

SURGALIGN HOLDINGS, INC.

AUDIT COMMITTEE CHARTER

I. Purpose

The Audit Committee (“Committee”) is appointed by the Board of Directors (“Board”) to assist the Board in its oversight responsibilities relating to: the integrity of Surgalign Holdings, Inc.’s (the “Company”) financial statements; the independence, qualifications and performance of the Company’s internal and external auditors; the Company’s compliance with its policies and procedures, internal controls, Code of Conduct and applicable laws and regulations; policies and procedures with respect to risk assessment and management; and such other responsibilities as delegated by the Board from time to time. The Committee provides the opportunity for an open and candid dialog on these issues among the Committee members, management, the independent auditor, and the internal auditor and other advisors as appropriate.

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

II. Committee Membership

The Committee shall be composed of not less than three directors appointed by the Board based on the recommendation of the Nominating and Governance Committee. The Nominating and Governance Committee, in consultation with the Chair of the Board, shall recommend to the Board the Chair of the Committee. The members of the Committee shall be financially literate and meet the independence requirements of Nasdaq rule 5605(a)(2) and Section 10A(m)(3) of the Securities Exchange Act of 1934. At least one member of the Committee shall qualify as an audit committee financial expert, as that term is defined in rules of the Commission. Committee members shall not simultaneously serve on the audit committees of more than three other public companies.

III. Meeting Requirements

The Committee shall meet at least four times annually and additional meetings shall be scheduled as appropriate, including to review quarterly and annual financial results. The Committee shall meet periodically with management (including the CFO and the Vice President and Controller), the internal auditor, General Counsel and the independent auditor in separate executive sessions and shall have other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate.

IV. Committee Authority, Responsibilities and Duties

The Committee shall have the sole authority and responsibility annually, in its capacity as a committee of the Board, to recommend to the Board the nomination of the independent auditor for approval by the stockholders. The Committee shall be directly responsible for the retention, termination, compensation, evaluation, and oversight of the work of the independent auditor

(including resolution of any disagreements with management) for preparing or issuing an audit report and related work. The independent auditor shall report directly to the Committee.

The Committee shall pre-approve all auditing services and permitted non-audit services to be performed for the Company by its independent auditor. The Committee may establish policies and procedures for pre-approval of audit and permitted non-audit services, including delegation of authority to one or more members of the Committee to grant pre-approvals of those services, provided that such policies and procedures conform to applicable legal requirements and that the Committee is informed of each such service at its next scheduled meeting.

The Committee shall have the authority to retain and compensate independent legal, accounting or other advisors, and shall obtain advice and assistance to the extent it deems necessary or appropriate.

The Committee shall make regular reports to the Board on significant matters reviewed or considered by the Committee, including 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 and independence of the independent auditors, or the performance of the internal audit function. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review and evaluate the Committee's own performance.

The Committee shall:

A. Financial Statements, Disclosure Matters and Internal Controls

1. Meet to review and discuss with management and the independent auditor the annual audited financial statements, including review of the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Committee shall also recommend to the Board whether the audited financial statements should be included in The Company's Report on Form 10-K.
2. Meet to review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Report on Form 10-Q, including review of the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Committee shall also review the results of the independent auditor's review of the quarterly financial statements.
3. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements.
4. Review and discuss on a timely basis with the independent auditor:
 - (a) Critical accounting policies and practices used including any significant changes.

(b) Alternative treatments of significant financial information within generally accepted accounting principles that have been discussed with management, including the effects of alternatives and the preferred method of the independent auditor.

(c) Other significant communications between the independent auditor and management, such as any management letter or accounting adjustments proposed by the independent auditor that were waived by management as immaterial or otherwise.

5. Review the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings expectations provided to investors and analysts.

6. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures, if any, on the Company's financial statements.

7. Review overall policies and practices for enterprise risk management, including delegation of oversight for areas of risk to the appropriate Board committees. Discuss with management the Company's major financial risk exposures as well as significant operational, compliance, reputational, strategic and cybersecurity risks, and the steps management has taken to monitor and manage such exposures.

8. Discuss with the independent auditor the matters required to be communicated by the Public Company Accounting Oversight Board's (PCAOB) Auditing Standard No. 16, *Communications with Audit Committees*, including any problems or difficulties encountered during the audit and management's response.

9. Discuss the adequacy and effectiveness of the Company's internal controls with management, the independent auditor and the internal auditor in conjunction with the Company's CEO and CFO certification process for the Reports on Form 10-K and Form 10-Q, including any significant deficiencies or material weaknesses in the design or operation of internal controls and additional management procedures and audit steps performed in light of any material control deficiencies.

B. Oversight of the Company's Relationship with the Independent Auditor

1. Obtain and review a report from the independent auditor at least annually describing (a) the independent auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review or peer review of the firm, 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 (c) any steps taken to deal with any such issues.

2. Obtain periodically, but no less than annually, a formal written statement from the independent auditor delineating all relationships between the audit firm and the Company,

including each non-audit service provided to the Company and at least the matters set forth in the PCAOB Rule 3526.

3. Review and evaluate the independent auditor's qualifications, performance and independence, including a review of the lead partner, taking into account the opinions of management and the internal auditor. Ensure the rotation of the lead audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law. Consider whether it is appropriate to rotate the independent audit firm itself to assure continuing auditor independence. The Committee shall present the results of its review to the full Board.

4. Establish policies for the Company's hiring of employees or former employees of the independent auditor.

5. Discuss with the independent auditor significant issues reviewed with the auditor's national office regarding auditing or accounting issues identified during the engagement.

6. Meet with the independent auditor annually to discuss the planning and staffing of the audit.

C. Oversight of the Company's Internal Audit Function

1. Review the appointment, performance, and replacement of the senior internal audit executive.

2. Review the internal audit plan and significant findings from the internal audit department.

3. Discuss with the independent auditor and management the internal audit department responsibilities, audit plan, budget and staffing.

D. Compliance Oversight Responsibilities

1. Oversee the Company's programs related to quality, safety, environmental assurance and information technology security programs. At least annually, review the effectiveness of the programs.

2. Discuss any illegal acts discovered by the independent auditor during the course of its work and its conclusions with respect to such illegal acts or obtain assurance from the independent auditor that none were discovered.

3. Obtain reports from management, and the Company's internal auditor on any significant issues regarding compliance with applicable laws and regulations and with the Company's Code of Conduct and notifications under the Company's Whistleblower Policy. Receive periodic updates by the General Counsel on any pending investigations of potentially significant alleged violations of laws, regulations or company policies.

4. Establish procedures for and oversee 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 concerns regarding questionable accounting or auditing matters.
5. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports which raise potentially material issues regarding the Company's financial statements or accounting policies.
6. Discuss with the Company's legal counsel legal matters that may have a material impact on the financial statements or The Company's compliance policies.

V. Miscellaneous

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes, responsibilities and duties outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

Approved by the Audit Committee and recommended for adoption by the full Board of Directors on July 15, 2020. Adopted by the full Board of Directors on July 15, 2020.