

# MOELIS & COMPANY

## Corporate Governance Guidelines

*adopted as of April 15, 2014,  
amended as of April 27, 2026*

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “Board”) of Moelis & Company (the “Company”) to assist the Board in the exercise of its responsibilities. These Corporate Governance Guidelines are not intended to change or interpret any Federal or state law or regulation, including the General Corporation Law of the State of Delaware, or the Amended and Restated Certificate of Incorporation or the Amended and Restated Bylaws of the Company. These Corporate Governance Guidelines are subject to modification from time to time by the Board. A current version of the Corporate Governance Guidelines shall be posted on the Company’s website.

### **I. THE BOARD’S ROLE AND RESPONSIBILITIES**

#### **Role of Directors**

The business and affairs of the Company shall be managed by or under the direction of the Board. A director is expected to spend the time and effort necessary to properly discharge such director’s responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and committees on which such director sits, and to review prior to meetings material distributed in advance for such meetings. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Chair of the Board or the chairperson of the appropriate committee in advance of such meeting.

In addition, the Board acknowledges that effective directors maintain an attitude of constructive skepticism; they ask incisive, probing questions and require accurate, honest answers; they act with integrity and diligence; and they demonstrate a commitment to the Company, its business plans and long-term stockholder value.

#### **The Board’s Goal**

The Board’s primary goal is to build long-term value for the Company’s stockholders. To achieve this goal the Board will monitor both the performance of the Company (in relation to its goals, strategy and competitors) and, through the Compensation Committee, the performance of the Chief Executive Officer, and offer him constructive advice and feedback.

#### **Director Attendance at Annual Meetings of Stockholders**

Directors are expected to attend the Company’s annual meeting of stockholders. A director who is unable to attend the Company’s annual meeting of stockholders (which it is

understood will occur on occasion) is expected to notify the Chair of the Board.

## II. BOARD LEADERSHIP

The Board does not require the separation of the offices of the Chair of the Board (“Chairperson”) and the Chief Executive Officer. The Board shall be free to choose its Chair of the Board in any way that it deems best for the Company at any given point in time.

If the Chairperson is not an Independent Director (as defined below), the Independent Directors will designate one of the Independent Directors on the Board to serve as a lead Independent Director (the “**Lead Independent Director**”). If the Chairperson is an Independent Director, then the duties of the Lead Independent Director described herein shall be a part of the duties of the Chairperson. The specific duties and responsibilities of the Lead Independent Director include the following:

### *Meetings and Executive Sessions*

- Presides at all meetings of the Board at which the Chairperson is not present, including executive sessions of the Independent Directors.
- Has discretion to call executive sessions of the Independent Directors.
- Facilitates discussion and open dialogue among the Independent Directors during Board meetings, executive sessions and outside of Board meetings.

### *Liaison with the Chairperson and Management*

- Serves as the principal liaison between the Independent Directors and the Chairperson, without inhibiting direct communication between them.
- Communicates to the Chairperson and management, as appropriate, any decisions reached, suggestions, views or concerns expressed by Independent Directors in executive sessions or outside of Board meetings.
- Provides the Chairperson with feedback and counsel concerning the Chairperson’s interactions with the Board.
- May communicate directly with management regarding any decisions reached, suggestions, views or concerns expressed by Independent Directors in executive sessions or outside of Board meetings.

### *Oversight of Information Provided to the Board*

- Works with the Chairperson to develop and approve Board meeting agendas and meeting schedules, including to ensure that there is sufficient time for discussion of all agenda items.

- Works with the Chairperson on the appropriateness (including quality and quantity) and timeliness of the information provided to the Board.
- Authorizes the retention of advisors and consultants who report directly to the Board when appropriate.

#### *Board and Leadership Evaluation*

- In consultation with the Nominating and Governance Committee, reviews and reports on the results of the Board and Committee performance self-evaluations.
- Periodically meets with Independent Directors to discuss Board and Committee and Chairperson performance, effectiveness and composition.
- Coordinate with the CEO regarding the agenda for the annual review of the CEO succession plan.

#### *Stockholder Communication*

- If requested, and in coordination with executive management, is available for consultation and direct communication with stockholders.

#### *Crisis Management*

- Play an increased role in crisis management oversight, as appropriate under the circumstances.

The Lead Independent Director shall be appointed annually and serve until his or her successor is duly appointed and qualified, or until his or her earlier removal or resignation, or such time as he or she is no longer an Independent Director or such time as the Chairperson is an Independent Director. Although elected annually, the Lead Independent Director is generally expected to serve for more than one year.

## **IV. BOARD COMPOSITION**

### **Size of the Board**

The Board believes that it should have no fewer than three and no more than 11 directors. This range permits a broad range of experience without hindering effective discussion or diminishing individual accountability.

