

**WRITTEN CONSENT OF THE
AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
OF
ConnectM Technology Solutions, Inc.**

(Audit Committee Charter; Adoption of Policies)

October 2, 2025

The undersigned, being all of the members of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of ConnectM Technology Solutions, Inc., a Delaware corporation (the “Corporation”) do hereby consent that when the undersigned have executed this Written Consent of the Committee (this “Consent), the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the committee at a meeting duly called and held for purposes of acting upon proposals to adopt such resolutions.

WHEREAS, the Committee deems it in the best interests of the Corporation to adopt and approve the Audit Committee Charter in the form as attached hereto as Exhibit A (the “Audit Committee Charter”) as the charter of the Committee, and the Audit Committee Charter has been approved by the Board;

WHEREAS, the Committee deems it in the best interests of the Corporation to adopt and approve the Related Party Transactions Policy in the form as attached hereto as Exhibit B (the “Related Party Transactions Policy”), and the Related Party Transactions Policy has been approved by the Board; and

WHEREAS, the Committee deems it in the best interests of the Corporation to adopt and approve the Whistleblower Policy in the form as attached hereto as Exhibit C (the “Whistleblower Policy”), and the Whistleblower Policy has been approved by the Board;

NOW THEREFORE, BE IT RESOLVED, that the Audit Committee Charter is hereby authorized, approved and ratified, and is hereby adopted as the Charter of the Committee; and be it

FURTHER RESOLVED, that the Related Party Transactions Policy is hereby authorized, approved and ratified and is adopted as the Related Party Transactions Policy of the Corporation, and the officers of the Corporation are hereby authorized and directed to undertake such actions as required to effect and implement the Related Party Transactions Policy; and be it

FURTHER RESOLVED, that the Whistleblower Policy is hereby authorized, approved and ratified and is adopted as the Whistleblower Policy of the Corporation, and the officers of the Corporation are hereby authorized and directed to undertake such actions as required to effect and implement the Whistleblower Policy; and be it

FURTHER RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, in accordance with the foregoing resolutions, authorized, empowered and directed, in the name and on behalf of the Corporation, to prepare, execute and deliver, or cause to be prepared, executed and delivered, any and all agreements, amendments, certificates, reports, applications, notices, instruments, schedules, statements, consents, letters or other documents and information

and to do or cause to be done any and all such other acts and things as, in the opinion of any such officer, may be necessary, appropriate or desirable in order to enable the Corporation fully and promptly to carry out the purposes and intent of the foregoing resolutions, to make any filings pursuant to federal, state and foreign laws, and to take all other actions that he or she deems necessary, appropriate or advisable in order to comply with the applicable laws and regulations of any jurisdiction (domestic or foreign), or otherwise to effectuate and carry out the purposes of the foregoing resolutions and to permit the transactions contemplated thereby to be lawfully consummated, and any such action taken or any agreements, amendments, certificates, reports, applications, notices, instruments, schedules, statements, consents, letters or other documents and information executed and delivered by them or any of them in connection with any such action shall be conclusive evidence of their or his authority to take, execute and deliver the same; and be it


FURTHER RESOLVED, that all actions previously taken by any officer, director, representative or agent of the Corporation, in the name or on behalf of the Corporation or any of its affiliates in connection with the transactions contemplated by the foregoing resolutions be, and each of the same hereby is, adopted, ratified, confirmed and approved in all respects as the act and deed of the Corporation; and be it

FURTHER RESOLVED, that the Committee hereby adopts, as if expressly set forth herein, the form of any and all resolutions required by any authority to be filed in connection with any applications, reports, filings, consents to service of process, powers of attorney, covenants and other papers, instruments and documents relating to the matters contemplated by the foregoing resolutions if (i) in the opinion of a proper officer of the Corporation executing the same, the adoption of such resolutions is necessary or advisable, and (ii) the secretary or an assistant secretary of the Corporation evidences such adoption by inserting with this Consent copies of such resolutions, which will thereupon be deemed to be adopted by the Committee with the same force and effect as if originally set forth herein; and be it

FURTHER RESOLVED, that this Consent may be executed in one or more counterparts, and via electronic or other signatures, all of which shall together constitute one and the same instrument.

[Signatures appear on following page]

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the date first written above.

Signed by:

88F049121AAD483...
Kathy Cuocolo _____

Signed by:

17ECDC4C2B1D498...
Gautam Barua _____

DocuSigned by:

9C2130C174BB49B...
Stephen Markscheid _____

Exhibit A
Audit Committee Charter

(Attached)

CONNECTM TECHNOLOGY SOLUTIONS, INC.

