

**DLH HOLDINGS CORP.**  
**CYBER, TECHNOLOGY & BIOMEDICAL RESEARCH COMMITTEE CHARTER**

**Statement of Purpose**

DLH Holdings Corp.'s success depends on its ability to sustain its position as a market leader in core technologies, information systems, and cybersecurity. The purpose of the Cyber, Technology & Biomedical Research Committee (the "Committee") is to oversee and advise the Board and management on matters involving the Company's overall strategic direction and significant business risks and opportunities in the areas of technology and information security. The Committee is also responsible for considering emerging trends in these areas and their contributions to, and potential impact on, the Company's business performance, growth and competitive position.

**Composition, Membership and Operation**

1. **Composition of Committee.** The Committee shall consist of not less than two independent director (as determined in accordance with the rules of The Nasdaq Stock Market). Members of the Committee shall be appointed to, and may be removed from, the Committee by the Board.

2. **Operation of Committee.** A majority of the members of the Committee shall constitute a quorum for doing business. All actions of the Committee shall be taken by a majority vote of the members of the Committee at a meeting at which a quorum is present or by unanimous written consent. The Committee Chair, who shall be selected by the Board, is responsible for the leadership of the Committee, including preparation of meeting agendas. The Committee may, at its discretion, delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.

3. **Meetings.** The Committee shall meet as often as it deems necessary in order to perform its responsibilities. If necessary, the Committee Chair may call special meetings of the Committee. The Committee shall keep such records of its meetings as it deems appropriate and the Committee Chair shall report regularly to the Board on its activities.

**Duties and Responsibilities**

The Committee shall have the following duties and responsibilities:

- Review of the Company's approach to identification, development and integration of technology and innovation and associated resource allocation consistent with the Company's business strategies, plans, and financial performance, especially the impact on the Company's growth and its competitive advantages.
- Making recommendations to the Board with respect to IT-related projects and investments, and monitoring the impact of these investments and progress against key metrics.
- Assessment of trends or disruptions that could significantly benefit or otherwise affect the Company, including emerging technologies, economic trends and/or commercial

or political events that may influence the Company's strategy and competitive position with respect to technology, innovation, and security.

- Assisting the Board in fulfilling its oversight responsibility for the Company's risk posture as it relates to its cybersecurity policies and practices, technology development and application activities, the security of enterprise-wide IT related risks (e.g., physical and cyber security, insider threat and information security risk exposures, and information security related to the Company's supply chain), and the effectiveness of the Company's processes to identify, monitor and mitigate these risks. The Committee shall assess the Company's management of IT-related compliance risks, including reviewing the results of audits of IT systems and security and consulting with internal and external auditors as appropriate. The Committee shall review issues related to the Company's security of enterprise-wide IT related risks on a quarterly basis.
- Providing oversight with respect to IT and data risks, including customer data, to assess appropriate levels of protection from compromise or threats, including from external actors and from unauthorized access on the part of employees, partners and customers.

The Committee shall also:

- Conduct an annual evaluation of the Committee's own performance and report the results of that evaluation to the Board.
- Conduct an annual evaluation of the Committee's charter and recommend any changes to the Nominating and Corporate Governance Committee.

### **Advisors and Resources**

The Committee shall have authority to retain and obtain advice and assistance from internal or external advisors as it believes may be necessary to fulfill its responsibilities. The Committee shall also have authority to approve such advisor's fees, expenses and the other terms of its retention. The Company shall provide appropriate funding, as determined by the Committee, for paying the fees and expenses of any advisors retained by the Committee.

The Committee will consult with the Board and the Chief Executive Officer on all matters as may be appropriate and meet as often as necessary to properly discharge and perform its assigned tasks. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary.

### **Additional Duties and Responsibilities**

The Committee shall undertake such additional duties and responsibilities as the Board of Directors may from time to time prescribe.

*October 31, 2023*