

PRENETICS GLOBAL LIMITED

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

(adopted by the Board of Directors of Prenetics Global Limited on May 10, 2022, effective upon May 18, 2022)

1. PURPOSE OF THE COMMITTEE

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Prenetics Global Limited (“**Prenetics**” or the “**Company**”) is to assist the Board with its oversight of the integrity of the Company’s accounting and financial reporting systems, including overseeing the audit of the Company’s annual financial statements by independent auditors, and assessing the Company’s disclosure controls and procedures and systems of internal control.

2. MEMBERSHIP AND QUALIFICATIONS OF THE COMMITTEE

2.1 Membership

Each member of the Committee shall be appointed by the Board and may be removed by the Board in its sole discretion. Each member shall serve until his, her, or their resignation, retirement, removal by the Board, and/or until his/her/their successor is appointed. Any vacancy on the Committee shall be filled by the Board. No member of the Committee shall be removed except by the Board.

2.2 Qualifications

Each member of the Committee shall satisfy the “independence” requirements of Nasdaq Listing Rule (the “**Listing Rules**”) 5605, as applicable, and Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and any additional requirements that the Board deems appropriate.

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. In addition, at least one member of the Committee must be designated by the Board to be an “audit committee financial expert,” within the meaning as adopted by the United States Securities and Exchange Commission (the “**SEC**”) pursuant to the Sarbanes-Oxley Act of 2002 (the “**Sarbanes-Oxley Act**”).

No member of the Committee may simultaneously serve on the audit committees of more than three public companies (including the Company), unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and the Company discloses such determination in its proxy statement for the annual meeting of stockholders.

3. COMPOSITION OF THE COMMITTEE

3.1 Committee size

The Committee shall consist of at least two directors as determined from time to time by the Board.

3.2 Chairperson of the Committee

The chairperson and members of the Committee shall be appointed by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

3.3 Secretary of the Committee

The Company Secretary of the Company (“**Company Secretary**”) or his/her time delegate shall act as the secretary of the Committee.

4. PRINCIPAL DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

In carrying out its duties and responsibilities, the Committee's policies and procedures should remain flexible, so that it may be in a position to best address, react or respond to changing circumstances or conditions. The following duties and responsibilities are within the authority of the Committee and the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the applicable stock exchange, or any other applicable regulatory authority:

4.1 Ensuring integrity of financial reporting

Overseeing the integrity of the Company's accounting and financial reporting systems, including overseeing the audit of the Company's annual financial statements by independent auditors, and assessing the Company's disclosure controls and procedures and systems of internal control.

4.2 Selecting and overseeing the Independent Auditors

- (i) Being directly responsible for the appointment, approval, compensation, retention and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company, and each such registered public accounting firm must report directly to the Committee (the registered public accounting firm engaged for the purpose of preparing or issuing an audit report for inclusion in the Company's Annual Report on Form 20-F is referred to herein as the "**Independent Auditors**"); and
- (ii) Reviewing and, in its sole discretion, approving in advance the Company's Independent Auditors' annual engagement letter, including the proposed fees contained therein, as well as all audit and, as provided in the Act and the SEC rules and regulations promulgated thereunder, all permitted non-audit engagements and relationships between the Company and such Independent Auditors (which approval should be made after receiving input from the Company's management, if desired); *provided* that approval of audit and permitted non-audit services shall be made by the Committee or by one or more members of the Committee as shall be designated by the Committee and the person(s) granting such approval shall report such approval to the Committee at the next scheduled meeting.

4.3 Evaluating the independence of the Independent Auditors

Evaluating the independence of the Company's independent auditors by, among other things:

- (i) Obtaining and reviewing from the Company's Independent Auditors a formal written statement delineating all relationships between the Independent Auditors and the Company, consistent with Independence Standards Board Standard No. 1;
- (ii) Actively engaging in a dialogue with the Company's Independent Auditors with respect to any disclosed relationships or services (including permissible non-audit services) that may impact the objectivity and independence of the auditors;
- (iii) Taking, or recommending that the Board take, appropriate action to oversee the independence of the Company's independent auditors;
- (iv) Monitoring compliance by the Company's independent auditors with the audit partner rotation requirements contained in the Act and the rules and regulations promulgated by the SEC thereunder;
- (v) Considering, on a periodic basis, whether, in order to assure continuing auditor independence, there should be a regular rotation of the independent auditing firm, if necessary;
- (vi) Monitoring compliance by the Company with the employee conflict of interest requirements contained in the Act and the rules and regulations promulgated by the SEC thereunder; and
- (vii) engaging in a dialogue with the independent auditors to confirm that audit partner compensation is consistent with applicable SEC rules.

4.4 Evaluating the Independent Auditors

- (i) Reviewing the performance of the Company's Independent Auditors, including the lead partner and reviewing partner of the Independent Auditors, at least annually, and, in its sole discretion, make decisions regarding the replacement or termination of the Independent Auditors when circumstances warrant; and
- (ii) Reviewing and resolving any disagreements that may arise between management and the Independent Auditors regarding financial reporting or internal control over financial reporting.

