

CORPORATE GOVERNANCE GUIDELINES
OF CIBUS, INC.

Adopted on July 7, 2017
Last Amended September 14, 2023

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

The Nominating and Corporate Governance Committee of Cibus, Inc. (the “Company”) shall determine criteria for Board of Directors (the “Board”) membership, including periodically assessing, developing and communicating with the full Board concerning the appropriate criteria for nominating and appointing directors which shall include the criteria set forth in these Corporate Governance Guidelines and in the Nominating Policy set forth as Annex A to the Nominating and Corporate Governance Committee Charter, and shall recommend qualified individuals for membership on the Company’s Board of Directors. In making its recommendations, the Nominating and Corporate Governance Committee shall:

- review candidates’ qualifications for membership on the Board (including making a specific determination as to the independence of the candidate) based on the criteria approved by the Nominating and Corporate Governance Committee in consultation with the Board (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or the Nasdaq Stock Market (“Nasdaq”) listing rules for audit committee and compensation committee membership purposes);
- evaluate current directors for re-nomination to the Board; and
- periodically review the composition of the Board and its committees in light of the current needs of the Board, the Company, and each committee and determine the composition of the Board and its committees after considering issues of diversity, age, skills, background, and experience.

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

Board Size

The Board intends to have five to eleven members, consistent with the Company’s certificate of incorporation and bylaws. Although the Board considers its present size to be appropriate, it may consider expanding its size to accommodate its needs or reducing its size if the Board determines that a smaller Board would be more efficient. The Nominating and Corporate Governance Committee shall periodically review the size of the Board and recommend any proposed changes to the Board consistent with the Company’s certificate of incorporation and bylaws.

Majority of Independent Directors

A majority of directors serving on the Board shall meet the standard of director independence set forth in the Nasdaq listing rules (as amended from time to time) and other factors not inconsistent with the listing standards that the Board considers appropriate for effective oversight and decision-making by the Board.

Affirmative Determination of Independence

The Board shall make an affirmative determination at least annually and at other times required by the Nasdaq listing rules or applicable laws as to the independence of each director.

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.

No Retirement Age

It is the policy of the Board to avoid a mandatory retirement age for directors which would have the disadvantage of discontinuing the availability and contributions of directors who are otherwise capable and valuable members of the Board.

Without limiting the foregoing, 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.

Simultaneous Service on Other Company Boards or Advisory Groups

A director must notify the Nominating and Corporate Governance Committee prior to accepting any invitation to serve on another public company board or not-for-profit/tax-exempt board or with a government or advisory group that is expected to require significant commitments of time, in order for the Company to confirm the absence of any actual or potential conflict of interest. For purposes hereof, a “public company” is a company whose stock is traded on a national securities exchange, the OTCBB or the “pink sheets.”

A non-employee director may not serve on more than five public company boards, including the Company’s Board, and an employee director may not serve on more than two public company boards, including the Company’s Board, subject to waiver of such restrictions by a majority of non-affected members of the Board.

Changes in Principal Professional Responsibility

If a director significantly changes his or her principal professional responsibility during his or her tenure, that director must offer to tender his or her resignation to the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance 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 tendered resignation.

Director Recusal

Any director who tenders his or her resignation from the Board pursuant to these Corporate Governance Guidelines shall not participate in the Nominating and Governance Committee or Board deliberations regarding whether to accept that resignation.

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 stockholders and must exercise his or her business judgment.

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 devote sufficient time to prepare themselves for these meetings. Directors are also encouraged to attend the Company's annual meeting of stockholders.

In order for the Board to exercise fully its oversight functions, management provides the Board with access to information regarding the Company and the markets in which the Company operates. This information comes from a variety of sources, including management presentations and reports about the performance and operations of the business, security analysts' reports, competitive and peer companies' information, interaction with senior management at Board meetings and visits to Company facilities. 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.

