

PINSTRIPES

BISTRO BOWLING BOCCE



PINSTRIPES HOLDINGS, INC. CODE OF BUSINESS CONDUCT AND ETHICS

Adopted by the Board of Directors on December 29, 2023, effective December 29, 2023

Purpose and Scope

The Board of Directors (the “**Board**”) of Pinstripes Holdings, Inc. (together with its subsidiaries, the “Company”) established this Code of Business Conduct and Ethics (this or the “**Code**”) to aid the Company’s directors, officers and employees in making ethical and legal decisions when conducting the Company’s business and performing their duties.

The Board has oversight responsibility as to administration of the Code. The Chief Compliance Officer of the Company (the “**Chief Compliance Officer**”) shall initially be the Assistant Controller of the Company; provided that the Board or the Audit Committee thereof may designate a Chief Compliance Officer from time to time and notify management of such designation.

The Company expects its directors, officers and employees to exercise reasonable judgment when conducting the Company’s business. The Company encourages its directors, officers and employees to refer to this Code to ensure that they are acting within both the letter and the spirit of this Code. The Company also understands that this Code will not contain the answer to every situation you may encounter or every concern you may have about conducting the Company’s business ethically and legally. In these situations, or if you otherwise have questions or concerns about this Code, the Company encourages each officer and employee to speak with his or her supervisor (if applicable) or, if you are uncomfortable doing that, with the Chief Compliance Officer or the Company’s primary legal counsel (internal or external, as determined by the Company’s Chief Compliance Officer)(“**Legal Counsel**”).

Contents of this Code

This Code has two sections which follow this Introduction. The first section, “Standards of Conduct,” contains the actual guidelines that the Company’s directors, officers and employees are expected to adhere to in the conduct of the Company’s business. The second section, “Compliance Procedures,” contains specific information about how this Code functions including who administers the Code, who can provide guidance under the Code and how violations may be reported, investigated and punished. This section also contains a discussion about waivers of and amendments to this Code.

A Note About Other Obligations

The Company's directors, officers and employees generally have other legal and contractual obligations to the Company. This Code is not intended to reduce or limit the other obligations (including, as applicable, fiduciary duties) that you may have to the Company under applicable law, other handbooks, guidelines and policies of the Company, or otherwise.

Instead, the standards in this Code should be viewed as the *minimum standards* that the Company expects from its directors, officers and employees in the conduct of the Company's business.

STANDARDS OF CONDUCT

Conflicts of Interest

The Company recognizes and respects the right of its directors, officers and employees to engage in outside activities which they may deem proper and desirable, provided that these activities do not impair or interfere with the performance of their duties to the Company or their ability to act in the Company's best interests. In most, if not all cases, this will mean that the Company's directors, officers and employees must avoid situations that present a potential or actual conflict between their personal interests and the Company's interests.

A "conflict of interest" occurs when a director's, officer's or employee's personal interest interferes with the Company's interests. Conflicts of interest may arise in many situations. For example, conflicts of interest can arise when a director, officer or employee takes an action or has an outside interest, responsibility or obligation that may make it difficult for him or her to perform the responsibilities of his or her position objectively and/or effectively in the Company's best interests. Conflicts of interest may also occur when a director, officer or employee or his or her immediate family member receives some personal benefit (whether improper or not) as a result of the director's, officer's or employee's position with the Company. Each individual's situation is different and in evaluating his or her own situation, a director, officer or employee will have to consider many factors.

Compliance with Laws, Rules and Regulations

The Company seeks to conduct its business in compliance with both the letter and the spirit of applicable laws, rules and regulations. No director, officer or employee may engage in any unlawful activity in conducting the Company's business or in performing his or her day-to-day company duties, nor shall any director, officer or employee instruct others to do so.

Protection and Proper Use of the Company's Assets

Loss, theft and misuse of the Company's assets has a direct impact on the Company's business and its profitability. Employees, officers and directors are expected to protect the Company's assets that are entrusted to them and to protect the Company's assets in general. Employees, officers and directors are also expected to take steps to ensure that the Company's assets are used only for legitimate business purposes.

Information Technology

Employees, officers and directors must:

- do their best to protect computer hardware from loss, theft or damage;
- do their best to protect computer software and Company data against unauthorized access;
- immediately alert their supervisor if they suspect that any unauthorized data access has occurred;
- comply with federal and state copyright laws, which provide copyright owners with exclusive rights against misuse of their proprietary programs, files and databases, including making copies of software for non-back-up purposes;
- limit personal use of Company computer hardware and software; and
- responsibly use the Company-wide electronic mail system.

Abuse of these guidelines is prohibited and a violator of these guidelines will be subjected to disciplinary action.

Company Funds

Funds should be spent for valid business purposes only at prices representing good value to the Company. Approval of payment should occur only if these criteria are met. Specific authority limits are established for each department. Please discuss these limits with your supervisor to ensure compliance. We will not extend credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any director or executive officer.

