

AIXCrypto Holdings, Inc.

Corporate Governance Guidelines

I. Board Composition

Responsibilities

The Board is elected by the Company's stockholders to oversee the Company's management of the business and affairs of the Company and ensure that the long-term interests of the stockholders are served. The Board is the ultimate decision-making authority within the Company, except with respect to those matters, including but not limited to the election of directors, that are reserved for the Company's stockholders. Each director is expected to discharge his or her duties in good faith and in a manner the director reasonably believes are in the best interests of the Company.

Board Size

The Board shall consist of such number of members as the Board determines appropriate from time to time, subject to compliance with the Company's certificate of incorporation and bylaws then in effect. The Nominating and Governance Committee shall consider and make recommendations to the Board concerning the appropriate size and needs of the Board.

Selection of Director Candidates

The Board is responsible for nominating candidates for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Governance Committee is responsible for identifying, screening and recommending director candidates to the full Board, taking into consideration the needs of the Board and the qualifications of the candidates. The Board, based on the recommendation of the Nominating and Governance Committee, will review each director's continuation on the Board in connection with the director's re-election. Stockholders may recommend nominees for consideration by the Nominating and Governance Committee by submitting the names and supporting information to the Company's Secretary or Head of Legal.

Board Membership Criteria

In evaluating the suitability of director candidates and when considering whether to nominate a director for re-election as appropriate, the Nominating and Governance Committee and the Board take into account many factors as determined by the Board from time to time, such as general understanding of various business disciplines (e.g., marketing, finance, etc.), the Company's business environment, educational and professional background, analytical ability, independence, industry experience, experience in artificial intelligence, digital assets, cybersecurity, or regulated financial services, diversity of viewpoints and backgrounds, willingness to devote adequate time to Board duties, ability to act in and represent the balanced best interests of the Company and its stockholders as a whole, and support for the long term vision of the Company. The Board evaluates each individual in the context of the Board as a whole with the objective of retaining a group that is best equipped to help ensure the Company's success and represent stockholder interests through sound judgment.

Independent Directors

The Board shall be composed of such number of independent directors as is required by the Nasdaq listing standard, taking into account any exemptions available to the Company as a controlled company. The Board shall determine on an annual basis whether each director qualifies as an “independent director” pursuant to Nasdaq listing standards. Each independent director is expected to promptly disclose to the Board any existing or proposed relationships or transactions that could impact his or her independence.

Retirement Age and Tenure Policy

The Board does not believe it should limit the number of terms an individual may serve as a director or that a fixed retirement age for directors is appropriate. Directors who have served on the Board for an extended time period are often able to provide valuable contributions and insight into the Company’s operations based on their experience with, and understanding of, the Company’s business, history and objectives.

Board Leadership

The Board will determine the Board leadership structure in a manner that it determines to be in the best interests of the Company and its stockholders. The Board will conduct an annual assessment of its leadership structure to determine that the leadership structure is the most appropriate for the Company at the time. The Board anticipates that the Company’s Chief Executive Officer (“CEO”) will be nominated to serve on the Board.

The Chairman of the Board, among other things:

- presides at, and chairs, Board meetings and meetings of stockholders;
- consults with the CEO, other executive officers, the chairs of applicable committees of the Board and the Office of the Secretary to establish agendas for each Board meeting;
- has authority to call Board meetings;
- leads the Board in discussions concerning the CEO’s performance and CEO succession;
- approves meeting schedules for the Board;
- approves information sent to the Board;
- serves as a liaison for stockholders who request direct communications with the Board; and
- performs such other duties and responsibilities as requested by the Board.

Director Service on Other Boards

The Nominating and Governance Committee will consider the number of other company boards, both for profit and not-for-profit, and such other boards (or comparable governing bodies) of which a prospective nominee is a member. The Company recognizes that its members benefit from service on the boards of other companies. The Company allows service on the boards of other companies but recognizes the substantial time commitments attendant to directorship and expects that the members of its Board be fully committed to devoting such time as is necessary to fulfill their Board responsibilities, both in terms of preparation for, and attendance and participation at, meetings. To that end, any member or prospective nominee of the Company’s Board may not serve on more than four (4) public company boards in addition to the Company’s Board. Directors should advise the Board in advance of accepting an invitation to serve on another public company board or any assignment to the audit or compensation committee of another public company board on which the director currently serves, and the Nominating and Governance Committee shall review the possibility for conflicts of interest or time constraints.

