

**GRINDR INC.**

**CORPORATE GOVERNANCE GUIDELINES**

**Approved and Adopted by the Board of Directors: December 1, 2025**  
**Effective: December 1, 2025**

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The Board of Directors (the “*Board*”) of **Grindr Inc.** (the “*Company*”) has established the following guidelines (“*Governance Guidelines*”) for the conduct and operation of the Board.

**1. BOARD COMPOSITION AND SELECTION**

**1.1 Size and Classes of the Board**

The number of directors shall be established by the Board in accordance with the Amended and Restated Bylaws of the Company. The Board believes that it should generally have no fewer than three (3) directors and no more than fifteen (15) directors. This range permits diversity. This range permits diversity of experience without hindering effective discussion or diminishing individual accountability. The size of the Board, however, could be increased or decreased if determined to be appropriate by the Board. The Board periodically reviews the appropriate size of the Board, which may vary to accommodate the availability of suitable candidates and the needs of the Company.

**1.2 Independence of Directors**

It is the policy of the Company that the Board be composed of not less than a majority of independent directors, subject to any exceptions permitted by the New York Stock Exchange (“*NYSE*”) listing standards. In determining independence, the Board will consider the definition of independence set forth in the NYSE listing standards, as well as other factors that will contribute to effective oversight and decision-making by the Board.

**1.3 Management Directors**

The Board anticipates that the Company’s Chief Executive Officer will be nominated to serve on the Board. The Board may appoint or nominate other members of the Company’s management whose experience and role at the Company are expected to assist the Board in fulfilling its responsibilities.

**1.4 Selection of Chief Executive Officer and Chairperson of the Board**

The Board will select the Company’s Chief Executive Officer and chairperson of the Board (the “*Chairperson*”) in the manner that it determines to be in the best interests of the Company’s stockholders and in accordance with Company’s stockholder agreements. The Company does not believe there should be a fixed rule regarding the positions of Chief Executive Officer and chairperson being held by different individuals or whether the chairperson should be an employee of the Company or should be elected from among the non-employee directors. The needs of the Company and the individuals available to assume these roles may require different outcomes at different times, and the Board believes that retaining flexibility in these decisions is in the best interests of the Company. The Nominating and

Corporate Governance Committee will periodically review this matter and make recommendations to the Board.

### **1.5 Selection of Directors**

The Board will be responsible for nominating members for election to the Board including nominees recommended by the Company's stockholders at the annual meeting of stockholders. The Board is also responsible for filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Corporate Governance Committee is responsible for identifying, reviewing and evaluating and recommending to the Board candidates to serve as directors of the Company, in accordance with its charter and consistent with the criteria set by the Board in Section 1.6 herein. The invitation to join the Board should be extended by the Chairperson.

### **1.6 Stockholder Recommendations of Director Nominees**

The Nominating and Corporate Governance Committee will consider director candidates recommended by the Company's stockholders. The Nominating and Corporate Governance Committee does not intend to alter the manner in which it evaluates a candidate for nomination to the Board based on whether or not the candidate was recommended by a Company stockholder.

For nominations of potential candidates made other than by the Board, the stockholder or other person making such nomination must comply with the Company's Amended and Restated Bylaws, including without limitation, submission of the information or other materials required with respect to proposed nominees.

Each potential candidate must provide a list of references and agree (i) to be interviewed by members of the Nominating and Corporate Governance Committee or other directors in the discretion of the Nominating and Corporate Governance Committee, and (ii) to a background check or other review of the qualifications of a proposed nominee by the Company. Prior to nomination of any potential candidate by the Board, each member of the Board will have an opportunity to meet with the candidate. Upon request, any candidate nominated will agree in writing to comply with these Governance Guidelines and all other policies and procedures of the Company applicable to the Board.

### **1.7 Board Membership Criteria**

The Board will determine the appropriate characteristics, skills and experience for the Board as a whole and for its individual members. The Board considers recommendations for nominees from the Nominating and Corporate Governance Committee. In selecting candidates and existing directors for service on the Board, the minimum general criteria set forth below will be considered; specific additional criteria may be added with respect to specific searches. An acceptable candidate may not fully satisfy all of the criteria, but is expected to satisfy nearly all of them. The Board believes that candidates for director should have certain minimum qualifications, including being able to read and understand basic financial statements, being over 21 years of age and having the highest personal integrity and ethics. In considering candidates recommended by the Nominating and Corporate Governance Committee, the Board intends to consider other factors, such as (i) possessing relevant expertise upon which to be able to offer advice and guidance to management, (ii) having sufficient time to devote to the affairs of the Company, (iii) demonstrating excellence in the candidate's field, (iv) having the

ability to exercise sound business judgment, (v) experience as a board member or executive officer of another publicly held company, (vi) having a diverse personal background, perspective and experience, and (vii) having the commitment to rigorously represent the long-term interests of the Company's stockholders. Candidates for director nominees are reviewed in the context of the current composition of the Board, the operating requirements of the Company, requirements of applicable law and the long-term interests of stockholders. In conducting this assessment, the Board considers diversity, age, skills, and such other factors as it deems appropriate given the current needs of the Board and the Company, to maintain a balance of knowledge, experience and capability. In the case of incumbent directors whose terms of office are set to expire, the Board reviews such directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair such directors' independence. In the case of new director candidates, the Board also determines whether the nominee must be independent for NYSE purposes.

