



## COMERA LIFE SCIENCES HOLDINGS, INC.

### RELATED PERSON TRANSACTION POLICY AND PROCEDURES

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#### I. INTRODUCTION

The Board of Directors (the “**Board**”) of Comera Life Sciences Holdings, Inc. (the “**Company**”) recognizes that related person transactions present a heightened risk of conflicts of interest (or the perception thereof). Therefore, the Board has adopted this Related Person Transaction Policy and Procedures (this “**Policy**”) pursuant to which all Related Person Transactions (as defined below) shall be subject to review, approval or ratification in accordance with the procedures set forth in this Policy.

#### II. DEFINITIONS

For the purposes of this policy, the following terms shall have the following meanings:

“**Control**” means the possession, direct or indirect, of the power to direct or cause the direction of management and policies of an entity through ownership, by contract, or otherwise.

“**Immediate Family Member**” means 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 a person, and any person (other than a tenant or an employee) sharing the household of such person.

“**Related Person**” means:

- any person who is, or at any time since the beginning of the Company’s last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company;
- any person who is known to be the beneficial owner of more than 5% of any class of the Company’s voting securities;
- any Immediate Family Member of any of the foregoing persons as well as any other family member who might control or influence or who might be controlled or influenced by the foregoing persons because of his or her family relationship (this may, for example, capture a relative receiving monetary support from such person);
- any firm, corporation or other entity in which any of the foregoing persons is employed as an executive officer or is a general partner, managing member or principal or in a position of having Control or significant influence or in which such person has a 5% or greater beneficial ownership interest; or
- any firm, corporation or other entity in which any director, executive officer, nominee or more than 5% beneficial owner is employed (whether or not as an executive officer).

“**Related Person Transaction**” means any transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which (i) the Company (including any of its

subsidiaries) was, is or will be a participant, (ii) any Related Person had, has or will have a direct or indirect material interest and (iii) the aggregate amount involved will or may be expected to exceed \$120,000 in any fiscal year. A “direct or indirect material interest” of a Related Person may arise by virtue of Control or significant influence of the Related Person to the transaction or by direct or indirect pecuniary interest of the Related Person in the transaction.

### III. PROCEDURES

#### A. Audit Committee Approval

It is the responsibility of the Audit Committee of the Board (the “*Committee*”) to administer this Policy.

Prior to entering into a potential Related Person Transaction, the Related Person (or if the Related Person is an Immediate Family Member of an executive officer or director of the Company, such executive officer or director) shall notify the Company’s Chief Financial Officer in writing of the facts and circumstances of the proposed transaction. The Chief Financial Officer will undertake an evaluation of whether the proposed transaction would constitute a Related Person Transaction that requires approval of the Committee in accordance with this policy. In conducting this evaluation, the Chief Financial Officer may consult with other members of management and/or outside counsel as necessary or appropriate. If the evaluation determines that the proposed transaction would constitute a Related Person Transaction, the Chief Financial Officer will report the Related Person Transaction, together with a summary of the material facts, to the Committee for consideration at the next regularly scheduled Committee meeting and shall update the Committee as to any material changes to any approved or ratified Related Person Transaction and shall provide a status report of all then current Related Person Transactions at least quarterly at a regularly scheduled meeting of the Committee or as needed. No director may participate in approval of a Related Person Transaction for which he or she or an Immediate Family Member is a Related Person. However, such director shall provide all material information concerning the Related Person Transaction to the Committee. Such director may be counted in determining the presence of a quorum at a meeting of the Committee that considers such transaction.

The Committee shall review the relevant facts and circumstances of each Related Person Transaction (other than pre-approved transactions as described below) and either approve or disapprove the Related Person Transaction. Such review shall take into account, among other factors it deems appropriate, (i) whether the transaction was undertaken in the ordinary course of business of the Company, (ii) whether the Related Person Transaction was initiated by the Company, a subsidiary or the Related Person, (iii) if the transaction is on terms comparable to those that could be obtained in arm’s length dealings with an unrelated third party, (iv) the purpose of, and the potential benefits to the Company of, the Related Person Transaction, (v) the approximate dollar value of the amount involved in the Related Person Transaction, particularly as it relates to the Related Person, (vi) the extent of the Related Person’s interest in the transaction, (vii) the conflicts of interest provisions of the Company’s Code of Business Conduct and Ethics (the “*Code*”) and (viii) any other information regarding the Related Person Transaction or the Related Person that would be material to investors in light of the circumstances of the particular transaction.

