

CID HOLDCO, INC.

Audit Committee Charter

I.

Purpose

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of CID Holdco, Inc., a Delaware corporation (the “Company”), shall provide assistance to the Board in fulfilling its legal and fiduciary obligations to oversee:

- (a) the integrity of the financial statements and other financial information provided by the Company to its stockholders, the public, any stock exchange and others;
- (b) the Company’s compliance with legal and regulatory requirements;
- (c) the qualifications and independence of the Company’s independent auditor;
- (d) the performance of the Company’s internal audit function and its system of internal controls and independent auditor, and
- (e) such other matters as are assigned to the Committee by the Board pursuant to this Charter or as mandated under applicable laws, rules and regulations (including the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended (the “Exchange Act”)) as well as listing standards of The Nasdaq Stock Market LLC (together, the “Applicable Requirements”).

Although the Committee has the powers and responsibilities set forth in this Charter, the role of the Committee is oversight. The members of the Committee are not full-time employees of the Company and may or may not be accountants or auditors by profession or experts in the fields of accounting or auditing and, in any event, do not serve in such capacity. Consequently, it is not the duty of the Committee to conduct audits or to determine that the Company’s financial statements and disclosures are complete and accurate and are in accordance with Generally Accepted Accounting Principles (“GAAP”) and other Applicable Requirements. These are the responsibilities of management and the Company’s independent auditor.

II.

Organization

The Committee shall consist of at least three directors, each of whom shall satisfy the independence, financial literacy, and other qualifications required by the Company’s corporate governance guidelines, Section 10A-3 of the Exchange Act, and all Applicable Requirements. At least one member shall qualify as an “audit committee financial expert” as defined by the SEC.

Committee members shall be appointed by the Board based on recommendations from the Nominating and Corporate Governance Committee. The Board may remove any Committee member at any time with or without cause. If removal causes the Committee to have fewer than three members, the Board shall appoint additional qualified members.

No member may serve on more than two other public company audit committees without a Board determination that such service would not impair that member's ability to serve effectively.

The Board shall designate the Committee's chairperson or, if none is designated, the Committee shall elect a chair by majority vote.

III. Meetings

The Committee shall meet at least quarterly and may meet more frequently as circumstances require. Meetings may be called by the chairperson or a majority of the Committee members and may be held telephonically or electronically, to the extent permitted under Delaware law and the Company's organizational documents.

The Committee shall meet periodically in executive session with each of the Company's independent auditor, management, and internal audit group without the presence of others.

The Committee shall maintain written minutes of its meetings and related records.

IV. Authority and Responsibilities

The Committee may rely in good faith on the integrity of management and the independent auditor and the accuracy of information provided. The Committee may rely on the expertise of outside advisors it retains.

The Committee shall:

1. Appoint, retain, compensate, and oversee the independent auditor, including resolution of disagreements between the auditor and management.
2. Pre-approve all audit and permitted non-audit services and associated fees.
3. Obtain and review the independent auditor's reports on internal controls, independence, and any material issues identified by regulatory reviews or internal quality control reviews.
4. Ensure compliance with applicable audit partner rotation requirements.
5. Evaluate the performance and independence of the independent auditor annually.
6. Set hiring policies for employees or former employees of the independent auditor.
7. Review annual and quarterly financial statements with management and the auditor, including MD&A.
8. Recommend inclusion of financial statements in the Company's Form 10-K.

9. Review disclosures on critical accounting policies and practices, alternatives under GAAP, off-balance sheet arrangements, and earnings guidance.
10. Review internal controls, including reports related to SOX /ISO compliance.
11. Oversee internal audit, including staffing, budget, and performance.

V. Resources. The Committee shall have the authority to retain or terminate, at its sole discretion, independent legal, accounting and other advisors, consultants or professionals (collectively, “Advisors”) to assist the Committee in its responsibilities and shall be directly responsible for overseeing the work of such Advisors. The chairperson of the Committee, at the request of any member of the Committee, may request any officer, employee or advisor of the Company or the Company’s independent auditor to attend a meeting of the Committee or otherwise respond to Committee requests.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of (a) compensation to the Company’s independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, (b) any compensation to any Advisors retained to advise the Committee and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

VI. Annual Performance Evaluation. The Committee shall review and assess annually its own performance, including its effectiveness and compliance with this Charter. The Committee shall also review and reassess the adequacy of this Charter at least annually and recommend to the Board any proposed changes.

VII. Disclosure of Charter. This Charter shall be made available on the Company’s website at <https://daic.ai> and shall be included as an exhibit to the Company’s annual report on Form 10-K as required by the Applicable Requirements. A copy of the Charter shall also be provided to any stockholder upon request.

VIII. Limitation of Committee’s Role. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the Company’s independent auditor. The Committee, its members, and its chairperson are entitled to rely on the integrity of those persons and organizations within and outside the Company from which it receives information and advice and on the accuracy and completeness of such information and advice.

IX. Amendment. The Committee shall review and reassess the adequacy of this Charter at least annually and recommend to the Board any amendments or modifications to this Charter that the Committee considers necessary or appropriate.

X. Interpretation. This Charter shall be interpreted in a manner consistent with all applicable laws and the rules and regulations of the SEC and The Nasdaq Stock Market LLC, as in effect from time to time.

XI. Adoption and Approval

This Audit Committee Charter was duly adopted and approved by the Board of Directors of CID Holdco, Inc. on [Insert Date], and shall remain in effect until modified, superseded, or revoked by the Board.