

AUDIT COMMITTEE CHARTER

ONWARD MEDICAL N.V.

INTRODUCTION

Article 1

- 1.1** This charter, together with the relevant provisions of the Board Rules, govern the organisation, decision-making and other internal matters of the Committee. In performing their duties, the Committee Members shall comply with this charter and the relevant provisions of the Board Rules.
- 1.2** This charter shall be posted on the Website.

DEFINITIONS AND INTERPRETATION

Article 2

- 2.1** Unless otherwise defined in this charter, capitalised terms shall have the meanings ascribed to them in the Board Rules.
- 2.2** Without prejudice to Article 2.1, the following definitions shall apply in this charter:
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| Article | An article of this charter. |
| Board | The Company's board of directors. |
| Board Rules | The internal rules of the Board. |
| CFO | The Company's chief financial officer. |
| Committee | The Company's audit committee. |
| Committee Chairman | The chairman of the Committee. |
| Committee Member | A member of the Committee. |
| Company | ONWARD Medical N.V. |
| Internal Audit Function | The Company's internal audit function, if and when established. |
| Internal Controls | The Company's internal risk management and control systems. |
- 2.3** Terms that are defined in the singular have a corresponding meaning in the plural.
- 2.4** Words denoting a gender include each other gender.

COMPOSITION

Article 3

- 3.1** The Committee consists of at least three Non-Executive Directors.
- 3.2** The Committee Members shall be appointed and dismissed by the Board.
- 3.3** More than half of all Committee Members, including the Chairman, shall be independent within the meaning of the Dutch Corporate Governance Code.
- 3.4** At least one Committee Member must have competence in accounting and/or auditing.
- 3.5** The Committee shall elect a Committee Member to be the Committee Chairman. The Committee may dismiss the Committee Chairman, provided that the Committee Member so dismissed shall subsequently continue his term of office as a Committee Member without having the title of Committee Chairman.
- 3.6** The Committee Chairman shall not be the Chairman or a former Executive Director.

DUTIES AND ORGANISATION**Article 4**

- 4.1** The Board may allocate from time to time certain of its tasks and duties to the Committee pursuant to a resolution to that effect. The Committee can validly pass resolutions in respect of matters which fall under the tasks and duties allocated to the Committee.
- 4.2** The Committee is charged with, and shall be able to pass resolutions relating to, the following matters:
 - a.** monitoring the Board with respect to :
 - i.** the relations with, and the compliance with recommendations and follow-up of comments made by, the Internal Audit Function and the External Auditor;
 - ii.** the Company's funding;
 - iii.** the application of information and communication technology by the Company, including risks relating to cybersecurity; and
 - iv.** the Company's tax policy;
 - b.** issuing recommendations concerning the appointment and the dismissal of the head of the Internal Audit Function, as relevant, and reviewing and discussing the performance of the Internal Audit Function;
 - c.** reviewing and discussing the Company's audit plan, including with the Internal Audit Function and the External Auditor;
 - d.** providing the external audit results in relation to the Company's annual accounts and annual report to the Board, indicating how the audit has contributed to the integrity of such financial reporting and which role the Committee had in that

- process;
- e. reviewing and discussing the essence of the audit results, also with the Internal Audit Function, including:
 - i. flaws in the effectiveness of the Internal Controls;
 - ii. findings and observations with a material impact on the Company's risk profile; and
 - iii. failings in the follow-up of recommendations made previously by the Internal Audit Function;
 - f. reviewing and discussing with the External Auditor, at least annually:
 - i. the scope and materiality of the Company's audit plan and the principal risks of the Company's annual financial reporting identified in such audit plan; and
 - ii. the findings and outcome of the External Auditor's audit of the Company's financial statements and its management letter;
 - g. monitoring the audit of the Company's annual accounts and annual report and the Company's financial reporting processes, and making proposals to safeguard the integrity of such processes;
 - h. determining whether and, if so, how the External Auditor should be involved in the content and publication of financial reports other than the Company's financial statements;
 - i. reviewing and discussing the effectiveness of the design and operation of the Internal Controls with the Board, the CEO and the CFO, including:
 - i. identified material failings in the Internal Controls; and
 - ii. material changes made to, and material improvements planned for, the Internal Controls;
 - j. reviewing and monitoring the independence of the External Auditor, also considering any non-audit services rendered by the External Auditor;
 - k. determining the procedure for selecting the External Auditor and for proposing the appointment of the External Auditor to the General Meeting;
 - l. advising the Board regarding the External Auditor's nomination for (re)appointment or dismissal and preparing the selection of the External Auditor for such purpose, as relevant; and
 - m. submitting proposals to the Board concerning the External Auditor's engagement to audit the Company's financial statements, including the scope of the audit, the materiality standard to be applied and the External Auditor's compensation.
- 4.3** The Committee shall meet as often as it determines is appropriate to carry out its

responsibilities and each meeting shall be presided over by the Committee Chairman and, in the absence of the Committee Chairman, one of the other Committee Members shall be designated as the acting chair of the meeting.

- 4.4** The CFO, the head of the Internal Audit Function and the External Auditor should attend all meetings of the Committee, unless the Committee determines otherwise. The Committee may decide whether and, if so, when, the Chairman should attend its meetings.
- 4.5** The Committee shall meet with the External Auditor as often as it considers necessary, but no less than annually, outside the presence of the Executive Directors.
- 4.6** The Committee may delegate all or part of its authority to subcommittees or to the Committee Chairman.
- 4.7** The Committee shall regularly report on its deliberations and findings to the Board. At least annually, such reports should include the following information:
 - a.** the methods used to assess the effectiveness of the design and operation of the Internal Controls and the Company's internal and external audit procedures;
 - b.** the Committee's material considerations regarding the Company's financial reporting;
 - c.** the manner in which material risks and uncertainties that are relevant to the expectation of the Company's continuity have been analysed and discussed, along with a description of the most important findings of the Committee in this respect; and
 - d.** the functioning of, and the developments in, the Company's relationship with the External Auditor.
- 4.8** At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation. The Committee shall also review and assess the adequacy of this charter at least annually and recommend any proposed changes to the Board.

INTERNAL AUDIT FUNCTION

Article 5

- 5.1** The Internal Audit Function shall have direct access, and shall report directly, to the Committee and Committee shall ensure that the Internal Audit Function shall also have direct access to the External Auditor.
- 5.2** Provisions in this charter relating to the Internal Audit Function shall only apply if and when such Internal Audit Function has been established.
- 5.3** If and for as long as there is no Internal Audit Function, the Committee shall make recommendations to the Board in order for the Board to assess at least annually whether:
 - a.** adequate alternative measures have been taken; and

- b. it is necessary or desirable to establish an Internal Audit Function.

AMENDMENTS AND DEVIATIONS

Article 6

Pursuant to a resolution to that effect, the Board may amend or supplement this charter and allow temporary deviations from this charter, subject to ongoing compliance with applicable law and stock exchange requirements.

GOVERNING LAW AND JURISDICTION

Article 7

This charter shall be governed by and shall be construed in accordance with the laws of the Netherlands. Any dispute arising in connection with this charter shall be submitted to the exclusive jurisdiction of the competent court in Amsterdam, the Netherlands.