Any Related Person Transaction shall be consummated and shall continue only if the Committee has approved or ratified such transaction in accordance with the guidelines set forth in this Policy. The Committee, in its sole discretion, may impose such conditions as it deems appropriate on the Company or the Related Person in connection with the approval of the Related Person Transaction. If advance Committee approval of a Related Person Transaction is not feasible, then the transaction may be preliminarily entered into by the Company upon prior approval of the transaction by the Chair of the

Committee subject to ratification of the transaction by the Committee at the Committee's next regularly scheduled Committee meeting; provided that if ratification shall not be forthcoming, the Company shall make all reasonable efforts to cancel or annul such transaction.

If the Company becomes aware of a Related Person Transaction that has not been approved under this Policy, the Related Person Transaction shall be reviewed in accordance with the procedures set forth herein and, if the Committee determines it to be appropriate, ratified at the Committee's next regularly scheduled meeting. In any case where the Committee determines not to ratify a Related Person Transaction that has been commenced without approval, the Committee may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction, or modification of the transaction to make it acceptable for ratification. In addition, the Committee shall examine the facts and circumstances regarding the failure to report a Related Person Transaction for approval under this Policy and shall take any action it deems appropriate as a result.

B. Ongoing Transactions

If a Related Person Transaction will be ongoing, the Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Person. Thereafter, the Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Person to ensure that they are in compliance with the Committee's guidelines and that the Related Person Transaction remains appropriate.

C. Pre-Approved Transactions

The Committee has reviewed and pre-approved each of the following types of Related Person Transactions, which shall be deemed to be pre-approved or ratified, as applicable, by the Committee, even if the aggregate amount involved will exceed \$120,000, unless specifically determined otherwise by the Committee. In connection with each regularly scheduled meeting of the Committee, a summary of each new Related Person Transaction deemed pre-approved pursuant to this paragraph shall be provided to the Committee for its review.

1. Compensation

- the compensation paid to an executive officer or director of the Company if the compensation is required to be reported in the Company's proxy statement pursuant to Item 402 of Regulation S-K; or
- to an executive officer of the Company who is not an Immediate Family Member (as defined below) of another Related Person, if such compensation would have been required to be reported under Item 402 as compensation earned for services to the Company if the executive was a "named executive officer" in the proxy statement and such compensation has been approved, or recommended to the Company's Board for approval, by the Compensation Committee of the Board of the Company.

2. Transactions that are in the Company's ordinary course of business and where the interest of the Related Person arises only:

- from the Related Person's position solely as a director of another corporation or organization that is a party to the transaction; or

- from the direct or indirect ownership by such Related Person and all other Related Persons, in the aggregate, of less than a 10% equity interest in another person (other than a partnership) that is a party to the transaction; or
  - from both such positions described in (a) and such ownership described in (b); or
  - from the Related Person’s position as a limited partner in a partnership in which the Related Person and all other Related Persons, in the aggregate, have an interest of less than 10%, and the Related Person is not a general partner of and does not otherwise exercise control over the partnership.
3. Transactions that are in the Company’s ordinary course of business and where the interest of the Related Person arises solely from the ownership of a class of equity securities in the Company and all holders of such class of equity securities of the Company will receive the same benefit on a pro rata basis.
  4. Transactions where the rates or charges involved in the transactions are determined by competitive bids.
  5. Indemnification and advancement of expenses made pursuant to the Company’s certificate of incorporation or bylaws or pursuant to any agreement.

D. Disclosure

All Related Person Transactions are to be disclosed in the Company’s applicable filings and financial statements as required by the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and related rules, and the Financial Accounting Standards Board (“*FASB*”) Accounting Standards Codification Topic 850, “Related Person Disclosures”. Furthermore, any material Related Person Transaction shall be disclosed to the Board.

E. Existing Policies and Procedures; Other Agreements

Related Person Transactions must also comply with the Company’s existing policies and procedures, including the Code and Corporate Governance Guidelines. Management shall assure that all Related Person Transactions are not in violation of and are approved in accordance with any requirements of the Company’s financing or other material agreements.

F. Interpretation

Notwithstanding anything herein to the contrary, this Policy shall be interpreted in such a manner as to comply with Item 404 of Regulation S-K and FASB Accounting Standards Codification Topic 850. In the event that a Related Person Transaction would constitute a conflict of interest or a corporate opportunity under the Code, the provisions of the Code also shall apply to such Related Person Transaction. Any such Related Person Transaction may not be approved hereunder unless it is also approved in accordance with the provisions of the Code and disclosed to the public to the extent required by law or the rules of the principal market on which the Company’s common stock is traded.