of incorporation (the “**Certificate**”) and bylaws (the “**Bylaws**”). The Nominating and Governance Committee of the Board (the “**Governance and Nominating Committee**”) periodically reviews the size of the Board to ensure that the current number of directors most effectively supports the Company.

3. Composition. The Company defines an “independent” director (“**Independent Director**”) in accordance with the applicable rules of The Nasdaq Stock Market (the “**Nasdaq Rules**”). The Board shall make an affirmative determination at least annually as to the independence of each director. The independence definition under the Nasdaq Rules includes a series of objective tests, such as that the director is not an employee of the Company and has not engaged in various types of business dealings with the Company. Because it is not possible to anticipate or explicitly provide for all potential conflicts of interest that may affect independence, the Board is also responsible for determining affirmatively, as to each independent director, that no relationship exists which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the Board will broadly consider all relevant facts and circumstances, including information provided by the directors and the Company with regard to each director’s business and personal activities as they may relate to the Company and the Company’s management. As the concern is independence from management, the Board does not view ownership of even a significant amount of stock, by itself, as a bar to an independence finding. Each director shall notify the Board of any change in circumstances that may put their independence at issue. In the event of such notification, the Board will evaluate such director’s independence as promptly as practicable thereafter.



4. Selection of Chairperson of the Board and Chief Executive Officer. The Board shall select its chairperson (“**Chairperson**”) and the Company’s Chief Executive Officer (“**CEO**”) in any way it considers in the best interests of the Company. Therefore, the Board does not have a policy on whether the roles of Chairperson and CEO should be separate or combined and, if it is to be separate, whether the Chairperson should be selected from the Independent Directors.

5. Lead Independent Director. If the Board does not have an independent Chairperson, the Board may appoint a lead independent director (the “**Lead Independent Director**”). If appointed, the Lead Independent Director will be responsible for calling separate meetings of the Independent Directors, determining the agenda and serving as chairperson of meetings of Independent Directors, reporting to the CEO and the Chairperson of the Board regarding feedback from executive sessions, serving as spokesperson for the Company as requested and performing such other responsibilities that may be designated by a majority of the Independent Directors from time to time. If a Lead Independent Director is appointed, his or her identity will be disclosed in the Company’s annual proxy statement or published on the investor relations page of the Company’s website.

6. Executive Sessions. All directors who are not Company employees, including both Independent Directors and such directors who are not Independent Directors by virtue of a material relationship, former status or family relationship, or for any other reason (collectively, “**non-employee directors**”), will meet in executive sessions without management directors or management present on a periodic basis but no less than two times a year.

In addition, if the non-employee directors include directors who are not Independent Directors, the Independent Directors will also meet on a periodic basis but no less than two times a year in executive sessions. Such meetings should typically be held following regularly scheduled meetings or at such other times as requested by an independent director.

7. Director Qualifications. The Nominating and Governance Committee is responsible for periodically reviewing and assessing with the Board desired qualifications, expertise and characteristics sought of Board members. While the Board has not established specific minimum qualifications for Board members, the potential Board members’ skills should align with the Company’s strategy. The Board believes that the assessment of director qualifications may include numerous factors, such as character, professional ethics and integrity, judgment, business acumen, proven achievement and competence in one’s field, the ability to exercise sound business judgment, tenure on the Board and skills that are complementary to the Board, an understanding of the Company’s business, an understanding of the responsibilities that are required of a member of the Board, other time commitments, diversity with respect to professional background, education, race, ethnicity, gender, age and geography, as well as other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board (the “**Director Criteria**”). The Board should represent the balanced, best interests of the stockholders as a whole rather than special interest groups or constituencies.

The Nominating and Governance Committee and the Board evaluate each director in the context of the membership of the Board as a group, with the objective of maintaining a Board that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of backgrounds and experiences in various areas. In determining whether to recommend a director for re-election, the Nominating and Governance Committee also considers the director’s past attendance at meetings, participation in and contributions to the activities of the Board and



the Company and other qualifications and characteristics set forth in the charter of the Nominating and Governance Committee.

