



Audit Committee Charter

Adopted by Board of Directors 05/22/2025

Purpose

The Audit Committee (the “Committee”) is appointed by the Chairman of the Board of Directors (the “Board”) of the Company, subject to election by the full Board, to assist the Board in fulfilling its oversight responsibilities for the Company’s accounting and financial reporting processes and audits of the financial statements of the Company by monitoring :

- The integrity of the Company’s financial statements,
- The independence and qualifications of its external auditor,
- The Company’s system of internal controls,
- The performance of the Company’s internal audit process and external auditor, and
- The Company’s compliance with laws, regulations and the Directors and Senior Financial Officers Code of Ethical Conduct and the Code of Conduct.
- The Committee shall prepare the report required by the rules of the Securities and Exchange Commission (the “Commission”) to be included in the Company’s annual meeting proxy statement, as required by Item 407(d)(3)(i) of Regulation S-K.

Membership / Composition

The Committee will consist of at least three members of the Board. The Board Chairman will appoint Committee members on the recommendation of the Company’s Nominating and Governance Committee, subject to election by the full Board. The Committee members shall elect the Committee Chairman. Committee members may be replaced by the Board. Each Committee member shall: meet the New York Stock Exchange (“NYSE”) independence and experience requirements. In addition, Committee members must not receive any payment other than payment for Board or Committee service, and must not be an affiliated person of the Company or any subsidiary. Each Committee member must be able to read and understand financial statements. At least one member must have past employment experience in finance or accounting, requisite professional certification in finance or accounting, or any other comparable experience or background that will be sufficient to be considered a “financial expert” as defined by Item 407 of Regulation S-K, as amended.

Operations / Meetings

The Committee will meet as often as it determines is appropriate, but not less frequently than



quarterly. All Committee members are expected to attend each meeting, in person or via telephone or video conference. The Committee will periodically hold private meetings with management, the internal auditor and the external auditor. The Committee may invite any officer or employee of the Company, the external auditor, the Company's outside counsel, the Committee's counsel or others to attend meetings and provide pertinent information. Meeting agendas will be prepared by the individual serving as chief audit executive (the "CAE") and provided in advance to members, along with appropriate briefing materials. Minutes will be kept by a member of the Committee or a person designated by the Committee.

Authority, Duties and Responsibilities

The Committee has authority to conduct or authorize examinations into any matters within its scope of responsibility. It has sole authority to (1) appoint, compensate, retain and directly oversee the work of the Company's external auditor (subject to shareholder approval if applicable), (2) resolve any disagreements between management and the auditors regarding financial reporting, and (3) pre-approve all audit services and permitted non-audit services provided to the Company by its external auditor. It also has authority to :

- Retain outside advisors, including counsel, as it determines necessary to carry out its duties.
- Seek any information it requires from employees - all of whom are directed to cooperate with the Committee's requests - or external parties.
- Meet with Company officers, external auditors, or outside counsel, as necessary.
- Review and approve all related-party transactions.

The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any registered public accounting firm engaged for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services for the company; for payment to any advisors employed by the Committee; and for payment of necessary administrative expenses of the Committee.

The Committee will carry out the following responsibilities:

With respect to financial statements:

- Review and discuss with management and the external auditor significant accounting and financial reporting issues, including complex or unusual transactions and judgments concerning significant estimates or significant changes in the company's selection or application of accounting principles, and recent professional, accounting and regulatory pronouncements and initiatives, and understand their impact on the Company's financial statements.