AUDIT COMMITTEE CHARTER

Adopted October 2, 2025

1. Statement of Purpose.

- (a) The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of ConnectM Technology Solutions, Inc. (the “Company”) is to: (i) appoint, oversee and replace, if necessary, the Company’s independent auditor; (ii) assist the Board in overseeing (1) the integrity of the Company’s financial statements filed with the Securities and Exchange Commission (the “SEC”), (2) the integrity of the accounting and financial reporting processes of the Company, (3) the Company’s compliance with legal and regulatory requirements, (4) the Company’s independent auditor’s qualifications and independence and (5) the performance of the Company’s independent auditor and internal audit function, which may be outsourced to the extent deemed appropriate by senior management; (iii) prepare the report the SEC requires to be included in the Company’s annual proxy statement; and (iv) undertake any specific duties and responsibilities the Board may from time to time prescribe.
- (b) Company management is responsible for preparing the Company’s financial statements and the independent auditor is responsible for auditing those financial statements. It is not the duty of the Committee to plan or conduct the audit or to determine that the Company’s statements are complete and accurate or are in accordance with generally accepted accounting principles (“GAAP”). Nothing in this Audit Committee Charter (the “Charter”) changes, or is intended to change, the responsibilities of management or the independent auditor. Moreover, nothing in this Charter is intended to increase the liability of the members of the Committee beyond that which existed before this Charter was approved by the Board. The Committee has the direct and sole responsibility for the appointment, compensation, oversight and replacement, if necessary, of the independent auditor, including the resolution of disagreements between management and the auditor regarding financial reporting.
- (c) The Committee will encourage continuous improvement of, and foster adherence to, the Company’s policies and procedures. The Committee will also foster open communication among the independent auditor, financial and senior management, the internal audit function, and the Board.
- (d) The Committee has the authority to obtain advice and assistance from outside legal counsel, accounting or other outside advisors as deemed appropriate by the Committee in its sole discretion to perform its duties and responsibilities. The Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company that it receives information from and (ii) the accuracy of the financial and other information provided to the Committee

by such persons and organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board of Directors).

- (e) The Company will provide appropriate funding, as determined by the Committee, for compensation to the independent auditor, to any advisors that the Committee chooses to engage, and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall set the compensation, and oversee the work, of any outside counsel and other advisors.
- (f) The Committee will primarily fulfill its responsibilities by carrying out the activities enumerated in this Charter. The Committee will report regularly to the Board regarding the execution of its duties and responsibilities.

2. Composition and Meetings.

- (a) The Committee will be comprised of three or more directors as determined by the Board and each such committee member will satisfy the listing requirements of The Nasdaq Stock Market, LLC (regardless of whether shares of the Company's common stock are listed on that exchange). Each member of the Committee must meet the requirements of the definition of "Independent Director" under Rule 5605(a)(2) of the NASDAQ Stock Market Rules and the requirements of Rule 5605(d)(2)(A) of the Nasdaq Stock Market Rules and Rule 10C-1(b)(1) of the rules and regulations under the Securities Exchange Act of 1934, as amended.
- (b) The Board shall designate a member of the Committee as the Chairperson.
- (c) The Committee may form and delegate authority to subcommittees, each consisting of one or more of its members, with such powers as the Committee shall from time to time confer. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of the members of the Committee who are (a) "non-employee directors" within the meaning of Rule 16b-3 under the Exchange Act, or (b) "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"). The Board may remove members of the Committee from such Committee, with or without cause.
- (d) Each member of the Committee must be able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement, which shall be the requirements deemed necessary to be "financially literate".
- (e) At least one member of the Committee must have accounting or related financial management expertise, as the Board interprets such qualification in its business judgment.
- (f) At least one member must be an "audit committee financial expert" as defined by the SEC.

- (g) Committee members will be encouraged to enhance their familiarity with finance and accounting.
- (h) The members of the Committee will be elected by the Board at the annual meeting of the Board, on the recommendation of the Nominating and Corporate Governance Committee, to serve until their successors are elected. No member of the Committee may sit on more than three separate audit committees of publicly traded companies, including of the Company, unless the Board determines that such simultaneous service would not impair the member's ability to serve effectively on the Committee. The Committee and each subcommittee shall keep minutes of its meetings and report them to the Committee.
- (i) As part of its responsibility to foster open communication, the Committee (or its chairperson) will meet periodically with management, the director of the internal audit function (or its equivalent), and the independent auditor in separate executive sessions to discuss the results of examinations or any matters that the Committee or any of these persons or firms believe should be discussed privately. In addition, the Committee will meet with the independent auditor and management to discuss the annual audited financial statements.

3. Duties and Responsibilities. The Committee will have the following responsibilities and duties:

(a) Documents/Reports/Accounting Information Review.

