UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant ☒
Filed by a Party other than the Registrant ☐

Check the appropriate box:

☒ Preliminary Proxy Statement
☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
☐ Definitive Proxy Statement
☐ Definitive Additional Materials
☐ Soliciting Material Pursuant to §240.14a-12

CID HoldCo, Inc.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee paid previously with preliminary materials.

☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

PRELIMINARY PROXY STATEMENT — SUBJECT TO COMPLETION, DATED NOVEMBER 23, 2026

[ ], 2026

Dear Stockholders of CID Holdco, Inc.:

You are cordially invited to attend the Special Meeting of Stockholders ("***Special Meeting***") of CID HoldCo, Inc. (the "***Company***") to be held on December 14, 2026, at 11:00 am Eastern Time. The Special Meeting will be a virtual meeting of stockholders, which will be conducted via a live video webcast. You will be able to attend the Special Meeting, submit your questions and vote online during the Special Meeting by visiting [ ].

Attached to this letter are a Notice of Special Meeting of Stockholders and Proxy Statement, which describe the business to be conducted at the Special Meeting.

The Board of Directors of the Company (the "***Board***") urges you to read the accompanying Proxy Statement and you will be asked to consider the following proposals:

- To grant discretionary authority to our Board of Directors to amend our Amended and Restated Certificate of Incorporation to effect one or more reverse stock splits of our common stock, par value $0.0001 per share (the "***Common Stock***") between the date of the Special Meeting and December 31, 2028, by a ratio of not less than one-for-two (1:2) and not more than one-for-one hundred (1:100) for each reverse stock split, and not more than one-for-one thousand (1:1000) in the aggregate (the "***Reverse Stock Split***"), in addition to the Prior Reverse Stock Split (as defined in the accompanying Proxy Statement), with the exact ratio of each Reverse Stock Split to be set within this range by the Board in its sole discretion, and with the number of Reverse Stock Splits, if any, to be determined by the Board in its sole discretion (the "***Reverse Split Proposal***"). The Board will select the ratio of each Reverse Stock Split and may abandon any amendment at any time before it becomes effective.
- To approve an amendment to our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of our preferred stock, par value $0.0001 per share (the "***Preferred Stock***"), from 10,000,000 shares to 25,000,000 shares (the "***Preferred Stock Increase***" and such proposal, the "***Preferred Stock Increase Proposal***"). The Board may abandon the amendment at any time before it becomes effective.
- To approve the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve the Reverse Split Proposal or the Preferred Stock Increase Proposal (the "***Adjournment Proposal***").

Your vote is important to us. Whether or not you plan to virtually attend the Special Meeting, we encourage you to vote your shares. Accordingly, we request that as soon as possible, you vote via the Internet or, if you have received printed proxy materials, you vote by telephone or by mailing your completed proxy card or voting instruction form.

If you have any questions, or need any assistance in voting your shares, please contact a Company representative at (262) 357-2918 or by email at ir@daic.ai.

WE ARE GRATEFUL FOR YOUR CONTINUED SUPPORT AND WILL WORK EVERY DAY TO TAKE FULL ADVANTAGE OF ALL OPPORTUNITIES TO ENHANCE LONG-TERM VALUE.

Thank you for your interest and investment in CID HoldCo, Inc.

Sincerely,

Edmund Nabrotzky
Chief Executive Officer

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

[ ], 2026

The Special Meeting of Stockholders (the "***Special Meeting***") of CID HoldCo, Inc. ("***CID***" or the "***Company***") will be held on December 14, 2026, at 11:00 am Eastern Time. The Special Meeting will be a virtual meeting of stockholders, which will be conducted via a live video webcast. You will be able to attend the Special Meeting, submit your questions and vote online during the Special Meeting by visiting *www.cstproxyvote.com*.

The Special Meeting will take place for the following purposes:

1. To grant discretionary authority to our Board of Directors to amend our Amended and Restated Certificate of Incorporation to effect one or more reverse stock splits of our common stock, par value $0.0001 per share (the "***Common Stock***") between the date of the Special Meeting and December 31, 2028, by a ratio of not less than one-for-two (1:2) and not more than one-for-one hundred (1:100) for each reverse stock split, and not more than one-for-one thousand (1:1000) in the aggregate (the "***Reverse Stock Split***"), in addition to the Prior Reverse Stock Split (as defined in the accompanying Proxy Statement), with the exact ratio of each Reverse Stock Split to be set within this range by the Board in its sole discretion, and with the number of Reverse Stock Splits, if any, to be determined by the Board in its sole discretion (the "***Reverse Split Proposal***"). The Board will select the ratio of each Reverse Stock Split and may abandon any amendment at any time before it becomes effective.

2. To approve an amendment to our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of our preferred stock, par value $0.0001 per share (the "***Preferred Stock***"), from 10,000,000 shares to 25,000,000 shares (the "***Preferred Stock Increase***" and such proposal, the "***Preferred Stock Increase Proposal***"). The Board may abandon the amendment at any time before it becomes effective.

3. To approve the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve the Reverse Split Proposal or the Preferred Stock Increase Proposal (the "***Adjournment Proposal***").

These items of business are more fully described in the accompanying Proxy Statement. Only stockholders of record at the close of business on November 19, 2026, the record date for the Special Meeting (the "***Record Date***"), are entitled to notice of and to vote at the Special Meeting or any adjournments or postponements.

We are using the "Full Set Delivery" method of providing proxy materials to our stockholders. As such, on or about December [ ], 2026, we will mail to our stockholders of record our Proxy Statement and proxy card, as well as provide access to the proxy materials at *www.cstproxyvote.com*.

Important Notice Regarding the Availability of Proxy Materials for the Special Meeting of Stockholders to be Held on December 14, 2026: This Proxy Statement and the form of proxy card are available at *www.cstproxyvote.com.*

It is important that your shares be represented and voted at the Special Meeting. Whether or not you plan to virtually attend the Special Meeting, we encourage you to submit your proxy as soon as possible. For specific instructions, please refer to your proxy card or to the question on page 5 of the accompanying Proxy Statement entitled "*How do I vote?*"

By order of the Board of Directors,

Edmund Nabrotzky
Chief Executive Officer

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CID HOLDCO, INC.
PROXY STATEMENT
FOR THE 2026 SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD AT 11:00 am EASTERN TIME ON DECEMBER 14, 2026

CID's Special Meeting of Stockholders ("***Special Meeting***") will be held via a live video webcast on December 14, 2026, at 11:00 am Eastern Time. You are invited to attend the Special Meeting to vote on the proposals described in this proxy statement (this "***Proxy Statement***") if you are a stockholder as of the close of business on November 19, 2026, the record date for the Special Meeting (the "***Record Date***"), or hold a valid proxy for the Special Meeting. However, you do not need to attend the Special Meeting to vote your shares. Instead, you may simply follow the instructions below to submit your proxy.

The proxy materials, including this Proxy Statement and the accompanying proxy card (the "***Proxy Materials***"), are being mailed and distributed to the stockholders on or about December [ ], 2026.

CID Holdco, Inc. (the "***Company***", or "***CID Holdco***", or "***CID***"), formerly known as SEE ID Inc., dba Dot AI (the "***Legacy Company***" or "***SEE ID***"), was incorporated in Delaware with its headquarters in Las Vegas, Nevada. The Company helps businesses transform their operations by optimizing safety, security and efficiency of operations through in-process tracking of resources. Through the Company's extensive research and development initiatives, the Company's main focus includes areas such as Industrial IoT, Indoor & Outdoor tracking with seamless transitions, Passive RFID (including Bluetooth and 5G), in-process locating system, Dolly Management, and related supported software applications.

In July 2024, the Legacy Company incorporated Dot Works, Inc. ("Dot Works"), a Puerto Rico corporation, as a wholly-owned subsidiary. Until manufacturing was suspended on May 25, 2026, Dot Works served as the primary manufacturing facility for Dot AI, producing smart hardware devices and embedded technological components used in AI-driven enterprise solutions (ZIM Bridges and Smart Industrial TAGS), including the assembly, quality control and packaging of proprietary systems. Following the transfer of its inventory and manufacturing equipment to LHT I, LLC on September 15, 2026, Dot Works no longer manufactures hardware. The Company continues to operate its released Dot Cloud platform, serve its subscription customers and pursue new customers, at a reduced level, and devices for its customers are to be supplied by LHT I, LLC.

On October 9, 2026, the Company acquired all of the outstanding common stock of Envoy Technologies, Inc. ("***Envoy***") from BladeRanger. Envoy provides electric vehicle car-sharing services at residential communities, hotels and campus properties.

Throughout this Proxy Statement, unless otherwise noted or otherwise suggested by context, the "Company", "we", "us", "our" refers to CID Holdco, SEE ID, Dot Works and Envoy, collectively.

QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS AND VOTING

The information provided below is for your convenience only and is merely a summary of the information contained in this Proxy Statement. You should read this entire Proxy Statement carefully before casting your vote. Information contained on, or that can be accessed through our website is not intended to be incorporated by reference into this Proxy Statement, and references to our website addressed in this Proxy Statement are inactive textual references only.

Why am I receiving these materials?

Our Board of Directors (the "***Board***") is soliciting your proxy to vote at the Special Meeting, including any adjournments or postponements thereof. Only stockholders of record at the close of business on the Record Date will be entitled to vote at the Special Meeting. On the Record Date, there were 5,386,816 shares of common stock of CID, par value $0.0001 per share (the "***Common Stock***"), outstanding and entitled to vote. As a stockholder of record of our Common Stock at the close of business on the Record Date, you are invited to attend the Special Meeting and are entitled to and requested to vote on the items of business described in this Proxy Statement.

This Proxy Statement, along with the accompanying notice, summarizes the purposes of the Special Meeting and the information you need to know to vote on the proposals described in this Proxy Statement.

How can I electronically access the Proxy Materials?

Beginning December [ ], 2026, you can access the Proxy Materials online at *www.cstproxyvote.com*. The Proxy Materials are also available on our own website at *https://ir.daic.ai/* (information at or connected to our website is not and should not be considered part of this Proxy Statement).

What information is contained in this Proxy Statement?

This Proxy Statement includes information about the proposals to be voted on at our Special Meeting. It also explains the voting process and requirements and provides certain other information that the rules of the Securities and Exchange Commission (the "***SEC***") require.

How do I attend and participate in the Special Meeting online?

We will be hosting the meeting via live webcast only. Any stockholder can attend the meeting live online at [ ]. The webcast will start at 11:00 am Eastern Time. Stockholders may vote and submit questions while attending the meeting online. We encourage you to access the meeting prior to the start time. The webcast will open 15 minutes before the start of the meeting. In order to enter the meeting, you will need the control number. The control number will be included on your proxy card if you are a stockholder of record of shares of Common Stock, or with your voting instructions received from your broker, bank, or other agent if you hold your shares of Common Stock in "street name." Instructions on how to attend and participate online are available at *www.cstproxyvote.com*. The webcast will be recorded and available for replay for at least 30 days following the Special Meeting on our investor relations website at *https://ir.daic.ai/*.

