

CHARTER OF THE AUDIT COMMITTEE OF

EVE HOLDING, INC.

Adopted as of May 9, 2022

I. PURPOSE OF THE COMMITTEE

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Eve Holding, Inc. (the “**Company**”) is to provide assistance to the Board in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting, internal control and legal compliance functions of the Company and its subsidiaries, including, without limitation: (i) assisting the Board in its oversight of (a) the quality and integrity of the financial statements of the Company, including the oversight of the Company’s accounting and financial reporting processes and the financial statement audits, (b) the Company’s compliance with legal and regulatory requirements applicable to financial statements and accounting and financial reporting processes, (c) the qualifications, performance and independence of the Company’s Independent Auditor (as defined below) and (d) the performance of the Independent Auditor and the Company’s internal audit function; (ii) preparing the audit committee report required pursuant to the rules of the U.S. Securities and Exchange Commission (the “**SEC**”) for inclusion in the Company’s annual proxy statement; and (iii) performing such further functions as may be consistent with this Charter or assigned by applicable law or by the Board.

The independent 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 10-K is referred to herein as the “**Independent Auditor.**”

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of three or more independent directors as determined from time to time by the Board under the applicable rules of the New York Stock Exchange Listed Company Manual (the “**NYSE Rules**”) and Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the New York Stock Exchange (“**NYSE**”) and any additional requirements that the Board deems appropriate. Each member of the Committee must be financially literate and have a working familiarity with basic finance and accounting practices, as such qualifications are interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the Committee. At least one member must have “**accounting or related financial management expertise**” in accordance with the NYSE Rules. In addition, at least one member of the Committee shall be designated by the Board to be an “**audit committee financial expert,**” as defined by Item 407(d) of Regulation S-K and may be the same person as that with “**accounting or related financial management expertise.**” Committee members may enhance

their familiarity with finance and accounting by participating in educational programs conducted by the Company or by an outside consultant.

No director may serve as a member of the Committee if such director serves on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee. Any such determination will be disclosed either on or through the Company's website or in the Company's annual proxy statement.

The chairperson of the Committee shall be designated 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.

The members of the Committee shall be appointed by, and any vacancy on the Committee shall be filled by, a majority vote of the Board. No member of the Committee shall be removed except by a majority vote of the Board.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

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. The Chairperson or any member of the Committee may call meetings of the Committee. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee shall meet separately on a periodic basis with (i) management, (ii) the head of the Company's internal audit function or other person responsible for the internal audit function and (iii) the Independent Auditor, in each case to discuss any matters that the Committee or any of the above persons or firms believe warrant Committee attention.

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

The Committee shall maintain minutes of its meetings and records relating to those meetings. Committee actions may be taken by unanimous written consent.

All non-management directors who are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, any member of the Company's management or such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The following duties and responsibilities are within the authority of the Committee, and the Committee shall perform such duties consistent with and subject to applicable law and rules and regulations promulgated by the SEC, NYSE, or any other applicable regulatory authority.

The Company shall provide appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of:

- (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services;
- (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.

In addition, the Committee shall be given full access to the Company's internal auditors (or other personnel or service providers responsible for the internal audit function), Board, corporate executives, employees and independent registered public accounting firm as necessary to carry out these responsibilities.

A. Selection, Evaluation and Oversight of the Independent Auditors

The Committee shall have the following duties and responsibilities with respect to the engagement of independent registered public accounting firms:

