



## Via Transportation, Inc.

# Corporate Governance Guidelines

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## Policy statement

These guidelines are designed to assist Via Transportation, Inc.'s ("**Via**" or the "**Company**") Board of Directors (the "**Board**") in exercising its responsibilities pursuant to the Delaware General Corporation Law and the Company's Amended and Restated Certificate of Incorporation and the Company's by-laws, and in helping Via achieve its long-term goals. These guidelines serve as a flexible framework within which the Board may conduct its business, not a set of binding legal obligations. These guidelines should be interpreted in the context of all applicable laws and rules and regulations set forth by the SEC, the New

York Stock Exchange (“**NYSE**”) or any other applicable regulatory authority. The Board may amend these Guidelines from time to time.

## What does the Board do?

The Board is elected by stockholders to provide oversight of, and strategic guidance to, the Chief Executive Officer (“**CEO**”) and other senior management of Via. Each Board member’s core responsibility is to fulfill his or her duties of care and loyalty and to exercise his or her business judgment in the best interests of Via and its stockholders. The long-term interests of stockholders are advanced by responsibly considering the concerns of all of Via’s stakeholders, including its employees, customers, commercial and strategic partners, driver partners, riders and residents of communities in which Via operates.

## How is the Board constituted?

### ***Chairperson of the Board.***

The CEO may also be the Chairperson of the Board (the “**Chairperson**”). While our CEO, Daniel Ramot, is currently the Chairperson of the Board, the Board shall be free to choose its Chairperson in any way that it deems best for the Company at any given point in time.

### ***Independence of the Board.***

The Board shall be composed of a majority of directors who qualify as independent directors (“**Independent Directors**”) under the NYSE listing standards and any additional requirements that the Board deems appropriate. The Board shall review annually the relationships that each director has with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines have no material relationship with the Company will be considered Independent Directors,

subject to additional qualifications prescribed under the NYSE listing standards or other applicable requirements.

### ***Lead Independent Director***

The Board may elect a lead independent director (the “**Lead Independent Director**”) from among its Independent Directors, who would preside at all meetings of Independent Directors. Board member Charles Rivkin is currently the Lead Independent Director.

### ***Size of the Board.***

The size of the Board shall not exceed a number that can function efficiently as a body. The Nominating and Corporate Governance Committee considers and makes recommendations to the Board concerning the appropriate size and needs of the Board and recommends director candidates to the Board. The Board elects directors to fill vacancies arising from an increase in the size of the Board.

### ***Selection of New Directors.***

The Board shall be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Corporate Governance Committee is responsible for identifying, screening and recommending candidates to the Board for Board membership. When formulating its Board membership recommendations, the Nominating and Corporate Governance Committee shall also consider recommendations from stockholders and others as it deems appropriate.

### ***Board Membership Criteria.***

The Nominating and Corporate Governance Committee shall periodically review and recommend for approval by the Board criteria for membership on the Board and the skills and characteristics required of Board members. Among the qualifications considered in the selection of director candidates, the Nominating and Corporate Governance Committee shall consider knowledge, experience, skills, expertise, diversity of experience and such other relevant factors that the committee considers appropriate in the context of the Board's needs.

### ***Director Nominations and Term Limits.***

In connection with each director nomination recommendation, the Nominating and Corporate Governance Committee shall consider the overall mix of tenures on the Board

and each director's performance and suitability. The Board does not believe that term limits or a mandatory retirement age are appropriate at this time.

***Outside Board Memberships.***

The Company does not have a policy limiting the number of other public company boards of directors upon which a director may sit, in general. However, the Nominating and Corporate Governance Committee shall consider the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee or a director is a member. Directors shall provide prior written notice to the chairperson of the Nominating and Corporate Governance Committee of any proposed service on the board of directors of a public or private company.

Although the Company does not impose a limit on outside directorships, it does recognize the substantial time commitments attendant to Board membership and expects the members of its Board to be fully committed to devoting all such time as is necessary to fulfill their Board responsibilities, both in terms of preparation for, and attendance and participation at, meetings.

However, in recognition of NYSE rules and 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 member to effectively serve on the Audit Committee.

***Board Orientation.***

Newly appointed Board members will receive orientation and education about the Company, its business and financial operations and the functioning of the Board.

## How do Board meetings work?

***Frequency of Meetings and Attendance.***

The Board shall hold regularly scheduled meetings at least once per quarter and additional meetings as appropriate. All directors are expected to attend the annual meeting of stockholders, Board meetings and meetings of the Board committees on which they serve.

***Selection of Agenda Items for Board Meetings.***

The Chairperson, in consultation with the CEO (if not the same person), the Lead Independent Director, the CFO and the Board Secretary, shall prepare the agenda for each Board meeting. Board members are encouraged to suggest inclusion of items on the agenda or raise at any Board meeting topics that are not specifically on the agenda for that meeting.

