

**McKinley Acquisition Corporation**  
**Related Party Transactions Policy**  
(Adopted on August 11, 2025)

**I.     Policy Statement**

McKinley Acquisition Corporation (the “**Company**”) recognizes that Related Party Transactions (as defined below) can present potential or actual conflicts of interest and may raise questions among stockholders as to whether those transactions are consistent with the best interests of the Company. Nevertheless, the Company recognizes that there are situations where Related Party Transactions may be in, or may not be inconsistent with, the best interests of the Company 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 when 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 controls and procedures set forth below for the review and approval (or ratification if applicable) of Related Party Transactions.

The requirements and procedures set forth in this Policy are non-exclusive of and should be read in conjunction with other Company policies, codes, guidelines and procedures. As a general matter, when there is a conflict between internal policies, the more restrictive will govern. Questions about this Policy should be directed to the Chief Financial Officer.

**II.    Definitions**

For the purposes herein:

- A “Related Party” means : (i) the Company’s directors, nominees for director or officers or any person who has served in such roles since the beginning of the most recent fiscal year, even if he or she does not currently serve in that role; (ii) any record or beneficial owner of more than 5% of any class of the Company’s voting securities; (iii) any Immediate Family Member of any of the foregoing if the foregoing person is a natural person; and (iv) any other person who maybe a “related person” pursuant to Item 404 of Regulation S-K under the Securities Exchange Act of 1934, as amended.
- “Immediate Family Members” means children, stepchildren, parents, stepparents, spouses, siblings, in-laws, and any person sharing the household of the director, executive, nominee or more than 5% beneficial owner (except tenants and employees).
- A “Related Party Transaction” means any individual or series of financial transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) (i) in which the Company or any of its subsidiaries was, is or will be a participant, (ii) the amount of which exceeds (or is reasonably expected to exceed) the lesser of \$120,000 or 1% of the average of the Company’s total assets at year end for the prior two completed fiscal years in the aggregate over the duration of the transaction (without regard to profit or loss)

(the “**Transaction Value**”); and (iii) in which any Related Party had, has or will have a direct or indirect material interest. This also includes any material amendment or modification to an existing Related Party Transaction. Notwithstanding the foregoing, a “Related Party Transaction” does not include transactions available to all employees generally.

### III. Audit Committee Approval

No officer or director of the Company shall knowingly enter into a Related Party Transaction in violation of this Policy. Anyone seeking approval of a potential Related Party Transaction shall provide notice to the Chief Financial Officer of the facts and circumstances relative to the proposed Related Party Transaction, including, to the extent known:

- the Related Party’s relationship to the Company and interest in the transaction;
- the material facts of the proposed Related Party Transaction, including the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal that would be involved;
- the benefits to the Company of the proposed Related Party Transaction;
- if applicable, the availability of other sources of comparable products or services; and
- an assessment of whether the proposed Related Party Transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally.

If the Chief Financial Officer affirms that the proposed transaction is a Related Party Transaction, the proposed Transaction shall be submitted to the Audit Committee (the “**Committee**”) for consideration as soon as practicable. The Committee shall consider all of the relevant factors, including but not limited to (if and to the extent applicable):

- the relevant facts and circumstances of each related party transaction, including if the transaction is on terms comparable to those that could be obtained in arm’s-length dealings with an unrelated third party,
- the extent of the related party’s interest in the transaction,
- whether the transaction contravenes our code of ethics or other policies,
- whether the audit committee believes the relationship underlying the transaction to be in the best interests of the company and its shareholders and
- if the related party is a director or an immediate family member of a director, the effect that the transaction may have on a director’s status as an independent member of the board and on his or her eligibility to serve on the board’s committees.

No member of the Committee shall participate in any review, consideration or approval of any Related Party Transaction with respect to which such member or any of his or her immediate family members is the Related Party. However, such member shall provide all material information concerning the Related Party Transaction to the Committee.