The materials, proceedings, and deliberation of the Board and its committees are confidential. Each director will maintain the confidentiality of information received in connections with his or her service as a director or committee member.

In discharging responsibilities as a director, a director is entitled to rely in good faith on reports or other information provided by the Company's management, independent auditors, legal counsel and other persons as to matters the director reasonably believes to be within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

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. These reviews include the views of management as well as those of investors and securities analysts.

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.

Disclose Relationships

Each independent director is expected to disclose promptly to the Company's General Counsel any existing or proposed relationships with the Company (other than service as a director or on Board committees) which could affect the independence of the director under applicable listing standards or any additional standards as may be established by the Board from time to time, including direct relationships between the Company and the director, and indirect relationships between the Company and any business, nonprofit or other organization in which the director is a general partner or manager, officer, or significant stockholder, or is materially financially interested. All of these relationships should be disclosed to the Company's General Counsel whether or not the director considers them to be material.

Conflicts of Interest

Directors are expected to avoid any action or interest that conflicts with the interests of the Company or gives the appearance of a conflict. 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 should report the matter immediately to the General Counsel and the Nominating and Corporate Governance Committee. Any significant conflict must be resolved or the director should resign.

If a director has a personal interest in a matter before the Board or any committee of the Board, the director shall disclose the interest to the full Board, shall recuse himself or herself from participation in the discussion and shall not vote on the matter. The Board may delegate any decision with respect to such transaction to the Audit Committee, the Nominating and Corporate Governance Committee, or other committee of the Board.

Transactions Affecting Director Independence

Without the prior approval of the Audit Committee, the Company will not make significant charitable contributions to organizations in which a director, or a director's immediate family member (as defined under the listing standards), is affiliated, enter into consulting contracts with (or otherwise provide indirect forms of compensation to) a director, or enter into any relationships or transactions (other than service as a director and Board committee member) between the Company and the director (or any business or nonprofit entity or organization in which the director is a general partner, controlling stockholder, officer, manager, or trustee, or materially financially interested) or any other related party transactions. To the extent required to comply with Securities and Exchange Commission ("SEC") rules, no member of the Audit Committee shall be an affiliated person of the Company or receive any direct or indirect compensation from the Company other than for service as a director and on committees on which the individual serves.

Cybersecurity Risk Oversight

The Board shall oversee management’s review and implementation of appropriate cybersecurity, privacy and cyber risk mitigation measures to ensure compliance with any applicable laws, rules and regulations, including oversight of: (i) cybersecurity preparedness, risks and incidents, (ii) management’s ongoing implementation of technologies, practices, policies and procedures that specifically address cybersecurity risk, and (iii) management’s implementation of disclosure controls and procedures appropriately designed to capture and address cybersecurity matters and incidents, including communicating such matters and incidents to senior management and the Board (including the Audit Committee), so as to allow timely and appropriate decisions about disclosure (including in Management’s Discussion and Analysis in periodic SEC reports) of such matters and incidents under the circumstances.

3. Board Agenda

The Chair of the Board shall determine the frequency and length of Board meetings and have the primary responsibility for preparing the agenda and arranging for it to be sent in advance of the meeting to the directors along with appropriate written information and background materials for each Board meeting. Board members are encouraged to suggest the inclusion of additional items on an agenda, and any director may request that an item be placed on an agenda.

4. Chair of the Board and CEO

The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chair and CEO in any way that is in the best interests of the Company and its stockholders 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 Chair of the Board and/or the CEO.

5. Lead Independent Director

To the extent that the Chair is a management director or is otherwise not independent, the Board may designate an independent director to act as the lead independent director (the “Lead Independent Director”). The position of Lead Independent Director will be evaluated by the Board periodically, and the Board shall be permitted to remove or appoint a successor to the Lead Independent Director at any time. At such time as the Board has designated a Lead Independent Director, the responsibilities, powers and authorities of the Lead Independent Director will be reflected in a Lead Independent Director Charter, which shall be approved by the Board.