- (a) Be directly responsible for the appointment, termination, 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 attest services for the Company (including the resolution of disagreements between management and such firm regarding financial reporting), and each such registered public accounting firm must report directly to the Committee;
- (b) Review and, in its sole discretion, approve in advance the Independent Auditor's annual engagement letter, including the proposed fees contained therein, as well as all audit and permitted non-audit engagements and relationships between the Company and the Independent Auditor (which approval should be made after receiving input from the Company's management, if desired). Approval of audit and permitted non-audit services will be made by the Committee or as otherwise provided for in a pre-approval policy approved by the Committee;
- (c) Review the qualifications, performance and independence of the Independent Auditor, including the lead partner of the Independent Auditor, and, in its sole discretion (subject, if applicable, to stockholder ratification), make decisions regarding the replacement or termination of the Independent Auditor when circumstances warrant;
- (d) At least annually, obtain and review a report from the Independent Auditor describing:
 - (i) the Independent Auditor's internal quality-control procedures;
 - (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the Independent Auditor, or by any inquiry or

investigation by any governmental or professional authority, within the preceding five years, respecting one or more independent audits carried out by the Independent Auditor, and any steps taken to deal with any such issues; and

- (iii) the Independent Auditor's independence, including a written statement delineating all relationships between the Independent Auditor and the Company (including a description of each category of services that the Independent Auditor provided to the Company and a list of the fees billed for each such category);

The Committee should report its conclusions with respect to the above matters, and its views on whether there should be a regular rotation of the Independent Auditor, to the Board.

(e) Evaluate the Independent Auditor's independence by, among other things:

- (i) obtaining and reviewing from the Independent Auditor all written statements and communications relating to relationships between the Independent Auditor and the Company required by applicable auditing standards of the Public Company Accounting Oversight Board ("PCAOB") and SEC rules;
- (ii) engaging in a dialogue with the Independent Auditor with respect to any disclosed relationships or services that may impact its objectivity and independence;
- (iii) monitoring the Independent Auditor's compliance with the audit partner rotation requirements contained in applicable SEC rules;
- (iv) taking into account the opinions of management and the Company's internal auditors (or other personnel or service providers responsible for the internal audit function);
- (v) monitoring compliance by the Company of the employee conflict of interest requirements contained in the Sarbanes-Oxley Act of 2002, as amended, and the rules and regulations promulgated by the SEC thereunder; and
- (vi) engaging in a dialogue with the Independent Auditor to confirm that audit partner compensation is consistent with applicable SEC rules.

(f) Inquire from the Independent Auditor whether the financial statements of the Company have been selected by the PCAOB for inspection. The Committee shall be apprised on a "real time" basis of any material developments in connection with any such inspection.

(g) Obtain from the Independent Auditor assurance that it has not detected or otherwise become aware of information indicating that an illegal act (whether or not perceived to have a material effect on the financial statements of the Company) has or may have occurred.

B. Oversight of Annual Audit and Quarterly Reviews

The Committee shall have the following duties and responsibilities with respect to the Company's annual audit and quarterly reviews:

(a) Review and discuss with the Independent Auditor its annual audit plan, including the timing and scope of audit activities and other financial reviews, as well as matters required to be discussed by the applicable auditing standards adopted by the PCAOB and approved by the SEC from time to time, including any critical audit matters, and monitor such plan's progress and results during the year;

(b) Review with management, the Independent Auditor and the head of the Company's internal audit function, the following:

- (i) all critical accounting policies and practices to be used;
- (ii) any critical audit matters arising from the current period audit;
- (iii) all alternative treatments of financial information within GAAP that the Independent Auditor has discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Independent Auditor;
- (iv) all other material written communications between the Independent Auditor and management, such as any management letter and any schedule of unadjusted differences; and
- (v) any material financial arrangements of the Company which do not appear on the financial statements of the Company.

