

# **AKOUSTIS TECHNOLOGIES, INC.**

## **IT GOVERNANCE COMMITTEE CHARTER**

### **Role and Purpose**

The purpose of the IT Governance Committee (the "Committee") of the Board of Directors (the "Board") of Akoustis Technologies, Inc. (the "Company") is to assist the Board in fulfilling its oversight responsibilities with regard to the Company's IT strategy, programs and risks, including the cybersecurity practices, procedures and controls management uses to identify, assess and manage the Company's key cybersecurity programs and risks, ensure the protection of the confidential intellectual property, information and data of the Company and its customers and ensure compliance with applicable data protection laws and regulations.

### **Composition**

The Committee shall consist of at least three directors meeting any requirements established by the Board for membership on the Committee. The members of the Committee will be appointed by the Board and will serve until their successors are duly qualified and appointed or until their earlier death, resignation, disqualification or removal. The Chairman of the Committee may be selected by the Board of Directors or, if it does not do so, the Committee members may elect a Chairman by vote of a majority of the full Committee. The Committee may form and delegate authority to subcommittees when appropriate. The Board decides the exact number of members and can at any time remove or replace a Committee member.

### **Meetings and Procedure**

The Committee shall meet as often as it determines to be necessary or appropriate. Any Chairman of the Committee, the Chairman of the Board, the Company's Chief Executive Officer or any member of the Committee may call meetings of the Committee. The Committee Chairman will establish the agenda, with input from management, staff, the Chairman of the Board and other directors on the Committee and the Board as appropriate. As appropriate, the Committee may meet in executive sessions.

### **Duties and Responsibilities**

The management of the Company's IT strategy, programs and risks is the responsibility of the Company's management. The Committee has an oversight role, and in fulfilling that role, may rely on reviews and reports provided by management and the Company's advisors. In performing its oversight responsibilities, the Committee may review with management and the Board, and actively advise them regarding, the following matters:

- The systems, controls and procedures used by the Company and business partners engaged by the Company to collect, create, use, maintain, process and protect personal information and/or any information or assets of the Company's customers, employees and business partners (collectively, "Company Information Assets");
- Policies, procedures, plans and execution intended to provide security, confidentiality, availability and integrity of Company Information Assets;

- The Company's controls to prevent, detect and respond to cyber-attacks or information or data breaches involving the Company;
- Cyber crisis preparedness, incident response plans, and disaster recovery capabilities;
- Reports and presentations received from management and the Company's advisors regarding the management of IT programs and risks, including protection of confidential intellectual property, information and data;
- The Company's technology insurance policies, to ensure appropriate coverage;
- The Company's compliance with applicable information security and data protection laws and industry standards;
- Any internal audits of the Company's information technology systems and processes;
- Other matters as the Committee Chair or other members of the Committee determine relevant to the Committee's oversight of cybersecurity programs and risk assessment and management;
- Report to the Board of Directors, by means of written or oral reports, submission of minutes of Committee meetings or otherwise, from time to time or whenever it shall be called upon to do so; and
- Review this charter and the corporate governance principles annually for possible revision by the Board of Directors.

### **Interpretations and Determinations**

The Committee shall have the power and authority to interpret this Charter and make any determinations as to whether any act taken has been taken in compliance with the terms hereof.

**Authority to Retain Advisors:** During its duties, the Committee will have sole authority, at Company expense, to engage and terminate consultants or advisors, as the Committee deems advisable. The Committee will negotiate the consultant or advisor's fees and terms of engagement, and it will require a majority vote of the full Committee to approve the fees and terms.

### **Review of Committee Charter and Committee Performance Evaluation**

The Committee periodically will review and reassess the adequacy of this charter and will submit any recommended changes to the charter to the Board for approval.

The Committee periodically will undertake an evaluation assessing its performance with respect to its purposes and its duties and tasks set forth in this charter, and will report the results of such evaluation to the Board.

*Adopted the 30th day of October, 2020, by resolution of the Board of Directors.*