

**BIGBEAR.AI HOLDINGS, INC.**

**AUDIT COMMITTEE CHARTER**

**Purpose**

The purpose of the Audit Committee (the “Audit Committee”) of the board of directors (the “Board”) of [BigBear.ai](#) Holdings, Inc. (the “Company”) is to assist the Board with oversight of:

1. the integrity of the Company’s financial statements;
2. compliance with legal and regulatory requirements;
3. the Company’s independent auditor’s qualifications and independence; and
4. the performance of the Company’s independent auditor and internal audit function.

In fulfilling its purpose, the Audit Committee is responsible for maintaining free and open communication between itself and the independent auditor, internal audit function and management of the Company, and for determining that all parties are aware of their responsibilities.

The Audit Committee’s principal responsibility is one of oversight.

The Audit Committee is not responsible for planning or conducting audits or for any determination that the Company’s financial statements and disclosures are complete and accurate or are in accordance with generally accepted accounting principles in the United States (“GAAP”). Management of the Company is responsible for determining the Company’s financial statements are complete, accurate, and in accordance with GAAP and establishing satisfactory disclosure and internal control over financial reporting. The independent auditor is responsible for auditing the Company’s financial statements and the effectiveness of the Company’s internal control over financial reporting. The Company’s internal and outside counsel are responsible for assuring compliance with laws and regulations and the Company’s corporate governance policies.

**Membership**

Size: The Audit Committee shall consist of three or more members of the Board, subject to any grace period from such requirement available to the Company under the rules of the New York Stock Exchange (“NYSE”) or the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Independence: Each member of the Audit Committee shall (1) be independent in accordance with the requirements of Rule 10A-3 of the Exchange Act and the rules of the NYSE, subject to any grace period from such requirements and (2) otherwise meet the membership requirements contained in this Audit Committee Charter (this “Charter”) and in the Company’s Corporate Governance Guidelines; provided however, that the Company may avail itself of any exemptions or grace periods from such requirement available to it under the rules of the Exchange Act or the NYSE, as applicable.

Financial Expertise: Each member of the Audit Committee must be financially literate, as determined by the Board in its business judgment. At least one member of the Audit Committee must have accounting or related financial management expertise, as determined by the Board in its business judgment. At least one member of the Audit Committee must be an audit committee financial expert who satisfies the definition of audit committee financial expert as set forth in the federal securities laws. A person who satisfies this definition of audit committee financial expert will also be presumed to have accounting or related financial

management expertise.

Overboarding: No member of the Audit Committee may serve simultaneously on the audit committee of more than three public companies (including the Company's Audit Committee).

Onboarding / Education: The Company will provide new members of the Audit Committee with appropriate onboarding briefing and the full Audit Committee with educational resources and opportunities related to accounting principles and procedures, current accounting topics pertinent to the Company and other matters as may be requested by the Audit Committee.

Appointment/Term/Removal: (1) The members of the Audit Committee shall be appointed by the Board based on recommendations from the Nominating and Corporate Governance Committee; (2) the members of the Audit Committee shall serve for such term or terms as the Board may determine or until earlier resignation, removal, disability or death; and (3) the Board may remove and/or replace any member from the Audit Committee at any time with or without cause.

### **Structure and Operations**

Leadership: The Board shall designate one member of the Audit Committee as the chairperson based on recommendations of the Nominating and Corporate Governance Committee.

Meetings: The Audit Committee shall meet as often as it determines is necessary, but no less than four times a year at such times and places as it deems necessary or appropriate to fulfill its responsibilities. The agenda for Audit Committee meetings will be prepared by the Audit Committee chairperson in consultation with the other Audit Committee members, the chief financial officer, the head of internal audit, the chief technology officer, the chief information security officer and the independent auditor. The Audit Committee shall keep minutes of its proceedings and periodically report to the Board regarding its discussions and actions and regarding any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance of the Company's independent auditors, and the performance of the Company's internal audit function, and shall make recommendations or report findings to the Board as appropriate.

A majority of the members of the Audit Committee shall constitute a quorum for the transaction of business. The Audit Committee may act only upon approval of a majority of its members constituting a quorum. The Audit Committee may act in writing by the unanimous consent of its members. The Audit Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice and voting requirements as are applicable to the Board.

The Audit Committee may invite any members of management or the internal auditors or representatives of the Company's independent auditor or the Company's outside legal counsel to its meetings as it deems appropriate. However, the Audit Committee shall have the opportunity to meet regularly without such individuals present in executive session. In addition, the Audit Committee shall meet periodically with management, with the head of internal audit and with the independent auditor in separate executive sessions to discuss any matters that the Audit Committee or any of these persons or groups believes should be discussed privately.

Outside Advisors: The Audit Committee shall have the authority, in its sole discretion, to retain and terminate an independent auditor, outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. However, the Audit Committee shall not be required to implement or act consistently with the advice or recommendations of the independent auditor, outside legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Audit Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Audit Committee shall set the compensation and retention terms and oversee the work of the

independent auditor, outside legal counsel or any other advisors. Any communications between the Audit Committee and its outside legal counsel will be privileged communications, to the extent permitted by applicable law.

