

Turn Therapeutics Inc.

Related Person Transaction Policy

Adopted 9/11/, 2025

Introduction

This Policy was created and adopted by the Board of Directors (the “Board”) of Turn Therapeutics Inc. (the “Company”) to:

- assist the Board in reviewing, approving and ratifying related person transactions; and
- assist the Company in preparing the disclosure to be included in the Company's applicable filings as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and their related rules.

This Policy is intended to supplement, and not to supersede, our other policies that may be applicable to or involve transactions with Related Persons (as defined below), such as our policies for determining director independence and our Code of Business Conduct and Ethics.

Transactions Covered By This Policy

Transactions covered by this Policy include any Transaction (as defined below) which is or may be a Related Person Transaction, as defined herein.

For purposes of this Policy, the following definitions apply:

“Immediate Family Member” means a child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, or any person sharing the household (other than a tenant or employee).

“Related Person” means:

- any director or executive officer of the Company;
- any Immediate Family Member of a director or executive officer of the Company;
- any nominee for director and the Immediate Family Members of such nominee; and
- a 5% beneficial owner of the Company's voting securities or any Immediate Family Member of such owner.

“Related Person Transaction” means, subject to the Exceptions set forth below in this Policy, any Transaction involving the Company in which a Related Person has or will have a direct or indirect material interest, as determined by the Board or a Committee (as defined below).

“Transaction” means, since the beginning of the last fiscal year, any financial transaction, arrangement or relationship or any series of similar transactions, arrangements or relationships. The term also includes any currently proposed transactions, indebtedness and guarantees of indebtedness, and employment and similar relationships.

Person Responsible For Applying This Policy

Any Related Person Transaction must be approved or ratified by the audit committee of the Board (the **“Audit Committee”**), or if the Audit Committee determines otherwise, independent members of the Board or a designated committee thereof consisting solely of independent directors (the Audit Committee or such other committee, the **“Committee”**).

Reporting and Review

Each director, director nominee and executive officer shall promptly notify the Compliance Officer of any Transaction involving the Company and a Related Person that may be a Related Person Transaction. The notice shall include a complete description of the Transaction including:

- the name of the Related Person and the basis on which the person is a Related Person;
- the Related Person’s interest in the Transaction with the Company, including the Related Person’s position(s) or relationship(s) with, or ownership in, a firm, corporation, or other entity that is a party to, or has an interest in, the Transaction;
- the approximate dollar value of the amount involved in the Transaction;
- the approximate dollar value of the amount of the Related Person’s interest in the Transaction, which shall be computed without regard to the amount of profit or loss; and
- any other information regarding the Transaction or the Related Person in the context of the Transaction that could be material to investors in light of the circumstances of the particular Transaction.

The Compliance Officer may make an initial determination as to whether the Transaction constitutes a Related Person Transaction. As necessary, inquiries may be made of the director, executive officer or nominee for director (or their Immediate Family Members) as to the specific terms of the Transaction and the Related Person’s interest in the Transaction. The Compliance Officer will present any new Related Person Transactions to the Committee at its next occurring regular meeting.

Instead of determining initially whether the Transaction constitutes a Related Person Transaction, the Compliance Officer may instead present the Transaction to the Committee. The Committee shall then review the Transaction to determine whether the Related Person involved has a direct or indirect material interest in the Transaction.

In reviewing the Transaction or proposed Transaction, all relevant facts and circumstances shall be considered, including without limitation the commercial reasonableness of the terms, the benefit and perceived benefit, or lack thereof, to the Company, opportunity costs of alternate

transactions, the materiality and character of the Related Person's direct or indirect interest, and the actual or apparent conflict of interest of the Related Person.

All Transactions that are determined to be Related Person Transactions shall be approved or ratified by the Committee. The Committee will not approve or ratify a Related Person Transaction unless it shall have determined that, upon consideration of all relevant information, the Transaction is in, or not inconsistent with, the best interests of the Company and its stockholders.

If the Committee determines not to approve or ratify a Related Person Transaction (whether such Transaction is being reviewed for the first time or has previously been approved and is being reviewed), the Transaction will not be entered into or continued, as the Committee shall direct.

On an annual basis, the Committee shall review previously approved Related Person Transactions, under the standard described above, to determine whether such Transactions should continue.

Exceptions

Notwithstanding the foregoing, the following types of transactions are deemed not to create or involve a material interest on the part of the Related Person and will not be reviewed, nor will they require approval or ratification, under this Policy:

- Transactions involving the purchase or sale of products or services in the ordinary course of business, not exceeding \$120,000.
- Transactions involving the purchase or sale of products or services in the ordinary course of business involving a Related Person who is a Related Person by virtue of its ownership of the Company's common stock.
- Transactions in which the Related Person's interest derives solely from his or her service as a director of another corporation or organization that is a party to the transaction.
- Transactions in which the Related Person's interest derives solely from the direct or indirect ownership by such Related Person and all other Related Persons, in the aggregate, of less than 10% of the equity interest in another person (other than a general partnership interest) which is a party to the transaction.
- Transactions in which the Related Person's interest derives solely from his or her ownership of a class of equity securities of the Company and all holders of that class of equity securities received the same benefit on a pro rata basis.
- Transactions in which the Related Person's interest derives solely from his or her service as a director, trustee or officer (or similar position) of a bank depository of funds, transfer agent, registrar, trustee under a trust indenture or similar services, so long as such services to the Company are provided on an arm's length basis on terms comparable to those provided by such party to unrelated third parties.
- Transactions in which the Related Person's interest derives solely from his or her service as a director, trustee or officer (or similar position) of a not-for-profit

organization or charity that receives donations from the Company, which donations are made pursuant to the Company's matching program that is available on the same terms to all employees of the Company.

- Compensation arrangements of any executive officer, other than an individual who is an Immediate Family Member of a Related Person, if such arrangements have been approved or recommended to the Board by the Compensation Committee.
- Transactions that involve the recovery of erroneously awarded compensation.
- Director compensation arrangements, if such arrangements have been approved by the Nominating and Governance Committee.
- Transactions in which the rates or charges involved in the Transaction are determined by competitive bids and the lowest bid is accepted, or the Transaction involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.
- Indemnity payments made to directors and executive officers in accordance with the Company's Amended and Restated Certificate of Incorporation, By-laws and applicable laws.
- Transactions with a Related Person that are described in the Company's Registration Statement on Form S-1 dated September 2, 2025 (including any subsequent amendment thereto) that are not material to the Company.

Review

At each calendar year's first scheduled Board meeting, the Board shall review this Policy and make changes as appropriate.