

NEONC TECHNOLOGIES HOLDINGS, INC.

CORPORATE GOVERNANCE GUIDELINES

March [•], 2025

The following Corporate Governance Guidelines (the “Guidelines”) have been adopted by the board of directors (the “Board”) of NeOnc Technologies Holdings, Inc. (the “Company”) to assist the directors in fully understanding and effectively implementing their responsibilities while assuring our Company's commitment to high standards of corporate conduct and compliance. The Board has responsibility for establishing broad corporate policies and objectives and for the overall performance of the Company. The Board selects the Company's senior management who are responsible for the day-to-day operations of the Company and for keeping the Board apprised of the Company's business. The Board reviews and as appropriate, approves fundamental operating, financial, and other corporate strategies, as well as major plans and objectives and monitors the effectiveness and execution of management policies and decisions.

These Guidelines are not intended to change or interpret any federal or state law or regulation, including the General Corporation Law of the State of Delaware, or the Company's Certificate of Incorporation, as amended or supplemented from time to time, or Bylaws, as amended or supplemented from time to time. These Guidelines are subject to modification from time to time by the Board. New and continuing members of the Board are encouraged to review these Guidelines periodically and to continue to foster a corporate culture focused on efficient and ethical governance.

THE BOARD

Role of Directors

The business and affairs of the Company shall be managed by or under the direction of the Board. The core responsibility of a director is to fulfill such director's fiduciary duties of care and loyalty and oversight and otherwise to exercise his or her informed business judgment in the best interests of the Company and its stockholders. A director is expected to spend the time and effort necessary to properly discharge such director's responsibilities. Accordingly, a director is expected to regularly attend, either in person or telephonically, meetings of the Board and committees on which such director sits (including separate meetings of non-management directors and the independent directors), and prior to meetings, to review materials distributed in advance of and in relation to such meetings. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the secretary of the Board or the chairperson of the appropriate committee in advance of such meeting. It is incumbent upon the chairman of the Board and of any such committees and of the other individual members of the Board to assure that such meetings are scheduled and held in a manner and with a frequency that is sufficient to provide for the efficient and responsible oversight of the Company. Directors are encouraged to attend the Company's annual meeting of stockholders. Directors must disclose any potential conflict of interest they may have with respect to a matter under consideration and if necessary, recuse themselves from discussions and/or refrain from voting on any such matter.

The Board's Goals

The Board's goal is to build long-term value for the Company's stockholders and to assure the vitality of the Company for its clients, employees and the other individuals and organizations that depend on the Company.

To achieve these goals the Board will monitor both the performance of the Company (in relation to its goals, significant risks, strategy and competitors) and the performance of the Chief Executive Officer (the “CEO”), offering him or her constructive advice and feedback. When it is appropriate or necessary, it is the Board's responsibility to remove the CEO and to select his or her successor.

Size of the Board

The Board has the authority under the bylaws of the Company to fix the number of directors, with the flexibility to increase or decrease the number of members to accommodate the Board's needs and circumstances. Directors are divided into three classes, designated Class I, Class II and Class III and serve for staggered three year terms, respectively. At each annual meeting of stockholders, directors are elected by plurality vote to succeed the directors of the class whose terms expire at such annual meeting.

Selection of New Directors

The Nominating and Governance Committee is responsible for identifying, evaluating and recommending candidates for Board membership in accordance with the policies and principles in its charter and the Company's bylaws, and as determined by the Board.

The Board is responsible for nominating members for election to the Board by the stockholders and for filling vacancies on the Board that may occur between annual meetings of stockholders. When formulating its Board membership recommendations, the Nominating and Governance Committee may also consider advice and recommendations from others as it deems appropriate.

The Nominating and Governance Committee will consider candidates recommended by stockholders. In considering candidates submitted by stockholders, the Nominating and Governance Committee will take into consideration the needs of the Board and the qualifications of the candidate. The Nominating and Governance Committee shall establish the procedures to be followed by stockholders in submitting candidates and may, from time to time, recommend changes to or establish additional procedures regarding stockholder submission of candidates.

Board Membership Criteria

The Nominating and Governance Committee shall be responsible for determining the appropriate balance of criteria required of Board members in order that the Board may be composed of individuals having a diversity of backgrounds and experiences. Nominees are not to be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability, or any other basis or prohibited by applicable law.