**Funding:** The Audit Committee shall receive appropriate funding from the Company, as determined by the Audit Committee in its capacity as a committee of the Board, for the payment of compensation, including, without limitation, usual and customary expenses and charges, to any independent auditor, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

**Delegation of Authority:** To the extent allowed by applicable law and rules of the NYSE, the Audit Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Audit Committee may deem appropriate in its sole discretion, provided that decisions of such subcommittees to grant pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting.

**Books and Records:** The Audit Committee will have access to the Company's books, records, facilities and personnel.

### **Duties and Responsibilities**

The Audit Committee shall have the following authority and responsibilities:

1. **Auditor Appointment:** To (1) appoint, retain or replace an independent registered public accounting firm to act as the Company's independent auditor for the purpose of auditing the Company's annual financial statements, books, records, accounts and internal controls over financial reporting or performing other audit, review or attest services for the Company, (2) assess the qualifications, performance and independence of the Company's independent auditor, (3) set the compensation of the Company's independent auditor, (4) approve all audit engagement fees and terms, (5) oversee the work done by the Company's independent auditor, and (6) terminate the engagement of the Company's independent auditor, if necessary. The independent auditor shall report directly to the Audit Committee.
2. **Pre-Approval:** To pre-approve all audit and permitted non-audit and tax services, and the terms of such services, that may be provided by the Company's independent auditor or other registered public accounting firms as and to the extent required by the Exchange Act and the Sarbanes-Oxley Act of 2002 in accordance with any pre-approval policy adopted by the Audit Committee, and establish any other necessary policies and procedures for the Audit Committee's pre-approval of permitted services in compliance with applicable Securities and Exchange Commission ("SEC") rules and review such pre-approval policies at least quarterly. The chairperson (or any Audit Committee member if the chairperson is unavailable) may pre-approve such services in between Committee meetings; provided, however, that the chairperson (or such other Committee member) must disclose all such pre-approved services to the full Committee at the next scheduled meeting and in accordance with any other procedures set forth in any pre-approval policy adopted by the Audit Committee.
3. **Audit:** To review and discuss with the Company's management and the independent auditor (1) the auditor's responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (2) the overall audit strategy, planning and staffing, (3) the scope and timing of the annual audit, (4) any significant risks identified during the independent auditor's risk assessment procedures, (5) the matters required to be discussed by the Public Company Accounting Oversight Board Statement on Auditing Standard No. 1301, as amended, relating to the conduct of the audit and (6) when completed, the results of the annual audit, including significant findings, annual and quarterly financial statements and related disclosures, as well as critical accounting policies and practices used by the Company.

4. **Audit Problems:** To review and discuss with the Company's independent auditor and management (1) any audit problems or difficulties, including difficulties encountered by the Company's independent auditor or internal audit department during their audit work (such as (i) restrictions on the scope of their activities or their access of information, (ii) any accounting adjustments that were noted or proposed by the independent auditors but were "passed" (as immaterial or otherwise), (iii) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the Company and (iv) the responsibilities, budget and staffing of the Company's internal audit function), (2) any significant disagreements with management and (3) management's response to these problems, difficulties or disagreements; and to resolve any disagreements between the Company's independent auditor or internal audit department and management.
5. **Critical Audit Matters:** To engage in a dialogue with the independent auditor to understand the nature of each identified critical audit matter, the auditor's basis for identifying a matter as a critical audit matter and how each such identified matter will be described in the auditor's report.
6. **Internal Audit:** To review, discuss with the Company's independent auditor, and approve the functions of the Company's internal audit function, including its purpose, authority, organization, responsibilities, budget and staffing, along with updates regarding significant changes thereto; and to review the scope and performance of the function's internal audit plan, including the results of any internal audits and any remedial actions, any reports to management and management's response to those reports or internal audit function; and to review the hiring, dismissal and evaluation of the head of internal audit.
7. **Internal Controls:** To review with management, internal audit, and the Company's independent auditor the adequacy and effectiveness of the Company's internal control over financial reporting and disclosure controls and procedures, including any significant deficiencies, material weaknesses or other major issues in the design or operation of, and any material changes in, the Company's controls and any special audit steps adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such internal controls, and review and discuss with management and the Company's independent auditor disclosure relating to the Company's controls, management's and the independent auditor's report on the effectiveness of the Company's internal control over financial reporting and the required management certifications to be included in or attached as exhibits to the Company's annual report on Form 10-K or quarterly report on Form 10-Q, as applicable.
8. **Risk Assessment and Risk Management:** Taking into consideration the allocation of responsibility for risk oversight to the other committees of the Board, to review and discuss with management the risks faced by the Company and the policies, guidelines and process by which management assesses and manages the Company's risks, including the Company's major financial risk exposures and cybersecurity risks and the steps management has taken to monitor and control such exposures.
9. **Annual Financials:** To review and discuss with the Company's independent auditor and management the Company's annual audited financial statements (including the related notes), the form of audit opinion to be issued by the independent auditor on the financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations," to be included in the Company's annual report on Form 10-K before the Form 10-K is filed. The Audit Committee shall recommend to the Board, based on the Audit Committee's review and discussion with management and the independent auditor, whether the audited financial statements should be included in the Company's annual report on Form 10-K.
10. **Quarterly Financials:** To review and discuss with the Company's independent auditor and management the Company's quarterly financial statements (including the related notes) and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's quarterly report on Form 10-Q before the Form 10-Q is filed.

