



CORPORATE GOVERNANCE GUIDELINES

Adopted on March 11, 2026

I. INTRODUCTION

The Board of Directors (the “Board”) of Octave Intelligence plc (the “Company”) has adopted these corporate governance guidelines (the “Guidelines”), which, together with the charters of the Board committees, set forth a framework as to how the Board and its committees should perform its functions.

II. ROLE OF THE BOARD AND PRINCIPAL RESPONSIBILITIES

- Oversight of Strategy, Management, and Risk. The Board is responsible for the strategic direction, management, and oversight of the Company and has a fiduciary duty to act in good faith, to avoid conflicts of interest, and exercise reasonable care, skill, and diligence. While management is responsible for the day-to-day management of the risks facing the Company, the Board, as a whole and through its committees, is responsible for the oversight of risk management. The Board will keep itself regularly informed through committee reports and other appropriate communications to perform its duties.
- CEO and Executive Officer Compensation and Performance. The Compensation Committee will annually evaluate the performance of the CEO and executive officers against the Company’s goals and objectives and determine the compensation of the CEO and evaluate and approve the overall compensation of the executive officers.
- Succession Planning. The Board shall annually review a succession plan, including an assessment of the experience, performance, skills and planned career paths, for possible successors to all executive officers, including the CEO, both in an emergency and in the ordinary course.

III. BOARD COMPOSITION AND STRUCTURE

- Size of the Board. The size of the Board will be as determined by the Articles of Association.
- Director Independence. A majority of the Board shall consist of directors that are “Independent Directors” under the rules of the Nasdaq Stock Market (“Nasdaq”).
- Board Membership Criteria. The composition of the Board should encompass a broad range of skills, expertise, industry knowledge, diversity of opinion, and experience relevant to the Company’s business.
- Selection of Directors. The Nominating and Governance Committee is responsible for identifying, evaluating, and recommending qualified individuals to become Board members. The Nominating and Governance Committee will regularly review its Board



membership criteria and will consider the overall composition and skillset of the Board when evaluating nominations.

- Election of Directors. Directors shall be elected by shareholders annually.
- Chair of the Board; Lead Independent Director. The Board may appoint the Chair at its discretion. If the Chair is not an Independent Director, the Independent Directors shall appoint a Lead Independent Director who shall:
 - preside at all meetings of the Board at which the Chair is not present;
 - preside at executive sessions of the independent directors;
 - review and approve meeting agendas, schedules and materials;
 - serve as a liaison between the Chair and the independent directors;
 - have the authority to call meetings of the independent directors; and
 - be available for consultation and direct communication with shareholders, as appropriate.
- Committees of the Board. The Board currently has the following standing committees, each with their own charter: an Audit Committee, a Compensation Committee, and a Nominating and Governance Committee. From time to time, the Board may form new committees as it deems appropriate. Each committee complies with the requirements established by applicable laws, rules, and regulations, including the SEC and Nasdaq. Committee meetings are open to all Board members, and each committee chair will give a periodic report to the Board. The Chair, in consultation with its charter and other committee members, will set the frequency and length of committee meetings and the agenda.

IV. BOARD PROCEDURES

Directors are expected to prepare for, attend, and contribute meaningfully to all Board and applicable committee meetings.

- Frequency of Board Meetings. The Board currently plans at least five meetings each year, with further meetings to occur (or action to be taken by unanimous consent) at the discretion of the Board.
- Attendance at Board Meetings. All directors should make every effort to attend meetings of the Board applicable committee meetings. Members may attend by telephone or video conference to mitigate scheduling conflicts. All directors are expected to attend the Company's annual meeting of shareholders.
- Agendas and Meeting Materials. An agenda along with information that is important to the Board's understanding of the business to be conducted at the Board meeting,



should be distributed to directors in advance of the meeting, as appropriate. Directors are expected to have reviewed and be prepared to discuss all materials distributed.

