

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 Committee in fulfilling the purposes described herein. Members of the Committee are not employees of the Company. The functions of the Committee are not intended to duplicate or substitute for the activities of management and the independent auditor. 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

Except as otherwise permitted by the applicable rules of the Nasdaq Listing Rules, the Audit Committee shall consist of at least three (3) members of the Board, each of whom must (1) be “independent” as defined in the applicable Nasdaq Listing Rule; (2) meet the criteria for independence set forth in Rule 10A-3(b)(1) promulgated under Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), subject to the exemptions provided in Rule 10A-3(c) under the Exchange Act; and (3) not have participated in the preparation of the financial statements of the Company or a current subsidiary of the Company at any time during the past three years.

Each member of the Audit Committee must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement, and cash flow statement as required by the Nasdaq Listing Rules. At least one member of the Audit Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities as required by the Nasdaq Listing Rules. One or more members of the Audit Committee may qualify as an “audit committee financial expert” under the rules promulgated by the Securities and Exchange Commission (the “SEC”).

The Governance Committee shall recommend that the Board select nominees for appointment to the Audit Committee annually and as vacancies or newly created positions occur.

The members of the Audit Committee shall be appointed annually by the Board and continue to be a member of the Audit Committee for as long as he or she remains a Director or until his or her earlier resignation from the Audit Committee or removal or replacement by the Board. The members of the Audit Committee may be replaced or removed by the Board with or without cause, at any time. Resignation or removal of a Director from the Board, for whatever reason, shall automatically and without any further action constitute resignation or removal, as applicable, from the Audit Committee. Any vacancy on the Audit Committee, occurring for whatever reason, may be filled only by the Board. The Board shall designate one member of the Audit Committee to be Chair of the committee, who shall preside at meetings of the Audit Committee and shall have the authority to convene meetings, set agendas for meetings, and determine the Audit Committee's information needs, except as otherwise determined by action of the Audit Committee. In the absence of the Chair at a duly convened meeting, the Audit Committee may select a temporary substitute from among its members to serve as chair of the meeting.

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 the 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 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.

D. Review of Financial Statements and Earnings Releases

The Audit Committee will review the Company's annual financial statements and quarterly financial statements 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 management earnings press releases.

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 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. Legal and Regulatory Compliance

The Audit Committee may discuss with management and the independent auditor, and review with the Board, the legal and regulatory requirements applicable to the Company and its subsidiaries and the Company's compliance with such requirements. After these discussions, the Audit Committee may, if it determines it to be appropriate, make recommendations to the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations.

The Audit Committee may discuss with management legal matters (including pending or threatened litigation) that may have a material effect on the Company's financial statements or its compliance policies and procedures.

C. Related Party Transaction Approval and Disclosure Policy

The Audit Committee shall review and approve all related party transactions. 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.

D. 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, October 31, 2023.