

## NAUTICUS ROBOTICS, INC.

### DISCLOSURE CONTROLS AND PROCEDURES

Effective as of September 9, 2022

This document sets forth the policy of Nauticus Robotics, Inc. (the "**Company**") with respect to the Company's disclosure controls and procedures which have been designed with the objective of ensuring that:

- corporate disclosure does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading;
- information required to be disclosed is recorded, processed, summarized, and reported within the time periods specified in applicable rules and forms of the United States Securities and Exchange Commission (the "**SEC**");
- information required to be disclosed is accumulated and communicated to the Chief Executive Officer (the "**Chief Executive Officer**"), the Chief Financial Officer (the "**CFO**"), the General Counsel ("**GC**"), the Disclosure Committee (as described below), and, where appropriate, the Audit Committee, to allow timely decisions regarding disclosure; and
- the Chief Executive Officer and CFO can evaluate the effectiveness of the disclosure controls and procedures and disclose the results of such evaluation in each Annual Report on Form 10-K and each Quarterly Report on Form 10-Q filed by the Company.

#### 1. Disclosures Subject to disclosure controls and procedures

The following types of disclosure are subject to the disclosure controls and procedures:

- all disclosures required to be filed with or furnished to the SEC by the Company pursuant to the requirements of the Securities Act of 1933, as amended (the "**Securities Act**"), or the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), including information subject to disclosure under the requirements of Regulation S-X or Regulation S-K and such additional information, if any, as may be necessary so that the required disclosure does not omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading;
- all disclosures filed or furnished by the Company pursuant to the rules of the Nasdaq Stock Market LLC ("**Nasdaq**");
- except to the extent the Disclosure Committee otherwise determines, all other disclosures distributed by the Company to its stockholders, third-party analysts or the media;
- all press releases announcing material transactions, current or historical earnings, or announcing, affirming, or revising projected earnings, and other material press releases as the Disclosure Committee deems necessary; and
- all other disclosures that the Disclosure Committee may deem appropriate or that are set forth in these disclosure controls and procedures.

The Company's officers and employees should report to the Disclosure Committee immediately, regardless of amount or apparent significance (except as otherwise indicated), the following matters,

because they are the types of matters that could be of particular importance to the Company or could require an immediate SEC filing. This list is not exhaustive, and each officer and employee should consider whether other material information should be reported to the Disclosure Committee for consideration of possible disclosure:

- execution, amendment, or termination (other than in accordance with its terms) of a material definitive agreement not made in the ordinary course of the Company's business;
- creation of, or triggering events that accelerate or increase, a material direct financial obligation or a material obligation under an off-balance sheet arrangement;
- any commitment by the Company to an exit or disposal plan under which material charges will be incurred under U.S. Generally Accepted Accounting Principles ("**GAAP**");
- any impairment or potential write-off of an asset or assets that could result in a material loss to the Company;
- imposition or creation of a direct or contingent financial obligation that could be material to the Company;
- any determination that investors should no longer rely on the Company's previously issued financial statements or a related audit report or completed interim review by independent accountants;
- notice from the Nasdaq that the Company or its securities do not satisfy the Nasdaq's listing standards or have been delisted;
- unregistered sales of equity securities aggregating to at least 1% of the outstanding class;
- material modifications to the rights of holders of the Company's securities;
- any departure of directors or principal officers, election of directors other than by stockholder vote, and appointment of principal officers;
- any amendment to the Company's Second Amended and Restated Certificate of Incorporation or any other formation and governing documents if the Company did not propose the amendment in a previously filed proxy statement;
- any change in the Company's fiscal year other than by stockholder vote or as required by the Company's formation or governing documents;
- any amendment to or waiver of the Company's Code of Business Ethics and Conduct Policy as applicable to the Company's Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer or controller, or persons performing similar functions;
- any actual, pending, or threatened litigation, arbitration, or similar judicial or administrative proceeding (including intellectual property infringement) that involves the Company (other than ordinary wage garnishments and automobile accidents not involving grievous bodily injury);
- any occurrence, accidental or otherwise, involving the Company that results in the death, dismemberment, or disability of an employee or a third party;

- any investigation, audit, or review of the Company by a governmental entity (such as any environmental agency, OSHA, the SEC, the Department of Labor, etc.);
- any incident of fraud, record-keeping irregularity, or accounting or auditing misconduct;
- any transaction between the Company and one of its directors or executive officers (other than ordinary compensation or reimbursement payments and ordinary product purchases);
- any breach of contract, either by the Company or the other party to a contract with the Company, that could result in a material loss to the Company;
- any other changes in corporate structure, such as changes in share ownership that may affect control of the Company, major reorganizations, amalgamations or mergers, takeover bids, issuer bids or insider bids;
- any other changes in capital structure, such as sale of additional securities, planned repurchases or redemptions of securities, planned splits of shares or offerings of warrants or rights to buy shares, changes in dividend payments, or possible initiation of a proxy fight;
- any other changes in financial results, such as a significant increase or decrease in near-term earnings prospects, unexpected changes in financial results or shifts in financial circumstances, or material changes in the Company's accounting policy;
- any other changes in business and operations, such as developments that affect the Company's products or markets, a significant change in capital investment plans or corporate objectives, major labor disputes or disputes with suppliers;
- any significant acquisitions or dispositions of assets; and
- any changes in credit arrangements, such as borrowing or lending a significant amount of money, any mortgaging or encumbering of the Company's assets, defaults of debt obligations or new credit arrangements.

