



Audit Committee Charter

Adopted as of December 2, 2024

PURPOSE:

The purpose of the Audit Committee established by this charter is to (1) make examinations that are necessary to monitor the corporate financial reporting and the internal and external audits of the Company, (2) provide to the Board of Directors the results of its examinations and recommendations derived therefrom, (3) outline to the Board improvements made, or to be made, in internal accounting controls, (4) nominate independent auditors, and (5) provide to the Board additional information and materials it deems necessary to inform the Board of significant financial matters that require Board attention.

In addition, the Audit Committee will undertake specific duties and responsibilities listed below and other duties as the Board of Directors prescribes from time to time.

MEMBERSHIP:

The Audit Committee will consist of at least three members of the Board. The members of the Audit Committee are appointed by and will serve at the discretion of the Board of Directors.

The members of the Audit Committee shall be outside directors, financially literate, and considered independent. The Board of Directors may choose to appoint one non-independent (under Nasdaq rules) member to the Audit Committee, provided that such member meets the SEC's independence requirements. The Board will disclose the reasons for the appointment of a non-independent member in the Company's annual proxy. The Audit Committee shall have at least one member who is considered a financial expert or will disclose the reasons a financial expert is not on the Audit Committee. The Audit Committee shall have the power to conduct or authorize investigations into any matters within its scope of responsibilities, and hire, as appropriate, special counsel or experts to assist in such investigations.

RESPONSIBILITIES:

The responsibilities of the Audit Committee shall include:

1. Reviewing the compliance calendar on an annual basis.
2. Nominating, hiring, retaining, and/or reviewing the work of the independent auditors.
3. Reviewing and approving the plan, including the scope and approach, for the audit and related services and fees.
4. Approving non-audit related services.
5. In accordance with PCAOB – AS1301, Communication with Audit Committee: (1) reviewing audit results and financial statements; all critical accounting policies and alternative treatments of financial information within GAAP including ramifications and methods preferred by the auditors, and (2) reviewing all material communication between the auditor and management, including management letters and schedules of unadjusted differences.
6. Reviewing accounting and corporate governance developments with an objective perspective of their impact to the Company and the Audit Committee.

7. Obtaining a formal written statement of independence from the independent auditors, as well as a statement that the auditors are in compliance with the rules of and are in good standing with the Public Company Accounting Oversight Board.
8. Engaging in a dialog with the auditors with respect to any relationships that may impact the objectivity or independence of the auditors, as well as ensuring the rotation of the signing audit partner every five years.
9. Reviewing the Company's quarterly earnings press release.
10. Reviewing and approving the Company's 10Qs and 10Ks.
11. Reviewing and approving any proposed related party transaction between the Company and any director or executive officer of the Company (or their immediate family members).
12. Reviewing with management, the independent auditors, and the Company's counsel, as appropriate, any legal and regulatory matters that may have a material impact on the financial statements, related compliance policies, and programs and reports received from regulators.
13. Reviewing with management the Company's cybersecurity risk exposures and the steps the Company has taken to monitor and/or mitigate such exposures.
14. Reviewing with management the Company's enterprise risks and the steps the Company has taken to monitor and/or mitigate such risks.
15. Reviewing with management, on at least an annual basis, the controls and reporting processes that support ESG regulatory filing requirements.
16. Discussing guidelines and policies governing the process by which senior management of the Company and relevant departments of the Company assess and manage the Company's financial risk exposure, and the steps management has taken to monitor and control such exposures including:
 - Overseeing the adequacy of the Company's system of internal accounting controls, including obtaining from the independent auditors' management letters or summaries on such internal accounting controls.
 - Overseeing the effectiveness of the Compliance Department.
 - Reviewing with management their assessment of the effectiveness of internal controls.
 - Assessing the adequacy of the CEO and CFO certification process.
17. Overseeing compliance with anti-corruption laws, including the Foreign Corrupt Practices Act.
18. Overseeing compliance with SEC proxy requirements for disclosure of auditor's services and Audit Committee members and activities.
19. Preparing the Audit Committee report required by Item 407(d) of Regulation S-K to be included in the Company's annual proxy statement.
20. Providing oversight and review of the Company's asset management policies, including without limitation an annual review of the Company's investment policies and performance for cash and short-term investments.
21. Establishing and monitoring the procedures for handling complaints regarding accounting, internal accounting controls, or auditing matters, including procedures for confidential, anonymous submission of concerns by employees regarding accounting and auditing matters.
22. Engaging and compensating independent counsel, consultants, accountants, and other advisors as the Audit Committee deems necessary to comply with the responsibilities of this charter.

In addition to the above responsibilities, the Audit Committee shall review and assess the adequacy of its charter on at least an annual basis, especially in light of the then currently applicable rules for continued listing on the Nasdaq Global Select Market, and undertake any other duties as the Board of Directors delegates to it, and will report, at least annually, to the Board regarding the Audit Committee's examinations and recommendations.

MEETINGS:

The Audit Committee will meet at least four times each year. The Audit Committee may establish its own schedule, which it will provide in advance to the Board of Directors.

The Audit Committee will meet separately with the Company's director of compliance and separately with the chief financial officer of the Company at least annually to review the financial affairs of the corporation. The Audit Committee will meet with the independent auditors of the Company, at such times as it deems appropriate, to review the independent auditor's examination and management report.

MINUTES:

Written minutes of its meetings, including a list of compliance calendar items, will be maintained and the minutes will be provided to all members of the Audit Committee and filed in the corporate minute book.