

# AixCrypto Holdings Inc.

## Code of Business Conduct and Ethics

### I. Preamble and Purpose

**Regulatory Basis.** The Board of Directors of AixCrypto Holdings Inc. (the "Company") adopts this Code of Business Conduct and Ethics pursuant to: (a) Section 406(c) of the Sarbanes-Oxley Act of 2002; (b) Item 406 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (the "SEC"); (c) Nasdaq Listing Rules 5610 and IM-5610; (d) the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"); and (e) Section 21F of the Dodd-Frank Wall Street Reform and Consumer Protection Act. This Code is the sole code of ethics adopted by the Company for purposes of Item 406 of Regulation S-K and Nasdaq Listing Rule 5610 and is publicly available at [www.aixcrypto.ai/legal](http://www.aixcrypto.ai/legal).

**Purpose.** This Code is designed to deter wrongdoing and to promote: (a) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest; (b) full, fair, accurate, timely, and understandable disclosure in all SEC filings and public communications; (c) compliance with applicable laws, rules, and regulations; (d) prompt internal reporting of violations; and (e) accountability for adherence to this Code.

**Scope.** This Code applies to all directors, officers, employees, consultants, contractors, and temporary employees of the Company (collectively, "Covered Persons"). No individual, regardless of position or seniority, may authorize actions that are illegal or that violate this Code. Conduct that violates this Code cannot be justified by claiming it was ordered by a supervisor or person in higher management.

**Related Policies.** This Code operates together with the Company's Insider Trading Policy and all other subject-matter-specific policies issued by the Company from time to time, including the Anti-Bribery and Corruption Policy. In the event of any conflict between this Code and a subject-matter-specific policy, the subject-matter-specific policy controls with respect to that specific subject.

### II. Honest and Ethical Conduct

**Duty of Integrity.** Each Covered Person owes a duty to the Company to act with integrity at all times. Integrity requires, among other things, being honest, fair, and candid. Deceit, dishonesty, and subordination of principle are inconsistent with integrity. Service to the Company must never be subordinated to personal gain, violations of law or regulation, or unscrupulous dealings with any party.

**Compliance with Law.** Covered Persons shall respect and comply with all applicable laws, rules, and regulations of the United States and all other jurisdictions in which the Company conducts business or in which the Company's securities are traded. Covered Persons are expected to understand the laws applicable to their specific roles and to seek guidance from their supervisor, Head of Legal, or the Legal Department whenever in doubt.

**Special Obligations of Senior Financial Officers.** The Company's principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions bear

special individual responsibility for ensuring the accuracy, completeness, and timeliness of all reports and documents filed with the SEC, including Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K. Any known or suspected inaccuracy or omission in a filed or draft SEC document must be reported immediately to the Legal Department and the Audit Committee.

**Fair Dealing.** Covered Persons shall not take unfair advantage of any person through manipulation, concealment, abuse of confidential or privileged information, misrepresentation of material facts, or any other unfair dealing practice. The Company's business is founded on fair and transparent dealings with all counterparties.

### **III. Conflicts of Interest**

**General Prohibition.** Each Covered Person must avoid conflicts of interest as well as situations that give the appearance of a conflict. A conflict of interest exists when a Covered Person's private interest interferes, or appears to interfere, with the interests of the Company or with that Covered Person's duties to the Company. Conflicts of interest are prohibited except as approved or waived in writing by the Board of Directors or the Audit Committee.

**Situations Giving Rise to Conflicts.** Without limiting the generality of the foregoing, a conflict of interest may arise when a Covered Person: (a) holds a material financial interest in a competitor, customer, or supplier (a holding of less than one percent (1%) of a publicly traded company's outstanding securities, without any supervisory responsibility over the relevant business relationship, is generally not a conflict); (b) uses Company resources, information, or opportunities for personal gain; (c) has a supervisory or approval role in business decisions that involve a family member or close personal associate; (d) serves as a director, advisor, or compensated employee of an outside entity that competes with or does business with the Company; or (e) receives gifts, payments, services, or other benefits — including digital assets — that could impair the Covered Person's judgment or give the appearance of improper influence.