Corporate Opportunities

Employees, officers and directors owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. Each employee, officer and director is prohibited from:

- diverting to himself or herself or to others any opportunities that are discovered through the use of the Company's property or information or as a result of his or her position with the Company;
- using the Company's property or information or his or her position for improper personal gain; or
- competing with the Company.

Confidentiality

Confidential information generated and gathered in the Company's business plays a vital role in the Company's business, prospects and ability to compete. "Confidential information" includes all non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed. Directors, officers and employees may not disclose or distribute the Company's confidential information, except when disclosure is authorized by the Company or required by applicable law, rule or regulation or pursuant to an applicable legal proceeding. Directors, officers and employees shall use confidential information solely for legitimate company purposes. Directors, officers and employees must return all of the Company's confidential and/or proprietary information in their possession to the Company when they cease to be employed by or to otherwise serve the Company.

Fair Dealing

Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers is a part of the foundation for long-term success. However, unlawful and unethical conduct, which may lead to short-term gains, may damage a company's reputation and long-term business prospects. Accordingly, it is the Company's policy that directors, officers and employees must endeavor to deal ethically and lawfully with the Company's customers, suppliers, competitors and employees in all business dealings on the Company's behalf. No director, officer or employee should take unfair advantage of another person in business dealings on the Company's behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of material facts. Moreover, all directors, officers and employees must comply with the antitrust, unfair competition and trade regulation laws of the United States and all of the other countries in which the Company does business.

Accuracy of Records

The integrity, reliability and accuracy in all material respects of the Company's books, records and financial statements is fundamental to the Company's continued and future business success. No director, officer or employee may cause the Company to enter into a transaction with the intent to document or record it in a deceptive or unlawful manner. In addition, no director, officer or employee may create any false or artificial documentation or book entry for any transaction entered into by the Company. Similarly, officers and employees who have responsibility for accounting and financial reporting matters have a responsibility to accurately record all funds, assets and transactions on the Company's books and records.

Quality of Public Disclosures

The Company is committed to providing its stockholders with complete and accurate information about its financial condition and results of operations as required by the securities laws of the United States and, if applicable, other foreign jurisdictions. It is the Company's policy that the reports and documents it files with or submits to the Securities and Exchange Commission, and its press releases and similar public communications made by the Company, include fair, timely

and understandable disclosure. Officers and employees who are responsible for these filings and disclosures, including the Company's principal executive, financial and accounting officers, must use reasonable judgment and perform their responsibilities honestly, ethically and objectively in order to ensure that this disclosure policy is fulfilled. The Company's Disclosure Committee is primarily responsible for monitoring the Company's public disclosure.

International Trade Controls

Many countries regulate international trade transactions, such as imports, exports and international financial transactions. In addition, the United States prohibits any cooperation with boycotts against countries friendly to the United States or against firms that may be "blacklisted" by certain groups or countries. It is the Company's policy to comply with these laws and regulations even if it may result in the loss of some business opportunities. Employees should learn and understand the extent to which U.S. and international trade controls apply to transactions conducted by the Company.

Gifts, Bribes, Kickbacks and Other Improper Payments

The Company does not permit or condone bribes, kickbacks or other improper payments, transfers or receipts. No director, officer or employee should offer, give, solicit or receive any money or other item of value for the purpose of obtaining, retaining or directing business or bestowing or receiving any kind of favored treatment. In particular, the U.S. Foreign Corrupt Practices Act (FCPA) prohibits any U.S. individual or business from authorizing, offering or paying money or anything of value, directly or indirectly, to any foreign official or employee, political party, or candidate for public office for the purpose of obtaining or maintaining business or for any other business advantage. Violation of the FCPA could subject the Company and its individual directors, officers and employees to serious fines and criminal penalties.

In addition, directors, officers and employees must not solicit or accept, directly or indirectly, any gift of value or preferential treatment from any supplier, service provider, member, potential member or other customer where doing so may influence or appear to influence your business judgment. Indirect gifts can include gifts to immediate family members or a charity. Directors, officers and employees may accept business-related meals, entertainment, token gifts or favors from suppliers, service providers, members, potential members or other customers as part of their ordinary course marketing and business activities, provided that the value involved is not significant and does not indicate in any manner an intent to influence normal business relationships with them.

COMPLIANCE PROCEDURES

Communication of Code

All directors, officers and employees will be supplied with a copy of the Code upon beginning service at the Company and will be asked to review and sign an acknowledgment regarding the Code on a periodic basis. Updates of the Code will be provided from time to time. A copy of the Code is also available to all directors, officers and employees by requesting one from

the human resources department or by accessing the Company's website at Pinstripes.com in the investors relations section at investor.pinstripes.com/governance/governance-documents/default.aspx.

