

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

(Approval of Charters and Policies)

October 2, 2025

The undersigned, being all of the members 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 Board (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 Board at a meeting duly called and held for purposes of acting upon proposals to adopt such resolutions.

WHEREAS, the Board deems it in the best interests of the Corporation to approve the charters of the various committees of the Board and to adopt and approve certain policies, codes and guidelines for the operation of the Company;

NOW THEREFORE, BE IT RESOLVED, that the Audit Committee Charter in the form as attached hereto as Exhibit A (the “Audit Committee Charter”) is hereby authorized, approved and ratified and, subject to the approval thereof by the Audit Committee of the Board, is hereby adopted and approved as the charter of the Audit Committee of the Board; and be it

FURTHER RESOLVED, that the Nominating and Corporate Governance Committee Charter in the form as attached hereto as Exhibit B (the “Nominating and Corporate Governance Committee Charter”) is hereby authorized, approved and ratified and, subject to the approval thereof by the Nominating and Corporate Governance Committee of the Board, is hereby adopted and approved as the charter of the Nominating and Corporate Governance Committee of the Board; and be it

FURTHER RESOLVED, that the Compensation Committee Charter in the form as attached hereto as Exhibit C (the “Compensation Committee Charter”) is hereby authorized, approved and ratified and, subject to the approval thereof by the Compensation Committee of the Board, is hereby adopted and approved as the charter of the Compensation Committee of the Board; and be it

FURTHER RESOLVED, that the Code of Business Conduct and Ethics in the form as attached hereto as Exhibit D (the “Code of Business Conduct and Ethics”) is hereby authorized, approved and ratified and is adopted as the Code of Business Conduct and Ethics 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 Code of Business Conduct and Ethics; and be it

FURTHER RESOLVED, that the Corporate Governance Guidelines in the form as attached hereto as Exhibit E (the “Corporate Governance Guidelines”) are hereby authorized, approved and ratified and are adopted as the Corporate Governance Guidelines 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 Corporate Governance Guidelines; and be it

FURTHER RESOLVED, that the Related Party Transactions Policy in the form as attached hereto as Exhibit F (the “Related Party Transactions Policy”) is hereby authorized, approved and

ratified and, subject to the approval thereof by the Audit Committee of the Board, is adopted as the Related Party Transactions Policy of the Corporation, and, subject to the approval thereof by the Audit Committee of the Board, 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 in the form as attached hereto as Exhibit G (the “Whistleblower Policy”) is hereby authorized, approved and ratified and, subject to the approval thereof by the Audit Committee of the Board, is adopted as the Whistleblower Policy of the Corporation, and, subject to the approval thereof by the Audit Committee of the Board, 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 Insider Trading Policy in the form as attached hereto as Exhibit H (the “Insider Trading Policy”) is hereby authorized, approved and ratified and is adopted as the Insider Trading 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 Insider Trading 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 Board 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 Board 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.

DocuSigned by:
Bhaskar Panigrahi
A126775C2C42499...
Bhaskar Panigrahi

Signed by:
Bala Padmakumar
FAFE69FAAEF74F7...
Bala Padmakumar

Signed by:
Kathy Cuocolo
88F049121AAD483...
Kathy Cuocolo

DocuSigned by:
Stephen Markscheid
9C2130C174BB49B...
Stephen Markscheid

Signed by:
Gautam Barua
17ECDC4C2B1D498...
Gautam Barua

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
Nominating and Corporate Governance Charter
(Attached)

CONNECTM TECHNOLOGY SOLUTIONS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Adopted October 2, 2025

- 1. Statement of Purpose.** The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of ConnectM Technology Solutions, Inc. (the “Company”) is to (i) review and recommend a set of corporate governance principles applicable to the Company; (ii) identify individuals qualified to become directors of the Company; (iii) serve as the Company’s nominating committee to recommend a slate of director nominees to be proposed by the Board to the stockholders (and recommend any director nominees to be elected by the Board to fill interim vacancies); (iv) recommend directors for membership on Board committees; and (v) oversee an annual evaluation of the Board. If a director believes that a significant issue exists that involves corporate governance at the Company, that director should promptly bring such issue directly to the attention of the Committee. Absent unusual circumstances, discussion with the Committee should occur prior to raising the matter with other directors or members of management.
- 2. Organization.**

 - (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.
 - (a) The Board shall designate a member of the Committee as the Chairperson.
 - (b) The Committee may form and delegate authority to subcommittees. The Board may remove members of the Committee from such Committee, with or without cause.
- 3. Duties and Responsibilities.** The following functions shall be the recurring activities of the Committee in carrying out its responsibilities. The functions are set forth as a guide and may be varied from time to time as appropriate under the circumstances.

 - (a) Director Nominees. The Committee shall be responsible for identifying individuals qualified to become board members of the Company, consistent with criteria approved by the Board, and selecting, or recommending to the Board for selection, nominees for election as directors. The Committee shall set a process for identifying and evaluating nominees, shall develop a profile of various attributes that a potential member of the Board should possess in order to contribute effectively to the Board, and shall determine and periodically review its criteria for Board membership. In fulfilling its responsibility to nominate directors, the Committee shall (a) consider diversity of perspectives offered by candidates, (b) consider the Board’s mix of skills and expertise for overseeing the Company effectively, and (c)

have the sole authority to retain a director search firm.

- (b) Policy for Stockholder Recommendations. The Committee shall be responsible for establishing a policy under which stockholders may recommend a candidate to the Committee for consideration for nomination as a director.
- (c) Committee Nominees and Term. The Committee shall recommend to the Board qualified individuals to serve as committee members on the various Board committees. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed. The Committee shall make recommendations regarding the term of committee members and the committee chairperson.
- (d) Board Composition and Evaluation. The Committee shall recommend criteria for assessment of the performance of the Board as a whole, for each Board committee, and for individual directors. The Committee shall annually review and evaluate the performance, operations, size and composition of the Board.
- (e) Director Assessment upon Change of Circumstances. The Committee shall review and assess any director who: (a) retires, (b) changes from the principal occupation or principal background association held when such director was originally invited to join the Board, (c) joins any new board of directors of a public company or private company or (d) joins a governmental commission, and in each case shall determine whether it believes that such director's change in circumstances represents a conflict of interest or otherwise inhibits such director's ability to serve the best interest of the Company and its stockholders.
- (f) Director Education. The Committee shall evaluate the need and, if necessary, create a plan for the orientation and continuing education of directors.
- (g) Corporate Governance Guidelines. The Committee shall periodically assess and review the Company's Corporate Governance Guidelines and recommend any changes deemed appropriate to the Board for its consideration. The Committee shall also oversee the Company's stockholder engagement practices, particularly regarding governance matters, and make recommendations to the Board regarding stockholder proposals and other stockholder matters.
- (h) Risk Management. Review management's annual risk assessment and the steps management has undertaken to control them. Oversee the Company's management of risks associated with board organization, membership, structure, and corporate governance.
- (i) Succession Planning. The Committee shall review management's plans for succession to senior management positions in the Company, including the position of chief executive officer.
- (j) Generally. The Committee shall review such other matters as the Board or the Committee shall deem appropriate, including emerging corporate governance trends and best practices.

- (k) Subject to Applicable Laws and Rules. The foregoing duties and responsibility of the Committee are subject to the provisions of the Certificate of Incorporation and the Bylaws, subject to the applicable provisions of the Delaware General Corporation Law and other applicable laws, and subject to the rules and regulations of any securities exchange or market which are applicable to the Company at such time.

4. Procedures and Administration.

- (a) Meetings. The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate in conjunction with the regularly scheduled Board meetings. The Committee shall report regularly to the Board on its activities. The Committee shall meet in executive session without the presence of management as often as it deems appropriate. Except as set forth herein, the Committee shall fix its own rules of procedure.
- (b) Action. A majority of regular members then serving on the Committee shall constitute a quorum. The act of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the act of the Committee. Action may be taken by the Committee (or any subcommittee of the Committee) without a meeting if all of the members of the Committee (or subcommittee) indicate their approval thereof in writing.
- (c) Notice. Any member of the Committee may call a meeting of the Committee upon due notice to each other member at least seventy-two hours prior to the meeting (provided that participation in any meeting shall be deemed to constitute waiver of any deficiency in such notice).
- (d) Charter. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- (e) Independent Advisors. The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside counsel and any other advisors.
- (f) Subcommittees. The Committee shall have the authority to delegate to subcommittees of the Committee any responsibilities of the full Committee.
- (g) Expenses. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee

that are necessary or appropriate in carrying out its duties.

- (h) Committee Self-Evaluation. The Committee shall review its performance against the requirements of this Charter annually and shall report to the Board on the results of such evaluation. The Committee's performance evaluation shall be conducted in such manner as the Committee deems appropriate.

Exhibit C
Compensation Committee Charter
(Attached)

CONNECTM TECHNOLOGY SOLUTIONS, INC.

COMPENSATION COMMITTEE CHARTER

Adopted October 2, 2025

1. Statement of Purpose. The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of ConnectM Technology Solutions, Inc. (the “Company”) is to: (i) oversee the Company’s compensation philosophy generally; (ii) seek to ensure that compensation decisions both represent sound fiscal policy as well as enable the Company to attract and motivate qualified personnel; (iii) advise the Board on, and facilitate the Board’s oversight of, the compensation of the Board, the Company’s Chief Executive Officer (“CEO”), and the other executive officers of the Company; and (iv) oversee the Company’s management resources, succession planning and management development activities.

2. Organization.

(a) The Committee will be comprised of two or more directors as determined by the Board and all of whom shall be independent. To be considered independent the director 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 (the “Exchange Act”).

(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.

