

Whistleblower Policy for KULR Technology Group, Inc.

KULR Technology Group, Inc., and its subsidiaries (the "**Company**"), requires its directors, officers, employees, consultants and volunteers (each, a "**Company Individual**") to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Company, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

ARTICLE I PURPOSE

Section 1.01 The purpose of this whistleblower policy (the "**Policy**") is to:

- (a) Encourage and enable Company Individuals to raise concerns regarding suspected illegal or unethical conduct or practices or violations of the Company's policies on a confidential and, if desired, anonymous basis.
- (b) Protect Company Individuals from retaliation for raising such concerns.
- (c) Establish policies and procedures for the Company to receive and investigate reported concerns and address and correct inappropriate conduct and actions.

ARTICLE II REPORTING RESPONSIBILITY

Section 2.01 Reporting Responsibility. Each Company Individual has the responsibility to report in good faith any concerns about actual or suspected violations of the Company's policies or any federal, state, or municipal law or regulation governing the Company's operations (each, a "**Concern**"). Appropriate subjects to report under this Policy include but are not limited to financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices, such as:

- (a) Fraud.
- (b) Theft.
- (c) Embezzlement.
- (d) Bribery or kickbacks.
- (e) Misuse of the Company's assets.
- (f) Undisclosed conflicts of interest.

Section 2.02 Acting in Good Faith. Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates a violation of law and/or ethical standards. Any unfounded allegation that proves to have been made maliciously, recklessly, or knowingly to be false will be viewed as a serious offense and result in disciplinary action, up to and including termination of employment or volunteer status.

Section 2.03 Other Types of Concerns. Company Individuals should use the Company's existing complaint procedures and mechanisms to report other issues not covered by Section 2.01 of this Policy, unless those channels are themselves implicated in wrongdoing. This Policy is not intended to provide a means of appealing the outcomes resulting from those other mechanisms.

**ARTICLE III
NO RETALIATION**

Section 3.01 No Company Individual who in good faith reports a Concern or participates in a review or investigation of a Concern shall be subject to harassment, retaliation, or, in the case of an employee, adverse employment consequences because of such report or participation. This protection extends to Company Individuals who report in good faith, even if the allegations are, after an investigation, not substantiated.

Section 3.02 No Company Individual will be subject to liability or retaliation for disclosing a trade secret in compliance with 18 U.S.C. §1833 either:

- (a) In confidence to a federal, state, or local government official or to an attorney solely for the purpose of reporting or investigating a Concern; or
- (b) In a complaint or other document filed in a lawsuit or other proceeding under seal.

Section 3.03 Any Company Individual who retaliates against someone who in good faith has reported or participated in a review or investigation of a Concern will be subject to discipline, up to and including termination of employment or volunteer status.

Section 3.04 Anyone who believes that a Company Individual has been subject to harassment, retaliation, or adverse employment consequences as a result of making a good faith report or participating in a review or investigation of a Concern should contact the Compliance Committee listed in Article V of this Policy. Nothing in this Policy shall limit or alter the procedures and protections in the Company's anti-retaliation policy.

**ARTICLE IV
CONFIDENTIALITY**

Section 4.01 The Company encourages anyone reporting a Concern to identify himself or herself in order to facilitate the investigation of the Concern. However, Concerns may be submitted on a confidential and/or anonymous basis. The Company shall take reasonable steps to

protect the identity of the Company Individual, and shall keep reports of Concerns confidential to the extent possible, consistent with the need to conduct an adequate investigation.

**ARTICLE V
REPORTING PROCEDURES**

Section 5.01 Prompt Reporting. All Concerns should be reported as soon as practicable consistent with this Policy.

Section 5.02 Reporting Concerns.

(a) Employees and volunteers should first discuss the Concern with their direct supervisors. The employee or volunteer should follow the procedures outlined in Section 5.02(b) if any of the following apply:

- (i) The employee or volunteer reasonably believes that the supervisor will disregard or otherwise not fairly consider the Concern.
- (ii) The supervisor is a subject of the Concern.
- (iii) The employee or volunteer does not feel comfortable discussing the Concern with the supervisor.

