

QUANTINUUM INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Quantinum 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, the rules of the Nasdaq Stock Market LLC (“Nasdaq”) rules, the Company’s certificate of incorporation, bylaws, the Stockholder Agreement, dated June 3, 2026, between the Company and Honeywell International Inc. (the “Stockholder Agreement”), for so long as such agreement is in effect, and the Company’s 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. The Guidelines are subject to modification from time to time by the Board as recommended by the Nominating and Corporate Governance Committee and/or 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

A. Independence of the Board

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

The Company will not make any personal loans to directors or executive officers.

B. Separate Sessions of Independent Directors

The Independent Directors will meet in executive session without non-Independent Directors or management present on a regularly scheduled basis but no less than twice per year.

C. Lead Director

The Company has no fixed rule as to whether the offices of Chair of the Board and Chief Executive Officer should be vested in the same person or two different people, or whether the Chair of the Board should be an employee of the Company or should be elected from among the non-employee directors. The Board believes that this determination is part of the corporate governance and succession planning process and that it is in the best interests of the Company to make such a determination when it elects a new Chief Executive Officer or from time to time depending on the strategic needs of the Company.

If the Chair 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 include, but are not limited to: (i) presiding over all meetings of the Board at which

the Chair of the Board is not present, including any executive sessions of the Independent Directors; (ii) approving Board meeting schedules and agendas; and (iii) acting as the liaison between the Independent Directors and the Chief Executive Officer and Chair of the Board. At such times as the Chair of the Board is an Independent Director, the Chair of the Board will serve as lead director. The Board may modify its leadership structure in the future as it deems appropriate.

D. 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 qualification standards set forth in Attachment A to these Guidelines, and such other criteria as the Board or the Nominating and Corporate Governance Committee may determine necessary or appropriate in light of U.S. Securities and Exchange Commission and Nasdaq requirements. In addition, the Nominating and Corporate Governance Committee and the Board may also consider the additional selection criteria listed in Attachment A.

E. Selection of New Directors

The Board is divided into three classes. As a result, approximately 1/3 of the Board will stand for election by the stockholders of the Company each year at the Company's annual meeting for three year terms. Each year, at the annual meeting, the Board will recommend a slate of directors for election by the stockholders. In accordance with the bylaws of the Company, the Board will also be responsible for filling vacancies or newly-created directorships on the Board that may occur between annual meetings of stockholders. The Nominating and Corporate Governance Committee is primarily responsible for identifying, screening and recommending candidates to the entire Board for Board membership.

F. Director Orientation and Continuing Education

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

G. Service on Other Boards

An individual member of the Board should not sit on more than four public company boards (including service on the Company's Board). If a member of the Company's Board serves as a chief executive officer of a publicly traded company, that member should not serve on the boards of more than two public companies (excluding their own company). The Nominating and Corporate Governance Committee may take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors. 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 Chair of the Board, the Chair of the Nominating and Corporate Governance Committee and the Company's Chief Legal Officer. The Chair of the Nominating and Corporate Governance Committee in consultation with the Chief Legal Officer shall review the proposed board membership to ensure compliance with applicable laws and policies.

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

H. 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 his or her position with his or her employer or becomes aware of circumstances that may adversely reflect upon the director or the Company, such director should notify the Chair of the Board and the Chair of 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 his or her 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.

I. Term Limits and Mandatory Retirement

As each director is periodically subject to election by stockholders, the Board does 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.

Directors will not be nominated for election or re-election to the Board after their 75th birthday. However, upon the recommendation of the Nominating and Corporate Governance Committee, the Board may nominate director candidates who have reached their 75th birthday, if it determines that doing so is in the best interest of the Company.

J. 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 his or her 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.

The Board will review the Company's long-term strategic plans and the most significant financial, accounting and risk management issues facing the Company during at least one Board meeting each year.

K. 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 Talent and 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 and Talent and Compensation 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.

