

CORPORATE GOVERNANCE GUIDELINES

IRIS ACQUISITION CORP II

1. Purpose

These Corporate Governance Guidelines (“Guidelines”) are established by the Board of Directors (“Board”) of Iris Acquisition Corp II to assist the Board in the exercise of its responsibilities and to serve the interests of shareholders and other stakeholders by promoting effective governance, oversight, and accountability.

2. Board Composition and Selection

2.1 Size of Board

The Board shall determine its size from time to time, consistent with the Company’s organizational document.

2.2 Director Qualifications

Directors should possess the highest personal and professional ethics, integrity, and values, and be committed to representing the long-term interests of shareholders. The Board will consider diversity, skills, experience, and independence in evaluating candidates.

2.3 Independence

A majority of the Board shall be independent directors as defined by applicable law and stock exchange listing standards.

2.4 Selection of Directors

The Nominating Committee will recommend director candidates for Board approval and considers persons identified by its members, management, shareholders, investment bankers and others.

3. Board Leadership

The Board shall decide whether the roles of Chair and CEO should be combined or separated, based on the Company’s needs.

4. Board Responsibilities

The Board shall be responsible to:

- Oversee management and Company strategy.

- Review and approve major corporate actions.
- Monitor financial performance and risk management.
- Ensure compliance with legal and ethical standards.
- Oversee director orientation and continuing education.
- Oversee succession planning for senior executives.

5. Board Committees

The Board shall maintain standing committees, including:

- Audit Committee (all independent directors)
- Compensation Committee (all independent directors)
- Nominating and Corporate Governance Committee (all independent directors)

Each committee shall have a written charter.

6. Board Meetings and Materials

Meetings of the Board shall be held whenever deemed necessary.

Directors are expected to attend all meetings and review materials in advance.

7. Director Access to Management and Advisors

Directors shall have full access to Company management, information, and independent advisors as needed to fulfill their duties.

8. Director Compensation

Director compensation shall be aligned with market practices, and reviewed periodically by the Compensation Committee.

9. CEO Evaluation and Management Succession

The Board shall evaluate the CEO's performance and oversee succession planning for key executives.

10. Annual Performance Evaluation

The Board and its committees shall conduct annual self-evaluations to assess effectiveness and identify areas for improvement.

11. Code of Ethics and Business Conduct

Directors, officers, and employees shall comply with the Company's Code of Ethics and Business Conduct.

12. Communication with Shareholders and Other Stakeholders

The Board shall establish procedures for shareholder and stakeholder communications, including annual meetings (if any) and investor outreach.

13. Review of Guidelines

These Guidelines shall be reviewed and amended as appropriate to reflect changes in law, regulation, or best practices.