

AUDIT COMMITTEE CHARTER

As Adopted by the Board of Directors Effective August 15, 2024

Purpose

The purpose of the Audit Committee (the Committee) of the Board of Directors (the Board) of Quantum Corporation (the Company) is to:

1. Assist the Board in its oversight of:
 - a. the Company's financial statement integrity;
 - b. the Company's internal accounting and financial reporting processes and controls adequacy;
 - c. the Company's compliance with legal and regulatory requirements;
 - d. the Company's policies and processes for risk assessment and management;
 - e. the qualification, independence, and performance of the Company's independent auditors; and
 - f. the Company's internal audit function performance; and
2. Prepare the Audit Committee report required by Securities and Exchange Commission (SEC) rules.

Membership and Organization

The Committee shall consist of at least three Board members, with the exact number determined by the Board. The Board, having given consideration to the recommendations, if any, from the Corporate Governance and Nominating Committee, shall appoint Committee members from time to time, but not less than annually at its first meeting following the annual shareholder meeting. Also having given consideration to the recommendation of the Corporate Governance and Nominating Committee, if any, the Board shall designate a Committee Chair. If the Board does not designate a Chair, the Committee members, may designate a Chair by a majority vote. The Chair (or in his or her absence a member designated by the Chair) shall preside at all Committee meetings.

Committee members may be removed, without cause and at any time, by the affirmative vote of the majority of the Board. Any Committee member may resign effective upon giving oral or written notice to the Board, its Chair, or the Corporate Secretary (unless the notice specifies a later time for the effectiveness of such resignation).

Each Committee member shall meet the independence standards and experience requirements established from time to time by Nasdaq and the SEC and applicable to the Committee. Any exemptions from the independence requirements set forth in such rules and regulations shall also be applicable to Committee members. Each Committee member shall also meet any additional independence standards that may be established from time to time by the Board or the Corporate Governance and Nominating Committee. Each Committee member must be financially literate, as determined by the Board (e.g., able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement). At least one Committee member must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. At least one Committee member must be an "audit committee financial expert" as such term may be defined from time to time by the SEC. No Committee member may serve simultaneously on the audit committee of more than two other public companies without the Board's prior approval. No Committee member may have participated in preparing the Company's financial statements at any time in the past three years.

Meeting Schedule

The Audit Committee shall meet at least five (5) times annually, including meetings prior to both commencement and completion of the annual audit. The Committee shall meet at least four (4) times annually in executive sessions at which management directors are not present, including prior to filing each quarterly report with the SEC on Form 10-Q.

Resources and Authority

The Committee shall have the resources and appropriate authority, without seeking the Board's approval, to discharge its responsibilities, including the authority to retain, at the Company's expense, outside legal, accounting or other consultants to advise the Committee and to authorize or conduct investigations into any matters within the scope of its responsibilities and to approve related fees and retention terms. The Committee may request any director, officer or employee of the Company, the Company's outside counsel or independent auditors or such other persons as it deems appropriate to attend a Committee meeting or to meet with any members of, or consultants to, the Committee. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. The Committee shall have full access to all Company books, records, facilities and personnel in connection with discharging its responsibilities.

Delegation to Subcommittee

The Committee may form and delegate authority to subcommittees consisting of one or more Committee members when appropriate, including the authority to review and grant pre-approvals of audit and permitted non-audit services and Related Party Transactions under the Company's Related Party Transactions Policy, as provided in the resolutions of the Committee, except to the extent such delegation is limited by applicable law or listing standard. The actions of any such subcommittee shall be presented to the full Committee at the next scheduled Committee meeting.

Duties and Responsibilities

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight function. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that it may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law, regulation or listing standard:

Independent Auditors

1. Be directly responsible for the appointment, retention, removal, compensation and oversight of the work of the independent auditors (including the resolution of disagreements between the Company's management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The independent auditors shall report directly to the Committee.
2. Have the sole authority to review in advance and grant any appropriate pre-approvals of all audit services to be provided to the Company and its subsidiaries by the independent auditors and all permitted non-audit services (including the fees and other terms of engagement) and, if desired, establish policies and procedures for review and pre-approval by the Committee of such services.
3. Obtain, review and discuss, at least annually, a written report by the independent auditors describing (i) the independent auditors' internal quality-control procedures; (ii) any material issues raised by the most recent internal quality control review, or peer review, of the independent auditors, or by any inquiry or investigation

by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits carried out by the independent auditors, and any steps taken to deal with those issues; and (iii) all relationships between the independent auditors and the Company to enable the assessment of the auditors' independence.