***Board Materials Distributed in Advance.***

Information and materials that are important to the Board's understanding of the agenda items and other topics to be considered at a Board meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review by the directors. In the event of a pressing need for the Board to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of the meeting.

***Separate Sessions of Non-Management Directors.***

In general, the non-management directors of the Company shall meet in executive session without management at each regularly scheduled Board meeting. Either the Lead

Independent Director (if applicable) or an Independent Director designated by the Independent Directors shall preside at such executive sessions.

## What about compensation for Board members?

### ***Employee Directors.***

A director who is also an officer of the Company shall not receive additional compensation for such service as a director.

### ***Non-Employee Directors.***

The Company believes that compensation for non-employee directors should be competitive and should encourage increased ownership of the Company's stock through the payment of a portion of director compensation in restricted stock units ("**RSUs**"), or similar compensation. As such, we have adopted a compensation program under which our non-employee directors are eligible to receive certain cash retainers and long-term equity-based awards.

## Is the Board subject to performance review?

Yes! The Nominating and Corporate Governance Committee will coordinate an annual self-evaluation of the Board's effectiveness, as well as the performance of each committee of the Board, the results of which will be discussed with the full Board and each committee. The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the Company. The Nominating and Corporate Governance Committee will utilize the results of this self-evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for

election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees.

## How does the Board ensure it has the information it needs?

### ***Board Access to Management.***

Board members shall have access to the Company's management and will coordinate such access through the CEO. Directors will use judgment to ensure that this access is not distracting to the business operation of the Company.

### ***Board Access to External Advisors.***

The Board and each of its Committees has the authority to engage independent legal, financial, or other third-party advisors as it may deem necessary, in consultation with the Company's senior management. The Company's management will cooperate with any such engagement and will ensure that the Company provides adequate funding.

### ***Management Attendance at Board Meetings.***

The Board encourages invitations to management from time to time into Board and/or committee meetings to provide insight into items being discussed by the Board that involve management. Attendance of such management personnel at Board meetings is at the discretion of the Board.

### ***Interaction with Investors and Other Parties.***

As a general matter, management speaks for the Company, and directors should refer all inquiries from investors, analysts, the press or others to the CEO or his designee. Nevertheless, it is expected that Independent Directors may from time to time meet or

otherwise communicate with external constituencies, including stockholders. Typically, those meetings or communications will be coordinated through the CEO.

## Are there rules for Board Committees?

### ***Board Committees.***

The Company shall have three standing committees: the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. The purpose and responsibilities for each of these committees shall be outlined in committee charters adopted by the Board and made available on our website. From time to time and depending on the circumstances, the Board may form a new standing or special committee or disband a current committee..

### ***Independence of Board Committees.***

Each of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall be composed entirely of Independent Directors satisfying applicable legal, regulatory and NYSE requirements necessary for an assignment to any such committee.

### ***Assignment and Rotation of Committee Members.***

The Nominating and Corporate Governance Committee shall periodically review the committee assignments and consider the rotation of the chairperson and members of each committee. The Nominating and Corporate Governance Committee shall be responsible, after consultation with the Chairperson, for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Nominating and Corporate Governance Committee's recommendations, the Board shall be responsible for annually appointing the chairpersons and members to the committees.

## What role does the Board play in executive development?

### ***Selection of the Chief Executive Officer.***

The Board is responsible for identifying potential candidates for, and selecting, the CEO. The Board shall consider, among other things, a candidate's experience, understanding of the



Company's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.

***Evaluation of the Chief Executive Officer.***

The formal evaluation of the CEO shall be made in the context of the annual compensation review of the CEO by the Compensation Committee. The evaluation shall be based on such criteria as the Compensation Committee shall determine, including performance of the business and accomplishment of long-term strategic objectives.

***Succession Planning.***

The Board is responsible for planning for succession to the position of CEO, as well as certain other senior management positions. To assist the Board, the Nominating and Corporate Governance Committee shall develop and recommend to the Board for approval a succession plan, review the succession plan periodically with the CEO, develop and evaluate potential candidates for executive positions and recommend to the Board any changes to and any candidates for succession under the succession plan.

## What role does the Board play in disclosure?

The Nominating and Corporate Governance Committee is responsible for reviewing the governance-related disclosure, including disclosure related to the experience, qualifications, skills and attributes that led to the conclusions that nominees or directors should serve or continue serving as directors of the Company and the Board leadership structure, including why such structure is appropriate. The Audit Committee is responsible for overseeing the effectiveness of the Company's internal controls over financial reporting and disclosure. The Compensation Committee is responsible for reviewing and discussing with management the Company's compensation discussion and analysis disclosure.