### **1.8 Changes in Board Member Criteria**

The Board and the Company wish to maintain a Board composed of members who can productively contribute to the success of the Company. From time to time, the Board may change the criteria for Board membership to maximize the opportunity to achieve this success. When this occurs, existing members will be evaluated according to the new criteria. A director who no longer meets the complete criteria for board membership may be asked to adjust such director's committee assignments or resign from the Board.

### **1.9 Term Limits**

The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide continuity and valuable insight into the Company, its operations and prospects based on their experience with, and understanding of, the Company's history, policies and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new ideas and viewpoints through the director nomination process described in these Governance Guidelines.

### **1.10 Service on Other Boards**

Directors are encouraged to limit the number of other boards on which they serve so as not to interfere with their service as a director of the Company. Directors may not serve on the boards of more than four other public companies, in addition to the Board. Directors who are chief executive officers of public companies may not serve on the boards of more than two other public companies, in addition to the Board. In addition, in recognition of the enhanced time commitments associated with membership on a public company's audit committee, no member of the Audit Committee may serve simultaneously on the audit committees of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Audit Committee. Notwithstanding the foregoing, directors may serve on the boards of other entities only to the extent that, in the judgment of the Board, such services do not detract from a director's ability to devote the necessary time and attention to the Company. In addition, directors must advise the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on the board of another for-profit organization, whether public or private, in accordance with Section 1.12 herein.

### **1.11 Retirement Age**

The Board does not believe that a fixed retirement age for directors is appropriate.

### **1.12 Directors Who Change Their Job Responsibility**

Directors who are also employees of the Company are expected to resign from the Board at the same time they leave employment with the Company.

A director who retires from such director's present employment or materially changes such director's job responsibility or business association or experiences other changed circumstances that could pose a conflict of interest or diminish such director's effectiveness as a Board member or ability to commit appropriate time and attention to such director's service on the Board should promptly inform the Chairperson of the Nominating and Corporate Governance Committee. The Chairperson will then consider the facts and circumstances relating to such director's continued appropriateness of Board membership. If the Chairperson so determines, upon notice by the Committee chair, such board member will tender their resignation of Board membership to the Committee. The Committee will then make a recommendation to the Board as to whether to accept or reject the resignation.

## **2. ROLE OF THE BOARD OF DIRECTORS**

The Board is selected by the stockholders to provide oversight of, and strategic guidance to, senior management. The core responsibility of a Board member is to fulfill such member's fiduciary duties of care and loyalty and otherwise to exercise such member's business judgment in the best interests of the Company and its stockholders. Service on the Board requires significant time and attention on the part of directors. More specifically, the Board has responsibilities to review, approve and monitor fundamental financial and business strategies and major corporate actions, assess major risks facing the Company and consider ways to address those risks, select and oversee management and determine its composition and oversee the establishment and maintenance of processes and conditions to maintain the integrity of the Company. Directors must participate in Board meetings, review relevant materials, serve on committees and prepare for meetings and discussions with management. Directors are expected to maintain an attitude of constructive involvement and oversight; they are expected to ask relevant, incisive and probing questions and require honest and accurate answers. Directors must act with integrity and are expected to demonstrate a commitment to the company, its values and its business and to long-term stockholder value. Directors are invited and expected to attend the Company's annual meeting of stockholders, either in person or telephonically.

## **3. DIRECTOR ORIENTATION AND EDUCATION**

The Nominating and Corporate Governance Committee will implement an orientation process for directors that includes background material on the Company's policies and procedures, meetings with senior management and visits to Company facilities. The Company may, from time to time, offer continuing education programs to assist the directors in maintaining the level of expertise to perform such director's duties as a director.

#### **4. DIRECTOR COMPENSATION**

The Company's management directors shall not receive additional compensation for service as directors. The form and amount of director compensation for Board and committee service for non-management directors shall be reviewed by the Compensation Committee in accordance with the principles set forth in its charter and applicable legal and regulatory guidelines and recommended to the Board for approval. The amount of compensation for non-management directors and committee members should be consistent with market practices of similarly situated companies and should encourage increased ownership of the Company's stock through the payment of a portion of director compensation in Company stock or options to purchase the Company's stock. In determining compensation, the Compensation Committee will consider the impact on the director's independence and objectivity.