At a minimum, the Nominating and Governance Committee shall consider (a) whether each such nominee has demonstrated, by significant accomplishment in his or her field, an ability to make a meaningful contribution to the Board's oversight of the business and affairs of the Company and (b) the nominee's reputation for honesty and ethical conduct in his or her personal and professional activities, consistent with our Code of Business Conduct and Ethics. Additional factors which the Nominating and Governance Committee may consider include a candidate's specific experiences and skills, relevant industry background and knowledge, expertise, time availability in light of other commitments, personal and professional integrity, character, business judgment, dedication, potential conflicts of interest, compatibility, material relationships with the Company and independence from management and the Company and any other factors the Nominating and Governance Committee deems relevant.

Changes in Board Member Criteria

The Board and the Company wish to maintain a Board composed of members who can productively contribute to the success of the Company. From time to time, the Nominating and Governance Committee may change the criteria for Board membership, including the number of members on the Board, to maximize the opportunity to achieve this success. When this occurs, there will be an opportunity for the Board, through the Nominating and Corporate Governance Committee, to review the continued appropriateness of Board membership under the circumstances.

Other Public Company Directorships

The Board must determine whether an individual director's simultaneous service on more than three (3) boards of directors of any public company (including the Company) is likely to impair that director's ability to serve effectively on the Board. The Nominating and Governance Committee shall specifically consider the Board's determination in deciding whether to recommend any such director's reelection to the Board. Any such determination must be disclosed in the Company's annual proxy statement. Directors shall advise the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another board, a director who serves as a chief executive officer (or similar position) should not serve on more than two public company boards (including the Company's Board and his or her own board). It is expected that a director will refrain from serving as a director, officer, employee or consultant with any competitive business during service with the Company and for a period of twelve months after service with the Company ends.

Independence of the Board

The Board will consist of a majority of directors who (i) qualify as "independent" directors as determined by the Nominating and Governance Committee and affirmed by the Board and within the meaning of the listing standards of The NASDAQ Stock Market (the "Listing Standards"), the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC") and any other laws applicable to the Company (collectively, the "Independence Standards"), and (ii) are affirmatively determined to have no material relationship with the Company, its parents or its subsidiaries (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company, its parents or its subsidiaries) ("Independent

Directors”). Only Independent Directors may serve on the Audit Committee, Compensation Committee and Nominating and Governance Committee.

The Nominating and Governance Committee of the Board will review with the Board at least annually the qualifications of new and existing Board members, considering the level of independence of individual members, together with such other factors as the Board may deem appropriate, including overall skills and experience, and affirmatively determine that the Independent Directors do not have any direct or indirect material relationship with the Company other than as a director. The Nominating and Governance Committee also will evaluate the composition of the Board as a whole and each of its committees to ensure the Company's ongoing compliance with the Independence Standards.

In the event that a director becomes aware of any change in circumstances that may result in such director no longer being considered independent under the Independence Standards or under applicable law, the director shall promptly inform the chairperson of the Nominating and Governance Committee.

Directors Who Change Their Present Job Responsibility

A director who retires from his or her present principal employment, or whose job responsibilities change materially from when the director became a member of the Board, is expected to promptly notify the Nominating and Governance Committee. The Nominating and Governance Committee shall review the continued appropriateness of the affected director remaining on the Board under the circumstances and notify the director whether resignation or a modification of his or her role on the Board is required. The affected director is expected to act in accordance with the Nominating and Governance Committee's recommendation following such review.

Director Tenure

In connection with each director nomination recommendation, the Nominating and Governance Committee shall consider the issue of continuing director tenure and take steps as may be appropriate to ensure that the Board maintains an openness to new ideas and a willingness to critically re-examine the status quo. An individual director's re-nomination is dependent upon such director's performance evaluation, as well as a suitability review, each to be conducted by the Nominating and Governance Committee in connection with each director nomination recommendation.