### **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, in each case in accordance with the Company's Amended and Restated Certificate of Incorporation, Amended and Restated Bylaws, the stockholders agreement, dated April 15, 2014, by and between the Company and Moelis & Company Partner Holdings LP and the

New York Stock Exchange listed company rules. 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 work with the Board to periodically review criteria for membership on the Board and the skills and characteristics required of Board members.

The Nominating and Corporate Governance Committee may apply all criteria it deems appropriate when recommending nominees, including (a) whether the nominee has the experience, knowledge and skills necessary to make a meaningful contribution to the Board's oversight of the business and affairs of the Company and (b) the nominee's reputation for honesty and ethical conduct in his or her personal and professional activities. Additional factors which the Nominating and Corporate Governance Committee may consider include a candidate's time availability in light of other commitments, the candidate's perspectives, experiences and background relative to the needs of the Board at the time, potential conflicts of interest, material relationships with the Company and independence from management and the Company.

### **Other Public Company Directorships**

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 Board of any proposed service on the board 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 that the members of its Board 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.

In addition, in recognition of the enhanced time commitments associated with membership on a public company's audit committee, a member of the Audit Committee shall provide prior written notice to the Chairperson of the Board of any proposed service on the audit committees of more than two other public companies.

### **Independence of the Board**

Pursuant to the rules of the New York Stock Exchange (the "NYSE"), the Company is required to have a majority of directors who qualify as independent directors ("Independent Directors").

### **Directors Who Change Their Present Job Responsibility**

Directors who are also employees of the Company are expected to resign from the Board at the same time they leave employment with the Company.

Directors shall tender their resignation from the Board in the event of any significant change in their primary job responsibilities. The Board does not believe that a director in this circumstance should necessarily leave the Board, but that the director's continued service should be re-evaluated. Accordingly, the Board (other than the director tendering his or her resignation) shall review the director's continuation on the Board in light of all the circumstances when considering whether to accept such proposed resignation or request that the director continue to serve on the Board.

### **Retirement Age**

It is the policy of the Board to avoid a mandatory retirement age, which would have the disadvantage of discontinuing the availability and contributions of directors who are otherwise capable and valuable members of the Board.

### **Director Tenure**

It is the policy of the Board to avoid limits on the tenure of directors, which have the disadvantage of discontinuing the availability and contributions of directors who have developed experience with, and insight into, the Company and its needs over a period of time.

### **Majority Voting**

The Company's Amended and Restated By-laws provide for a majority vote standard for the election of directors in an uncontested election. The Board expects that an incumbent director who fails to receive a majority of the votes cast in an election that is not a Contested Election (as defined in the Company's Amended and Restated Bylaws) and who tenders his or her resignation pursuant to the Company's Bylaws shall not participate in any proceedings by the Board or any committee thereof regarding whether to accept or reject such director's resignation, or whether to take other action with respect to such director.

## **V. BOARD MEETINGS**

### **Frequency of Meetings**

At least one regularly scheduled meeting of the Board shall be held quarterly.

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

The Chairperson in consultation with the Lead Independent Director shall set the agenda for each Board meeting. Each Board member shall be free to suggest to the Chair of the

Board inclusion of items on the agenda as well as free to raise at any Board meeting subjects 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**

The non-management directors of the Company shall regularly meet in executive session without management. The Lead Independent Director shall preside at such executive sessions, or in such director's absence, another Independent Director designated by the Lead Independent Director shall preside at such executive sessions.

In the event that the non-management directors include directors who are not independent under the NYSE listing standards, the Company should, at least once a year, schedule an executive session including only Independent Directors.

Any interested parties desiring to communicate with the Lead Independent Director and the other non-management directors regarding the Company may directly contact such directors by mailing such communication to:

Moelis & Company  
Attention: Lead Independent Director Office of the Secretary  
399 Park Avenue, 5<sup>th</sup> Floor  
New York, New York 10022

## **VI BOARD ACCESS**

### **Strategic Direction of the Company**

Generally, it is management's job to formalize, propose and implement strategic choices and the Board's role to approve strategic direction and evaluate strategic results. However, as a practical matter, the Board and management will be better able to carry out their respective strategic responsibilities if there is an ongoing dialogue among the Chief Executive Officer, other members of top management and other Board members. To facilitate such discussions, members of senior management who are not directors may be invited to participate in Board meetings or other Board functions when appropriate.

### **Board Access to Management**

Board members shall have access to the Company's management and, as appropriate, to the Company's outside advisors. Board members shall coordinate such access through the

Chief Executive Officer, the Chief Operating Officer or the Corporate Secretary and Board members will use judgment to assure that this access is not distracting to the business operation of the Company.

