

**ADVANCED MERGER PARTNERS, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

**I. Introduction**

The following Corporate Governance Guidelines (the “Guidelines”) have been adopted by the Board of Directors (the “Board”) of Advanced Merger Partners, Inc. (the “Company”) to manage and direct the affairs of the Company in the Company’s best interests including the interest of the stockholders in the long-term health and overall success of the business. The Board delegates the day-to-day management of the Company to the Chief Executive Officer and other senior executives of the Company and provides guidance to and oversight of management. The Board has adopted the Guidelines in furtherance of its continuing efforts to enhance its corporate governance. The Guidelines should be interpreted in the context of applicable laws and the Company’s amended and restated certificate of incorporation, bylaws and other corporate governance documents (collectively, the “Governing Documents”).

Notwithstanding the foregoing, the Board intends these guidelines to serve as a flexible framework within which the Board may conduct its business and not as a set of binding legal obligations. These Guidelines do not change or interpret the Company’s Governing Documents. Furthermore, these Guidelines are not intended to change or augment the obligations of the Company or its directors or management under the federal securities laws or rules and regulations of the applicable stock exchange on which the Company’s securities are then listed or to create new standards for determining whether directors or management have fulfilled their duties, including fiduciary duties under applicable law.

The Board will review and amend the Guidelines as it deems necessary and appropriate.

**II. The Role of the Board of Directors**

- A. The Board generally fulfills its role (directly or by delegating certain responsibilities to its committees) by taking the following actions, as necessary:
1. providing advice and counsel to the Chief Executive Officer and senior executives;
  2. selecting, regularly evaluating, fixing the compensation of, and, where appropriate, replacing the Chief Executive Officer;
  3. providing oversight of Company performance to evaluate whether the business is being appropriately managed;
  4. providing guidance to management in formulating corporate strategy;
  5. monitoring (and, when required, reviewing and approving) major corporate plans and actions (including material capital expenditures and transactions outside the ordinary course of business);
  6. constituting and operating the various committees of the Board;
  7. through the Audit Committee of the Board, reviewing and approving major changes in accounting principles and practices, providing oversight of internal and external audit processes, financial reporting, and disclosure controls and procedures; and
  8. overseeing compliance with applicable laws and regulations.

**III. Board Independence**

The Board has a majority of independent directors. In making independence determinations, the Board observes all applicable requirements, including the corporate governance listing standards established by the New York Stock Exchange (NYSE). In addition, to be considered independent under the Guidelines, the Board must determine under applicable NYSE listing standards that a director does not have any direct or indirect “material” relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Directors serving on certain Board committees may be required to meet additional

requirements as specified in the charter for that committee. The Board will carefully consider all relevant facts and circumstances in making an independence determination.

#### **IV. Board Leadership**

At times when the Board has elected a Chairman of the Board, the offices of Chairman of the Board and Chief Executive Officer may be at times combined and at times separated. The Board believes that it should maintain the flexibility to select the Chairman of the Board and its leadership structure, from time to time, based on the criteria that it deems in the best interests of the Company and its stockholders.

#### **V. Executive Sessions**

The non-management directors may meet regularly without members of management present in executive sessions, but in any event no less frequently than once per year, and as otherwise determined by such directors. If any of the non-management directors do not qualify as an “independent director” as set forth in Board Independence above, at least once a year an additional executive session is held, attended only by independent directors. The executive sessions have such agendas and procedures as are determined by the non-management and independent directors. Authority in such sessions to act on behalf of the Company or the Board on any matters requires an express delegation of authority by the Board.

#### **VI. Management Development and Succession Planning**

The Board periodically reviews management development and succession plans with respect to senior management positions and engages the Chief Executive Officer in such discussions as appropriate. The Chief Executive Officer reports on succession planning, including policies and principles for chief executive officer selection and performance review, at least annually to the Board, which has oversight of the succession planning process for the senior executive team and the Company’s program for management development.

