

ZEROFOX HOLDINGS, INC.

AUDIT COMMITTEE CHARTER

This Audit Committee Charter (this “**Charter**”) was adopted by the Board of Directors (the “**Board**”) of ZeroFox Holdings, Inc., a Delaware corporation (the “**Company**”), and will be publicly disclosed on the Company’s website and/or as otherwise required by the Securities and Exchange Commission (the “**SEC**”) or the Nasdaq Stock Market (“**Nasdaq**”).

PURPOSES AND POWERS

The purposes of the Audit Committee of the Board (the “**Committee**”) shall be to provide oversight and:

- (1) To review and provide guidance regarding the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company;
- (2) To appoint, retain and review the work of any independent registered public accounting firm engaged by the Company for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (the “**Independent Auditor**”), and determine the compensation of the Independent Auditor; and
- (3) To monitor the integrity of the Company’s financial statements, the Independent Auditor’s qualifications and independence, the performance of the Company’s internal audit function, the Company’s compliance with legal and regulatory requirements and the Company’s overall risk profile.

The Committee shall have all of the powers of the Board that are necessary or appropriate for the Committee to fulfill its purposes and carry out its duties and responsibilities as set forth in this Charter. In addition, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of further Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s discretion.

In fulfilling its purpose, the Committee is responsible for maintaining and fostering an open avenue of communication between the Committee and the Independent Auditor and the Company’s financial management and internal audit teams.

COMPOSITION

The Committee shall consist of a minimum of three directors, all of whom, as determined by the Board, shall be independent directors and comply in all respects with the standards established from time to time by the SEC and Nasdaq, subject to the exemptions provided therein, and none of whom shall have participated in the preparation of the financial statements of the

Company or any subsidiary of the Company at any time during the past three years.

Members of the Committee shall be appointed by the Board, upon recommendation of the Nominating and Corporate Governance Committee of the Board, and may be removed by the Board in its discretion. All members of the Committee shall be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement, and at least one member shall be an "audit committee financial expert" as defined by the SEC.

The Board, or in the absence of such designation, the Committee, may designate a chairperson ("**Chair**") of the Committee. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

Members of the Committee should not serve on more than two additional audit committees of other public companies. Existing relationships exceeding these limits may continue in place provided that the Board determines that such relationships do not impair the member's ability to serve effectively on the Committee.

RESPONSIBILITIES

In furtherance of its purposes, the Committee shall have the following authority and responsibilities:

- (1) To be directly responsible for the appointment, compensation, retention and review of the work of the Independent Auditor (including the resolution of any disagreements between Company management and the Independent Auditor regarding financial reporting) 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 shall report directly to the Committee. The Committee shall have the sole and exclusive power to appoint and terminate the appointment of the Independent Auditor.
- (2) To review and discuss with management and the Independent Auditor the results of each annual audit and the annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and any matters required to be reviewed under applicable legal, regulatory or Nasdaq requirements.
- (3) To review the procedures with management and the Independent Auditor, as appropriate, for the dissemination of earnings press releases and financial information and earnings guidance provided to analysts and to rating agencies.
- (4) To approve all audit engagement fees and terms. The Committee, or the Chair between regularly scheduled meetings, must pre-approve all services provided to the Company by the Independent Auditor. It is generally

expected that except for exigent circumstances, the Committee will approve all fees for such services, with the Chair approving any incremental fees between meetings above those previously approved by the Committee.

- (5) To review and discuss with management and the Independent Auditor, as appropriate, any audit problems or difficulties and management's response, and the Company's risk assessment and risk management policies, including the Company's major financial and regulatory risk exposure (including cybersecurity and environmental, social and governance ("ESG") risks, except with respect to those risks for which review is delegated to other committees of the Board or retained by the Board) and steps taken by management to monitor and mitigate such exposure.
- (6) To review with management and the Independent Auditor the Company's financial reporting and accounting standards and principles, significant changes in such standards or principles or in their application, the key accounting decisions affecting the Company's financial statements, including alternatives to, and the rationale for, the decisions made, and the critical audit matters identified by the Independent Auditor.
- (7) To review and evaluate the performance of the internal auditing function as well as the system of internal controls and the results of internal audits. The Committee will also review and provide feedback to management regarding the appointment, performance and replacement of the Company executive responsible for internal auditing.
- (8) To consider and review with management, the Independent Auditor, counsel, as appropriate, and any separate accounting firm or other consultants and advisors as the Committee deems appropriate, any correspondence with regulators or government agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
- (9) To review and approve all related-party transactions required to be disclosed pursuant to Item 404 of Regulation S-K under the Securities Exchange Act of 1934, as amended, for potential conflict of interest situations and to discuss with counsel, management and the Independent Auditor any related-party transactions brought to the Committee's attention which could reasonably be expected to have a material impact on the Company's financial statements. Notwithstanding the foregoing, the Board shall retain the concurrent power to approve any related-party or interested director transactions.
- (10) To obtain and review at least annually a formal written report from the Independent Auditor delineating: (i) the auditing firm's internal quality-control procedures; (ii) any material issues raised within the preceding five years by the auditing firm's internal quality-control reviews, by peer reviews of the firm, or by any governmental or other inquiry or investigation

