T Stamp Inc. dba Trust Stamp

Key Committee Charters

Audit Committee Charter

1) The committee shall comprise at least three members, each of whom must:
    a. be an Independent Director as defined under Nasdaq Rule 5605(a)(2);
    b. meet the criteria for independence set forth in Rule 10A-3(b)(1) of the Securities Exchange Act of 1934 ("the Act") (subject to the exemptions provided in Rule 10A-3(c) of the Act
    c. not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years; and\
    d. be able to read and understand fundamental financial statements, including a Company's balance sheet, income statement, and cash flow statement.

2) The committee's purpose is overseeing the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company.

3) The committee shall have the responsibilities and authority set forth in Nasdaq Rule 5605(c)(3) and Rule 10A-3(b)(2), (3), (4) and (5) of the Act including but not limited to:
    a. responsibility for ensuring receipt from the Company's auditors of a formal written statement delineating all relationships between the auditor and the Company;
    b. actively engaging in a dialogue with the auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor; and
    c. taking, or recommending that the full board take, appropriate action to oversee the independence of the auditor.

4) The Company's auditors are appointed by and accountable to the committee; and the committee's is responsible to ensure the independence of the auditors.

5) The committee has authority to engage its own outside advisors, including legal counsel and experts in particular areas of accounting.

6) The Company must provide for:
    a. Compensation to any registered public accounting firm engaged by the committee for the purpose of preparing or issuing an audit report or performing other audit, review or attest services;
    b. Compensation to any advisers employed by the audit committee; and
    c. Ordinary administrative expenses of the audit committee that are necessary or appropriate in carrying out its duties

7) At least one member of the committee must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

8) The committee must establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters and, the receipt,

© 2022

retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls or auditing matters.

Compensation Committee Charter

1) The committee must have at least two members each of whom must be an Independent Director as defined under Nasdaq Rule 5605(a)(2). In addition, in affirmatively determining the independence of any director who will serve on the compensation committee of a board of directors, the board of directors must consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a compensation committee member.

2) The committee's purpose is recommending to the board for determination, the compensation of the chief executive officer and all other Executive Officers of the Company

3) The committee has the responsibilities and authority set forth in Nasdaq Rule 5605(d)(3).

4) The chief executive officer may not be present during committee voting or deliberations on his or her compensation.

5) The committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser.

6) The committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the compensation committee.

7) The Company must provide for appropriate funding, as determined by the compensation committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the compensation committee.

8) The committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the compensation committee, other than in-house legal counsel, only after taking into consideration the following factors:

    a. the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
    b. the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
    c. the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
    d. any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation committee;
    e. any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
    f. any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an Executive Officer of the Company.

9) The committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of Executive Officers or directors of the Company, and that is

© 2022

available generally to all salaried employees; and/or (b) providing information that either is not customized to the Company or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

Nominations Committee Charter

1) The purpose of the committee is to screen and nominate prospective Directors to serve on the Board of the Company.

2) The committee shall be made up of a minimum of two members with each member being an Independent Director as defined under Nasdaq Rule 5605(a)(2)

3) Except where a right to nominate a director is legally vested in a third party, nominees to serve as Directors of the Company must be recommended for the Board's selection, either by the committee or by approval by a majority of the Board's Independent Directors in a vote in which only Independent Directors participate.

Executive Committee Charter

1) The committee shall be made up of five members of the Board of Directors.
2) The purpose of the committee is to carry out such functions as are from time to time lawfully delegated by the Board of Directors. The functions delegated may not include any functions within the purview of the Audit, Compensation or Nominations committees.
3) Any actions taken by the committee shall require approval by a minimum of four members of the committee including a minimum of one member who is an Independent Director as defined under Nasdaq Rule 5605(a)(2)

Environmental and Social Responsibility Committee

The Board will establish a committee chaired by the Chairman of the Board of Directors and comprising board members, employees of the Company and (at its discretion) external expert advisors to advise the Board on and directly support the Company’s ongoing commitment to environmental stewardship, corporate social responsibility, and sustainability including the allocation of any funding budgeted in support of the Company’s environmental and social responsibilities.

Advisory Risk Committee

The Board will establish an advisory committee comprising Board members, employees of the Company and (at its discretion) external expert advisors to assess, monitor and report on risk-related issues specific to its operations as a technology company, including IT, regulatory and security risks. The advisory committee will be comprised of such members and provide advice on such matters as the Board shall determine from time to time.

© 2022