The Committee, in its sole discretion, may impose such conditions as it deems appropriate on the Company or the Related Party in connection with the approval of the Related Party Transaction.

#### IV. Ongoing Transactions

If a Related Party Transaction will be ongoing, the Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Party. Thereafter, the 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 Committee's guidelines and that the Related Party Transaction remains appropriate.

#### V. Pending and Completed Related Party Transactions

In the event an executive officer or director of the Company becomes aware of a Related Party Transaction that has not been previously approved or ratified under this Policy, he or she shall notify the Chief Financial Officer to facilitate the following review.

1. If the Related Party Transaction is pending or ongoing, the facts and circumstances relative to the transaction will be submitted to the Committee promptly and the Committee shall then consider all of the relevant factors described in Section III above. Based on such review, the Committee shall evaluate alternatives relative to the transaction, including but not necessarily limited to ratification, amendment or termination of the Related Party Transaction.

2. If the Related Party Transaction is completed, the Committee shall evaluate the transaction taking into account the relevant factors described in Section III above to determine whether rescission of the transaction and/or any disciplinary action (assuming the Related Party involves an executive officer or director of the Company) is appropriate. Depending on the circumstances, the Committee may also request that the Chief Financial Officer re-evaluate the Company's controls and procedures relative to identification and administration of potential Related Party Transactions and determine whether any changes should be recommended for approval by the Committee.

#### VI. Standing Pre-Approval for Certain Interested Transactions

The 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 Committee, even if the aggregate amount involved will exceed the Transaction Value, unless specifically determined otherwise by the Committee. In connection with each regularly scheduled meeting of the Committee, a summary of each new Related Party Transaction deemed pre-approved pursuant to this paragraph shall be provided to the Committee for its review.

1. Employment of executive officers. Any employment relationship or transaction between the Company and an executive officer of the Company or any of its subsidiaries, and any related compensation solely resulting from that employment relationship or transaction, if:
  - a. the related compensation is reported in the Company's proxy statement pursuant to 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 pursuant to 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; or
  - c. the transaction involves the recovery of erroneously awarded compensation, computed as provided in Rule 5608(b) of the Nasdaq Listing Rules and Section 10D-1(b)(1)(iii) of the Securities Exchange Act of 1934, that is disclosed pursuant to Item 402 of Regulation S-K.
- 2. Director compensation. Any compensation paid to a member of the Board if the compensation is reported in the Company's proxy statement pursuant to Item 402 of Regulation S-K.
- 3. Indemnification. Indemnification and advancement of expenses made pursuant to the Company's Certificate of Incorporation or Bylaws or pursuant to any agreement.
- 4. Business Combination Payments. Payment of fees (including advisory fees), reimbursements or cash payments to the Company's Sponsor, officers or directors, or their affiliates, for services rendered to the Company prior to or in connection with the completion of an initial business combination, including the following payments, all of which, if made prior to the completion of an initial business combination, will be paid from working capital:
  - a. Repayment of up to an aggregate of \$185,000 in loans made to the Company by the sponsor to cover offering-related and organizational expenses;
  - b. Payment to the sponsor for technology, software, computer systems, administrative support, secretarial services and infrastructure in the amount of \$10,000 per month;
  - c. Payment of consulting, success or finder fees to our independent directors, advisors, or their respective affiliates in connection with the consummation of an initial business combination;
  - d. Reimbursement for any out-of-pocket expenses related to identifying, investigating, negotiating and completing an initial business combination; and
  - e. Repayment of loans which may be made by the sponsor or an affiliate of the sponsor or certain of the Company's officers and directors to finance transaction costs in connection with an intended initial business combination. Up to \$1,500,000 of such loans may be convertible into private placement units of the post-business combination entity at a price of \$10.00 per unit at the option of the lender. Such units would be identical to the private placement units sold in connection with the Company's initial public offering.

## VII. Reporting and Disclosure

Any material Related Party Transaction or disciplinary action (as discussed in Section V above) shall be disclosed to the full Board of Directors.