

Ross Acquisition Corp II

Related Person Transaction Policy

I. INTRODUCTION

This Related Person Transaction Policy (“Policy”) has been adopted by the Board of Directors (“Board”) of Ross Acquisition Corp II (the “Company”) and addresses the reporting, review and approval or ratification of transactions with related persons. Although related person transactions (as defined below) can involve potential or actual conflicts of interest, the Company recognizes that such transactions may occur in the normal course of business or provide an opportunity that is in the best interests of the Company. This Policy is not designed to prohibit related person transactions; rather, it is to provide for timely internal review of prospective transactions, approval or ratification of transactions and appropriate oversight and public disclosure of transactions.

With respect to persons and transactions subject to this Policy, the procedures set forth herein for reporting, review, oversight and public disclosure of related person transactions shall apply. In addition, the provisions of the Company’s Code of Business Conduct and Ethics and Corporate Governance Guidelines, may apply to potential conflict of interest situations.

II. PERSONS COVERED BY THIS POLICY

This Policy applies to any person who at any time since the beginning of the last fiscal year of the Company was:

- a director of the Company;
- an executive officer of the Company;
- a nominee for election as a director of the Company;
- a security holder who is known to the Company to own of record or beneficially more than five percent of any class of the Company’s voting securities; and
- an immediate family member of any of the foregoing persons

(each, a “Related Person” and, collectively, “Related Persons”).

Each of the foregoing Related Persons shall be subject to this Policy, even if, during the time period, the person (i) ceased to have such status during such period, or (ii) did not have such status at the time the Company participated in a transaction in which such person had a direct or indirect material interest.

“Executive officer” shall mean the principal executive and financial officers of the Company, the executive vice president, any other officer who performs a policy-making function, or any other person who performs similar policy making functions for the Company. Executive officers of subsidiaries may be deemed executive officers of the Company for purposes of this Policy if they perform such policy-making functions for the Company.

An “immediate family member” includes the spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and any person (other than a tenant or employee) sharing the household of a director, executive officer, director nominee or greater than five percent beneficial owner of voting securities.

A transaction in which the Company participates with an entity (i) that employs or is controlled by a Related Person, or (ii) in which a Related Person has an ownership or financial interest material to such Related Person, shall be considered a transaction with a Related Person for purposes of this Policy.

III. TRANSACTIONS AND ARRANGEMENTS COVERED BY THIS POLICY

For purposes of this Policy, “related person transaction” means a transaction or arrangement or series of transactions or arrangements in which the Company participates (*whether or not the Company is a party*) and a Related Person has a direct or indirect material interest in such transaction. A transaction in which any subsidiary of the Company or any other company controlled by the Company participates shall be considered a transaction in which the Company participates. An amendment to an arrangement that is considered a related person transaction (even though such arrangement has been reviewed under this Policy) shall, unless clearly incidental in nature, be considered a separate related person transaction.

A Related Person’s interest in a transaction or arrangement should be presumed material to such person unless it is clearly incidental in nature or has been determined in accordance with this Policy to be immaterial in nature such that further review is not warranted.

Examples of related person transactions generally include sales, purchases or other transfers of real or personal property, use of property and equipment by lease or otherwise, services received or provided, the borrowing and lending of funds, guarantees of loans or other undertakings and the employment by the Company of an immediate family member of a Related Person or a change in the terms or conditions of employment of such an individual that is material to such individual.

A charitable contribution, grant, endowment or pledge by the Company to a charitable organization, foundation or university may be considered a related person transaction if, for example, a director is an employee of such organization.

IV. TRANSACTIONS TO BE REPORTED TO THE COMMITTEE

All related person transactions must be reported in advance (or otherwise at the earliest possible opportunity) to the Audit Committee of the Board of Directors (the “Committee”). Any director, nominee for election as a director or executive officer who intends to enter into a related person transaction shall disclose that intention and all material facts with respect to such transaction to the Committee. Any officer or employee of the Company who intends to cause the Company to enter into or otherwise participate in any related person transaction shall disclose that intention and all material facts with respect to the transaction to his or her superior, who shall be responsible for seeing that such information is reported to the Committee.

V. REVIEW, APPROVAL AND RATIFICATION BY THE COMMITTEE

The Committee will review all related person transactions and, where the Committee determines that such transactions are in the best interests of the Company, approve such transactions in advance of such transaction being given effect (subject to a delegation of review and approval authority, as provided below).

In the event the Company and/or a Related Person in error enters into or otherwise participates in a related person transaction that requires pre-approval by the Committee pursuant to this Policy, such transaction shall promptly upon discovery of such error be presented to the Committee for its review and the Committee shall consider, if appropriate, whether to (i) ratify such related person transaction, (ii) direct management to rescind or modify the transaction, (iii) take any disciplinary action, and/or (iv) make changes to the Company's controls and procedures in connection with such error.

Annually, the Committee shall review any previously approved or ratified related person transaction that is continuing and determine based on the then existing facts and circumstances, including the Company's existing contractual or other obligations, if it is in the best interests of the Company to continue, modify or terminate the transaction. The Committee may establish guidelines for the Company's management of its ongoing transactions.

