

TYME TECHNOLOGIES, INC. CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “**Board**”) of TYME Technologies, Inc. (the “**Company**”) has adopted the following Guidelines of Corporate Governance (the “**Guidelines**”) to assist the Board in the exercise of its duties and responsibilities and to serve the best interests of the Company and its stockholders. The Guidelines should be applied in a manner consistent with all applicable laws and stock exchange rules and the Company’s Amended and Restated Certificate of Incorporation (“**Certificate of Incorporation**”) and the Amended and Restated By-Laws (“**By-Laws**”), each as amended and in effect from time to time. The Guidelines are intended to serve as a flexible framework for the conduct of the Board’s business and not as a set of legally binding obligations. The Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with its duties and responsibilities to the Company and its stockholders.

I. THE BOARD

- a. Size of the Board. The Board will periodically consider whether the size of the Board is appropriate given the Company’s present circumstances and any changes in the Company’s business. The size and composition of the Board will be determined from time to time by the Board, as set forth in and in accordance with the Certificate of Incorporation and By-Laws of the Company.
- b. Independence of the Board. Except as otherwise permitted by the applicable rules of The Nasdaq Stock Market LLC (“**Nasdaq**”), the Board will be comprised of a majority of directors who qualify as independent directors (the “**Independent Directors**”) as required under Nasdaq rules.
- c. Lead Independent Director. If the Chairman of the Board is not independent (as determined by the Board in accordance with the corporate governance listing standards of the Nasdaq Stock Market), the independent members of the Board may, but will not be required to, appoint from among their number a Lead Independent Director. The Lead Independent Director, if appointed:
 - i. presides at all meetings of the Board of Directors at which the Chairman is not present, including any executive sessions of the independent Directors;
 - ii. calls meetings of the independent Directors;
 - iii. serves as an advisor to the Chief Executive Officer and the Chairman, as well as a non-exclusive liaison between the Chairman and the independent Directors;

- iv. together with the Chairman and the Chief Executive Officer, reviews and approves meeting agendas for the Board of Directors and at least annually solicits suggestions from the Board on meeting topics, such as strategy, management performance and governance matters;
 - v. together with the Chairman and the Chief Executive Officer, approves the frequency of Board of Directors meetings and meeting schedules, seeking to assure there is sufficient time for discussion of all agenda items;
 - vi. is available, when appropriate, for consultation and direct communication with shareholders;
 - vii. retains outside advisors and consultants who report directly to the Board of Directors on Board-wide issues if appropriate; and
 - viii. fulfills such other responsibilities and carries out such special projects as the Board may from time to time request.
- d. Board Membership Criteria. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the ability to nominate directors, the Nominating and Corporate Governance Committee ("**NGC**") shall be responsible for (i) developing, and recommending to the Board for approval, the criteria in selecting nominees for directors (ii) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and (iii) recommending to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board.
- i. When considering director candidates, the NGC seeks individuals who possess strong personal and professional ethics, high standards of integrity, independence of thought and judgment and a broad range of demonstrated abilities and accomplishments and who have sufficient time to serve effectively. In particular, the NGC will seek candidates who have a depth of experience and skills in areas relating to biopharmaceutical development, commercialization, strategy, and regulatory matters. The NGC will review candidates' backgrounds, evaluate candidates' independence from the Company's management, as well as potential conflicts of interest (including actual or potential competition with the Company), and will determine if candidates meet the qualifications desired for election as a director, and will make a recommendation to the whole Board. In making its selection, the NGC will consider the diversity of directors as part of the overall mix of factors. The NGC will consider diversity broadly to include differences of viewpoint, professional experience, individual characteristics (including age, race, ethnicity, gender, LGBTQ+ status) and qualities and skills, resulting in naturally varying perspectives among the directors and individual skills that complement the full Board. Accordingly, when evaluating candidates for nominations as new directors, the pool of candidates from which the NGC recommends nominees will include qualified persons who reflect diverse backgrounds, including both

underrepresented people of color and different genders, and if any third party search firm is used, it will be specifically instructed to include such candidates.