3. Operating Principles. In fulfilling its functions and responsibilities, the Committee should give due consideration to the following operating principles and processes:

(a) Communication. Regular and meaningful contact throughout the year with the Chairman of the Board, other committee chairpersons, members of senior management and other key Committee advisors, as applicable, is viewed as important for strengthening the Committee’s knowledge of sound compensation and human resources policies.

(b) Committee Expectations and Information Needs. The Committee should communicate to the CEO or his designee the expectations of the Committee, and

the nature, timing and extent of any specific information or other supporting materials requested by the Committee, for its meetings and deliberations.

- (c) Resources. The Committee shall be authorized to access, at the Company's expense, such internal and external resources, including retaining legal, financial and other advisors, as the Committee, in its sole discretion, deems necessary or appropriate to fulfill its responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor, including the sole authority to approve fees, costs and other terms of engagement of outside resources such as compensation consultants. In selecting a compensation consultant, legal counsel or other advisor, the Committee will take into account all factors it considers appropriate as well as such criteria as may be required by applicable law or listing standards.
- (d) Meeting Agendas. The Committee meeting agendas shall be the responsibility of the Committee chairperson with input from the Committee members and other members of the Board, with additional input from members of senior management and outside advisors to the extent deemed appropriate by the chairperson.
- (e) Committee Meeting Attendees. The Committee shall be authorized to request members of senior management, outside counsel and other advisors to participate in Committee meetings.
- (f) Advisors. The Committee shall have the power and right to engage and retain such advisors and consultants as determined by the Committee to assist the Committee in its deliberations and to provide such information and reports as requested by the Committee, and the Company shall pay the costs of such determined advisors and consultants.
- (g) Reporting to the Board of Directors. The Committee shall maintain the minutes of meetings and, through the Committee chairperson, shall report to all material activities of the Committee to the Board from time to time or whenever so requested by the Board. In addition, minutes from Committee meetings should be distributed to each Board member prior to the subsequent Board meeting.

4. Duties and Responsibilities. The following are the duties and responsibilities of the Committee (in addition to any others that the board may from time to time delegate to the Committee):

- (a) Executive Officer Compensation. The Committee shall, in consultation with the CEO, review and consider, and establish and approve individual and corporate goals and objectives relevant to compensation for all employees and officers of the Company and shall evaluate the performance of executive officers in light of those goals and objectives. Based on this evaluation, the Committee shall review and approve, or recommend for approval by the independent directors (as directed by the Board) executive officer compensation, including salary, bonus and incentive

compensation, deferred compensation, perquisites, equity compensation, benefits provided upon retirement, severance or other termination of employment, and any other forms of executive compensation. In evaluating and recommending executive officer compensation, the Committee will consider the results of the most recent stockholder advisory vote on executive compensation (“Say on Pay Vote”) conducted pursuant to Section 14A of the Exchange Act.

- (b) CEO Compensation. The Committee shall annually review and approve and establish, or recommend for approval by the independent directors (as directed by the Board) the CEO’s compensation based on the Committee’s evaluation of the CEO’s performance. In evaluating and recommending CEO compensation, the Committee will consider the results of the most recent Say on Pay Vote. The Committee will deliberate and vote on the CEO’s compensation outside the presence of the CEO.
- (c) Senior Management Assessment. The Committee shall periodically review, discuss and assess the performance of senior management in light of the relevant corporate and individual performance goals and objectives, seeking input from the CEO, individual members of senior management, the full Board and others. The purpose of the review is to increase the effectiveness of senior management as a whole and on an individual basis.
- (d) Plan Recommendations and Approvals. The Committee shall make recommendations to the Board regarding the adoption of new incentive compensation plans and equity-based plans, as well as the Company’s 401(k) plan, and administer the Company’s existing incentive compensation plans and equity-based plans, including reviewing and approving stock option grants and outside valuations of the common stock of the Company underlying such grants. To the extent permitted by applicable law, stock exchange rules and the provisions of a specific equity-based plan, the Committee may delegate to one or more executive officers of the Company the power to grant options or other equity awards, and amend the terms of such awards, pursuant to such equity based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company, such power to be limited to the parameters set forth in the applicable resolutions adopted by the Compensation Committee.
- (e) Say on Pay Votes. The Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent Say on Pay Votes, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company’s proxy statement.
- (f) Director Compensation. The Committee shall review and recommend to the Board the compensation paid to non-employee Directors for their service on the Board and on its committees. In making its recommendations, the Committee shall give due consideration as to what is customary compensation for directors of comparable companies and any other factors it deems consistent with the policies and principles

set forth in this Charter and any of the other corporate governance documents of the Company.

- (g) Employment Agreements. The Committee shall review, and approve and, when appropriate, recommend to the Board for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.
- (h) Incentive Plans. The Committee shall review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk, including review of performance measures and goals for executive incentive compensation plans and review of share usage and dilution.
- (i) Filings. The Committee shall:
 - (i) review and discuss with Company management the compensation discussion and analysis required to be included in the Company's filings with the Securities and Exchange Commission and, based on such review and discussion, in the case of compensation discussion and analysis proposed to be included in the Company's annual proxy statement or annual report on Form 10-K, recommend to the Board of Directors whether the compensation discussion and analysis should be included in such proxy statement or annual report, as the case may be; and
 - (ii) prepare an annual compensation committee report for inclusion in the Company's annual proxy statement.
- (j) Non-Executive Compensation and Benefits Plans. The Committee shall review and approve the general design and terms of any significant non-executive compensation and benefits plans, including as relevant: incentive compensation, bonus programs, profit sharing goals and payouts and the introduction or material modification of health, welfare and retirement plans or other material employee perquisite plans.
- (k) Human Resources Policies. The Committee shall periodically review the Company's significant policies, practices and procedures concerning human resource related matters, primarily those focused on equal employment, hiring and promotion practices and commission pay structures, as well as the general processes and procedures of the Company's internal compensation committee.
- (l) Succession Planning. The Committee shall oversee the maintenance, and presentation to the Board, of management's plans for succession to senior management positions in the Company, including the position of CEO.

- (m) Additional Actions. The Committee shall complete a periodic review of the Company's peer group for compensation benchmarking purposes; shall periodically review the Company's compensation policies and practices to determine whether they create risks that are reasonably likely to have a material adverse effect on the Company; shall be responsible for oversight of the Company's submissions to shareholders on executive compensation matters, including advisory votes on executive compensation; shall review executive officer and director compliance with stock ownership guidelines, if applicable and shall be responsible for adoption, oversight of and implementation of the Company's Clawback Policy, if such policy is in place from time to time.
- (n) Independence of Consultants and Advisors. The Committee shall review any potential or possible conflicts of interest with any compensation consultant or other advisor, including a review of the following factors: (i) the provision of other services to the Company; (ii) the amount of fees received from the Company as a percentage of the total revenue of the compensation consultant or advisor; (iii) the policies and procedures of the compensation consultant or advisor that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant or advisor with a member of the Committee; (v) any stock of the Company owned by the compensation consultant or advisor; and (vi) any business or personal relationship of the compensation consultant or advisor with an executive officer of the Company.
- (o) Generally. The Committee shall review such other matters as the Board or the Committee shall deem appropriate.

5. Procedures and Administration

- (a) Meetings. The Committee shall meet at least two (2) times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board on its activities. Except as otherwise provided herein, the Committee shall fix its own rules of procedure. The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.
- (b) Charter. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- (c) Independent Advisors. The Committee is authorized, without further action by the Board, to engage such independent legal, accounting, and other advisors as it deems necessary or appropriate to carry out its responsibilities.
- (d) Subcommittees. The Committee shall have the authority to delegate to subcommittees of the Committee any responsibilities of the full Committee.

- (e) Compensation Consultant. The Committee shall have the authority to engage and terminate any compensation consultant to be used to assist in the evaluation of executive officer or Board compensation and shall have the authority to approve the consultant's fees. The Committee may also commission various compensation studies it deems appropriate.
- (f) Expenses. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- (g) Committee Self-Evaluation. The Committee shall review and consider its performance against the requirements of this Charter annually and shall report to the Board on the results of such evaluation. The Committee's performance evaluation shall be conducted in such manner as the Committee deems appropriate.

Exhibit D
Code of Business Conduct and Ethics

(Attached)

CONNECTM TECHNOLOGY SOLUTIONS, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

Adopted October 2, 2025

The Board of Directors (the “Board”) of ConnectM Technology Solutions, Inc. (the “Company”) has adopted this Code of Business Conduct and Ethics (this “Code”) to provide value for our stockholders; and

- To encourage honest and ethical conduct, including fair dealing and the ethical handling of conflicts of interest;
- To promote accurate, fair and timely reporting of the Company’s financial results and condition and other information the Company releases to the public market in reports it files with the Securities and Exchange Commission (the “SEC”);
- To comply with applicable laws and governmental rules and regulations;
- To prompt internal reporting of violations of this Code;
- To protect the Company’s legitimate business interests, including corporate opportunities, assets and confidential information; and
- To deter wrongdoing.

All directors, officers, employees and independent contractors of the Company are expected to be familiar with this Code and to adhere to the principles and procedures set forth in this Code. For purposes of this Code, all directors, officers, employees and independent contractors are referred to collectively as “employees” or “you” throughout this Code.

