



RED CAT HOLDINGS, INC.

Corporate Governance Guidelines

Red Cat Holdings Inc. (the “Company”) has adopted these Corporate Governance Guidelines to reflect the strong commitment of the Company’s Board of Directors (the “Board”) to sound corporate governance practices and to encourage effective policy and decision-making at both the Board and management levels with a view to enhancing long-term value for the Company’s shareholders. These guidelines are intended to assist the Board in the exercise of its governance responsibilities and serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations.

These Corporate Governance Guidelines are not intended to change or interpret any federal or state law or regulation, including the Nevada Revised Statutes, the Company’s Amended and Restated Articles of Incorporation (the “Articles”), or the Company’s Amended and Restated Bylaws (the “Bylaws”). These Corporate Governance Guidelines are subject to modification from time to time by the Board.

RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Subject only to such limitations as may be provided by applicable law, including the Nevada Revised Statutes, the Company’s Articles, or the Company’s Bylaws, the Board has full control over the affairs of the Company.

As part of that control, the Board acts as the management team’s adviser and monitors management’s performance. The Board also reviews and, if appropriate, approves significant transactions and develops standards to be utilized by management in determining the types of transactions that should be submitted to the Board for review and approval or notification.

The Board, which is elected by the Company’s shareholders, oversees the management of the Company and its businesses. The Board is responsible for selecting and appointing the Chief Executive Officer and Chairman of the Board, and certain other officers of the Company, as provided in the Company’s Bylaws.

Each member of the Board is expected to spend the time and effort necessary to properly discharge such director’s responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and Board committees on which such director sits and review, prior to each meeting, the material distributed in advance for such meeting. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Chairman or the chairperson of the appropriate committee in advance of such meeting.

The Board is also responsible for reviewing and establishing procedures designed to ensure that the Company’s management and employees operate in a legal and ethically responsible manner.

BOARD COMPOSITION AND STRUCTURE

Director Qualifications

Qualifications for being a director, if any, are set forth in the Company's Bylaws. The Nominating and Governance Committee Charter may also contain criteria, desired skills and characteristics for Board nominees and the Nominating and Governance Committee is responsible for evaluating and making recommendations regarding the Board as a whole and the directors individually, as more fully set forth in the Nominating and Governance Committee Charter. The Company's Board and Committees of the Board are also required to satisfy certain composition requirements of the national securities exchange on which the Company is listed and all requirements of the U.S. Securities and Exchange Commission.

Size of the Board

The Articles and Bylaws of the Company provide that the size of the Board shall be at least one (1) individual and not more than thirteen (13) individuals. The number of directors may be changed from time to time in such manner as shall be provided in the Bylaws of the Company. The Company currently has five authorized directors.

Board Leadership Structure

The Board periodically reviews its leadership structure to evaluate whether the structure remains appropriate for the Company. The positions of the Chairman and the Chief Executive Officer ("CEO") are generally expected to be filled by separate persons, although in appropriate circumstances the positions may be filled by the same person. In the event the Chairman is not an Independent Director (as such term is defined under the listing rules of the Nasdaq Stock Market LLC), the Independent Directors may designate a Lead Independent Director.

The Chairman shall schedule, set the agenda, and chair the meetings of the Board. If the Chairman is not present and a Lead Independent Director has been appointed, the Lead Independent Director shall chair such meetings. In addition, if a Lead Independent Director has been appointed, the Lead Independent Director shall preside over executive sessions of Independent Directors, serve as a liaison between the Chairman and the Independent Directors, and perform such other functions and responsibilities as requested by the Board from time to time.

Conflicts

Directors shall advise the Chairman of the Board and the Chairman of the Nominating and Governance Committee prior to accepting an invitation to serve on another publicly traded company board or any other board, executive, or employment position, or changes in such circumstances as were applicable when joining the Board, such as:

- Positions that take a material amount of the director's time;

- Positions that negatively impact the Company or its business reputation or prospects or could have such impact in the future;

Such changes could affect the director's availability, performance, or create conflicts of interest that could impact the Company's governance and decision-making. Directors are expected to make disclosures in a timely manner so that the Board can assess any potential issues and determine appropriate action.

- Positions that involve associating with a current or potential lender, shareholder, vendor, supplier, competitor, or intellectual property company or inventor that could relate to the Company's business, technology, or affairs.

The Board may request resignation or require exclusion of such Board member from matters that involve sensitive technical or business information related to any of the foregoing matters. The Board does not believe that directors who retire or change the position they held when they became a member of the Board should necessarily leave the Board. Promptly following such an event, the director must notify the Board, which along with the Chairman shall review the continued appropriateness of the affected director remaining on the Board. The affected director is expected to act in accordance with the Board's recommendation following such review.

