

# **EDAP TMS S.A.**

## **AUDIT COMMITTEE CHARTER**

### **AS AMENDED AND RESTATED BY THE BOARD OF DIRECTORS ON JANUARY 1, 2026**

#### **1- PURPOSE**

The primary purpose of the Audit Committee (the “Committee”) is to assist the Board of Directors of EDAP TMS S.A. (the “Company”) in fulfilling their oversight responsibility to the shareholders, potential shareholders, the investment community and others relating to:

- (i) the integrity of the Company’s financial statements;
- (ii) the Company’s compliance with legal and regulatory requirements;
- (iii) the accounting practices and financial reporting processes of the Company;
- (iv) the effectiveness of the Company’s disclosure controls and procedures and internal control over financial reporting;
- (v) the independent auditor’s qualifications and independence;
- (vi) the performance of the Company’s internal audit function and independent auditor; and
- (vii) the compliance by the Company with legal and regulatory requirements related to financial reporting.

In addition, the Committee shall prepare the report required by the rules of the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement.

The Committee has the authority to request any officer or employee of the Company or outside legal, accounting, or other advisors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee, as necessary or appropriate to perform its duties and responsibilities.

#### **2- COMMITTEE MEMBERSHIP**

The Committee shall consist of at least three members selected from among the members of the Board of Directors. Each member of the Committee shall be financially literate and shall meet the independence and experience requirements of the Sarbanes-Oxley Act of 2002, the U.S. Securities Exchange Act of 1934, as amended, and the Nasdaq Stock Market, LLC (“Nasdaq”). The determination of independence will be made by the Board of Directors. None of the members of the Committee shall have participated in the preparation of the financial statement of the Company or any current subsidiaries of the Company at any time over the past three years.

One member will be designated as the Chair of the Committee. The Chair shall have a working familiarity with finance and accounting practices and some related financial management experience, and shall be an “audit committee financial expert,” as defined by the rules of the SEC.

The members of the Committee shall be appointed, and may be replaced, by the Board of Directors.

#### **3- REPORTING**

The Chair of the Committee shall meet separately and periodically with management, the personnel responsible for the internal audit function, and the independent auditor. The Chair of the Committee shall report regularly to the Board of Directors with respect to its activities by means of minutes of such meetings to be presented and discussed at the quarterly Committee meeting held ahead of the quarterly Board meeting. The Board of Directors shall delegate all authority to the Chair of the Committee to represent the Committee.

#### **4- MEETINGS**

The Committee, shall meet as often as it determines necessary and must meet at least once during each fiscal quarter. The Committee shall also meet periodically in separate executive sessions with management, the internal auditors and the independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate. In addition, the Committee will meet with the independent auditor and management to discuss 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."

The Committee shall make regular reports to the Board, at least quarterly and annually, and on an ad hoc basis based on need.

The quarterly report of the Committee to the Board will cover quarterly results, press releases, status of internal controls, and any other relevant matters, such as forward considerations related to complex accounting treatments, discussions with management, and management expense reports.

A majority of the Committee constitute a quorum for the transaction of Committee business. The Committee may act by a majority of the members present at a meeting of the Committee. In the event of a tie vote on an issue, the vote of the Chair of the Committee shall decide the issue.

In fulfilling its purpose, it is the responsibility of the Committee to maintain free and open communication between the Committee, independent auditor, the internal auditors, and the management of the Company, and to determine that all parties are aware of their responsibilities.

#### **5- DUTIES AND RESPONSIBILITIES**

The Committee has the responsibilities and powers set forth in this Charter.

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 implementing and maintaining internal control over financial reporting. The independent auditor is responsible for auditing the Company's financial statements and the effectiveness of the internal control over financial reporting, and for reviewing the Company's unaudited interim financial statements.

Subject to any applicable statutory or regulatory requirements, the by-laws of the Company and the terms of this Charter, the Committee shall have the following fundamental powers in addition to any powers set out on this Charter or otherwise specified by the Board from time to time:

##### ***Independent auditor***

- The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of disagreements between management and the auditor regarding financial reporting and internal control matters) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and the independent auditor shall report directly to the Committee. The Committee must also recommend the appointment or removal of the independent auditor for consideration and approval by the Company's shareholders in accordance with French law.