The priorities and emphasis of the Nominating and Governance Committee and of the Board with regard to these factors change from time to time to take into account changes in the Company's strategy and business initiatives, as well as the portfolio of skills and experience of current and prospective Board members. The Nominating and Governance Committee and the Board review and assess the continued relevance of and emphasis on these factors as part of the Board's annual self-assessment process and in connection with candidate searches to determine if they are effective in helping to satisfy the Board's goal of creating and sustaining a Board that can appropriately support and oversee the Company's activities.

8. Changes in Circumstances. Each director must ensure that other existing and anticipated future commitments do not materially interfere with his or her service as a director.

In the event of a significant change in professional or personal circumstance, including a situation that could result in negative attention for the Company, a director shall promptly tender his or her offer of resignation from the Board and all committees thereof in writing to the chairperson of the Nominating and Governance Committee (or, if the director is the chairperson of the Nominating and Governance Committee, to the Chairperson of the Board or the Lead Independent Director, if one is appointed).

The Nominating and Governance Committee shall assess the appropriateness of such director remaining on the Board and shall recommend to the Board the action, if any, to be taken with respect to a director's offer to resign.

9. Limitation on Other Board Service. Service on the boards of directors of other companies often broadens and deepens the knowledge and experience of directors. However, each directors is expected to be able and prepared to devote sufficient time and effort to his or her duties as a Company director. Accordingly, before accepting an additional directorship with another company, directors should consider whether the directorship will compromise the director's ability to perform his or her responsibilities to the Company. Additionally, a director should advise the Chairperson of the Board or the Lead Independent Director (if one is appointed) and the chairperson of the Nominating and Governance Committee in advance of accepting an invitation to serve on another board to ensure that it is permissible under applicable laws, the Company's policies and governance best practices. It is expected that, without specific approval from the Board, no director will serve on more than four public company boards (including the Company's Board). In addition, directors who also serve as CEOs generally should not serve on more than two outside public company boards.

10. Policies and Procedures for Director Candidates. Each year, at the Company's annual meeting of stockholders, the Board will nominate a slate of directors for election by the stockholders. In accordance with the Bylaws, the Board will also be responsible for filling vacancies or newly-created directorships on the Board that may occur between annual meetings of stockholders. The Nominating and Governance Committee is responsible for identifying and screening candidates for Board membership, and recommending candidates to the entire Board for Board membership. After the Nominating and Governance Committee makes its recommendations, the Board will have final authority on determining the selection of those director candidates for nomination to the Board.

In its evaluation of director candidates, including the members of the Board eligible for re- election,



the Nominating and Governance Committee will consider the following: the current size and composition of the Board and the needs of the Board and the respective committees of the Board; the Director Criteria; and other factors that the Nominating and Governance Committee may consider appropriate. In evaluating the Director Criteria, the Nominating and Governance Committee does not assign any particular weighting or priority to any of those factors.

If the Nominating and Governance Committee determines that an additional or replacement director is required, the Nominating and Governance Committee may take such measures that it considers appropriate in connection with its evaluation of a director candidate, including candidate interviews, inquiry of the person or persons making the recommendation or nomination, engagement of an outside search firm to gather additional information, or reliance on the knowledge of the members of the Nominating and Governance Committee, the Board or management. The Nominating and Governance Committee may propose to the Board a candidate recommended or offered for nomination by a stockholder as a nominee for election to the Board.

The Nominating and Governance Committee considers recommendations and nominations for candidates to the Board from stockholders so long as such recommendations and nominations comply with the Certificate and Bylaws, all applicable Company policies and all applicable laws, rules and regulations, and in the same manner as candidates recommended to the Nominating and Governance Committee from other sources. Stockholders may recommend director nominees for consideration by the Nominating and Governance Committee by writing to the Corporate Secretary of the Company. The recommendation must include the candidate's name, home and business contact information, detailed biographical data, relevant qualifications, a signed letter from the candidate confirming willingness to serve, information regarding any relationships between the candidate and the Company and evidence of the recommending stockholder's ownership of Company stock. Such recommendations must also include a statement from the recommending stockholder in support of the candidate. Stockholder recommendations must be received by December 31st of the year prior to the year in which the recommended candidates will be considered for nomination. Following verification of the stockholder status of the person submitting the recommendation and verification that all requirements have been met, all properly submitted recommendations will be promptly brought to the attention of the Nominating and Governance Committee.

