PRINCIPLES OF CORPORATE GOVERNANCE

The Board of Directors (the "Board") of Mentari Therapeutics, Inc. (the "Company") has adopted the corporate governance principles set forth below (the "Principles") as a flexible framework for the governance of the Company. The Nominating and Corporate Governance Committee (the "Nominating Committee") reviews the Principles periodically and recommends changes to the Board as appropriate. The Principles are subject to modification or waiver by the Board from time to time, with or without public notice.

1. ROLE AND COMPOSITION OF THE BOARD OF DIRECTORS

Role of the Board

The Board, which is elected by the Company's stockholders, oversees the management of the Company and its business. The Board selects the senior management team, which is responsible for operating the Company's business, and monitors the performance of senior management. Consistent with the oversight function of the Board, the Board's core responsibilities include:

- Assessing the performance of the Chief Executive Officer (the "CEO") and other senior management and setting their compensation;
- Planning for CEO and senior management succession and overseeing senior management development;
- Reviewing the Company's strategies and monitoring their implementation and results;
- Overseeing the integrity of the Company's financial statements and the Company's financial reporting process;
- Overseeing the Company's processes for assessing and managing risk;
- Overseeing legal and regulatory compliance;
- Nominating the Company's director candidates and appointing committee members;
- Shaping effective corporate governance; and
- Providing advice and counsel to management regarding significant issues facing the Company and reviewing and approving significant corporate actions.

Size, Composition and Membership Criteria

The Board determines the appropriate size of the Board from time to time. A majority of the Board is made up of independent directors, which are directors who meet the Nasdaq Stock Market ("Nasdaq") definition of independence, as determined by the Board. The Board makes an

affirmative determination regarding the independence of each director annually, based upon the recommendation of the Nominating Committee.

The Nominating Committee considers and makes recommendations to the Board regarding the size, structure, composition and functioning of the Board. In addition, the Nominating Committee engages in succession planning for the Board and key leadership roles on the Board and its committees. The Nominating Committee is also responsible for establishing and overseeing processes and procedures for the selection and nomination of directors, and for developing and recommending Board membership criteria to the Board for approval and periodically reviewing these criteria. The Board's criteria include leadership experience, finance and accounting expertise, biotechnology industry knowledge, clinical development experience, drug approval planning and commercialization experience, corporate governance experience, investment experience, particularly in biotechnology, operations and administration experience and expertise in scientific disciplines related to biotechnology. The Nominating Committee evaluates the composition of the Board periodically to assess the skills and experience that are currently represented on the Board as a whole, and in individual directors, as well as the skills and experience that the Board may find valuable in the future. The Board and the Nominating Committee actively seek to achieve a diversity of perspectives, experiences and occupational and personal backgrounds on the Board. The Nominating Committee reviews the qualifications of director candidates and incumbent directors in light of criteria approved by the Board and recommends the Company's candidates to the Board for election by the Company's stockholders at the annual meeting of stockholders. The Nominating Committee also considers director candidates recommended by Company stockholders in accordance with the procedures set forth in the Company's annual proxy statement.

Board Leadership

The Board does not have a policy regarding whether the role of the Chair of the Board (the "Chair") and the CEO should be separate or combined, and the Board believes that the Company should maintain its flexibility to select the Chair and CEO and determine the appropriate leadership structure, from time to time, based on criteria that are in the Company's best interests and the best interests of the Company's stockholders. The Board periodically reviews its leadership structure to evaluate whether the structure remains appropriate for the Company. Currently, the roles of Chair and the CEO are separate, and the Chair is an independent director.

At any time when the Chair is not an independent director, the independent directors may designate an independent director to serve as the lead independent director, who generally shall serve for a period of at least one year. The responsibilities of any such lead independent director may include: (a) presiding at meetings of the Board at which the Chair is not present, including executive sessions of the independent directors; (b) approving information sent to the Board; (c) approving the agenda and schedule for Board meetings to provide that there is sufficient time for discussion of all agenda items; (d) serving as liaison between the Chair and the independent directors; (e) being available for consultation and communication with major stockholders upon request; and (f) performing such other duties as the Board may determine from time to time. Any such lead independent director also would have the authority to call executive sessions of the independent directors.

Change in Principal Occupation

When a director's principal occupation or business association changes substantially during the director's tenure on the Board, the director must advise the Chair of the Nominating Committee, and if such change in principal occupation or business association results in a conflict of interest as determined by the Nominating Committee, the director is expected to submit an offer to resign. In addition, at any time any officer of the Company who serves on the Board ceases to hold that office, he or she is expected to tender his or her resignation from the Board. The Nominating Committee recommends to the Board the action, if any, to be taken with respect to the offer to resign.

Term Limits

The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. In lieu of term limits, the Board's annual self-evaluation process is an important determinant for continuing service and is responsible for confirming that all Board members are active contributors to the governance process.

Service on Other Boards

Directors are encouraged to limit the number of other boards on which they serve so as not to interfere with their service as a director of the Company.

In addition, directors should advise the Chair of the Nominating Committee in advance of accepting an invitation to serve on the board of another for-profit organization.

Annual Election of Directors

The Board is divided into three classes, approximately equal in number, with staggered terms of three years each so that the term of one class expires at each annual meeting of stockholders. Thus, directors typically stand for reelection every three years.