- At least annually, the Committee shall obtain and review a report by the independent auditor describing:

- (i) the firm's internal quality control procedures;
- (ii) any material issues raised by the most recent internal quality control review, or peer review, Public Company Accounting Oversight Board ("PCAOB") review 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

- (iii) all relationships between the independent auditor and the Company (consistent with PCAOB Rule 3526, *Communication with Audit Committees Concerning Independence*) to assess the auditor's independence.

- After reviewing the foregoing report and the independent auditor's work throughout the year, the Committee shall evaluate the auditor's qualifications, performance and independence. Such evaluation should include the review and evaluation of the lead audit partner of the independent auditor and take into account the opinions of management and the Company's personnel responsible for the internal audit function. The Committee shall discuss such reports with the auditor, and if so determined by the Committee, take or recommend that the full Board take appropriate action to oversee the independence of the auditor.

- The Committee shall review the independence of the external auditor and shall make recommendations to the Board on appropriate actions to be taken that the Committee deems necessary to protect and enhance the independence of the external auditor. In connection with such review, the Committee shall:

- (i) actively engage in a dialogue with the external auditor about all relationships or services that may impact the objectivity and independence of the external auditor;
- (ii) require that the external auditor submit to it on a periodic basis and, at least annually, a formal written statement delineating all relationships between the Company and its subsidiaries, on the one hand, and the external auditor and its affiliates, on the other hand;
- (iii) consider whether there should be a regular rotation of the audit partners responsible for performing the audit and/or of the external audit firm itself; and
- (iv) consider the auditor independence standards promulgated by applicable auditing regulatory and professional bodies.

- The Committee shall determine that the independent audit firm has a process in place to address the rotation of the lead audit partner and other audit partners serving the account as required under the SEC independence rules.

- The Committee shall pre-approve all audit, review and attest engagements and all engagements for permitted non-audit services, provided by the independent auditor (including the fees and other terms thereof), either by (a) providing express approval before an independent auditor is engaged to render audit or permitted non-audit services or (b) by establishing specific pre-approval policies that are detailed as to the particular service to be followed in engaging an independent auditor. The Committee may delegate the authority to pre-approve such engagements to one or more members of the Committee and delegate such responsibility to the Company's management for engagements of less than €10,000. The decisions of any Committee member or management member to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting. The Committee must be informed of all pre-approved engagements. The Committee shall not engage the independent auditor to perform non-audit services proscribed by law or regulation.

- The Committee shall discuss with the internal auditors and the independent auditor the overall scope and plans for their respective audits, including the adequacy of staffing and budget or compensation.

- The Committee shall regularly review with the independent auditor any audit problems or difficulties encountered during the course of the audit work, including any restrictions on the scope of the independent auditor's activities or access to requested information, and management's response. The Committee should review any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise); any communications between the audit team and the audit firm's national office relating to problems or difficulties encountered with respect to significant auditing or accounting or internal control issues; and any "management" or "internal control" letter issued, or proposed to be issued, by the audit firm to the Company.

### ***Documents/Reports/Accounting Information Review***

- The Committee shall review and discuss with management and the independent auditor the Company's quarterly financial statements, including Management's Discussion and Analysis of Financial Condition and Results of Operations, prior to the filing of the Company's Quarterly Reports on Form 10-Q. Also, the Committee shall discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the independent auditor under generally accepted auditing standards.
  
