

BOARD COMMITTEE CHARTERS

DeepShield Systems, Inc.

As Adopted by the Board of Directors on March 15, 2023

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 DeepShield Systems, Inc. (the "Company"). These Charters define the composition, responsibilities, and operational procedures for each committee in accordance with Delaware General Corporation Law and the Company's Bylaws.

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

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

II. AUDIT COMMITTEE

1. ****Composition****. The Audit Committee shall consist of at least three (3) independent directors, each meeting the independence requirements of the Securities Exchange Act of 1934 and applicable stock exchange rules. At least one member shall qualify as an "audit committee financial expert."

2. ****Responsibilities****. The Audit Committee shall:

- (a) Oversee financial reporting processes and internal controls
- (b) Select and engage independent auditors
- (c) Review quarterly and annual financial statements
- (d) Monitor compliance with legal and regulatory requirements
- (e) Oversee the Company's enterprise risk management program
- (f) Review cybersecurity financial risks and insurance coverage

III. COMPENSATION COMMITTEE

1. ****Composition****. The Compensation Committee shall consist of at least two (2) independent

directors meeting applicable independence requirements.

2. ****Responsibilities****. The Compensation Committee shall:

- (a) Establish executive compensation policies
- (b) Review and approve executive officer compensation
- (c) Administer equity incentive plans
- (d) Review employee benefit programs
- (e) Assess compensation-related risks
- (f) Oversee succession planning for key technical positions

IV. NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

1. ****Composition****. The Nominating and Corporate Governance Committee shall consist of at least two (2) independent directors.

2. ****Responsibilities****. The Committee shall:

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

V. TECHNOLOGY AND CYBERSECURITY COMMITTEE

1. ****Composition****. The Technology and Cybersecurity Committee shall consist of at least three (3) directors, with at least one member having substantial cybersecurity or industrial control systems expertise.

2. ****Responsibilities****. The Committee shall:

- (a) Review technology strategy and innovation initiatives
- (b) Oversee cybersecurity programs and incident response
- (c) Monitor industrial control system security standards
- (d) Evaluate technology acquisitions and partnerships
- (e) Review R&D investments and product roadmap

(f) Assess emerging technology risks and opportunities

VI. OPERATIONAL PROCEDURES

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

VII. AMENDMENTS AND MODIFICATIONS

1. These Charters may be amended or modified only by resolution of the Board of Directors.

VIII. EFFECTIVE DATE AND CERTIFICATION

1. These Charters were duly adopted by the Board of Directors on March 15, 2023.

IN WITNESS WHEREOF, the undersigned has executed these Board Committee Charters as of the date first written above.

Dr. Marcus Chen
Chief Executive Officer
DeepShield Systems, Inc.

Robert Kessler
Corporate Secretary
DeepShield Systems, Inc.

[Corporate Seal]