HARVARD BIOSCIENCE, INC.

AUDIT COMMITTEE CHARTER

I. Purpose

The purpose of the Audit Committee (the "Audit Committee") of the Board of Directors (the "Board") of Harvard Bioscience, Inc. (the "Company") shall be to assist the Board in its oversight of (i) the independence, qualifications and performance of the independent auditor, (ii) the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company, (iii) the Company's system of internal controls, and (iv) significant financial matters of the Company.

This charter (the "Charter") sets forth the authority and responsibilities of the Audit Committee in fulfilling the purposes described herein. Members of the Audit Committee are not employees of the Company. The functions of the Audit Committee are not intended to duplicate or substitute for the activities of management and the independent auditor. The Audit 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 Audit Committee shall be comprised of three (3) or more directors as determined by the Board. The members of the Audit Committee shall satisfy the independence requirements for Audit Committee members under the rules and regulations of Nasdaq Stock Market LLC ("Nasdaq") and the Securities and Exchange Commission ("SEC") as such requirements are interpreted by the Board in its business judgement. Each Audit Committee member must be able to read and understand financial statements, including a company's balance sheet, income statement and statement of cash flows. In addition, at least one member of the Audit Committee must be an "audit committee financial expert" as defined under SEC rules.

The members of the Audit Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Audit Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board may designate one member of the Audit Committee to serve as Chair of the Audit Committee.

III. Meetings; Quorum; Action at a Meeting; Action by Written Consent

The Audit Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter, but not less frequently than quarterly. The Audit Committee is to meet in person or by telephone conference or other communications equipment by means of

which all persons participating in the meeting can hear each other, as deemed necessary by the Audit Committee. A majority of the members of the Audit Committee shall constitute a quorum for purposes of holding a meeting and the Audit Committee may act by a vote of a majority of the members present at such meeting. In lieu of a meeting, the Audit Committee may act by unanimous written consent. The Chair of the Audit Committee, in consultation with the other committee members, may determine the frequency and length of the committee meetings and may set meeting agendas consistent with this Charter.

IV. Responsibilities and Authority

A. Review of Charter and Self-Evaluation

The Audit Committee shall review and reassess the adequacy of this Charter annually and recommend to the Board any amendments or modifications to this Charter that the Audit Committee deems appropriate.

The Audit Committee shall conduct an annual self-evaluation of its performance, including its effectiveness and compliance with this Charter.

B. Independent Auditor

Appointment: The Audit Committee shall be directly responsible for the appointment, retention and termination, and for determining the compensation, of the Company's independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Audit Committee may consult with management in fulfilling these duties, but may not delegate these responsibilities to management.

Oversight: The Audit Committee shall be directly responsible for oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.

Independence; Qualifications and Interaction with the Independent Auditor: The Audit Committee shall assess the independent auditor's qualifications, performance and independence annually and in accordance with applicable laws and the Nasdaq Listing Rules. In connection with this assessment, the Audit Committee will review and discuss with the independent auditor if necessary, on an annual basis, all relationships between the independent auditor and the Company, including those described in the formal written statement that the Audit Committee obtains annually from the independent auditor under applicable requirements of the Public Company Accounting Oversight Board ("PCAOB"), and will discuss all other matters required to be discussed under PCAOB and other applicable regulations.

In addition, as part of the Audit Committee's annual assessment, the Audit Committee shall obtain and review a report or reports from the independent

auditor describing (1) the auditor's internal quality-control procedures, (2) any material issues raised by the most recent internal quality-control review or peer review of the auditors or by any inquiry or investigation by government or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the auditors, and any steps taken to address any such issues, and (3) in order to assess the auditor's independence, all relationships between the independent auditor and the Company.

The Audit Committee may consider whether the provision of audit-related services, and tax compliance, advice and planning services, is compatible with maintaining the independent registered public accounting firm's independence.

The Audit Committee shall assure the regular rotation of the audit partners (including, without limitation, the lead and concurring partners) as required under the Exchange Act and Regulation S-X.

The Audit Committee may recommend to the Board policies with respect to the potential hiring by the Company of current or former employees of the independent auditor.

The Audit Committee will periodically consult with the independent auditor out of the presence of the Company's management about the Company's internal controls, the fullness and accuracy of the Company's financial statements, any audit problems or difficulties and management's response, any disagreements with management, and any other matters that the Audit Committee or independent auditor believes should be discussed privately with the Audit Committee.

The Audit Committee shall discuss with the independent auditors those matters brought to the attention of the Audit Committee by the auditors pursuant to Auditing Standard No. 1301 adopted by the PCAOB.