11. Earnings Releases: To review and discuss with management and the Company's independent auditor: the Company's earnings press releases, including the type of information to be included and its presentation and the use of any pro forma, adjusted or other non-GAAP financial information; and any financial information and earnings guidance provided to analysts and ratings agencies, including the type of information to be disclosed and type of presentation to be made. Such discussions may be general (consisting of discussing the types of information to be disclosed and the types of presentations to be made), provided that each earnings release or each instance in which the Company provides earnings guidance need not be discussed in advance.
12. Financial Statements Issues: To review with management and the Company's independent auditor: (1) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles and compliance with legal and regulatory requirements, (2) analyses prepared by management setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements, (3) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements, (4) consideration of the judgment of both management and the independent auditor about the quality, not just the acceptability, of accounting principles, (5) the completeness and clarity of the disclosures in the financial statements, and (6) each identified critical audit matter, the independent auditor's basis for identifying a matter as a critical audit matter and how such identified matter will be described in the independent auditor's report.
13. Swaps and Derivatives. Review and approve the Company's decision to enter into swaps and other derivatives transactions that are exempt from exchange-execution and clearing under "end-user exception" regulations established by the Commodity Futures Trading Commission; and review and approve the Company's policies governing the Company's use of swaps and other derivatives transactions subject to the end-user exception.
14. Auditor National Office: To discuss with the independent auditor material issues on which the national office of the independent auditor was consulted by the Company's audit team.
15. Auditor Communications: To review and discuss with the Company's independent auditor (1) all critical accounting policies and practices to be used, (2) all alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the independent auditor, (3) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences, and (4) as applicable, assurance that Section 10A(b) of the Exchange Act has not been implicated.
16. Quality Control/Independence Report: At least annually, to obtain and review a report by the Company's independent auditor that describes (1) the independent auditor's internal quality control procedures, (2) any material issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board ("PCAOB") review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the independent auditor and any steps taken to deal with any such issues, and (3) an assessment of the independent auditor's independence, and all relationships between the independent auditor and the Company or any of its subsidiaries.
17. Audit Committee Report: To produce the audit committee report required by the rules of the SEC to be included in the Company's proxy statement, and review the disclosure in the Company's proxy statement regarding the Audit Committee.
18. Auditor Evaluation: At least annually, after reviewing the independent auditors' report referred to in paragraph 15 above and such auditors' work throughout the year, to evaluate the qualifications,

performance and independence of the Company's independent auditor, including an evaluation of the lead audit partner, and taking into account the opinions of management and the internal auditor.

19. Auditor Rotation: To assure the regular rotation of the lead audit partner at the Company's independent auditor as required by law; and to consider regular rotation of the accounting firm serving as the Company's independent auditor. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board.
20. Hiring Former Auditors: To set Company hiring policies for employees or former employees of the Company's independent auditor.
21. Code of Conduct and Ethics: To monitor compliance with the Company's Code of Conduct and Ethics (the "Code"), to investigate any alleged breach or violation of the Code, and to enforce the provisions of the Code.
22. Legal Compliance: To review, with the General Counsel and or the Chief Administrative Office and outside legal counsel, legal and regulatory matters, relating to the Company and its subsidiaries that could have a significant impact on the Company's financial statements; and to review the Company's compliance with applicable laws and regulations, review and oversee the Company's policies, procedures and programs designed to promote and monitor legal and regulatory compliance and sustainability.
23. Whistleblowers: To establish and oversee 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 Company employees of concerns regarding questionable accounting or auditing matters.
24. Tax Planning: To review with management the Company's policies and processes for tax planning and compliance.
25. Audit Committee Performance Evaluation: To conduct an annual self-assessment with the help of the Nominating and Corporate Governance Committee of the performance of its duties under this Charter and to present the results of the evaluation to the Board. The Audit Committee shall conduct this evaluation in such manner as it deems appropriate.
26. Audit Committee Charter Review: To review this Charter at least annually and recommend any proposed changes to the Board for approval.

### **Limitation of Audit Committee's Role**

The members of the Audit Committee are not professionally engaged in the practice of accounting or auditing and do not provide any expert or other special assurance as to the Company's financial statements, their compliance with generally accepted accounting principles or the independence of the Company's external auditor; nor do they provide any expert or other special assurance as to the Company's compliance with applicable laws and regulations or the safe design, development, manufacture, production, maintenance and delivery of the Company's products and services. Under no circumstances shall the Audit Committee's oversight of the matters referenced in this Charter, or the related review, discussion and reporting contemplated hereby, be deemed to necessitate a postponement, suspension or delay in the timely remediation or reporting of any matter brought to the attention of the Audit Committee. The members of the Audit Committee may rely, without independent verification, on the information provided to the Audit Committee and on the representations made by management and the independent auditor.

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