- The Committee shall review and discuss with management and the independent auditor the Company's annual audited financial statements, including Management's Discussion and Analysis of Financial Condition and Results of Operations, prior to the filing of the Company's Annual Report on Form 10-K, and recommend to the Board of Directors whether the audited financial statements should be included in the Company's Annual Report on Form 10-K. The Committee's review of the financial statements shall include, but not be limited to:
  - (i) significant issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and significant issues as to the adequacy of the Company's internal controls and any specific remedial actions adopted in light of material control deficiencies;
  - (ii) discussions with management and the independent auditor regarding significant financial reporting issues and judgments made in connection with the preparation of the financial statements and the reasonableness of those judgments;
  - (iii) consideration of the effect of regulatory accounting initiatives, as well as off-balance sheet structures on the financial statements;
  - (iv) consideration of the judgment of both management and the independent auditor about the quality, not just the acceptability, of accounting principles; and
  - (v) the clarity of the disclosures in the financial statements. Also, the Committee shall discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditor under professional standards.
  
- The Committee shall receive and review a report from the independent auditor, prior to the filing of the Company's Annual Report on Form 10-K (or the annual report to shareholders if distributed prior to the filing of Form 10-K), on all critical accounting policies and practices of the Company; all material alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, including the ramifications of the use of such alternative treatments and disclosures and the treatment preferred by the independent auditor; and other material written communications between the independent auditor and management.
  
- The Committee shall review and approve all related party transactions required to be disclosed pursuant to SEC Regulation S-K, Item 404, and discuss with management the business rationale for the transactions and whether appropriate disclosures have been made.
  
- The Committee shall review and discuss earnings press releases, including the type and presentation of information, paying attention to the presentation of any pro forma or other information not in accordance with the generally accepted accounting principles, as well as financial information and earnings guidance provided to analysts and rating agencies.
  
- The Committee shall meet with management to review the process and systems in place for ensuring the reliability of public disclosure documents that contain audited and unaudited financial information and their effectiveness.

### ***Oversight and Monitoring of Audits***

- The Committee shall review management's assessment of the effectiveness of internal control over financial reporting as of the end of the most recent fiscal year and the independent auditor's report on management's assessment.

- The Committee shall discuss with management, the internal auditors, and the independent auditor the adequacy and effectiveness of internal control over financial reporting, including any significant deficiencies or material weaknesses identified by management of the Company in connection with its required quarterly certifications under Section 302 of the Sarbanes-Oxley Act. In addition, the Committee shall discuss with management, the internal auditors, and the independent auditor any significant changes in internal control over financial reporting that are disclosed, or considered for disclosures, in the Company's periodic filings with the SEC.
- The Committee shall review the Company's compliance systems with respect to legal and regulatory requirements and review the Company's Code of Ethics and programs to monitor compliance with such programs. The Committee shall receive corporate attorneys' reports of evidence of a material violation of securities laws or breaches of fiduciary duty.
- The Committee shall discuss the Company's policies with respect to risk assessment and risk management, including the risk of fraud. The Committee also shall discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- In compliance with Section 10A(m)(3) of the U.S. Securities Exchange Act of 1934, as amended, and Rule 10A-3 thereunder, and in accordance with the Nasdaq listing rules, the Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters, and oversee implementation of such procedures. Such procedures shall also contain disciplinary provisions for the submission of complaints otherwise than in good faith under these procedures.
- The Committee shall meet with the independent auditor prior to the audit to review the scope and staffing of the audit.

#### ***Oversight and Review of Accounting Principles and Practices***

- The Committee shall, as it deems necessary, oversee, review and discuss with management, the external auditor and the internal auditors (if any):
  - (i) the quality, appropriateness and acceptability of the Company's accounting principles and practices and that of its subsidiaries used in its financial reporting, changes in the Company's accounting principles or practices and that of its subsidiaries and the application of particular accounting principles and disclosure practices by management to new transactions or events;
  - (ii) all significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including the effects of alternative methods within generally accepted accounting principles on the financial statements and any "second opinions" sought by management from any other auditor firm or advisor with respect to the accounting treatment of a particular item;
  - (iii) disagreements between management and the external auditor or the internal auditors (if any) regarding the application of any accounting principles or practices;
  - (iv) any material change to the Company's auditing and accounting principles and practices or that of its subsidiaries as recommended by management, the external auditor or the internal auditors (if any) or which may result from proposed changes to applicable generally accepted accounting principles;
  - (v) the effect of regulatory and accounting initiatives on the Company's financial statements and other financial disclosures;
  - (vi) any reserves, accruals, provisions, estimates or management programs and policies, including factors that affect asset and liability carrying values and the timing of revenue and expense recognition, that may have a material effect upon the financial statements of the Company;
  - (vii) the use of special purpose entities and the business purpose and economic effect of off-balance sheet transactions, arrangements, obligations, guarantees and other relationships of the Company or its subsidiaries and their impact on the financial results of the Company;