How many shares are eligible to be voted and how many shares are required to hold the Special Meeting?

A quorum is required to hold the Special Meeting and conduct business. The presence at the Special Meeting, virtually or by proxy, of stockholders representing a majority of the voting power of all the outstanding shares of stock entitled to vote at the Special Meeting as of the close of business on the Record Date, will constitute a quorum for purposes of holding and conducting business at the Special Meeting. As of the Record Date, we had 5,386,816 shares of our Common Stock outstanding, each entitled to one vote at the Special Meeting, meaning that 2,693,409 shares of Common Stock must be represented virtually or by proxy to have a quorum. Our Common Stock is our only outstanding class of voting securities. For purposes of determining whether a quorum exists, broker non-votes and proxies received but marked "ABSTAIN" will be counted.

What matters am I voting on?

There are three matters scheduled for a vote. The following table sets forth a description of each of the proposals you are being asked to vote on, how you may vote on each proposal, and how our Board recommends that you vote on each proposal.

Proposal	How May I Vote?	How Does our Board Recommend That I Vote?
Proposal No. 1: To grant discretionary authority to our Board of Directors to amend our Amended and Restated Certificate of Incorporation to effect one or more reverse stock splits of our Common ***Stock*** between the date of the Special Meeting and December 31, 2028, by a ratio of not less than one-for-two (1:2) and not more than one-for-one hundred (1:100) for each reverse stock split, and not more than one-for-one thousand (1:1000) in the aggregate, in addition to the Prior Reverse Stock Split, with the exact ratio of each Reverse Stock Split to be set within this range by the Board in its sole discretion, and with the number of Reverse Stock Splits, if any, to be determined by the Board in its sole discretion (the "***Reverse Split Proposal***"). The Board will select the ratio of each Reverse Stock Split and may abandon any amendment at any time before it becomes effective.	You may either vote FOR or AGAINST or you may ABSTAIN from voting.	Our Board recommends a vote FOR the Reverse Split Proposal.
Proposal No. 2: To approve an amendment to our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of our Preferred Stock from 10,000,000 shares to 25,000,000 shares (the "***Preferred Stock Increase Proposal***"). The Board may abandon the amendment at any time before it becomes effective.	You may vote FOR or AGAINST or you may ABSTAIN from voting.	Our Board recommends a vote FOR the Preferred Stock Increase Proposal.
Proposal No. 3: To approve the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve the Reverse Split Proposal or the Preferred Stock Increase Proposal (the "***Adjournment Proposal***").	You may vote FOR or AGAINST or you may ABSTAIN from voting.	Our Board recommends a vote FOR the Adjournment Proposal.

Why am I being asked to vote on each proposal?

Approval of Reverse Split Proposal

On February 5, 2026, the Company received deficiency notices from the Nasdaq Listing Qualifications staff (the "Staff") of The Nasdaq Stock Market LLC ("Nasdaq") notifying the Company that for the last 30 consecutive business days the Company's securities (i) have not maintained the minimum bid price of at least $1.00 per share required by the continued listing requirements of Nasdaq Listing Rule 5450(a)(1) (the "***minimum bid price requirement***" and such notice, the "Minimum Bid Price Notice"), and (ii) have not maintained the minimum Market Value of Listed Securities ("***MVLS***") of $50,000,000 required by the continued listing requirements of Nasdaq Listing Rule 5450(b)(2)(A) (the "MVLS Notice"). The MVLS Notice also noted that the Company does not meet the minimum total assets and total revenue requirements of at least $50 million each for the most recently completed fiscal year or two of the three most recently completed fiscal years required by the continued listing requirements of Nasdaq Listing Rule 5450(b)(3)(A). On February 10, 2026, the Company received another deficiency notice from Nasdaq notifying the Company that for the last 30 consecutive business days the Company's securities have not maintained a minimum market value of their publicly held shares of $15.0 million pursuant to Nasdaq Listing Rule 5450(b)(2)(C) (the "MVPHS Notice" and together with the Minimum Bid Price Notice and the MVLS Notice, the "Notices").

At the Company's annual meeting of stockholders held on May 12, 2026 (the "***2026 Annual Meeting***"), our stockholders approved an amendment to our Amended and Restated Certificate of Incorporation authorizing the Board to effect one or more reverse stock splits of the Common Stock at a ratio of not less than one-for-ten (1:10) and not more than one-for-twenty-five (1:25). Pursuant to such authority, the Company filed a Certificate of Amendment to the Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on May 27, 2026 and effected a one-for-twenty-five reverse stock split of the Common Stock effective as of May 29, 2026 (the "***Prior Reverse Stock Split***"). The Company's Common Stock began trading on a split-adjusted basis on Nasdaq at the market open on June 1, 2026 under the existing trading symbol "DAIC" and a new CUSIP number of 171756208. The Board has determined that it is advisable and in the best interests of the Company and its stockholders to have the authority to effect one or more additional reverse stock splits of the Common Stock pursuant to the Reverse Split Amendment (as defined below), and believes that effecting a reverse stock split may be the best available means of increasing the per-share price of the Common Stock in order to maintain the Company's continued listing on Nasdaq.

On June 23, 2026, the Company received formal written notice from Nasdaq indicating that the Company had regained compliance with the minimum bid price requirement for continued listing on Nasdaq, because the closing bid price of the Common Stock had been $1.00 per share or greater for the last 12 consecutive business days from June 8, 2026 to June 22, 2026. The Company, however, did not regain compliance with the MVLS requirement by the August 4, 2026 deadline, and Nasdaq subsequently issued the Staff Determination on August 6, 2026.

On August 6, 2026, the Company received a written notification from the Staff informing the Company that the Staff had determined to delist the Company's Common Stock from Nasdaq pursuant to Nasdaq Listing Rule 5450(b)(2)(A) because the Company did not satisfy the MVLS requirement of $50 million (the "***Staff Determination***").

On August 27, 2026, the Company received a written notification from Nasdaq's Listing Qualifications Department identifying an additional basis for the potential delisting of the Company's Common Stock due to the Company not timely filing its Quarterly Report on Form 10-Q for the period ended June 30, 2026 (the "Delinquent Filing"), and that the Company therefore no longer complied with Nasdaq's Listing Rules for continued listing. Accordingly, Nasdaq determined that this matter serves as an additional basis for delisting the Company's securities from The Nasdaq Stock Market.

The Company timely requested a hearing before the Nasdaq Hearings Panel (the "***Hearings Panel***") with respect to these prior staff determinations and paid the applicable $20,000 hearing fee (the "***Hearing***"). The hearing request stayed the suspension of the Company's securities and the filing of a Form 25-NSE with the Securities and Exchange Commission pending the issuance of a written decision by the Hearings Panel.

On September 15, 2026, the Company appeared before the Hearings Panel and presented a compliance plan (the **"*Compliance Plan*"**) addressing the Company's remaining deficiencies in Nasdaq's continued listing requirements for failure to satisfy the MVLS requirement of $50 million pursuant to Nasdaq Listing Rule 5450(b)(2)(A), the minimum Market Value of Publicly Held Shares ("***MVPHS***") requirement of $15 million required under Nasdaq Listing Rule 5450(b)(2)(C) as a further basis for delisting, and the Company's failure to file its Quarterly Report on Form 10-Q for the period ended June 30, 2026.

On October 28, 2026, the Company was notified by the Hearings Panel that the Hearings Panel had granted the Company's request for continued listing on The Nasdaq Stock Market LLC, subject to the Company submitting an application to transfer the listing of its securities to The Nasdaq Capital Market on or before November 2, 2026. The Company submitted the application by that date. In its notice, the Hearings Panel also granted the Company's request for an exception to complete its compliance plan to demonstrate compliance with Nasdaq's continued listing requirements, noting that the Company has filed its delinquent Quarterly Report on Form 10-Q for the quarter ended June 30, 2026 and completed the acquisition of Envoy.

Although the Hearings Panel has granted the Company's request for continued listing, subject to the conditions described above, there can be no assurance that the Company will satisfy those conditions or will regain or maintain compliance with Nasdaq's continued listing requirements, including the minimum bid price requirement. On the Record Date, the closing price of our Common Stock on Nasdaq was $0.6801 per share, which is below the $1.00 per share minimum bid price requirement.

In order to prepare for the possibility that the Common Stock is not in compliance with the minimum bid price requirement, the Board is requesting the stockholders to grant it the authority, at its discretion, to effect one or more Reverse Stock Splits to maintain or regain compliance with the minimum bid price requirement if required. The Board

further believes that, should the Company implement one or more Reverse Stock Splits, the expected increase in the market price of our Common Stock expected may improve marketability and liquidity of our Common Stock and may encourage trading.

In the event that the Company does not comply with the minimum bid price requirement, Nasdaq Listing Rule 5810(c)(3)(A)(iii), which provides a basis for delisting if the Common Stock has a closing bid price of $0.10 or less for ten consecutive trading days (the "***Low Priced Stocks Rule***"), or any other applicable price-based listing requirement in the future, the Board believes that the failure of stockholders to grant the discretionary authority for the Board to effect one or more Reverse Stock Splits could inhibit the Company's ability to remain listed on Nasdaq. If Nasdaq delists the Common Stock for failure to comply with applicable price-based listing requirements or otherwise, then the Common Stock would likely become traded on an over-the-counter market such as that maintained by OTC Markets Group Inc., which does not have the substantial corporate governance or quantitative requirements for continued listing that Nasdaq has. In that event, interest in Common Stock may decline and certain institutions may not have the ability to trade in the Common Stock, all of which could have a material adverse effect on the liquidity or trading volume of the Common Stock. If the Common Stock becomes significantly less liquid due to delisting from Nasdaq, the Company's stockholders may not have the ability to liquidate their investments in the Common Stock as and when desired, and the Company believes its ability to obtain and maintain analyst coverage, attract investor interest, and have access to capital may become significantly diminished as a result.

Approval of Preferred Stock Increase Proposal

The Board is seeking approval of an amendment to our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of Preferred Stock from 10,000,000 shares to 25,000,000 shares. The Board believes the Preferred Stock Increase will provide the Company with additional flexibility to issue Preferred Stock for future financings, including potential preferred equity financings, strategic transactions and other general corporate purposes, without the delay and expense of seeking further stockholder approval at the time of issuance, except as required by applicable law or Nasdaq rules. The Preferred Stock Increase will not change the number of authorized shares of Common Stock.

Approval of the Adjournment Proposal

If the Adjournment Proposal is not approved, the Board may not be able to adjourn the Special Meeting to another time and place if necessary or appropriate to permit the solicitation of additional proxies if there are insufficient votes at the time of the Special Meeting to approve the Reverse Split Proposal or the Preferred Stock Increase Proposal.

What is a proxy?