Board Compensation

The form and amount of director compensation (which includes any compensation, if any, for membership on committees) will be determined and reviewed from time to time by the Compensation Committee in accordance with its charter, governing law, customary practice and applicable Independence Standards and other rules and regulations. The Compensation Committee will consider, in consultation with the Nominating and Governance Committee, whether a director's independence may be jeopardized if the Company enters into consulting contracts with or otherwise provides any form of indirect compensation to such director or any organization with which such director is affiliated. All directors are reimbursed for expenses

related to their attendance at Board and committee meetings. A director who is also an officer of the Company shall not receive additional compensation for such service as a director.

In determining compensation, the Compensation Committee of the Board will consider the impact on the director's independence and objectivity and will periodically review the level and form of the Company's director compensation, including how such compensation relates to director compensation of companies of comparable size, industry and complexity. Such review will also include a review of both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to organizations in which a director is affiliated and consulting or other similar arrangements between the Company and a director. Changes to director compensation will be proposed to the full Board for consideration.

Separate Executive Sessions of Non-Management Directors

The non-management directors of the Company shall meet in executive session without management on a regularly scheduled basis, but no less than two times a year. In the event that the non-management directors include directors who are not Independent Directors, the Company will schedule an executive session including only such Independent Directors at least once a year, or such greater number as required by the Independence Standards. The chair of the Company's Nominating and Governance Committee shall preside over any such executive session of the non-management directors or the Independent Directors.

Board Evaluation

The Nominating and Governance Committee will oversee an annual assessment of the Board's performance as well as the performance of each committee of the Board, the results of which will be discussed with the full Board and committee members as appropriate. The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the Company. The Nominating and Governance Committee will utilize the results of this evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees.

Strategic Direction of the Company

Normally, it is management's job to formalize, propose and implement strategic choices and the Board's role to approve strategic direction and evaluate strategic results. However, as a practical matter, the Board and management will be better able to carry out their respective strategic responsibilities if there is an ongoing dialogue among the CEO, other members of top management and other Board members.

Board Access to Management; Use of Outside Advisors

The Board shall have the power to hire, at the expense of the Company, independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance. Committee charters shall include similar powers, as appropriate for each committee and consistent with the Independence Standards.

Board members shall have access to the Company's management and, as appropriate, to the Company's outside advisors. Board members shall, subject to Audit Committee responsibilities and the Company's internal audit policies, coordinate such access through the CEO and shall use good judgment to assure that this access does not disrupt the business operations of the Company.

Attendance of Management Personnel at Board Meetings

The Board encourages the CEO to bring members of management into Board meetings from time to time to (i) provide management insight into items being discussed by the Board, (ii) make presentations to the Board, and (iii) bring managers with significant potential into contact with the Board. Attendance of such management personnel at Board meetings is at the discretion of the Board.

Board Materials Distributed in Advance

Information and materials that are important to the Board's understanding of the agenda items and other topics to be considered at a Board meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review by the directors. In the event of a pressing need for the Board to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of the meeting.

Board Interaction with Institutional Investors, Analysts, Press and Clients

The Board believes that management generally should speak for the Company. It is suggested that each director shall refer all inquiries from institutional investors, analysts, the press or clients to management. Individual Board members may, from time to time at the request of management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from a director designated by the Board to make such comments.

Board Orientation and Continuing Education

The Company shall provide new directors with a director orientation program to familiarize such directors with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, code of business conduct and ethics, corporate governance guidelines, principal officers, internal auditors and independent auditors. Each director is expected to participate in continuing educational programs in order to maintain the necessary level of expertise to perform his or her responsibilities as a director.

Confidentiality

Matters discussed by the Board and materials provided to the Board members are generally confidential and should only be disclosed to non-Board members after approval from the CEO or the full Board unless there is a compelling need based on the best interests of the Company.

Indemnification

Directors are entitled to be covered by reasonable directors' and officers' liability insurance purchased by the Company on their behalf; to the benefits of indemnification to the fullest extent permitted by law and by the Company's certificate of incorporation, bylaws, and any indemnification agreements; and to exculpation as provided by state law and the Company's certificate of incorporation.

Director Equity Ownership

Directors are encouraged to own equity in the company, whether in the form of stock, options, restricted stock units, or otherwise.

