

CORPORATE GOVERNANCE GUIDELINES

Summit Digital Solutions, Inc.

As adopted by the Board of Directors on March 15, 2024

1. Introduction and Purpose

These Corporate Governance Guidelines (the "Guidelines") have been adopted by the Board of Directors (the "Board") of Summit Digital Solutions, Inc. (the "Company") to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws, the Company's Certificate of Incorporation, Bylaws, and other corporate governance documents.

2. Board Composition and Director Qualifications

2.1 Size of the Board

The Board shall consist of no fewer than five (5) and no more than eleven (11) directors, with the exact number determined by resolution of the Board.

2.2 Director Independence

A majority of the Board shall consist of directors who meet the criteria for independence established by the Securities and Exchange Commission and any applicable stock exchange rules.

2.3 Director Qualifications

The Nominating and Corporate Governance Committee shall identify and recommend candidates for Board membership. Candidates should possess:

- High ethical standards and integrity
- Experience in technology, digital transformation, or enterprise solutions
- Strategic and business acumen
- Financial literacy
- Independence of thought
- Commitment to representing stockholder interests

3. Board Leadership Structure

3.1 Chairman of the Board

The Board shall select its Chairman based on the criteria it deems appropriate. The roles of Chairman and Chief Executive Officer may be separate or combined, as determined by the Board.

3.2 Lead Independent Director

If the Chairman is not independent, the independent directors shall select a Lead Independent Director to coordinate the activities of the independent directors.

4. Board Committees

4.1 Standing Committees

The Board shall maintain the following standing committees:

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

4.2 Committee Composition

Each committee shall consist of at least three directors. The Audit, Compensation, and Nominating and Corporate Governance Committees shall be composed entirely of independent directors.

5. Board Operations and Meetings

5.1 Meeting Frequency

The Board shall hold at least four regular meetings annually. Additional meetings may be called as necessary.

5.2 Strategic Planning

The Board shall dedicate at least one meeting annually to strategic planning and review of the Company's digital transformation initiatives and technology roadmap.

5.3 Executive Sessions

Independent directors shall meet in executive session without management present at least quarterly.

6. Director Responsibilities

6.1 Basic Duties

Directors shall:

- Act in good faith
- Exercise due care and diligence
- Maintain confidentiality of Company information
- Avoid conflicts of interest
- Dedicate sufficient time to Board duties

6.2 Attendance and Preparation

Directors are expected to attend all Board and committee meetings and review meeting materials in advance.

7. Board Oversight of Risk Management

7.1 Risk Assessment

The Board shall oversee the Company's enterprise risk management program, with particular focus on:

- Cybersecurity and data privacy
- Technology implementation risks
- Regulatory compliance
- Financial controls
- Operational risks

8. Director Compensation and Stock Ownership

8.1 Compensation Structure

Director compensation shall be determined by the Compensation Committee and consist of:

- Annual cash retainer
- Equity-based compensation
- Committee chair and member fees

8.2 Stock Ownership Guidelines

Directors shall be required to maintain Company stock ownership equal to 5x their annual cash retainer within five years of joining the Board.

9. Director Orientation and Continuing Education

9.1 New Director Orientation

New directors shall receive comprehensive orientation regarding:

- Company strategy and operations
- Technology platforms and solutions
- Financial position
- Corporate governance practices
- Legal and regulatory obligations

10. Annual Performance Evaluation

10.1 Board Evaluation

The Board shall conduct an annual self-evaluation of its performance and the performance of its committees.

11. Amendment and Review

These Guidelines shall be reviewed annually by the Nominating and Corporate Governance Committee and may be amended by the Board at any time.

Adopted: March 15, 2024

Last Amended: March 15, 2024