1. Honest and Ethical Conduct.

- (a) All directors, officers, employees and independent contractors owe duties to the Company to act with integrity. Integrity requires, among other things, being honest and ethical. This includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
- (b) All directors, officers, employees and independent contractors have the following duties:
 - (i) To conduct business with professional courtesy and integrity, and act honestly and fairly without prejudice in all commercial dealings;
 - (ii) To work in a safe, healthy and efficient manner, using skills, time and experience to the maximum of abilities;
 - (iii) To comply with applicable Company policies and job requirements, and adhere to a high standard of business ethics;

- (iv) To observe laws, governmental rules, regulations and accounting standards;
- (v) To deal fairly with the Company's customers, suppliers, competitors and employees, and not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealings.
- (vi) To achieve responsible use of and control over all assets and resources employed or entrusted.
- (vii) To maintain the confidentiality of information where required or consistent with Company policies; and
- (viii) Not to disclose information or documents relating to the Company or its business, other than as required by law, not to make any unauthorized public comment on Company affairs and not to misuse any information about the Company or its associates, and not to accept improper or undisclosed material personal benefits from third parties as a result of any transaction or transactions of the Company.

2. Conflicts of Interest.

- (a) A "conflict of interest" arises when an individual's personal interest interferes or appears to interfere with the interests of the Company. A conflict of interest can arise when a director, officer or employee takes actions or has personal interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest should be avoided.
- (b) There are a variety of situations in which a conflict of interest may arise. While it would be impractical to attempt to list all possible situations, some common types of conflicts may be:
 - (i) To serve as a director, employee or contractor for a company that has a business relationship with, or is a competitor of the Company;
 - (ii) To enter into any financial transaction, arrangement, or relationship that is beyond the ordinary course of business, involving the Company;
 - (iii) To have a financial interest in a competitor, supplier or customer of the Company;
 - (iv) To receive improper personal benefits from a competitor, supplier or customer, as a result of any transaction or transactions of the Company;
 - (v) the receipt of any money, non-nominal gifts or excessive entertainment from any entity with which the Company has current or prospective business dealings;
 - (vi) To use for personal gain, rather than for the benefit of the Company, an opportunity that is offered to you solely in your capacity as an employee, officer or director of the Company and that is one that the Company is legally and contractually permitted to undertake and that is otherwise reasonable for the Company to pursue.

- (vii) any significant ownership interest in any supplier or customer;
 - (viii) any consulting or employment relationship with any supplier or customer;
 - (ix) selling anything to the Company or buying anything from the Company, except on the same terms and conditions as a third party would buy or sell a comparable item in an arm's-length transaction;
 - (x) any other circumstance, event, relationship or situation in which the personal interest of a person subject to this Code interferes, or even appears to interfere, with the interests of the Company as a whole.
- (c) Any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest shall be disclosed to the Board.
- (d) In most cases, anything that would constitute a conflict for a director, officer or employee also would present a conflict if it is related to a member of his or her family.
- (e) Interests in other companies, including potential competitors and suppliers, that are purely for management of the other entity, or where an otherwise questionable relationship is disclosed to the Board and any necessary action is taken to ensure there will be no effect on the Company, are not considered conflicts unless otherwise determined by the Board.
- (f) Evaluating whether a conflict of interest exists can be difficult and may involve a number of considerations. We also encourage you to seek guidance from our Chief Financial Officer ("CFO") when you have any questions or doubts.

3. Related-Party Transactions. The Company shall strive to avoid, wherever possible, all transactions that could result in actual or potential conflicts of interests, except if in accordance with the approval process and guidelines included in the Company's Related Party Transactions Policy as in place from time to time.

4. Disclosure.

- (a) Each director, officer or employee, to the extent involved in the Company's disclosure process, including the Chief Executive Officer ("CEO") or CFO is required to be familiar with the Company's disclosure controls and procedures applicable to him or her so that the Company's public reports and documents comply in all material respects with the applicable securities laws and rules. In addition, each such person having direct or supervisory authority regarding these securities filings or the Company's other public communications concerning its general business, results, financial condition and prospects should, to the extent appropriate within his or her area of responsibility, consult with other Company officers and employees and take other appropriate steps regarding these disclosures with the goal of making full, fair, accurate, timely and understandable disclosures.
- (b) Each director, officer or employee, to the extent involved in the Company's disclosure process must:

- (i) Familiarize himself or herself with the disclosure requirements applicable to the Company as well as the business and financial operations of the Company.
- (ii) Not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company's independent auditors, governmental regulators and self-regulatory organizations.

5. Compliance.

- (a) It is the Company's policy to comply with all applicable laws, rules and regulations. It is the responsibility of each employee, officer and director to adhere to the standards and restrictions imposed by those laws, rules and regulations in the performance of their duties for the Company, including those relating to accounting and auditing matters and insider trading.
- (b) The Board endeavors to ensure that the directors, officers and employees of the Company act with integrity and observe the highest standards of behavior and business ethics in relation to their corporate activities.
- (c) Specifically, directors, officers and employees must:
 - (i) Comply with the law;
 - (ii) Act in the best interests of the Company;
 - (iii) Be responsible and accountable for their actions; and
 - (iv) Observe the ethical principles of fairness, honesty and truthfulness, including disclosure of potential conflicts.
- (d) Generally, it is against Company policies for any individual to profit from undisclosed information relating to the Company or any other company in violation of insider trading or other laws. Anyone who is aware of material nonpublic information relating to the Company, our customers, or other companies may not use the information to purchase or sell securities in violation of securities laws.
- (e) If you are uncertain about the legal rules involving your purchase or sale of any Company securities or any securities in companies that you are familiar with by virtue of your work for the Company, you should consult with the CFO before making any such purchase or sale.

6. Diversity; Discrimination and Harassment. The diversity of the Company's employees is a tremendous asset. The Company is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment or any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances.

7. Reporting and Accountability.

- (a) The Board has the authority to interpret this Code in any particular situation. Any director, officer or employee who becomes aware of any known or suspected violation of this Code is required to notify the CFO promptly.
- (b) Any questions relating to how these policies should be interpreted or applied should be addressed to the CFO.
- (c) Each director, officer or employee must:
 - (i) Notify the CFO promptly of any existing or potential violation of this Code; and
 - (ii) Not retaliate against any other director, officer or employee for reports of potential violations.
- (d) The Company will follow the following procedures in investigating and enforcing this Code and in reporting on the Code:
 - (i) The CFO (or the CEO, as appropriate) will take all appropriate action to investigate any violations reported. After the conclusion of an investigation of a director or executive officer, the conclusions shall be reported to the Board.
 - (ii) The Board will conduct such additional investigation as it deems necessary. The Board will determine whether a director or executive officer has violated this Code. Upon being notified that a violation has occurred, the Company will take such disciplinary or preventive action as deemed appropriate, up to and including dismissal.

8. Corporate Opportunities

- (a) Employees, officers and directors are prohibited from taking (or directing to a third party) a business opportunity that is offered to them solely in their capacity as an employee, officer or director of the Company and that is one that the Company is legally and contractually permitted to undertake and that is otherwise reasonable for the Company to pursue, unless the Company has already been offered the opportunity and turned it down.
- (b) Sometimes, the line between personal and Company benefits is difficult to draw, and sometimes there are both personal and Company benefits in certain activities. Employees, officers and directors who intend to make use of Company property or services in a manner not solely for the benefit of the Company should consult beforehand with the CFO.

9. Confidentiality Generally.

- (a) In carrying out the Company's business, employees, independent contractors, officers and directors often learn confidential or proprietary information about the Company, its customers, suppliers, or joint venture parties. Employees, independent contractors, officers and directors must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Confidential or proprietary

information of our Company, and of other companies, includes any non-public information that would be harmful to the relevant company or useful or helpful to competitors if disclosed.

- (b) “Material Information” consists of both “material facts” and “material changes”. A “material fact” means a fact that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of the securities of the Company. A “material change” means a change in the business, operations or capital of the Company that would reasonably be expected to have a significant effect on the market price or value of any of the securities of the Company and includes a decision to implement such a change if such a decision is made by the Board or by senior management of the Company who believe that confirmation of the decision by the Board is probable.
- (c) “Undisclosed Material Information” of the Company is Material Information about the Company that has not been “Generally Disclosed”, that is, disseminated to the public by way of a press release together with the passage of a reasonable amount of time (24 hours, unless otherwise advised by the Company that the period is longer or shorter, depending on the circumstances) for the public to analyze the information.
- (d) Any person to whom this Code applies who becomes aware of information that may qualify as Material Information must immediately disclose that information to the CEO or the CFO. If the information so disclosed seems to be Material Information, the CEO or CFO (as the case may be) will advise the Board.
- (e) Although not intended to be a comprehensive list, the following are examples of information that could be material, depending on scale and magnitude.
 - (i) Changes in corporate structure:
 - (1) changes in share ownership that may affect control of the Company;
 - (2) changes in corporate structure such as reorganizations, amalgamations, or mergers;
 - (3) take-over bids, issuer bids, or insider bids;
 - (ii) Changes in capital structure:
 - (1) the public or private sale of additional securities;
 - (2) planned repurchases or redemptions of securities;
 - (3) planned splits of the Company’s securities or offerings of warrants or rights to buy the Company’s securities;
 - (4) any share consolidation, share exchange, or stock dividend;
 - (5) changes in the Company’s dividend payments or policies;

- (6) the possible initiation of a proxy fight;
 - (7) material modifications to the rights of security holders;
- (iii) Changes in financial results:
- (1) a significant increase or decrease in near-term earnings prospects;
 - (2) unexpected changes in the financial results for any period;
 - (3) shifts in financial circumstances, such as cash flow reductions, major asset write-offs or write-downs;
 - (4) changes in the value or composition of the Company's assets;
 - (5) any material change in the Company's accounting policies;
- (iv) Changes in business and operations:
- (1) any development that affects the Company's resources, technology, products or markets;
 - (2) a significant change in capital investment plans or corporate objectives;
 - (3) major labor disputes or disputes with major contractors or suppliers;
 - (4) significant new contracts, products, patents, or services or significant losses of contracts or business;
 - (5) changes to the Board or executive management, including the departure of the Company's Chairman, CEO, CFO (or persons in equivalent positions);
 - (6) the commencement of, or developments in, material legal proceedings or regulatory matters;
 - (7) waivers of corporate ethics and conduct rules for officers, directors, and other key employees;
 - (8) any notice that reliance on a prior audit is no longer permissible;
 - (9) de-listing of the Company's securities or their movement from one quotation system or exchange to another;
- (v) Acquisitions and dispositions:
- (1) significant acquisitions or dispositions of assets, property or joint venture interests;
 - (2) acquisitions of other companies, including a take-over bid for, or merger

with, another company;

(vi) Changes in credit arrangements:

- (1) the borrowing or lending of a significant amount of money;
- (2) any mortgaging or encumbering of the Company's assets;
- (3) defaults under debt obligations, agreements to restructure debt, or planned enforcement procedures by a bank or any other creditors;
- (4) changes in rating agency decisions; or
- (5) significant new credit arrangements.