- (i) Review and discuss with management and the independent auditor the Company's annual financial statements, quarterly financial statements, the form of audit opinion to be issued by the auditors on the financial statements and the disclosure under "Management's Discussion and Analysis of Financial Conditions and Results of Operations" (the "MD&A") of the Company prior to the filing of the Company's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q. Discuss results of the annual audit and quarterly review and any other matters required to be communicated to the Committee by the independent auditor under Public Company Accounting Oversight Board (PCAOB) standards. Review other relevant reports or financial information submitted by the Company to any governmental body or the public, including management certifications, and relevant reports rendered by the independent auditor (or summaries thereof).
- (ii) To recommend to the Board that the audited financial statements and the MD&A section be included in the Company's Form 10-K and produce the audit committee report required to be included in the Company's proxy statement.
- (iii) Discuss with management and the independent auditor their judgment about the quality of accounting principles, the reasonableness of

significant judgments, including a description of any transactions as to which the management obtained a Statement of Auditing Standards AU Section 625 Report on the Application of Accounting Principles, and the clarity of the disclosures in the financial statements, including the Company's disclosures of critical accounting policies and other disclosures under the MD&A.

- (iv) Approve the financial statements for inclusion in the Company's annual and quarterly reports filed with the SEC and recommend same to the Board.
- (v) Prepare an audit committee report for inclusion in the Company's annual proxy statement as required by the rules of the SEC.
- (vi) Review or establish standards for, and discuss with management, earnings press releases, the financial information and earnings guidance provided to creditors, analysts or ratings agencies. Such discussions may be in general terms (e.g., discussion of the types of information to be disclosed and the type of presentations to be made).
- (vii) Review the regular internal reports to management (or summaries thereof) prepared by the internal auditing department, as well as management's response.
- (viii) Review correspondence prepared by management to inquiries and comments received from the SEC.
- (ix) Review and discuss with management and the independent auditor the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
- (x) Discuss with the independent auditor the matters required to be discussed by the applicable auditing standards adopted by the Public Company Accounting Oversight Board and approved by the SEC from time to time, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

(b) Independent Auditor.

- (i) Annually engage, at the Company's expense, and determine the fees of the independent auditor and oversee the services performed by the independent auditor for the purpose of preparing or issuing an audit letter or related work.
- (ii) Annually review the performance of the independent auditor, taking into account the opinions of management and the Company's internal auditors, and remove the independent auditor if circumstances warrant. The

independent auditor will report directly to the Committee and the Committee will oversee the resolution of disagreements between management and the independent auditor if they arise. Consider whether the auditor's performance of permissible non-audit services is compatible with the auditor's independence. Discuss with the independent auditor the matters required to be discussed under PCAOB AU Section 380, as superseded by Auditing Standard 16, "Communication with Audit Committees", including, without limitation, the auditors' valuation of the quality of the Company's financial reporting, information relating to significant unusual transactions and the business rationale for such transactions and the auditors' evaluation of the Company's ability to continue as a going concern.

- (iii) Review with internal auditors and the independent auditor the overall scope and plans for audits, including authority and organizational reporting lines, and adequacy of staffing and compensation. Review with internal auditors and independent auditors any difficulties with management's responses.
- (iv) Review with the independent auditor and management any problems or difficulties in conducting the audit and hold timely discussions with the independent auditor regarding the following:
 - 1. All critical accounting policies and practices used in preparation of the Company's financial statements;
 - 2. All critical audit matters affecting the Company or its financial statements, and any related disclosures;
 - 3. Any alternative treatments of GAAP that have been discussed with management, the ramifications of the use of such alternative (including disclosures) and the treatment preferred by the independent auditor; and
 - 4. Other material written communications between the independent auditor and management, including, but not limited to, the management letter and schedule of unadjusted differences.
- (v) At least annually, obtain and review formal written documentation from the independent auditor describing:
 - 1. Any material issues raised by the independent audit firm's most recent internal quality-control review or peer review, or by any inquiry or investigation conducted by governmental or professional authorities during the preceding five years with respect to independent audits carried out by the firm, and any steps taken to deal with any such issues; and