Significant Change in Personal Circumstances and Other Matters

The Board does not believe that directors who experience a significant change in their personal circumstances, including a change in their principal employment, should necessarily leave the Board. A director who experiences a significant change in his or her principal business, professional position,

employment or responsibility shall notify the Board. Management directors must offer their resignation from the Board upon their resignation, removal or retirement as an officer of the Company. A director shall promptly notify the Board and Head of Legal of the Company and, if appropriate, offer his or her resignation from the Board, which resignation may be accepted or rejected by the Board in its sole discretion, in the event of any change or anticipated change in his or her affiliations, activities or professional or personal circumstances that (i) may create a conflict or potential conflict of interest, (ii) may trigger any Company reporting obligation, (iii) may result in the director engaging in significant political activity; (iv) has the potential to cause embarrassment, negative publicity or reputational harm to the Company or the director, and/or (v) could result in a possible inconsistency with the Company's policies or values. The Nominating and Governance Committee shall then review the appropriateness of that director's continued service on the Board in light of the new circumstances and make a recommendation to the Board as to whether the resignation should be accepted.

Conflicts of Interest

All directors must comply with the applicable provisions of the Conflicts of Interest section of the Company's Code of Business Conduct and Ethics. Each director is expected to promptly disclose to the Board any existing or proposed relationships or transactions that involve or could give rise to a conflict of interest. If a significant conflict of interest involving a director cannot be resolved (e.g., by recusing herself or himself from deliberation of a particular matter), the director should promptly tender a resignation to the Board. The Nominating and Governance Committee shall then review the appropriateness of that director's continued service on the Board in light of the conflict and make a recommendation to the Board as to whether the resignation should be accepted. Related-party transactions as defined under SEC Regulation S-K Item 404 require Audit Committee review.

II. Board Meetings; Involvement of Senior Management

Board Meetings—General

All meetings of and other actions by the Board shall be held and taken pursuant to the bylaws of the Company, including provisions governing the right to call such meetings, notice of meetings and waiver thereof, the number of directors required to take action at meetings or by written consent, and other related matters. At least four regularly scheduled Board meetings shall be held each year, with additional regular or special meetings being held as circumstances warrant as determined by the Chairman of the Board, the CEO, or the Board. The Chairman of the Board sets the agenda for each Board meeting in consultation with the CEO and other executive officers of the Company. The agenda shall be distributed to all the directors in advance of the meeting. The Chairman of the Board shall, as appropriate, solicit suggestions from other directors as to agenda items for Board meetings.

Director Attendance

Directors are expected to make every effort to attend all meetings of the Board and all meetings of the committees on which they serve. Each director is also encouraged and generally expected to attend the Company's annual meeting of stockholders.

Advance Distribution of Materials; Review by Directors

Information that is relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting should be distributed to the members of the Board sufficiently in advance of meetings to permit meaningful review. Advance information materials should generally be kept as concise as possible while giving directors sufficient information to make informed decisions. Board and committee members should review materials provided to them prior to Board and committee meetings and arrive at such meetings

prepared to discuss the issues presented. Additional information or materials provided to one Board member shall be distributed to all Board members.

Access to Employees; Independent Advisors

The Company's management will afford each director full access to the Company's management and employees. Directors shall use judgment to ensure that contact with management and employees is not unduly disruptive to the business of the Company. With the approval of the Chairman of the Board, management will invite Company personnel to Board meetings at which their presence and expertise would help the Board have a full understanding of matters being considered. In addition, the Board and its committees will have access to, and authority to engage, at the Company's expense, independent financial, legal, accounting and other advisors. As with all decisions, the Board and its committees will use their informed business judgment in retaining and providing oversight of outside advisors.

Executive Sessions

Executive Sessions may be called by the Board from time to time, as the Board shall determine, at which only independent directors, as defined under the Nasdaq listing standards, are present. These executive sessions may include such topics as the independent directors determine. During these executive sessions, independent directors shall have access to members of management and other guests as they may determine. The executive sessions of the Board shall be led by the Chairman of the Board and shall not include any director or person who is the subject of such Executive Session, except by order to appear as directed by the Chairman of the Board or Head of Legal.

