

CERIBELL, INC.

CORPORATE GOVERNANCE GUIDELINES

Updated September 2, 2025

The Board of Directors (the “Board”) of CeriBell, Inc. (the “Company”) has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s certificate of incorporation, bylaws, and other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company and its stockholders or as required by applicable laws and regulations.

I. THE BOARD

Independence of the Board

Except as otherwise permitted by the applicable rules of the Nasdaq Stock Market LLC (“Nasdaq”), the Board will be comprised of a majority of directors who qualify as independent directors (the “Independent Directors”) as required under Nasdaq rules.

Separate Sessions of Independent Directors

The Independent Directors will meet in executive session without non-Independent Directors or management present after each regularly scheduled Board meeting (and no less than twice per year).

Lead Director

If the Chairperson of the Board is a member of management or does not otherwise qualify as independent, the Independent Directors may elect a lead director. The lead director’s responsibilities may include, but are not limited to: presiding over all meetings of the Board at which the Chairperson of the Board is not present, including any executive sessions of the Independent Directors; approving Board meeting schedules and agendas; and acting as the liaison between the Independent Directors and the Chief Executive Officer and Chairperson of the Board. At such times as the Chairperson of the Board is an Independent Director, the Chairperson of the Board will serve as lead director. The Board may modify its leadership structure in the future as it deems appropriate.

Director Qualification Standards and Additional Selection Criteria

The Nominating and Corporate Governance Committee, in recommending director candidates, and the Board, in nominating director candidates, will evaluate candidates in accordance with the factors set forth in the charter of the Nominating and Corporate Governance Committee, and such other criteria as the Board or Nominating and Corporate Governance Committee may determine necessary or appropriate in light of applicable U.S. Securities and Exchange Commission and Nasdaq requirements or other relevant considerations, including gender, race, ethnicity, sexual orientation, age, disability, and other attributes that promote diversity.

Director Orientation and Continuing Education

Management, with the assistance of the Nominating and Corporate Governance Committee, will provide an orientation process for new directors, including background material on the Company and its business. As appropriate, management, with the assistance of the Nominating and Corporate Governance Committee, will provide opportunities for additional educational sessions for directors on matters relevant to the Company and its business.

Service on Other Boards

The Board recognizes that its members benefit from service on the boards of other companies and it encourages such service. The Board also believes, however, that it is critical that directors have the opportunity to dedicate sufficient time to their service on the Company's Board. To that end, a director may not serve on the boards of more than four other public companies, *provided that*, any director who also serves as the chief executive officer of a public company or in an equivalent position should not serve on more than two public company boards in addition to the Company's Board. Prior to accepting any position on the board of directors of any organization, whether for-profit or not-for-profit, current directors should notify the Chairperson of the Board and the Chairperson of the Nominating and Corporate Governance Committee. The Chairperson of the Board and the Chairperson of the Nominating and Corporate Governance Committee shall review the proposed board membership to ensure compliance with applicable laws and policies and, after taking into account the nature of and time involved in a director's service on other boards, may grant a waiver of the public company board limitation set forth above.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies.

Directors Who Resign or Materially Change Their Current Positions with Their Own Company or Become Aware of Circumstances that May Adversely Reflect upon the Director or the Company

When a director, including any director who is currently an officer or employee of the Company, resigns or materially changes such director's position with such director's employer or becomes aware of circumstances that may adversely reflect upon the director or the Company, such director should notify the Nominating and Corporate Governance Committee of such

circumstances. The Nominating and Corporate Governance Committee will consider the circumstances, and may in certain cases recommend that the Board request that the director submit such director's resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

Term Limits

As each director is periodically subject to election by stockholders, the Board and the Nominating and Corporate Governance Committee do not believe it is in the best interests of the Company to establish term limits at this time. Additionally, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

Director Responsibilities

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees. Each director is expected to spend the time and effort necessary to properly discharge such director's responsibilities. These include:

- exercising their business judgment in good faith;
- acting in what they reasonably believe to be the best interest of all stockholders;
- becoming and remaining well-informed about the Company's business and operations and general business and economic trends affecting the Company; and
- ensuring that the business of the Company is conducted so as to further the long-term interests of its stockholders.

Compensation

The Board believes that director compensation should fairly pay directors for work required in a business of the Company's size and scope, and that compensation should align directors' interests with the long-term interests of stockholders. The Compensation Committee will review and make recommendations to the Board regarding the cash and equity compensation of directors. The Company's executive officers do not receive additional compensation for their service as directors.

Except as otherwise permitted by the applicable Nasdaq rules, members of the Audit Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation, including any compensation for service on committees of the Board and the receipt of equity incentive awards.

Stock Ownership

Each non-employee director is expected to own shares equal to at least three times (3x) the annual cash retainer within five years of the effective date of these Guidelines, or five years after their election to the Board, whichever is later.

Board Access to Senior Management

The Board will have complete access to Company management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Any meetings or contacts that a director wishes to initiate may be arranged directly by the director or through such other process or procedures that the Company may establish from time to time.

Board Access to Independent Advisors

The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to any independent advisor retained by the Company, and the Board may hire any independent advisor it considers necessary to discharge its responsibilities.

Self-Evaluation

The Nominating and Corporate Governance Committee will oversee an annual assessment of the Board and its committees.

II. BOARD MEETINGS

Frequency of Meetings

The Board will meet at least four (4) times annually. In addition, special meetings may be called from time to time as determined by the needs of the business.

Director Attendance

A director is expected to spend the time and effort necessary to properly discharge such director's responsibilities. Accordingly, a director is expected to regularly prepare for and attend, in person or by teleconference or videoconference, meetings of the Board and all committees on which the director sits (including separate meetings of the Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting of the Board or a committee of the Board is expected to notify the Chairperson of the Board or the Chairperson of the appropriate committee in advance of such

meeting, and, whenever possible, participate in such meeting via teleconference or videoconference in the case of an in-person meeting.

Attendance of Non-Directors

The Board encourages the Chairperson of the Board or of any committee to invite Company management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) provide insight into items being discussed by the Board which involve the manager, advisor, or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor, or consultant, and (iii) bring management into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

III. COMMITTEE MATTERS

The Board currently has three (3) standing committees: (i) the Audit Committee, (ii) the Compensation Committee and (iii) the Nominating and Corporate Governance Committee. Each committee will perform its duties as assigned by the Board in compliance with the Company's bylaws and such committee's charter. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

IV. RISK & COMPLIANCE OVERSIGHT

The Board will oversee key enterprise risks, including cybersecurity, regulatory compliance, and ESG-related risks, either directly or through its committees. The Board may designate specific responsibilities to committees as appropriate.

V. CLAWBACK POLICY

The Board shall oversee compliance with the Company's clawback policy, as required by SEC and Nasdaq rules, to ensure recovery of erroneously awarded incentive compensation where appropriate.

VI. SUCCESSION PLANNING

The Nominating and Corporate Governance Committee will (i) oversee and approve the management and board chair succession planning process and (ii) review and evaluate the

succession plans, including annual review of emergency Chief Executive Officer succession planning, relating to the Chief Executive Officer and other executive officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

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