Stockholders that instead desire to nominate persons directly for election to the Board at the Company's annual meeting of stockholders must meet the deadlines and other requirements set forth in the Bylaws, as amended from time to time, and the rules and regulations of the Securities and Exchange Commission.

These policies and procedures for director candidates are administered by the Nominating and Governance Committee.

11. Term Limits. The Board does not have a policy to impose term limits for directors because such a policy may deprive the Board of the service of directors who have developed, through valuable experience over time, an increasing insight into the Company and its operations. Notwithstanding the foregoing, the Nominating and Corporate Governance Committee may, in its discretion, consider the tenure of continuing directors when selecting or recommending for the Board's selection those candidates to be nominated for election to the Board.

12. Compensation. The compensation of directors will be approved by the Board with the



assistance of the Compensation Committee of the Company (the “**Compensation Committee**”). Any Company employee serving on the Board will not receive additional compensation for the employee’s service as a director.

13. Conflicts of Interest. In general, directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If a director becomes aware of actual or potential conflict of interest, the director will report all facts regarding the matter to the Board. Any material conflicts that are not only temporary must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director must disclose the interest to the Board, excuse himself or herself from discussion and abstain from voting on the matter.

14. Interaction with the Press and Other Third Parties. The Board believes that management speaks for the Company. Each director should refer all inquiries from the press or other third parties regarding the Company’s operations to management. Individual Board members may, from time to time, at the request of the management, meet or otherwise communicate with various constituencies that are involved with the Company.

15. Access, Resources, Reliance on Information and Others. The Board and its directors shall at all times have direct, independent and confidential access to the Company’s executive officers, management and personnel to carry out the Board’s purposes and fulfill its duties. The Board is authorized to obtain, at the Company’s expense, data, advice, consultation and documentation as the Board considers appropriate and to retain consultants, independent counsel or other advisers to advise or assist the Board in the performance of any of its responsibilities and duties or for any other matter related to the Board’s purposes.

A director is entitled when discharging his or her duties to rely in good faith on reports or other information provided by the Company’s management, its independent auditors, legal counsel or other advisors as to matters the member reasonably believes to be within such other person’s professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

Nothing in these guidelines is intended to preclude or impair the protection provided under applicable law for good faith reliance by directors on reports, advice or other information provided by others (including reports, advice or other information provided by the Company’s management, legal counsel, consultants, independent auditors or independent professional advisors retained by the Board).

16. Director Orientation and Continuing Education. The Board is committed to ensuring that all directors receive appropriate orientation and continuing education. The Nominating and Governance Committee oversees the Company’s director orientation and continuing education programs as further described in the Nominating and Governance Committee’s charter.

17. Annual Self-Evaluation. The Nominating and Governance Committee will oversee an annual self-evaluation by the Board to determine whether the Board and its committees are functioning effectively. The Nominating and Governance Committee will be responsible for establishing the evaluation criteria and implementing the process for the evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board. Additionally, it is expected that each committee of the Board should conduct a self-evaluation periodically and report the results to the Board. Each committee’s evaluation must compare the performance of the committee with the



requirements of its written charter.

C. BOARD MEETINGS; STOCKHOLDER MEETINGS, INVOLVEMENT OF SENIOR MANAGEMENT

1. Board Meeting Attendance. The Board will meet on a periodic basis, in person or by electronic meeting (to include by teleconference, video calls (i.e. Teams, Zoom, etc.) or by phone), at such times and places as the Board determines. If there is a Lead Independent Director, he or she will set the agenda for each Board meeting in consultation with the CEO; otherwise, the Chairperson of the Board will set the agenda. Each director is free to suggest items for inclusion on the agenda. Directors are expected to attend each Board, and as applicable, Board committee meeting (and, in no event, fewer than 75% of either the Board or Board committee meetings), to invest the time and effort necessary to understand the Company's business and financial strategies and challenges. The basic duties of the directors include being prepared for and attending Board meetings and actively participating in Board discussions. Directors are also expected to make themselves available outside of Board meetings for advice and consultation. A director who is unable to attend a Board or committee meeting should notify the Chairperson of the Board or the Lead Independent Director (if one is appointed) or the committee chairperson, as applicable, and the CEO in advance of the meeting.