A proxy is your legal designation of another person to vote the shares of Common Stock you own. The persons you designate are your "proxies," and the document used to make that designation is called a "proxy card." The Board has designated Edmund Nabrotzky and Charles Maddox as proxies for the Special Meeting. If you are a stockholder of record, you may vote by proxy over the Internet or by mail by following the instructions on the proxy card. If you hold your shares beneficially in "street name," you should follow the voting instructions provided by your broker, bank or other agent.

How do I vote?

The procedures for voting are as follows:

Stockholder of Record: Shares Registered in Your Name

If, on the Record Date, your shares of Common Stock are registered directly in your name with our transfer agent, Continental Stock Transfer & Trust Company ("***Continental***"), then you are a stockholder of record. As a stockholder of record, you may vote virtually during the Special Meeting or vote by proxy through the Internet, over the telephone or using a proxy card that you may request. Whether or not you plan to attend the Special Meeting, we urge you to vote by proxy to ensure your vote is counted. Even if you have submitted a proxy before the Special Meeting, you may still attend and vote during the Special Meeting. In such case, your previously submitted proxy will be disregarded.

- To vote online during the Special Meeting, follow the provided instructions to join the meeting at [ ].

- To vote online before the Special Meeting, go to *www.cstproxyvote.com*. You will be asked to provide the company number and control number from the enclosed proxy cards. Your internet vote must be received by [ ] Eastern Time, on [ ], 2026 to be counted.
- To vote using the enclosed proxy card, simply complete, sign and date the enclosed proxy card that may be delivered and return it promptly in the envelope provided. If you return your signed proxy card to us before the Special Meeting, we will vote your shares as you direct.

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If, on the Record Date, your shares of Common Stock are held not in your name but rather in the name of your broker, bank or other agent, then you are the beneficial owner of shares held in "street name." The organization holding your account is considered to be the stockholder of record for purposes of voting at the Special Meeting.

As a beneficial owner, you have the right to direct your broker or other agent regarding how to vote the shares in your account. You are also invited to attend the Special Meeting.

If you are a beneficial owner, you should have received a voting instruction form from your brokerage firm, bank, dealer, or other similar organization rather than from us. Simply follow the instructions on the voting instruction form to ensure that your vote is counted. To vote online during the Special Meeting, you must follow the instructions from your broker, bank, or other agent.

If I am a stockholder of record and I return a proxy card or otherwise vote without giving specific voting instructions, what happens?

If you return a signed and dated proxy card or otherwise vote without marking your voting selections, your shares will be voted as recommended by the Board. Specifically, your shares will be voted, as applicable, "**FOR**" the Reverse Split Proposal, "**FOR**" the Preferred Stock Increase Proposal and "**FOR**" the Adjournment Proposal.

As this is a Special Meeting, no other business may be brought before or acted upon at the Special Meeting.

What happens if I do not vote?

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record and do not vote during the Special Meeting, or through the Internet, by telephone or by completing your proxy card before the Special Meeting, your shares will not be voted.

Beneficial Owner: Shares Registered in the Name of a Broker or Bank

Broker non-votes occur when shares held by a broker for a beneficial owner are not voted either because (i) the broker did not receive voting instructions from the beneficial owner or (ii) the broker lacked discretionary authority to vote the shares. Abstentions represent a stockholder's affirmative choice to decline to vote on a proposal and occur when shares present at the meeting are marked "**ABSTAIN**." Broker non-votes and abstentions are counted for purposes of determining whether a quorum is present.

A broker has discretionary authority to vote shares held for a beneficial owner on "routine" matters without instructions from the beneficial owner of those shares. Absent instructions from the beneficial owner of such shares, a broker is not entitled to vote shares held for a beneficial owner on "non-routine" matters.

Proposal 1, the Reverse Split Proposal, and Proposal 3, the Adjournment Proposal, are each expected to be considered routine matters, so your broker or nominee may vote your shares on Proposals 1 and 3 without your instructions. Proposal 2, the Preferred Stock Increase Proposal, is expected to be considered a non-routine matter, so your broker or nominee may not vote your shares on Proposal 2 without your instructions, and any resulting broker non-votes will have the same effect as votes "AGAINST" Proposal 2. *Please instruct your bank, broker, or other agent to ensure that your vote will be counted.*

How can I participate and ask questions at the Special Meeting?

We are committed to ensuring that our stockholders have the same opportunities to participate in the Special Meeting as they would at an in-person meeting. To submit a question at the Special Meeting, you will need the control number that is printed on your proxy card or voting instruction form. You may log in 15 minutes before the start of the Special Meeting and submit questions online. You will also be able to ask questions during the Special Meeting. We encourage you to ask any question that is relevant to the business of the Special Meeting. Appropriate questions asked during the Special Meeting will be read and addressed during the Special Meeting, as time permits. Questions and answers may be grouped by topic, and we will group substantially similar questions together and answer them once. Questions regarding personal matters or general economic or political questions that are not directly related to the business of the Company are not pertinent to Special Meeting matters and, therefore, will not be answered. If there are matters of individual concern to a stockholder and not of general concern to all stockholders, or if a question posed was not otherwise answered, we encourage stockholders to contact us separately after the Special Meeting.

What if another matter is properly brought before the meeting?

The Board knows of no other matters that will be presented for consideration at the Special Meeting. If any other matters are properly brought before the Special Meeting, it is the intention of the persons named in the accompanying proxy to vote on those matters in accordance with their best judgment.

How many votes are required to approve each proposal?

The table below summarizes the proposals that will be voted on, the vote required to approve each item, assuming that a quorum is present at the Special Meeting and how votes are counted.

Proposal	Votes Required	Impact of "Against" or "Abstain" Votes	Broker Discretionary Voting Allowed
Proposal No. 1: The Reverse Split Proposal.	The affirmative vote of the majority of the votes cast by stockholders present or represented by proxy and entitled to vote on the matter at the Special Meeting. This means that the Reverse Split Proposal will be approved if the votes cast "FOR" the proposal exceed the votes cast "AGAINST" the proposal.	None(1)	Yes(2)
Proposal No. 2: The Preferred Stock Increase Proposal.	The affirmative vote of the holders of a majority of the voting power of the outstanding shares of stock entitled to vote thereon. This means that the Preferred Stock Increase Proposal will be approved only if the votes cast "FOR" the proposal represent a majority of the outstanding shares of Common Stock entitled to vote as of the Record Date.	Will count as a vote "Against"(4)	No(3)
Proposal No. 3: The Adjournment Proposal	The affirmative vote of the majority of the votes cast by stockholders present or represented by proxy and entitled to vote on the matter at the Special Meeting. This means that the Adjournment Proposal will be approved if the votes cast "FOR" the proposal exceed the votes cast "AGAINST" the proposal.	None(1)	Yes(2)

(1) Abstentions and "broker non-votes" are not counted as votes cast and will have no effect on the vote on this proposal.
(2) As this proposal is considered a discretionary matter, brokers are permitted to exercise their discretion to vote uninstructed shares on this proposal.

(3) As this proposal is not considered a discretionary matter, brokers lack authority to exercise their discretion to vote uninstructed shares on this proposal. Accordingly, when a beneficial owner of shares held in street name does not give voting instructions to his or her broker, bank or other agent as to how to vote on matters deemed to be "non-routine," the broker, bank or other agent cannot vote the shares. These un-voted shares are counted as "broker non-votes" and will have the effect of a vote "against" the proposal.

(4) Abstentions will not be included in the numerator (since they are not affirmative votes) but will be included in the denominator (since they are shares "entitled to vote"). Therefore, abstentions will have the same effect as a vote "against" the proposal.

Can I change my vote or revoke my proxy after I have already voted or given my proxy?

Yes. If you are a stockholder of record, you may change your vote or revoke your proxy at any time before the proxy is voted at the Special Meeting. To change your vote, you may:

- mail a written notice "revoking" your earlier vote to our Corporate Secretary at 2 Shaker Road Suite E213, Shirley, MA 01464;
- submit another properly completed and signed proxy card with a later date;
- grant a subsequent proxy by telephone or through the Internet;
- attend and vote virtually during the Special Meeting. Simply attending the Special Meeting will not, by itself, revoke your proxy.

Your last dated proxy, properly completed and timely received prior to, or vote cast at, the Special Meeting will be counted.

If you own your shares in *street name*, please contact your broker or other intermediary for instructions on changing your vote or revoking your proxy.

How many votes do I have?

Each holder of Common Stock will have the right to one vote per share of Common Stock.

Who will count the votes?

Continental (or such other agent as selected as Continental's successor) has been engaged as our independent agent to tabulate stockholder votes and act as Inspector of Election for the meeting.

Is voting confidential?

Proxy instructions, ballots and voting tabulations that identify individual stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within the Company or to third parties, except:

- as necessary to meet applicable legal requirements;
- to allow for the tabulation and certification of votes; and
- to facilitate a successful proxy solicitation.

Occasionally, stockholders provide written comments on their proxy cards, which may be forwarded to the Company's management and the Board.

What happens if the Special Meeting is adjourned or postponed?

Your proxy will still be effective and will be voted at the adjourned or postponed Special Meeting. You will still be able to change or revoke your proxy until it is voted, provided such new proxy or revocation is properly completed and timely received.

Do stockholders have dissenters' or appraisal rights?

No. Under the DGCL, stockholders are not entitled to dissenters' or appraisal rights with respect to the Reverse Split Proposal, the Preferred Stock Increase Proposal or the Adjournment Proposal, and the Company will not independently provide stockholders with any such rights.

What happens if I sell my shares of Common Stock after the Record Date but before the Special Meeting?

The Record Date is earlier than the date of the Special Meeting. If you sell or otherwise transfer your shares of Common Stock after the Record Date but before the Special Meeting, you will, unless special arrangements are made, retain your right to vote those shares at the Special Meeting.

How can I find the results of the Special Meeting?

We expect that preliminary voting results will be announced during the Special Meeting. In addition, final voting results will be published in a current report on Form 8-K that we expect to file within four business days after the Special Meeting.

Who is paying for this proxy solicitation?

We will pay the cost of soliciting proxies. In addition to these Proxy Materials, our directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Directors and employees will not be paid additional compensation for soliciting proxies. We may reimburse brokers, banks, and other agents for the cost of forwarding Proxy Materials to beneficial owners.

What does it mean if I receive more than one set of Proxy Materials?

If you receive more than one set of Proxy Materials, your shares may be registered in more than one name or in different accounts. Please follow the instructions on each proxy card or voting instruction form to ensure that all your shares are voted.

What does it mean if multiple members of my household are stockholders, but we only received one set of Proxy Materials in the mail?

