

SALUDA MEDICAL, INC.

AUDIT AND RISK COMMITTEE CHARTER

A. PURPOSE

The purpose of the Audit and Risk Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Saluda Medical, Inc. (the “*Company*”) is to assist the Board’s oversight of the Company’s accounting and financial reporting processes, the audits of the Company’s financial statements, risk management systems (financial and non-financial) and compliance framework.

B. STRUCTURE AND MEMBERSHIP

1. Number. The Committee should consist of at least three members of the Board.
2. Independence. A majority of the members of the Committee must be directors who qualify as an “Independent Director” under the Company’s Board Charter (“*Independent Director*”). If the Company is included in the S&P/ASX 300 index at the beginning of its financial year, the Committee must consist only of non-executive directors for the duration of that financial year, in accordance with the requirements of Listing Rule 12.7 of the Listing Rules of the Australian Securities Exchange (“*ASX*”).
3. Financial Literacy. Each member of the Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement, at the time of their appointment to the Committee. At least one member must have past employment experience in finance or accounting, requisite professional certification in accounting or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. In addition, unless otherwise determined by the Board (in which case disclosure of such determination shall be made in the Company’s annual report filed with the Securities and Exchange Commission (“*SEC*”), at least one member of the Committee shall be an “audit committee financial expert” (as defined by applicable SEC rules).
4. Chair. Unless the Board designates a Chair of the Committee, the Committee shall designate a Chair by majority vote. The Chair of the Committee should be an Independent Director, who is not Chair of the Board.
5. Compensation. The compensation of Committee members shall be as determined by the Board. No member of the Committee may receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries, other than fees paid in his or her capacity as a member of the Board or of a committee of the Board.

6. Selection and Removal. Members of the Committee shall be appointed by the Board. The Board may remove members from the Committee, with or without cause.

7. Rules and Procedures. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

C. **AUTHORITY AND RESPONSIBILITIES**

General

The Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management and any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company (the "*independent auditor*"), in accordance with its business judgment. Management is responsible for the preparation, presentation and integrity of the Company's financial statements, for the appropriateness of the accounting principles and reporting policies that are used by the Company and for establishing and maintaining adequate internal control over financial reporting. The independent auditor is responsible for auditing the Company's financial statements and the Company's internal control over financial reporting and for reviewing the Company's unaudited interim financial statements. The authority and responsibilities set forth in this Charter do not reflect or create any duty or obligation of the Committee to plan or conduct any audit, to determine or certify that the Company's financial statements are complete, accurate, fairly presented, or in accordance with generally accepted accounting principles or applicable law or to guarantee the independent auditor's reports.

Oversight of Independent Auditor

1. Selection. The Committee shall be solely and directly responsible for appointing, evaluating, retaining and, when necessary, terminating the engagement of the independent auditor.

2. Independence. The Committee shall take, or recommend that the full Board take, appropriate action to oversee the independence of the independent auditor. In connection with this responsibility, the Committee shall obtain and review the written disclosures and the letter from the independent auditor required by applicable requirements of the Public Company Accounting Oversight Board (the "*PCAOB*") regarding the independent auditor's communications with the Committee concerning independence. The Committee shall actively engage in dialogue with the independent auditor concerning any disclosed relationships or

services that might impact the objectivity and independence of the auditor. The Committee shall also assess any proposal for the independent auditor to provide non-audit services and whether it might compromise the independence of the independent auditor.

3. Compensation. The Committee shall have direct responsibility for setting the compensation of the independent auditor, for both audit and non-audit work. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of the independent auditor established by the Committee.

4. Pre-approval of Services. The Committee shall pre-approve all audit services to be provided to the Company, whether provided by the principal auditor or other firms, and all other services (review, attest and non-audit) to be provided to the Company by the independent auditor; provided, however, that de minimis non-audit services may instead be approved in accordance with applicable SEC rules. Other than with respect to the annual audit of the Company's consolidated financial statements, the Chair of the Committee is hereby delegated the authority to pre-approve other audit services and all other services on behalf of the Committee.

5. Oversight. The independent auditor shall report directly to the Committee, and the Committee shall have direct responsibility for overseeing the work of the independent auditor, including resolution of disagreements between Company management and the independent auditor or other registered public accounting firm regarding financial reporting. In connection with its oversight role, the Committee shall, from time to time as appropriate, receive and consider the reports and other communications required to be made by the independent auditor regarding:

- critical accounting policies and practices;
- alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with Company management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor;
- other material written communications between the independent auditor and Company management; and
- the other matters addressed in applicable PCAOB standards and SEC rules.

6. PCAOB Inspections. The Committee shall request the independent auditor to provide relevant information about inspections of the firm by the PCAOB, including the following:

- whether any audit overseen by the Committee is selected by the PCAOB for an inspection and, if so, the findings of the inspection;

- whether the PCAOB’s inspection of other audits performed by the firm raised auditing or accounting issues similar to those presented in the Company’s audit;
- the firm’s response to PCAOB findings; and
- the firm’s remedial efforts in light of any quality control deficiencies that may have been identified by the PCAOB.