2. The auditor's independence and all relationships between the independent auditor and the Company, addressing the matters set forth in PCAOB Rule 3526 "Communication with Audit Committees Concerning Independence." The formal reports from the independent auditor to the Committee should be used to evaluate the independent auditor's qualifications, performance, and independence.
- (vi) Actively engage in dialogue with the independent auditor with respect to any disclosed relationships or services that may affect the independence and objectivity of the auditor and take appropriate actions to oversee the independence of the outside auditor. Further, the Committee will review the experience and qualifications of the lead partner and other senior members of the independent audit team each year, including compliance with applicable rotation requirements. The Committee will also consider whether there should be rotation of the firm itself.
 - (vii) Review and pre-approve (which may be pursuant to pre-approval policies and procedures) both audit and non-audit services to be provided by the independent auditor, including the fees and terms of the services. The authority to grant pre-approvals may be delegated to one or more designated members of the Committee whose decisions will be presented to the full Committee at its next regularly scheduled meeting. The Committee may establish pre-approval policies and procedures in compliance with applicable SEC rules.
 - (viii) Set clear hiring policies, compliant with governing laws and regulations, including SEC regulations and applicable stock exchange listing standards, for employees or former employees of the independent auditor.
- (c) Financial Reporting Processes, Accounting Policies, and Internal Control Structure
- (i) Discuss and review the effect of regulatory and accounting initiatives, as well as alternative GAAP methods, off-balance-sheet structures, on the financial statements of the Company.
 - (ii) Periodically review with the Chief Financial Officer any significant difficulties, deficiencies and material weaknesses in the design or operation of internal controls, any fraud that involves management or other employees who play a significant role in the Company's internal controls, disagreements with management, or scope restrictions encountered in the course of the function's work.
 - (iii) Review periodically, with the Company's management and independent auditors, the Company's financial reporting processes and disclosure controls and procedures, including the Company's policies and procedures designed to assure that information required to be disclosed in

its periodic public reports is accurately reported within the time periods specified by the SEC.

- (iv) Review the reports prepared by management, and (if required by SEC rules) attested to by the Company's independent auditors, assessing the adequacy and effectiveness of the Company's internal controls over financial reporting, prior to the inclusion of such reports in the Company's periodic filings as required under the rules of the SEC. If applicable, the Committee's review will focus on any significant deficiencies in, any significant changes to, or material weaknesses in such controls reported by the independent auditors, or comments and management's responses contained in any accompanying management letter.
- (v) Review and approve all related-party transactions (defined as those transactions required to be disclosed under Item 404 of Regulation S-K) and any other potential conflict of interest situations on an ongoing basis, in accordance with Company policies and procedures, and to develop policies and procedures for the Committee's approval of related party transactions.
- (vi) To establish and oversee procedures for the confidential, anonymous submission by Company employees of information regarding questionable accounting or auditing matters and for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

(d) Internal Audit

- (i) Review and approve the appointment, replacement, reassignment, or dismissal of the head of the internal audit function, who shall functionally report to the Committee and administratively to management.
- (ii) Review and approve the internal audit charter, annual audit plan, budget, and staffing.
- (iii) Review the activities, organizational structure, and qualifications of the internal audit function.
- (iv) Review significant reports to management prepared by the internal audit function and management's responses.
- (v) Review the effectiveness of the internal audit function, including conformance with The Institute of Internal Auditors' Definition of Internal Auditing,
- (vi) Review and discuss with management the Company's policies and

practices with respect to risk assessment and risk management, including discussing the Company's major financial risk exposures and the steps that have been taken to monitor and control such exposures. The Committee shall also oversee and review the Company's policies and practices related to cybersecurity risks and incidents, and review the Company's insurance programs.

- (vii) Review, with the Company's counsel, any legal matter that could have a significant impact on the Company's financial statements.
- (viii) Review, approve and monitor the Code of Business Conduct and Ethics for the Company in accordance with the applicable rules of Nasdaq and the SEC, including any waivers of the Code of Business Conduct and Ethics for any directors and officers..
- (ix) Establish and oversee procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and for the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
- (x) Review and oversee any significant investigations or inquiries related to potential violations of law, regulations, or Company policies.

(e) Other Responsibilities

- (i) Review and approve any transaction, arrangement or relationship in connection with the Company's Related Party Transaction Policy.
- (ii) Oversee and review the Company's Related Party Transaction Policy.
- (iii) Adopt, oversee, review and assess administration and operation of the Company's Whistleblower Policy.
- (iv) Conduct an annual performance assessment relative to the Committee's purpose, duties, and responsibilities outlined herein. This assessment should include an evaluation of:
 - 1. The Committee's structure, processes, and membership requirements
 - 2. Review and assess the adequacy of this Charter periodically, at least annually, and recommend to the Board any necessary amendments.
- (v) Report to the Board on an annual basis.
- (vi) Participate in periodic training or education sessions to enhance the Committee members' understanding of relevant accounting, auditing, and

financial reporting issues.

- (vii) Perform any other activities consistent with this charter, the Company's bylaws, and governing law, including rules and regulations promulgated by the SEC, Nasdaq or any other applicable governmental agency, as the Board deems necessary or appropriate.

4. Authority and Resources. The Committee shall have the authority to:

- (a) Conduct or authorize investigations into any matters within its scope of responsibility.
- (b) Engage independent counsel and other advisers as it determines necessary to carry out its duties.
- (c) Approve the fees and other retention terms of any advisers retained by the Committee.
- (d) Request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
- (e) The Company shall provide for appropriate funding, as determined by the Committee, for payment of:
 - (i) Compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; and
 - (ii) Compensation to any advisers employed by the Committee.