(b) Concerns should be reported in writing to the Audit Committee of the Board of Directors (the "**Compliance Committee**"). When reporting Concerns, the Company Individual should describe in detail the specific facts that support the report. The report may be sent to the Compliance Committee by email to:

Audit Committee of KULR Technology Group, Inc.
Audit.Committee@kulr.ai

or to any individual member of the Compliance Committee, currently:

Donna Grier;
Joanna D. Massey; or
Aron Schwartz.

If the Compliance Committee is the subject of the Concern or the Company Individual is not comfortable reporting the Concern to the Compliance Committee, the Concern may alternatively be reported to the Company's **outside securities counsel** or to the Company's General Counsel, currently:

Jay Yamamoto, Esq.
General Counsel and Secretary

Section 5.03 Questions. Any questions relating to the scope, interpretation, or operation of this Policy should be directed to the Compliance Committee.

Section 5.04 Investigation of Reported Concerns.

(a) **Compliance Committee.** The Compliance Committee is responsible for:

- (i) Promptly investigating or overseeing the investigation of each reported Concern.

- (ii) Advising the Board of Directors (the “**Board of Directors**”) of each reported Concern.

- (iii) Reporting compliance activity to the full Board of Directors at each regularly scheduled Board meeting.

(b) **Acknowledgment of Receipt.** Any supervisor, manager, or Board member who receives a report of a Concern must promptly notify the Compliance Committee of such report in writing. The Compliance Committee shall notify the reporting individual and acknowledge receipt of each reported Concern within five (5) business days, unless the report was submitted anonymously or no return address is provided.

(c) **Investigation.** The Compliance Committee shall conduct a prompt, discreet, and objective review or investigation based on the submitted report. A full investigation may not be possible if a report made anonymously is vague or general. If deemed necessary in his or her sole discretion or upon the recommendation of the Board of Directors, the Compliance Committee may engage legal counsel, accountants, or other experts to assist in the investigation. The Compliance Committee may delegate the investigation responsibilities to any Board committee or other individual, including third parties, as long as:

- (i) The delegate is not a subject of the reported Concern.

- (ii) The delegation does not compromise the identity of the Company Individual who reported anonymously or confidentially.

(d) **Resolution.** The Compliance Committee shall:

- (i) Recommend appropriate corrective action to the Board of Directors, if warranted by the investigation.

- (ii) Oversee the implementation of a resolution based on the determination of the Board.

- (iii) Follow up with the reporting individual, if possible, for closure of the reported Concern.

(e) **Accounting and Auditing Matters.** The Compliance Committee shall immediately notify the Board of Directors of any Concerns regarding accounting practices, internal controls, or auditing, and shall work with the Board of Directors until the matter is resolved.

ARTICLE VI PERIODIC REVIEWS

Section 6.01 To ensure that the Company operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its reputation or tax-exempt status, the Board of Directors shall conduct periodic reviews of this Policy. The Audit Committee (the “**Audit Committee**”) shall present any recommended changes, modifications, or deletions of the provisions of this Policy to the full Board of Directors at its regularly scheduled meeting following the Committee's review.

ARTICLE VII MISCELLANEOUS

Section 7.01 The Company shall retain any records related to the investigation and resolution of a reported Concern as required by the Company's. All such records are considered privileged and strictly confidential.

Section 7.02 This Policy shall be distributed to all Company Individuals. Failure to comply with the Policy may result in discipline or removal, up to and including termination of employment or office.

Section 7.03 This Policy was adopted by the Company's Board of Directors at its meeting on June 2, 2023.

ARTICLE VIII ACKNOWLEDGMENT

Section 8.01 By acknowledging receipt of the employee handbook to which this Policy is appended, each Company Individual agrees to and confirms the following statements: “I received a copy of a copy of KULR Technology Group, Inc.’s (the “**Company**”) Whistleblower Policy (this “**Policy**”) and that I read it, understood it, and agree to comply with it. I understand that the Company has the maximum discretion permitted by law to interpret, administer, change, modify, or delete this Policy at any time with or without notice. No statement or representation by a supervisor or manager or any other employee, whether oral or written, can supplement or modify this Policy. Changes can be made only if approved in writing by the Board of Directors of the Company. I also understand that any delay or failure by the Company to enforce any policy or rule will not constitute a waiver of the Company's right to do so in the future. I understand that neither this policy nor any other communication by management representatives or any other employee, whether oral or written, is intended in any way to create a contract of employment.