2. FUNCTIONING OF THE BOARD

Agendas

The Chair establishes the agenda for each Board meeting. Agenda items that fall within the scope of responsibilities of a Board committee are reviewed with the Chair of that committee. Directors are encouraged to suggest the inclusion of items on the agenda. Directors are also free to raise subjects at a Board meeting that are not on the agenda for that meeting.

Distribution and Review of Board Materials

Board materials related to agenda items are provided to directors sufficiently in advance of Board meetings to allow directors to review and prepare for discussion of the items at the meeting. In

some cases, due to timing or the sensitive nature of an issue, materials are presented only at the meeting.

Meetings

The Board holds regularly scheduled meetings throughout the year and holds additional meetings as necessary to carry out its responsibilities. Directors are expected to attend Board meetings and meetings of the Board committees on which they serve.

Executive Sessions

The independent directors generally have the opportunity to meet in executive session without management present at every regular Board meeting. The Chair presides at each executive session.

Strategic Planning

The Board reviews the Company's long-term strategic plan at least annually and monitors implementation of the strategic plan throughout the year.

Confidentiality

Directors must protect and hold confidential all non-public information that comes to them, from whatever source, in their capacity as a director of the Company, unless disclosure is authorized by the Company or required by law. Proceedings and deliberations of the Board and its committees are confidential.

Attendance at Annual Meeting of Stockholders

Directors are encouraged to attend the annual meeting of stockholders absent unusual circumstances.

3. STRUCTURE AND FUNCTIONING OF COMMITTEES

Number, Structure and Independence of Committees

The Board has three standing committees: Audit, Compensation and Nominating. Each committee will consist solely of independent directors. In addition, directors who serve on the Audit Committee and the Compensation Committee will be required to meet additional, heightened independence criteria applicable to directors serving on these committees under Nasdaq listing standards. The Board may also establish and maintain other committees from time to time as it deems necessary and appropriate. The foregoing is subject to all applicable exemptions or exceptions permitted under Nasdaq listing standards.

Assignment of Committee Members

The Nominating Committee considers and makes recommendations to the Board regarding committee size, structure, composition and functioning. With respect to standing committees,

members and the Chair are recommended to the Board by the Nominating Committee and appointed by the full Board.

Responsibilities

Each standing committee operates under a written charter that sets forth the purposes and responsibilities of the committee as well as qualifications for committee membership. Each standing committee assesses the adequacy of its charter annually and recommends changes to the Board as appropriate. All committees report regularly to the full Board with respect to their activities.

Meetings and Agendas

Each committee meets at such times and places as the committee or its Chair determines in accordance with its charter. The Chair of each committee determines the length and agenda of the committee's meetings. Materials related to agenda items are provided to committee members sufficiently in advance of meetings to allow the members to review and prepare for discussion of the items at the meeting. In some cases, due to timing or the sensitive nature of an issue, materials are presented only at the meeting.

4. DIRECTOR ACCESS TO MANAGEMENT AND ADVISERS

At the invitation of the Board, members of senior management may attend Board meetings or portions of meetings for the purpose of presenting matters to the Board and participating in discussions. Directors also have full access to other members of management, subject to reasonable efforts to avoid disruption to the Company's business and operations.

The Board has the authority to retain such outside counsel, experts and other advisers as it determines appropriate to assist it in the performance of its functions. Each of the standing committees has similar authority to retain outside advisers as it determines appropriate to assist it in the performance of its functions.

5. DIRECTOR COMPENSATION

The Compensation Committee periodically reviews the compensation of directors. Director compensation is set by the Board based upon the recommendation of the Compensation Committee. Management directors do not receive compensation for service on the Board.

6. SUCCESSION PLANNING

The Compensation Committee is responsible for oversight of succession planning for certain senior management positions. The succession planning process includes consideration of both ordinary course succession, in the event of planned promotions and retirements, and planning for situations where the CEO or another member of senior management unexpectedly become unable to perform the duties of their positions.

7. FORMAL EVALUATION OF THE CEO

The Compensation Committee is responsible for setting annual and long-term performance goals for the CEO, evaluating the CEO's performance against those goals and setting or recommending to the Board the CEO's compensation. Both the goals and the evaluation are discussed with the independent directors meeting in executive session without the CEO present. The results of the evaluation are shared with the CEO and used by the Compensation Committee in setting or recommending to the Board the CEO's compensation.

8. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The Company has an orientation process for Board members that is designed to familiarize new directors with various aspects of the Company's business, including the Company's strategy, operations, finances, risk management processes, compliance program and governance practices. The Board encourages directors to participate in education programs to assist them in performing their responsibilities as directors.

9. BOARD AND COMMITTEE PERFORMANCE EVALUATIONS

The Board conducts an annual self-evaluation to assess its performance. Each standing committee conducts an annual self-evaluation to assess its performance. The ability of individual directors to contribute to the Board is considered in connection with the re-nomination process. The Nominating Committee is responsible for overseeing processes for conducting evaluations.

10. STAKEHOLDER ENGAGEMENT

To enable the Company to speak with a single voice, as a general matter, senior management serves as the primary spokesperson for the Company and is responsible for communicating with various constituencies, including stockholders, on behalf of the Company. Directors may participate in discussions with stockholders and other constituencies on issues where Board-level involvement is appropriate. In addition, the Board oversees the Company's stockholder engagement efforts.

Adopted by the Board on November 6, 2026