Director Orientation and Continuing Education

The Nominating and Governance Committee is responsible for developing and overseeing an orientation program for new directors and a continuing education program for all directors. The Board believes that director orientation and continuing education is essential to valuable Board participation and decision making. In addition, as appropriate, portions of certain Board meetings will be devoted to educational topics at which senior management or outside subject matter experts present information regarding matters such as the Company's industry, business operations, strategies, objectives, risks, opportunities, competitors and important legal, governance and regulatory issues, including developments in artificial intelligence regulation, digital asset regulatory frameworks, and cybersecurity. The Company encourages directors to periodically pursue or obtain appropriate programs, sessions or materials and the Company will reimburse directors for reasonable expenses.

III. Performance Evaluations and Succession Planning

Board Evaluation

The Board evaluates its performance and the performance of its committees on an annual basis through an evaluation process administered by the Nominating and Governance Committee to determine whether it and its committees are functioning effectively and how to improve their effectiveness. Each committee of the Board shall also evaluate its performance on an annual basis and report the results to the Board, acting through the Nominating and Governance Committee. Each committee's evaluation must compare the performance of the committee with the requirements of its written charter.

Board Succession Planning

As part of the annual Board evaluation process, the Nominating and Governance Committee works with the Board to plan for the succession of the members of the Board and each of its committees, as well as to develop plans for interim or emergency succession for Board and committee members in the event of

retirement or an unexpected occurrence. The succession plan should include, among other things, an assessment of the experience, performance and skills for possible successors to the Board and committee members. The Board reviews this succession plan at least annually.

CEO Evaluation

The Compensation Committee conducts a review at least annually of the performance of the CEO. The Compensation Committee establishes the evaluation process and determines the criteria by which the CEO is evaluated. The results of this review are communicated to the CEO.

Management Succession Planning

As part of the annual executive officer evaluation process, the Compensation Committee works with the CEO to plan for the succession of the CEO and other senior executive officers, as well as to develop plans for interim or emergency succession for the CEO and other senior executive officers in the event of retirement or an unexpected occurrence. The succession plan should include, among other things, an assessment of the experience, performance and skills for possible successors to the CEO. The Board reviews this succession plan at least annually.

IV. Compensation

Board Compensation Review

The Compensation Committee annually reviews and reports to the Board as to how the Company's director compensation practices compare with those of other comparable companies. The Board determines its director compensation practices after the Compensation Committee completes this review. It is the general policy of the Board that Board compensation should be reasonable, but not excessive, and should be a mix of cash and equity-based compensation. Directors who are also members of management will receive no additional compensation for their service as directors.

Stock Ownership by Non-Employee Directors

The Board believes that an ownership stake in the Company strengthens the alignment of interests between directors and stockholders. Accordingly, each non-employee director should own common stock (or equivalents) having a value of at least three times the annual cash retainer fee, within five years of becoming a director, which shall be maintained through such director's term of service. In the event that the annual cash retainer fee is increased, non-employee directors will have three years to meet the new ownership guidelines. The Board will evaluate whether exceptions should be made for any non-employee director on whom these ownership guidelines would impose severe financial hardship. The Compensation Committee will periodically review the ownership and holding requirements for non-employee directors and make recommendations to the Board with regard to any changes.

V. Committees

Number and Type of Committees

The Board has three standing committees—an Audit Committee, a Compensation Committee, and a Nominating and Governance Committee. The Board may add new committees or disband existing committees as it deems advisable, subject to applicable laws and Nasdaq listing standards. The composition, duties and responsibilities of each committee are set forth in a written charter approved by the Board and each of the respective committees. Committee duties are described briefly as follows:

- **Audit Committee.** The Audit Committee oversees the Company's accounting and audit processes. The committee is directly responsible for the appointment, compensation, retention, replacement and oversight of the Company's independent auditors.
- **Compensation Committee.** The Compensation Committee (i) discharges the Board's responsibilities relating to compensation of the Company's executive officers and directors and (ii) evaluates, reviews and recommends to the Board compensation plans, policies and programs intended to attract, retain and appropriately reward executive officers and other employees.
- **Nominating and Governance Committee.** The Nominating and Governance Committee is responsible for identifying, evaluating, and recommending to the Board individuals qualified to be directors of the Company, overseeing the corporate governance of the Company, monitoring CEO and senior management performance, and overseeing the annual review of the Board's performance.

