

**NOMADAR CORP.**  
**RELATED PARTY TRANSACTION POLICY**

**PURPOSE**

The Code of Ethics and Business Conduct of Nomadar Corp. (the “Company”), sets forth the expectation that the Company’s directors, executive officers, and employees must avoid actual and apparent conflicts of interest with the Company. In addition, under applicable rules and regulations promulgated by the U.S. Securities and Exchange Commission (the “SEC”), the Company is required to disclose certain transactions with Related Persons (as defined herein). In general, such rules and regulations apply to transactions between the Company and any executive officer, director, director nominee, or any Significant Stockholder (as defined herein), or any Immediate Family Member (as defined herein) of the foregoing persons.

The board of directors of the Company (the “Board”) has adopted the Related Party Transaction Policy (this “Policy”) to set forth the Company’s policies and procedures for the review and approval or ratification of Related Person Transactions (as defined herein).

**DEFINITIONS**

A. A “Related Person” is:

1. any person who is or was an executive officer, director, or director nominee of the Company at any time since the beginning of the Company’s last fiscal year;
2. any person who is or was an Immediate Family Member of an executive officer, director, or director nominee at any time since the beginning of the Company’s last fiscal year;
3. any person who, at the time of the occurrence or existence of the transaction in question, is known to the Company to be the beneficial owner of more than 5% of any class of the Company’s voting securities (a “Significant Stockholder”); or
4. any person who, at the time of the occurrence or existence of the transaction in question, is an Immediate Family Member of a Significant Stockholder of the Company.

B. An “Immediate Family Member” of a Related Person is any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of such person, or any other person sharing the household of such person, other than a tenant or employee.



C. A “Related Person Transaction” is any transaction, arrangement, or relationship (or any series of similar transactions, arrangements, or relationships), in which the Company was, or is to be, a participant; the amount involved exceeds \$120,000.

## **EXCEPTIONS**

A. The Board has determined, in good faith and upon the exercise of due care, that the following do not create a material direct or indirect interest on behalf of the Related Person and are, therefore, not Related Person Transactions under this Policy:

1. Interests arising only from the Related Person’s position as a director of another corporation or organization that is a party to a certain transaction;
2. Interests arising only from the direct or indirect ownership by the Related Person and all other Related Persons in the aggregate of less than a 10% equity interest (other than a general partnership interest) in another entity which is a party to a certain transaction;
3. Interests arising solely from the ownership of a class of the Company’s equity securities if all holders of that class of equity securities receive the same benefit on a pro rata basis;
4. Compensation arrangements with executive officers if the compensation has been approved, or recommended to the Board for approval, by the compensation committee of the Board;
5. Compensation for services as a director of the Company if such compensation will be publicly reported pursuant to the applicable SEC rules;
6. A transaction that is specifically contemplated by the Company’s corporate charter or bylaws in effect;
7. Interests arising solely from ordinary course transactions, such as the purchase of goods and services at fair market prices, and indebtedness transactions with any person that is a Significant Stockholder, or an Immediate Family Member of a Significant Stockholder;
8. A transaction where the rates or charges involved in the transaction are determined by competitive bids;
9. A transaction that involves the rendering of services as a common or contract carrier or public utility at rates or charges fixed in conformity with law or governmental authority; and



10. A transaction that involves services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.

#### **POLICIES AND PROCEDURES FOR NOTICE, REVIEW, APPROVAL OR RATIFICATION OF RELATED PERSON TRANSACTIONS**

Any Related Person Transaction proposed to be entered into by the Company, including any transaction that was not a Related Person Transaction when originally consummated or any transaction that was not initially identified as a Related Person Transaction prior to consummation, must be reported to the Company's Compliance Officer and shall be reviewed and approved by the audit committee of the Board (the "Audit Committee") in accordance with the terms of this Policy, prior to effectiveness or consummation of the transaction, whenever practicable.

Directors and executive officers must inform the Compliance Officer at the earliest practicable time of any plan or proposal to engage in a potential Related Person Transaction. Directors and executive officers must supply the Compliance Officer with full details regarding the terms and circumstances of such transaction. If the Compliance Officer may be involved in a potential Related Person Transaction, then, he or she must inform the Chief Executive Officer and the Audit Committee.

If senior management of the Company including the Chief Executive Officer and the Compliance Officer were to determine that unusual circumstances exist making delay inadvisable, then, the Chair of the Audit Committee may review and approve the Related Person Transaction in accordance with the criteria set forth herein. The Chair of the Audit Committee will report any such approval to the Audit Committee at its next regularly scheduled meeting. The Audit Committee shall report all Related Person Transactions it has reviewed to the Board.

In addition, any Related Person Transaction previously approved by the Audit Committee or otherwise already existing that is ongoing in nature shall be presented by management and reviewed by the Audit Committee annually to ensure that such Related Person Transaction has been conducted in accordance with the previous approval granted by the Audit Committee, if any, and that, subject to Article V.D. below, any required disclosures regarding the Related Person Transaction are made.

If the Company were to become aware of a Related Person Transaction that has not been approved under this Policy prior to its consummation, then, the matter shall be reviewed by the Audit Committee. The Audit Committee reviewing such transaction shall consider all of the relevant facts and circumstances regarding such transaction; shall evaluate all options available to the Company, including ratification, revision, or termination of such transaction; and shall take such course of action as the Audit Committee deems appropriate under the circumstances. The Audit Committee shall also examine the facts and circumstances pertaining to the failure of such transaction to have been presented to the Audit Committee prior to its consummation and shall



take or recommend to the Board and senior management any such action as deemed appropriate under the circumstances.

#### **STANDARDS FOR REVIEW, APPROVAL OR RATIFICATION OF RELATED PERSON TRANSACTIONS**

A. A Related Person Transaction reviewed under this Policy will be considered approved or ratified if it is authorized by the Audit Committee in accordance with the standards set forth in this Policy after full disclosure of the Related Person's interests in such transaction. As appropriate for the circumstances, the Audit Committee shall review and consider:

1. the Related Person's interest in the Related Person Transaction;
2. the approximate dollar value of the amount involved in the Related Person Transaction;
3. the approximate dollar value of the amount of the Related Person's interest in the transaction without regard to the amount of any profit or loss;
4. whether the transaction was undertaken in the ordinary course of business of the Company;
5. whether the transaction with the Related Person is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party;
6. the purpose of, and the potential benefits to the Company of, the transaction; and
7. any other information regarding the Related Person Transaction or the Related Person in the context of the proposed transaction that would be material to investors in light of the circumstances of the particular transaction.

B. The Audit Committee will review all relevant information available to it about the Related Person Transaction. The Audit Committee may approve or ratify the Related Person Transaction only if the Audit Committee determines that, under all of the circumstances, the transaction is in, or is not inconsistent with, the best interests of the Company. The Audit Committee may, in its sole discretion, impose such conditions as it deems appropriate on the Company or the Related Person in connection with approval of the Related Person Transaction.

C. No member of the Audit Committee shall participate in any review or approval (or ratification) of any Related Person Transaction in respect of which he or she, any Immediate Family Member or any Significant Stockholder with which he or she is affiliated is the Related Person; provided, however, that such member of the Audit Committee may be counted in determining the presence of a quorum at a meeting that considers the Related Person Transaction.



D. The review, approval or ratification of a transaction, arrangement or relationship pursuant to this Policy does not necessarily imply that such transaction, arrangement or relationship is required to be disclosed under Item 404(a) of Regulation S-K promulgated by the SEC.