## **2. Disclosure Committee**

The Disclosure Committee is made up of the Company's (i) GC, (ii) CFO and (iii) Chief Accounting Officer, as applicable or highest-ranking qualified officer. The GC and CFO may, at their discretion, designate additional persons to serve on the Disclosure Committee in addition to, or in lieu of, any of these individuals.

The Disclosure Committee shall be responsible for considering the materiality of information and determining disclosure obligations on a timely basis and shall administer the process by which corporate disclosure is reviewed for compliance and accuracy. The Disclosure Committee is responsible for, among other things, undertaking the following general duties:

- design, establish, maintain, and monitor the disclosure controls and procedures to ensure that significant financial and non-financial information relating to the Company is made known to the Disclosure Committee on a timely basis;
- evaluate the adequacy of the disclosure controls and procedures each quarter to ensure that the Company is in a position to disclose financial and non-financial information (e.g., information about legal proceedings, regulatory matters, directors, officers, employees, material contracts, etc.) timely and accurately in the Company's SEC reports and other documents brought to the Disclosure Committee's attention by management (all such

disclosures, collectively, the “**Reports**”), in light of the materiality of the information involved. This evaluation should be performed on such a timeframe as to enable the Company to correct any deficiencies identified by it;

- create and review, in conjunction with the Company’s management, legal counsel, and independent auditors, the Reports and ensure timely distribution of those Reports to the SEC and other parties;
- disclose to the Company’s independent auditors and Audit Committee: (i) all significant deficiencies in the design or operation of internal controls that could adversely affect management’s ability to record, process, summarize, and report financial data, and identify for the independent auditors any material weaknesses in internal controls; (ii) any impropriety, whether or not material, that involves management or other employees who have a significant role in internal controls; and (iii) any material impropriety by any employee;
- resolve disputes regarding corporate disclosure, notifying the Audit Committee of such disputes and forwarding to the Audit Committee any such dispute that cannot be resolved;
- identify all officers and other employees who will be requested to provide written certification in support of the certifications that the Chief Executive Officer and CFO are required to make pursuant to Exchange Act Rule 13a-14 or 15d-14 or Section 906 of the Sarbanes-Oxley Act of 2002;
- be responsible for understanding and monitoring changes in the legal requirements governing corporate disclosure;
- work with others involved in the preparation of corporate disclosure to help them understand applicable disclosure requirements;
- periodically review applicable disclosure requirements (emphasizing any changes in those requirements since the last such review) with participants in the preparation of corporate disclosure, reminding each that, although it is natural to base new disclosure on historical disclosure, it is important that historical disclosure be read with a critical eye before it is reused;
- review all disclosure required to be filed with or furnished to the SEC by the Company pursuant to the requirements of the Securities Act and the Exchange Act; and
- review the description of the Disclosure Committee and its responsibilities included in these disclosure controls and procedures no less frequently than once per year and, as necessary, revise such description to ensure the Company’s continued compliance with applicable law.

### **3. Company Website**

The Company has a website that contains an investor information section. Documents that will be made available on the website include the Company’s annual report and quarterly reports, investor fact sheets and news releases. The CFO is responsible for ensuring that the information in the investor section of the website is up-to-date. News releases will be posted on the website as soon as possible after they are released to the wire service. Other documents and presentations will be placed on the website as soon as possible after they are available and have been reviewed by the CFO or a designee of the CFO.

### **4. Evaluation of disclosure controls and procedures**

The Disclosure Committee (with, as necessary and appropriate, the assistance of other Company employees under the Committee’s supervision) shall evaluate the disclosure controls and procedures in

the course of reviewing each annual report to stockholders, Annual Report on Form 10-K, including the annual financial statements and annual management's discussion and analysis, each Quarterly Report on Form 10-Q, each set of interim financial statements and each interim management's discussion and analysis. In addition to addressing any matters that the Audit Committee, Chief Executive Officer, GC, or CFO may require, or as the Disclosure Committee deems necessary or advisable, the evaluation shall address whether:

- the Company has failed to file timely any mandated corporate disclosure;
- the Company has received comments or an inquiry from the SEC relating to its corporate disclosure or notice of any SEC investigation or third-party claim relating to its corporate disclosure;
- the procedures have been implemented substantially as contemplated;
- there were any disputes requiring resolution by either the Disclosure Committee or the Audit Committee; or
- the Committee is aware of anyone participating in the preparation of disclosure who failed to satisfy in all material respects his or her obligations under the disclosure controls and procedures.

## **5. Reporting Matters to be Disclosed**

If an officer or employee becomes aware of a matter that may require public disclosure, that person *must* report the matter to a member of the Disclosure Committee.

## **6. Disclosure Review**

Corporate disclosure shall be subject to review and comment by the Chief Executive Officer, GC, CFO, Disclosure Committee, and, with respect to any particular document, such other persons as the Disclosure Committee shall determine. The Disclosure Committee may hold in-person or telephonic meetings to discuss each annual report to stockholders, Annual Report on Form 10-K, including the annual financial statements and annual management's discussion and analysis, each Quarterly Report on Form 10-Q, each set of interim financial statements, each interim management's discussion and analysis, earnings releases, and any other material corporate disclosure.

## **7. Time Schedules**

The schedule for preparing each document should include a detailed timetable of the tasks required in connection with the preparation, review, and filing or submission of the applicable document. Each schedule should provide for the circulation of drafts in advance of filing deadlines and allow a reasonable period of time for review, comment, and redrafting. Each time schedule should be circulated in advance to each individual who is responsible for preparing or reviewing any portion of the applicable filing or submission.