



**HUB CYBER SECURITY LTD.
COMPENSATION COMMITTEE CHARTER**

The board of directors (the “**Board**”) of Hub Cyber Security Ltd. (the “**Company**”) has constituted and established a compensation committee (the “**Committee**”) with the authority, responsibility and duties as described in this Compensation Committee Charter (this “**Charter**”).

This Charter does not derogate from nor supersede, and instead will be read in conjunction with, the terms set forth in the Company’s Compensation Policy for Office Holders (the “**Compensation Policy**”), which was adopted on December 8, 2022, in accordance with the requirements set forth under the Israeli Companies Law, 5759-1999, and the regulations promulgated thereunder, as may be amended from time to time (the “**Companies Law**”). If any term of this Charter contradicts the requirements under the Companies Law relating to the Compensation Policy, or the Compensation Policy itself, then the terms of the Companies Law and the Compensation Policy, as applicable, will prevail.

1 Purpose

The purpose of the Compensation Committee (the “**Committee**”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s Board members, Chief Executive Officer and other “office holders” (as defined under the Companies Law) and the administration of the Company’s equity incentive plans.

2 Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (“**Nasdaq**”), except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable laws. Committee members must be appointed and may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

3 Meetings, Procedures and Authority

The Committee will meet as often as necessary to carry out its responsibilities. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Companies Law and the Company’s Amended and Restated Articles of Association, as in effect from time to time (the “**Articles of Association**”). Unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, all meetings of the Committee may be held telephonically or by other virtual means. In addition, unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, the Committee may act by unanimous written consent in lieu of a meeting.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee. The Committee will report the results of any investigation to the Board, which will decide on any remedies or other appropriate steps to be taken as a result.



4 Duties and Responsibilities

- 4.1 *Compensation Plans and Policies.* The Committee will approve and recommend to the Board for its approval a Compensation Policy in accordance with the requirements of the Companies Law as well as recommend to the Board for its approval other compensation policies, incentive-based compensation plans and equity-based compensation plans, as applicable (collectively, the “**Compensation Plans and Policies**”) and oversee the development and implementation of the Compensation Plans and Policies in light of all relevant circumstances and recommend to the Board any amendments or modifications to the Compensation Plans and Policies that the Committee deems appropriate, including as required under the Companies Law.
- 4.2 *CEO and Other Executive Officer Compensation.* The Committee will establish annual goals and objectives for the Company’s Chief Executive Officer and the other executive officers, which will be reviewed at least annually and assist the Board in discharging its responsibilities relating to (i) the compensation of the Company’s Chief Executive Officer and other executive officers and (ii) the overall Company’s compensation programs. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.
- 4.3 *Employment Agreements and Severance Arrangements.* The Committee will review and approve all employment agreements and severance arrangements for the executive officers of the Company.
- 4.4 *Director Compensation.* The Committee will periodically review and make recommendations to the Board regarding director compensation.
- 4.5 *Certain Transactions.* The Committee will approve transactions regarding office holders’ compensation pursuant to Sections 272, 273, and 275 of the Companies Law and exempt a transaction with the Company’s chief executive officer from the approval of the general meeting of the Company’s shareholders pursuant to Section 272(C1)(3) of the Companies Law.
- 4.6 *Incentive and Equity Compensation.* The Committee will administer the Company’s equity-based compensation plans, including without limitation to approve the adoption of such plans, to amend and interpret such plans and the awards and agreements issued pursuant thereto, and to make awards to eligible persons under the plans and determine the terms of such awards. The Committee will periodically review and make recommendations to the Board regarding the Company’s Incentive Plan and Employee Prospectus (both for Israel and for US residents) as was adopted on December 8th, 2022.
- 4.7 *Indemnification Agreement.* The Committee will periodically review and make recommendations to the Board regarding the Company’s Indemnification Agreement with its Directors and Officers as was adopted on November 13, 2022.
- 4.8 *Human Capital Management.* The Committee shall oversee and annually review with management the Company’s strategies, and practices with respect to human capital management and management *development*, employee engagement and effectiveness; and talent recruitment, development, and retention.
- 4.9 *Reports to the Board of Directors.* The Committee will report regularly to the Board regarding the activities of the *Committee*.
- 4.10 *Committee Self-Evaluation.* The Committee will periodically perform an evaluation of the performance of the *Committee*.
- 4.11 *Review of this Charter.* The Committee will annually review and reassess this Charter and submit any *recommended* changes or approval of the existing Charter to the Board for its consideration, during the last meeting of each calendar year.



5 Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

The Company reserves the right to amend, modify, waive or terminate the provisions of this Charter at any time for any reason.