**Disclosure Obligation.** Covered Persons must disclose any actual or potential conflict of interest to Head of Legal or the Legal Department promptly upon becoming aware of the conflict, and must update their disclosure if circumstances change. Covered Persons who are unsure whether a situation gives rise to a conflict should seek guidance before acting.

**Corporate Opportunities.** Covered Persons may not appropriate for personal benefit any business opportunity that they become aware of through their role with the Company, may not compete with the Company in any line of business, and may not use Company resources for personal commercial purposes without prior written authorization.

### **IV. Gifts, Entertainment, and Political Contributions**

**Standard.** Covered Persons may give or receive gifts and entertainment only when: (a) not in the form of cash or cash equivalents (including gift cards, stablecoins, or any other digital asset); (b) provided for a legitimate business purpose with no expectation of any business decision in return; (c) consistent with the recipient organization's policies; and (d) would not cause a reasonable and informed observer to conclude that improper influence exists. Any gift or entertainment that exceeds common courtesies consistent with accepted business practices, or that could cause a reasonable observer to question the independence of the recipient's judgment, requires the prior written approval of Head of Legal.

**Government Officials.** Providing any gift, entertainment, or other item of value to any government official of any jurisdiction — regardless of amount — requires the prior written approval of the Legal Department, and all such interactions must be documented in writing. No local custom or practice constitutes an exception to this requirement.

**Political Contributions.** Covered Persons may not make contributions to any political party, political action committee, or political candidate on behalf of the Company or using Company resources, equipment, or facilities. Personal political contributions are permitted as provided by law, but may not be made during working hours, using Company equipment, or in a manner that could be perceived as Company-sponsored.

## **V. Insider Trading and Confidentiality**

**Prohibition on Insider Trading.** No Covered Person who is in possession of material nonpublic information ("MNPI") regarding the Company, or any other company with which the Company does business, may directly or indirectly buy, sell, or otherwise trade in the securities of that company, or cause or recommend that any other person do so, until such information has been publicly disclosed and at least one full Trading Day has elapsed. Tipping — directly or indirectly disclosing MNPI to any other person so that they may trade — is equally prohibited. The Insider Trading Policy sets out a detailed illustrative list of what constitutes MNPI, including financial results, major transactions, changes in senior management, significant cybersecurity incidents, and — to the extent relevant to the Company's activities — material changes in digital asset holdings, planned token transactions, and regulatory actions.

**Trading Windows and Blackout Periods.** Covered Persons subject to the Insider Trading Policy may only trade Company securities during the permitted trading windows described therein. The Company may impose event-specific blackout periods in addition to the standard quarterly blackout. Full details, including the definition of a Trading Day and cooling-off period rules, are set out in the Insider Trading Policy.

**Pre-Clearance.** Restricted Persons, as designated from time to time by Head of Legal, must obtain pre-clearance before engaging in any transaction in Company securities. Directors and executive officers are automatically designated as Restricted Persons. Pre-clearance procedures, timing requirements, and trade reporting obligations are set out in the Insider Trading Policy.

**Prohibited Transactions.** Restricted Persons and their household family members may not: (a) enter into hedging or monetization transactions involving Company securities, including any purchase or sale of options or other derivative instruments; (b) sell Company stock short; (c) hold Company securities in a margin account; or (d) pledge Company securities as collateral for a loan. Full details are in the Insider Trading Policy.

**Confidentiality.** Covered Persons must not discuss internal Company matters or developments with any person outside of the Company except as required in the performance of their regular duties. This obligation applies specifically to inquiries from the press, investment analysts, and other members of the financial community. Covered Persons who receive such inquiries should decline comment and refer the inquiry to the Legal Department. Confidentiality obligations survive termination and are not time-limited.

