

**TuSimple Holdings Inc.**  
**Government Security Committee Charter**

**A. Purpose**

The purpose of the Government Security Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of TuSimple Holdings Inc. (the “**Company**”), is to be responsible for the oversight of the Company’s implementation and adherence to the terms of the National Security Agreement dated February 18, 2022, by and among the Company and certain other parties (the “**NSA**”), including the Company’s protection of Covered IP, the Access Control List, cyber security in the U.S. and Canada over the Transaction Parties’ information system and IT structure in accordance with Article II of the NSA; and the establishment of, among other things, procedures governing access of any foreign nationals to its U.S. facilities and its U.S. information technology infrastructure (collectively, “**U.S. Security Matters**”). Terms used but not defined herein shall have the meanings given to them in the NSA. This Charter sets forth the composition, authority, and responsibilities of the Committee.

**B. Composition**

**1. Membership and Appointment**

The Committee shall be comprised of such number of members as the Board shall determine, provided that (i) the Committee shall be comprised of at least the Security Director, (ii) all members of the Committee shall be appointed by the Board with the membership of each effective upon the non-objection of the CFIUS Monitoring Agencies (the “**CMAs**”) as provided in the NSA, and who may be removed by the Board in its sole discretion, and (iii) the Security Officer and a representative of the Third Party Monitor, if any, as non-voting *ex officio* members. Each member shall serve until his or her resignation, retirement, removal by the Board, and/or until his or her successor is appointed.

**2. Chairperson**

The chairperson of the Committee shall be the Security Director. The chairperson shall set the agenda for meetings of the Committee and conduct the proceedings of meetings of the Committee.

**C. Responsibilities and Duties**

The principal responsibilities and duties of the Committee in serving the purposes outlined in “Purpose” above are set forth below. These duties are set forth as a guide with the understanding that the Committee will carry them out in a manner that is appropriate given the Company’s needs and circumstances and consistent with its obligations under the NSA. The Board or Committee may supplement them as appropriate with the approval of the Board and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities. The responsibilities and authority of the Committee shall include:

1. Overseeing of the Company's implementation of and adherence to the terms of the NSA, including the security policies articulated in the Visitation Control Plan, the Technology Control Plan, and Technology Roadmaps;
2. Ensuring the Security Director reports to the CMAs any instance in which the Board proposes to take or takes any action which the Committee believes to be a potential violation of the NSA by any Transaction Party subject to the NSA;
3. Reviewing the effectiveness of the Company's procedures, organizational matters and other aspects pertaining to the U.S. Security Matters of the Company and making recommendations to the Board and the Chief Executive Officer of the Company;
4. Reviewing reports from the Security Officer in connection with the Company's implementation of and adherence to the terms of the NSA;
5. Reviewing its own charter, structure, processes and membership requirements; and
6. Performing such other duties as may be requested by the Board.

#### **D. Meetings and Procedures**

##### **1. Meetings**

The Committee will meet at least once each quarter and at such times and places as the Committee determines. The chairperson of the Committee shall preside at each meeting and approve the meeting's agenda, and any other member present may suggest items for consideration. The Committee shall maintain written minutes of its meetings, which shall be filed with the minutes of the meetings of the Board.

##### **2. Attendees**

The Committee may invite to its meetings any director, officer, or employee of the Company and such other persons as it deems appropriate to carry out its responsibilities. The Committee may exclude from its meetings any person it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Committee.

##### **3. Written Consent**

The Committee may act by written consent (which includes electronic consent) in lieu of a meeting in accordance with the Company's bylaws, which shall constitute a valid action of the Committee if it has been executed by each member of the Committee and shows the date of execution. Any written consent shall be effective on the date of the last signature and shall be filed with the minutes of the meetings of the Board.

#### **4. Reporting to the Board**

Consistent with this charter, the Committee shall report regularly to the Board with respect to the Committee's activities and recommendations. The report to the Board may take the form of an oral report by the chairperson or any other member of the Committee designated by the Committee to make such report.

#### **5. Authority to Retain Advisors**

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of independent counsel, search firms, or any other advisors as it determines necessary to carry out its duties. The Committee shall be directly responsible for the appointment, compensation, retention, and oversight of the work of such advisors, and the Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable fees to any such advisor retained by the Committee. The Company will also provide for the payment of any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.

#### **6. Access to Information**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibility with full access to all books, records, facilities, and personnel of the Company.

#### **7. Subcommittees**

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate power and authority to such subcommittees as the Committee deems appropriate. Each designated subcommittee shall establish its own schedule and maintain written minutes of its meetings, which shall be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation (including the NSA), or listing standard to be exercised by the Committee as a whole.

#### **8. Compensation**

Members of the Committee shall receive such fees, if any, for their service as Committee members, as determined by the Board in its sole discretion.

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The Board has formed the Committee to comply with its obligations under the NSA and to assist the Board in directing the Company's affairs, and this charter has been adopted in furtherance of this purpose. While this charter should be interpreted in the context of the NSA, all applicable laws, regulations and listing requirements, as well as in the context of the Company's certificate of incorporation and bylaws, it is not intended to establish by its own force any legally binding obligations.