



EquipmentShare.com Inc
Corporate Governance Guidelines

Adopted as of January 8, 2026

The Board of Directors (the “Board”) of EquipmentShare.com Inc (the “Company”) has adopted the following Corporate Governance Guidelines (the “Guidelines”) as a general framework to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its shareholders by ensuring a common set of expectations as to how the Board, its committees, and individual directors should perform their functions in a manner that is consistent with the Board’s fiduciary duties.

1. Size and Composition of the Board and Board Membership Criteria; Director Qualifications

The Nominating and Corporate Governance Committee (the “Nominating Committee”) the Board of Directors (the “Board”) shall recommend to the Board criteria for Board membership, which shall include the criteria set forth in these Guidelines, and shall recommend individuals for membership on the Board. In making its recommendations, the Nominating Committee shall:

- review candidates’ qualifications for membership on the Board (including, when applicable, making a specific determination as to the independence of the candidate) based on the criteria approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or the rules of the Nasdaq Stock Market LLC (the “Nasdaq”) for audit committee and compensation committee membership purposes);
- evaluate and assess the performance and independence of current directors for re-nomination to the Board; and
- periodically review the composition of the Board in light of the current challenges and needs of the Board and the Company and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background, experience and independence.

The Nominating Committee considers not only an individual’s qualities, performance and professional responsibilities, but also the then composition of the Board and the challenges and needs of the Board at that time. The Nominating Committee also considers the impact of any change in the principal occupation of existing directors. The Nominating Committee reports to the Board its conclusions and recommendations for nominations to the Board.

a. Board Size

Subject to the Company's bylaws and certificate of formation, the number of directors on the Board shall be fixed from time to time by resolution adopted by the affirmative vote of a majority of the total number of directors then in office. The Nominating Committee shall periodically review the size of the Board and recommend any proposed changes to the Board.

b. Independence

At any time that the Company is not a controlled company and after any transition periods or exemptions permitted by the Nasdaq, a majority of the Board shall be comprised of directors meeting the independence requirements of the Nasdaq at a minimum. The Board shall make an affirmative determination at least annually as to the independence of each director.

c. Term Limits

It is the policy of the Board to avoid term limits which have the disadvantage of discontinuing the availability and contributions of directors who have developed experience with, and insight into, the Company and its needs over a period of time. Each director is periodically subject to evaluation and re-nomination by the Board and election by the Company's shareholders.

d. Retirement Age

The current mandatory retirement age for directors is 75. No director who is or would be over such age at the expiration of his or her current term may be nominated to a new term, unless the Board waives the mandatory retirement age for such director and such waiver must be renewed annually.

Employee directors may no longer serve on the Board upon resignation, retirement or a change in position if such change results in the employee no longer being an executive officer of the Company, other than the Chief Executive Officer (the "CEO").

e. Simultaneous Service on Other Public Company Boards

A director must notify the Chairman of the Nominating Committee prior to accepting any invitation to serve on another public company board, in order for the Company to confirm the absence of any actual or potential conflict of interest.

A non-employee director may not serve on more than 5 public company boards, including the Company's Board, and a non-employee director who is also the chief executive officer of another public company may not serve on more than 2 public company boards, including the Company's Board.

Employee directors may not serve on more than 2 public company boards, including the Board.

f. Changes in Primary Employment

If a director significantly changes his or her primary employment during his or her tenure, that director must offer to tender his or her resignation to the Nominating Committee. The Nominating Committee shall evaluate the continued appropriateness of Board membership under the new circumstances and make a recommendation to the Board as to any action to be taken with respect to such offer.

g. Conflicts of Interest

If an actual or potential conflict of interest develops because of a change in the business of the Company, or in a director's circumstances (for example, significant and ongoing competition between the Company and a business with which the director is affiliated), the director shall report the matter immediately to the Chair of the Nominating Committee for evaluation and appropriate resolution. Accordingly, the Board expects its directors to always act ethically and in adherence to the Company's Code of Business Conduct and Ethics and Related Party Transactions Policy.

If a director has a personal interest in a matter before the Board, the director shall disclose the interest to the Board, recuse himself or herself from participation in the discussion and not vote on the matter.

