

## **CORPORATE GOVERNANCE GUIDELINES**

Adopted by the Board of Directors, effective June 10, 2026

The Board of Directors of ERock, Inc. (the “Company”) has adopted the corporate governance guidelines set forth below (the “Guidelines”) as a framework for the governance of the Company. The Nominating and Corporate Governance Committee reviews the Guidelines annually and recommends changes to the Board of Directors as appropriate.

### **1. ROLE AND COMPOSITION OF THE BOARD OF DIRECTORS**

#### ***Role of the Board***

The Board of Directors, which is elected by the Company’s stockholders, oversees the management of the Company and its business. The Board selects the senior management team, which is responsible for operating the Company’s business, and monitors the performance of senior management. Consistent with the oversight function of the Board, the Board’s core responsibilities, some of which may be carried out by one or more committees of the Board, include:

- Assessing the performance of the Chief Executive Officer (the “CEO”) and other senior management and setting their compensation;
- Planning for CEO and senior management succession and overseeing senior management development;
- Reviewing the Company’s strategies and monitoring their implementation and results;
- Overseeing the integrity of the Company’s financial statements and the Company’s financial reporting process;
- Overseeing the Company’s processes for assessing and managing risk;
- Overseeing legal and regulatory compliance;
- Engaging in succession planning for the Board and key leadership roles on the Board and its committees;
- Nominating the Company’s director candidates and appointing committee members;
- Shaping effective corporate governance; and
- Providing advice and counsel to management regarding significant issues facing the Company and reviewing and approving significant corporate actions.

#### ***Size, Composition and Membership Criteria***

The Board determines the appropriate size of the Board from time to time, within the range of three to 15 directors specified in the Company’s Certificate of Incorporation. A majority of the Board is made up of independent directors. An “independent” director is a director who meets the New York Stock Exchange definition of independence, as determined by the Board. The Board makes an affirmative determination regarding the independence of each director annually, based upon the recommendation of the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee considers and makes recommendations to the Board regarding the size, structure, composition and functioning of the Board, in accordance with the Company's Bylaws. In addition, the Nominating and Corporate Governance Committee engages in succession planning for the Board and key leadership roles on the Board and its committees. The Nominating and Corporate Governance Committee is also responsible for establishing and overseeing processes and procedures for the selection and nomination of directors.

The Nominating and Corporate Governance Committee periodically reviews, and recommends to the Board, the skills, experience, characteristics and other criteria for identifying and evaluating directors. The Board's criteria include personal and professional integrity, sound judgment, relevant business and leadership experience, financial literacy, independence, ability to devote sufficient time to Board responsibilities, and a demonstrated commitment to representing the long-term interests of the Company's stockholders.

The Nominating and Corporate Governance Committee evaluates the composition of the Board annually to assess whether the skills, experience, characteristics and other criteria established by the Board are currently represented on the Board as a whole, and in individual directors, and to assess the criteria that may be needed in the future in light of the Company's anticipated needs. The Board and the Nominating and Corporate Governance Committee also actively seek to achieve a breadth of backgrounds, perspectives, viewpoints, skills and experiences on the Board.

The Nominating and Corporate Governance Committee reviews the qualifications of director candidates and incumbent directors in light of the criteria approved by the Board and recommends the Company's candidates to the Board for election by the Company's stockholders at the annual meeting. The Nominating and Corporate Governance Committee also considers director candidates recommended by Company stockholders in accordance with the procedures set forth in the proxy statement.

### ***Board Leadership***

The Board regularly reviews its leadership structure to evaluate whether the structure remains appropriate for the Company.

Currently, the roles of Chairperson of the Board and CEO are separate and the Chairperson is an independent director.

### ***Change in Principal Occupation***

When a director's principal occupation or business association changes substantially during the director's tenure on the Board, the director must notify the chair of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will evaluate the continued appropriateness of the director's Board membership under the new circumstances and make a recommendation to the Board as to any action to be taken with respect to such circumstances.