relating to any audit conducted by the firm, and any steps taken to deal with any such issues; and (iii) all relationships between the Independent Auditor and the Company. The Committee shall discuss with the Independent Auditor the Independent Auditor's independence from the Company and consider the impact that any relationships or services may have on the objectivity and independence of the Independent Auditor. The Committee shall take, or recommend that the Board take, any action that the Committee deems advisable to monitor the independence of the Independent Auditor.

- (11) To prepare and approve a report of the Committee to be included as part of the Company's annual proxy statement.
- (12) To review with management, as appropriate, the policies for the hiring of employees or former employees of the Company's Independent Auditor.
- (13) To work with management to help it 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 Company employees of concerns regarding questionable accounting or auditing matters.
- (14) To review for appropriateness, at least annually, the Company's written investment policy. On a quarterly basis review the short-term and long-term investments made by the Company and their performance versus benchmarks.
- (15) To conduct an annual performance evaluation of the Committee and provide the Board with any recommendations for changes in the structure and operations of the Committee or the procedures or policies governing the Committee.
- (16) To investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is necessary or appropriate.
- (17) To report regularly to the Board on its Committee meetings.
- (18) To review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- (19) To perform such other functions and to have such powers as may be necessary or appropriate in the discharge of any of the foregoing.

MEETINGS

The Committee shall meet not less than four times during each calendar year and may meet more frequently as circumstances warrant. The Chair (or in his or her absence, a member selected by the Committee) shall preside at each meeting of the Committee and set the agenda for each

Committee meeting. The Committee shall have 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 Chair shall report to the Board from time to time, or whenever so requested by the Board. The Committee shall meet separately at least quarterly with management, with the internal corporate audit staff and with the Independent Auditor.

Notwithstanding any other provision of this Charter, the Committee may for so long as it deems reasonably necessary maintain the confidentiality of its proceedings from some or all of the other members of the Board, if the Committee determines that such confidentiality is in the best interests of the Company.

RESOURCES

The Committee will have all access to all Company books, records, facilities and personnel as deemed necessary or appropriate by any member of the Committee. The Committee shall have authority to retain such outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms. The Company will provide for appropriate funding, as determined by the Committee, for the payment of compensation to the Independent Auditor and any advisors employed by the Committee pursuant to the second sentence of this paragraph and the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may also utilize the services of the Company's regular legal counsel or other advisors.

DELEGATION OF POWERS AND RESPONSIBILITIES

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its powers and responsibilities to a subcommittee of the Committee, or any member of the Committee, to the extent consistent with the Company's Certificate of Incorporation, Bylaws and Corporate Governance Guidelines, applicable law, rules and regulations and the rules of any securities exchange on which the Company's securities are listed or admitted to trading.

LIMITATIONS ON SCOPE

Committee members shall serve on the Committee for purposes of general oversight subject to the understanding on their part and the part of management, the Independent Auditor and internal auditors that:

- (1) Committee members are not employees or officers of the Company and are not directly involved in the Company's daily operations and they will not serve as members of the Committee on a full-time basis.
- (2) Committee members expect management, the Independent Auditor and internal auditors to provide the Committee with prompt and accurate information, so that the Committee can discharge its duties properly.
- (3) To the extent permitted by law, Committee members shall be entitled to rely

on any information, opinion, report or statement, including any financial statement or other financial data, prepared or presented by an officer or employee of the Company whom the Committee member reasonably believes to be reliable and competent in the matters presented, by a lawyer, certified public accountant or other person, as to a matter which the Committee member reasonably believes to be within the person's professional or expert competence, or by a committee of the Board on which the Committee member does not serve, as to a matter within its designated authority, if the Committee member reasonably believes the committee to merit confidence.

Committee members, in agreeing to serve on the Committee, do so in reliance on, among other things, the provisions of the Company's Certificate of Incorporation which:

- (1) Together with the Company's Bylaws, provide indemnification for their benefit; and
- (2) To the fullest extent permitted by law, provide that no current or former director shall be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director.

Approved: August 3, 2022