(f) Upon the occurrence of any change that may constitute a material change in respect of the Company, the Board, in consultation with such other advisors as it may consider necessary, shall:

- (i) consider whether the event constitutes a material change;
- (ii) if it does constitute a material change, prepare a press release and a material change report (and, if applicable, a Form 8-K report) describing the material change as required under applicable laws;
- (iii) determine whether a reasonable basis exists for filing the material change report on a confidential basis. In general, filings will not be made on a confidential basis although, in exceptional circumstances (such as disclosure related to a potential acquisition), confidential disclosure may be appropriate;
- (iv) to the extent practicable, circulate the draft press release and material change report to the members of the Board and senior management together with, if applicable, the recommendation that it should be filed on a confidential basis; and
- (v) if applicable, following approval by the Board, file the material change report on a confidential basis and when the basis for confidentiality ceases to exist, and the event remains material, issue a press release and file a material change report in compliance with applicable securities laws. During the period of time while a confidential material change has not been publicly disclosed, the Company shall not release a document or make a public oral statement that, due to the undisclosed material change, contains a misrepresentation.

(g) If required under applicable securities laws, market surveillance must be advised of the contents of the news release and supplied with a copy in advance of its release. After notification to market surveillance (if required) and receipt of their sign off, a press release issued during trading hours must be transmitted to the media by the quickest possible method and one that provides the widest dissemination possible.

(h) Any person to whom this Code applies and who has knowledge of Undisclosed Material

Information must treat the Material Information as confidential until the Material Information has been Generally Disclosed (as defined below).

- (i) Undisclosed Material Information shall not be disclosed to anyone except in the necessary course of business. If Undisclosed Material Information has been disclosed in the necessary course of business, anyone so informed must clearly understand that it is to be kept confidential, and, in appropriate circumstances, execute a confidentiality agreement. The following lists circumstances where securities regulators believe disclosure may be in the necessary course of business:

(i) Disclosure to:

- (1) vendors, suppliers, or strategic partners on issues such as research and development, sales and marketing, and supply contracts;
- (2) employees, officers and directors;
- (3) lenders, legal counsel, auditors, underwriters, and financial and other professional advisors to the Company;
- (4) parties to negotiations;
- (5) labor unions and industry associations;
- (6) government agencies and non-governmental regulators;
- (7) credit rating agencies (provided that the information is disclosed for the purpose of assisting the agency to formulate a credit rating and the agency's ratings generally are or will be publicly available);

(ii) Disclosures in connection with a private placement;

(iii) Communications with controlling shareholders, in certain circumstances;

(iv) Disclosure to:

- (1) vendors, suppliers, or strategic partners on issues such as research and development, sales and marketing, and supply contracts
- (2) employees, officers and directors;
- (3) lenders, legal counsel, auditors, underwriters, and financial and other professional advisors to the Company;
- (4) parties to negotiations;
- (5) labor unions and industry associations;
- (6) government agencies and non-governmental regulators

- (7) credit rating agencies (provided that the information is disclosed for the purpose of assisting the agency to formulate a credit rating and the agency's ratings generally are or will be publicly available);
- (v) Disclosures in connection with a private placement; and
- (vi) Communications with controlling shareholders, in certain circumstances.
- (j) When in doubt, all persons to whom this Code applies must consult with the CFO to determine whether disclosure in a particular circumstance is in the necessary course of business. For greater certainty, disclosure to analysts, institutional investors, other market professionals and members of the press and other media will not be considered to be in the necessary course of business. "Tipping", which refers to the disclosure of Undisclosed Material Information to third parties outside the necessary course of business, is prohibited.
- (k) In order to prevent the misuse or inadvertent disclosure of Undisclosed Material Information, the procedures set forth below should be observed at all times:
 - (i) Documents and files containing confidential information should be kept in a safe place to which access is restricted to individuals who "need to know" that information in the necessary course of business and code names should be used if necessary;
 - (ii) Confidential matters should not be discussed in places where the discussion may be overheard;
 - (iii) Transmission of documents containing Undisclosed Material Information by electronic means will be made only where it is reasonable to believe that the transmission can be made and received under secure conditions; and
 - (iv) Unnecessary copying of documents containing Undisclosed Material Information must be avoided and extra copies of documents must be promptly removed from meeting rooms and work areas at the conclusion of the meeting and must be destroyed if no longer required.
- (l) When participating in shareholder meetings, news conferences, analysts' conferences and private meetings with analysts or institutional investors, Authorized Spokespersons must only disclose information that either is not Material Information or is Material Information but has previously been Generally Disclosed. For greater certainty, acceptable topics of discussion include the Company's business prospects (subject to the provisions of this Code), the business environment, management's philosophy and long-term strategy. Any selective disclosure of Undisclosed Material Information, including Earnings Guidance, is not permitted.
- (m) To protect against selective disclosure, the procedures outlined in Section 10 of this Code (Public Oral Statements) should be followed.
- (n) If Material Information that has not been Generally Disclosed is inadvertently disclosed,

the Company shall contact the parties to whom the Material Information was disclosed and inform them: (a) that the information is Undisclosed Material Information, and (b) of their legal obligations with respect to the Material Information.

10. Public Oral Statements.

- (a) A “public oral statement” is any oral statement made in circumstances in which a reasonable person would believe that information contained in the statement will become Generally Disclosed (as defined below). Examples include speeches, presentations, news conferences, interviews and discussions with analysts where the Company’s business and affairs, prospects or financial condition is discussed.
- (b) The following procedures should be observed in respect of any public oral statements made by or on behalf of the Company:
 - (i) such public oral statements should be made only by the Authorized Spokespersons (as defined below);
 - (ii) any public oral statement referring to a statement, report or opinion of an expert in whole or in part must have the prior written consent of said expert prior to an Authorized Spokesperson making a public oral statement related thereto;
 - (iii) the Authorized Spokespersons must ensure that any public oral statements on behalf of the Company do not contain a misrepresentation and comply with this Code, including, without limitation, Section 9(l), Section 9(m) and Section 9(n) of this Code;
 - (iv) when available, a transcript or electronic recording of all speeches, interviews and other public oral statements made by any Authorized Spokesperson shall be made and furnished to the CFO immediately following the making of such public oral statement; and
 - (v) the applicable persons described above shall review the transcript and/or electronic recording of each public oral statement made by or on behalf of the Company to ensure that the public oral statement does not contain a misrepresentation. If such public oral statements are found to contain a misrepresentation, the person shall advise the Board and the Company shall immediately issue a correcting press release.
- (c) Prior to proceeding with a public oral statement that contains any disclosure regarding possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action, the Authorized Spokesperson (or a representative of the Company on his or her behalf) must clearly identify such information as forward-looking using the appropriate cautionary language as approved from time to time by the Board or as required under the applicable rules.

11. Chat Rooms; Bulletin Boards; Websites and Social Media.

- (a) In order to avoid inadvertent disclosure of material undisclosed information Directors,

officers, employees and contractors must not discuss or post any information relating to the Company or any of its subsidiaries or trading in securities of the Company in Internet chat rooms, newsgroups or bulletin boards.

- (b) This Code also applies to electronic communications, including the Company's website and social media sites such as X (formerly known as Twitter), Facebook, YouTube, LinkedIn, and the like (collectively, "Social Media"). Accordingly, only the Authorized Spokespersons are authorized to engage in electronic communications on behalf of the Company and to provide accurate and timely information to update the Company's website and the Social Media sites.
- (c) The Company shall endeavor to update the investor relations section of the Company's website to ensure that it is accurate, complete and up to date.
- (d) Any disclosure of Material Information on the Company's website or Social Media shall be preceded by the issuance of a press release. The Company will, however, endeavor to concurrently post to its website all material documents filed with securities regulators in an effort to improve investor access to its information.
- (e) Any person to whom this Code applies who becomes aware of a discussion pertaining to the Company on the Internet, including on Social Media, must advise a member of the Board, the CEO or the CFO as soon as possible.

12. Authorized Spokespersons.

- (a) In order to minimize the risk of selective disclosure, unauthorized disclosure and inconsistent disclosure, and to communicate a clear message to the public, the Company has designated a limited group of people who are authorized to speak on behalf of the Company.
- (b) Unless otherwise authorized by the Board or the CEO, only the CEO and CFO are authorized to make public oral statements, initiate contacts with analysts, the media and investors (collectively, the "Authorized Spokespersons"). For clarity, the Board or the CEO may authorize any Authorized Spokesperson to exercise all or a portion of the powers granted to the Authorized Spokespersons by this Code.
- (c) Any person to whom this Code applies who is approached by the media, an analyst, investor or any other member of the public to comment on the business and affairs of the Company, must refer all inquiries to the CEO and must immediately notify the CEO that the approach was made. In the event that a Director, officer, employee or contractor is contacted by the media, the following protocols are to be observed:
 - (i) Obtain the person's name, media outlet and contact information.
 - (ii) Ask the person to explain the request and the deadline while making clear that you are not the Company spokesperson and will be relaying the information to someone else for handling.
 - (iii) Do not promise that the information the person wants will be available before the

deadline, but do promise that someone will return the call before the deadline, either to provide the information or to explain why not.