4.5 Approving audit and non-audit services and related fees

- (i) Reviewing and approving, in advance, the scope and plans for the audits and the audit fees; and
- (ii) Approve in advance (or, where permitted under the rules and regulations of the Commission, subsequently) all non-audit and tax services to be performed by the Independent Auditors that are not otherwise prohibited by law or regulations and any associated fees.

4.6 Overseeing Annual Audit and Quarterly Reviews of financial statements

- (i) Reviewing and discussing with the Company's Independent Auditors their annual audit plan, including the timing and scope of audit activities, and monitor such plan's progress and results during the year;
- (ii) Reviewing with management, the Company's Independent Auditors and if appropriate, the person in charge of the Company's internal audit department, the following:
 - (a) all critical accounting policies and practices to be used;
 - (b) all alternative treatments of financial information that have been discussed by the Independent Auditors and management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Independent Auditors;
 - (c) all other material written communications between the Independent Auditors and management, such as any management letter and any schedule of unadjusted differences;
 - (d) any material financial arrangements of the Company that do not appear on the financial statements of the Company;
 - (e) major issues regarding accounting principles and financial statements presentations, including any significant changes in the Company's selection or application of accounting principles;
 - (f) any analyses prepared by management and/or the Independent Auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles methods on the Company's financial statements;
 - (g) the effect of regulatory and accounting initiatives, as well as off-balance sheet events and structures, on the financial statements of the Company;
 - (h) the Company's annual audited financial statements, including the Company's related disclosures in the Company's Annual Report on Form 20-F under the section titled "Operating and Financial Review and Prospects," and any major issues related thereto;
 - (i) the Company's quarterly financial statements, including the Company's related disclosures on Form 6-K, and any major issues related thereto; and
 - (j) Any problems or difficulties the independent auditor encountered in the course of its audit work, including any restrictions on the scope of the auditor's activities or on access to requested information, and management's response.

The Committee establish and maintain a communication channel with the Independent Auditors, to discuss any matters required to be communicated to the Committee under generally accepted auditing standards and other legal or regulatory requirements.

4.7 Overseeing financial reporting process and disclosure controls and procedures

Reviewing and discussing the adequacy and effectiveness of the Disclosure and Control Procedures adopted by the Company.

4.8 Overseeing internal controls

- (i) Reviewing the adequacy and effectiveness of the Company's internal control policies and procedures on a regular basis, including the responsibilities, budget, compensation and staffing of the Company's internal audit function, through inquiry, discussions and periodic meetings with the Company's independent auditors, management and the person in charge of internal audit department; and
- (ii) Reviewing the yearly report prepared by management, and attested to by the Company's independent auditors, assessing the effectiveness of the Company's internal control over financial reporting and stating management's responsibility for establishing and maintaining adequate internal control over financial reporting prior to its inclusion in the Company's Annual Report on Form 20-F; and
- (iii) Reviewing the Committee's level of involvement and interaction with the Company's internal audit function, including the Committee's line of authority and role in appointing and compensating employees in the internal audit function.
- (iv) Review with the Company's chief executive officer, the Company's chief financial officer and the Company's independent auditors, periodically, the following:
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting;
- (v) Discussing guidelines and policies governing the process by which senior management of the Company and the relevant departments of the Company, including the internal audit department, assess and manage the Company's exposure to risk, as well as the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures;
- (vi) Reviewing with management the progress and results of all internal audit projects, and, when deemed necessary or appropriate by the Committee, direct the Company's chief executive officer to assign additional internal audit projects to the person in charge of the Company's internal audit department;
- (vii) Receive periodic reports from the Company's independent auditors, management and the Company's internal audit department to assess the impact on the Company of significant accounting or financial reporting developments that may have a bearing on the Company;
- (viii) Establishing and maintain free and open means of communication between and among the Committee, the Company's independent auditors, the Company's internal audit department and management, including providing such parties with appropriate opportunities to meet separately and privately with the Committee on a periodic basis; and
- (ix) Reviewing the type and presentation of information to be included in the Company's earnings press releases (especially the use of "pro forma" or "adjusted" information not prepared in compliance with generally accepted accounting principles), as well as financial information and earnings guidance provided by the Company to analysts and rating agencies (which review may be done generally (i.e., discussion of the types of information to be disclosed and type of presentations to be made), and the Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance);

4.9 Risk assessment and risk management

- (i) Considering and discussing major financial risk exposures of the Company and the steps of the management taken to monitor and control these exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken; and
- (ii) Meeting periodically with the general counsel, and outside counsel when appropriate, to review legal and regulatory matters, including (i) any matters that may have a material impact on the financial statements of the Company and (ii) any matters involving potential or ongoing material violations of law or breaches of fiduciary duty by the Company or any of its directors, officers, employees or agents or breaches of fiduciary duty to the Company.

