

XEED ACQUISITIONS GROUP, INC.

Corporate Governance Guidelines

Governance Philosophy

Xeed Acquisitions Group, Inc. (“XEED” or the “Company”) maintains a governance framework that is integral to its strategy for scaling operations, protecting stakeholders, and sustaining long-term value creation. Governance at XEED is not a procedural exercise; it is a structured, company-wide system that embeds transparency, accountability, and fiduciary discipline into decision-making at all levels.

The framework is designed to meet the needs of a high-growth enterprise operating in the food logistics sector, incorporating oversight mechanisms, codified policies, and internal controls aligned with leading public company standards. Standing committees of the Board of Directors (“Board”), including Audit, Compensation, and Nominating and Governance Committees, operate under written charters reviewed at least annually.

In preparation for an eventual transition to public company status, XEED has adopted enhancements to comply with SEC regulations, the Sarbanes-Oxley Act, and applicable listing standards. The Company conducts regular reviews of its governance policies to maintain alignment with strategic priorities and fiduciary obligations.

Board Leadership and Structure

The Board operates as both a fiduciary oversight body and a strategic partner to management. While management executes the strategic and operational agenda, the Board provides independent oversight, strategic counsel, and constructive challenge.

Under the Company’s Bylaws, the Series II Preferred Stockholder has the right to appoint certain directors. When the Chair is not independent, the Board appoints a Lead Independent Director with defined authority to preside over executive sessions of independent directors, approve Board agendas, and convene meetings of independent directors.

The Board maintains discretion to adjust its size and composition to ensure effective oversight and committee staffing. Directors are expected to attend at least 75% of Board and committee meetings and participate in the annual meeting of stockholders.

Board Duties and Commitments

Directors owe fiduciary duties of care and loyalty and are expected to:

- Prepare for meetings by reviewing materials in advance.
- Disclose conflicts of interest and obtain Board consent before accepting certain outside roles.
- Engage constructively with management while exercising independent judgment.

The Board meets at least quarterly, with additional meetings scheduled as needed. Materials are provided in advance, and directors are expected to fully review them. The Board oversees risk, ESG priorities, cybersecurity, and compliance as standing governance priorities.

Director Qualifications and Selection

The Board seeks directors with relevant expertise in food logistics, supply chain innovation, financial markets, regulatory strategy, and corporate governance. Diversity—in experience, background, gender, race, and ethnicity—is an expressed priority.

All director candidates undergo background checks, conflict reviews, and interviews. Final appointments are made in accordance with the Bylaws, including the rights of Series II Preferred Stockholders.

Succession and Leadership Planning

The CEO maintains a formal succession plan for key executives, reviewed regularly by the Board. Both short-term emergency and long-term succession plans are in place. The Board also reviews talent development initiatives and leadership pipelines.

Director Orientation and Education

All new directors participate in a structured onboarding program covering the Company's strategy, operations, governance framework, and risk profile. Directors are expected to complete ongoing education to stay current on regulatory, industry, and governance developments.

Stakeholder Communication

The Board engages with shareholders and other stakeholders in accordance with established procedures. The Chief Legal Officer manages communications to the Board, ensuring confidentiality and timely review.

Public Communications and Disclosure Controls

Only authorized spokespersons may make public statements on behalf of the Company. The Disclosure Committee reviews all material public disclosures for accuracy and compliance with applicable regulations.

Confidentiality

Directors and officers must protect non-public Company information during and after their service. Board materials are distributed through secure platforms with access controls.

Board Evaluation

The Board conducts annual self-assessments and periodic third-party evaluations to measure performance and identify opportunities for governance enhancement.

Committee Structure and Independence

The Board maintains Audit, Compensation, Nominating and Governance, and Risk Committees. All committee charters are reviewed annually. The Audit Committee meets enhanced independence and financial expertise requirements under SEC rules.

Executive Responsibility and Accountability

Executives are held accountable through performance reviews against financial, operational, and ESG metrics. The Company maintains equity ownership guidelines and a clawback policy that complies with SEC Rule 10D-1.

Risk Oversight

The Risk Committee oversees enterprise risk management, cybersecurity, and crisis preparedness. Management maintains a formal ERM framework with Board-approved risk tolerance levels.

Ethics and Compliance

The Board, through its Audit Committee, oversees ethics and compliance programs. The Company maintains a Code of Business Conduct, mandatory training, and an anonymous reporting channel.

Compensation and Independence

Director compensation aligns with long-term stockholder value while maintaining independence. Restrictions on hedging and pledging Company securities apply to all directors.

Sustainability and ESG Oversight

The Board integrates ESG oversight into committee charters and receives periodic ESG performance updates. ESG metrics are incorporated into executive incentive plans.

- **Policy Administration.** These Corporate Governance Guidelines are reviewed at least annually by the Nominating and Governance Committee and approved by the Board. They may be amended to reflect changes in law, listing standards, or the Company's needs.
- **Safe Harbor and No-Contract Statement.** These Guidelines describe current governance structures and intended practices. They may be modified at any time. This document does not create contractual rights for any person. Forward-looking statements are based on current expectations and are subject to change based on legal, regulatory, market, or business developments.

Adopted by the Board of Directors on April 22, 2025.

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