5. Procedures and Administration

- (a) Meetings. The Committee shall meet at least quarterly, with additional meetings as necessary. The Committee shall meet periodically in separate executive sessions the internal auditors, and/or the independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Notice for each regular meeting shall be provided to each member of the Committee at least twenty (20) calendar days before the scheduled meeting. The Committee shall report regularly to the Board on its activities. Except as set forth herein, the Committee shall fix its own rules of procedure.
- (b) Special Meetings. Special meetings of the Committee shall be called by the Chair of the Committee if so requested in writing by at least two (2) or more of the members of the Committee. These special meetings shall be held at such times and

places as may be specified in such call, and shall be preceded by five (5) calendar days written notice to each member of the Committee.

(c) Subcommittees. The Committee shall have the authority to delegate to subcommittees of the Committee any responsibilities of the full Committee.

6. Amendments. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Exhibit B
Related Party Transactions Policy
(Attached)

CONNECTM TECHNOLOGY SOLUTIONS, INC.

RELATED PARTY TRANSACTIONS POLICY

Adopted October 2, 2025

1. Introduction. Under ConnectM Technology Solutions, Inc.'s (the "Company") Code of Business Conduct and Ethics, employees, officers and directors must report to the Chief Financial Officer any activity that would cause or appear to cause a conflict of interest on his or her part. The Board of Directors (the "Board") of the Company recognizes that certain transactions present a heightened risk of conflicts of interest or the perception thereof. Therefore, the Board has adopted this Related Party Transactions Policy (the "Policy") to ensure that all Related Party Transactions (as defined below) shall be subject to review, approval or ratification in accordance with the procedures set forth below.

2. Definitions. For purposes of this Policy, the following terms shall have the following meanings:

2.1 "Immediate Family Member" means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of a person, and any person (other than a tenant or an employee) sharing the household of such person.

2.2 "Related Party" means: any person who is, or at any time during the applicable period was, one of the Company's officers or one of the Company's directors; any person who is known by the Company to be the beneficial owner of more than five percent (5%) of its voting stock; and any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, daughter-in-law, brother-in-law or sister-in-law of a director, executive officer or a beneficial owner of more than five percent (5%) of its voting stock, and any person (other than a tenant or employee) sharing the household of such director, executive officer or beneficial owner of more than five percent (5%) of its voting stock.

2.3 "Related Party Transaction" means a transaction, arrangement or relationship in which the Company or any of its subsidiaries was, is or will be a participant, the amount of which involved exceeds \$100,000, and in which any related person had, has or will have a direct or indirect material interest. Transactions involving compensation for services provided to the Company or any of its subsidiaries as an employee, consultant or director will not be considered related person transactions under this policy.

3. Procedures.

3.1 It is the responsibility of the Audit Committee of the Board (the "Committee") to administer this Policy. In the event that the Committee is unable to administer this Policy, this Policy will be administered by a committee comprised of independent directors, as defined under applicable laws and rules and regulations.

3.2 Prior to entering into a potential Related Party Transaction, the Related Party (or if the Related Party is an Immediate Family Member of an executive officer or director of the

Company, such executive officer or director) shall notify the Company's Chief Financial Officer in writing of the facts and circumstances of the proposed transaction. The Chief Financial Officer will undertake an evaluation of whether the proposed transaction would constitute a Related Party Transaction that requires approval of the Committee in accordance with this policy. In conducting this evaluation, the Chief Financial Officer may consult with other members of management and/or outside counsel as necessary or appropriate. If the evaluation determines that the proposed transaction would constitute a Related Party Transaction, the Chief Financial Officer will report the Related Party Transaction, together with a summary of the material facts, to the Committee for consideration at the next regularly scheduled Committee meeting.

3.3 The Committee shall review all of the relevant facts and circumstances of all Related Party Transactions that require the Committee's approval and either approve or disapprove of the entry into the Related Party Transaction, subject to the exceptions described below. In determining whether to approve or ratify a Related Party Transaction, the Committee shall take into account, among other factors it deems appropriate:

3.4 In considering Related Party Transactions, the Committee is expected to take into account the relevant available facts and circumstances, which may include, but are not limited to:

- (a) whether the Related Party Transaction was initiated by the Company, a subsidiary or the Related Party;
- (b) the Related Party's interest in the transaction;
- (c) the approximate dollar value of the amount involved in the transaction, particularly as it relates to the Related Party;
- (d) the approximate dollar value of the amount of the Related Party's interest in the transaction without regard to the amount of any profit or loss;
- (e) whether the transaction was undertaken in the ordinary course of business of the Company;
- (f) whether the transaction with the Related Party is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party;
- (g) the purpose of, and the potential benefits to the Company of, the transaction;
- (h) The availability of other sources for comparable products or services;
and
- (i) any other information regarding the transaction or the Related Party in the context of the proposed transaction that would be material to investors in light of the circumstances of the particular transaction.