#### **5. BOARD MEETINGS**

##### **5.1 Number of Meetings**

The Board expects to have at least four (4) regular Board meetings each year.

##### **5.2 Attendance**

Board members are expected to attend all meetings of the Board and committees on which they serve. Directors must notify the Chairperson of circumstances preventing attendance at a meeting.

##### **5.3 Preparation and Commitment**

The Company will provide directors with appropriate preparatory materials in advance of a meeting, but in any event not later than three days prior to the meeting, except in unusual circumstances. Directors are expected to rigorously prepare for, attend, and participate in all Board and committee meetings. Each director is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as director.

##### **5.4 Agenda**

The Chairperson will establish a schedule of subjects to be discussed during the year (to the extent this can be foreseen) and an agenda for each Board meeting. Each Board member is encouraged to suggest the inclusion of items on the agenda at any time. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

##### **5.5 Executive Session**

The independent **non-management** directors of the Board will meet periodically in executive session. Executive session discussions may include such topics as the independent **non-management** directors determine. The directors generally shall not take formal action at these sessions, but may make recommendations for consideration by the full Board. Executive sessions will be presided over by a non-management director.

## **5.6 Committee Reports**

At each regular Board meeting, each committee that held a meeting subsequent to the last Board meeting and prior to the current Board meeting will present a brief summary of its committee meeting to the Board, including the principal subjects discussed and the conclusions and actions of the committee. In general, the Chairperson of the appropriate committee will present such report.

## **5.7 Operating Plan**

Every year the Board will review and approve an operating plan for the Company.

# **6. BOARD COMMITTEES**

## **6.1 Number of Committees**

The committee structure of the Board will consist of at least (i) an Audit Committee, (ii) a Compensation Committee, (iii) a Nominating and Corporate Governance Committee; and (iv) a Privacy and Trust Committee. The purpose and responsibilities for each of these committees shall be outlined in committee charters adopted by the Board. The Board may form, merge or dissolve committees as it deems appropriate from time to time.

## **6.2 Committee Charters**

All standing committees will operate pursuant to a written charter, which sets forth the responsibilities of the committee and procedures that the committee will follow. Unless otherwise directed by the Board, new committees formed by the Board will develop a written charter delineating its responsibilities. The charters of all committees will be subject to periodic review and assessment by each committee and each committee shall recommend any proposed charter changes to the Board.

## **6.3 Board Committee Membership**

The Nominating and Corporate Governance Committee oversees the Board's committee structure and operations, including authority to delegate to any subcommittees and committee reporting to the Board. The Nominating and Corporate Governance Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of the NYSE, the rules and regulations of the Securities and Exchange Commission and applicable law, recommends to the Board annually the Board's chairperson and membership of each committee.

## **6.4 Committee Meetings and Agenda**

The committee chairperson, in consultation with committee members, will determine the frequency and length of the meetings of the committee, consistent with any requirements set forth in the committee's charter. The chairperson of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

## **7. BOARD ACCESS TO MANAGEMENT; USE OF OUTSIDE DIRECTORS**

Board members have complete and open access to the Company's management. It is assumed that Board members will use judgment to ensure that this contact is not distracting to the operations of the Company or to the managers' duties and responsibilities and that such contact, to the extent reasonably practical or appropriate, will be coordinated with the Company's Chief Executive Officer. Written communications to management should, whenever appropriate, be copied to the Company's Chief Executive Officer.

The Board and each committee shall have the power to hire at the expense of the Company, independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

## **8. CHIEF EXECUTIVE OFFICER EVALUATION; SUCCESSION PLANNING**

The Board should conduct an annual review of the Company's Chief Executive Officer's performance. The evaluation should be based on objective criteria including performance of the business, accomplishment of long-term strategic objectives and the development of management. The evaluation will be used by the Compensation Committee and Board in the course of its deliberations when considering the compensation of the Chief Executive Officer.

The Nominating and Corporate Governance Committee should periodically review with the Chief Executive Officer the Company's plan for succession to the offices of the Company's executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions. The Company's Chief Executive Officer should at all times make available the Chief Executive Officer's recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

## **9. BOARD ASSESSMENT**

The Nominating and Corporate Governance Committee will conduct an annual self-evaluation to determine whether the Board and its committees are functioning effectively. The Nominating and Corporate Governance Committee will receive feedback from all directors and report annually to the Board with an assessment. The assessment should include an evaluation of (i) the Board's and each committee's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, (ii) specific areas in which the Board and management believe that the performance of the Board and its committees could be improved, and (iii) and overall Board composition and makeup. The results of these evaluations should be provided to the Board for further discussion as appropriate.

## **10. REVIEW OF GOVERNANCE GUIDELINES**

The Nominating and Corporate Governance Committee will review and assess the adequacy of these Governance Guidelines at least annually and recommend any proposed changes to the Board for approval.