Financial Statements

7. Review and Discussion. The Committee shall review and discuss with the Company’s management and independent auditor the Company’s audited financial statements and quarterly financial statements, including disclosures under the caption “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” and the matters required to be discussed by applicable PCAOB standards and SEC rules.

8. Recommendation to the Board Regarding Audited Financial Statements. The Committee shall consider whether it will recommend to the Board that the Company’s audited financial statements be included in the Company’s Annual Report on Form 10-K.

9. Audit Committee Report. The Committee shall prepare an annual committee report for inclusion where necessary in the proxy statement of the Company relating to its annual meeting of stockholders.

Controls and Procedures

10. Oversight. The Committee shall coordinate the Board’s oversight of the Company’s internal control over financial reporting, disclosure controls and procedures and [Amended and Restated] Code of Business Conduct.

11. Review of Earnings Releases. The Committee must discuss the Company’s earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

12. Risk Management. The Committee shall discuss the Company’s policies with respect to risk assessment and risk management, including guidelines and policies to govern the process by which the Company’s exposure to risk is handled, and oversee management of the Company’s financial and cybersecurity risks. Additionally, the Committee shall be responsible for:

- overseeing the establishment, methodology and implementation of the risk management procedures for the Company and its subsidiaries and the

resourcing of the risk management procedures, including processes to ensure that there is:

- adequate internal control, containment and management of business risks and safeguarding of assets; and
 - a review of internal control procedures and the operational effectiveness of the procedures related to risk and control;
- reviewing trends in the risk profile of the Company and its subsidiaries;
 - evaluating the adequacy and effectiveness of management reporting and control procedures used to monitor adherence to policies and limits approved by the Board
for management of balance sheet risks;
 - evaluating the structure and adequacy of the insurance policies of the Company and its subsidiaries on an annual basis;
 - evaluating the exposure to fraud of the Company and its subsidiaries, and overseeing investigations of allegations of fraud or other breakdowns in internal controls;
 - reviewing the risk management framework at least annually to assess whether it continues to be sound;
 - monitoring and reviewing management's performance against the risk management framework; and
 - reporting to the Board on the matters above, including specific material risks identified.

13. Procedures for Complaints. The Committee shall establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. The Committee may periodically review these procedures and recommend any proposed changes to the Board for approval.

14. Hiring of Independent Auditor Employees. The Committee must set hiring policies for employees or former employees of the Company's independent auditor.

15. Review of Internal Control Over Financial Reporting. The Committee must review and discuss with management and the independent auditor the adequacy of the Company's internal control over financial reporting and any steps management has taken to address material weaknesses in internal control over financial reporting.

16. Oversight of Related Person Transactions. The Committee shall periodically review the Company's policies and procedures for reviewing and approving or ratifying "related person transactions" (defined as transactions required to be disclosed pursuant to Item 404 of Regulation S-K), including the Company's Related Person Transaction Policy, and recommend any changes to the Board. In accordance with the Company's Related Person Transaction Policy, the Committee shall conduct appropriate review and oversight of all related person transactions for potential conflict of interest situations on an ongoing basis.

17. Additional Duties. In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable Listing Rules of the ASX.

Compliance

18. Compliance Functions. The Committee's specific function with respect to compliance is to review and report to the Board regarding the appropriateness of the compliance procedures of the Company and its subsidiaries, including:

- reviewing the procedures in place to ensure compliance with laws and regulations that are material to the Company and its subsidiaries, including any specific compliance requirements under the terms of any regulatory approvals granted in connection with the business;
- reviewing compliance reports prepared by management in relation to compliance with legal or regulatory requirements;
- obtaining regular updates from management regarding any material litigation involving the Company or any of its subsidiaries;
- ethical compliance, including material breaches of the Company's Code of Conduct and actions taken by management regarding breaches and incidents; and

- reviewing any material recommendations by regulatory agencies in relation to compliance with laws or regulations applying to the Company or any of its subsidiaries.

D. PROCEDURES AND ADMINISTRATION

1. Meetings. The Committee must meet at least once during each fiscal quarter. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee must periodically meet separately with: (i) the independent auditor, (ii) Company management and (iii) the Company's internal auditors, if any. The Committee shall keep such records of its meetings as it shall deem appropriate.

2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees, as it deems appropriate from time to time under the circumstances (including a subcommittee consisting of a single member). Any decision of a subcommittee to pre-approve audit, review, attest or non-audit services shall be presented to the full Committee at its next scheduled meeting.

3. Reports to the Board. The Committee shall report regularly to the Board.

4. Charter. At least annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. Independent Advisors. The Committee is authorized, without further action by the Board, to engage such independent legal, accounting and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

6. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

7. Funding. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

8. Self-Evaluation. The Committee shall periodically evaluate its own performance.

Revised and approved by the Board of Directors of Saluda Medical, Inc. on November 5, 2025.