

**Onfolio Holdings, Inc.**  
**Corporate Governance Guidelines**

**Introduction**

These Corporate Governance Guidelines are established by the Board of Directors (the “Board”) of Onfolio Holdings Inc. (“Company”) to provide a structure within which our directors and management can effectively pursue our Company’s objectives for the benefit of its stockholders. The Board intends that these guidelines serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations. These guidelines should be interpreted in the context of all applicable laws, our Company’s charter documents and other governing legal documents and our Company’s policies.

**Board Structure and Composition**

1. **Size of the Board.** The authorized number of directors will be determined from time to time by resolution of the Board, provided the Board consists of at least one member and no more than nine members.
2. **Board Membership Criteria.** The Nominating and Corporate Governance Committee will evaluate candidates for membership on the Board, including candidates nominated or recommended by stockholders, in light of criteria established by the Board, and recommend to the Board the slate of nominees for election at the Annual Meeting of Stockholders or nominees for election to fill interim vacancies on the Board, subject to approval of the Board.
3. **Director Independence.** A majority of directors on the Board will be independent as required by the NASDAQ Stock Market. The Board also believes that it is often in the best interest of the Company and its stockholders to have non-independent directors, including current and (in some cases) former members of management, serve as directors. Each independent director who experiences a change in circumstances that could affect such director’s independence should deliver a notice of such change to the Company’s Secretary.
4. **Director Tenure.** Directors are re-elected each year and the Board does not believe it should establish term limits because directors who have developed increasing insight into the Company and its operations over time provide an increasing contribution to the Board as a whole. To ensure the Board continues to generate new ideas and to operate effectively, the Nominating and Corporate Governance Committee shall monitor performance and take steps as necessary regarding continuing director tenure.

5. **Directors Who Change Their Present Job Responsibility.** Any Director who experiences a material change in his/her job responsibilities or the position he/she held when he/she came on the Board should deliver a notice of such change in status to the Chairman of the Board. The Nominating and Corporate Governance Committee will then evaluate whether the individual continues to satisfy the Board's membership criteria and independence requirements in light of his/her new occupational status and shall recommend to the Board the action, if any, to be taken with respect to such individual.
6. **Election of Directors.** In accordance with the Company's Bylaws, directors will be elected by a plurality of the votes of the shares represented in person or by proxy at any meeting of stockholders held to elect directors and entitled to vote on such election of directors.

### **Principal Duties of the Board of Directors**

1. **To Oversee Business and Affairs.** Pursuant to our bylaws, the business and affairs of the Company is managed by or under the direction of the Board of Directors. The Board of Directors may adopt such rules and procedures, not inconsistent with the our Certificate of Incorporation, our by-laws, or applicable law, as it may deem proper for the conduct of its meetings and the management of the Company.  
  
Directors are expected to invest the time and effort necessary to understand our Company's business and financial strategies and challenges. The basic duties of the directors include attending Board meetings and actively participating in Board discussions. Directors are also expected to make themselves available outside of board meetings for advice and consultation.
2. **To Select the Chair and Chief Executive Officer.** The Board will select the Chair of the Board, the Chief Executive Officer, and such other officers as the Board of Directors may choose and as required by our bylaws or applicable law.
3. **To Evaluate Management Performance and Compensation.** At least annually, the Compensation Committee will evaluate the performance of the Chief Executive Officer and the other officers. It will review and approve the compensation plans, policies and arrangements for the Chief Executive Officer and it will review and make recommendations to the Board regarding the compensation plans, policies and arrangements for all other executive officers. It will also evaluate the compensation plans, policies and programs for officers and employees to ensure they are appropriate, competitive and properly reflect the Company's objectives and performance.