4.10 Related party transactions

- (i) Establishing and implementing policies and procedures for the Committee's review and approval or disapproval of proposed related party transactions or courses of dealings required to be disclosed by Item 7.B of Form 20-F; and
- (ii) Reviewing and pre-approving proposed related party transactions or course of dealings required to be disclosed by Item 7.B of Form 20-F.

4.11 Miscellaneous

- (i) Reviewing the Company's policies relating to the ethical handling of conflicts of interest and review past or proposed transactions between the Company and members of management as well as policies and procedures with respect to officers' expense accounts and perquisites, including the use of corporate assets, and consider the results of any review of these policies and procedures by the Company's independent auditors;
- (ii) Reviewing the Company's program to monitor compliance with the Company's Code of Business Conduct and Ethics, and meet periodically with the Company's Compliance Officer to discuss compliance with the Code of Business Conduct and Ethics;
- (iii) Reviewing and approve in advance any services provided by the Company's independent auditors to the Company's executive officers or members of their immediate family;
- (iv) Establishing 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;
- (v) Establishing procedures for the receipt, retention and treatment of reports of evidence of a material violation made by attorneys appearing and practicing before the SEC in the representation of the Company or any of its subsidiaries, or reports made by the Company's chief executive officer or general counsel in relation thereto;
- (vi) Securing independent expert advice to the extent the Committee determines it to be appropriate, including retaining, with or without Board approval, independent counsel, accountants, consultants or others, to assist the Committee in fulfilling its duties and responsibilities, the cost of such independent expert advisors to be borne by the Company;
- (vii) Reviewing and assess the adequacy of this Charter on an annual basis; and
- (viii) Performing such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.

5. MEETINGS OF THE COMMITTEE

5.1 Frequency of meetings

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than once every fiscal quarter. All meetings of the Committee will be called by the chairperson of the Committee, Company Secretary or any person(s) as instructed by the chairperson of the Committee, or at the request of the Board.

5.2 Notice of meetings

Notices of at least seven days shall be given to all members of the Committee for regular meetings of the Committee. For all other meetings, reasonable notices shall be given.

If any member of the Committee wishes to include any matter in the agenda for a particular regular meeting of the Committee after the issue of the notice of such meeting, he or she may notify the Company Secretary the proposed matter(s) in writing at least three days prior to the meeting.

5.3 Attendance of meetings

A majority of the members of the Committee present in person or by means of video or telephone conference or other communications equipment which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee, in its discretion, may ask members of management, independent professional advisors, external auditors or others as the majority Committee members deem appropriate, to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

5.4 Minutes of meetings

The Committee shall maintain minutes of its meetings and records relating to those meetings.

Resolutions arising at any Committee meeting shall be resolved by a majority of votes. In the case of equality of votes, the chairperson of the Committee shall have an additional or casting vote.

Minutes of each Committee meeting shall be sent to all Committee members for their comments and records within a reasonable period of time after the meeting is held.

The minutes of the Committee shall be kept by the Company Secretary.

6. EVALUATION AND REPORTING OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance. The evaluation shall address all matters that the Committee considers relevant to its performance, including a review and assessment of the adequacy of the Charter of the Committee (the “**Charter**”), and shall be conducted in such manner as the Committee deems appropriate. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter.

The chairperson of the Committee shall report formally to the Board on the Committee’s proceedings on all matters within its duties and responsibilities. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its duties and responsibilities where action or improvement is needed.

7. COMMITTEE COMMUNICATION WITH COMPANY STAKEHOLDERS

The Committee should meet separately on a periodic basis with (i) management, (ii) the person in charge of the Company’s internal audit department or other personnel responsible for the internal audit function, (iii) the Company’s independent auditors and (iv) any independent professional advisor in each case to discuss any matters that the Committee or any of the above persons or firms believe warrant Committee attention. The Auditor may request a meeting if they consider that one is necessary.

8. AUTHORITY

The Committee may conduct or authorize investigations into or studies of matters within the terms and reference of this Charter, seek any information it requires from management and employees and may engage, at the Company's expense, independent counsel or other consultants or advisers as it deems necessary.

9. REVIEW AND MODIFICATION TO CHARTER

The Committee shall periodically review the effectiveness of these Charter. In particular, terms and reference that reflect legal and regulatory requirements or Listing Rules as they currently exist will be deemed to be modified as and to the extent those requirements change. This Charter may be amended by the Committee and adopted by the Board at any time as it deems appropriate.

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While the Committee has the duties and responsibilities set forth in this Charter, the Committee is not responsible for preparing or certifying the financial statements, for planning or conducting the audit or for determining whether the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which the Committee receives information and (ii) the accuracy of the financial and other information provided to the Committee, in either instance absent actual knowledge to the contrary.

Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable law.