3.5 The Committee shall review all relevant information available to it about the Related Party Transaction and either approve or disapprove entry into the Related Party Transaction. The Committee may approve the Related Party Transaction only if the Committee determines that the transaction is fair to the Company and in the Company's best interests and not inconsistent with the interests of the Company's stockholders. The Committee, in its sole discretion, may impose such conditions as it deems appropriate on the Company or the Related Party in connection with the approval of the Related Party Transaction.

3.6 If a Related Party Transaction involves a Related Party who is a director or an Immediate Family Member of a director, such director may not participate in any discussion or vote regarding approval or ratification of approval such transaction. However, such director shall provide all material information concerning the Related Party Transaction to the Committee. Such director may be counted in determining the presence of a quorum at a meeting of the Committee that considers such transaction.

3.7 If the Chief Financial Officer determines it is impractical or undesirable to wait until a Committee meeting to consummate a Related Party Transaction, the chairman of the Committee may review and approve the Related Party Transaction in accordance with the procedures set forth herein. Any such approval (and the rationale for such approval) must be reported to the Committee at the next regularly scheduled Committee meeting.

3.8 If the Company becomes aware of a Related Party Transaction that has not been approved under this Policy, the Related Party Transaction shall be reviewed in accordance with the procedures set forth herein and, if the Committee determines it to be appropriate, ratified at the Committee's next regularly scheduled meeting. In any case where the Committee determines not to ratify a Related Party Transaction that has been commenced without approval, the Committee may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction, or modification of the transaction to make it acceptable for ratification. In addition, the Committee shall examine the facts and circumstances regarding the failure to report a Related Party Transaction for approval under this Policy and shall take any action it deems appropriate as a result.

3.9 The Committee will create and retain appropriate records of its determinations, decisions and actions pursuant to this Policy, including all rationales for such determinations, decisions and actions.

4. Ongoing Transactions. If a Related Party Transaction will be ongoing, the Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Party. Thereafter, the Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Party to ensure that they are in compliance with the Committee's guidelines and that the Related Party Transaction remains appropriate.

5. Standing Pre-Approval for Certain Interested Transactions. The Committee has reviewed the types of Related Party Transactions described below and determined that each of the following types of Related Party Transactions shall be deemed to be pre-approved or ratified, as applicable, by the Committee, even if the aggregate amount involved will exceed \$100,000, unless specifically determined otherwise by the Committee. In connection with each regularly scheduled

meeting of the Committee, a summary of each new Related Party Transaction deemed pre-approved pursuant to this paragraph shall be provided to the Committee for its review.

5.1 Employment of Executive Officers. Any employment relationship or transaction between the Company and an executive officer of the Company or any of its subsidiaries, and any related compensation solely resulting from that employment relationship or transaction, if:

(a) the related compensation is reported in the Company's proxy statement pursuant to Item 402 of Regulation S-K (generally applicable to "named executive officers"); or

(b) the executive officer is not an Immediate Family Member of another executive officer or director of the Company, the related compensation would be reported in the Company's proxy statement pursuant to Item 402 of Regulation S-K if the executive officer was a "named executive officer," and the Company's Compensation Committee approved (or recommended that the Board approve) such compensation; or

(c) the transaction involves the recovery of erroneously awarded compensation, computed as provided in Rule 5608(b) of the Nasdaq Listing Rules and Section 10D-1(b)(1)(iii) of the Securities Exchange Act of 1934 (the "Exchange Act"), that is disclosed pursuant to Item 402 of Regulation S-K.

5.2 Director compensation. Any compensation paid to a member of the Board if the compensation is reported in the Company's proxy statement pursuant to Item 402 of Regulation S-K.

5.3 Certain transactions with other companies. Any transaction with another company at which a Related Party's only relationship is as (i) a director, (ii) a beneficial owner of less than 10%, together with his or her Immediate Family Members, of that company's outstanding equity, or (iii) in the case of partnerships, a limited partner, if the limited partner, together with his or her Immediate Family Members, has an interest of less than 10% and the limited partner does not hold another position in the partnership, if the aggregate amount involved does not exceed the greater of \$500,000 or one percent of the other company's consolidated gross revenues.

5.4 Certain charitable contributions. Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a Related Party's only relationship is as an employee (other than an executive officer), if the aggregate amount involved does not exceed the greater of \$500,000 or one percent of the charitable organization's total revenues.

5.5 Transactions where all shareholders receive proportional benefits. Any transaction where the Related Party's interest arises solely from the ownership of a class of equity securities of the Company and all holders of that class of equity securities received the same benefit on a pro rata basis.