The SEC has adopted rules that permit companies and intermediaries, such as brokers, to satisfy the delivery requirements for notices and proxy materials with respect to two or more stockholders sharing the same address by delivering a single notice or set of proxy materials addressed to those stockholders. In accordance with a prior notice sent to certain brokers, banks, dealers, or other agents, we are sending only one set of Proxy Materials to those addresses with multiple stockholders unless we received contrary instructions from any stockholder at that address. This practice, known as "householding," allows us to satisfy the requirements for delivering notices or proxy materials with respect to two or more stockholders sharing the same address by delivering a single copy of these documents. "Householding" helps to reduce our printing and postage costs, reduces the amount of mail you receive and helps to preserve the environment. If you currently receive multiple copies of the Notice or proxy materials at your address and would like to request "householding" of your communications, or you would like to revoke your consent to future "householding" mailings, please contact your broker, bank, or other agent or contact us at the following address:

CID Holdco, Inc.
5661 S Cameron St,
Suite 100 Las Vegas,
Nevada 89118

How can I find more information about the Company?

We file annual, quarterly and current reports, proxy statements and other information with the SEC. These filings are available free of charge on the SEC's website at *www.sec.gov* and on our investor relations website at *https://ir.daic.ai/*. See "*Other Information*" in this Proxy Statement.

Whom do I contact if I have questions about the Special Meeting?

If you have questions about the Special Meeting or the proposals, would like additional copies of this Proxy Statement, or need assistance voting your shares, please contact a Company representative at (262) 357-2918 or by email at ir@daic.ai.

Cautionary Statement Regarding Forward-Looking and Other Statements

This Proxy Statement contains forward-looking statements within the meaning of the federal securities laws. Forward-looking statements may be identified by words like "anticipate," "expect," "project," "believe," "plan," "may," "estimate," "intend" and other similar words. These forward-looking statements are based on our beliefs, assumptions and estimates using information available to us at the time and are not intended to be guarantees of future events or performance. Factors that may cause actual results to differ materially from those contemplated by the statements in this Proxy Statement can be found in our most recent Annual Report on Form 10-K filed with the SEC and in the Quarterly Reports on Form 10-Q that we have filed or will file hereafter under the heading "Risk Factors" and "Safe Harbor for Forward-Looking Statements." The forward-looking statements speak only as of the date of this Proxy Statement and undue reliance should not be placed on these statements. We disclaim any intention or obligation to publicly update or revise any forward-looking statements. This cautionary statement is applicable to all forward-looking statements contained in this document.

PROPOSAL 1
APPROVAL OF THE REVERSE SPLIT PROPOSAL

Overview

At the 2026 Annual Meeting, our stockholders approved an amendment to our Amended and Restated Certificate of Incorporation authorizing the Board to effect one or more reverse stock splits of our Common Stock at a ratio of not less than one-for-ten (1:10) and not more than one-for-twenty-five (1:25). Pursuant to such authority, the Company filed a Certificate of Amendment to the Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on May 27, 2026 and effected the Prior Reverse Stock Split, a one-for-twenty-five reverse stock split of the Common Stock effective as of May 29, 2026. Our Common Stock began trading on a split-adjusted basis on Nasdaq at the market open on June 1, 2026 under the existing trading symbol "DAIC" and a new CUSIP number of 171756208.

The Board has determined that it is advisable and in the best interests of the Company and its stockholders, for us to have the discretion to amend our Amended and Restated Certificate of Incorporation, between the date of the Special Meeting and December 31, 2028, to effect one or more reverse stock splits (the "***Reverse Split Amendment***") at a ratio ranging between one-for-two (1:2) and one-for-one hundred (1:100) for each reverse stock split, and not more than one-for-one thousand (1:1000) in the aggregate, to be determined by the Board (the "***Split Ratio Range***"), in the form set forth in Appendix A to this Proxy Statement. The Reverse Split Proposal, if approved, would not immediately cause a reverse stock split, but rather would grant authorization to our Board to effect one or more reverse stock splits with a split ratio within the Split Ratio Range (a "***Reverse Stock Split***"), if and when determined by our Board. Our Board has deemed it advisable, approved, and recommended that our stockholders adopt, and is hereby soliciting stockholder approval of, the Reverse Split Amendment, in the form set forth in Appendix A to this Proxy Statement. The Board will select the ratio of each Reverse Stock Split and may abandon any amendment at any time before it becomes effective. While the Board is seeking discretionary authority to effect one or more Reverse Stock Splits, the aggregate ratio at which the Board may effect all Reverse Stock Splits under this Reverse Stock Split Proposal shall not exceed one-for-one thousand (1:1000), nor may the Board use this authorization to effect a Reverse Stock Split without seeking additional stockholder approval after December 31, 2028.

If we receive the required stockholder approval, our Board will have the sole authority to elect whether or not to effect the Reverse Stock Split. Even with stockholder approval of the Reverse Split Proposal, our Board will not be obligated to pursue the Reverse Stock Split. Rather, our Board will have the flexibility to decide whether or not the Reverse Stock Split (and at what ratio within the Split Ratio Range) is in the best interests of the Company and its stockholders.

If approved by our stockholders and, following such approval, our Board determines that effecting the Reverse Stock Split is in the best interests of the Company and our stockholders, the Reverse Stock Split would become effective upon filing the Reverse Split Amendment as set forth in Appendix A with the Secretary of State of the State of Delaware. As filed, the certificate of amendment would state the number of outstanding shares to be combined into one share of our Common Stock, at the ratio approved by our Board within the Split Ratio Range. The amendment would not change the par value of our Common Stock and would not impact the total number of authorized shares of our Common Stock or preferred stock. Therefore, upon effectiveness of the Reverse Stock Split, the number of shares of our Common Stock that are authorized and unissued will increase relative to the number of issued and outstanding shares of our Common Stock.

Nasdaq Minimum Bid Price Requirements and Other Continued Listing Requirements

The Nasdaq Listing Rules (the "Nasdaq Rules") require that we maintain a closing price for shares of our Common Stock of at least $1.00 per share (also referred to as the "***minimum bid price requirement***"). On February 5, 2026, the Company, received deficiency notices from the Nasdaq Listing Qualifications staff (the "***Staff***") of The Nasdaq Stock Market LLC ("***Nasdaq***") notifying the Company that for the last 30 consecutive business days the Company's securities (i) have not maintained the minimum bid price of at least $1 per share required by the minimum bid price requirements, and (ii) have not maintained the minimum Market Value of Listed Securities ("***MVLS***") of $50,000,000 required by the continued listing requirements of Nasdaq Listing Rule 5450(b)(2)(A) (the "***MVLS requirement***"), which notice also noted that the Company does not meet the minimum total assets and total revenue requirements of at least $50 million each for the most recently completed fiscal year or two of the three most recently completed fiscal years required by the continued listing requirements of Nasdaq Listing Rule 5450(b)(3)(A).

On February 10, 2026, the Company received another deficiency notice from Nasdaq notifying the Company that for the last 30 consecutive business days the Company's securities have not maintained a minimum market value of their publicly held shares of $15.0 million pursuant to Nasdaq Listing Rule 5450(b)(2)(C) (the "***MVPHS requirement***").

At the Company's annual meeting of stockholders held on May 12, 2026 the stockholders approved the Prior Reverse Stock Split, and the Company filed a Certificate of Amendment to the Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on May 27, 2026 effecting the Prior Reverse Stock Split a one-for-twenty-five reverse stock split of the Common Stock effective as of May 29, 2026.

On June 23, 2026, the Company received formal written notice from Nasdaq indicating that the Company had regained compliance with the minimum bid price requirement for continued listing on Nasdaq, because the closing bid price of the Common Stock had been $1.00 per share or greater for the last 12 consecutive business days from June 8, 2026 to June 22, 2026. The Company, however, did not regain compliance with the MVLS requirement by the August 4, 2026 deadline, and Nasdaq subsequently issued the Staff Determination on August 6, 2026.

On August 6, 2026, the Company received a written notification from the Listing Qualifications Department of The Nasdaq Stock Market LLC ("***Nasdaq***") informing the Company that Nasdaq's staff had determined to delist the Company's Common Stock from Nasdaq pursuant to Nasdaq Listing Rule 5450(b)(2)(A) because the Company did not satisfy the minimum MVLS requirement of $50 million.

On August 27, 2026, the Company received a written notification from Nasdaq's Listing Qualifications Department identifying an additional basis for the potential delisting of the Company's Common Stock due to the Company not timely filing its Quarterly Report on Form 10-Q for the period ended June 30, 2026 (the "***Delinquent Filing***"), and that the Company therefore no longer complied with Nasdaq's Listing Rules for continued listing. Accordingly, Nasdaq determined that this matter serves as an additional basis for delisting the Company's securities from The Nasdaq Stock Market.

The Company timely requested a hearing before the Nasdaq Hearings Panel (the "***Hearings Panel***") with respect to these prior staff determinations and paid the applicable $20,000 hearing fee (the "***Hearing***"). The hearing request stayed the suspension of the Company's securities and the filing of a Form 25-NSE with the Securities and Exchange Commission pending the issuance of a written decision by the Hearings Panel.

On September 15, 2026, the Company appeared before the Hearings Panel and presented a compliance plan (the "***Compliance Plan***") addressing the Company's remaining deficiencies in Nasdaq's continued listing requirements for failure to satisfy the MVLS requirement of $50 million pursuant to Nasdaq Listing Rule 5450(b)(2)(A), the MVPHS requirement of $15 million required under Nasdaq Listing Rule 5450(b)(2)(C) as a further basis for delisting, and the Company's failure to file its Quarterly Report on Form 10-Q for the period ended June 30, 2026.

On October 28, 2026, the Company was notified by the Hearings Panel that the Hearings Panel had granted the Company's request for continued listing on The Nasdaq Stock Market LLC, subject to the Company submitting an application to transfer the listing of its securities to The Nasdaq Capital Market on or before November 2, 2026. The Company submitted the application by that date. In its notice, the Hearings Panel also granted the Company's request for an exception to complete its compliance plan to demonstrate compliance with Nasdaq's continued listing requirements, noting that the Company has filed its delinquent Quarterly Report on Form 10-Q for the quarter ended June 30, 2026 and completed the acquisition of Envoy.

Although the Hearings Panel has granted the Company's request for continued listing, subject to the conditions described above, there can be no assurance that the Company will satisfy those conditions or will regain or maintain compliance with Nasdaq's continued listing requirements, including the minimum bid price requirement. On the Record Date, the closing price of our Common Stock on Nasdaq was $0.6801 per share, which is below the $1.00 per share minimum bid price requirement.

In order to prepare for the possibility that the Common Stock is not in compliance with the minimum bid price requirement, the Board is requesting the stockholders to grant it the authority, at its discretion, to effect one or more Reverse Stock Splits to maintain or regain compliance with the minimum bid price requirement if required. The Board further believes that, should the Company implement one or more Reverse Stock Splits, the expected increase in the market price of our Common Stock expected may improve marketability and liquidity of our Common Stock and may encourage trading.

