

## BAIJIAYUN GROUP LTD

### RELATED PARTY TRANSACTION POLICY

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**(Adopted by the Board of Directors of Baijiayun Group Ltd, a Cayman Islands company (the “Company”), on September 9, 2023, effective upon the date thereof)**

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#### **A. Policy Statement**

The Company recognizes that Related Party Transactions (as defined below) can present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of the Company and its shareholders. Accordingly, as a general matter, it is the Company’s preference to avoid Related Party Transactions. Nevertheless, the Company recognizes that there are situations where Related Party Transactions may be in the best interests of the Company and its shareholders, including but not limited to situations where the Company may obtain products or services of a nature, quantity or quality, or on other terms, that are not readily available from alternative sources or where the Company provides products or services to Related Parties (as defined below) on an arm’s length basis on terms comparable to those provided to unrelated third parties or on terms comparable to those provided to employees generally. Therefore, the Company has adopted the procedures set forth below for the review, approval and ratification of Related Party Transactions.

The audit committee of the board of directors of the Company (the “**Committee**”) shall review this policy and the procedures set forth below (the “**Policy**”) at least annually and recommend any amendments that it deems necessary and appropriate to the board of directors of the Company (the “**Board**”) for consideration.

#### **B. Related Party Transactions**

For the purposes of this Policy, a “Related Party Transaction” is a transaction, arrangement, or relationship (or any series of similar transactions, arrangements or relationships) as defined in and/or required to be disclosed by Form 20-F.

#### **C. Related Party Master List**

The Company’s Legal Department, under the supervision of the Committee and with the assistance of the Company’s Finance Department, shall compile and maintain a master list of Related Parties. Directors and senior management members shall provide to the Legal Department such information as necessary for the preparation of the master list of Related Parties. Any person nominated to stand for election as a director or any person who is appointed as a director or a member of the senior management shall submit to the Legal Department the same information no later than the date of his or her nomination or appointment, as the case may be. Where practicable, the Legal Department shall request parties with significant influence over the Company by way of voting power to provide the Legal Department such information as necessary for the preparation of the master list of Related Parties.

Directors and members of the senior management are expected to notify the Legal Department of any updates to the information provided by them.

The Legal Department shall distribute the master list to (a) business unit and function/department leaders responsible for purchasing products or services for the Company or selling the Company’s products or services and (b) the Chief Financial Officer, financial controller, the director of accounts payable, the director of accounts receivable and other members of the finance, reporting and legal teams of the Company. The recipients of the master

list shall utilize the information contained therein, in connection with their respective business units, departments and areas of responsibility, to effectuate this Policy.

#### **D. Review and Oversight Procedures**

The Committee shall review and oversee on an ongoing basis all Related Party Transactions that are identified as such (including amendments thereto) following below procedures:

1. Prior to entering into any transaction that can reasonably be deemed as a Related Party Transaction, the relevant officers or function/department leaders who have previously received the master list of Related Parties and are responsible for the proposed transaction shall report to the Legal Department of the facts and circumstances of the proposed transaction, including: (i) the potential Related Party's relationship to the Company and interest in the transaction; (ii) the material facts of the proposed transaction, including the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal that would be involved; (iii) the benefits to the Company and its shareholders of the proposed transaction; (iv) if applicable, the availability of other sources of comparable products or services; and (v) if applicable, an assessment of whether the proposed transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally. In the event the notice is provided to the Legal Department by someone other than the business unit or function/department leader responsible for the proposed transaction, a member of the Legal Department shall meet with the relevant business unit or function/department leader to confirm and supplement the information provided in the original notice. The Legal Department shall assess whether the proposed transaction is a Related Party Transaction for purposes of this Policy.
2. If the Legal Department determines that the proposed transaction is a Related Party Transaction, the proposed transaction, together with supporting and related materials, shall be submitted to members of the Committee for consideration.
3. Members of the Committee shall consider all of the relevant facts and circumstances available to the Committee, including (where applicable) but not limited to: the benefits to the Company; the impact on a director's independence in the event the Related Party is a director, an immediate family member of a director or an entity in which a director is a partner, shareholder or executive officer; the availability of other sources for comparable products or services; the terms of the transaction; and the terms available to unrelated third parties or to employees generally and that the terms are no less favorable to the Company than that of an unrelated third party. No member of the Committee shall participate in any review, consideration or oversight of any Related Party Transaction with respect to which such member, any of his or her immediate family members or any enterprise in which such director owns, directly or indirectly, a substantial interest in voting power or over which such director is able to exercise significant influence is the Related Party.

#### **E. Disclosure**

The Legal Department and the securities law reporting team of the Company shall ensure that all Related Party Transactions that are required to be disclosed in the Company's filings with the Securities and Exchange Commission, as required by the Securities Act of 1933 and the

Securities Exchange Act of 1934 and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

The material features of this Policy may be disclosed in the Company's annual report on Form 20-F or other filings with the Securities and Exchange Commission, as required by applicable laws, rules and regulations.