



HUB CYBER SECURITY LTD.
DISCLOSURE COMMITTEE CHARTER

This Disclosure Committee Charter (the “*Charter*”) has been adopted by the Chief Executive Officer and Chief Financial Officer (the “*Senior Officers*”) of Hub Cyber Security Ltd. (the “*Company*”).

1. PURPOSE

It is the Company’s policy that all public disclosures made by the Company should be accurate and complete, fairly present the Company’s financial condition and results of operations in all material respects, and be made on a timely basis, as required by applicable laws and stock exchange requirements.

The purpose of the Disclosure Committee (the “*Committee*”) is to assist the Senior Officers in fulfilling their responsibility for oversight of the accuracy and timeliness of the public disclosures made by the Company by providing a formal structure for the Company’s disclosure review processes. This Committee allows certain key officers and employees, as determined by the Senior Officers, the opportunity to convene regularly to discuss current and potential disclosure issues.

2. RESPONSIBILITIES

The Committee will assist the Senior Officers in fulfilling their responsibility for oversight of the accuracy and timeliness of the disclosures made by the Company by being responsible for the following tasks, in each case subject to the supervision and oversight of the Senior Officers:

- Establish controls and other procedures, including procedures currently used by the Company, that are designed to ensure that (i) information required by the Company to be disclosed to the United States Securities and Exchange Commission (“*SEC*”) and other information that the Company will publicly disclose is recorded, processed, summarized and reported accurately (in all material respects) and on a timely basis and (ii) information is accumulated and communicated to management, including the Senior Officers, as appropriate to allow timely decisions regarding such required disclosure (“*Disclosure Controls*”).
- Review the Company’s (i) Annual Report on Form 20-F (the “*Annual Report*”), proxy statements, registration statements and any other information filed with or furnished to the SEC and (ii) quarterly earnings releases and related investor presentations containing financial information or guidance and other public disclosures regarding information that is material to the Company’s security holders (collectively, the “*Disclosure Statements*”).
- Evaluate the effectiveness of the Company’s Disclosure Controls, which may include the use of internal corporate resources or outside consultants.
- Consider and make recommendations to the Senior Officers regarding decisions related to the materiality of information and determination of disclosure obligations with respect to the Disclosure Statements.
- To the extent requested by the Senior Officers, provide certification to the Senior Officers prior to the filing with the SEC of the Annual Report as to certain of the items required to be certified by the Senior Officers.
- Administer the Company’s Fair Disclosure Policy.
- Review and assess the Committee’s performance and this Charter periodically, and report its findings and submit any proposed changes to this Charter to the Senior Officers for approval.

In discharging its duties, the Committee will have full access to all Company books, records, facilities, and personnel, including the internal auditor, if any.



3. ORGANIZATION

The membership of the Committee will initially consist of the following officers and employees of the Company: Chief Financial Officer, Chief Legal, Compliance and Data Protection Officer, Vice President of Finance, Executive Vice President of Sales; and such other personnel of the Company as the Senior Officers may determine. Such members may be replaced, or new members added, at any time and from time to time by the Senior Officers. In addition, each member of the Committee may appoint in writing a designee or designees who can act on his or her behalf.

The Chief Financial Officer and the Chief Legal, Compliance and Data Protection Officer will constitute the “Executive Subcommittee” of the Committee and are authorized by the Committee to approve Disclosure Statements on behalf of the Committee if (i) in their judgment time does not permit the full Committee to approve a Disclosure Statement, (ii) in the judgment of the Senior Officers confidentiality concerns do not permit full Committee review, or (iii) in such other circumstances as may be approved by the Committee from time to time. Any action taken by the Executive Subcommittee will constitute an action of the Committee.

The Committee has the authority to create other subcommittees as a majority of the Committee deems appropriate, for the purpose of fulfilling the Committee’s responsibilities, subject to the approval of the Senior Officers. The responsibilities of such subcommittees will be designated by the Committee. Activities of any such subcommittees will be reported to the Committee at Committee meetings.

The Committee also may designate two or more officers (who need not be members of the Committee), at least one of whom will be an attorney knowledgeable about SEC rules and regulations with respect to disclosure and at least one of whom will be knowledgeable about financial reporting, who can, acting together, approve routine Form 6-K filings or other public disclosures for the Company and discharge the responsibilities of the Committee under the Company’s Fair Disclosure Policy in lieu of the full Committee.

Notwithstanding the foregoing, the Senior Officers, at their option, may at any time assume any or all of the responsibilities of the Committee identified in this Charter, including, for example, approving Disclosure Statements when time does not permit the full Committee to meet.

The Committee may solicit input from other personnel throughout the Company, including those responsible for monitoring the SEC’s disclosure rules and changes in financial reporting requirements, the head of human resources, and heads or other representatives of business units, as necessary, with respect to specific disclosure issues.

One member of the Committee will be appointed by the Senior Officers as chair. The chair will be responsible for scheduling and presiding over meetings and preparing agendas. Any question of interpretation of this charter or the Committee’s procedures will be determined by any Senior Officer or, in their absence from any meeting, the Company’s Chief Legal, Compliance and Data Protection Officer.

The Committee will meet at least quarterly and at any time upon the request of a member of the Disclosure Committee.

The Committee may appoint a Secretary to assist in the administration of the Committee’s work.

4. OTHER RESPONSIBILITIES

The Committee will also have such other responsibilities as the Senior Officers may assign to it from time to time.

THE COMPANY RESERVES THE RIGHT TO AMEND, MODIFY, WAIVE OR TERMINATE THE PROVISIONS OF THIS CHARTER AT ANY TIME FOR ANY REASON.