- ii. The NGC also will consider candidates for director recommended by stockholders so long as the recommendations comply with the Certificate of Incorporation and By-Laws as well as applicable laws, rules and regulations, including those promulgated by the SEC. The NGC will evaluate such recommendations in accordance with our Certificate of Incorporation and By-Laws, these Guidelines and such other criteria it deems appropriate.
- e. Selection of New Directors. The Board is divided into three (3) classes. As a result, approximately one-third (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 (3) 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 By-Laws of the Company, the Board has the right to fill vacancies or newly-created directorships on the Board that may occur between annual meetings of stockholders. The NGC is primarily responsible for identifying, screening and recommending candidates to the entire Board for Board membership.
- f. Director Orientation. The Board and the Company's management shall conduct an orientation program for new directors. The orientation program shall be designed to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers, its internal and independent auditors and its Chief Legal Officer and outside legal advisors. In addition, the orientation program shall include a review of the Company's expectations of its directors in terms of time and effort and a review of the directors' fiduciary duties. All other directors are also invited to attend the orientation program.
- g. Continuing Education. Each director is encouraged, at the director's discretion, to be involved in continuing director education on an ongoing basis to enable the director to perform duties of the office and to recognize and deal appropriately with issues that arise. The Company will provide appropriate funding for such continuing director education. In addition, directors will receive periodic reviews of the Company's business as part of their ongoing review of the Company and its operations.
- h. No Specific Limitation on Other Board Service. The Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such activities. However, the NGC 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. Before accepting any position on the board of directors of any organization, whether for-profit or not-for-profit, current directors should notify the Chairman of the Board or otherwise make the Company aware of such position.
 - i. Service on other boards and/or committees should be consistent with the Company's conflict of interest policies.

- i. Directors Who Have a Change in Business Activities. When a member of the Board has a significant change in business activities, including a change in principal employment or career (other than through normal retirement), directorships or chair positions at other companies, such director shall promptly communicate such change to the Chairman of the Board of Directors and the Chairman of the NGC and offer to resign from the Board. The NGC shall be responsible for recommending to the Board of Directors whether to accept or reject the offer of resignation or whether other action should be taken. The Board is free to accept or reject such offer and will promptly notify the director of its decision.
- j. Term Limits. 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, 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. As an alternative to term limits, the NGC shall review each director's continuation on the Board at the time the director's term expires and the director is considered for renomination. Incumbent directors eligible for renomination will be considered in light of the attributes noted under "Board Member Criteria" above and the needs of the Company.
- k. 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 as set forth in the Company's By-Laws and committee charters. The principal responsibility of the directors is to oversee the management of the Company and, in so doing, serve the best interests of the Company and its stockholders. This responsibility includes:
 - i. overseeing the conduct of the Company's business to evaluate whether the business is being managed properly and in conformity with applicable laws and regulations;
 - ii. reviewing and approving fundamental operating, financial and other corporate plans, strategies and objectives;
 - iii. evaluating the performance of the Company and its executive officers and taking appropriate action, including removal, when warranted;
 - iv. reviewing, approving and implementing executive officer succession plans;
 - v. evaluating whether corporate resources are used only for appropriate business purposes;
 - vi. fostering a corporate environment that promotes timely and effective disclosure, fiscal accountability, high ethical standards and compliance with applicable laws and regulations;
 - vii. reviewing and approving material transactions and commitments not entered into in the ordinary course of business;