Board Service and Term Limits

The Board does not believe that it is in the best interest of the Company or its shareholders to establish term limits for directors. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they have the significant disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and therefore provide an increasing contribution to the Board as a whole. The Nominating and Governance Committee will review the appropriateness of each director's continuation on the Board if eligible for re-election prior to its recommendation to the Board of the slate of nominees for election to the Board of Directors.

Directors' Responsibilities

The director's basic responsibility is to exercise his or her good faith business judgment in the best interests of the Company and its shareholders. In discharging these obligations, each director should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors, absent evidence that makes such reliance unwarranted. Directors are expected to attend Board meetings and meetings of committees on which they serve and to spend the time needed and meet as frequently as necessary to discharge their responsibilities properly. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting. Directors should review these materials in advance of the meeting and maintain the strict confidentiality of such information.

Members of the Board shall be responsible for:

- Overseeing the conduct of the Company's business;

- Reviewing and, where appropriate, approving the Company's major financial objectives, plans, and actions; and
- Ensuring the Company's business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations.

Executive Session

The Independent Directors usually meet in executive session before or after regularly scheduled Board meetings and at such other times as they may determine in order to satisfy the listing requirements of the national stock exchange upon which the Company's securities are then listed for trading, if any. The Independent Directors usually meet in executive session at least semi-annually to discuss, among other matters, the performance of the CEO.

Director Compensation

It is expected that non-employee directors will receive compensation that consists of a combination of cash and equity. Employee directors and directors who are compensated as executives are not paid additional compensation for their services as directors. The form (cash versus equity) and amount of director compensation will be determined by the Board based on a recommendation of the Compensation Committee, based on the criteria set forth in the Compensation Committee's Charter.

Stock Ownership

The Company encourages directors to own equity in the Company, whether in the form of stock options, restricted stock units, or otherwise. However, the amount and nature of a director's equity ownership is a personal decision, and the Board has not adopted a policy requiring equity ownership by directors.

Director Orientation and Continuing Education

The Company will provide new directors with access to information and meetings with management in order to familiarize directors with the Company's business. The Board believes that ongoing education is important for maintaining a current and effective Board. Accordingly, the Board encourages directors to participate in ongoing education as well as participation in accredited director education programs. The Company will reimburse directors for reasonable expenses incurred in connection with these education programs.

CEO Evaluation and Management Succession

In accordance with and as set forth in the Compensation Committee Charter, the Compensation Committee will review, evaluate and make recommendations to the Board relating to the executive officers and their performance and compensation.

The Board is responsible for succession plans for the CEO position, and only the Board may appoint a CEO. The Nominating and Governance Committee shall endeavor to make an annual review of succession planning. The CEO should at all times make available his or her recommendations and evaluations of potential CEO successors along with a review of any

development plans recommended for such individuals. The Board shall also monitor management's succession plans for other key executives.

Annual Performance Evaluation

The Board shall endeavor to conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Governance Committee will receive comments from directors 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 can improve.

Board Access to Senior Management

Directors are encouraged to speak directly to any member of management regarding any questions or concerns the directors may have.

Attendance of Non-Directors at Board Meetings

The Board, subject to the approval of the Chairman or Lead Independent Director, welcomes from time to time the attendance at Board meetings of non-Board members who are in senior management positions with the Company. The Board expects that management will use this process to provide additional insight into the items being discussed at meetings and give exposure to managers with senior management potential.

Board Interaction with Institutional Investors, the Press, and the Public

The Board believes that management speaks for the Company. Management appoints persons to interact with institutional investors, the press, and members of the public. Individual directors should not communicate directly or indirectly with investors, the press, or members of the public or similar constituencies about Company matters unless requested to do so by management. If comments from the Board are appropriate, they should in most circumstances come from the Chairman of the Board or the Lead Independent Director as appropriate.

Stockholders may contact the Board about bona fide issues or questions about the Company by sending a letter to:

Attn: Kirk Nord, General Counsel, Red Cat Holdings, Inc., 2800 S West Temple, Suite 5, South Salt Lake, UT 84115

Or by email to: kirk.nord@redcat.red

Each communication should specify the applicable addressee or addressees to be contacted, the general topic of the communication, and the class and number of shares of the Company's stock that are owned of record (if a record holder) and/or beneficially. If a shareholder wishes to contact the Independent Directors, he or she should address such communication to the attention of the Independent Directors at the address above. The Company's General Counsel, legal department or Secretary will initially receive and process communications before forwarding them to the addressee and generally will not forward a communication that it determines to be

primarily commercial in nature, is related to an improper or irrelevant topic, or is a request for general information about the Company, its products, or services.