4. **To Monitor and Manage Potential Conflicts of Interest.** All members of the Board must inform the Audit Committee of the Board of all types of transactions between them (directly or indirectly) and the Company or any of its subsidiaries or controlled affiliates as soon as reasonably practicable even if these transactions are in the ordinary course of business. The Audit Committee of the Board will review and approve all related party transactions for which Audit Committee approval is required by applicable law or the rules of the NASDAQ Stock Market. The Board will also ensure that there is no abuse of corporate assets or unlawful related party transactions.
5. **To Ensure the Integrity of Financial Information.** The Audit Committee of the Board evaluates the integrity of the Company's accounting and financial reporting systems, including the audit of the Company's annual financial statements by the independent auditors, and that appropriate disclosure controls and procedures and systems of internal control are in place. The Audit Committee reports to the Board on a regular basis and the Board, upon the recommendation of the Audit Committee, takes the actions that are necessary to ensure the integrity of the Company's accounting and financial reporting systems and that such controls are in place.
6. **To Monitor the Effectiveness of Board Governance Practices.** The Nominating and Corporate Governance Committee of the Board will periodically review and evaluate the effectiveness of the governance guidelines under which the Board operates and recommend changes to these practices as needed.

### **Board Procedures**

Directors are expected to prepare for, attend, and contribute meaningfully in all Board and applicable committee meetings in order to discharge their obligations. Consistent with their fiduciary duties, directors are expected to maintain the confidentiality of the deliberations of the Board and its committees.

1. **Frequency of Board Meetings.** Regular meetings of the Board shall be held at such times and places as determined by the Board. There will be at least four regularly scheduled meetings of the Board each year but the Board will meet more often if necessary.
2. **Attendance at Board Meetings.** To facilitate participation at the Board meetings, directors may attend in person, via telephone conference or via video-conference. Materials are distributed in advance of meetings.
3. **Executive Sessions of Independent Directors.** NASDAQ rules require independent Board members to regularly meet in executive sessions. The independent Board members shall meet in executive session at each regularly

scheduled Board meeting, and at other times as necessary. Committees of the Board may also meet in executive session as deemed appropriate.

4. **Board Access to Management.** Members of the Board will have access to the Company's management and employees as needed to fulfill their duties. Furthermore, the Board encourages management to, from time to time, bring managers into meetings of the Board who can provide additional insight into the items being discussed because of personal involvement in these areas.
5. **Code of Conduct.** The Company has adopted a Code of Conduct to provide guidelines for the ethical conduct by directors, officers and employees. The Code of Conduct is posted on our Company's website.
6. **Engaging Experts.** The Board and each Committee of the Board will have the authority to obtain advice, reports or opinions from internal and external counsel and expert advisers and will have the power to hire, at the expense of the Company, legal, financial and other advisers as they may deem necessary or appropriate, without consulting with, or obtaining approval from, management of the Company in advance.

### **Board Committees**

1. **Number and Composition of Committees.** The Board currently has the following standing committees: an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. From time to time the Board may form a new committee or disband a current committee depending on the circumstances. Each committee complies with the independence and other requirements established by applicable law and regulations, including SEC and NASDAQ rules.
2. **Committee Appointments.** Members of all standing committees are appointed by the Board. The Board determines the exact number of members and can at any time remove or replace a committee member.
3. **Committee Proceedings.** The Chair of each committee of the Board will, in consultation with appropriate committee members and members of management, and in accordance with the committee's charter, determine the frequency and length of committee meetings and develop the committee's agenda.

### **Board Compensation**

The Compensation Committee of the Board has the responsibility to review and recommend to the Board compensation programs for non-employee directors.

### **Auditor Rotation**

The Audit Committee of the Board will ensure that the lead audit partner and the audit review partner are regularly rotated as is required by SEC rules.

### **Communications with Stockholders**

1. Stockholder Communications to the Board. Stockholders may contact the Board about bona fide issues or questions about the Company by sending an email to:

Onfolio Holdings Inc.  
Attn: Corporate Secretary  
Email: Secretary@onfolio.com

Each communication should specify the applicable addressee or addressees to be contacted as well as the general topic of the communication. The Company will initially receive and process communications before forwarding them to the addressee. The Company generally will not forward to the directors a communication that it determines to be primarily commercial in nature or related to an improper or irrelevant topic, or that requests general information about the Company.

2. Annual Meeting of Stockholders. Each director is encouraged to attend the Annual Meeting of Stockholders.

### **Periodic Review of the Corporate Governance Guidelines**

These guidelines shall be reviewed periodically by the Nominating and Corporate Governance Committee (together with any other committee(s), as necessary) and the Board will make appropriate changes based on recommendations from the Committee(s).

Last revised March 31, 2022