- Executive Sessions of Independent Directors. In general, the Board reserves time at each regularly scheduled Board and Committee meeting to allow the independent directors to meet in executive session without the presence of management, including the CEO, or other non-independent directors.
- Board Access to Management. Directors will have access to the Company's management and employees as needed to fulfill their duties. The Board expects that there will be frequent opportunities for directors to meet with the CEO and other members of management in Board and committee meetings and in other formal or informal settings.
- Reliance on Management and Outside Advice. In performing its functions, the Board is entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisors. The Board shall have the authority to retain and approve the fees and retention terms of its outside advisors.
- Code of Conduct. The Board expects all Company personnel, including its directors, officers, and employees, to act ethically. Directors are expected to adhere to the Company's Code of Business Conduct and Ethics.
- Conflicts, other Boards, and Employment. A director is expected to dedicate sufficient time and resources to perform their duties of the Company's behalf and shouldn't hold positions that conflict with the Company.
 - Service on Other Boards. Directors should notify, in writing, the chair of the Nominating and Governance Committee before accepting membership on other boards of directors or other significant commitments involving affiliation with other businesses or governmental entities. In general, a director who also serves as a CEO should not serve on more than two boards of other public companies in addition to the Company's Board. Other directors should not serve on more than four boards of other public companies in addition to the Company's Board.
- Change in Job Responsibilities. A director who retires from or changes their principal occupation or business association should notify the chair of the Nominating and Governance Committee in writing of any such change.

Notification allows the Nominating and Governance Committee the opportunity to review the continued appropriateness of Board membership under these circumstances



- Term Limits; Mandatory Retirement Age. The Board believes the Company benefits from the contributions of directors who have developed, over time, increasing insight into the Company. Therefore, the Board does not believe it should establish term limits or a mandatory retirement age for directors. The Nominating and Governance Committee periodically reviews appropriateness of each director's continued service.
- Director Resignations, Retirements and Refusals to Stand for Re-Election. A director who intends to resign or retire or refuses to stand for re-election to the Board must submit written notice to the Company or may resign in a manner otherwise permitted by Irish law. For resignations and retirements, the director must state the effective date of the resignation or retirement. For resignations and refusals, the director also must state that the director has no disagreement with the Company's operations, policies or practices or, if the director has such a disagreement, the director must describe the disagreement. For refusals to stand for re-election, the director must state when the election in question will occur.
- Confidentiality. The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with their service as a director.
- Director Compensation. The Board believes director compensation should be consistent with market practices but should not be set at a level that would call into question the Board's objectivity. The Compensation Committee is responsible for periodically assessing market practices and reviewing director compensation. Hexagon determined the initial director compensation, as the sole shareholder of the Company. Board compensation will be decided in a manner consistent with the Articles of Association of the Company.
- Board and Committee Performance Evaluations. The Nominating and Governance Committee will establish an annual process for the Board and each committee to conduct an evaluation and self- assessment of its performance and effectiveness. The Board and each committee will discuss the findings.
- Orientation and Continuing Education. The Company will provide an orientation process for new directors, including background material on the Company, its business plan and risk profile, and meetings with senior management. The Company encourages directors to participate in ongoing education relevant to the Company, its business, and their responsibilities as a director.



- Communications with Stakeholders. The Board believes that management speaks for the company. Individual directors will only speak on behalf of the Company with investors, analysts, the press, and other constituencies about the Company at the request of management, or if authorized by the Chair, the Lead Director (if any), or otherwise in accordance with the Company's policies.

Any matter intended for the Board, or any individual director, should be addressed to:

Octave Intelligence plc
Attn: Company's Secretary
305 Intergraph Way,
Madison, Alabama 35758

Each communication should specify the intended recipient as well as the general topic of the communication. In general, any shareholder communication will be forwarded in accordance with the shareholder's instructions. The Company reserves the right not to forward to Board members any communications that it determines to be abusive, threatening, or otherwise related to an improper or irrelevant topic.

V. STOCK OWNERSHIP GUIDELINES

In an effort to more closely align the interests of our directors and senior management with those of our shareholders, each director and senior officer will be required to meet the following minimum stock ownership requirements:

- Each director shall own shares of Company stock equal to 5x their annual cash retainer
- The CEO shall own shares of Company stock equal to 5x their base salary
- Each executive officer shall own shares of Company stock equal to 2x their base salary

These stock ownership guidelines must be achieved within 5 years of joining the Board or being appointed as an executive officer, as applicable.¹ Compliance with the stock ownership guidelines will be determined on the date when the grace period set forth above expires, and annually on each December 31 thereafter, by multiplying the number of shares held by each director and executive officer and the average closing price of those shares during the preceding month. The Nominating and Governance Committee is responsible for periodically reviewing and maintaining the stock ownership guidelines

VI. PERIODIC REVIEW OF THE CORPORATE GOVERNANCE GUIDELINES

The Nominating and Governance Committee will periodically review and recommend to the Board changes to these Guidelines.

¹ For the first board and executive officers, the grace period is 5 years from the date that the separation from Hexagon is consummated.