



LENSAR, INC.
AUDIT COMMITTEE CHARTER

(As of November 5, 2024)

I. Purpose

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of LENSAR, Inc. (the “Company”) is to, among other things, oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company.

The Committee’s responsibilities are limited to oversight. The Company’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with generally accepted accounting principles (“GAAP”) and other applicable reporting and disclosure standards and for preparing the Company’s financial statements. The Company’s independent auditors are responsible for auditing and reviewing those financial statements.

II. Composition

The Committee must consist of at least three directors, subject to any available exception. Each Committee member must satisfy the independence requirements of the Nasdaq Stock Market LLC (“Nasdaq”) and the more rigorous independence rules for members of the Audit Committee issued by the Securities and Exchange Commission (the “SEC”), subject to any available exception. Each Committee member must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee must be an “audit committee financial expert” as defined under SEC rules.

Committee members may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee must meet at least once during each fiscal quarter. The Committee must meet separately, periodically, with management, with the internal auditor (or other persons responsible for the internal audit function) and with the independent auditor.

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.

The Committee will meet at such times as determined by its Chair or as requested by any of its members. Unless the Board appoints a member of the Committee to serve as its Chair, the Committee may designate a Chair by majority vote of the Committee. Notice of all meetings will be given, and waiver thereof determined, pursuant to the provisions contained in the Company’s bylaws. The Chair of the Committee will preside, when

present, at all meetings of the Committee. The Committee may meet in person, or by telephone or video conference.

Each member of the Committee will have one vote. A majority of the members of the Committee will constitute a quorum. The Committee may act by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee may, in its sole discretion, retain or obtain advice from any legal counsel, experts or advisors that the Committee believes to be necessary or advisable to carry out its duties and responsibilities. The Company must provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee will be directly responsible for the appointment, compensation and oversight of any other adviser it retains.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers, carry out any other responsibilities and conduct any other activities consistent with this Charter, the purposes of the Committee, the Company's bylaws, applicable Nasdaq rules and applicable law.

The Committee may conduct or authorize investigations into any matters within the scope of its duties and responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

IV. Duties and Responsibilities

Interaction with the Independent Auditor

1. *Appointment and Oversight.* The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) and any other 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, and the independent auditor and each such other registered public accounting firm must report directly to the Committee. The Committee, or the Chair of the Committee, must pre-approve any audit and non-audit service provided to the Company by the independent auditor, unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules. Other than with respect to the annual audit of the Company's consolidated financial statements, the Chair of the Committee is authorized to pre-approve other audit services and non-audit services provided to the Company by the independent auditor on behalf of the Committee and each such pre-approval decision will be presented to the full Committee at its next scheduled meeting.

2. *Annual Report on Independence.* The Committee must, at least annually, obtain and review a report from the independent auditor describing (a) the auditing firm's internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review or peer review of the auditing firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years relating to any independent audit conducted by the auditing firm, and any steps taken to deal with any such issues; and (c) all relationships and services between the independent auditor and the Company in order to assess the independent auditors' independence.

Annual Financial Statements and Annual Audit

3. *Audit Issues.* The Committee must discuss separately with the independent auditor any audit issues or difficulties in connection with the preparation of the Company's financial statements and management's response.

4. *Form 10-K Review.* The Committee must review and discuss the annual audited financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.

5. *Audit Committee Report.* The Committee must provide the Company with the report of the Committee with respect to the audited financial statements for inclusion in each of the Company's annual proxy statements.

Quarterly Financial Statements

6. *Form 10-Q Review.* The Committee must review and discuss the quarterly financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," for inclusion in the Company's Quarterly Report on Form 10-Q.

Internal Audit Oversight

7. *Internal Audit Plan.* The Committee shall:

a. Review and approve annual internal audit plan and budget (or fee) and all major changes to the plan with the Internal Audit department (or designated outsourced firm).

b. Review and discuss with the internal auditors (or designated outsourced firm) the scope, progress and results of executing the internal audit plan.

c. Receive reports on the status of significant findings and recommendations, and management's responses.

d. Review and concur on the appointment, replacement, reassignment or dismissal of the lead Internal Audit person (or designated outsourced firm), who shall have direct access to the Committee.

e. Review the annual performance of the internal audit function.