The Audit Committee shall also review and discuss with the independent auditors the report required to be delivered by such auditors pursuant to Section 10A(k) of the Exchange Act regarding critical accounting policies and practices, alternative treatments of financial information within GAAP and other material written communications between the auditors and management.

Approval of Audit and Non-Audit Services: The Audit Committee shall pre-approve all auditing services and the terms thereof and permissible non-audit services to be provided to the Company by the independent auditor; provided, however, the pre- approval requirement is waived with respect to the provision of certain de minimis services in accordance with the applicable rules of the Exchange Act. This authority to pre-approve non-audit services may be delegated to one or more members of the Audit Committee, who shall present all decisions to pre-approve an activity to the full Audit Committee at its first meeting following such decision.

C. Review of Processes, Systems, Controls and Procedures

The Audit Committee will periodically review and discuss with the independent auditor and the Company's management their periodic reviews of the Company's accounting and financial reporting processes, systems of internal control (including any significant deficiencies and material weaknesses identified in their design or operation), and disclosure controls and procedures (and management's reports thereon).

The Audit Committee shall review with senior management the Company's overall anti-fraud programs and controls.

The Audit Committee will also review and discuss with management the Company's procedures and internal controls relating to cybersecurity and other information technology risks, including the Company's plans to mitigate cybersecurity risks and to respond to data breaches.

D. Review of Financial Statements and Earnings Releases

The Audit Committee will review and discuss the Company's annual financial statements and quarterly financial statements with management and the independent auditor prior to the Company's Form 10-K and 10-Q filings, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations".

The Audit Committee shall review and discuss the information to be disclosed in the Company's earnings press releases, as well as any financial information and earnings guidance provided to analysts.

E. Audited Financial Statements and Annual Audit

The Audit Committee shall review the overall audit plan with the independent auditor and the members of management who are responsible for preparing the Company's financial statements, including the Company's Chief Financial Officer and/or principal accounting officer or principal financial officer (the Chief Financial Officer and such other officer or officers are referred to herein collectively as the "Senior Accounting Executive").

If brought to the attention of the Audit Committee, the Audit Committee shall discuss with the CEO and Senior Accounting Executive of the Company (1) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act, within the time periods specified in the SEC's rules and forms, and (2) any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.

The Audit Committee shall make a recommendation to the Board as to whether

the Company's audited financial statements should be included in the Company's Annual Report on Form 10-K for the last fiscal year.

The Audit Committee shall prepare the Audit Committee report required by Item 407(d) of Regulation S-K of the Exchange Act (or any successor provision) promulgated by the SEC to be included in the Company's annual proxy statement.

F. Procedures for Addressing Complaints and Concerns

The Audit Committee shall establish procedures, including the establishment and maintenance of a "hotline," for (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (2) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

The Audit Committee may review and reassess the adequacy of these procedures periodically and adopt any changes to such procedures that the Audit Committee deems necessary or appropriate.

G. Regular Reports to the Board

The Audit Committee shall regularly report to and review with the Board any issues that it becomes aware with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the independent auditors and any other matters that the Audit Committee deems appropriate or is requested to review for the benefit of the Board.

V. Additional Authority

The Audit Committee is authorized, on behalf of the Board, to do any of the following as it deems necessary or appropriate:

A. Engagement of Advisors

The Audit Committee may engage independent counsel and such other advisors it deems necessary or advisable to carry out its responsibilities and powers, and, if such counsel or other advisors are engaged, shall determine the compensation or fees payable to such counsel or other advisors.

B. Review of Related Party Transactions

The Audit Committee shall review all related party transactions on an ongoing basis and all such transactions must be approved by the Audit Committee. For purposes of this provision, the term "related party transaction" shall refer to transactions required to be disclosed by the Company pursuant to Item 404 of Regulation S-K (or any successor provision) promulgated by the SEC and the Nasdaq Listing Rules.

C. General

The Audit Committee may form and delegate authority to subcommittees consisting of one or more of its members as the Audit Committee deems appropriate to carry out its responsibilities and exercise its powers.

The Audit Committee may perform such other oversight functions outside of its stated purpose as may be requested by the Board from time to time.

The Audit Committee shall ensure that minutes or other records of Audit Committee meetings and activities are maintained.

In performing its oversight function, the Audit Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management, the independent auditor and such experts, advisors and professionals as may be consulted with by the Audit Committee.

In discharging its role, the Audit Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company. The Audit Committee is authorized to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Audit Committee or meet with any members of or advisors to the Audit Committee.

The Audit Committee is authorized to incur such ordinary administrative expenses as are necessary or appropriate in carrying out its duties.

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Last amended May 5, 2026.