

The LGL Group, Inc.

Corporate Governance Guidelines

These Corporate Governance Guidelines (the “Guidelines”) have been adopted by the Board of Directors (the “Board”) of The LGL Group, Inc. (“LGL Group” or the “Company”) in connection with its oversight of LGL Group’s management and business affairs. These Guidelines are not intended to change or interpret any law, regulation, rule, or the charter documents of LGL Group.

I. Composition of Board of Directors

Goal. The Board’s primary goal is to exercise its business judgment in a manner it reasonably believes to be in the best interest of LGL Group and its stockholders. In its efforts to achieve this goal, the Board monitors LGL Group’s performance. The Board also strives to ensure that controls are in place to assure that LGL Group’s management and employees operate in a legal and ethically responsible manner. LGL Group’s management is responsible to conduct LGL Group’s business and affairs under the Board’s oversight.

Independence of Directors. It is the policy of the Board that the Board be comprised of a majority who qualify as independent directors under the listing standards of the NYSE American LLC Company Guide (“NYSE American Rules”). Independence is determined by the Nominating Committee of the Board, in the exercise of business judgment, which reviews the relationships that each director has with the Company. The Board may adopt and disclose categorical standards to assist it in determining director independence.

Size of Board. LGL Group’s By-Laws (“By-Laws”) provide for a Board of 5 to 13 members. Within this range, the Board shall periodically evaluate the appropriate size of the Board and make any changes it deems appropriate.

Term Limits and Retirement. The Board has not established a retirement age or term limits for its members. The Board recognizes the value of continuity of directors who have experience with LGL Group and who have gained over a period of time a level of understanding about LGL Group and its operations that enable the director to make a significant contribution to the deliberations of the Board.

II. Conflicts of Interest and Other Commitments

The Board shall review annually the relationships that each director has with LGL Group (either directly or as a partner, stockholder or officer of an organization that has a relationship with LGL Group).

With respect to any matter under discussion by the Board, directors must disclose to the Board any potential conflicts of interest they may have and, if appropriate, refrain from voting on a matter in which they may have a conflict.

Each director is responsible for ensuring that other commitments do not conflict or materially interfere with the director’s responsibilities to LGL Group. To ensure that serving as a director of another company or any other change in circumstances such as employment, business or “immediate family”

relationships (as defined under the NYSE American Rules) would not conflict with his or her duties to LGL Group, need to be disclosed in LGL Group's proxy statement, or change the director's status under the NYSE American Rules, the director should consult the Chairman of the Board and the Secretary in advance of accepting an invitation to serve on another company's board and should report any such change to the Secretary.

III. Board Meetings

Frequency of Meetings. The full Board plans at least four meetings each year, with further meetings to occur (or action be taken by unanimous consent) at the discretion of the Board.

Director Attendance. Directors are expected to regularly attend Board meetings and meetings of committees on which they serve, to spend the time needed in preparation for such meetings and to meet as frequently as they deem necessary to properly discharge their responsibilities. In addition, directors should stay abreast of LGL Group's business and markets. To the extent reasonably practical, directors should review agendas and other meeting materials in advance of any Board or committee meetings.

Agenda for Board Meetings. The Chairman of the Board and the Secretary will establish and disseminate the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will periodically review with management LGL Group's long-term strategic plans.

Attendance of Management at Board Meetings. At the invitation of the Board, members of management recommended by the CEO attend Board meetings or portions thereof for the purpose of presenting information regarding a particular matter or participating in discussions. The Board is free to excuse members of management from meetings at any time.

Executive Sessions. The non-management directors (i.e., directors who are not LGL Group officers) will meet separately without management in regular executive sessions. The "independent" directors as defined in the NYSE American Rules will meet at least once a year in executive session.

IV. Director Responsibilities

The directors are responsible for exercising care, loyalty and good faith; acting in a manner they reasonably believe is in the best interests of LGL Group and its stockholders and in a manner consistent with their fiduciary duties. In fulfilling their responsibilities, directors may ask such questions and conduct such investigations as they deem appropriate, and may reasonably rely on the information provided to them by LGL Group's senior executives and its outside advisors and auditors. The directors shall be entitled to receive the benefits of indemnification and exculpation to the fullest extent permitted by law, LGL Group's certificate of incorporation and by-laws and any indemnification agreements, as applicable.