Other Duties and Responsibilities

8. *Review of Earnings Releases.* The Committee must review and discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.
9. *Risk Assessment and Risk Management.* The Committee must 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 risks, information security, cybersecurity and data protection risks, and, as necessary or advisable, such other material risks facing the Company, except to the extent oversight of such risks has been assigned to other committees of the Board or retained by the Board, and the steps taken by management to identify, monitor and control these exposures. Such oversight shall include an annual update from management on the Company's risk assessment, information security, cybersecurity and data protection risks.
10. *Hiring of Independent Auditor Employees.* The Committee must set clear hiring policies for employees or former employees of the Company's independent auditor.
11. *Complaint Procedures.* The Committee must establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential and anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
12. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.
13. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.
14. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.
15. *Review of Related Person Transactions.* The Committee is responsible for reviewing and approving or ratifying "related person transactions" in accordance with the Company's Related Person Transaction Policy and Procedures.
16. *Review of Code of Business Conduct and Ethics.* The Committee must periodically consider and discuss with management the Company's Code of Business Conduct and Ethics (the "Code") and the procedures in place to enforce the Code. The Committee must also consider and discuss and, as appropriate, grant requested waivers from the Code brought to the attention of the Committee; provided that the Committee may defer any decision with respect to any waiver to the Board.
17. *Oversee Compliance Program.* The Committee is responsible for overseeing the Company's compliance program with respect to legal and regulatory requirements and must periodically review the Company's policies and procedures for monitoring compliance. The Committee must meet, at least annually, to review the implementation

and effectiveness of the Company's compliance program with the Compliance Officer, who shall have the authority to communicate directly to the Committee, promptly, about any matters involving criminal or potential criminal conduct.

18. *Internal Controls Over Financial Reporting.* The Committee shall coordinate the Board's oversight of the Company's internal control over financial reporting ("ICFR"). In doing so, the Committee must review and discuss with management and the independent auditor the adequacy of the Company's ICFR, the adequacy of the Company's disclosures about changes in ICFR and any steps management has taken to address material weaknesses in ICFR. The Committee must review and discuss with management and the independent auditor management's report on ICFR and the independent auditor's attestation report on the Company's ICFR for purposes of the Company's Annual Report on Form 10-K.

19. *Disclosure Controls.* On a quarterly basis, the Committee must review with management management's evaluation of the Company's procedures and controls designed to assure that information required to be disclosed in the Company's periodic public reports ("Disclosure Controls") is recorded, processed, summarized and reported in such reports within the time periods specified by the SEC for the filing of such reports, and consider whether any changes are appropriate in light of management's evaluation of the effectiveness of such Disclosure Controls.

20. *Investment Policy.* The Committee must periodically review the Company's investment policy and evaluate the Company's adherence to such policy with regard to investment of the Company's assets.

21. *Litigation Reports.* The Committee must review any reports received from management on litigation and other legal matters that may have a material impact on the financial statements or the Company's ICFR.

22. *Critical Audit Matters.* If applicable, the Committee must review and discuss with the independent auditors any critical audit matters addressed in the audit of the Company's financial statements and the relevant financial statement accounts and disclosures that relate to each critical audit matter, and discuss with management and the independent auditors significant issues or changes regarding accounting principles, practices and judgments, any changes that have or are reasonably likely to materially affect ICFR, and "pro forma" or "adjusted" non-GAAP information.

23. *Financial Condition.* The Committee must periodically review the financing requirements of the Company and primary financial policies, including: (i) alignment of the Company's capital structure with its business strategy and (ii) sources of liquidity, including potential funding vehicles.

A. *General.* The Committee shall perform such other activities consistent with this Charter, the Company's bylaws, applicable Nasdaq rules and applicable law as the Committee or the Board deems necessary or appropriate.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.