- (iv) Email the request, any notes you have taken on what the media person wants and any information you have learned on the call to the CEO.
- (v) The CEO is the official spokesperson for the Company. He will decide whose input is needed, if any, and how the request is to be handled, whether by himself or by someone he has designated and who has been briefed accordingly. In the event the CEO is not available, the matter must be referred to the CFO.
- (vi) The CEO (or the CFO) will ensure that the person who received the original call is aware of how the request is being handled, so that if that person receives a second call, he or she is at least able to relay the status of the request and tell the person what to expect.
- (vii) Monitor any resulting coverage and ensure that it is circulated within the Company.
- (viii) Brief the above list of persons by email about any further contact with the media person, its content and tone.
- (ix) If necessary, the Company will organize debriefing calls to ensure that intelligence and learning gathered from these experiences are shared among individuals likely to be the targets of media interest.

13. Rumors.

- (a) The Company shall not comment, affirmatively or negatively, on rumors. This also applies to rumors on the Internet. The Company's Authorized Spokespersons will respond consistently to those rumors, saying, "It is our policy not to comment on market rumors or speculation." However, when authorized by the Board, the Authorized Spokespersons may make exceptions and respond to certain rumors that are deemed harmful to the Company's interests, if not rebutted.
- (b) If an exchange or a securities regulatory authority requests that the Company make a statement in response to a market rumor, the CEO may ask the Board to make a recommendation as to the nature and context of the Company's response.

14. Fair Dealing. Our core value of operating is based on responsiveness, openness, honesty and trust with our members, business partners, employees and stockholders. We do not seek competitive advantages through illegal or unethical business practices. Each employee, officer and director should endeavor to deal fairly with the Company's customers, service providers, suppliers, competitors and employees. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice.

15. Compliance with All Laws Including Bribery and Other Corrupt Payments Laws. The Company shall comply with all applicable laws, including applicable laws governing bribery, extortion, kickbacks, and the giving or receiving of gifts or hospitality to "Government

Officials.”¹ Consistent with this commitment, Company directors, officers or employees (to the extent that employees are hired in the future) are prohibited from offering, promising, giving, soliciting, accepting or authorizing another to offer, promise, give, solicit or accept anything of value, either directly or indirectly, for the purpose of corruptly influencing the decision of any person, or to otherwise obtain or retain business or a business advantage in connection with the Company. This includes all local, state and federal corruption laws, as well as international laws such as the Foreign Corrupt Practices Act, to the extent the Company is conducting business outside of the United States.

16. Environmental Compliance.

- (a) Federal law imposes criminal liability on any person or company that contaminates the environment with any hazardous substance that could cause injury to the community or environment. Violation of environmental laws can involve monetary fines and imprisonment. Company employees are expected to comply with all applicable environmental laws.
- (b) It is our policy to conduct the Company’s business in an environmentally responsible way that minimizes environmental impacts. The Company is committed to minimizing and, if practicable, eliminating the use of any substance or material that may cause environmental damage, reducing waste generation, and disposing of all waste through safe and responsible methods, minimizing environmental risks by employing safe technologies and operating procedures, and being prepared to respond appropriately to accidents and emergencies.
- (c) The Company believes that observing all such requirements is critical to the goal of acting as a responsible business citizen while also reducing the exposure to liability associated with even unintentional violation of environmental laws. It is the responsibility of every employee to conduct the business of the Company in a manner consistent with the goal of compliance with all applicable environmental laws and requirements.
- (d) If you are uncertain about your responsibility or obligation, you should check with your supervisor or the legal or compliance department for guidance. You should immediately report to management any emergency situations involving any types of potential environmental harm to persons or property.

17. Improper Influence on Conduct of Audits.

- (a) No director or officer, or any other person acting under the direction thereof, shall directly or indirectly take any action to coerce, manipulate, mislead or fraudulently influence any public or certified public accountant engaged in the performance of an audit or review of

¹ “Government Official” means: (i) any person who is an officer, officeholder, full or part-time employee or representative of: (1) a national, state, regional, provincial, city, county or other local government; (2) independent agencies of any government; or (3) state-owned businesses or state-controlled businesses (e.g., a representative of a sovereign wealth fund or public pension fund, an affiliate of a state-owned company owning distressed assets); (ii) political party officials and candidates for political office; and (iii) any employees of quasi-public or non-governmental international organizations (sometimes called “NGOs”).

the financial statements of the Company or take any action that such person knows or should know that if successful could result in rendering the Company's financial statements materially misleading. Any person who believes such improper influence is being exerted should report such action to such person's supervisor, or if that is impractical under the circumstances, to any of the Company's directors.

- (b) Types of conduct that could constitute improper influence include, but are not limited to, directly or indirectly:
- (i) Offering or paying bribes or other financial incentives, including future employment or contracts for non-audit services;
 - (ii) Providing an auditor with an inaccurate or misleading legal analysis;
 - (iii) Threatening to cancel or canceling existing non-audit or audit engagements if the auditor objects to the Company's accounting;
 - (iv) Seeking to have a partner removed from the audit engagement because the partner objects to the Company's accounting;
 - (v) Blackmailing; and
 - (vi) Making physical threats.

18. Protection and Proper Use of Company Assets. All employees, officers and directors should protect the Company's assets and ensure their efficient use. All Company assets should be used only for legitimate business purposes. Theft, carelessness and waste have a direct impact on our profit.

19. Waivers and Amendments

- (a) From time to time, the Company may waive provisions of this Code. Any employee or director who believes that a waiver may be called for should discuss the matter with the CFO.
- (b) Any waiver of the Code for executive officers or directors of the Company must be approved by the Board. The Company will disclose any such waivers within four business days by filing a current report on Form 8-K with the Commission or, in cases where a Form 8-K is not required, by distributing a press release, in each case as required by Section 5610 of the Nasdaq Stock Market LLC Rules or any other applicable law or rule of any other applicable stock exchange. Alternatively, the Company may disclose any such waivers on the Company's website in a manner that satisfies the requirements of Item 5.05(c) of Form 8-K.
- (c) The Company is committed to continuously reviewing and updating its policies, and therefore reserves the right to amend this Code at any time, for any reason, subject to applicable law.

Exhibit E
Corporate Governance Guidelines
(Attached)

CONNECTM TECHNOLOGY SOLUTIONS, INC.

CORPORATE GOVERNANCE GUIDELINES

Adopted October 2, 2025

ConnectM Technology Solutions, Inc. (the “Company”) has established the following guidelines for the conduct and operation of its Board of Directors (the “Board”). The Board intends that these guidelines serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations. These guidelines should be interpreted in the context of all applicable laws, the Company’s charter documents, and the Company’s other policies.

1. DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS.

- (a) **Role of the Board.** The role of the Board is to manage and direct the affairs of the Company in the Company’s best interests including the interest of the Company’s stockholders. A director’s responsibility is to fulfill his or her fiduciary duties of care and loyalty, and otherwise to exercise his or her business judgment in the interests of the Company and its stakeholders. To that end, some of the duties of the Board (acting through its committees in certain instances) are as follows:
- (i) overseeing the conduct of the Company’s business to evaluate whether it is being properly managed;
 - (ii) reviewing and, where appropriate, approving the Company’s major financial and business strategies, objectives, plans and actions;
 - (iii) providing oversight of risk assessment and monitoring processes;
 - (iv) reviewing and, where appropriate, approving major changes in auditing and accounting principles and practices to be used in the preparation of the Company’s financial statements;
 - (v) periodically assessing the effectiveness of policies to facilitate communication between the Company’s stockholders and directors;
 - (vi) regularly evaluating the performance and approving the compensation of the Chief Executive Officer (the “CEO”) and, with the advice of the CEO, regularly evaluating the performance of other members of senior management;
 - (vii) selecting, evaluating and retaining the Company’s senior executives;
 - (viii) reviewing the outside activities of senior executives;
 - (ix) discussing and being apprised of the Company’s position on issues related to corporate social responsibility, public policy and philanthropy;
 - (x) planning for succession with respect to the position of the CEO and monitoring the Company’s succession plan for other members of senior

management;

- (xi) setting expectations about the tone and ethical culture of the Company, and reviewing management efforts to instill an appropriate tone and culture throughout the Company; and
- (xii) performing such other functions as the Board believes appropriate or necessary, or as otherwise prescribed by rules or regulations.

