

CID HOLDCO, INC.

COMPENSATION COMMITTEE CHARTER

I. PURPOSE. The Compensation Committee (the “Committee”) is appointed annually by the Board of Directors (the “Board”) on the recommendation of the Nominating and Corporate Governance Committee to discharge the Board’s responsibilities relating to compensation for the Company’s executive officers. The Committee has overall responsibility for evaluating and approving the structure of the Company’s executive compensation plans, policies, and programs, including fixed and variable compensation, short- and long-term incentives, and all equity-based arrangements.

The Committee is also responsible for producing an annual report on executive compensation, as required by the rules of the Securities and Exchange Commission (“SEC”), for inclusion in the Company’s annual proxy statement. In addition, the Committee shall review and discuss with management the Company’s Compensation Discussion and Analysis (“CD&A”) and related executive compensation information and, based on that review and discussion, recommend to the Board that the CD&A and related executive compensation information be included in the Company’s annual proxy statement and Form 10-K as required by applicable regulations.

The Committee shall oversee the disclosures required under Item 402(v) of Regulation S-K (Pay Versus Performance), and ensure the presentation and accuracy of such information in SEC filings.

II. COMMITTEE MEMBERSHIP. The Committee shall consist of no fewer than three members of the Board, one of whom shall serve as chairperson of the Committee. Each member shall meet the independence requirements of The Nasdaq Stock Market LLC (“Nasdaq”), be a “non-employee director” under Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and qualify as an “outside director” under Section 162(m) of the Internal Revenue Code, as applicable. The Board shall determine that each member is free from any relationship that would interfere with the exercise of independent judgment.

The Nominating and Corporate Governance Committee shall recommend, and the Board shall appoint, members of the Committee and the Committee chair. Committee members may be removed or replaced by the Board at its discretion.

III. STRUCTURE AND OPERATIONS. The Committee shall meet at least four times per year and more frequently as necessary to carry out its responsibilities. Meetings may be held in person, telephonically, or via video conference. The chairperson shall approve meeting agendas, and any Committee member may suggest agenda items.

A majority of the members shall constitute a quorum. Committee actions require the affirmative vote of a majority of those present. Actions may also be taken by unanimous written consent. The

Committee shall meet in executive session without management present when determining executive compensation.

The Committee may form and delegate responsibilities to subcommittees as permitted by applicable laws, Nasdaq rules, and the Company's governing documents. Any subcommittee must consist solely of members who meet the independence standards set forth herein.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES. The Committee's responsibilities include:

1. Review and approve annually the Company's compensation philosophy, objectives, and practices to ensure alignment with Company performance, shareholder value, and applicable regulatory and legal requirements.
2. Review and approve compensation and benefit programs for the CEO and other executive officers, including Named Executive Officers (NEOs), including: a. Base salary levels; b. Annual incentive opportunities; c. Long-term incentive compensation, including equity awards; d. Employment, severance, retention, and change-in-control agreements; and e. Supplemental benefits or perquisites, if any.
3. Establish corporate goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of these goals, and determine the CEO's compensation based on this evaluation.
4. Approve compensation for other executive officers and senior leadership based on performance evaluations and recommendations of the CEO.
5. Review and approve any new or materially amended employment, severance, or change-in-control agreements with executive officers.
6. Oversee and review incentive compensation arrangements for all employees to ensure they do not encourage excessive risk-taking and that they are designed to align pay with performance.
7. Oversee the administration of equity-based compensation plans, including: a. The granting of stock options, restricted stock units, and other equity awards; b. Ensuring compliance with shareholder-approved plan limits; c. Reviewing and recommending plan amendments for Board and shareholder approval, where necessary. d. Reviewing timing of grants to avoid proximity to material nonpublic information.
8. Review and approve the peer group used for benchmarking executive compensation and evaluate the appropriateness of peer comparisons in light of the Company's size, industry, and performance.
9. Establish and monitor compliance with stock ownership guidelines for executive officers.
10. Review and recommend any clawback policies necessary to comply with SEC Rule 10D-1, Nasdaq Listing Rule 5608, or as determined to be in the best interests of the Company. Ensure such clawback policies apply in cases of financial restatement and, where appropriate, misconduct unrelated to restatement.

11. Review the Company's incentive compensation policies and practices to confirm they are not reasonably likely to have a material adverse effect on the Company.
12. Review and recommend to the Board the compensation program for non-employee directors, including regular peer benchmarking and evaluation of conflicts of interest.
13. Review the results of Say-on-Pay and Say-on-Frequency votes, along with any shareholder or proxy firm feedback, and determine appropriate responses.
14. Coordinate with the Company's Disclosure Committee to ensure consistency and accuracy in public disclosures relating to executive compensation, including internal controls over compensation disclosure.
15. Oversee preparation of the CD&A and the Committee report included in the Company's annual proxy statement and Form 10-K in accordance with applicable SEC rules.
16. Retain, oversee, and terminate external compensation consultants, legal counsel, accountants, or other advisors as needed. The Committee shall be directly responsible for the appointment, compensation, oversight, and independence determination of such advisors using the factors set forth by the SEC and Nasdaq.
17. Monitor legal, regulatory, and market trends affecting executive compensation and corporate governance, and solicit independent advice where appropriate.
18. Review and oversee the Company's broader human capital management strategies and programs, including succession planning for the CEO and executive officers, talent development, diversity and inclusion, workforce engagement, and retention.
19. Maintain a record or dashboard of all executive employment agreements and compensation structures to ensure ongoing compliance and transparency.
20. Review pay equity across the workforce, including gender and racial equity, and report to the Board or appropriate subcommittees as necessary.
21. Review cybersecurity measures in place to protect compensation systems and sensitive executive data.
22. Review and reassess the adequacy of this Charter annually and recommend any changes to the Board.
23. Conduct an annual self-evaluation of the Committee's performance and effectiveness and report the results to the Board.

V. OUTSIDE ADVISORS. The Committee may retain outside compensation consultants, legal counsel, accountants, or other advisors to assist with its duties. The Committee shall:

- Be directly responsible for the appointment, compensation, and oversight of such advisors;
- Determine that such advisors are independent in accordance with SEC and Nasdaq rules before retaining them, including evaluating any conflicts of interest; and
- Receive appropriate funding from the Company to pay for these services.

VI. REPORTS OF THE COMMITTEE. The Committee shall report regularly to the Board on its activities, findings, and recommendations. All such reports shall be filed with the minutes of the Board as part of the corporate records.

VII. MISCELLANEOUS. This Charter is intended as a guideline and does not establish legally binding obligations. Nothing in this Charter shall be construed to expand the liability of the Board or any Committee member beyond applicable law.

Approved: [Insert Approval Date]