

## **TIVIC HEALTH SYSTEMS, INC.**

### **Audit and Risk Committee Charter**

#### **Purpose**

The purpose of the Audit and Risk Committee (the “Committee”) of the Board of Directors of Tivic Health Systems, Inc. (the “Company”) is to represent and assist the Board of Directors with its oversight of the:

- integrity of the Company’s financial statements and internal controls;
- Company’s compliance with legal and regulatory requirements;
- selection, retention and compensation of the independent registered public accounting firm;
- independent registered public accounting firm’s qualifications and independence;
- internal audit functions of the Company and its independent registered public accounting firm; and
- Company’s enterprise risk management process.

#### **Membership**

The Committee shall consist of three or more directors, all of whom shall, in the judgment of the Board of Directors:

- be an “Independent Director” (as defined under Rule 5605(a)(2) of the NASDAQ Stock Market), (ii) meet the “independence” criteria (as defined under IM-5605 – Rule 5605(a)(2)), and (iii) meet the criteria for independence pursuant to Rule 10A-3(b)(1) under the Securities Act of 1933, as amended (the “Act”), subject to the exemptions provided in Rule 10A-3(c) under the Act, all in accordance with applicable NASDAQ listing standards;
- have the ability to read and understand the Company’s basic financial statements;
- ensure at least one member of the Audit shall be designated as a “financial expert” have accounting or related financial management expertise in accordance with NASDAQ listing standards;
- not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years; and
- not accept any consulting, advisory, or other compensatory fee from the Company other than for

board service, and such directors must not be an affiliated person of the Company.

## **Meetings**

The Committee shall meet at least four times annually and at such other times as it deems appropriate to fulfill its responsibilities. The Committee shall periodically meet separately, in executive session, with management, the internal auditor and the independent registered public accounting firm. The Committee shall report regularly to the Board of Directors with respect to its activities and make recommendations to the Board of Directors as appropriate.

## **Duties and Responsibilities**

1. Manage the independent registered public accounting firm, including:
  - select and retain, evaluate and terminate when appropriate;
  - set their compensation;
  - oversee their work and pre-approve all audit services they provide;
  - approve all permitted non-audit services they perform;
  - establish policies and procedures for their engagement to provide permitted audit and non-audit services;
  - at least annually, receive and review a report by the independent registered public accounting firm describing their internal quality-control procedures and any material issues raised by the most recent internal quality-control review, peer review or Public Company Accounting Oversight Board (PCAOB) review, of the independent auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and
  - (b) other required reports from the independent registered public accounting firm;
  - At least annually, engage in a dialogue with the independent registered public accounting firm and consider their independence, including whether their provision of permitted non-audit services is compatible with independence, and obtain and review a report from describing all the relationships between them and the Company; and
  - Take or recommend the Board take appropriate action to oversee the independence of the auditor.
2. Review the audit scope and plan of independent auditors, and effective use of audit resources.
3. Review with management and the independent auditors the Company's annual financial statements and related footnotes included in the Company's annual reports on Form 10-K and quarterly reports on Form 10-Q, the auditor's judgments about the quality of the Company's accounting principles as

applied in its financial reporting, and significant changes in their audit plan and serious difficulties or disputes with management encountered during the audit, and matters required by SAS 61 (Communication with Audit committees).

4. Review with management and independent auditors their significant audit findings, and assess the steps that management has taken or proposes to take to minimize significant risks or exposures facing the Company, and periodically review compliance with such steps.
5. Review management's internal control report which acknowledges management's responsibility for establishing and maintaining an adequate control structure and procedures for financial reporting, and contains an assessment of the effectiveness of the internal control structure;
6. Discuss with management and the independent auditor, at least semi-annually, policies and programs with respect to enterprise risks, including the risk management process, risk assessments and significant other areas of risk or exposure for the Company;
7. Establish procedures for the Company's confidential and anonymous receipt, retention and treatment of complaints regarding the Company's accounting, internal controls and auditing matters, as well as for the confidential, anonymous submissions by Company employees of concerns regarding questionable accounting or auditing matters.
8. Obtain the advice and assistance, as appropriate, of independent counsel and other advisors as necessary to fulfill the responsibilities of the Committee, and receive appropriate funding from the Company, as determined by the Committee, for the payment of compensation to any such advisors, registered public accounting firm and ordinary administrative expenses necessary or appropriate in carrying out its duties.
9. Conduct an annual performance evaluation of the Committee and annually evaluate the adequacy of this Charter.
10. Carry out such other duties and have such other authority as may be assigned or granted by the Board of Directors or as required to be carried out by (i) Company benefit plans, (ii) applicable law, and (iii) the rules and listing requirements of the NASDAQ Stock Market.