- (viii) any legal matter, claim or contingency that could have a significant impact on the financial statements, the Company's compliance policies and that of its subsidiaries and any material reports, inquiries or other correspondence received from regulators or governmental agencies and the manner in which any such legal matter, claim or contingency has been disclosed in the Company's financial statements;
- (ix) the treatment for financial reporting purposes of any significant transactions that are not a normal part of the Company's operations or those of its subsidiaries;
- (x) the use of any "pro forma" or "adjusted" information not in accordance with generally accepted accounting principles; and
- (xi) management's determination of goodwill impairment, if any, as required by applicable accounting standards.

### ***Legal Compliance and Risk Management***

- The Committee shall advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations.
- The Committee shall review the appointment and replacement of any senior internal auditing executive. The Committee shall obtain reports from management, the Company's senior internal auditing executive and the independent auditor that the Company's subsidiaries are in conformity with applicable legal requirements.
- The Committee shall meet periodically with management to review and discuss the Company's major financial risk exposures and the policy steps that management has taken to monitor and control such exposures, including the use of financial derivatives and hedging activities and the Company's insurance programs.
- The Committee shall review with the Company's legal counsel legal matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.

### ***Oversight of the Company's Internal Audit Function***

- The Committee shall meet at least annually with those officers of the Company with responsibility for financial affairs and the independent auditor in separate executive sessions.
- The Committee shall, as it deems necessary, exercise oversight of, review and discuss with management, the external auditor and the internal auditors (if any):
  - (i) the adequacy and effectiveness of the Company's internal accounting and financial controls and also of its subsidiaries and the recommendations of management, the external auditor and the internal auditors (if any) for the improvement of accounting practices and internal controls;
  - (ii) any significant deficiencies or material weaknesses in the internal control environment, including with respect to computerized information system controls and security;
  - (iii) any fraud that involves personnel who have a significant role in the Company's internal control over financial reporting or that of its subsidiaries;
  - (iv) Review management's annual internal control report which acknowledges management's responsibility for establishing and maintaining an adequate internal control structure and procedures for financial reporting; and contains an assessment of the effectiveness of the internal control structure; and
  - (v) management's compliance with the Company's processes, procedures and internal controls.
- The Committee shall set clear hiring policies for employees or former employees of the independent auditor that meet the SEC regulations and stock exchange listing standards.
- The Committee shall determine the appropriate funding needed by the Committee for payment of:

- (i) compensation to the independent audit firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company;
- (ii) compensation to any advisers employed by the Committee; and
- (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

- The Committee shall perform an evaluation of its performance at least annually to determine whether it is functioning effectively.

### ***Other Responsibilities***

- The Committee shall review and reassess this Charter at least annually and obtain the approval of the Board of Directors.

- The Committee shall review and/or approve any other matter specifically delegated to the Committee by the Board and undertake on behalf of the Board such other activities as may be necessary or desirable to assist the Board in fulfilling its oversight responsibilities with respect to financial reporting and the Company's financial obligations.

- Perform any other activities consistent with this Charter, the Company's by-laws, any governing law that the Board of Directors or Committee determines are necessary or appropriate.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty or responsibility of the Committee to plan or conduct audits or to determine that the Company's annual, quarterly and other financial statements are complete and accurate and are in accordance with "generally accepted accounting principles." This is the responsibility of management and the independent auditor. It is also not the duty or responsibility of the Committee to conduct investigations, to resolve disagreements not related to financial reporting, if any, between management and the independent auditor, or to assure compliance with laws and regulations and the Company's Code of Ethics.