

QUANTUM COMPUTING INC. RISK COMMITTEE CHARTER

(Adopted on April 18, 2023)

Purpose

The purpose of the Risk Committee (the “Committee”) of the board of directors (the “Board”) of Quantum Computing Inc., a Delaware corporation (the “Company”), is to assist the Board in the oversight of the Company’s management of key risks, including strategic and operational risks relating to intellectual property, data security and related legal and compliance risks.

Membership & Organization

The Committee shall be comprised of at least three (3) members of the Board. Such members shall be appointed by the Board and each member of the Committee shall serve at the discretion of the Board and may be replaced by the Board at any time or for any reason. Unless a chair is designated by the Board, the members of the Committee shall appoint a chair of the Committee.

A majority of the members of the Committee shall (i) be “independent,” as that term is defined from time to time in Section 10A(m) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the applicable rules and regulations of the U.S. Securities and Exchange Commission and (ii) meet the independence requirements of the rules of the stock exchange on which the Company’s shares are listed for trading or otherwise publicly quoted.

Responsibilities & Authority

The Committee shall have the primary responsibility for assisting the Board in its oversight with respect to the principal risk exposures facing the Company and the Company’s mitigation efforts with respect to such risks, except for financial risks, the responsibility for which rests with the Audit Committee of the Board (the “Audit Committee”). The chair of the Committee shall coordinate with the chair of the Audit Committee to assist the Audit Committee in its review of the Company’s financial risks.

Subject to the determination of the Board, the principal responsibilities and functions of the Committee are as follows:

1. To review and discuss with management the Company’s risk governance structure, risk assessment and risk management practices, the guidelines, policies and processes for risk assessment and risk management and the effectiveness of applicable risk management frameworks with respect to key risks, including with respect to intellectual property and data security.
2. To review and discuss with management the Company’s strategy relating to key risks, including strategic and operational risks and legal and compliance risks, including with respect to intellectual property and data security, and in relation to its identification and

assessment of threats (including those arising out of unauthorized access, use or disclosure of confidential, sensitive or proprietary information or data), and the enforcement of policies, protocols and procedures relating to confidentiality and restrictions on the access, use or disclosure of confidential, sensitive or proprietary information or data.

3. To assess whether mitigation programs and initiatives with respect to key risks are fulfilling their purpose or require any modification.

4. To review reports on selected risk topics as the Committee deems appropriate from time to time.

5. To discharge any other duties or responsibilities delegated to the Committee by the Board.

The Committee shall have the resources and appropriate authority, without seeking the approval of the Board, to discharge its responsibilities, including the authority to retain, at the Company's expense (without requiring any Board approval for the fees and other retention terms for such persons), outside legal or other consultants to advise the Committee and to authorize or conduct investigations into any matters within the scope of its responsibilities and to approve related fees and retention terms. The Committee may request any director, officer or employee of the Company, the Company's outside counsel or independent auditors or such other persons as it deems appropriate to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. The Committee shall have full access to all books, records, facilities and personnel of the Company in connection with the discharge of its responsibilities.

Meetings

The Committee shall meet as often as it determines necessary, but the Committee shall meet no less than four (4) times each year. The chair of the Committee shall call meetings of the Committee and, in consultation with other members of the Committee, determine the frequency and length of Committee meetings and set agendas for such meetings, all consistent with this Charter.

Except as otherwise provided in this Charter, the Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action by unanimous consent in lieu of meetings, notice of meetings, waiver of notice, quorum and voting requirements and other governance procedures as are applicable to the Board.

Minutes & Reports

The Committee shall maintain written minutes of its meetings.

The Committee shall make such reports of its activities, conclusions, and recommendations to the Board as it deems appropriate or as requested by the Board.

Periodic Review

The Committee will periodically, but no less frequently than annually, review its own composition and performance and report on its conclusions in this regard to the Board. In addition, the Committee will annually review this Charter and make recommendations to the Board with regard to appropriate changes to this Charter.