2. Annual Meeting of Stockholders Attendance. Each director is encouraged to attend the Company's annual meetings of stockholders.

3. Attendance of Non-Directors. The Board encourages invitations to management and outside advisors or consultants from time to time to participate in Board or committee meetings to (a) make presentations and provide insight into items being discussed by the Board that involve the invitee and (b) bring managers with high potential into contact with the Board. Attendance of any non-directors at Board meetings is at the discretion of the Board.

4. Advance Receipt of Meeting Materials. Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors at least 3 days in advance of each meeting to allow for review of the agenda and materials. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

D. COMMITTEE MATTERS

1. Number, Names, Responsibilities and Independence of Committees. The Board currently has three standing committees: the Audit Committee, Compensation Committee and Nominating and Governance Committee. Each committee is composed of Independent Directors. From time to time, the Board may form or disband an ad hoc or standing Board committee, depending upon the circumstances. Each committee will perform its duties as assigned by the Board in compliance with the Bylaws and the committee's charter.

2. Assignment and Rotation of Committee Members. Based on the recommendation of the Nominating and Governance Committee, the Board appoints committee members and committee chairpersons according to criteria set forth in the applicable committee charter and other criteria that the



Board determines to be relevant to the responsibilities of each committee, in accordance with applicable laws, rules and regulations. Committee membership and the position of committee chairpersons will not be rotated on a mandatory or regular basis unless the Board determines that rotation is in the best interest of the Company.

3. Frequency of Committee Meetings and Agendas. The committee chairpersons and appropriate members of management, in accordance with the committee's charter and, as appropriate, in consultation with the committee members, will determine the frequency and length of the committee meetings and develop the meeting agendas. Committee chairpersons will summarize committee discussions and actions with the full Board.

4. Committee Charters. Each standing Board committee will have a charter that sets forth the purpose, membership requirements, authority and responsibilities of the committee. Each committee will annually review its charter and recommend to the Board any changes it deems necessary.

E. LEADERSHIP DEVELOPMENT

1. Annual Review of Chief Executive Officer. The Compensation Committee, with input from the Nominating and Governance Committee, will conduct a review at least annually of the performance of the CEO. The Compensation Committee will establish the evaluation process and determine the specific criteria on which the performance of the CEO is evaluated in accordance with the charter and principles of the Compensation Committee.

2. Succession Planning. The Nominating and Governance Committee will work with the Compensation Committee, with input from the CEO, to plan for CEO succession, as well as to develop plans for interim succession for the CEO in the event the need for a successor arises unexpectedly. The Nominating and Governance Committee will also work with the Compensation Committee, with input from the CEO and appropriate members of management, to plan for succession of each of the other senior executives, as well as to develop plans for interim succession of such executives in the event the need for a successor arises unexpectedly. In addition to the succession planning, there should periodically be a report on management development by the CEO.

F. DIRECTOR COMMUNICATIONS

In cases where stockholders and other interested parties wish to communicate directly with the Company's Independent Directors, messages should be in writing and should be sent to the Corporate Secretary by mail to the principal executive office of the Company.

The Company's Corporate Secretary will route such communications, as appropriate, to the appropriate director(s) or, if none is specified, to the Chairperson of the Board or the Lead Independent Director (if one is appointed). The Company's Corporate Secretary shall review all incoming communications and screen for communications that (1) are solicitations for products and services, (2) relate to matters of a personal nature not relevant for the Company's stockholders to act on or for the Board to consider and (3) matters that are of a type that render them improper or irrelevant to the functioning of the Board or the Company, including without limitation, mass mailings, product complaints or inquiries, job inquiries, business solicitations and patently offensive or otherwise inappropriate material.



Any requests for investor relations materials should be made to the Company's Investor Relations Department.

G. INTERPRETATION

These Guidelines shall be interpreted and construed in the context of all applicable laws, rules and regulations and the Certificate, the Bylaws and other corporate governance policies of the Company. Notwithstanding the foregoing, nothing in these policies and procedures limits any rights or obligations of any person under any stockholders' agreement or similar agreement to which the Company or any of its subsidiaries is a party, as applicable.

H. AMENDMENTS

The Company reserves the right to amend these Guidelines at any time, for any reason, subject to applicable laws, rules and regulations.

Effective: May 24, 2023