Conflicts of Interests

The Board itself and through its committees will review and approve all related party transactions and any contracts or other transactions with current or former directors and executive officers of the Company, including consulting arrangements, employment agreements, change-in-control agreements, termination arrangements, and loans to officers made or guaranteed by the Company. The Audit Committee generally will take the lead in reviewing related party transactions, and the Compensation Committee and the Nominating and Corporate Governance Committee generally will take the lead in reviewing related party contracts, such as consulting arrangements, termination agreements, and any other contracts or arrangements involving any compensatory or monetary terms. The Company will not enter into any such transaction unless the transaction is determined by the disinterested directors to be fair to the Company or is approved by the disinterested directors or by the stockholders. Any determination by our disinterested directors will be based on a review of the particular transaction, applicable laws and regulations, policies of the Company, and the listing standards of Nasdaq.

Board's Role in Risk Oversight

The Board recognizes that risk is inherent in every business. As is the case in virtually all businesses, the Board recognizes that the Company faces a number of risks, including operational, economic, financial, legal, regulatory, and competitive risks. Management is responsible for the day-to-day management of the risks the Company faces. The Board, as a whole and through its committees, has responsibility for the oversight of risk management.

In its oversight role, the Board's involvement in the Company's business strategy and strategic plans plays a key role in its oversight of risk management, its assessment of management's risk appetite, and its determination of the appropriate level of enterprise risk. The Board requires periodic updates from senior management and from outside advisors regarding the various risks the Company faces, including operational, economic, financial, legal, regulatory, and competitive risks. The Board also reviews the various risks it identifies in the Company's filings with the SEC as well as risks relating to various specific developments, such as acquisitions, securities repurchases, debt and equity placements, and product introductions. In addition, the Board regularly requires reports from the Company's head of internal audit and the Company's legal department, if any.

BOARD MEETINGS

Frequency of Meetings

Regularly scheduled meetings of the Board shall be scheduled in advance throughout the year.

Selection of Agenda Items for Board Meetings

In conjunction with the Board, the secretary of the Board shall prepare a draft agenda for each Board meeting. Upon completion, a copy of the agenda shall be provided to the entire Board. Each Board member shall be free to suggest inclusion of items on the agenda as well as free to raise at any Board meeting subjects that are not specifically on the agenda for that meeting.

COMMITTEE MATTERS

Number and Names of Board Committees

The Company shall have three standing committees: Audit, Nominating and Governance, and Compensation. The purpose and responsibilities for each of these committees shall be outlined in committee charters adopted by the Board.

The Board may, from time to time, form a new committee or disband a current committee depending on circumstances. In addition, the Board may determine to form ad hoc committees from time to time and determine the composition and areas of competence of such committees.

Independence of Board Committees

Each of the Audit Committee, the Nominating and Governance Committee and the Compensation Committee shall be composed entirely of independent directors satisfying applicable legal and regulatory requirements necessary for an assignment to any such committee.

Assignment and Rotation of Committee Members

The Nominating and Governance Committee shall be responsible for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Nominating and Governance Committee's recommendations, the Board shall be responsible for appointing the chairperson and members to the committees on an annual basis.

The Nominating and Governance Committee shall annually review the committee assignments and shall consider the periodic rotation of the chairperson and members with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors.

LEADERSHIP DEVELOPMENT

Selection of the CEO

The Board shall be responsible for identifying potential candidates for, and selecting, the Company's CEO. In identifying potential candidates and selecting the Company's CEO, the Board shall consider, among other things, a candidate's experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.

Evaluation of the CEO

The Compensation Committee will conduct an annual review of the CEO's performance and compensation, as set forth in its charter, and will present its findings to the Board, which will consider the report of the Compensation Committee with a view toward ensuring that the CEO provides continuing leadership in a manner serving the best interests of the Company. The Board will meet with the CEO to discuss the evaluation.

Succession Planning

The Board shall plan for the succession to the position of the CEO, including in the event of an emergency or the retirement of the CEO.

REVIEW OF GUIDELINES

The Board will periodically review and assess the adequacy of these Guidelines and make any necessary changes in its sole discretion at any time.

EMPLOYEE AND SECURITYHOLDER COMMUNICATIONS

Any employee or securityholder may contact the entire Board by sending their correspondence to the Corporate Secretary at the company headquarters or by email to NTHIboard@neonc.com

Any employee or stockholder may also contact the independent board members confidentially by email at NTHIindependentboard@neonc.com.