## **VI. SEC Disclosure and Financial Integrity**

**Accurate Books and Records.** All books, records, and financial reports of the Company must be accurate, complete, and maintained in accordance with U.S. Generally Accepted Accounting Principles (GAAP) and applicable SEC disclosure requirements. No Covered Person may make, or cause to be made, a false or misleading entry in the Company's financial records, falsify or conceal information, or omit a material fact necessary to avoid a misleading impression.

**Form 10-K.** The Company's Annual Report on Form 10-K must include audited financial statements, Management's Discussion and Analysis, and all other disclosures required under the Exchange Act and applicable SEC rules. The principal executive officer and principal financial officer are required to certify the accuracy of Form 10-K pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act.

**Form 10-Q.** The Company's Quarterly Reports on Form 10-Q must be accurate, consistent with GAAP, and timely filed with the SEC. The principal executive officer and principal financial officer provide certifications under Sections 302 and 906 of the Sarbanes-Oxley Act for each Form 10-Q.

**Form 8-K.** The Company is required to file a Current Report on Form 8-K with the SEC to disclose certain material events promptly after they occur, including but not limited to: entry into or termination of material agreements; completion of an acquisition or disposition of assets; results of operations; departure or appointment of directors or principal officers; amendments to or waivers of this Code (see Section XIV); and other events specified in the SEC's Form 8-K instructions. Any Covered Person who becomes aware of a potentially reportable event must immediately notify the Legal Department.

**Prohibition on Fraudulent Reporting.** The Company strictly prohibits all forms of fraudulent financial reporting, including manipulation of revenue recognition, inflation of assets, concealment of liabilities, and the use of complex or circular structures to circumvent disclosure requirements.

**Record Retention.** Covered Persons must comply with the Company's record retention policy and all applicable legally mandated retention periods. Following the commencement of any known or anticipated litigation, investigation, or regulatory proceeding, no related documents or records may be destroyed, altered, or concealed. Improper destruction of records may constitute obstruction of justice.

## **VII. Company Assets and Intellectual Property**

**Protection of Assets.** Covered Persons must protect and ensure the efficient use of all Company assets, tangible and intangible, including office equipment, technology systems, software code repositories, blockchain infrastructure, AI model assets, brand assets, and research and development materials. Theft, loss, misuse, carelessness, and waste of Company assets are prohibited.

**Authorized Use.** Company property, equipment, systems, and personnel time may not be used for personal benefit without prior written authorization from the Audit Committee, except as part of a compensation or expense reimbursement program made available to all eligible Covered Persons.

**Intellectual Property.** All work product created by Covered Persons in the course of their engagement with the Company — including source code, algorithms, AI models, smart contracts, designs, and written materials — is the exclusive intellectual property of the Company. Covered Persons may not assert personal ownership over such work product, and may not disclose, transfer, license, or commercialize it without prior written authorization.

**Post-Termination Obligations.** Covered Persons' obligations with respect to the Company's proprietary information and trade secrets survive the termination of their engagement and are not time-limited. The

scope and duration of any applicable non-competition obligation shall be governed by the individual's employment or consulting agreement.

## **VIII. Digital Assets and Emerging Business Lines**

**Primary Business.** The Company operates at the intersection of artificial intelligence and blockchain technology, developing AI-powered products, decentralized finance infrastructure, and real world asset (RWA) tokenization solutions that bridge traditional financial markets with Web3 ecosystems. The Company has discontinued all active operations in oncology and immunology. The Company maintains certain passive, non-operational interests in third-party ventures commercializing legacy intellectual property. We do not allocate management time or capital to these interests. The following minimum standards apply whenever the Company's business involves digital assets in any capacity, whether as a primary activity or ancillary to the Company's core operations.

**Public Statements.** No Covered Person may make any public statement regarding whether any Company token, point, reward unit, or digital asset constitutes a security, commodity, digital collectible, digital tool, stablecoin, or otherwise concerning its legal status, investment return, future value, or liquidity, without the prior written approval of the Legal Department. Guaranteed return representations and misleading performance statements are strictly prohibited.