Monitoring Compliance and Disciplinary Action

The Company's management, under the supervision of the Board or a committee thereof or, in the case of accounting, internal accounting controls, auditing or securities law matters, the Audit Committee, shall take reasonable steps from time to time to (i) monitor and audit compliance with the Code, including the establishment of monitoring and auditing systems that are reasonably designed to investigate and detect conduct in violation of the Code, and (ii) when appropriate, impose and enforce appropriate disciplinary measures for violations of the Code.

Disciplinary measures for violations of the Code will be determined in The Company's sole discretion and may include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or service, and restitution.

The Company's management shall periodically report to the Board or a committee thereof on these compliance efforts including, without limitation, periodic reporting of alleged violations of the Code and the actions taken with respect to any such violation.

Reporting Concerns/Receiving Advice

Communication Channels

Be Proactive. Every employee is expected to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other policies and procedures of the Company, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of the Company's business or occurring on the Company's property.

Seeking Guidance. The best starting point for an officer or employee seeking advice on ethics-related issues or reporting potential violations of the Code will usually be his or her supervisor. However, if the conduct in question involves his or her supervisor, if the employee has reported the conduct in question to his or her supervisor and does not believe that he or she has dealt with it properly, or if the officer or employee does not feel that he or she can discuss the matter with his or her supervisor, the employee may raise the matter with the Chief Compliance Officer or Legal Counsel.

Communication Alternatives and Reporting Accounting, Securities Law and Similar Concerns. Any concerns or questions regarding potential violations of the Code, any other company policy or procedure or applicable law, rules or regulations involving accounting, internal accounting controls, auditing or securities law (including FCPA) matters should be directed to the Audit Committee or a designee of the Audit Committee using one of the following methods of communication described below. In addition any officer or employee may communicate with the Chief Compliance Officer or Legal Counsel by any of the following methods:

- In writing (which may be done anonymously as set forth below under “**Reporting and Anonymity**”), addressed to the Chief Compliance Officer by U.S. mail to Chief Compliance Officer, Pinstripes, 1150 Willow Road, Northbrook, IL 60062;
- By e-mail to the Chief Compliance Officer at compliance@pinstripes.com (anonymity cannot be maintained);
- By Third Party Form: Login to Faceup.com at <https://www.app.faceup.com/en-us/> and enter the access code 4cX2rdYc9J. When the report is completed, click “send” and it will forward an anonymous email directly to the Chief Compliance Officer and Legal Counsel; or
- By phoning the reporting line (the “**Reporting Line**”) which the Company has established for receipt of questions and reports of potential violations of the Code that will be forwarded to the Chief Compliance Officer and Legal Counsel. The Reporting Line may be reached at 833-444-1418 and calls may be made anonymously as set forth below under “Reporting and Anonymity.”
- Regardless of the means an employee chooses, the message will go directly to the Chief Compliance Officer and Legal Counsel, who have been designated by the Audit Committee to accept communication on their behalf.

Cooperation. Employees are expected to cooperate with the Company in any investigation of a potential violation of the Code, any other company policy or procedure, or any applicable law, rule or regulation.

Misuse of Reporting Channels. Employees must not use these reporting channels in bad faith or in a false or unreasonable manner. Further, employees should not use the Reporting Line to report grievances that do not involve the Code, the Company’s legal compliance, or other ethics-related issues.

Reporting and Anonymity

When reporting suspected violations, the Company prefers that officers and employees identify themselves in order to facilitate the Company’s ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, the Company also recognizes that some people may feel more comfortable reporting a suspected violation anonymously. In the event a report is made anonymously, a reporting person is encouraged to provide as much detail as possible to permit the Company to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

If an officer or employee wishes to remain anonymous, he or she may do so, and the Company will use all reasonable efforts to protect their confidentiality, of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings.

No Retaliation

The Company expressly forbids any retaliation against any officer or employee who, acting in good faith on the basis of a reasonable belief, reports suspected misconduct. Specifically, the Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate against, such an officer or employee in the terms and conditions of his or her employment. Any person who participates in any such retaliation is subject to disciplinary action, including termination.

Waivers and Amendments

No waiver of any provisions of the Code for the benefit of a director or an executive officer (which includes, without limitation, for purposes of this Code, the Company's principal executive, financial and accounting officers) shall be effective unless (i) approved by the Board or a duly authorized committee thereof, and (ii) if required, such waiver is promptly disclosed to the Company's stockholders in accordance with applicable U.S. securities laws and/or the rules and regulations of the exchange or market on which the Company's shares are listed or quoted, as the case may be.

Any waivers of the Code for other employees may be made by the Chief Compliance Officer, the Board or a duly authorized committee thereof.

All amendments to the Code must be approved by the Board and, if required, must be promptly disclosed to the Company's stockholders in accordance with applicable United States securities laws and/or the rules and regulations of the exchange or market on which the Company's shares are listed or quoted, as the case may be.

ACKNOWLEDGEMENT

I acknowledge that I have reviewed and understand Pinstripes Holdings, Inc.'s Code of Business Conduct and Ethics (the "***Code***") and agree to abide by the provisions of the Code.

Signature

Name (Printed or typed)

Position

Date