In the event that the Company does not comply with the minimum bid price requirement, the Low Priced Stocks Rule (Nasdaq Listing Rule 5810(c)(3)(A)(iii), which provides a basis for delisting if the Common Stock has a closing bid price of $0.10 or less for ten consecutive trading days), or any other applicable price-based listing requirement in the future, the Board believes that the failure of stockholders to grant the discretionary authority for the Board to effect one or more Reverse Stock Splits could inhibit the Company's ability to remain listed on Nasdaq. If Nasdaq delists the Common Stock for failure to comply with applicable price-based listing requirements or otherwise, then the Common Stock would likely become traded on an over-the-counter market such as that maintained by OTC Markets Group Inc., which does not have the substantial corporate governance or quantitative requirements for continued listing that Nasdaq has. In that event, interest in Common Stock may decline and certain institutions may not have the ability to trade in the Common Stock, all of which could have a material adverse effect on the liquidity or trading volume of the Common Stock. If the Common Stock becomes significantly less liquid due to delisting from Nasdaq, the Company's stockholders may not have the ability to liquidate their investments in the Common Stock as and when desired, and the Company believes its ability to obtain and maintain analyst coverage, attract investor interest, and have access to capital may become significantly diminished as a result.

Additionally, under Nasdaq rule 5810 (b)(3)(a)(iv), if an issuer implements reverse stock splits that exceeds 250-for-1 in the aggregate over a period of two years, it is not entitled to a compliance period in the event that the Company does not comply with the minimum bid price requirement. As discussed above, the Board believes that the failure of stockholders to grant the discretionary authority for the Board to effect one or more Reverse Stock Splits could inhibit the Company's ability to remain listed on Nasdaq and is intended to give the Board flexibility to maintain compliance with the minimum bid price requirement and Low Priced Stock Rule.

Our Board believes that effecting the Reverse Stock Split may be the best means of maintaining the price of our Common Stock above $1.00 per share in compliance with the minimum bid price requirement for continued listing on Nasdaq. The Board believes that continued listing on Nasdaq provides overall credibility to an investment in our stock, given the stringent listing and disclosure requirements of Nasdaq. Notably, some trading firms discourage investors from investing in lower priced stocks that are traded in the over-the-counter market because they are not held to the same stringent standards. Increasing visibility of our stock among a larger pool of potential investors could result in higher trading volumes. Such increases in visibility and liquidity could also help facilitate future financings.

Under Section 242(c) of the Delaware General Corporation Law (the "***DGCL***"), our Board has reserved the right, notwithstanding our stockholders' approval of the Reverse Split Amendment at the Special Meeting, to abandon the proposed amendment at any time (without further action by our stockholders) before the certificate of amendment is filed with the Secretary of State of the State of Delaware. Further, our Board may consider a variety of factors in determining the appropriate range within the Split Ratio Range for any such amendment, including overall trends in the stock market, recent changes, and anticipated trends in the per-share market price of our Common Stock, business developments and our actual and projected financial performance. Again, our Board may decide to abandon the proposed Reverse Split Amendment in its entirety, particularly if the closing bid price of our Common Stock on Nasdaq has significantly increased over a period of time.

If our Common Stock were delisted from Nasdaq, trading of our Common Stock would thereafter be conducted on the OTC Markets or the "pink sheets." As a result, an investor may find it more difficult to dispose of, or to obtain accurate quotations as to the price of, our Common Stock. To relist shares of our Common Stock on Nasdaq, we would be required to meet Nasdaq's initial listing requirements, which are more stringent than the continued listing requirements.

Our Board is seeking stockholder approval of the Reverse Split Proposal in order to have the authority to effectuate the Reverse Stock Split as a potential means of increasing the per-share price of our Common Stock, however, there can be no assurance that the Reverse Stock Split would result in the bid price per share of our Common Stock exceeding $1.00 for an extended period of time.

White Lion Financing

On November 20, 2026, we agreed with White Lion Capital, LLC ("White Lion") to amend (the "Warrant Amendment") the Common Stock Purchase Warrant, dated April 17, 2026 (the "White Lion Warrant"), among other things, to reduce the White Lion Warrant's remaining exercisable amount from $1,554,997.80 to $950,000, cancel the $604,997.80 balance, and reset the termination date from 5 years to 12 months after the closing Date. The Company also agreed that it would no longer have the right to terminate the White Lion Warrant upon 5 trading days' notice. The Warrant

Amendment provides for a daily exercise cap of 5% of trading volume and a bar on exercising after two straight days of price declines (which the Company can waive), both of which end permanently if an "Extraordinary Event" occurs, such as failing to get stockholder approval of a reverse split by December 14, 2026, a Nasdaq Delisting Determination, or a sustained drop in the bid price or market capitalization. Accordingly, we are also seeking stockholder approval for the Reverse Split Proposal to retain the daily exercise caps under the Warrant Amendment.

Other Considerations

We also believe that the low per-share market price of our Common Stock impairs its marketability to, and acceptance by, institutional investors and other members of the investing public and creates a negative impression of the Company. Theoretically, decreasing the number of shares of our Common Stock outstanding should not, by itself, affect the marketability of the shares, the type of investor who would be interested in acquiring them, or our reputation in the financial community. In practice, however, many investors, brokerage firms, and market makers consider low-priced stocks as unduly speculative in nature and, as a matter of policy, avoid investment and trading in such stocks. Moreover, the analysts at many brokerage firms do not monitor the trading activity or otherwise provide coverage of lower-priced stocks. The presence of these factors may be adversely affecting, and may continue to adversely affect, not only the price of our Common Stock but also its trading liquidity. In addition, these factors may affect our ability to raise additional capital through the sale of our Common Stock.

Risks Associated with the Reverse Stock Split

In evaluating whether to seek stockholder approval of the Reverse Split Proposal, our Board considered negative factors associated with reverse stock splits. These factors included, but were not limited to, the negative perception of reverse stock splits that investors, analysts, and other stock market participants may hold; the fact that the stock prices of some companies that have effected reverse stock splits have subsequently declined, sometimes significantly, following their reverse stock splits; the possible adverse effect on liquidity that a reduced number of outstanding shares could cause; and the costs associated with implementing a reverse stock split.

There can be no assurance that the Reverse Stock Split would achieve any of the above desired results. There also can be no assurance that the price per share of our Common Stock immediately after the Reverse Stock Split would increase proportionately with the Reverse Stock Split, or that any increase would be sustained for any period of time.

We cannot predict whether the Reverse Stock Split, if completed, will increase the market price for our Common Stock. There can be no assurance that:

- the market price per share would remain in excess of the minimum bid price requirement;
- the market price per share of our Common Stock after the Reverse Stock Split would rise in proportion to the reduction in the number of shares outstanding before the Reverse Stock Split;
- the Reverse Stock Split would result in a per-share price that would attract brokers and investors who do not trade in lower-priced stocks;
- the Reverse Stock Split would result in a per-share price that would increase our ability to attract and retain employees and other service providers; or
- the Reverse Stock Split would promote greater liquidity for our stockholders with respect to their shares.

The market price of our Common Stock is based on our performance and other factors, some of which are unrelated to the number of shares outstanding. If the Reverse Stock Split is effected and the market price of our Common Stock declines, the percentage decline as an absolute number and as a percentage of our overall market capitalization may be greater than would occur in the absence of a reverse stock split.

Effect on Number of Authorized, But Unissued Shares

The Reverse Stock Split would reduce the number of outstanding shares of our Common Stock without reducing the number of shares of authorized Common Stock. Therefore, the number of shares of our Common Stock that are authorized and unissued will increase relative to the number of issued and outstanding shares of our Common Stock following the Reverse Stock Split. Our Board may authorize the issuance of authorized and unissued shares of our

Common Stock without further stockholder action for a variety of purposes, except as such stockholder approval may be required in particular cases by our Amended and Restated Certificate of Incorporation, applicable law, or the Nasdaq Rules or any stock exchange on which our securities may then be listed. The issuance of additional shares would be dilutive to our existing stockholders and an issuance, potential issuance, or the perception that issuances may occur may cause a decline in the trading price of our Common Stock.

Other Anti-takeover Considerations; Not Intended to Be a "Going Private Transaction"

The issuance of authorized but unissued shares of Common Stock could also be used to deter a potential takeover of us that may otherwise be beneficial to stockholders by diluting the shares held by a potential suitor or issuing shares to a stockholder that will vote in accordance with our Board's desires. A takeover may be beneficial to independent stockholders because, among other reasons, a potential suitor may offer such stockholders a premium for their shares of stock compared to the then-existing market price. The Reverse Split Proposal is not intended to be an anti-takeover device, and we do not have any plans or proposals to adopt provisions or enter into agreements that may have material anti-takeover consequences. The Reverse Stock Split is not intended as, and would not have the effect of, a "going private transaction" covered by Rule 13e-3 under the Securities Exchange Act of 1934, as amended (the "***Exchange Act***"). Following the Reverse Stock Split, we would continue to be subject to the periodic reporting requirements of the Exchange Act.

Principal Effects of the Reverse Stock Split on the Market for Our Common Stock

On the Record Date, the closing price for our Common Stock on Nasdaq was $0.6801 per share. By decreasing the number of shares of our Common Stock outstanding without altering the aggregate economic interest represented by the shares, we believe the market price would be increased. The greater the market price rises above $1.00 per share, the less risk there would be that we would fail to meet the requirements for maintaining the listing of our Common Stock on Nasdaq. However, there can be no assurance that the market price of the Common Stock would rise to or maintain any particular level or that we would at all times be able to meet the requirements for maintaining the listing of our Common Stock on Nasdaq.

Principal Effects of the Reverse Stock Split on Our Common Stock; No Fractional Shares

If our stockholders approve the Reverse Split Proposal, and if our Board decides to effectuate the Reverse Stock Split, the principal effect of the amendment would be to reduce the number of issued and outstanding shares of our Common Stock. The table below illustrates the number of shares of Common Stock authorized for issuance following different Reverse Stock Splits and the approximate number of shares of Common Stock that would remain outstanding following each such Reverse Stock Split. The examples in the table below for Reverse Stock Splits range from 1-for-2 to 1-for-100, which is the maximum ratio allowed for any single Reverse Stock Split under this proposal. Any other ratio selected within such range for a single Reverse Stock Split would result in a number of shares of Common Stock issued and outstanding following the transaction between 2,693,408 and 53,868 shares. If the Board were to effect Reverse Stock Splits at the maximum aggregate ratio of 1-for-1,000, approximately 5,386 shares of Common Stock would be issued and outstanding. The information in the following table is based on 5,386,816 shares of the Common Stock outstanding as of November 19, 2026. A Reverse Stock Split will not affect the total number of authorized shares under our Amended and Restated Certificate of Incorporation.

