

# **CORPORATE GOVERNANCE GUIDELINES**

## **ALPS GROUP INC**

### **1. Purpose**

These Corporate Governance Guidelines (“Guidelines”) are established by the Board of Directors (“Board”) of Alps Group Inc to assist the Board in the exercise of its responsibilities and to serve the interests of shareholders and other stakeholders by promoting effective governance, oversight, and accountability.

### **2. Board Composition and Selection**

#### 2.1 Size of Board

The Board shall determine its size from time to time, consistent with the Company’s organizational documents.

#### 2.2 Director Qualifications

Directors should possess the highest personal and professional ethics, integrity, and values, and be committed to representing the long-term interests of shareholders. The Board will consider diversity, skills, experience, and independence in evaluating candidates.

#### 2.3 Independence

A majority of the Board shall be independent directors as defined by applicable law and stock exchange listing standards.

#### 2.4 Selection of Directors

The Nominating and Corporate Governance Committee will recommend director candidates for Board approval and nomination by shareholders.

### **3. Board Leadership**

#### 3.1 Chair and CEO Roles

The Board shall decide whether the roles of Chair and CEO should be combined or separated, based on the Company’s needs.

#### **4. Board Responsibilities**

The Board shall be responsible to:

- Oversee management and Company strategy.
- Review and approve major corporate actions.
- Monitor financial performance and risk management.
- Ensure compliance with legal and ethical standards.
- Oversee succession planning for senior executives.

#### **5. Board Committees**

The Board shall maintain standing committees, including:

- Audit Committee (all independent directors)
- Compensation Committee (all independent directors)
- Nominating and Corporate Governance Committee (all independent directors)

Each committee shall have a written charter, reviewed annually.

#### **6. Board Meetings and Materials**

Meetings of the Board shall be held at least twice a year.

Directors are expected to attend all meetings and review materials in advance.

Independent directors shall meet in executive session at least annually.

#### **7. Director Access to Management and Advisors**

Directors shall have full access to Company management, information, and independent advisors as needed to fulfill their duties.

#### **8. Director Compensation**

Director compensation shall be aligned with market practices, and reviewed periodically by the Compensation Committee.

## **9. CEO Evaluation and Management Succession**

The Board shall annually evaluate the CEO's performance and oversee succession planning for key executives.

## **10. Annual Performance Evaluation**

The Board and its committees shall conduct annual self-evaluations to assess effectiveness and identify areas for improvement.

## **11. Code of Ethics and Business Conduct**

Directors, officers, and employees shall comply with the Company's Code of Ethics and Business Conduct.

## **12. Communication with Shareholders and Other Stakeholders**

The Board shall establish procedures for shareholder and stakeholder communications, including annual meetings and investor outreach.

## **13. Review of Guidelines**

These Guidelines shall be reviewed at least annually and amended as appropriate to reflect changes in law, regulation, or best practices.