- (b) **General Responsibilities.** While not limiting their obligations under applicable law, directors, in their capacity as such, are expected to use their reasonable business judgment in overseeing the management of the Company. However, the Board is not expected to manage the Company on a day-to-day basis nor guarantee in any way the management or operations of the Company.
- (c) **Risk Management.** The Board, as a whole and through its committees, has responsibility for the oversight of the Company's risk management. The Board regularly reviews information regarding the Company's credit, liquidity, and operations, as well as the risks associated with each. The Compensation Committee is responsible for overseeing the management of risks relating to the Company's executive compensation plans and arrangements. The Audit Committee oversees management of financial risks and cybersecurity risks. The Nominating and Corporate Governance Committee manages risks associated with the independence of the Board and potential conflicts of interest. While each committee is responsible for evaluating certain risks and overseeing the management of such risks, the entire Board is regularly informed through committee reports about such risks.
- (d) **Disclose Relationships.** Each director is expected to disclose promptly to the Board and respond promptly and accurately to periodic questionnaires or other inquiries from the Company regarding any existing or proposed relationships with the Company, including compensation and stock ownership, which could affect the independence of the director. Each director will also promptly inform the Board of any material change in such information, to the extent not already known by the Board.
- (e) **Confidentiality.** Directors have an obligation to protect and keep confidential all of the Company's non-public information unless the Company has authorized public disclosure or unless otherwise required by applicable law. Confidential information includes all non-public information entrusted to or obtained by a director by reason of his or her position on the Board. This includes, without limitation, information regarding the Company's strategy, business, finances, and operations, and will include minutes, reports, and materials of the Board and committees, and other documents identified as confidential by the Company. The obligations described above continue even after service on the Board has ended. Directors may not use such confidential information for personal benefit or to benefit other persons or entities other than the Company. Unless authorized by the Company or applicable law, directors will refrain from disclosing confidential information to anyone outside the Company, especially anyone affiliated with any entity or person that employs the director or has sponsored the director's election

to the Board. These obligations continue even after service on the Board has ended.

- (f) **Reliance on Information.** In discharging responsibilities as a director, a director is entitled to rely in good faith on reports or other information provided by Company management, independent auditors, and other persons as to matters the director 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.

2. BOARD COMPOSITION

- (a) **Size of the Board.** The Board will establish the number of directors in accordance with the Certificate of Incorporation and Bylaws of the Company. The Board will periodically review the appropriate Board size, which may vary to accommodate the availability of suitable candidates and the Company's needs.
- (b) **Majority of Independent Directors.** It is the policy of the Board that a majority of the directors will not be current employees of the Company and will otherwise meet appropriate standards of independence. In determining independence, the Board will consider the definition of "independent director" in the listing standards of The Nasdaq Stock Market ("Nasdaq") or other applicable stock exchange that lists the Company's capital stock (the "Exchange") as well as other factors that will contribute to effective oversight and decision-making by the Board.
- (c) **Determinations.** At times required by the rules of the Securities and Exchange Commission (the "SEC") or listing standards of the applicable Exchange and based on information provided by the Board and advice of counsel, the Board or its Nominating and Corporate Governance Committee will make affirmative determinations of director independence. Directors may be asked from time to time to leave a Board meeting when the Board is considering a transaction in which the director (or another organization with which the director is affiliated) has a financial or other interest.
- (d) **Management Directors.** The Board anticipates that the Company's CEO will serve on the Board. The Board may also appoint or nominate other members of the Company's management whose experience and role at the Company are expected to help the Board fulfill its responsibilities.
- (e) **Chair; Lead Independent Director.** The Board will periodically appoint a Chair. Both independent and management directors, including the CEO, are eligible for appointment as the Chair. The Company does not believe there should be a fixed rule regarding the positions of CEO and Chair being held by different individuals or whether the Chair should be an employee of the Company or should be elected from among the non-employee directors. The needs of the Company and the individuals available to assume these roles may require different outcomes at different times, and the Board believes that retaining flexibility in these decisions is in the best interests of the Company. In the event that the Company does not have an independent Chair of the Board, the independent directors may designate "Lead Independent Director." The name of the Chair or Lead Independent Director will

be listed in the Company's proxy statement. The Lead Independent Director's duties shall include: (i) presiding at all meetings of the Board at which the Chair is not present, including executive sessions of the independent directors; (ii) acting as liaison between the independent directors and the CEO and Chair; (iii) presiding over meetings of the independent directors; (iv) consulting with the Chair in planning and setting schedules and agendas for Board meetings; and (v) performing such other functions as the Board may delegate.

(f) **Annual Review.** The Board will conduct an annual assessment of its leadership structure to determine that the leadership structure is the most appropriate for the Company.

(g) **Selection of Board Nominees.**

- (i) The following provisions are subject to the provisions of the Certificate of Incorporation and the Bylaws, subject to the applicable provisions of the Delaware General Corporation Law and other applicable laws, and subject to the rules and regulations of any securities exchange or market which are applicable to the Company at such time.
- (ii) The Board will be responsible for the selection of nominees for election or appointment to the Board. The Nominating and Corporate Governance Committee shall recommend candidates for election to the Board. The Nominating and Corporate Governance Committee considers nominees recommended by directors, officers, employees, stockholders and others using the same criteria to evaluate all candidates. The Nominating and Corporate Governance Committee reviews each candidate's qualifications, including whether a candidate possesses any of the specific qualities and skills desirable in certain members of the Board. For nominations of potential candidates made other than by the Board, the stockholder or other person making such nomination must comply with the Company's Bylaws, including without limitation, submission of the information or other materials required with respect to proposed nominees.
- (iii) Each potential candidate must provide a list of references and agree (i) to be interviewed by members of the Nominating and Corporate Governance Committee or other directors in the discretion of the Nominating and Corporate Governance Committee, and (ii) to a background check or other review of the qualifications of a proposed nominee by the Company. Upon request, any candidate nominated will agree in writing to comply with these Corporate Governance Guidelines and all other policies and procedures of the Company applicable to the Board.
- (iv) Evaluations of candidates generally involve a review of background materials, internal discussions and interviews with selected candidates as appropriate. Upon selection of a qualified candidate, the Nominating and Corporate Governance Committee would recommend the candidate for

consideration by the full Board. The Nominating and Corporate Governance Committee may engage consultants or third-party search firms to assist in identifying and evaluating potential nominees.

(h) **Board Membership Criteria.**

- (i) The Board will determine the appropriate characteristics, skills, and experience for the Board as a whole and for its individual members. The Board considers recommendations for nominees from the Nominating and Corporate Governance Committee.
- (ii) The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate criteria that directors are required to fulfill (including experience, qualifications, attributes, skills and other characteristics) in the context of the current make-up of the Board and the needs of the Board given the circumstances of the Company. In identifying and screening director candidates, the Nominating and Corporate Governance Committee considers whether the candidates fulfill the criteria for directors approved by the Board, including integrity, objectivity, independence, sound judgment, leadership, courage and diversity of background and experience (for example, in relation to finance and accounting, international operations, strategy, risk management, technical expertise, policy-making, etc.)
- (iii) In considering candidates recommended by the Nominating and Corporate Governance Committee, the Board intends to consider other factors, such as: (i) possessing relevant expertise upon which to be able to offer advice and guidance to management; (ii) having sufficient time to devote to the affairs of the Company; (iii) demonstrating excellence in his or her field; (iv) having the ability to exercise sound business judgment; (v) experience as a board member or executive officer of another publicly held company; and (vi) having a diverse personal background, perspective and experience.
- (iv) The Board reviews candidates for director nomination in the context of the current composition of the Board, the Company's operating requirements, and the long-term interests of the Company's stakeholders. In conducting this assessment, the Board considers diversity (including diversity of gender, ethnic background and country of origin), age, skills and other factors that it deems appropriate to maintain a balance of knowledge, experience, and capability on the Board. For incumbent directors, the Board reviews those directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair the directors' independence. In the case of new director candidates, the Board also determines whether the nominee must be independent for purposes of the Exchange.

- (i) **Board Compensation.** The Board, through the Nominating and Corporate

Governance Committee, will review, with the assistance of management or outside consultants if desired, appropriate compensation policies for the directors serving on the Board and its committees. This review may consider board compensation practices of other large public companies, contributions to Board functions, service as committee chairs, and other appropriate factors.

- (j) **Other Board Memberships.** Directors should advise the chairperson of the Nominating and Corporate Governance Committee before accepting an invitation to serve on the board of directors or committee of another company. The Board recognizes that a director's ability to fulfill his or her responsibilities as a director can be impaired if he or she serves on multiple other boards or board committees. Service on boards and board committees of other companies should be consistent with the Company's conflict-of-interest policies. Non-employee directors should generally serve on no more than four (4) public company boards and on no more than two (2) other public company audit committees, without the approval of the Board. The CEO should not serve on more than two (2) public company boards in addition to the Company's Board. Directors should advise the Chair of the Nominating and Corporate Governance Committee before accepting an invitation to serve on another public company board.
- (k) **Board Performance Evaluations.** The Board and each committee will conduct an annual self-evaluation to determine whether they are functioning effectively. The Nominating and Corporate Governance Committee will oversee the evaluation process and will report annually to the Board with an assessment of the Board's performance. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board could improve. Each committee will also conduct an annual performance evaluation and report the results to the Board. The results of these evaluations will be used to identify areas for further improvement and to inform the Board's approach to board refreshment and succession planning.
- (l) **Cybersecurity Oversight.** The Board acknowledges the critical importance of cybersecurity to the Company's operations and reputation. The Board will oversee the Company's cybersecurity risk management, including receiving regular updates from management on cybersecurity threats, incident response plans, and mitigation strategies. The Board will ensure that the Company has appropriate resources and expertise to manage cybersecurity risks effectively.

3. BOARD MEETINGS AND MATERIALS

- (a) **Board Meetings.** All meetings of and other actions by the Board shall be held and taken pursuant to the bylaws of the Company, including provisions governing notice of meetings and waiver thereof, the number of Board members required to take actions at meetings and by written consent, and other related matters.
- (b) **Attendance and Preparation.** The Company expects Board members to prepare for, attend and participate in all meetings of the Board and committees on which they serve. Directors should notify the Company's Chief Financial Officer when they will be absent from a meeting. Directors are also encouraged to attend the

Company's annual meeting of stockholders. The Company will provide directors with appropriate materials before each meeting, except in unusual or exigent circumstances.