Proposed Ratio	Number of Authorized shares of Common Stock	Approximate Number of Shares of Common Stock Issued and Outstanding Post-Reverse Stock Split*
1-for-2	300,000,000	2,693,408
1-for-10	300,000,000	538,681
1-for-100	300,000,000	53,868

* *Excludes the effect of fractional share treatment*

While our Board has authorized us to complete the Reverse Stock Split within the Split Ratio Range, we do not intend to effectuate a Reverse Stock Split to the extent that the Reverse Stock Split would result in us going private or failing to meet any Nasdaq continued listing requirements. If the Reverse Stock Split is effectuated, the total number of shares of our Common Stock each stockholder holds would be reclassified automatically into the number of shares of our Common Stock equal to the number of shares of our Common Stock each stockholder held immediately prior to the Reverse Stock Split divided by the ratio approved by our Board within the Split Ratio Range and set forth in the Reverse Split Amendment.

As noted above, effecting the Reverse Stock Split will not change the total authorized number of shares of our Common Stock. However, the reduction in the number of issued and outstanding shares would provide more authorized shares available for future issuance. We have no specific commitment, arrangement, understanding, or agreement regarding the issuance of Common Stock subsequent to this proposed increase in the number of authorized shares at this time, and we have not allocated any specific portion of the proposed increase in the authorized number of shares to any particular purpose. Our Board does not intend to issue any Common Stock or securities convertible into Common Stock except on terms that our Board deems to be in the best interests of the Company and our stockholders.

Our directors and executive officers also have no substantial interests, directly or indirectly, in the Reverse Stock Split, except to the extent of their ownership in shares of our Common Stock and securities exercisable for our Common Stock, which shares and securities would be subject to the same proportionate adjustment in accordance with the terms of the Reverse Stock Split as all other outstanding shares of our Common Stock and securities exercisable for our Common Stock.

The Reverse Stock Split would affect all of our stockholders uniformly and would not affect any stockholder's percentage ownership interests, except to the extent that the Reverse Stock Split results in such stockholder owning a fractional share. No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares because they hold a number of pre-split shares not evenly divisible by the number of pre-split shares for which each post-split share is to be exchanged, will be entitled to a cash payment in lieu thereof at a price equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing price of the Common Stock, as reported by Nasdaq, as applicable, on the last trading day prior to the effective date of the Reverse Stock Split. The proceeds would be subject to certain taxes as discussed below. In addition, stockholders would not be entitled to receive interest for the period of time between the filing of the certificate of amendment to the Amended and Restated Certificate of Incorporation and the date a stockholder receives payment for the cashed-out fractional shares. The payment amount would be paid to the stockholder in the form of a check in accordance with the procedures outlined below.

After the Reverse Stock Split, a stockholder would have no further interest in the Company with respect to such stockholder's cashed-out fractional shares. A person otherwise entitled to a fractional interest would not have any voting, dividend, or other rights except to receive payment as described above. After the effective time of the Reverse Stock Split, our common stock will have a new Committee on Uniform Securities Identification Procedures ("***CUSIP***") number, which is a number used to identify our equity securities, and stock certificates with the older CUSIP numbers will need to be exchanged for stock certificates with the new CUSIP numbers by following the procedures described below.

Principal Effects of the Reverse Stock Split on Convertible Securities

If our stockholders approve the Reverse Stock Split and our Board elects to effect the Reverse Stock Split, we would adjust and proportionately decrease the number of shares of our Common Stock reserved for issuance upon exercise of, and adjust and proportionately increase the exercise price of, all options and warrants and other rights to acquire our Common Stock.

Principal Effects of the Reverse Stock Split on Legal Ability to Pay Dividends

We have not declared or paid any dividends on our Common Stock, nor do we have any plans to declare in the foreseeable future any distributions of cash or other property to holders of Common Stock, and we are not in arrears on any dividends. Therefore, we do not believe that the Reverse Stock Split would have any effect with respect to future distributions, if any, to holders of our Common Stock.

Accounting Matters

The Reverse Stock Split would not affect the par value of our Common Stock, which would remain unchanged at $0.0001 per share. As a result, on the effective date of each Reverse Stock Split, the stated capital on our balance sheet attributable to our Common Stock would be reduced by the ratio approved by our Board within the Split Ratio Range.

In other words, stated capital would be reduced by the ratio approved by our Board within the Split Ratio Range, and the additional paid-in capital account would be credited with the amount by which the stated capital is reduced. The per-share net income or loss and net book value of our Common Stock would be increased because there would be fewer shares of our Common Stock outstanding.

Beneficial Holders of Our Common Stock (Stockholders Who Hold in "Street Name")

Upon the Reverse Stock Split, we intend to treat shares held by stockholders in "street name," through a broker, in the same manner as registered stockholders whose shares are registered in their names. Brokers would be instructed to effect the Reverse Stock Split for their beneficial holders holding our Common Stock in "street name." However, brokers may have different procedures than registered stockholders for processing the Reverse Stock Split and making payment for fractional shares. Stockholders holding shares of our Common Stock with a broker and having any questions in this regard should contact their broker.

Registered "Book-Entry" Holders of Our Common Stock

If a stockholder holds registered shares in book-entry form with the transfer agent, no action needs to be taken to receive post-Reverse Stock Split shares or cash payment in lieu of any fractional share interest, if applicable. If such a stockholder is entitled to post-Reverse Stock Split shares, a transaction statement would automatically be sent to such stockholder's address of record indicating the number of shares of our Common Stock held following the Reverse Stock Split. If the Reverse Stock Split is implemented, our transfer agent, Continental, will mail a letter of transmittal to the Company's stockholders who hold their shares in certificated form, advising such stockholders of the procedures to be followed to exchange certificates.

If a stockholder is entitled to a payment in lieu of any fractional share interest, a check would be mailed to such stockholder's registered address as soon as practicable after the effective time of the Reverse Stock Split. By endorsing and cashing the check, stockholders would warrant that they owned the shares of our Common Stock for which they received a cash payment. The cash payment is subject to applicable federal and state income tax and state abandoned property laws. No stockholders would be entitled to receive interest for the period of time between the effective time of the Reverse Stock Split and the date payment is received.

No Dissenters' Rights

Under the DGCL, stockholders are not entitled to dissenters' rights with respect to the Reverse Stock Split.

Material Federal Income Tax Consequences of the Reverse Stock Split

The following discussion summarizes the material U.S. federal income tax consequences of the proposed Reverse Stock Split to our stockholders. The summary is based on the Internal Revenue Code of 1986, as amended (the "***Code***"), applicable Treasury Regulations promulgated thereunder, judicial authority and current administrative rulings and practices as in effect on the date of this Proxy Statement. Changes to the laws could alter the tax consequences described below, possibly with retroactive effect. We have not sought and will not seek an opinion of counsel or a ruling from the Internal Revenue Service regarding the federal income tax consequences of a Reverse Stock Split. This discussion only addresses stockholders who hold Common Stock as capital assets. It does not purport to be complete and does not address stockholders subject to special tax treatment under the Code, including, without limitation, financial institutions, tax-exempt organizations, insurance companies, dealers in securities, foreign stockholders, stockholders who hold their pre-reverse stock split shares as part of a straddle, hedge or conversion transaction, and stockholders who acquired their pre-reverse stock split shares pursuant to the exercise of employee stock options or otherwise as compensation. If a partnership (or other entity treated as a partnership for U.S. federal income tax purposes) is the beneficial owner of our common stock, the U.S. federal income tax treatment of a partner in the partnership will generally depend on the status of the partner and the activities of the partnership. Accordingly, partnerships (and other entities treated as partnerships for U.S. federal income tax purpose) holding our Common Stock and the partners

in such entities should consult their own tax advisors regarding the U.S. federal income tax consequences of the proposed Reverse Stock Split to them. In addition, the following discussion does not address the tax consequences of the Reverse Stock Split under state, local and foreign tax laws. Furthermore, the following discussion does not address any tax consequences of transactions effectuated before, after or at the same time as the Reverse Stock Split, whether or not they are in connection with the Reverse Stock Split.

In general, the federal income tax consequences of a Reverse Stock Split will vary among stockholders depending upon whether they receive cash in lieu of a fractional share of Common Stock or solely a reduced number of shares of Common Stock in exchange for their old shares of Common Stock. We believe that because the Reverse Stock Split is not part of a plan to increase periodically a stockholder's proportionate interest in our assets or earnings and profits, the Reverse Stock Split should have the following federal income tax effects. The Reverse Stock Split is expected to constitute a "recapitalization" for U.S. federal income tax purposes pursuant to Section 368(a)(1)(E) of the Code. A stockholder who receives solely a reduced number of shares of Common Stock will not recognize gain or loss. The aggregate tax basis of the shares received in the Reverse Stock Split will equal the aggregate tax basis of the pre-Reverse Stock Split shares exchanged therefor (excluding any portion of such basis allocable to a fractional share for which cash is received), and the stockholder's holding period for the post-Reverse Stock Split shares of Common Stock should include the holding period of the pre-Reverse Stock Split shares of Common Stock surrendered. The Treasury Regulations provide detailed rules for allocating the tax basis and holding period of shares of Common Stock surrendered in a recapitalization to shares received in the recapitalization. Stockholders of our Common Stock acquired on different dates and at different prices should consult their tax advisors regarding the allocation of the tax basis and holding period of such shares.

A stockholder who receives cash in lieu of a fractional share of Common Stock pursuant to the Reverse Stock Split should generally recognize capital gain or loss in an amount equal to the difference between the amount of cash received and the portion of the stockholder's tax basis in the pre-Reverse Stock Split shares allocable to such fractional share. Such capital gain or loss should be long-term capital gain or loss if the stockholder's holding period for such shares exceeds one year at the effective time of the Reverse Stock Split. The deductibility of capital losses is subject to limitations.

Cash payments received by a stockholder in lieu of a fractional share pursuant to the Reverse Stock Split may be subject to information reporting and may be subject to U.S. backup withholding (currently at a rate of 24%) unless the stockholder provides proof of an applicable exemption or a correct taxpayer identification number and otherwise complies with the applicable requirements of the backup withholding rules. Any amount withheld under the backup withholding rules is not an additional tax and will generally be allowed as a refund or credit against the stockholder's U.S. federal income tax liability, provided that the required information is timely furnished to the Internal Revenue Service.

We will not recognize any gain or loss as a result of the proposed Reverse Stock Split.

Each stockholder should consult his, her or its own tax advisors concerning the particular U.S. federal tax consequences of the proposed Reverse Stock Split, as well as the consequences arising under the laws of any other taxing jurisdiction, including any state, local or foreign tax consequences.

Vote Required

For the Reverse Split Proposal to be approved, the number of votes cast "FOR" the proposal must exceed the number of votes cast "AGAINST" the proposal; abstentions and any broker non-votes with respect to the Reverse Split Proposal will not be considered "votes cast" and will have no effect on the Reverse Split Proposal. Brokerage firms will have discretionary authority to vote their customers' unvoted shares held by the firms in street name on the Reverse Split Proposal, and thus we do not anticipate receiving any broker non-votes on this proposal.