The Board believes that management speaks for LGL Group. Individual directors may, from time to time, expressly represent LGL Group in meetings or otherwise communicate with various third parties on LGL Group's behalf. It is expected that directors will do this with the knowledge of management and,

unless warranted by unusual circumstances or as contemplated by the committee charters, only at the request of management.

V. Board Committees

Standing Board Committees. The Company has three standing committees: the Audit Committee, the Compensation Committee, and the Nominating Committee. The purpose and responsibilities of each committee are described in charters adopted by the Board. All members of the Audit Committee, the Compensation Committee, and the Nominating Committee will be “independent” directors, as defined in the NYSE American Rules, except as may otherwise be permitted by the NYSE American Rules. In addition, Audit Committee members shall qualify under applicable provisions of the Securities Exchange Act of 1934 (as amended), the rules promulgated thereunder and applicable rules of the NYSE American.

Committee Assignments. Committee members shall be appointed by the Board to serve until their successors are duly appointed and qualify. The Board may designate the Chairman of the committee or, in the absence of a designation by the Board, the committee members shall designate the Chairman of the committee.

Committee Charters. Each committee shall have its own written charter. The charters will set forth the purpose, authority, and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment, committee structure and operations and how the committee reports to the Board. The charters of each committee will be reviewed periodically with a view toward delegating to the standing committees the full authority of the Board concerning specified matters appropriate to such committee.

Committee Meetings. The Chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee’s charter. The Chairman of each committee, in consultation with the appropriate members of the committee and management, will develop the committee’s agenda.

Other Committees. The Board may, from time to time, establish or maintain additional committees as it deems appropriate and delegate to such committees such authority permitted by applicable laws and LGL Group’s By-Laws as the Board sees fit.

VI. Director Access to Officers, Employees and Independent Auditors

Directors shall have full and free access to the officers and employees of LGL Group. Any meetings or contacts that a director wishes to initiate may be arranged directly by the directors or through the Chief Executive Officer(s) or the Secretary.

The Board and each Board committee shall have the power to hire legal, accounting, financial or other advisors as they may deem necessary in best judgment with due regard to cost. The Secretary of LGL Group will arrange for payment of the invoices of any such third party.

VII. Director Compensation

The form and amount of director compensation will be determined by the Compensation Committee in accordance with the policies and principles set forth in its charter, and the Compensation Committee will conduct an annual review of director compensation.

VIII. Director Orientation and Continuing Education

The Secretary, with the assistance of the Nominating Committee, shall establish, or identify and provide access to, appropriate orientation sessions or material for newly elected directors of LGL Group for their benefit either prior to or within a reasonable period of time after their nomination or election as a director. This orientation may include presentations by senior management to familiarize new directors with LGL Group's strategic plans, its significant financial, accounting and risk management issues, its compliance program, its Code of Business Conduct and Ethics and these Guidelines, its principal officers, and its internal and independent auditors.

The Secretary, with the assistance of the Nominating Committee, shall also identify or develop continuing education opportunities for non-management directors.

IX. Management Succession

The Board will discuss management succession planning at least once each year.

X. Performance Evaluation

The Board, with the assistance of the Nominating Committee, shall conduct an annual self-evaluation to determine whether the Board and its committees are functioning effectively. The full Board will discuss the evaluation to determine what action, if any, could improve Board and committee performance. The Board, with the assistance of the Nominating Committee, shall periodically review these Guidelines to determine whether than changes are appropriate.

XI. Conflicts between Corporate Governance Guidelines, Governing Documents and Applicable Laws and Regulations

These Guidelines are intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of LGL Group. While they should be interpreted in the context of applicable laws, regulations and listing requirements, as well as in the context of LGL Group's certificate of incorporation and bylaws, they are not intended to establish by their own force any legally binding obligations.

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Adopted by resolution of the Board of Directors on March 28, 2024.