

XEED ACQUISITIONS GROUP, INC.

Corporate Governance Statement

Status and Purpose

Xeed Acquisitions Group, Inc. is a privately held Delaware corporation. The Company maintains a governance framework designed to support effective oversight, compliant decision-making, and long-term value creation. Policies and practices are modeled on standards commonly applied to U.S. public companies. They are intended to support an orderly transition to public reporting when appropriate.

Board Leadership and Structure

The Board of Directors oversees the business and affairs of the Company under the Delaware General Corporation Law and the Company's Bylaws. Under the 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 authority to set agendas with the Chair, preside over executive sessions of independent directors, and call meetings of independent directors.

The Board reviews its size and composition periodically to ensure it can staff committees, provide independent oversight, and operate efficiently. Directors are expected to attend at least 75 percent of Board and committee meetings and to attend the annual meeting of stockholders.

Director Independence, Qualifications, and Selection

Director independence is evaluated at least annually using criteria consistent with SEC rules and national securities exchange listing standards. The Board seeks a mix of skills and experience relevant to food logistics, supply chain, finance, technology, risk, and regulation. Diversity of background and perspective is a stated objective. Prospective directors undergo background and conflict reviews. Final appointments are made under the Bylaws, including the rights of the Series II Preferred Stockholder.

Board Duties and Conduct

Directors owe fiduciary duties of care and loyalty. Directors are expected to review materials in advance, participate actively, and challenge management when appropriate. Directors must disclose actual or potential conflicts and obtain Board consent before accepting outside roles that may reasonably interfere with duties to the Company. Directors are expected to limit service on other public company boards to preserve the time needed to meet these obligations.

Committees of the Board

The Board maintains standing committees, each operating under a written charter that is reviewed at least annually.

- **Audit Committee.** Composed solely of independent directors. Responsible for oversight of financial reporting, internal controls, compliance, and the engagement and oversight of the independent registered public accounting firm. All members are financially literate. At least one member is designated as an audit committee financial expert consistent with SEC definitions. The committee meets privately with the independent auditors and relevant officers at each regular meeting.
- **Compensation Committee.** Composed solely of independent directors. Oversees executive compensation, incentive plans, and related disclosures. May engage independent compensation advisors. Prohibits hedging and pledging of Company equity by directors and executives.
- **Nominating and Governance Committee.** Composed solely of independent directors. Oversees Board composition, director recruitment, succession, annual self-evaluations, governance policies, and ESG oversight allocation.
- **Risk Committee.** Majority independent. Oversees enterprise risk management, including cybersecurity, operational resilience, legal and regulatory risk, and crisis preparedness. Coordinates risk oversight across other committees.

Enterprise Risk Management

Management operates a formal enterprise risk management framework with Board-approved risk appetite, ownership assignments, and reporting. The Risk Committee reviews risk dashboards and scenario analyses on a regular cadence and reports to the full Board. Cybersecurity is a standing agenda item. The Board receives periodic briefings from internal leaders and independent advisors.

Succession and Human Capital

The CEO maintains a written succession plan for the CEO role and other key executives. The Board reviews emergency and long-term succession plans on a regular cadence. The Board receives periodic updates on talent development and leadership bench strength.

Executive Accountability

Executive performance is evaluated against financial, operational, risk, and human capital metrics. The Company maintains equity ownership guidelines for senior executives and directors. The Company has a clawback policy designed to comply with Rule 10D-1 under the Securities Exchange Act upon becoming a listed issuer. The policy permits recovery of incentive compensation in the event of an accounting restatement and may provide for additional recovery in cases of misconduct or material policy violations, subject to applicable law.

Ethics and Compliance

The Company maintains a Code of Business Conduct and related policies addressing anticorruption, antitrust, data privacy, insider trading, and conflicts of interest. Training is required for employees, officers, and directors. The Company operates an ethics reporting channel that allows anonymous reports where permitted by law. Significant matters are reported to the Audit Committee.

Confidentiality and Information Security

Directors and officers must protect nonpublic Company information. Board materials are distributed through secure systems with access controls. Printing, forwarding, and external storage are restricted by policy. The Company maintains document classification, retention, and destruction procedures.

Board Orientation, Education, and Evaluation

New directors receive a structured orientation covering strategy, operations, risk, and governance policies. Directors are expected to pursue ongoing education, including legal and regulatory updates. The Board conducts annual self-evaluations at the Board and committee levels. From time to time, the Board may engage an independent governance advisor to facilitate the process.

Stakeholder Engagement

Shareholders and other stakeholders may communicate with the Board through the Chief Legal Officer following established procedures. The Company monitors stakeholder feedback and provides the Board with periodic summaries of material themes. The Board or its committees may participate in governance-focused engagement with significant investors when appropriate.

Public Communications and Disclosure Controls

Public statements on behalf of the Company are made only by authorized spokespersons and are coordinated with Legal and, when applicable, the Disclosure Committee. The Company intends to maintain disclosure controls and procedures consistent with Section 302 of the Sarbanes-Oxley Act and to comply with Regulation FD upon becoming a public reporting company.

Director Compensation and Independence Safeguards

Non-employee director compensation is structured to align interests with long-term stockholder value and to preserve independence. Compensation is reviewed periodically and may be benchmarked with independent advisors. Executive directors do not receive additional compensation for Board service. Directors are prohibited from hedging or pledging Company securities and are subject to equity holding requirements during service.

Sustainability and ESG Oversight

The Board oversees environmental, social, and governance matters as part of strategy and risk oversight. Committee charters assign specific ESG topics to the appropriate committees. Management provides the Board with periodic ESG updates and metrics relevant to the Company's operations.

Policy Administration

This Corporate Governance Statement is reviewed at least annually by the Nominating and Governance Committee and approved by the Board. It may be amended to reflect changes in law, listing standards, or the Company's needs. For controlling provisions, refer to the Certificate of Incorporation, Bylaws, and committee charters.

Safe Harbor and No-Contract Statement

This document describes current governance structures and intended practices. The Company may modify these policies at any time. This document does not create any contractual rights for any person. Forward-looking statements are based on current expectations and are subject to change because of legal, regulatory, market, or business developments.

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

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