### ***Service on Other Boards***

Directors are encouraged to limit the number of other boards on which they serve so as not to interfere with their service as a director of the Company.

The Board expects that its members will not serve on the boards of more than four public companies, including the Company's Board. Directors who are executive officers of public companies are expected to limit their outside public company board service to no more than one other public company, in addition to the Company's Board. Service on the boards of subsidiary companies with no publicly traded stock (or that issue only debt), non-profit organizations and private companies is not included in this calculation. Moreover, if a director sits on several mutual fund boards within the same fund family, it will count as one board for purposes of this calculation.

In addition, directors must obtain approval from the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on the board of another public company.

### ***Election of Directors***

The Board is divided into three classes, approximately equal in number, with staggered terms of three years each so that the term of one class expires at each annual meeting of stockholders. Thus, directors typically stand for reelection every three years.

## **2. FUNCTIONING OF THE BOARD**

### ***Agendas***

The Chairperson of the Board establishes the agenda for each Board meeting. Agenda items that fall within the scope of responsibilities of a Board committee are reviewed with the chairperson of that committee. Directors are encouraged to suggest the inclusion of items on the agenda. Directors are also free to raise subjects at a Board meeting that are not on the agenda for that meeting.

### ***Distribution and Review of Board Materials***

Board materials related to agenda items are provided to directors sufficiently in advance of Board meetings to allow directors to review and prepare for discussion of the items at the meeting. In some cases, due to timing or the sensitive nature of an issue, materials are presented only at the Board meeting.

### ***Meetings***

The Board holds regularly scheduled meetings throughout the year and holds additional meetings as necessary to carry out its responsibilities. Directors are expected to attend Board meetings and meetings of the Board committees on which they serve.

### ***Executive Sessions***

The non-management directors meet in executive session without management present at every regular Board meeting. If the non-management directors include directors who are not independent, the independent directors meet in executive session at least annually. The Chairperson of the Board presides at executive sessions. The General Counsel shall attend each executive session unless the Chairperson determines otherwise.

### ***Strategic Planning***

The Board reviews the Company's long-term strategic plan at least annually and monitors implementation of the strategic plan throughout the year.

### ***Risk Oversight***

The Board oversees risk management at the Company. The Board executes its oversight responsibility directly and through its committees, who regularly report back to the Board. The committee charters provide additional insight on specific areas of risk oversight delegated to each committee. The Board exercises direct oversight of risks not delegated to a committee. The Board also receives regular updates from management regarding the Company's risk exposures and mitigation efforts.

### ***Confidentiality***

Directors must protect and hold confidential all non-public information that comes to them, from whatever source, in their capacity as a director of the Company, unless disclosure is authorized or required by law. Proceedings and deliberations of the Board and its committees must also be kept confidential, unless disclosure is authorized or required by law.

### ***Attendance at Annual Meeting of Stockholders***

Directors are expected to attend the annual meeting of stockholders absent unusual circumstances.

## **3. STRUCTURE AND FUNCTIONING OF COMMITTEES**

### ***Number, Structure and Independence of Committees***

The Board has three standing committees: Audit, Nominating and Corporate Governance and Compensation.

The Audit, Nominating and Corporate Governance and Compensation Committees consist solely of independent directors. In addition, directors who serve on the Audit Committee and the Compensation Committee must meet additional, heightened independence criteria applicable to directors serving on these committees under the New York Stock Exchange listing standards.

The Board may also establish and maintain other committees from time to time as it deems necessary and appropriate in accordance with the Company's Bylaws.

### ***Assignment of Committee Members***

The Nominating and Corporate Governance Committee considers and makes recommendations to the Board regarding committee size, structure, composition and functioning. Committee members and chairpersons are recommended to the Board by the Nominating and Corporate Governance Committee and appointed by the full Board.