2. Director Responsibilities

The Board acts as the ultimate decision-making body of the Company and advises and oversees management, who are responsible for the day-to-day operations and management of the Company. In fulfilling this role, each director must act in what he or she reasonably believes to be in the best interests of the Company and its shareholders and must exercise his or her business judgment.

a. Participation at and Preparation for Board Meetings

The Company expects directors to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company. Directors are expected to attend all Board meetings and the meetings of the committees on which they serve and to prepare themselves for these meetings. Directors are also encouraged to attend the Company's annual meeting of shareholders.

Any written materials that assist directors in preparing for a Board or committee meeting shall be distributed to the directors in advance of the meeting, to the extent possible, and directors are expected to review such materials prior to the meeting.

b. Company Performance and Corporate Strategy

The Board reviews the Company's financial performance on a regular basis at Board meetings and through periodic updates, with a particular focus on peer and competitive comparisons.

The Board also conducts an annual meeting to review and approve the Company's long-term strategy, and assess its strategic, competitive and financial performance.

The Board should understand the principal risks associated with the Company's business on an ongoing basis. Company management is responsible for keeping the Board and its committees well informed of these changing risks on a timely basis.

3. Board Agenda

The Chairman of the Board, in conjunction with the CEO and Corporate Secretary, establishes on an annual basis an agenda of topics for consideration and review by the Board and its committees to be addressed during the following year. This annual schedule of topics is then provided to the Board for review and comment and is adjusted, as appropriate, during the year. The Chairman of the Board, in conjunction with the CEO and Corporate Secretary, shall determine the frequency and length of Board meetings. Board members are encouraged to suggest the inclusion of additional items on an agenda.

4. Chairman of the Board and CEO

The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chairman and CEO in any way that is in the best interests of the Company at a given point in time. The Board may make a determination as to the appropriateness of its current policies in connection with the recruitment and succession of the Chairman of the Board and/or the CEO.

5. Presiding Director

The Board notes that all directors are elected by the shareholders and all have an equal voice. The Board, therefore, does not believe it appropriate or necessary in serving the best interests of the Company to designate a lead director. The Chairman of the Board and the CEO are free, as is the Board as a whole, to call upon any one or more directors to provide leadership in a given situation should a special need arise. The Board may designate a director as the presiding director to lead the meetings of the non-management or independent directors. The appointment of a presiding director may also be rotated among the independent chairs of the committees of the Board.

6. Meetings of Non-Management Directors

The Company's non-management directors shall regularly schedule executive sessions in which management does not participate. If this group includes directors who are not considered independent, the independent directors must also meet in executive session at least once a year.

The Presiding Director shall preside at each executive session. The Company's proxy statement for the annual meeting of shareholders will identify the Presiding Director and the method for interested parties to communicate directly with the Company's Presiding Director or non-management directors as a group.

7. Board Committees

The Board shall have at all times an Audit Committee, a Compensation Committee and the Nominating Committee. Subject to any changes that the Board may make from time to time:

- the Audit Committee shall generally be responsible for overseeing the integrity of the Company's financial statements, the effectiveness of the Company's internal controls, its independent auditor, its compliance with legal and regulatory requirements, and its internal audit function;
- the Compensation Committee shall generally be responsible for overseeing the Company's executive compensation policies, plans, and programs, evaluating executive officer performance and compensation, and reviewing the Company's management succession plan; and
- the Nominating Committee shall generally be responsible for evaluating the size, composition, function and duties of the Board, recommending director nominees and appointments to Board committees, evaluating Board performance, overseeing director compensation and overseeing these Guidelines.

Each of the Audit Committee, Compensation Committee and Nominating Committee shall operate pursuant to its own written charter. These charters shall, among other things, set forth the purpose and responsibilities of the particular committee, the procedures for committee member appointment and removal and committee structure and operations, as well as reporting to the Board. The charters shall also provide for an annual evaluation of each committee's performance.

Committee members shall be appointed by the Board based upon the recommendation of the Nominating Committee, except for the Nominating Committee, which is directly appointed by the Board. The Board may, from time to time, establish or maintain additional committees as it deems appropriate and in the best interests of the Company.