(c) Review with management, the Independent Auditor and, if appropriate, the head of the Company's internal audit function, the following:

- (i) the Company's annual audited financial statements and quarterly financial statements, including the Company's specific disclosures under **"Management's Discussion and Analysis of Financial Condition and Results of Operations,"** and any major issues related thereto;
- (ii) major issues regarding accounting principles and financial statements presentations, including any significant changes in the Company's selection or application of accounting principles;

- (iii) any analyses prepared by management and/or the Independent Auditor setting forth significant financial reporting issues and/or judgments made in connection with the preparation of the financial statements; and
 - (iv) the effect of regulatory and/or accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company;
- (d) Resolve all disagreements between the Independent Auditor and management regarding financial reporting.
- (e) Review on a regular basis with the Independent Auditor any problems or difficulties that it encountered in the course of any audit work, including management's response with respect thereto, any restrictions on the scope of the Independent Auditor's activities or on access to requested information, and any significant disagreements with management. In connection therewith, the Committee should review with the Independent Auditor the following:
- (i) any accounting adjustments that the Independent Auditor noted or proposed but were rejected by management (as immaterial or otherwise);
 - (ii) any communications between the audit team and the Independent Auditor's national office respecting auditing or accounting issues presented by the engagement; and
 - (iii) any "**management**" or "**internal control**" letter that the Independent Auditor issued, or proposed to issue, to the Company.

C. Oversight of the Financial Reporting Process and Internal Controls

The Committee shall have the following duties and responsibilities with respect to the Company's financial reporting process and internal controls:

- (a) Review and discuss with the Independent Auditor and 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), disclosure controls and procedures, and management's reports thereon;
- (b) Review periodically with the Chief Executive Officer or Co-Chief Executive Officers (as applicable), the Chief Financial Officer and the Independent Auditor, 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;
- (c) Discuss guidelines and policies governing the process by which senior management of the Company and the relevant departments of the Company, including the internal audit function, 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;

(d) Oversee the activities of the internal audit function, which may be outsourced to a third party service provider, including its responsibilities, budget, compensation and staffing, and review with management the progress and results of all internal audit projects. The Committee also shall review any significant reports prepared by the internal audit function and management's response. The head of the internal audit function will also report to and be evaluated by the Committee;

(e) Review with management the Company's administrative, operational and accounting internal controls, including any special audit steps adopted in light of the discovery of material control deficiencies;

(f) Review and discuss with the Independent Auditor the results of the year-end audit of the Company, including any comments or recommendations of the Independent Auditor and, based on such review and discussions and on such other considerations as it determines appropriate, recommend to the Board whether the Company's financial statements should be included in the Annual Report on Form 10-K; and

(g) Review 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 (e.g., 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).

D. Miscellaneous

The Committee shall have the following additional duties and responsibilities:

(a) Establish clear hiring policies by the Company for employees or former employees of the Independent Auditor;

(b) Oversee the policies and procedures in the Company's Related Person Transactions Policy and review proposed transactions requiring approval or ratification in accordance with such policy;

(c) Meet 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;

(d) Prepare the audit committee report required by Item 407(d) of Regulation S-K to be included in the Company's annual proxy statement;

(e) Review the Company's program to monitor compliance with the Company's Code of Conduct and Ethics (the "**Code of Conduct**"), and meet periodically with the Company's General Counsel to discuss compliance with the Code of Conduct;

(f) 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 employees of the Company of concerns regarding questionable accounting or auditing matters;

(g) Secure 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;

(h) Report regularly to the Board on its activities, as appropriate. In connection therewith, the Committee should review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements and compliance with legal or regulatory requirements, the Independent Auditor's performance and independence, or the performance of the internal audit function; and

(i) Perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.

V. SUBCOMMITTEES; DELEGATION OF AUTHORITY

The Committee may form subcommittees composed of one or more of its independent members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however,* that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

VI. EVALUATION OF THE COMMITTEE

The Committee shall, no less frequently than annually, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

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 and any recommended changes to the Company's or the Board's policies or procedures.

VII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary.

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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 Company's financial statements, for planning or conducting the audit, or for determining whether such financial statements are complete and accurate and are in accordance with generally accepted accounting principles. The fundamental responsibility for the Company's financial statements and disclosures rests with management while the Independent Auditor is responsible for conducting the annual audit in accordance with the standards of the PCAOB.

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 it 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 federal or state law.

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