

SEASTAR MEDICAL HOLDING CORPORATION
RELATED PARTY TRANSACTION POLICY
(as adopted October 20, 2022)

The Audit Committee of SeaStar Medical Holding Corporation (the "Company"), acting upon the recommendation of the management of the Company, has adopted the following policy with regard to Related Party Transactions (the "Policy"), as defined below.

I. Policy

Related Party Transactions, which are limited to those described in this Policy, shall be subject to the approval or ratification by the Audit Committee in accordance with this Policy.

II. Background

Our Code of Business Conduct and Ethics, which applies to all employees and directors, provides that all conflicts of interest should be avoided. Pursuant to Item 404 of Regulation S-K promulgated under the Act of 1933, as amended, certain transactions between the Company and certain related persons need to be disclosed in our filings with the Securities and Exchange Commission ("SEC"). In addition, under Section 144 of the Delaware General Corporation Law, certain transactions between the Company and our directors and officers may need to be approved by our Board of Directors (the "Board") or a duly authorized committee of the Board. Finally, SEC rules require our Board to assess whether relationships or transactions exist that may impair the independence of our outside directors. This Policy is intended to provide guidance and direction on Related Party Transactions.

III. Definition

A "Related Party Transaction" is any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, directly or indirectly involving any Related Party that would need to be disclosed under Item 404(a) of Regulation S-K, which may include, but is not limited to, current or proposed financial transaction arrangements or relationships, indebtedness or guarantees of indebtedness, investment contracts and certain charitable gifts. Under Item 404(a), the Company is required to disclose any transaction occurring since the beginning of the registrant's last fiscal year, or any currently proposed transaction, involving the Company where the amount involved exceeds \$120,000, and in which any related person had or will have a direct or indirect material interest. "Related Party Transaction" also includes any material amendment or modification to an existing Related Party Transaction.

"Related Party" means any person who is or was (since the beginning of the last fiscal year for which the Company has filed an Annual Report on Form 10-K and proxy statement, even if such person does not presently serve in that role):

- a director (which term when used herein includes any director nominee),
- an executive officer,
- a stockholder known by the Company to be the beneficial owner of more than 5% of the Company's common stock (a "5% stockholder"),
- or a person known by the Company to be an Immediate Family Member of any of the foregoing.

“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, or sister-in-law of a person, and any person (other than a tenant or employee) sharing the household of such person.

IV. Identification of Potential Related Party Transactions

Related Party Transactions will be brought to management's and the Audit Committee's attention in a number of ways. Each of our Audit Committee directors and executive officers are instructed and periodically reminded to inform the Office of the Secretary of any potential Related Party Transactions. In addition, each director and executive officer completes a questionnaire on an annual basis designed to, among other things, elicit information about any potential Related Party Transactions.

Any potential Related Party Transactions that are brought to our attention are analyzed by our legal counsel, in consultation with management, as appropriate, to determine whether the transaction or relationship does, in fact, constitute a Related Party Transaction requiring compliance with this Policy.

V. Review and Approval of Related Party Transactions

At each of its meetings, the Audit Committee will be provided with the details of each new, existing or proposed Related Party Transaction, including the terms of the transaction, the business purpose of the transaction, and the benefits to the Company and to the relevant Related Party. In determining whether to approve a Related Party Transaction, the Audit Committee will consider, among other factors, the following factors to the extent relevant to the Related Party Transaction:

- whether the transaction was undertaken in the ordinary course of business of the Company;
- whether the Related Party Transaction was initiated by the Company, any subsidiary or the Related Party;
- whether the terms of the Related Party Transaction are fair to the Company and on the same basis as would apply if the transaction did not involve a Related Party;
- whether there are business reasons for the Company to enter into the Related Party Transaction;
- whether the Related Party Transaction would impair the independence of an outside director; and
- whether the Related Party Transaction would present an improper conflict of interest for any director or executive officer of the Company, taking into account the size of the Related Party Transaction, the overall financial position of the director, executive officer or Related Party, the direct or indirect nature of the director's, executive officer's or Related Party's interest in the transaction and the ongoing nature of any proposed relationship, and any other factors the Audit Committee deems relevant.