L. Interaction with Investors and the Press

The Board believes that management speaks for the Company. Each director should refer all inquiries from investors, the press or other third parties regarding the Company to management. Generally, under the Company's Regulation FD Policy, only the Company's Chair of the Board, Chief Executive Officer, Chief Financial Officer, Head of Investor Relations (once established) and other Authorized Spokespersons (as defined in the Company's Regulation FD Policy) may communicate with broker-dealers, investment advisers, investment companies, certain securityholders and other Enumerated Persons (as defined in the Company's Regulation FD Policy). Individual Board members may, from time to time at the request of management, meet or otherwise communicate with various constituencies that are involved with the Company, subject to compliance with the Company's Regulation FD Policy, Insider Trading Policy, and External

Communications Policy. If public comments from the Board are appropriate, they should, in most circumstances, come from the Chair of the Board.

M. 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 through the Chief Executive Officer, the Chair of the Board, the Chief Financial Officer or the Chief Legal Officer.. To the extent appropriate, such contact, if in writing, should be copied to the Chief Executive Officer or Chief Legal Officer of the Company.

N. 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.

O. Self-Evaluation

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

II. BOARD MEETINGS

A. Frequency of Meetings

The Board will meet at least four times annually. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings.

B. Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend 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 Chair of the Board or the Chair 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.

Board members are also encouraged to attend the Annual Meeting of Stockholders.

C. Attendance of Non-Directors

The Board encourages the Chair 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 managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

D. 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 four standing committees: (i) the Audit Committee, (ii) the Talent and Compensation Committee, (iii) the Nominating and Corporate Governance Committee and (iv) the Transaction Committee. Each committee will perform its duties as assigned by the Board in compliance with the Company's bylaws, Nasdaq rules and the committee's charter. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

IV. SUCCESSION PLANNING

The Talent and Compensation Committee will oversee and periodically review leadership development and assessment initiatives, as well as short- and long-term succession plans for the Chief Executive Officer and other senior management, including in the event of unanticipated

vacancies in those offices. The Talent and Compensation Committee will also periodically review the performance of the Chief Executive Officer and the Company's other executive officers.

V. STOCKHOLDER AGREEMENT

For so long as the Stockholder Agreement is in effect, these Guidelines will be interpreted to be consistent with such agreement (as such agreement may be amended, supplemented or modified from time to time) and to the extent that there are any provisions of these Guidelines that are inconsistent with the rights and obligations set forth in the Stockholder Agreement, the provisions of the Stockholder Agreement shall supersede and control over any such conflicting provision.

* * * * *

QUANTINUUM INC.

Attachment A

Director Qualification Standards and Additional Selection Criteria

Director Qualification Standards

The Nominating and Corporate Governance Committee, in recommending director candidates for election to the Board, and the Board, in nominating director candidates, will consider candidates who have a high level of personal and professional integrity, strong ethics and values and the ability to make mature business judgments.

Additional Selection Criteria

In evaluating director candidates, the Nominating and Corporate Governance Committee and the Board may also consider the following criteria as well as any other factor that they deem to be relevant, in compliance with applicable laws and regulations:

- A.** The candidate's experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- B.** The candidate's experience as a Board member of another publicly held company;
- C.** The candidate's professional and academic experience relevant to the Company's industry;
- D.** The strength of the candidate's leadership skills;
- E.** The candidate's experience in finance and accounting and / or executive compensation practices; and
- F.** Whether the candidate has the time required for preparation, participation and attendance at Board meetings and committee meetings, if applicable, and to perform their duties in an effective manner; and
- G.** Whether the candidate contributes to the mix of experience, backgrounds, qualifications and skills of the Board.

In addition, the Board will consider whether there are potential conflicts of interest with the candidate's other personal and professional pursuits.

The Board should monitor the mix of specific experience, backgrounds, qualifications and skills of its directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company's business and structure.