- Review with management and the external auditor the results of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information and any significant disagreements with management.
- Review and discuss with management and the external auditor the annual financial statements along with any off-balance sheet structures, including disclosures made in management's discussion and analysis, and recommend to the Board whether they should be included in the Company's Form 10-K.
- Review and discuss with management and the external auditor interim financial statements, including the results of the external auditor's review of the quarterly financial statements and disclosures made in management's discussion and analysis, before filing the company's Form 10-Q with the Commission or other applicable regulatory filings with regulators.
- Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Forms 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the company's internal controls.
- At least annually, prior to the filing of the audit report with the Commission (and more frequently if appropriate), review and discuss reports from the external auditor on (1) all critical accounting policies and practices to be used, (2) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, including ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the external auditor, and (3) other material written communications between the external auditor and management, such as any management letter or schedules of unadjusted differences.
- Review with management and the external auditor all matters required to be communicated to the Committee under generally accepted auditing standards and other professional standards, including matters required to be discussed by the Public Company Accounting Oversight Board (PCAOB).
- Discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made). The Committee does not need to discuss each release in advance.
- Understand how management prepares interim financial information and the nature and extent of internal and external auditor involvement.



With respect to internal controls:

- Consider the effectiveness of the Company's internal control systems, including information technology security and control.
- Understand the scope of internal audits and external auditor's reviews of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.
- Review and discuss the Company's policies with respect to risk assessment and risk management, including the risk of fraud and the Company's major financial risk exposures and the steps the Company has taken and should take to monitor and control such exposures.

With respect to internal audit:

- Review with management, the external auditor and the CAE the charter, plans, activities, staffing and organizational structure of the internal audit function, and any recommended changes thereto, as well as staff qualifications.
- Review significant reports to management prepared by internal audit and management's responses.
- Ensure there are no unjustified restrictions or limitations on the CAE's scope of activities or access to information, and review and concur in the appointment, replacement, or dismissal of the CAE.
- On a regular basis, meet separately with the CAE to discuss any matters that the Committee or internal audit believes should be discussed privately.
- Require the CAE to report, functionally, to the Committee.

With respect to external audit:

- Require the external auditor to report directly to the Committee.
- Meet with the external auditor to discuss the external auditor's proposed audit planning, scope, staffing and approach, including coordination of its effort with internal audit.
- At least annually, obtain and review a report from the external auditor regarding its quality control procedures, and material issues raised by the most recent internal quality control review, or peer review, of the firm or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more of the independent audits carried out by the firm, and any steps taken to deal with any such issues and all relationships between the external auditor and the company.
- Evaluate, and present to the Board its conclusions, regarding the qualifications, performance and independence of the external auditor, including considering whether the auditor's quality controls are adequate and permitted non-audit services are compatible



with maintaining the auditor's independence, taking into account the opinions of management and the internal auditors.

- Ensure the rotation of the audit partners as required by law and consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the external audit firm on a regular basis.
- Establish policies concerning the Company's hiring of employees or former employees of the external auditor, as required by law and by applicable listing standards.
- On a regular basis, meet separately with the external auditor to discuss any matters that the Committee or external auditor believes should be discussed privately.

With respect to compliance:

- Review the effectiveness of the system for monitoring compliance with laws and regulations. The results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance should also be reviewed.
- Obtain from the external auditor assurance that Section 10A(b) of the Exchange Act has not been implicated (regards illegal acts and appropriate responses by company and external auditor).
- Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Directors and Senior Financial Officers Code of Ethical Conduct and the Code of Conduct, including review of the process for communicating these Codes to Company personnel, and for monitoring compliance.
- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- Review and discuss with management and the external auditor any correspondence with, or the findings of any examinations by, regulatory agencies, published reports or auditor observations that raise significant issues regarding the company's financial statements or accounting policies.
- Obtain regular updates from management and Company counsel regarding compliance matters and legal matters that may have a significant impact on the financial statements or the Company's compliance policies.

With respect to reporting responsibilities:

- Regularly report to the Board about Committee activities, issues and related recommendations.
- Provide an open avenue of communication between internal audit, the external auditor and



the Board.

- Review any other reports the Company issues that relate to Committee responsibilities.

Other Responsibilities

The Committee shall perform other activities consistent with this charter, the Company's by-laws and governing law, as the Committee or the Board deems necessary or appropriate. The Committee shall institute and oversee special investigations as needed.

Performance Evaluation

The Chair shall conduct an annual performance evaluation of the Committee to assess the adequacy and efficiency of the Committee and this charter. The results of the evaluation shall be presented to the Board.