

CORPORATE GOVERNANCE GUIDELINES
OF
RITHM PROPERTY TRUST INC.

Rithm Property Trust Inc. (the “Company”) operates within a comprehensive plan of corporate governance for the purpose of defining responsibilities, setting high standards of professional and personal conduct and assuring compliance with such responsibilities and standards. The Company regularly monitors developments in the area of corporate governance. The Company is committed to good business practices, transparency in financial reporting and the highest level of corporate governance. To further these ends, the following shall constitute the Corporate Governance Guidelines (the “Corporate Governance Guidelines”) of the Company’s board of directors (the “Board”). The descriptions of the Board’s authority and responsibilities in these Corporate Governance Guidelines are not intended to interpret applicable laws and regulations or to modify the Company’s Articles of Incorporation or Bylaws.

I. DIRECTOR INDEPENDENCE

A majority of the Board shall meet the standards of director independence set forth in the listing standards of the New York Stock Exchange, Inc. (the “NYSE”) as the same may be amended from time to time (the “listing standards”).

A director shall not be independent unless the Board determines that the director has no material relationships with the Company.

The Board will affirmatively determine annually and at other times required by the listing standards that the directors designated as independent have no material relationships to the company (either directly or with an organization in which the director is a partner, stockholder or officer, or is financially interested) that may interfere with the exercise of their independence from management and the Company.

The Board may adopt and disclose categorical standards to assist it in determining director independence. 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 listing standards of the NYSE or under applicable law, the director shall promptly inform the Chairman of the Nominating and Corporate Governance Committee.

II. DIRECTOR QUALIFICATIONS

The Nominating & Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of new directors as well as the composition of the Board as a whole. This assessment will include an analysis of directors’ qualifications under the categorical standards for independence listed above, as well as consideration of diversity, gender, age, skills and experience in the context of the Board’s needs. Nominees for directorship will be selected by the Nominating & Corporate Governance Committee in accordance with the policies and principles in its charter. The invitation to join the Board should be extended by the Board itself, by the Chairperson of the Nominating & Corporate

Governance Committee and the Chairman of the Board.

The Board intends to have five (5) to ten (10) members.

While there is no limit on the number of public company boards on which a director may serve, if a director serves on more than three, his or her service on this Board shall be subject to the Board's determination that such simultaneous service on such other boards will not impair his or her ability to effectively serve on this Board. Directors should advise the Chairman of the Board and the Chairperson of the Nominating & Corporate Governance Committee in advance of accepting an invitation to serve on another public company board.

The Board does not believe it should establish term limits. While term limits could help insure that there are fresh ideas and viewpoints available to the Board, they have the significant disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. As an alternative to term limits, the Nominating & Corporate Governance Committee will review each director's continuation on the Board at least every three years. This will allow each director the opportunity to conveniently confirm his or her desire to continue as a director.

It is the general policy of the Company that no director having attained the age of seventy (70) years shall be nominated for re-election or reappointment to the Board. However, the Board may determine to waive this policy in individual cases.

III. DIRECTOR RESPONSIBILITIES

The director's basic responsibility is to perform his or her duties as a director, including his or her duties as a member of a committee of the Board on which he or she serves, in good faith, in a manner he or she reasonably believes to be in the best interests of the Company and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In discharging his or her duties, each director is entitled to rely on any information, opinion, report, or statement, including any financial statement or other financial data, prepared or presented by (i) an officer or employee of the Company whom the director reasonably believes to be reliable and competent in the matters presented; (ii) a lawyer, certified public accountant, or other person, as to a matter which the director reasonably believes to be within the person's professional or expert competence; or (iii) a committee of the board on which the director does not serve, as to a matter within its designated authority, if the director reasonably believes the committee to merit confidence.

The directors shall also be entitled (i) to have the Company purchase reasonable levels of directors' and officers' liability insurance on their behalf; (ii) to the benefits of indemnification to the fullest extent permitted by law and the Company's charter, bylaws and any indemnification agreements; and (iii) to exculpation as provided by state law and the Company's charter.

Directors are expected to attend Board meetings and meetings of committees on which they serve, to spend the time needed and meet as frequently as necessary to discharge properly their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting. Directors should review these materials in advance

of the meeting.

The Board may designate a Chief Executive Officer (the “CEO”). In the absence of such designation, the President shall be the CEO of the Company. The Board has no policy with respect to the separation of the offices of Chairman of the Board and the CEO. The Board believes that this issue is part of the succession planning process and that it is in the best interests of the Company for the Board to make a determination when it elects a new CEO.

The Chairman of the Board will establish the agenda for each Board meeting. At the beginning of the year the Chairman of the Board will establish a schedule of significant agenda subjects to be discussed during the year (to the degree this can be foreseen). Each director is encouraged to suggest the inclusion of items on the agenda. Each director is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company’s long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.

The independent directors will meet in executive session at least quarterly, if the independent directors determine that it is warranted.

