



Knightscope, Inc.

Compensation Committee Charter

Updated November 9, 2023

Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Knightscope, Inc., a Delaware corporation (the “Corporation”), is to ensure that the Corporation has an overall executive compensation philosophy and structure that is designed to attract and retain the necessary talent to achieve the Corporation’s business goals. Specifically, the Committee is to (i) oversee and discharge the responsibilities of the Board relating to the compensation of the Corporation’s executive officers and non-employee directors, including approving the compensation of the (a) chief executive officer (the “CEO”), (b) non-employee directors, and (c) the Executive Officers (as defined below) as recommended by the CEO, subject to the authority granted herein, and (ii) oversee the Corporation’s overall employee benefit plans, including its incentive compensation, equity compensation plans and other benefits programs. “Executive Officer” has the same meaning specified for the term “officer” in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Composition

The Committee shall be composed of at least two directors, serving at the discretion of the Board. Except as otherwise permitted by applicable Nasdaq rules and regulations, each member of the Committee shall be “independent” for purposes of compensation committee membership, as defined in the applicable listing standards of The Nasdaq Stock Market (“Nasdaq”), and in accordance with the provisions of applicable laws. At least two members of the Committee also shall qualify as “non-employee directors” within the meaning of Rule 16b-3 under the Exchange Act.

Appointment and Removal of Members

The members of the Committee shall be appointed by the Board to serve until their successors are duly elected and qualified and the Board may remove any member from the Committee at any time with or without cause.

Chairperson of the Committee

A chairperson of the Committee (the “Chairperson”) shall be designated by the Board or, if no such designation is made by the Board, by a majority of the members of the Committee. The Chairperson of the Committee, or in the absence of the Chairperson, another member of the Committee designated by a majority of the members of the Committee, shall preside at each meeting of the Committee and set the agenda for such meeting.

Responsibilities and Duties

The Committee shall have the following responsibilities and authority, in addition to any responsibilities and authority assigned to the Committee from time to time by the Board.

Executive Compensation Philosophy and Programs

1. Periodically review and approve the Corporation's overall executive compensation philosophy and the Corporation's programs, policies, and practices regarding compensation of its Executive Officers.
2. Periodically and as deemed appropriate in the sole discretion of the Committee, identify, review and approve a peer group to help inform, develop and maintain competitive executive compensation and benefits plans and programs of the Corporation.

CEO and Executive Officer Compensation

3. Oversee the evaluation of the performance of the CEO in light of approved corporate goals and objectives relevant to the compensation of the CEO, and review and approve, or review and make recommendations to the Board, regarding the base salary, bonus, equity compensation and other benefits of the CEO. The CEO shall not be present during any Committee deliberations or voting with respect to his or her compensation.
4. Review and approve, or review and make recommendations to the Board, the base salaries, bonus, equity compensation and other benefits of the Corporation's Executive Officers, other than the CEO. Such Executive Officers shall not be present during any Committee deliberations or voting with respect to his or her respective compensation.
5. Periodically and as and when appropriate, review and approve, or review and make recommendations to the Board, regarding the following as they affect the Corporation's Executive Officers: (i) all other incentive awards and opportunities, including both cash and equity-based awards; (ii) any employment agreements and severance arrangements; (iii) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; (iv) corporate goals and objectives relevant to the Executive Officer compensation; and (v) any special or supplemental compensation and benefits for the Corporation's Executive Officers.

Other Compensation Plans, Policies and Arrangements

6. Review and recommend to the Board for its approval, the adoption of any equity-based plans and any amendments to such equity-based plans that are subject to approval by the Board. The Committee shall exercise all rights, authority and functions of the Board under all of the Corporation's equity-based plans.
7. Establish and periodically review policies in the area of Executive Officer perquisites and other benefits.
8. Review and approve the implementation or revision of any clawback policy allowing the Company to recoup compensation paid to Executive Officers and other employees.
9. Review and approve, or recommend to the Board for its approval, any employment or service-related contracts or transaction involving any director or Executive Officer of the Corporation, and any related compensation, including consulting arrangements and severance or termination arrangements.
10. Take any and all other actions as may be required by the federal securities laws, Nasdaq rules, or other applicable laws or regulations regarding the compensation of Executive Officers.
11. Periodically review and develop, in consultation with the Board and the CEO, short- and long-term management succession plans.
12. Periodically review and make recommendations to the Board with respect to compensation for non-employee members of the Board.