- viii. reviewing the Company's policies and practices with respect to risk assessment and risk management;
 - ix. developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities;
 - x. providing advice and assistance to the Company's executive officers; and
 - xi. evaluating the overall effectiveness of the Board, its committees and individual directors.
- l. Stock Ownership. The Company encourages directors to own shares of the Company's stock. However, the number of shares of the Company's stock owned by any director is a personal decision and, at this time, the Board has chosen not to adopt a policy requiring ownership by directors of a minimum number of shares.
- m. Conflicts of Interest. Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should immediately report all facts regarding the matter to the Board. Any significant conflict must be resolved or the director should resign.
- n. Risk Management. As provided in the Audit Committee Charter, the Audit Committee is responsible for discussing the Company's policies with respect to risk assessment and risk management, including guidelines and policies to govern the process by which the Company's exposure to risk is handled. In accordance with those policies, the Board and the Board committees shall have an active role in overseeing management of the Company's risks. The Board shall regularly review information regarding the Company's credit, liquidity and operations, as well as the risks associated with each. The Company's Compensation Committee shall be responsible for overseeing the management of risks relating to the Company's executive compensation plans and arrangements. The Company's Audit Committee shall oversee management of financial risks and cybersecurity risks. The NGC shall manage risks associated with the independence of the Board and potential conflicts of interest. While each committee shall be responsible for evaluating certain risks and overseeing the management of such risks, the entire Board is regularly informed through committee reports about such risks.
- o. 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 or the Chairman of the Board or the lead director, if any, or, if none is available or appropriate, directly by the director. To the extent appropriate, such contact, if in writing, should be copied to the Chief Executive Officer of the Company.

- p. 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 such advisors and such other advisors that the Company retains or that the Board considers necessary to discharge its responsibilities.
- q. Board and Committee Self-Evaluation. The NGC will oversee a periodic assessment of the Board's committee structure and composition and will make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairpersons.

II. DIRECTOR COMPENSATION

- a. Role of Board and Compensation Committee. The form and amount of director compensation shall be determined by the Board in accordance with the policies and principles set forth below. The Compensation Committee shall conduct a periodic review of the compensation of the Company's directors.
- b. Form of Compensation. The Board believes that directors should be incentivized to focus on long-term stockholder value. Including equity as part of director compensation helps align the interest of directors with those of the Company's stockholders.
- c. Amount of Compensation. The Company seeks to attract exceptional talent to its Board. Therefore, the Company's policy is to compensate directors competitively relative to comparable companies. The Company's management shall, from time to time, present a comparison report to the Board, comparing the Company's director compensation with that of comparable companies. The Board believes that it is appropriate for the Chairperson of the Board and the chairs and members of the committees to receive additional compensation for their services in those positions.
- d. Employee Directors. Directors who are also employees of the Company shall receive no additional compensation for Board or committee service.

III. BOARD MEETINGS

- a. Frequency of Meetings. The Board will meet at least four (4) 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 the director's 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 an in-person meeting is expected to notify the Chairman of the Board or the chairman of the appropriate committee in advance of such meeting, and,

whenever possible, participate in such meeting via remote communication (telephone or video conference).

- c. Attendance of Non-Directors. The Board encourages the Chairman 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 that involve the manager, advisor or consultant, (ii) make presentations to the Board on matters that 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.

IV. COMMITTEE MATTERS

- a. Number, Name, Responsibilities and Independence of Committees. The Board currently has four (4) committees: (i) the Audit Committee, (ii) the Compensation Committee, (iii) the NGC, and (iv) the Strategic Planning Committee. Other than the Strategic Planning Committee, each Committee shall be composed entirely of Independent Directors, subject to any exceptions provided by the Nasdaq rules and applicable laws and regulations. From time to time and depending upon the circumstances, the Board may form a new committee or disband a current committee. Each committee will perform its duties as assigned by the Board in compliance with the By-Laws and the committee's charter. It is the responsibility of the directors to attend the meetings of the committees on which they serve.
- b. Appointment and Rotation of Committee Members. Committee members and committee chairs will be recommended by the NGC and appointed by the Board according to criteria set forth in the applicable committee charter and such other criteria that the Board determines to be appropriate in light of the responsibilities of each committee. Committee membership and the position of committee chair will not be rotated on a mandatory basis unless the Board determines that rotation is in the best interest of the Company.

V. MANAGEMENT EVALUATION AND SUCCESSION

- a. Selection of Chief Executive Officer. The Board shall select the Company's Chief Executive Officer in the manner that it determines to be in the best interests of the Company's stockholders.

- b. Evaluation of Executive Officers. The Compensation Committee shall be responsible for overseeing the evaluation of the Company's executive officers and for recommending the corporate goals and objectives applicable to executive officer compensation. The Compensation Committee shall evaluate the Chief Executive Officer's performance at least annually in light of these goals and objectives.

As adopted by the Board of Directors on August 24, 2021.