### **Attendance of Management Personnel at Board Meetings**

The Board encourages the Chief Executive Officer to bring members of management from time to time into Board meetings to (i) provide management insight into items being discussed by the Board which involve the manager; (ii) make presentations to the Board on matters which involve the manager; and (iii) bring managers with significant potential into contact with the Board. Attendance of such management personnel at Board meetings is at the discretion of the Board. Should the Chief Executive Officer desire to add additional members of management as attendees on a regular basis, this should be suggested to the Board for its concurrence.

## **VII BOARD COMPENSATION AND SELF-EVALUATION**

### **Board Compensation**

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

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 Company stock, options to purchase Company stock or similar compensation. The Compensation Committee will periodically review the level and form of the Company's director compensation, including how such compensation relates to director compensation of companies of comparable size, industry and complexity. Such review will also include a review of both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to organizations in which a director is affiliated and consulting or other similar arrangements between the Company and a director. Changes to director compensation will be proposed to the full Board for consideration.

Director's fees (including any additional amounts paid to chairs of committees and to members of committees of the Board) are the only compensation a member of the Audit Committee may receive from the Company; provided, however, that a member of the Audit Committee may also receive fixed amounts of compensation under a retirement plan (including deferred compensation) from the Company for prior service with the Company so long as such compensation is not contingent in any way on continued service.

### **Self-Evaluation by the Board**

The Nominating and Corporate Governance Committee, in consultation with the Lead Independent Director (when the Chairperson is not independent) or the Independent Chairperson, will coordinate an annual assessment of the Board's performance 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.

## **VIII. OTHER BOARD TOPICS**

### **Board Orientation and Continuing Education**

The Company shall provide new directors with a director orientation program to familiarize such directors with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, code of business conduct and ethics, corporate governance guidelines, principal officers, internal auditors and independent auditors. Each director is expected to participate in continuing educational programs in order to maintain the necessary level of expertise to perform his or her responsibilities as a director. The Company shall pay all reasonable expenses relating to continuing director education.

### **Board Interaction with Institutional Investors, Analysts, Press and Customers**

The Board believes that management generally should speak for the Company. It is suggested that each director shall refer all inquiries from institutional investors, analysts, the press or customers to the Chief Executive Officer or his or her designee.

## **X. COMMITTEE MATTERS**

### **Number and Names of Board Committees**

The Company shall have three standing committees: Audit, Nominating and Corporate Governance and Compensation. The purpose and responsibilities for each of these committees shall be outlined in committee charters adopted by the Board. The Board may want, from time to time, to form a new committee or disband a current committee depending on circumstances. In addition, the Board may determine to form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

### **Independence of Board Committees**

The Audit Committee shall be composed entirely of Independent Directors satisfying applicable legal, regulatory and stock exchange requirements necessary for an assignment to the Audit Committee, including the independence requirements under Rule 10A-3 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

Pursuant to NYSE rules, the Compensation Committee is composed entirely of Independent Directors, satisfying applicable legal, regulatory and stock exchange requirements.

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

The Nominating and Corporate Governance Committee shall be responsible for making recommendations to the Board with respect to the assignment of Board members to various committees and appointing the Chairperson and members to the committees on an annual basis.

The Nominating and Corporate Governance Committee shall annually review the committee assignments and shall consider the rotation of the committee chairperson and members with a view toward balancing the benefits derived from continuity against the benefits derived from the broad range of experience and viewpoints of the various directors. After reviewing the Nominating and Corporate Governance Committee's recommendations, the Board shall be responsible for appointing the chairpersons and members to the committees on an annual basis.

## **XI. EXECUTIVE DEVELOPMENT**

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

The Board shall be responsible for identifying potential candidates for, and selecting, the Company's Chief Executive Officer. In identifying potential candidates for, and selecting, the Company's Chief Executive Officer, 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 Chief Executive Officer**

The formal evaluation of the Chief Executive Officer shall be made in the context of the annual compensation review of the Compensation Committee, with input from the other non-management directors, and should be communicated to the Chief Executive Officer by the Chairperson of the Compensation Committee. The evaluation shall be based on such criteria as the Compensation Committee, with input from the other non-management directors, shall determine, including performance of the business and accomplishment of long-term strategic objectives.

### **Succession Planning**

The Chief Executive Officer will annually report to the Board on succession planning and management development. The Board shall annually evaluate succession planning with respect to the CEO and the executive officers. In addition, the Board should maintain an emergency succession plan in place in case of unforeseen events that may prevent the Chief Executive Officer from fulfilling his duties. The emergency succession plan is reviewed by the Board (or a committee designated by the Board) at least annually.

## **XII. ESG MATTERS**

The Board will conduct a periodic review of matters related to environmental, social and governance (“ESG”) (other than within the purview of other committees of the Board), including the overall ESG strategy, risk oversight, including, without limitation cybersecurity risk oversight, sustainability initiatives and stakeholder engagement. The Board will also periodically review and monitor the Company’s policies and initiatives in the areas of human capital and Company culture (other than within the purview of other committees of the Board).