BOARD MEETINGS

Frequency of Meetings

There are generally four in-person, regularly scheduled meetings of the Board each year. Special meetings of the Board may be called, in accordance with the Company's Bylaws, as needed. In-person Board meetings shall include telephonic and/or video conference calls. Meetings may be held in locations that present opportunities to expose the Board to various facets of the Company's business, are related to other Company business, or are connected with a shareholder meeting.

Regular Board meeting dates shall be established in advance by the Chairman. Directors are expected to attend Board meetings and meetings of committees on which they serve, to spend the time needed, and to meet as frequently as necessary to discharge their responsibilities properly. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting. Directors should review these materials in advance of the meeting. Directors shall ensure that other existing or future commitments do not materially interfere with their ability to fulfill their responsibilities as directors.

Agenda

The Chairman and Lead Independent Director, if one has been appointed, will establish the agenda for each Board meeting. At the beginning of the year, the Chairman and Lead Independent Director, if one has been appointed, will establish a schedule of significant agenda subjects to be discussed during the year (to the degree this can be foreseen). Each Board member is encouraged to suggest the inclusion of items on the agenda. Each Board member is free to communicate at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.

Board Materials Distributed in Advance

Management shall attempt to make available in advance any information that is important to the Board or committee's understanding of the business to be conducted at each meeting. Management should attempt to make this material concise while still providing the necessary information. This permits more meeting time to be spent on discussion and questions from directors. If the Chairman (or Lead Independent Director) determines the subject is too sensitive to be distributed in writing, a presentation should be made at the meeting or in a conference call.

On an ongoing basis, the Independent Board members expect management to keep them informed regarding the initiation and progress of decisions that may require Board approval. This should be done through formal and informal conversations between management and the Board,

either in person or in conference calls. Once a decision regarding such an event reaches a conclusion that requires Board approval, a resolution shall be passed, or Unanimous Written Consent (“UWC”) prepared. It will be sent to all directors with appropriate supporting documentation and adequate time for members to raise questions, which in general should not be less than 24 hours prior to the desired execution date of the UWC. If issues are complex or not previously discussed, management is strongly encouraged to address questions in a conference call. All director material is considered confidential.

Director Attendance at Annual Shareholder Meetings

It is the Board’s policy that, absent unusual or unforeseen circumstances, all of the directors of the Company are expected to attend each Annual Meeting of Shareholders.

COMMITTEE MATTERS

Names of Board Committees

The Board has three standing committees: Audit Committee, Compensation Committee, and Nominating and Governance Committee. The purpose and responsibilities of each committee are described in charters adopted by the Board. The Board may from time to time form a new committee, disband a current committee, or reallocate responsibilities of one committee to another committee. In addition, the Board may form ad-hoc committees from time to time and determine the composition of the committees.

Committee Assignments

The Nominating and Governance Committee, after consultation with the Chairman of the Board, makes recommendations for approval by the Board with respect to the assignment of directors to committees and the Chair of committees, although each committee generally elects its own chairperson.

Committee Meetings

The Chair of each committee, in consultation with the committee members, determines the frequency, agenda, and length of committee meetings, consistent with any requirements of the committee’s charter. The schedule of all committee meetings is furnished to all directors.

Committee Agenda

The Committee Chairman develops the agenda and involves the Company as appropriate. Agendas are distributed to all committee members in advance of a meeting. Although the final agenda will be determined by the chairperson of the committee, other directors may suggest additional agenda items and may raise subjects that are not on the agenda at any meeting.

OMNIBUS

Consistency with Amended and Restated Articles of Incorporation

To the extent that any provision or section of these Corporate Governance Guidelines may be inconsistent with any article, provision, or section of the Amended and Restated Articles of Incorporation or the Amended and Restated Bylaws of the Company, the Amended and Restated Articles of Incorporation or the Amended and Restated Bylaws, or applicable law, shall control, as appropriate.

Amendment/Waiver

The Nominating and Governance Committee will endeavor to annually review these Corporate Governance Guidelines and propose any changes it deems appropriate to the Board for consideration. The Board may amend these Corporate Governance Guidelines or grant waivers in exceptional circumstances, provided that any such modification or waiver may not be a violation of any applicable law, rule, or regulation and provided further that any such modification or waiver is appropriately disclosed. Waivers and modifications should generally be with the approval of the Chairman.

Certification

These Corporate Governance Guidelines were duly approved and adopted by the Board of Directors of the Company on the 31st day of March, 2026.