5.6 Transactions involving competitive bids. Any transaction involving a Related Party where the rates or charges involved are determined by competitive bids.

5.7 Indemnification. Indemnification and advancement of expenses made pursuant to the Company's Certificate of Incorporation or Bylaws or pursuant to any agreement.

6. Disclosure. The Company shall make such disclosures related to Related Party Transactions as and when may be required by applicable law, the rules and regulations of the Securities and Exchange Commission, and the rules and regulations of The Nasdaq Stock market, LLC or any other securities exchange or securities market then applicable to the Company, including any and all filings as required to be made pursuant to the Exchange Act.

7. Training. The Company shall undertake such actions to ensure that all employees, officers and directors of the Company are aware of this Policy and the requirements herein, and shall answer any questions related hereto from such persons.

8. Existing Policies and Procedures. Related Party Transactions must also comply with the Company's existing policies and procedures, including the Code of Business Conduct and Ethics.

9. Amendment and Modification. The Company is committed to continuously reviewing and updating its policies, and therefore reserves the right to amend this Policy at any time, for any reason, subject to applicable law. The Committee shall review this Policy at least annually, and shall consider and adopt any modification hereto as the Committee may deem necessary or appropriate.

Exhibit C
Whistleblower Policy

(Attached)

CONNECTM TECHNOLOGY SOLUTIONS, INC.

WHISTLEBLOWER POLICY

Adopted October 2, 2025

1. POLICY OVERVIEW.

- (a) ConnectM Technology Solutions, Inc., a Delaware corporation (together with any subsidiaries, collectively the “Company”), has adopted this Whistleblower Policy (the “Policy”) to ensure that all employees of the Company who reasonably believe that they are aware of (1) questionable accounting, internal accounting controls or auditing matters, (2) the reporting of fraudulent financial information, (3) fraud against investors, securities fraud, mail or wire fraud, or bank fraud, (4) violations of the rules and regulations of the Securities and Exchange Commission applicable to the Company or (5) known or suspected violations of the Company’s Code of Business Conduct and Ethics (the “Code”), can raise those concerns (hereinafter “Complaint”) free from harassment, discrimination or retaliation. You are encouraged to raise any Complaint as soon as possible.
- (b) The Audit Committee (the “Audit Committee”) of the Board of Directors of the Company has established this Policy for:
 - (i) receiving, investigating and retaining Complaints; and
 - (ii) enabling Company employees to confidentially and anonymously submit Complaints.
- (c) The Audit Committee may designate others, from time to time, to assist with the execution of its duties under this Policy.
- (d) Although this Policy is not a contract and is not intended to create any express or implied contractual obligations or rights, the Company’s employees should read and familiarize themselves with this Policy.

2. SUBMITTING COMPLAINTS.

- (a) The intended use of this whistleblowing procedure is for serious and sensitive issues. Serious concerns relating to the matters set forth in Section 1(a) or otherwise relating to financial reporting, unethical or illegal conduct should be reported in one of the following ways:
 - (i) Directly to our outside corporate legal counsel: Anthony, Linder & Cacomanolis, PLLC, 1700 Palm Beach Lakes Blvd., Suite 820, West Palm Beach, FL 33401 – Attention: Laura Anthony, Esq.;
 - (ii) Directly to the Chairperson of the Audit Committee, who is currently Kathy Cuocolo; or
 - (iii) For written documents, email materials to kathy.cuocolo@gmail.com.

- (b) If you are not comfortable speaking with one of the above-noted contacts, then please report your Complaint (confidentially and anonymously, if you wish) (x) via the Company's confidential independent secure web portal at [_____] or reporting hotline at [_____] , both available 24 hours per day, seven days per week or (y) by mail to [_____] ; or
- (c) When you submit a Complaint please include at least the following items:
 - (i) a description of the Complaint;
 - (ii) the period of time when you or another person observed the Complaint; and
 - (iii) any steps you or another person have taken to investigate the Complaint, including reporting it to your manager and the manager's actions (if any).
- (d) If your complaint relates to the Audit Committee or one of its members, you can send your Complaint to the Company's legal counsel as set forth in Section 2(a)(i).
- (e) When submitting a Complaint, you have the option to include your identity and contact information, which are helpful if an investigation requires additional information. However, you are not required to provide your identity if you choose to remain anonymous. Please note, however, that if you do not provide contact information and your submitted Complaint does not contain sufficient information then it may be difficult for the Company or an outside party to investigate the matter fully. Therefore, please ensure your submitted Complaint is as complete and thorough as possible.