**AML and KYC.** Any Company business activity involving digital assets must comply with all applicable anti-money laundering (AML) and know-your-customer (KYC) requirements. Covered Persons must report any suspicious transaction or suspected illegal fund movement to the Legal Department immediately.

**Technical Disclosure.** Personnel responsible for developing or managing any blockchain-related code, smart contracts, or digital asset infrastructure must immediately report to the Legal Department any known vulnerability, functional discrepancy, or material security risk in such systems.

**Digital Asset Trading Restrictions.** The prohibition on insider trading set out in Section VI of this Code applies equally to trading in digital assets, tokens, stablecoins, and any other instruments connected to or influenced by the Company's business activities, to the extent such instruments are deemed securities or are economically linked to material nonpublic information about the Company. No Covered Person may trade in any such instrument while in possession of material nonpublic information about the Company's digital asset holdings, planned token issuances, RWA transactions, stablecoin activities, or regulatory status.

## **IX. Anti-Corruption, Anti-Bribery, and Anti-Money Laundering**

**Applicable Law.** The Company strictly complies with the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act 2010, and all other applicable anti-corruption and anti-bribery laws.

**Prohibition on Bribery.** No Covered Person may offer, give, promise, solicit, or accept anything of value — including cash, gifts, entertainment, travel, or digital assets — as consideration for obtaining or retaining business or for any other improper business advantage. This prohibition applies to interactions with both private parties and government officials, and includes any payment through intermediaries. Facilitating payments are prohibited without exception.

**Government Officials.** Any improper benefit provided to a government official of any jurisdiction may result in criminal prosecution and substantial civil penalties. This is among the Company's most strictly enforced prohibitions.

**Digital Asset Payments.** Payments made in tokens, stablecoins, NFTs, or other digital assets are fully subject to anti-bribery, AML, and sanctions compliance requirements. All such payments must have adequate business justification, supporting compliance documentation, and satisfy applicable reporting requirements.

## **X. Fair Treatment and Workplace Conduct**

**Equal Employment Opportunity.** The Company is committed to equal employment opportunity in all employment-related matters, including recruitment, promotion, compensation, training, and termination, without regard to race, color, religion, sex, national origin, age, disability, or any other characteristic protected by applicable law.

**Prohibition on Harassment.** The Company strictly prohibits all forms of harassment, including sexual harassment and harassment based on any protected characteristic, and any conduct that creates a hostile, intimidating, or offensive work environment. This prohibition applies to the physical workplace, remote and virtual work environments, work-related events, and all interactions conducted on behalf of the Company.

**Safe Workplace.** The Company is committed to providing a safe and healthy work environment and to compliance with all applicable occupational health and safety laws and regulations. Any concern that may affect workplace safety must be reported immediately to management or the Human Resources Department.

## **XI. Environmental Responsibility**

**Environmental Compliance.** Covered Persons must understand and comply with the environmental laws and regulations applicable to their specific roles. Questions regarding environmental compliance should be directed to Head of Legal or the Legal Department.

## **XII. Reporting Violations, Whistleblower Protection, and Non-Retaliation**

**Duty to Report.** Covered Persons are responsible for reporting any known or suspected violation of this Code, the Insider Trading Policy, or any other Company policy, as well as any improper business conduct or illegal activity. Reports may be made to: (a) a direct supervisor; (b) the Legal Department (legal@aixcrypto.ai); (c) the Audit Committee; or (d) the Company's anonymous ethics reporting hotline (ethics@aixcrypto.ai). All reports are presumed to be made in good faith absent clear and convincing evidence to the contrary.

**SEC Whistleblower Rights — Dodd-Frank.** Pursuant to Section 21F of the Dodd-Frank Wall Street Reform and Consumer Protection Act and SEC whistleblower rules, Covered Persons have the right to report suspected violations of federal securities law directly to the SEC, the Department of Justice, Congress, or any governmental agency or Inspector General, without prior authorization from the

Company and without any obligation to notify the Company beforehand. Nothing in this Code or the Insider Trading Policy prohibits, limits, or conditions the exercise of this right.

