

**PERASO INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors (the “Board”) of Peraso Inc. (the “Company”) has developed corporate governance guidelines to help it fulfill its responsibilities to the Company’s stockholders.

**Responsibilities of the Board of Directors**

1. **General Responsibility.** The responsibility of the Board is to manage or direct the management of the business and affairs of the Company. The Board fulfills this responsibility primarily through its selection of the Chief Executive Officer, or CEO, and the Board’s review of the conduct of the Company’s business by the CEO and senior management.
2. **Implementation.** The Board holds regular meetings at which management reports on operations, financial matters, strategic plans and other significant corporate matters. The Board also has standing committees, as described below, to which management must report periodically regarding matters such as selection of auditors, internal controls, legal compliance and executive compensation. Each committee has the power to approve, modify or reject management’s recommendations and proposals.

**Board Composition and Selection**

3. **Board Size.** In accordance with the Company’s Bylaws, the number of directors may range from three to thirteen. The Board believes that five directors is an appropriate number in light of the Company’s current size and level of operations, but that a larger Board may be appropriate in the future, depending on the circumstances. The Company does not have a classified Board or staggered terms of service.
4. **Selection of Board Members.** All Board members are elected annually by the Company’s stockholders, unless appointed to the Board between annual meetings of stockholders. The Board recommends director nominees for election at each annual meeting of stockholders. The Board’s recommendations are based on its determination as to the suitability of the nominees, taking into account the membership criteria discussed below. The Board may fill vacancies in existing or new director positions. A director appointed to fill a vacancy will serve only until the next election of directors by stockholders unless elected by the stockholders to a further term at such time.
5. **Board Membership Criteria.** Annually, prior to approving nominations for director to be presented as management’s slate at the annual meeting, the Board reviews and assesses the suitability of each individual Board member, taking into account his or her individual skills, expertise, industry and business experience, and other relevant considerations.
6. **Board Composition.** A majority of the Board will consist of directors who are “independent” under Section 10A of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the listing standards of the Nasdaq Stock Market, Inc. (“Nasdaq”) and other applicable rules

and regulations regarding independence in effect from time to time.

7. **Management Directors.** The Board anticipates that the Company's CEO will be nominated annually to serve on the Board. The Board may also nominate other members of the Company's management who satisfy the Board membership criteria.
8. **Term Limits.** The Board does not believe it should limit the number of terms for which an individual may serve as a director.
9. **Retirement.** The Board has not established a fixed retirement age for directors and prefers to focus on whether the candidate satisfies the selection criteria.
10. **Selection of Chairperson and CEO.** The Board will select a chairperson, if deemed necessary or appropriate, and CEO in the manner that it determines to be in the best interests of the Company's stockholders. The Board has no policy with respect to separation of the roles of Chairperson and CEO.
11. **No Specific Limitation on Other Board Service.** The Board does not believe that directors should be prohibited from serving on boards or committees of other organizations, as long as such other service does not affect the director's independence or interfere with the fulfillment of his or her duties to the Company.

### **Board Meetings and Performance**

12. **Number of Meetings.** The Board meets on a regular basis at least four times each year. The Board also acts by written consent, and holds special meetings, as needed. Additional meetings may be called by the Chairperson, the CEO or any two directors in accordance with the Company's Bylaws. It is the responsibility of directors to attend meetings.
13. **Agenda.** The Chairperson or CEO sets the agenda for each Board meeting, but Board members may suggest additional agenda items. The Board considers operating budgets and long-range plans periodically.
14. **Access to Management and Employees.** The Board will have such access to the Company's management and other employees as the directors deem necessary to obtain information relevant to the fulfillment of the Board's responsibilities. The Board may direct management to invite Company personnel to any Board meeting at which their presence and expertise would be helpful to the Board.
15. **Executive Sessions of Independent Directors.** The independent directors of the Board may meet in executive sessions as they deem necessary. Currently, the Audit Committee and the Compensation Committee meet periodically without the presence of management directors or other management personnel. These executive session discussions may include such topics as the independent directors determine.

### **Committees**

16. **Reliance on Management and Advisors.** The Board is entitled to rely upon management and

such counsel, accountants, auditors and other expert advisors and consultants as it deems appropriate. The Board and each Committee have the authority to select, retain, terminate and approve the fees and other retention terms of such advisors, which fees will be borne by the Company.

17. **Committees of the Board.** The Board has two standing and active committees: Audit and Compensation. The Board may add new committees and, in accordance with the Bylaws, may delegate such duties to specified committees as the Board deems appropriate.
18. **Audit Committee.** The Audit Committee is responsible for overseeing the accounting and financial reporting processes and audits of the Company's financial statements. The Audit Committee also is charged with reviewing reports regarding violations of the Company's code of ethics and complaints with respect thereto, and internal control violations under the whistleblower policy are directed to the Chairperson of the Audit Committee. The responsibilities of the Audit Committee are described in the Audit Committee Charter adopted by the Board. All Audit Committee members are independent, as determined in accordance with the Nasdaq listing rules and Section 10A(m)(3) of the Exchange Act.
19. **Compensation Committee.** The Compensation Committee is responsible for reviewing, recommending and approving the compensation of executive officers and directors, as well as the Company's compensation policies and benefits. The Compensation Committee also has the principal responsibility for the administration of the Company's equity incentive and stock purchase plans, as applicable.

### **Compensation and Share Ownership**

#### **20. Director Compensation.**

The Compensation Committee will periodically review the compensation paid to non-employee directors and make recommendations to the Board for any adjustments. In making its recommendations to the Board concerning the compensation of directors, the Compensation Committee should consider the following goals:

- Directors should be fairly compensated for the work involved in overseeing the management of a company the size and scope of the Company;
- Director compensation should be competitive with director compensation at other U.S. companies the size and scope of the Company; and
- Director compensation should align Board members' interests with the long-term interests of the Company's stockholders.

21. **Share Ownership of Directors.** The Board believes that directors should be stockholders and have a financial stake in the Company. While the Board does not believe it appropriate to specify the level of ownership for individual directors, it is anticipated that each director will develop meaningful ownership position in the Company over time, primarily through the exercise of options granted annually to each outside director.

### **Miscellaneous**

22. **Confidentiality.** The proceedings and deliberations of the Board and its committees are treated as confidential. Each director will maintain the confidentiality of information received in connection with his or her service as a director, subject to the Company's legal disclosure obligations.
23. **Disclosure.** These guidelines are publicly available on the Company's website in the Investor Relations section, under the Governance heading.