OUR BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE REVERSE SPLIT PROPOSAL

PROPOSAL 2
APPROVAL OF THE PREFERRED STOCK INCREASE PROPOSAL

Overview

Our Amended and Restated Certificate of Incorporation currently authorizes the issuance of 10,000,000 shares of Preferred Stock. The Board has determined that it is advisable and in the best interests of the Company and its stockholders to amend our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of Preferred Stock from 10,000,000 shares to 25,000,000 shares (the "***Preferred Stock Increase Amendment***"), in the form set forth in Appendix A to this Proxy Statement. Our Board has deemed it advisable, approved, and recommended that our stockholders adopt, and is hereby soliciting stockholder approval of, the Preferred Stock Increase Amendment. If approved by our stockholders, the Preferred Stock Increase would become effective upon the filing of a certificate of amendment with the Secretary of State of the State of Delaware.

Reasons for the Preferred Stock Increase

The Board believes that the Preferred Stock Increase is advisable to provide the Company with greater flexibility in structuring future financings, including potential preferred equity financings, strategic transactions and other general corporate purposes, without the delay and expense of seeking further stockholder approval at the time of any such issuance, except as may be required by applicable law, our Amended and Restated Certificate of Incorporation or the Nasdaq Rules.

On July 22, 2026, the Company entered into a Securities Purchase Agreement under which investors agreed to purchase 400,000 shares of Series AA Convertible Non-Redeemable Preferred Stock for $2.0 million and 800,000 shares of Series B Convertible Preferred Stock for $4.0 million. On July 27, 2026, the lead investor terminated the agreement. No shares of Series AA or Series B Preferred Stock were issued, and no proceeds were received.

On October 9, 2026, the Company acquired all of the outstanding common stock of Envoy from BladeRanger Ltd. (TASE: BLRN) ("***BladeRanger***") pursuant to the terms of a Securities Purchase Agreement, dated September 25, 2026, by and among the Company, BladeRanger and Envoy, as amended by the First Amendment to Securities Purchase Agreement (as amended, the "***Envoy Purchase Agreement***"). Envoy provides electric vehicle car-sharing services at residential communities, hotels and campus properties. The Company acquired Envoy to add an established, revenue-generating business to which it can apply its asset-tracking technology, and to support its efforts to regain compliance with Nasdaq's continued listing requirements. As consideration, the Company issued 233,543 shares of Common Stock and 8,433,123 shares of Series C Non-Redeemable Preferred Stock, par value $0.0001 per share (the "***Series C Preferred Stock***"), to BladeRanger. BladeRanger is also entitled to receive additional shares of Common Stock or Series C Preferred Stock at $6.00 per share for amounts it incurs, accrues, pays, funds or otherwise satisfies from the date of the term sheet for the acquisition through the closing of the acquisition in connection with the operation or funding of Envoy or any indebtedness of the Company or Envoy paid, funded or otherwise satisfied by BladeRanger; provided that (i) amounts relating to the operation, funding or indebtedness of Envoy shall not exceed $500,000 and (ii) no more than 400,000 shares of Series C Preferred Stock shall be issued in respect of amounts relating to the operation, funding or indebtedness of the Company. Envoy's $12.5 million convertible note (the "***Envoy Note***") held by Blink Charging Co. ("***Blink***") remains outstanding and, as amended on October 9, 2026, converts into 2,166,667 shares of Common Stock upon receipt of stockholder approval of such issuance in accordance with Nasdaq Listing Rule 5635 ("***Stockholder Approval***") and the effectiveness of a resale registration statement. While any portion of the Envoy Note remains outstanding, and subject to the Company's receipt of Stockholder Approval as applicable, if (A) the Company's Chief Financial Officer determines in good faith and acting reasonably that the Company's stockholders' equity, as will be reported in the Company's balance sheet for the most recently completed annual or quarterly period to be filed with the SEC, will be less than $3,000,000, or (B) the Company receives any notice, determination or inquiry from Nasdaq relating to its compliance with Nasdaq Listing Rule 5550(b)(1), the Company may, on one or more occasions by written notice to Blink, require the conversion of such portion (up to 100%) of the then-outstanding principal amount of the Envoy Note as the Company determines in good faith is necessary to cause its stockholders' equity to equal or exceed $3,000,000 (a "Forced Conversion"). Prior to Stockholder Approval, a Forced Conversion will be effected solely into shares of Series C Preferred Stock equal to the converted amount divided by the $6.00 stated value of the Series C Preferred Stock and, following Stockholder Approval, into shares of Common Stock equal to the converted amount divided by the then-applicable conversion price of the Series C Preferred Stock. A Forced Conversion is effective on the third trading day following delivery of the notice, may not result in the issuance

of more than 2,166,667 shares of Series C Preferred Stock or Common Stock in the aggregate, and is subject to applicable law and the Nasdaq Rules, including limitations on issuances prior to receipt of Stockholder Approval. Any Forced Conversion will proportionately reduce the outstanding principal amount of the Envoy Note and the number of shares of Common Stock otherwise issuable to Blink upon conversion of the Envoy Note.

As a result of the foregoing transactions and, in particular, the issuance of shares of Series C Preferred Stock to BladeRanger under the Envoy Purchase Agreement, the Company has designated and issued substantially all of the authorized Preferred Stock. In order to allow the Company flexibility to exercise its rights to Forced Conversion of the Envoy Note in full (subject to the conditions of a Forced Conversion being satisfied), and to provide the Company with greater flexibility in structuring future financings, including potential preferred equity financings, strategic transactions and other general corporate purposes, without the delay and expense of seeking further stockholder approval at the time of any such issuance, except as may be required by applicable law, our Amended and Restated Certificate of Incorporation or the Nasdaq Rules, the Board is seeking approval of the Preferred Stock Increase Proposal.

Other than the potential issuance of shares of Series C Preferred Stock to Blink upon the Company's exercise of its Forced Conversion rights under the Envoy Note, as of the date of this Proxy Statement, the Company has no specific commitment, arrangement, understanding or agreement to issue any of the additional shares of Preferred Stock that would be authorized by the Preferred Stock Increase.

Under our Amended and Restated Certificate of Incorporation, our Board is authorized, without further stockholder action, to provide for the issuance of shares of Preferred Stock in one or more series and, by filing a certificate of designation with the Secretary of State of the State of Delaware, to fix the designations, powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of each such series, including dividend rights, conversion rights, voting rights, redemption terms and liquidation preferences.

Effects of the Preferred Stock Increase

The Preferred Stock Increase will not change the number of authorized shares of Common Stock or the par value of the Preferred Stock, which will remain $0.0001 per share, and will not, by itself, have any immediate effect on the rights of existing holders of Common Stock. However, any future issuance of Preferred Stock may adversely affect the rights of holders of Common Stock. Depending on the terms fixed by the Board, the issuance of Preferred Stock could, among other things, dilute the voting power and economic interests of holders of Common Stock, rank senior to the Common Stock with respect to dividends and distributions upon liquidation, restrict the payment of dividends on the Common Stock, and, if convertible into Common Stock, result in dilution to existing holders of Common Stock and potentially a decline in the market price of the Common Stock.

Anti-takeover Considerations.

The availability of additional authorized but unissued shares of so-called "blank check" Preferred Stock could, under certain circumstances, have an anti-takeover effect. For example, the Board could issue shares of Preferred Stock with voting, conversion or other rights that could make it more difficult for a third party to acquire, or could discourage a third party from attempting to acquire, control of the Company. The Preferred Stock Increase Proposal is not being proposed in response to any effort of which we are aware to accumulate shares of our Common Stock or obtain control of the Company, and it is not intended to be an anti-takeover device.

Interests of Directors and Executive Officers

Our directors and executive officers have no substantial interest, direct or indirect, in the Preferred Stock Increase Proposal, except to the extent of their ownership of shares of our Common Stock. No director or officer is affiliated with BladeRanger, Blink or LHT I, LLC.

No Dissenters' Rights

Under the DGCL, stockholders are not entitled to dissenters' rights with respect to the Preferred Stock Increase.

Vote Required

For the Preferred Stock Increase Proposal to be approved, the proposal must receive the affirmative vote of the holders of a majority of the voting power of the outstanding shares of stock entitled to vote thereon. Abstentions and broker non-votes, if any, will have the same effect as votes "AGAINST" the Preferred Stock Increase Proposal, although they will be considered present for the purpose of determining the presence of a quorum. Brokerage firms will not have discretionary authority to vote their customers' unvoted shares held by the firms in street name on the Preferred Stock Increase Proposal.

OUR BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE PREFERRED STOCK INCREASE PROPOSAL

PROPOSAL 3:
ADJOURNMENT PROPOSAL

The Special Meeting may be adjourned to another time and place if necessary or appropriate to permit the solicitation of additional proxies if there are insufficient votes at the time of the Special Meeting to approve the Reverse Split Proposal or the Preferred Stock Increase Proposal.

The Company is asking stockholders to authorize the holder of any proxy solicited by the Board to vote in favor of any adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to approve the Reverse Split Proposal or the Preferred Stock Increase Proposal**.**

Required Vote

Assuming a quorum is present at the Special Meeting, approval of the Adjournment Proposal requires the affirmative vote of the majority of the votes cast by stockholders present or represented by proxy and entitled to vote on the matter at the Special Meeting. Assuming a quorum is present, if a stockholder fails to vote, fails to instruct its bank, broker, or other nominee to vote with respect to the Adjournment Proposal, or abstains from voting, it will have no effect on the Adjournment Proposal.

OUR BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE ADJOURNMENT PROPOSAL.

CERTAIN BENEFICIAL OWNERSHIP MATTERS

Security Ownership of Principal Stockholders

The following table sets forth information with respect to the beneficial ownership of our capital stock as of the Record Date for the Special Meeting, by:

- each person, or group of affiliated persons, known by us to beneficially own more than 5% of our Common Stock;
- each of our named executive officers;
- each of our directors; and
- all of our executive officers and directors as a group.

The percentage of shares beneficially owned shown in the table is based on 5,386,816 shares of Common Stock outstanding as of November 19, 2026, each share of which is entitled to one vote at the Special Meeting. The SEC has defined "beneficial ownership" of a security to mean the possession, directly or indirectly, of voting power and/or investment power over such security. A stockholder is also deemed to be, as of any date, the beneficial owner of all securities that such stockholder has the right to acquire within 60 days after that date through (a) the exercise of any option, warrant or right, (b) the conversion of a security, (c) the power to revoke a trust, discretionary account or similar arrangement, or (d) the automatic termination of a trust, discretionary account or similar arrangement. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of Common Stock subject to options or other rights (as set forth above) held by that person that are currently exercisable, or will become exercisable within 60 days thereafter, are deemed outstanding, while such shares are not deemed outstanding for purposes of computing percentage ownership of any other person. Each person named in the table has sole voting and investment power with respect to all of the shares shown as beneficially owned by such person, except as otherwise indicated in the table or footnotes below. The information does not necessarily indicate beneficial ownership for any other purpose, including for purposes of Sections 13(d) and 13(g) of the Exchange Act.