3. COMPLAINT TREATMENT

- (a) The Company will log Complaints, which includes, among other things, the date the Company received the Complaint, a description of the Complaint, the name of the reporting person (if provided) and the result of an investigation into the Complaint. The Company shall acknowledge receiving the Complaint within a reasonable time after receipt if the person who submitted the Complaint provided sufficient information for the Company to reply.
- (b) The Company will log all other Complaints, including suspected Code violations, separately from the accounting and auditing matters log, as well as forward them to the appropriate person or department for investigation, unless the Audit Committee chooses other treatment (for example, if a Complaint involves a finance employee or an executive officer).
- (c) The Audit Committee may request special treatment for a Complaint and may assume the direction and oversight of an investigation into it (with whatever assistance the Audit Committee deems appropriate). The Audit Committee shall request special treatment for significant accounting or auditing matters such as allegations of fraud or allegations of accounting or auditing matters or those involving executive officers.
- (d) The Audit Committee shall request special treatment for, investigate and determine appropriate disciplinary action if a Complaint relates to a Board member or an

executive officer. The Audit Committee may designate others to conduct or manage such investigation on its behalf.

- (e) When appropriate, the Audit Committee will report the results of investigations into Complaints, including corrective actions, to the person who submitted the Complaint if that person provided sufficient information for the Company to reply, maintaining the person's anonymity to the fullest extent practicable, and in accordance with applicable law.
- (f) The Audit Committee shall retain Complaints, the accounting and auditing matters log, and all other related documentation as required by law.
- (g) If you submit a Complaint the Company will maintain your confidentiality to the fullest extent practicable, except as necessary to conduct the investigation and take any remedial action, and in accordance with and as permitted by applicable law, and subject to their right to engage in the activities described in Section E (*Protected Activity Not Prohibited*) below.
- (h) Deliberately providing false information as part of a Complaint or during an investigation into a Complaint shall be grounds for disciplinary action, including termination of employment or engagement with the Company.
- (i) See the Code for the Company's procedures pertaining to Complaint investigations and possible disciplinary actions.

4. WHISTLEBLOWER PROTECTIONS

- (a) The Company prohibits reprisal, threats, discrimination, harassment, retribution or retaliation in any way against employees who have in good faith reported a Complaint, or against any person who assists in any investigation or process with respect to such Complaint. If you believe you are or have been subjected to reprisal, threats, discrimination, harassment, retribution, or retaliation for having submitted a Complaint or for participating in an investigation related to a Complaint then immediately report the issue to the Audit Committee. The Audit Committee will promptly and thoroughly investigate any assertion that a manager, supervisor or employee is involved in discrimination, retaliation or harassment related to your reporting of or the Company's subsequent investigation of a Complaint. The Company will not tolerate discrimination, retaliation or harassment; if such behavior is substantiated then the Company will take appropriate action, up to and including termination.
- (b) No employee will be subject to liability or retaliation for disclosing a trade secret if it is done in compliance with 18 U.S.C. §1833 and is made either:
 - (i) In confidence to a federal, state, or local government official or to an attorney solely for the purpose of making a report in compliance with this Policy or participating in any investigation relating to an alleged violation or fraudulent auditing and accounting activity; or
 - (ii) In a complaint or other document filed in a lawsuit or other proceeding under

seal.

- 5. PROTECTED ACTIVITY NOT PROHIBITED.** The Company will not in any way limit or prohibit you from filing a charge or complaint with, or otherwise communicating or cooperating with or participating in any investigation or proceeding that may be conducted by any federal, state or local government agency or commission, including the Securities and Exchange Commission, the Equal Employment Opportunity Commission, the Occupational Safety and Health Administration and the National Labor Relations Board. You may disclose documents or other information to such government agencies, as permitted by law, without giving notice to, or receiving authorization from, the Company. You may also accept an award from any government agency for information provided to them. However, you should take reasonable precautions to prevent the unauthorized use or disclosure of any confidential or proprietary information of the Company to any parties other than the applicable government agency(s), and you should not disclose any Company attorney-client privileged communications or attorney work product. None of the agreements with the Company that you entered into, or any of the policies to which you are subject, should be interpreted or understood to conflict with this Policy.
- 6. ADDITIONAL RIGHTS.** Employees of the Company may have additional rights under the Sarbanes-Oxley Act of 2002 to file justified complaints with federal regulatory or law enforcement agencies, any member of Congress or committees of Congress or the Securities and Exchange Commission. In the event of dismissal or retaliation for filing a complaint, the employee shall have the right to file a complaint with the Secretary of Labor; and if proper procedures are followed, to bring an action in law or equity in the appropriate federal court.
- 7. AMENDMENTS.** The Company reserves the right to amend this Policy at any time, for any reason, subject to applicable laws, rules and regulations, and with or without notice, although it will attempt to provide notice in advance of any change. Unless otherwise permitted by this Policy, any amendments must be approved by the Audit Committee.