Any member of the Audit Committee who has an interest in the Related Party Transaction under discussion will abstain from voting on the approval of the Related Party Transaction, but may, if so requested by the Chairperson of the Audit Committee, participate in some or all of the Audit Committee's discussions of the Related Party Transaction. Upon completion of its review of the transaction, the Audit Committee may determine to permit or to prohibit the Related Party Transaction.

A Related Party Transaction entered into without pre-approval of the Audit Committee shall not be deemed to violate this Policy, or be invalid or unenforceable, so long as the Related Party Transaction is brought to the Audit Committee as promptly as reasonably practical after it is entered into or after it becomes reasonably apparent that the Related Party Transaction is covered by this Policy.

VI. Ongoing Transactions

If a Related Party Transaction will be ongoing, the Audit Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Party. Thereafter, the Audit Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Party to ensure that they are in compliance with the Audit Committee's guidelines and that the Related Party Transaction remains appropriate.

VII. Standing Pre-Approval for Certain Interested Transactions

The Audit Committee has reviewed the types of Related Party Transactions described below and determined that each of the following types of Related Party Transactions shall be deemed to be pre-approved or ratified, as applicable, by the Audit Committee, even if the aggregate amount involved will exceed \$120,000, unless specifically determined otherwise by the Audit Committee. In connection with each regularly scheduled meeting of the Audit Committee, a summary of each new Related Party Transaction deemed pre-approved pursuant to this paragraph shall be provided to the Audit Committee for its review.

- **Employment of executive officers.** Any employment by the Company of an executive officer of the Company or any of its subsidiaries if: (a) the related compensation is reported in the Company's proxy statement or annual report on Form 10-K under Item 402 of Regulation S-K (generally applicable to "named executive officers"); or (b) the executive officer is not an Immediate Family Member of another executive officer or director of the Company, the related compensation would be reported in the Company's proxy statement or annual report on Form 10-K under Item 402 of Regulation S-K if the executive officer was a "named executive officer," and the Company's Compensation Committee approved (or recommended that the Board approve) such compensation.
- **Director compensation.** Any compensation paid to a director if the compensation is reported in the Company's proxy statement under Item 402 of Regulation S-K.
- **Certain transactions with other companies.** Any transaction with another company at which a Related Party's only relationship is as (a) an employee (other than an executive officer) or director, (b) a beneficial owner of less than 10%, together with his or her Immediate Family Members, of that company's outstanding equity, or (c) in the case of partnerships, a limited partner, if the limited partner, together with his or her Immediate Family Members, has an interest of less than 10% and the limited partner does not hold another position in the partnership, if the aggregate amount involved does not exceed the greater of \$200,000 or five percent of the other company's consolidated gross revenues.
- **Certain charitable contributions.** Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a Related Party's only relationship is as an employee (other than an executive officer), if the aggregate amount involved does not exceed the greater of \$200,000 or five percent of the charitable organization's total revenues.

- **Transactions where all stockholders receive proportional benefits**. Any transaction where the Related Party's interest arises solely from the 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 involving competitive bids**. Any transaction involving a Related Party where the rates or charges involved are determined by competitive bids.
- **Regulated transactions**. Any transaction with a Related Party involving 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.
- **Certain banking-related services**. Any transaction with a Related Party involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.
- **Indemnification**. Indemnification and advancement of expenses made pursuant to the Company's Certificate of Incorporation or Bylaws or pursuant to any agreement.

VIII. Existing Policies and Procedures

Related Party Transactions must also comply with the Company's existing policies and procedures, including the Code of Business Conduct and Ethics and Corporate Governance Guidelines.