The Board believes that the management speaks for the Company. Individual directors may, from time to time, meet or otherwise communicate, subject to the Company’s Fair Disclosure Policy, with various constituencies that are involved with the Company. It is expected that directors would do this with the knowledge of the management and, absent unusual circumstances or as contemplated by the committee charters, only at the request of management.

IV. BOARD COMMITTEES

The Board will have at all times an Audit Committee, a Compensation Committee and a Nominating & Corporate Governance Committee. Additional committees may be formed by the Board, as appropriate. The members of these committees will comply with any requirements of the NYSE, including independence requirements, or other legal and regulatory requirements that may be put into effect from time to time. Committee members will be appointed by the Board upon recommendation of the Nominating & Corporate Governance Committee with consideration of the desires of individual directors. It is the sense of the Board that consideration should be given to rotating committee members periodically, but the Board does not feel that rotation should be mandated as a policy.

Each committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its own performance.

The chairperson of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee’s charter. The chairperson of each committee, in consultation with the appropriate members of the committee and management, will develop the committee’s agenda. At the beginning of the year each committee will establish a schedule of the principal agenda subjects to be discussed during the year (to the degree these can be foreseen). The schedule for

each committee will be furnished to all directors.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

V. DIRECTOR ACCESS TO OFFICERS

Directors have full and free access to officers of the Company and, as necessary and appropriate, to the Company's independent advisors. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the Secretary of Rithm Capital Corp., a Delaware corporation ("Rithm") or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent not inappropriate, copy the CEO on any written communications between a director and an officer of the Company, or advise the CEO of any such oral communications. The directors shall also have access to other employees of the Manager of the Company who provide services to or for the benefit of the Company upon request to the Company's CEO or the Secretary of Rithm.

The Board welcomes regular attendance at each Board meeting of the Company's senior officers. If the President or CEO wishes to have additional Company personnel attend on a regular basis, this suggestion should be brought to the Board for approval.

VI. COMMUNICATION WITH THE BOARD

Stockholders and other interested parties who wish to communicate with the Board may do so by writing to the Secretary of Rithm Capital Corp., c/o Rithm Capital Corp., 799 Broadway 8th Floor, New York, NY 10003. The independent, non-employee directors have directed the Secretary of Rithm to act as their agent in processing any communications received. All communications that relate to matters within the scope of the responsibilities of the Board and its standing committees are to be forwarded to the Chairman of the Board. Communications that relate to matters that are within the scope of the responsibilities of one of the Board's standing committees are also to be forwarded to the chair of the appropriate committee. Communications that relate to ordinary business matters that are not within the scope of the responsibilities of the Board are to be sent to the appropriate member of management.

VII. DIRECTOR COMPENSATION

The form and amount of director compensation will be determined by the Board based on a recommendation of the Compensation Committee in accordance with the policies and principles set forth in its charter. The Company believes the compensation for directors should encourage increased ownership of the Company's stock through the payment of a portion of director compensation in Company stock, options to purchase Company stock or similar compensation. The Compensation Committee will conduct an annual review of 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. The Compensation Committee will consider that

directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

A director who is also an officer or employee of the Company or its Manager shall not receive additional compensation for such service as a director.

Director's fees (including any additional amounts paid to chairs of committees and to members of committees of the Board) are the only compensation a member of the Audit Committee may receive from the Company; provided, however, that a member of the Audit Committee may also receive pension or other forms of deferred compensation from the Company for prior service so long as such compensation is not contingent in any way on continued service.

VIII. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

Management shall develop an orientation program for all new directors. This orientation should include presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, these Corporate Governance Guidelines, its Code of Business Conduct and Ethics, its principal officers and its internal and independent auditors. In addition, the new director orientation program should include visits to the Company's executive offices. All other directors are also invited to attend new director orientation programs. The Board believes that ongoing education is important for maintaining a current and effective Board. Accordingly, the Board encourages directors to participate in ongoing education, as well as participation in accredited director education programs. The Board will reimburse directors for expenses incurred in connection with these education programs.

IX. MANAGEMENT EVALUATION

The Board will conduct an annual review of the performance of RCM GA Manager LLC, the Company's external manager (the "Manager"), the executive officers of the Company and the employees of the Manager who serve as executive officers of the Company, in order to ensure that the Manager is providing the best service and leadership for the Company in the long- and short-term.

X. MANAGEMENT SUCCESSION

As part of its role in directing the management of the business and affairs of the Company, the Board shall be responsible for overseeing the Company's succession planning activities. The Board may delegate elements of this responsibility to one or more of its committees or to senior management. In carrying out this function, the Board shall endeavor to ensure that the Company's management has the capabilities to cause the Company to operate in an efficient and business-like fashion in the event of a vacancy in senior management, either anticipated or sudden.

XI. ANNUAL PERFORMANCE EVALUATION

The Board will conduct an annual self-evaluation to determine whether it and its

committees are functioning effectively. The Nominating & Corporate Governance Committee will receive comments from all directors and report annually to the Board with an assessment of the Board's performance. This will be discussed with the full Board following the end of each fiscal year. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board can improve.