6. Meetings of Non-Management Directors

The Company’s non-management directors will meet periodically in executive sessions. If this group includes directors who are not considered independent, the independent directors must also meet in periodic executive sessions.

The Lead Independent Director shall preside at each executive session. The Company’s annual proxy statement will identify the Lead Independent Director and the method for interested parties

to communicate directly with the Company's Lead Independent Director or non-management/independent directors as a group.

7. Board Committees

The Board shall have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance 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, its independent auditor, its internal audit function, and compliance by the Company with legal and regulatory requirements;
- the Compensation Committee shall generally be responsible for overseeing the Company's executive compensation and benefits policies, evaluating executive officer performance and compensation, overseeing director compensation, and reviewing the Company's management succession plan; and
- the Nominating and Corporate Governance Committee shall generally be responsible for identifying qualified Board candidates, recommending director nominees and appointments to Board committees, evaluating Board performance, and overseeing the Company's Corporate Governance Guidelines.

Each of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee shall operate pursuant to its own written charter. These charters shall, among other things, set forth the purpose, goals 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.

Only independent directors, meeting the independence requirements of Nasdaq and Rule 10A-3 of the Securities Exchange Act of 1934 and any related rules promulgated by the Securities and Exchange Commission, may serve on the Audit Committee. At such time when the Company is no longer a "controlled company" as defined in Nasdaq's listing rules, only independent directors meeting the independence requirements of Nasdaq's may serve on the Compensation Committee and Nominating and Corporate Governance Committee. Committee members shall be appointed by the Board based upon the recommendation of the Nominating and Corporate Governance Committee, except for the Nominating and Corporate Governance 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, the Chief Financial Officer, or the General Counsel.

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 also encourages senior management to include in Board meetings individuals that the senior management believes may become prospective leaders of the Company.

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 stockholders, analysts, or media outlets shall initially be made to the Corporate Secretary. Generally, management speaks for the Company, and the Chair 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 Chair. Notwithstanding the foregoing, concerns about questionable accounting or auditing matters or possible violations of the Company's Code of Business Conduct and Ethics and should be reported pursuant to the procedures outlined in the Company's Code of Business Conduct and Ethics.

10. Director Compensation

The Compensation Committee shall review and approve compensation (including equity-based compensation) for the Company's directors. In so reviewing and approving director compensation, the Compensation Committee shall, among other things:

- set director compensation based such other factors as the Compensation Committee deems appropriate and in the best interests of the Company; and
- determine any long-term incentive component of director compensation based on the awards given to directors in past years, the Company's performance, stockholder return and the value of similar incentive awards relative to such targets at comparable companies and such other factors as the Compensation Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation).

Except as otherwise permitted by the Nasdaq listing rules, members of the Audit Committee and the Compensation Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation.

11. Director Orientation and Continuing Education

All new members of the Board are required to participate in the Company's orientation program for directors. The orientation program will include discussions with and presentations by senior management and visits to the Company's facilities, and provide new directors with a review of the Company's financial position, an overview of the industry in which the Company operates and competes, and an introduction to the regulatory and legal environment that affects the Company's business, as well as an overview of a director's fiduciary duties.

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.

The Board, either itself or through the Nominating and Corporate Governance Committee, is expected to oversee and periodically review appropriate practices and procedures for providing orientation sessions for newly elected or appointed directors, and recommending continuing director education programs for Board and committee members.

12. Management Evaluation and Management Succession

The Compensation Committee shall, at least annually, evaluate the performance of executive officers of the Company and present its findings to the full Board for review.

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 or any other key executives. The CEO shall provide a 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 and Corporate Governance Committee, shall establish and conduct an annual self-evaluation. The collective evaluation shall be presented by the Nominating and Corporate Governance Committee to the full Board for discussion. Additionally, each standing committee of the Board shall conduct an annual self-evaluation.