#### **VII. Director Nomination, Qualification, and Election**

##### **A. Selection of Board Nominees**

The Board has delegated the process of screening potential director candidates to the Nominating and Corporate Governance Committee. In addition, the Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate criteria that directors are required to fulfill (including experience, qualifications, attributes, skills and other characteristics) in the context of the current make-up of the Board and the needs of the Board given the circumstances of the Company. In identifying and screening director candidates, the Nominating and Corporate Governance Committee considers whether the candidates fulfill the criteria for directors approved by the Board, including integrity, objectivity, independence, sound judgment, leadership, courage and diversity of experience (for example, in relation to finance and accounting, international operations, strategy, risk management, technical expertise, policy-making, etc.).

##### **B. Commitment and Limits on Other Activities**

Directors must be prepared to devote the time required to prepare for and attend Board meetings and fulfill their responsibilities effectively. Directors are asked to advise the Chairman of the Board, if any, and the chairperson of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another board. The Board does not feel that it is appropriate to limit the number of company boards on which directors may serve.

#### **VIII. Director Orientation and Continuing Education**

All directors are encouraged to attend director development programs and conferences that relate to director duties or other corporate governance topics or to other topics relevant to the work of the Board.

#### **IX. Director Access to Senior Managers and Independent Advisers**

The Board and its committees retain independent advisers to assist them in carrying out their activities when and as needed, and the Company provides adequate resources to compensate such advisers. Directors have complete access to senior management and to Board and committee advisers. Directors are expected to use good

judgment to ensure that this contact is not distracting to the business operation of the Company, and that independent advisers are used efficiently.

The Board expects that certain senior managers will be invited to attend portions of Board meetings. Should the Chairman of the Board, if any, and the Chief Executive Officer wishes to suggest that a senior manager attend on a regular basis, such suggestion is made to the Board for its concurrence. The Board encourages management to bring managers into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in such areas, and/or (b) have future potential such that management believes the Board should have greater exposure to the individual.

## **X. Standing Board Committees**

The Board currently has three committees: Audit, Compensation and Nominating and Corporate Governance. Membership on such committees is limited to independent directors, subject to other regulations as the SEC and NYSE impose. Each committee has its own charter, which sets forth the responsibilities of each committee, the qualifications of its members and the procedures of the committee. Each committee will conduct a self-assessment annually. Subject to applicable regulations and listing rule requirements, the Board retains discretion to form new committees or disband current committees depending upon the circumstances.

The Nominating and Corporate Governance Committee recommends, after consultation with the Chairman of the Board, if any, and the Chief Executive Officer, and with consideration of the views, experiences and characteristics of individual directors, the appointment of directors to various committees and the appointment of committee chairpersons, for Board approval.

## **XI. Compensation Matters**

### **A. Director Compensation**

The Company's executive officers shall not receive additional compensation for their service as directors. Compensation for non-employee directors should be in form and amount customary for corporations of similar size and in similar lines of business as the Company and such compensation should allow the Company to recruit and retain qualified directors with the background and skills necessary for membership on the Company's Board. The principles for setting the form and amount of such compensation shall be reviewed at least annually by the Board and the Compensation Committee.

In making such compensation determinations and in making determinations with respect to a director's independence, the Board and the Compensation Committee will consider and critically evaluate the questions that may be raised if fees and emoluments exceed what is customary or if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or enters into consulting contracts with (or provides other indirect forms of compensation to) a director.

### **B. Recovery of Incentive Compensation**

In addition to any other remedy available to the Company, subject to applicable law, the Board may seek to recover incentive compensation paid or awarded to executive officers of the Company where such payment or award was predicated upon the achievement of certain financial results that were subsequently the subject of a material negative restatement of the Company's financial statements filed with the SEC and/or such financial results were the product of misconduct or fraudulent activity and a lower incentive payment would have been made to the executive officer based upon the restated financial results.

## **XII. Annual Board and Committee Evaluations**

The Board conducts an annual self-evaluation of its performance and the performance of its committees. The Nominating and Corporate Governance Committee recommends to the Board and its committees the methodology for such evaluations and oversees its execution.