Review of Compensation Risk

13. Consider and evaluate whether the Corporation's compensation programs contain incentives for Executive Officers and employees to take risks in performing their duties that are reasonably likely to have a material adverse effect on the Corporation.

Reports and Review

14. Report its activities to the full Board on a regular basis and make such recommendations with respect to its activities and other matters as the Committee may deem necessary or appropriate.
15. Review and discuss with the Corporation's management the Compensation Discussion and Analysis (the "CD&A") and related disclosures for inclusion in the Corporation's annual proxy statement or annual report on Form 10-K, if and when required by rules and regulations of the Securities and Exchange Commission ("SEC"), and, based on such review and discussion, determine whether to recommend to the Board that the CD&A be included in the annual proxy statement or annual report, if required by SEC rules.
16. Review and approve the Compensation Committee Report to be included in the Corporation's annual proxy statement or annual report on Form 10-K, if and when required by SEC rules.
17. If and when required by SEC rules, oversee the Corporation's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, the requirement under Nasdaq rules that, with limited exceptions, shareholders approve equity compensation plans, and the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers.
18. Consider and discuss the results of the most recent stockholder advisory vote on "say-on-pay," if any, with regard to the named Executive Officers.

Consultants and Advisers

19. The Committee shall have the authority, in its sole discretion, to retain (or obtain the advice of) and terminate a compensation consultant, independent legal counsel or other adviser ("Compensation Adviser") to assist the Committee with the discharge of its duties under this Charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Adviser retained by the Committee. The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Adviser engaged by the Committee.

The Committee may select, or receive advice from, a Compensation Adviser only after taking into consideration the following:

- a. The provision of other services to the Corporation by the person that employs the Compensation Adviser;
- b. The amount of fees received from the Corporation by the person that employs the Compensation Adviser, as a percentage of the total revenue of the person that employs the Compensation Adviser;
- c. The policies and procedures of the person that employs the Compensation Adviser that are designed to prevent conflicts of interest;
- d. Any business or personal relationship of the Compensation Adviser with a member of the Committee;
- e. Any stock of the Corporation owned by the Compensation Adviser; and
- f. Any business or personal relationship of the Compensation Adviser or the person employing the Compensation Adviser with any Executive Officer.

After considering the independence factors outlined above, the Committee may select, or receive advice from, any Compensation Advisers it prefers, including ones that are not independent. The Committee is not required

to conduct the independence assessment outlined above for in-house counsel or any Compensation Adviser whose role is limited to the following activities: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of Executive Officers or directors of the Corporation, and that is available generally to all salaried employees; and/or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the Compensation Adviser, and about which the Compensation Adviser does not provide advice.

If the Committee determines that the work performed by a Compensation Adviser retained by the Committee has raised any conflict of interest, the Committee shall disclose to the Board the nature of such conflict of interest and how it is being addressed. In determining whether a conflict of interest exists, the Committee shall consider the factors described above and the other requirements of Item 407(e)(3)(iv) of Regulation S-K.

Evaluation

20. The Committee shall review and reassess this Charter at least annually and, if appropriate, propose changes to the Board.

Meetings

The Committee shall meet as often as it deems necessary and appropriate. The Committee may hold such other meetings as are necessary or appropriate in order for the Committee to fulfill its responsibilities. When appropriate, the Committee may meet in separate session with management, employees, legal counsel and other professional advisors to discuss matters that the Committee or the other groups believe warrant the attention of the Committee. However, the Committee should meet regularly without such Executive Officers present, and the CEO and other Executive Officers may not be present during voting or deliberations on his or her own compensation.

The Committee may invite to its meetings any director, member of management of the Corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

Authority

The Committee shall have overall responsibility for approving and evaluating compensation plans, policies and programs of the Corporation as they affect the Corporation's Executive Officers and non-employee directors. The Committee shall also have all authority necessary to fulfill the responsibilities assigned to the Committee in this Charter or otherwise delegated to it by the Board.

The Committee may form and delegate authority to subcommittees of the Committee and, when appropriate, may delegate authority to one or more designated members of the Board and to one or more designated Corporation officers on such terms and subject to such limitations as the Committee may determine in accordance with applicable laws and Nasdaq rules.