- (c) **Agenda and Materials.** The Chair (if separate from the CEO) and the Lead Independent Director, if any, together with the CEO, will create a schedule of topics to be discussed during the year. Further, the CEO, in consultation with the Chair (if separate from the CEO) and the Lead Independent Director, if any, will have primary responsibility for preparing the agenda for each meeting and arranging for it to be sent in advance of the meeting to the directors along with appropriate written information and background materials so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the materials. Each Board committee, and each individual director, is encouraged to suggest items for inclusion on the agenda. The Board reserves authority to meet in executive sessions to discuss sensitive matters without distribution of written materials.
- (d) **Executive Sessions.** It is the policy of the Board that the independent members of the Board meet separately without management directors at least twice per year (whatever minimum has been set by applicable listing standards) to discuss such matters as the independent directors consider appropriate. The Lead Independent Director, if any, will preside over the executive sessions and serve as the liaison between the independent directors and the CEO and Chair. The Company's independent auditors, finance staff and other employees may be invited to attend these meetings.
- (e) **Board Presentations; Access to Information; Use of Outside Advisors.** The Board encourages the presentation at meetings by managers who can provide additional insight into matters being discussed or who have potential that the CEO believes should be given exposure to the Board. The Company's executive management will afford each Board member with access to the Company's employees and the independent auditors. The Board encourages management to arrange presentations at Board meetings by the Company's managers and provide other reports that will enhance the flow of meaningful financial and business information to the Board. The Board and each committee will have the power to hire, at the expense of the Company, independent legal, financial, or other advisors that they may deem necessary, without consulting or obtaining the advanced approval of any officer.
- (f) **Director Orientation and Continuing Education.**
 - (i) The Company will provide a comprehensive orientation program for new directors, which will include presentations by senior management on the Company's strategic plans, financial statements, and key policies and practices. The program will also include visits to the Company's significant facilities, where appropriate.
 - (ii) Each director is expected to participate in continuing education programs to maintain the necessary level of expertise to perform his or her

responsibilities. The Company will reimburse directors for reasonable expenses incurred in connection with these education programs. The Board will receive ongoing education on subjects that would assist the directors in discharging their duties, including regular programs on the Company's financial planning and analysis, compliance and corporate governance developments, business-specific learning opportunities, and emerging risks and opportunities.

4. BOARD COMMITTEES

- (a) **Committees.** The Board will constitute and maintain an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. Only independent directors may serve on the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. The Board may form, merge, or dissolve additional committees, as it deems appropriate.
- (b) **Committee Member Selection.** The Board will designate the members and Chair of each committee, endeavoring to match the committee's function and needs for expertise with individual skills and experience of the appointees to the committee. The membership of the Audit, Compensation, and Nominating and Corporate Governance Committees shall consist solely of independent directors, which directors shall also meet applicable criteria for independence under Nasdaq, SEC and/or tax rules applicable to such committees.
- (c) **Committee Functions.** All standing committees will have a written charter that describes the committee's responsibilities. Unless otherwise directed by the Board, any new committee formed by the Board will develop a written charter delineating its responsibilities. Each committee will periodically review its charter and recommend any proposed charter changes to the Board. The number and content of committee meetings and other matters of committee governance will be determined by each committee in light of the authority delegated by the full Board to the committee, the committee's charter (if any) and applicable regulations or principles. The Company will provide to each committee access to employees and other resources to enable committee members to carry out their responsibilities. The full authority and responsibilities of each committee is fixed by resolution of the full Board and the committee's charter, if any. Committee charters are available on the Company's website, and a brief description of committee functions is available in the Company's most recent annual proxy statement.
- (d) **Audit Committee Financial Expert.** The audit committee should have one member that qualifies as an "audit committee financial expert" as defined by applicable rules of the SEC under Section 407 of the Sarbanes Oxley Act and all members should be "financially literate" in accordance with the listing standards. The Board shall be responsible for determining the qualification of an individual to serve on the audit committee as a designated "audit committee financial expert" and whether such person is "financially literate." In light of this responsibility of the Board, the Nominating and Corporate Governance committee shall coordinate closely with the Board in screening any new candidate and in evaluating whether

to re-nominate any existing director who may serve in this capacity.

5. MANAGEMENT RESPONSIBILITIES

- (a) **Management Succession and Development Planning.** The CEO will review with the Board succession and development plans for senior executive officers. The Board may from time to time ask the Compensation Committee to undertake specific reviews concerning management succession planning.
- (b) **Financial Reporting, Legal Compliance and Ethical Conduct.** The Board's governance and oversight functions do not relieve the Company's executive management of the primary responsibility for preparing financial statements which accurately and fairly present the Company's financial results and condition. Executive management shall maintain systems, procedures and a corporate culture that promote compliance with legal and regulatory requirements and the ethical conduct of the Company's business.
- (c) **Corporate Communications.** The Board believes that executive management has the primary responsibility to communicate with investors, the press, employees and other constituencies that are involved with the Company, and to set policies for those communications.

6. STOCKHOLDER COMMUNICATIONS WITH THE BOARD

- (a) The Board believes that regular, transparent communication with the Company's stockholders is essential to the Company's long-term success. In addition to the Company's traditional investor relations program, the Company will maintain a stockholder engagement program to solicit feedback on corporate governance, executive compensation, and other issues of importance to stockholders.
- (b) The independent Chair or Lead Independent Director, as applicable, will be available for consultation and direct communication with major stockholders, when appropriate. The Board will receive regular updates on stockholder feedback and emerging corporate governance issues.
- (c) Stockholders of the Company wishing to communicate with the Board or an individual director may send a written communication to the Board or such director in care of the Chief Financial Officer. The Chief Financial Officer will review each communication. The Chief Financial Officer forward such communication to the Board or to any individual director to whom the communication is addressed unless the communication contains advertisements or solicitations or is unduly hostile, threatening or similarly inappropriate, in which case the Chief Financial Officer shall discard the communication or inform the proper authorities, as may be appropriate.

- 7. **REVIEW OF GOVERNANCE GUIDELINES.** The Nominating and Corporate Governance Committee will periodically review and assess the adequacy of these guidelines and recommend any proposed changes to the Board for approval.

Exhibit F
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 G
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.

Exhibit H
Insider Trading Policy
(Attached)

CONNECTM TECHNOLOGY SOLUTIONS, INC.

INSIDER TRADING POLICY

Adopted October 2, 2025

“Insiders” of ConnectM Technology Solutions, Inc., a Delaware corporation (“Company”) are subject to individual responsibilities and restrictions in addition to the responsibilities and obligations of the company itself. An “insider” of a company is a person who is a director, officer, contractor, employee, advisor or consultant in possession of nonpublic material information regarding a company, as well as a shareholder owning 5% or more of the company’s stock. If you have been provided with a copy of this Insider Trading Policy (this “Policy”) of the Company, you are subject to the rules contained herein. Accordingly, as Insiders of the Company, you are subject to restrictions imposed by federal securities laws with respect to purchases and sales of the Company’s shares.

THE BASICS

No person may trade in a company’s securities if the person has material information, which has not yet been publicly disclosed.

Person: directors, officers, advisors, consultants, contractors and employees at all levels within the Company (and, in addition, persons outside the Company that receive tips from insiders).

Trade: transactions involving the purchase or sale of company stock, exercise of company options and warrants, puts, calls and other company securities.

Material Info: information that a reasonable investor would consider important, as part of the total mix of available information, in reaching his or her investment decision.

Publicly Disclosed: disclosed broadly to the marketplace (such as by a company press releases or an SEC filing) and the investing public has had time to absorb the information fully.

So long as you are an Insider, the rules contained herein apply to:

- You;
- Your family members who reside with you; and
- Any family members who do not live in your household but whose transactions in Company securities are directed by you or are subject to your influence or control (such as parents or children who consult with you before they trade in company securities).

You are responsible for the transactions of these other persons, and therefore, you should make them aware of these procedures and their need to confer with you before they engage in any

transaction subject to these procedures. As used in this Policy, “you” or means any individual or entity subject to the policies and procedures described herein.

The consequences of illegal insider trading are severe and can result in civil and criminal liability, as well as disciplinary action by the Company. In addition, a person can be held responsible for the trading violations of others if inside information is passed on, resulting in insider trading by others. Penalties can include:

For Individuals:

- Civil penalties up to three times the profit gained or loss avoided (including, in certain circumstances, from persons who “control” the primary violator).
- Private remedy against insider trading for benefit of persons who traded in the same securities contemporaneously.
- Maximum of 30 years imprisonment.
- Fines of up to \$5 million for individuals.

For Entities:

- Civil penalties of \$1,000,000 or three times the profit gained or loss avoided (including, in certain circumstances, from persons who “control” the entity), whichever is greater;
- Criminal penalties of up to \$25,000,000.

Any of the above consequences would seriously harm the reputation and career of the offender, as well as the Company. The size of a transaction in violation of this Policy has no impact on potential insider trading liability, SEC investigations and lawsuits. Additionally, if the Company concludes an employee has violated this Policy, the Company may dismiss the or commence other disciplinary actions against the violating employee, whether the act was intentional or not.

INSIDER TRADING EXPLAINED

No Trading or Acting on Inside Information

If you are aware of material nonpublic information relating to the Company, you may not, either directly or through family members or other persons or entities:

- Buy or sell securities of the Company (other than as explained herein); or
- Make a gift of Company securities; or
- Engage in any other action to take personal advantage of that information; or
- Pass that information on to others outside the Company, including family and friends.

Also, if you learn of material nonpublic information about another company with which the Company does business, including a customer or supplier, you may not trade in the other company’s securities until the information becomes public or is no longer material.

