

BOARD COMMITTEE CHARTERS

Summit Digital Solutions, Inc.

Effective Date: January 1, 2024

I. GENERAL PROVISIONS

1. ****Purpose and Scope****. These Board Committee Charters (the "Charters") establish the governance framework for standing committees of the Board of Directors (the "Board") of Summit Digital Solutions, Inc. (the "Company"), pursuant to the Company's Bylaws and Delaware General Corporation Law.

2. ****Committee Structure****. The Board shall maintain the following standing committees:

- Audit Committee
- Compensation Committee
- Nominating and Corporate Governance Committee
- Technology and Innovation Committee

II. AUDIT COMMITTEE

1. ****Composition****. The Audit Committee shall consist of at least three (3) independent directors, each meeting the independence requirements of applicable securities laws and exchange rules. At least one member shall qualify as an "audit committee financial expert."

2. ****Responsibilities****

- (a) Oversee financial reporting processes and internal controls
- (b) Review and approve quarterly and annual financial statements
- (c) Supervise the independent auditor relationship
- (d) Monitor compliance with accounting policies
- (e) Review risk management practices
- (f) Oversee cybersecurity and data protection measures
- (g) Establish whistleblower procedures

III. COMPENSATION COMMITTEE

1. ****Composition****. The Compensation Committee shall consist of at least three (3) independent

directors meeting applicable independence requirements.

2. ****Responsibilities****

- (a) Determine executive compensation structure and policies
- (b) Evaluate CEO performance and set compensation
- (c) Review and approve equity incentive plans
- (d) Oversee succession planning
- (e) Monitor compensation-related risks
- (f) Review employee benefit programs
- (g) Ensure compliance with compensation disclosure requirements

IV. NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

1. ****Composition****. The Nominating and Corporate Governance Committee shall consist of at least three (3) independent directors.

2. ****Responsibilities****

- (a) Identify and evaluate board candidates
- (b) Recommend director nominees
- (c) Develop corporate governance guidelines
- (d) Oversee board and committee evaluations
- (e) Review board composition and independence
- (f) Monitor corporate governance trends
- (g) Oversee ESG initiatives and reporting

V. TECHNOLOGY AND INNOVATION COMMITTEE

1. ****Composition****. The Technology and Innovation Committee shall consist of at least three (3) directors, with at least one member having substantial technology industry experience.

2. ****Responsibilities****

- (a) Review technology strategy and roadmap
- (b) Monitor competitive technology landscape
- (c) Evaluate major technology investments
- (d) Oversee digital transformation initiatives

- (e) Review intellectual property strategy
- (f) Monitor emerging technology trends
- (g) Assess technology-related risks

VI. COMMITTEE OPERATIONS

1. **Meetings**. Each committee shall meet at least quarterly, with additional meetings as needed. Meeting minutes shall be maintained and reported to the full Board.
2. **Resources**. Committees shall have authority to retain independent advisors and access to management and Company resources.
3. **Annual Review**. Each committee shall annually review its charter and performance, recommending any changes to the Board.

VII. AMENDMENTS AND INTERPRETATION

1. These Charters may be amended by majority vote of the Board.
2. In the event of any conflict between these Charters and the Company's Certificate of Incorporation or Bylaws, the latter shall prevail.

VIII. ADOPTION AND CERTIFICATION

ADOPTED by resolution of the Board of Directors on January 1, 2024.

CERTIFIED:

Sarah Martinez

Corporate Secretary

Summit Digital Solutions, Inc.

Dr. Alexandra Reeves

Chief Executive Officer

Summit Digital Solutions, Inc.

William J. Thompson

Chairman of the Board

Summit Digital Solutions, Inc.