**Non-Retaliation.** The Company strictly prohibits any form of retaliation against any Covered Person who, in good faith, reports a concern, raises an ethics issue, or cooperates in any investigation under this Code or the Insider Trading Policy. Retaliatory conduct — including demotion, reassignment, intimidation, threats, or termination — is itself a serious violation of this Code, regardless of the seniority of the person engaging in it.

**Investigation Procedure.** All reports will be investigated on a confidential basis by the Legal Department or designated investigators. Covered Persons who are the subject of an investigation will have a reasonable opportunity to present their position before any final finding is made. Determinations of violations shall be based on clear, objective standards and sufficient factual evidence.

### **XIII. Annual Certification and Training**

**Annual Training.** All Covered Persons, including members of the Board of Directors and Executive Officers, shall complete a single, unified Annual Compliance Certification. This process is administered through the Company's human resources information system.

**New Hire Training.** Newly engaged Covered Persons must complete initial compliance training and submit a signed certification within thirty (30) business days of their engagement start date.

**Record-Keeping.** The Human Resources Department is responsible for maintaining a record of all completed training and signed certifications.

### **XIV. Enforcement, Waivers, and Amendments**

**Enforcement.** This Code is enforced by the Company's senior management, Head of Legal, and the Board of Directors with respect to directors and executive officers. Violations will result in appropriate preventive or disciplinary action, up to and including reassignment, demotion, or dismissal, and — where the violation constitutes criminal conduct or another serious violation of law — referral to appropriate governmental authorities. Disciplinary action may be taken regardless of whether any civil or criminal proceeding has been initiated or concluded.

**Waivers.** Any waiver of any provision of this Code for a director or executive officer may be approved only by the full Board of Directors or a committee thereof (currently the Audit Committee) and must be documented in writing. Waivers for other Covered Persons shall be approved pursuant to standards promulgated by the Board.

**Mandatory Disclosure of Waivers — Form 8-K.** Pursuant to Nasdaq Listing Rule 5610 and Item 5.05 of Form 8-K, any waiver of any provision of this Code granted to a director or executive officer must be publicly disclosed within four (4) business days of approval, either by: (a) filing a Current Report on Form 8-K pursuant to Item 5.05; or (b) posting disclosure on the Company's website at [www.aixcrypto.ai/legal](http://www.aixcrypto.ai/legal) maintained for at least twelve (12) months and retained for at least five (5) years. Each disclosure must include the nature of the waiver, the name of the individual to whom it was granted, and the date of the waiver.

**Implicit Waivers.** A failure by the Company to take action within a reasonable period of time with respect to a known violation of this Code by a director or executive officer may itself constitute an

implicit waiver subject to the Form 8-K disclosure requirement described in the Mandatory Disclosure of Waivers provision above. Head of Legal is responsible for ensuring that all known violations are addressed in a timely manner.

**Amendments.** Any material amendment to this Code must be approved by the Audit Committee or the full Board of Directors, publicly disclosed pursuant to Item 5.05 of Form 8-K, and communicated promptly to all Covered Persons.

**No Rights Created.** This Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of the Company's business. It is not intended to, and does not, create any rights in any director, officer, employee, consultant, contractor, stockholder, or any other person or entity. This Code does not constitute an employment contract, a contract for the provision of services, or an assurance of continued employment or engagement with the Company. The Company may amend or modify this Code at any time in accordance with the Amendments provision of this Section.

## **XV. Contact Information**

For questions or guidance regarding this Code, please contact:

**Legal Department:** [legal@aixcrypto.ai](mailto:legal@aixcrypto.ai)

**Anonymous Ethics Hotline (including SEC whistleblower matters):** [ethics@aixcrypto.ai](mailto:ethics@aixcrypto.ai)

**Investor Relations:** [ir@aixcrypto.ai](mailto:ir@aixcrypto.ai)

**Company Address:** AIxCrypto Holdings Inc., El Segundo, California, United States

**Website:** [www.aixcrypto.ai/legal](http://www.aixcrypto.ai/legal)

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