Transactions that may be necessary or justifiable for independent, personal reasons (such as the need to raise money for an emergency expenditure) are not exempted from these rules. The securities laws do not recognize such mitigating circumstances, and, in any event, even the appearance of an improper transaction must be avoided to preserve the Company’s reputation for adhering to the highest standards of conduct.

When Information Becomes Public

Information is not deemed to become “public” until the information has been disclosed broadly to the marketplace (such as by Company press releases or an SEC filing) and the investing public has had time to absorb the information fully. To avoid the appearance of impropriety, information will not be considered fully absorbed by the marketplace until **the third trading day after the day the information has been publicly disclosed.**

Examples:

If the Information is Announced:	You May Begin Trading:
Monday	Thursday
Friday	Wednesday
Friday Before a Monday Holiday	Thursday

What Constitutes Material Information

Material information is any information that a reasonable investor would consider important in making a decision to buy, hold, or sell securities. *Any information that might reasonably be expected to affect the Company’s stock price, whether it is positive or negative, should be considered material.* Some examples of information that would ordinarily be regarded as material are:

- Projections of future earnings or losses, or other earnings guidance;
- Earnings that are inconsistent with the consensus expectations of the investment community;
- A pending or proposed merger, acquisition or tender offer;
- A pending or proposed acquisition or disposition of a significant asset;
- A change in dividend policy, the declaration of a stock split, or an offering of additional securities;

- A change in management;
- Development of a significant new product or process;
- Impending bankruptcy or the existence of severe liquidity problems;
- The gain or loss of a significant customer or supplier; or
- Imminent issuance of a new patent

Anyone scrutinizing your transactions will be doing so after the fact, with the benefit of hindsight.

As a practical matter, before engaging in any transaction, you should carefully consider how enforcement authorities and others might view the transaction in hindsight.

Whether information is “material” may be difficult to determine. For this reason, you are urged to contact company counsel if you have any questions as to whether any particular information is or is not material.

No Individual Disclosure of Information

You may not disclose information about the Company to anyone outside the Company, including family members and friends, and you may not discuss the Company or its business in an internet “chat room” or similar internet-based forum.

Transactions by Non-Residents

The same restrictions apply regardless of whether a person is resident within the United States.

Other Prohibited Transactions

The Company considers it improper and inappropriate for any director, officer or other employee of the Company to engage in speculative transactions in the Company’s securities or other transactions which might give the appearance of impropriety. A broker or a person whom you deem to be investment-savvy, may suggest one of the following, more sophisticated types of transactions; however, they are prohibited. If you are unsure about the type of transaction that has been suggested to you, please contact company counsel. These types of transactions include:

- **Derivative Securities.** This involves transactions with warrants. You may not engage in transactions in puts, calls or other derivative securities based on the Company’s securities.
- **Hedging Transactions.** The best way to understand hedging is to think of it as insurance. When people decide to hedge, they are insuring themselves against a negative event. This doesn’t prevent a negative event from happening, but if it does happen and you’re properly hedged, the impact of the event is reduced. So, hedging occurs almost everywhere, and we see it every day. For example, if you buy house insurance, you are hedging yourself against fires, break-ins or other unforeseen disasters. Ask your broker or company counsel for details.

- **Margin Accounts and Pledges.** You may not purchase Company securities on margin, or borrow against any account in which Company securities are held, or pledge Company securities as collateral for a loan.
- **Trading in securities on a short-term basis.** Company securities purchased in the open market (i.e., not via obtained via an employee stock option or employee stock purchase plan) should be held for a six-months at minimum. Prior written consent from the Company must be obtained by any employee desiring to sell Company securities that were purchased in the open market and that have not been owned for greater than six months. A written request for such consent from the Company must be requested at least three (3) business days prior to the proposed sale, and cannot be requested more than five (5) days prior to the proposed sale.

Transactions Under Company Plans

Stock Option Exercises. These rules do not apply to your cash exercise of an employee stock option given to you under and in connection with the Company's Stock Incentive Plan or similar plan from time to time in effect, unless it is a sale of stock that is part of a broker-assisted cashless exercise of an option or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option.

Exception for Approved 10b5-1 Plans (See also separate 10b5-1 Plan Policy). Trades by members of the Board of Directors, officers or employees in the Company's securities that are executed pursuant to an approved 10b5-1 trading plan (a "Trading Plan") are not subject to the prohibition on trading on the basis of material non-public information contained in this Policy or to the restrictions set forth above relating to pre-clearance procedures and blackout periods.

Federal securities laws allow affirmative defenses from insider trading liability under SEC Rule 10b5-1 for trading plans that meet certain requirements. Insider trading lawsuits may still be brought against individuals trading under such a Trading Plan. This Policy permits individuals to adopt SEC Rule 10b5-1 compliant Trading Plans with brokers for trading of the Company's securities and the exercise of options upon prior written approval by the Company. The Company may also choose to review a proposed Trading Plan, and reserves the right to reject a Trading Plan if it so chooses.

Revocation/Amendments to Trading Plans. Amendments of a Trading Plan may not occur once a Trading Plan is in Place. Revocations of a Trading Plan may occur upon written notice to the broker, but only if the individual is not aware of any material non-public information of the Company at the time of revocation. However, if the individual terminates the Trading Plan after the first option exercise or stock sale, then the individual must cancel all outstanding Trading Plans and agree not to enter into another Trading Plan until six months after termination of the Trading Plan.

Under certain circumstances, a Trading Plan must be revoked or suspended by the Company. This includes circumstances such as the announcement of a merger or the occurrence of an event that would cause the transaction either to violate the law or to have an adverse effect on the Company. The Company is authorized to notify the broker in such circumstances.

HOW TO TRADE

Pre-Clearance Requirement

While you are subject to these rules, you may not engage in any transaction involving the Company’s securities (including a stock plan transaction such as an option exercise, gift, loan or pledge or hedge, contribution to a trust, or any other transfer) without first obtaining pre-clearance of the transaction from both the Chief Executive Officer and either (a) the General Counsel or (b) the Chief Financial Officer/Principal Financial Officer. A request for pre-clearance should be submitted to one of these persons at least one week in advance of the proposed transaction. The Chief Executive Officer, General Counsel and Chief Financial Officer/Principal Financial Officer are under no obligation to approve a trade submitted for pre-clearance and may determine not to permit the trade, and they will have no liability for any refusal to permit a trade or for any delay in making or communicating a decision.

Quarterly Blackout Periods

The Company’s announcement of its quarterly financial results almost always has the potential to have a material effect on the market for the Company’s securities. Therefore, in order to avoid even the appearance of trading while aware of material nonpublic information, you generally will not be pre-cleared to trade in the Company’s securities during the following periods:

Quarterly Blackout Period Begins:	Seven (7) days prior to the end of the Company’s fiscal quarter. (The Company’s fiscal quarters end on March 31, June 30, September 30 and December 31 of each year.)
Quarterly Blackout Period Ends:	At the close of trading on the Nasdaq, or any exchange upon which the Company’s stock is listed for trading on the second full trading day following the Company’s filing of its quarterly report with the Securities and Exchange Commission.

Event-Specific Blackouts

From time to time, an event may occur that is material to the Company and is known by only a few individuals inside the Company. If you are one of those individuals, or if it would appear to an outsider that you were likely to have had access to information about such an event, then you will not be allowed to trade in the Company’s securities so long as the event remains material and nonpublic.

Also, the Company may on occasion issue interim earnings guidance or other potentially material information by means of a press release, SEC filing on Form 8-K or other means designed to achieve widespread dissemination of the information. You should anticipate that trades are unlikely to be pre-cleared while the Company is in the process of assembling the information to be released and until the information has been released and fully absorbed by the market. The existence of an event-specific blackout will not be announced. If you request pre-clearance of a transaction in the Company’s securities during an event-specific blackout, you will be informed of the existence of a blackout period, but you may not be advised of the reason for the blackout.

If you are made aware of the existence of an event-specific blackout you should not disclose the existence of the blackout to any other person. Whether or not you are designated as being subject to an event-specific blackout you still have the obligation not to trade while aware of material nonpublic information.

The prohibitive rules described herein and imposed by the Company upon you as a term of your employment or retainer cease to apply to your transactions in Company securities upon the expiration of any “blackout period” in existence at the time of the termination of your service as a director, executive officer or employee. Be aware that many of the federal rules may continue to apply to you after the termination of your service with the Company.

COMPANY ASSISTANCE

Compliance with this Policy by all employees is of the utmost importance both for the employee and for the Company. If you have any questions about Insider Trading or its application to any proposed transaction you may obtain additional guidance from the Company’s outside General Counsel (Laura Anthony, Esq. at Anthony, Linder & Cacomanolis, PLLC), who can be reached by telephone at (561) 514-0936. Due to the serious consequences of illegal insider trading, we urge you to err on the side of caution and contact our General Counsel with any and all questions regarding this topic. Ultimately, however, the responsibility for adhering to Insider Trading rules and avoiding unlawful transactions rests with you.

AMENDMENTS

Officers of the Company may, from time to time, make non-substantive amendments to this Insider Trading Policy (including, without limitation, substitution of the names of the appropriate contact persons within the Company) without prior approval of the Company’s Board of Directors.

ACKNOWLEDGEMENTS

All directors, officers and employees of the Company and its subsidiaries must acknowledge their receipt of, understanding of, and intent to comply with, this Policy. This acknowledgment will constitute each such person’s consent for the Company to issue any necessary stop-transfer orders to the Company’s transfer agent to enforce compliance with this Policy. As a condition of continued employment or engagement all employees (and all other persons, such as consultants or contractors, designated by the Company as subject to this Policy) must periodically acknowledge, electronically or in writing, that they have read and agree to abide by this Policy.