Composition of Committees; Committee Chairs

The Audit Committee shall consist solely of independent directors, subject to any applicable transition periods permitted by applicable law and Nasdaq listing standards. For so long as the Company relies on the controlled company exemption under Nasdaq listing standards, the Compensation Committee and the Nominating and Governance Committee are not required to consist solely of independent directors. Each of the Audit Committee and the Nominating and Governance Committee shall be comprised of no fewer than three members. The Compensation Committee shall be comprised of no fewer than two members. The Board is responsible for appointing committee members and committee chairs, pursuant to recommendations made by the Nominating and Governance Committee and subject to applicable laws and Nasdaq listing standards. The Board considers the rotation of committee members and committee chairs from time to time and makes adjustments as it deems necessary or advisable. No director may serve on the Audit Committee unless such director meets all of the criteria established for service in each such committee by the Nasdaq listing standards and any other applicable rules or laws. Directors serving on the Compensation Committee and the Nominating and Governance Committee must meet applicable laws and standards, subject to the Company's reliance on any exemptions available to a controlled company. A director may serve on more than one committee. The Audit Committee must include at least one financial expert.

Agenda, Frequency, Length and Reports of Committee Meetings

The chair of each committee shall approve the agenda, length of and attendance at each committee meeting and shall determine the frequency of meetings. Materials related to agenda items shall be given to the committee members sufficiently in advance to allow the members to prepare for discussing the items at the meeting. The committee chairs shall report a summary of their meeting to the Board following each regular committee meeting.

VI. Communications

Board Interaction with Third Parties

It is the policy of the Board that as a general matter management should speak for the Company. Each director will refer inquiries from investors, analysts, the press or customers to the CEO or his or her designee. When management deems it appropriate, statements from the Board will be made by the Chair. Individual directors will only speak with investors, analysts, the press or customers about the Company if expressly authorized by the full Board and in accordance with the policies of the Company.

Stockholder Access to Directors

It is the policy of the Board that stockholders shall have reasonable access to directors at annual meetings of stockholders and an opportunity to communicate directly with directors on appropriate matters. The Board will generally respond, or cause the Company to respond, in writing, to bona fide communications from stockholders addressed to one or more members of the Board, as coordinated through the Company's Secretary or Head of Legal. Stockholders and other interested parties are invited to communicate with the Board or any of its committees or directors by writing to the Company's Secretary or Head of Legal.

Confidentiality

The proper functioning of the Board requires a candid and open exchange of information, ideas and opinions among directors in an atmosphere of trust, confidence and mutual respect. Directors have an affirmative duty to protect and hold confidential all non-public information obtained in the role of a Board or Board committee member. Accordingly:

- no director shall use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Company; and
- no director shall disclose Confidential Information to any person or entity outside the Company, either during or after his or her service as a director of the Company, except with express prior authorization of the Company's Head of Legal or the Board of Directors, or as may be otherwise required by law (in which event a director shall promptly advise Head of Legal and the Board of such anticipated disclosure and take all reasonable steps to minimize the disclosure of such Confidential Information). In considering whether to permit a director to share Confidential Information, Head of Legal or the Board may consider, among other things, whether sharing the information would give rise to a conflict and/or potential harm, including whether the information is protected by attorney-client privilege.

For purposes of these Guidelines, "Confidential Information" is all non-public information (whether or not material to the Company) entrusted to or obtained by a director by reason of his or her position as a director of the Company. In addition to information regarding Board and committee meetings, discussions, deliberations and decisions, Confidential Information includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Company, its customers, suppliers or other stakeholders if disclosed, including but not limited to:

- non-public information about the Company's financial condition, forecasts, prospects or plans, its marketing and sales programs and research and development information, as well as information relating to mergers and acquisitions, financing, stock splits and divestitures;
- non-public information concerning possible transactions with other companies or information about the Company's customers, suppliers or joint venture partners, which the Company is under an obligation to maintain as confidential; and
- non-public information about discussions, deliberations and decisions relating to business issues between and among Company employees, officers and directors; and
- non-public information regarding the Company's artificial intelligence development, proprietary algorithms, digital asset holdings, and user data.

VII. Cybersecurity Governance

Board Oversight

The Audit Committee shall have primary responsibility for cybersecurity risk oversight, with periodic reporting to the full Board, consistent with applicable SEC disclosure requirements.

Management Reporting

- Annual review of the Company's cybersecurity risk management framework and any third-party assessments, reported to the Audit Committee.
- Prompt notification to the Audit Committee of any cybersecurity incident that management determines may be material for SEC disclosure purposes.

VIII. Amendments and Waivers

These Guidelines shall be reviewed annually by the Nominating and Governance Committee and may be amended by a majority vote of the full Board at any time. Any waiver of these Guidelines with respect to a director or officer shall require Nominating and Governance Committee approval and shall be publicly disclosed in accordance with applicable SEC and Nasdaq requirements.