If a member of the Committee has an interest in or is involved in a related person transaction, such person shall excuse himself or herself from the deliberation and voting on such transaction by the Committee; however, such person may be counted in determining the presence of a quorum at a meeting of the Committee acting on the transaction. If after such Committee member excuses himself or herself from deliberation and voting on the transaction, there would be fewer than two members of the Committee available to review the transaction, the transaction shall instead be reviewed by the Board (which shall be considered "the Committee" for purposes of this Policy).

VI. AUTHORITY TO PRE-APPROVE

The Committee shall have the authority to (i) determine certain transactions or categories of transactions with Related Persons that are not considered related person transactions for the purposes of this Policy given their nature, size and/or degree of significance to the Company and/or the immateriality of such transaction to the relevant Related Person, and not required to be individually reported to, reviewed by, and/or approved or ratified by the Committee, and (ii) approve in advance certain transactions or categories of transactions with Related Persons that (unless the Committee determines otherwise in a particular instance) need not be individually reported to, reviewed by, and/or approved or ratified by the Committee but that will instead be reported to and reviewed by the Committee collectively on a periodic basis, which shall be at least annually, and shall not require ratification by the Committee.

VII. EXCEPTIONS: TRANSACTIONS THAT NEED NOT BE REPORTED

The following transactions or arrangements are not considered related person transactions for purposes of this Policy given their nature, size and/or degree of significance to us and/or the immateriality of such transaction to the relevant Related Person, and are not required to be reported to, reviewed by, and approved or ratified by the Committee under this Policy; however, they may still require reporting, review, approval and/or ratification pursuant to our Code of Business Conduct and Ethics:

- Use of Company assets for business purposes for amounts that do not exceed \$10,000;
- Reimbursements or payments of business expenses;

- Executive officer or director compensation in accordance with the disclosure exceptions provided for in Instruction 5 to Item 404(a) of Regulation S-K (or any successor rule);
- Any charitable contribution, grant, endowment or pledge by the company to a charitable organization, foundation or university where the Related Person's only relationship with that organization is as a director and the aggregate amount involved does not exceed \$120,000;
- Any other transaction or arrangement authorized on our behalf from which no Related Person obtains a benefit with a value to such Related Person in excess of \$25,000, provided that all related transactions or arrangements involving such Related Person during a fiscal year will be aggregated for such purpose; and
- Any transaction or arrangement pre-approved by the Committee in accordance with Section VI above.

Subject to the provisions in Section V above for the annual review of continuing transactions, a transaction that has been approved in accordance with this Policy will not thereafter be subject to the internal reporting and approval requirements of this Policy.

VIII. DELEGATION

The Committee may delegate its authority to review, approve or ratify specified related person transactions or categories of related person transactions, other than a transaction involving a member of the Committee, to one or more members of the Committee where the Committee determines that such action is warranted between scheduled Committee meetings. The Committee may delegate its authority to review, approve or ratify specified related person transactions or categories of related person transactions to the Company's co-chief executive officers or chief financial officer, provided that the amount involved in the transaction is less than \$120,000 and provided the transaction does not involve such delegated officer or a director. Any determinations made by such Committee member or members or officers pursuant to such delegated authority shall be presented to the full Committee for review not later than the next subsequent regular meeting of the Committee.

IX. STANDARDS

In connection with approving or ratifying a related person transaction, the Committee (or its delegate) shall, in its judgment, consider in light of the relevant facts and circumstances whether or not the transaction is in, or not inconsistent with, the best interests of the Company, including consideration of the following factors to the extent pertinent:

- the position within or relationship of the Related Person with the Company;
- the materiality of the transaction to the Related Person and the Company, including the dollar value of the transaction, without regard to profit or loss;
- the business purpose for and reasonableness of the transaction (including the anticipated profit or loss from the transaction), taken in the context of the alternatives available to the Company for attaining the purposes of the transaction;
- whether the transaction is comparable to a transaction that could be available on an arms-length basis or is on terms that the Company offers generally to persons who are not Related Persons;

- whether the transaction is in the ordinary course of the Company's business and was proposed and considered in the ordinary course of business; and
- the effect of the transaction on the Company's business and operations, including on the Company's internal control over financial reporting and system of disclosure controls and procedures, and any additional conditions or controls (including reporting and review requirements) that should be applied to such transaction.

X. APPROVALS TO BE REPORTED TO THE BOARD

The Committee shall notify the Board on a quarterly basis of all related person transactions approved or ratified by the Committee.

XI. DISCLOSURE

The Company will publicly disclose related person transactions to the extent and in the manner required by applicable legal requirements and listing standards, or as the Committee may determine to be in the best interests of the Company and its security holders.

To assist the Company's officers and employees in identifying related person transactions, the Company shall maintain a listing of persons who are known to be five percent or greater beneficial owners of any class of voting security of the Company and, based on information available to it, a listing of companies or other entities that employ a Related Person or are controlled by a Related Person, or in which a Related Person has an ownership or financial interest material to such Related Person, and of the members of the immediate family of a Related Person who might reasonably be expected to enter into a related person transaction with the Company.

XII. CHANGES IN POLICY; GENERAL EFFECT

This Policy may be changed at any time by action of the Board upon the recommendation of the Committee. This Policy is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company and management conducts the business and affairs of the Company. While it should be interpreted in the context of applicable laws, regulations and listing requirements, as well as in the context of the Company's Memorandum and Articles of Association, it is not intended to establish by its own force any legally binding obligations on the Company.