### ***Responsibilities***

Each standing committee operates under a written charter that sets forth the purposes and responsibilities of the committee as well as qualifications for committee membership. Each

standing committee assesses the adequacy of its charter annually and recommends changes to the Board as appropriate. All committees report regularly to the full Board with respect to their activities.

### ***Meetings and Agendas***

The chairperson of each committee determines the frequency, length and agenda of the committee's meetings. Materials related to agenda items are provided to committee members sufficiently in advance of meetings to allow the members to review and prepare for discussion of the items at the meeting.

## **4. DIRECTOR ACCESS TO MANAGEMENT AND ADVISERS**

At the invitation of the Board, members of senior management may attend Board meetings or portions of meetings for the purpose of presenting matters to the Board and participating in discussions. Directors also have full access to members of the Company's management, subject to reasonable efforts to avoid disruption to the Company's business and operations.

The Board has the authority to retain such outside counsel, experts and other advisers as it determines appropriate to assist it in the performance of its functions. Each of the Audit, Nominating and Corporate Governance and Compensation Committees has similar authority to retain outside advisers as it determines appropriate to assist it in the performance of its functions.

## **5. DIRECTOR COMPENSATION**

The Compensation Committee annually reviews the compensation of directors. Director compensation is set by the Board based upon the recommendation of the Compensation Committee. Management directors do not receive compensation for service on the Board.

## **6. SUCCESSION PLANNING**

The Compensation Committee is responsible for oversight of succession planning for certain senior management positions. At least annually, the Compensation Committee reviews with the Board succession planning and management development, including recommendations and evaluations of potential successors to fill the CEO and other senior management positions. The succession planning process includes consideration of both ordinary course succession, in the event of planned promotions and retirements, and planning for situations where the CEO or another member of senior management unexpectedly become unable to perform the duties of their positions.

## **7. FORMAL EVALUATION OF THE CEO**

The Compensation Committee is responsible for setting annual and long-term performance goals for the CEO, evaluating the CEO's performance against those goals, and recommending the CEO's compensation to the independent directors for approval. Both the goals and the evaluation are submitted for consideration by the independent directors meeting in executive session. The results of the evaluation are shared with the CEO and used by the Compensation Committee in considering the CEO's compensation, which is approved by the independent directors meeting in executive session.

## **8. DIRECTOR ORIENTATION AND CONTINUING EDUCATION**

The Company has an orientation process for Board members that is designed to familiarize new directors with various aspects of the Company's business, including the Company's strategy, operations, finances, risk management processes, compliance program and governance practices. The Board encourages directors to participate in education programs to assist them in performing their responsibilities as directors.

## **9. BOARD AND COMMITTEE PERFORMANCE EVALUATIONS**

The Board conducts an annual self-evaluation to assess its performance. The Audit, Nominating and Corporate Governance and Compensation Committees conduct annual self-evaluations to assess their performance.

The Nominating and Corporate Governance Committee is responsible for developing, administering and overseeing processes for conducting evaluations.

## **10. STOCKHOLDER ENGAGEMENT**

To enable the Company to speak with a single voice, as a general matter, senior management serves as the primary spokesperson for the Company and is responsible for communicating with various constituencies, including stockholders, on behalf of the Company. Directors may participate in discussions with stockholders and other constituencies on issues where Board-level involvement is appropriate. In addition, the Board oversees the Company's stockholder engagement efforts, with assistance from the Nominating and Corporate Governance Committee and the Compensation Committee, which oversees stockholder engagement on the subject of executive compensation.

## **11. POLITICAL CONTRIBUTIONS**

The Board oversees the Company's political contributions and lobbying activities and the Company's policies and practices regarding political contributions and lobbying activities.

## **12. CODE OF BUSINESS CONDUCT AND ETHICS**

Directors must abide by the relevant provisions of the Company's Code of Business Conduct and Ethics.

## **13. PERIODIC REVIEW OF GUIDELINES**

These Guidelines will be reviewed annually by the Nominating and Corporate Governance Committee, who will make recommendations to the Board with respect to any changes, and may be amended by the Board from time to time.