While the rotation of committee members at certain set intervals should be considered periodically, rotation is not required because the Board believes there are significant benefits attributable to continuity and experience gained in service on a particular committee over time.

8. Board Member Access to Management and Independent Advisors

Board members shall have access to the management and employees of the Company and to its internal and outside counsel and auditors. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Corporate Secretary.

Executive officers and other members of senior management are expected to be present at Board meetings at the invitation of the Board. The Board encourages senior management to make presentations and to invite to Board meetings managers and other employees who can provide additional insight into the items being discussed.

The Board and each of its committees in accordance with its charter is authorized to hire independent legal, financial or other advisors as they may consider necessary, without conferring with or obtaining the approval of management or, in the case of committees, the full Board in accordance with its charter, for which the Company shall pay the fees and expenses.

9. Director Communications with Third Parties

Unless otherwise indicated in these Guidelines or the Company's policies, all requests for communications with individual directors or the Board by shareholders, analysts, or media outlets shall initially be made to the Corporate Secretary. Generally, management speaks for the Company, and the Chairman speaks on behalf of the Board. Other communications between individual directors and interested parties may be held, at the request of the Board or the CEO and Chairman.

10. Director Compensation

The Nominating Committee shall review and approve compensation (including equity-based compensation) for the Company's directors and shall, among other things:

- identify corporate goals and objectives relevant to director compensation;
- evaluate the performance of the Board in light of such goals and objectives and set director compensation based on such evaluation and such other factors as the Nominating Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation);
- determine any long-term incentive component of director compensation based on the awards given to directors in past years, the Company's performance, shareholder return and the value of similar incentive awards relative to such targets at comparable companies and such other factors as the Nominating Committee deems appropriate and in

the best interests of the Company (including the cost to the Company of such compensation); and

- evaluate the possibility that directors' independence may be compromised or impaired for Board or committee purposes if director compensation exceeds customary levels, including if the Company makes substantial charitable contributions to an organization with which a director is affiliated.

a. Contributions to Tax Exempt Organizations

Proposed contributions or pledges of contributions to tax exempt organizations, by the Company within any such organization's given fiscal year in an aggregate amount of \$1,000,000 or more, or 2% of the annual consolidated gross revenues of the organization, whichever is greater, to an entity for which a director or a member of his or her immediate family serves as a director, officer, or member of such entity's fund-raising organization or committee, shall be subject to prior review and approval by the Nominating Committee.

The Nominating Committee shall be provided on an annual basis with a report from management of the contributions to tax exempt organizations or pledges made by the Company during the fiscal year in an amount of \$1,000,000 or more, or 2% of the annual consolidated gross revenues of the organization, whichever is greater, to an entity for which a director or executive officer, or a member of his or her immediate family, serves as a director, officer, or member of such entity's fund-raising organization or committee.

11. Director Orientation and Continuing Education

All new members of the Board are required to participate in the Company's orientation program for directors.

All directors will be offered the opportunity, and are encouraged, to participate in continuing education programs with any associated expenses to be reimbursed by the Company.

12. Management Evaluation and Management Succession

The Board shall evaluate the performance of the senior management of the Company in order to ensure that management's performance is satisfactory and that management is providing the best leadership for the Company in the long and short-term.

The Compensation Committee shall review and report to the Board on the Company's succession planning, including succession planning in the case of the incapacitation, retirement or removal of the CEO. The CEO shall provide an annual report to the Compensation Committee recommending and evaluating potential successors, along with a review of any development plans recommended for such individuals. The CEO shall also provide to the Board, on an ongoing basis, his or her recommendation as to a successor in the event of an unexpected emergency.

13. Annual Performance Evaluation

The Board, led by the Nominating Committee, shall establish and conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The collective evaluation shall be presented by the Chairman of the Nominating Committee to the full Board for discussion. This process shall also include annual self-assessments by each Board committee, relying on a review process similar to that used by the Board.

14. Amendments

These Guidelines shall be periodically reviewed by the Nominating Committee and may recommend amendments to the Board for approval.