	Common Stock Beneficially Owned	
Name of Beneficial Owner[1]	**Number**	**Percent**
***Directors and Named Executive Officers*:**		
Edmund Nabrotzky[2]	161,498	3.0%
Charles Maddox[3]	100,457	1.9%
Vijayan Nambiar[4]	18,634	*
Janice Bryant Howroyd[5]	1,320	*
Walter Skowronski	—	—
David Carlson	—	—
Jeff Saling	—	—
Phyllis Newhouse[6]	102,978	1.9%
Avi Cohen	—	—%
All current executive officers and directors as a group (9 individuals)	384,887	7.1%
Five Percent Holders		
LHT I, LLC[7]	1,762,767	32.7%
ShoulderUp 2021 Trust[8]	62,047	1.2%

* Represents less than one percent of the outstanding Common Stock.

(1) Unless otherwise noted, the business address of each of those listed in the table above is 5661 S Cameron St, Suite 100, Las Vegas, NV 89118.

(2) Represents shares directly held by Edmund Nabrotzky and include 18,634 shares issued pursuant to under a Debt Settlement Agreement dated October 9, 2026, in exchange for the cancellation of a portion of the indebtedness owed by the Company to Mr. Nabrotzky.

(3) Represents shares directly held by Charlies Maddox and include 18,345 shares issued pursuant to under a Debt Settlement Agreement dated October 9, 2026, in exchange for the cancellation of a portion of the indebtedness owed by the Company to Mr. Maddox.

(4) Represents shares directly held by Vijayan Nambiar and include 18,634 shares issued pursuant to under a Debt Settlement Agreement dated October 9, 2026, in exchange for the cancellation of a portion of the indebtedness owed by the Company to Mr. Nambiar.

(5) Represents shares directly held by ASK, LLC. Janice Howroyd is the sole member of ASK, LLC and has voting and investment control of the shares held by ASK, LLC.

(6) Represents (i) 40,931 shares directly held by Phyllis Newhouse; and (ii) 62,047 shares directly held by ShoulderUp 2021 Trust. Ms. Newhouse is the trustee of ShoulderUp 2021 Trust and may be deemed to share voting and investment power over the shares held by ShoulderUp 2021 Trust.

(7) Represents shares directly held by ShoulderUp 2021 Trust. The address of the principal business office of ShoulderUp 2021 Trust is 2291 Loring Oak PL NW Marietta, GA 30064.

(8) Represents shares directly held by LHT I, LLC. Donald Philips is the Managing Member of LHTM, LLC, which hold voting and investment control of the shares. The address of LHT I, LLC is 142 W. Platt Street, Tampa, Florida 33606.

OTHER INFORMATION

Other Matters That May Come Before the Special Meeting

We do not know of any other matters that may be presented for consideration at the Special Meeting. If any other business is properly presented for consideration before the Special Meeting, the persons named as proxies on the enclosed proxy card, or proxy vote instruction form, will vote as they deem in the best interests of the Company.

Websites

Information on or connected to our website (or the website of any third party) referenced in this Proxy Statement is in addition to and not a part of or incorporated by reference into this Proxy Statement. Such additional information speaks as of the date thereof and is not intended to be confirmed or updated by reference herein. The Company disclaims any liability or responsibility for or endorsement of the information on or connected to the website of a third party.

We have filed our Annual Report on Form 10-K for the fiscal year ended December 31, 2025, with the SEC. It is available free of charge at the SEC's website at www.sec.gov. Stockholders can also access this Proxy Statement, our Annual Report on Form 10-K, on our website at https://ir.daic.ai/, or a copy of our Annual Report, is available without charge upon written request to our Corporate Secretary at 2 Shaker Road Suite E213, Shirley, MA 01464.

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By order of the Board,

/s/ Jeff Saling

Jeff Saling
Chairman of the Board
[ ], 2026

Appendix A

CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
CID HOLDCO, INC.

CID Holdco, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: The name of the corporation is CID Holdco, Inc.

SECOND: This Certificate of Amendment ("***Certificate of Amendment***") amends the provisions of the Company's Amended and Restated Certificate of Incorporation, as filed of record with the Delaware Secretary of State on June 18, 2025, as amended by the Certificate of Amendment filed with the Delaware Secretary of State on May 27, 2026 (as so amended, the ***"Certificate of Incorporation***").

THIRD: The Certificate of Incorporation is hereby amended by revising Section 4.1 of Article IV to include new paragraphs (a) and (b) as follows:

(a) "The total number of shares of all classes of capital stock which the Company shall have authority to issue is 325,000,000 shares, consisting of (i) 300,000,000 shares of Common Stock, par value $0.0001 per share ("***Common Stock***"), and (ii) 25,000,000 shares of Preferred Stock, par value $0.0001 per share ("***Preferred Stock***")."[1]

(b) "Reverse Stock Split. Upon the effectiveness of the filing of this Certificate of Amendment (the "***Effective Time***"), each share of Common Stock, either issued and outstanding or held by the Company as treasury stock, immediately prior to the Effective Time, will be automatically reclassified and combined (without any further act) into a smaller number of shares such that each [•] shares of Common Stock issued and outstanding or held by the Company as treasury stock immediately prior to the Effective Time is reclassified into one share of Common Stock of the Company (the "***Reverse Stock Split***"). No fractional shares of Common Stock shall be issued as a result of the Reverse Stock Split and, in lieu thereof, any person who would otherwise be entitled to a fractional share of Common Stock as a result of the Reverse Stock Split, following the Effective Time, shall be entitled to receive a cash payment equal to the fraction of a share of Common Stock to which such holder would otherwise be entitled multiplied by the closing price per share of the Common Stock as reported by The Nasdaq Stock Market LLC on the last trading day prior to the Effective Time."[2]

FOURTH: This Certificate of Amendment was duly adopted by the Board of Directors and the stockholders of the Company in accordance with Section 242 and 245 of the General Corporation Law of the State of Delaware, as amended (the "***DGCL***") and by the Company's stockholders in accordance with Section 242 of the DGCL.").

FIFTH: All other provisions of the Certificate of Incorporation shall remain in full force and effect.

CID Holdco, Inc. has caused this Certificate of Amendment to be duly executed and acknowledged in its name and on its behalf by the undersigned officer, thereunto duly authorized, this [•] day of [•], 2026.

CID HOLDCO, INC.

By: _____
Name: Edmund Nabrotzky
Title: Chief Executive Officer

1 To be included if Proposal 2 is approved by the stockholders.
2 To be included if Proposal 1 is approved by the stockholders.

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PRELIMINARY COPY — SUBJECT TO COMPLETION

CID HOLDCO, INC.

SPECIAL MEETING OF STOCKHOLDERS
DECEMBER 14, 2026

THIS REVOCABLE PROXY IS SOLICITED BY THE BOARD OF DIRECTORS

The undersigned hereby appoints Edmund Nabrotzky and Charles Maddox, and each of them, as proxies, each with full power of substitution, and authorizes them to represent and to vote, as hereinafter specified, all the shares of common stock of CID Holdco, Inc. (the "Company") which the undersigned is entitled to vote at the Special Meeting of Stockholders and any adjournments or postponements thereof upon the proposals listed and as more particularly described in the Proxy Statement for the Special Meeting, receipt of which is hereby acknowledged, and in their discretion upon such other matters as may properly come before the meeting.

THIS PROXY, IF PROPERLY SIGNED AND DATED, WILL BE VOTED AS DIRECTED, BUT IF NO INSTRUCTIONS ARE SPECIFIED IT WILL BE VOTED "FOR" PROPOSALS 1, 2 AND 3, AND IN THEIR DISCRETION, UPON SUCH OTHER BUSINESS AS PROPERLY COMES BEFORE THE MEETING.

Should the undersigned be present and elect to vote at the Special Meeting or at any adjournment thereof and after notifying the Company's Corporate Secretary at the Special Meeting of the undersigned's decision to revoke this proxy, then the power of said attorneys and proxies shall be deemed terminated and of no further force and effect. This proxy may also be revoked by sending written notice to the Company's Corporate Secretary at the address set forth on the Notice of Special Meeting, by voting via the Internet at a later time or by submitting a signed, later-dated proxy prior to a vote being taken on a proposal at the Special Meeting.

The undersigned acknowledges receipt from the Company, prior to the execution of this proxy, of the Notice of Special Meeting and the Proxy Statement for the Special Meeting.

Please complete, sign and date this proxy and return it promptly in the enclosed envelope.

The Board of Directors unanimously recommends a vote "FOR" proposals 1, 2 and 3.

1. Vote on a proposal to grant discretionary authority to our Board of Directors to amend our Amended and Restated Certificate of Incorporation to effect one or more reverse stock splits of our common stock, par value $0.0001 per share (the "Common Stock") between the date of the Special Meeting and December 31, 2028, by a ratio of not less than one-for-two (1:2) and not more than one-for-one hundred (1:100) for each reverse stock split, and not more than one-for-one thousand (1:1000) in the aggregate (the "Reverse Stock Split"), in addition to the Prior Reverse Stock Split (as defined in the accompanying Proxy Statement), with the exact ratio of each Reverse Stock Split to be set within this range by the Board in its sole discretion, and with the number of Reverse Stock Splits, if any, to be determined by the Board in its sole discretion (the "Reverse Split Proposal"). The Board will select the ratio of each Reverse Stock Split and may abandon any amendment at any time before it becomes effective.

   ☐ FOR ☐ AGAINST ☐ ABSTAIN

2. Vote on a proposal to approve an amendment to our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of Preferred Stock, par value $0.0001 per share, from 10,000,000 shares to 25,000,000 shares (the "Preferred Stock Increase Proposal").

   ☐ FOR ☐ AGAINST ☐ ABSTAIN

3. Vote on a proposal to approve the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve the Reverse Split Proposal or the Preferred Stock Increase Proposal (the "Adjournment Proposal").

   ☐ FOR ☐ AGAINST ☐ ABSTAIN

In their discretion, the named proxies are authorized to vote upon such other matters that may properly come before the meeting or any adjournment or postponement thereof.

Date: _____

Signature of Stockholder

_____

Signature of Stockholder

NOTE: Please sign exactly as your name appears on this proxy. When signing as attorney, executor, administrator, trustee or guardian, please give full title. If shares are held jointly, each holder should sign.

☐ I agree to receive all future communications related to these holdings electronically via the email address provided below. I understand I am able to change this selection at any time in the future.

EMAIL ADDRESS:

VOTING INSTRUCTIONS ON REVERSE SIDE

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Voting Instructions

You may vote your proxy in the following ways:

- Via Internet:
  - Login to [_____]
  - Enter your control number (12 digit number located below)
- Via Mail:

  [_____]

  [_____]

CONTROL NUMBER

You may vote by Internet 24 hours a day, 7 days a week. Internet voting is available through 11:59 p.m., Eastern Time, on [_____], 2026.

Your Internet vote authorizes the named proxies to vote in the same manner as if you marked, signed and returned your proxy card.