4. Review any report by the independent auditors concerning: (i) all critical accounting policies and practices to be used; (ii) alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors; and (iii) any other material written communications between the independent auditors and the Company's management.
5. Review and discuss with the independent auditors, on an annual basis, all relationships the independent auditors have with the Company in order to evaluate the independent auditors' continued independence and receive from the independent auditors on an annual basis a written statement (consistent with applicable Public Company Accounting Oversight Board requirements for independent accountant communications with the audit committees concerning independence) regarding the auditors' independence.
6. Evaluate the independent auditor's qualifications, performance and independence, including the review and evaluation of the lead partner of the independent auditor, taking into account the opinions of management and whether there should be a rotation of the independent auditors in order to assure ongoing auditor independence.
7. Meet with the independent auditors prior to the audit for each fiscal year to review the planning, staffing and scope of the audit.
8. Oversee compliance with SEC Rules for disclosure of the independent auditor's services and Audit Committee members, member qualifications and activities

Oversight of Company Financial Statements and Internal Controls

1. Review and discuss the Company's annual audited financial statements and quarterly financial statements with management, the internal auditor, and the independent auditors, including the Company's disclosures under the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's reports filed with the SEC.
2. As appropriate, the Committee shall review with management and the independent auditors, in separate meetings if the Committee deems it necessary: (i) any analysis or other written communications prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effect of alternative GAAP methods on the financial statements; (ii) 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 (iii) the effect of regulatory and accounting initiatives or actions, as well as off-balance sheet structures, on the Company's financial statements.
3. Review and discuss with management and the independent auditors the Company's earnings press releases, and review and approve with management (including the CEO and CFO) the nature of any additional financial information and financial guidance to be provided publicly, to analysts and/or to ratings agencies to ensure that the proposed guidance has a reasonable basis and that all material risks and contingencies are properly disclosed.
4. Review and discuss with management and the independent auditors the matters required to be discussed by various Statements on Auditing Standards relating to the conduct of the audit, other significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, and any other matters communicated to the Committee by the independent auditors.

5. Based on its review and discussions with management and the independent auditors, recommend to the Board whether the Company's audited financial statements should be included in the Company's Annual Report on Form 10-K.
6. Review with the independent auditors any difficulties encountered in the course of their audit, including any restrictions on the scope of their activities or on access to requested information, any significant disagreements with management and management's response.
7. Review with the independent auditors any management letter they provide and the Company's responses to that letter.
8. Review with the internal auditors the Company's control environment, and identify and discuss with the internal auditors their evaluation of the Company's system of processes and controls, including and risk areas that require attention.
9. Review and discuss with management, including the Disclosure Committee, as provided in further detail below, and the independent auditors the adequacy and effectiveness of the Company's internal control over financial reporting and disclosure controls and procedures. The review and discussion scope shall include any significant deficiencies, material weaknesses and significant changes in internal control over financial reporting management reports to the Committee, any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting, and any special audit steps adopted in light of material control deficiencies.
10. Oversee the work of the Disclosure Committee. The Audit Committee shall meet separately with, and review reports from, management and the Disclosure Committee (including the Chair of the Disclosure Committee) at least once each quarter, and more frequently if necessary, to effectively supervise the Company's disclosure function and specific disclosure issues of particular importance.
11. Review with the Disclosure Committee or other management any financial statements, including, but not limited to, any Form 10-Q, Form 10-K, Form 8-K (reporting earnings), or annual proxy statement issued by the Company, to ensure sufficient material risk disclosures.
12. Review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements or compliance with legal or regulatory requirements, and the performance and independence of the Company's independent auditors.

With Respect to Other Matters

1. Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for periodic reports filed with the SEC about: (i) any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein, (ii) any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting, or (iii) the effectiveness of the Company's disclosure controls and procedures.
2. Prepare the report of the Audit Committee the SEC requires be included in the Company's annual proxy statement.
3. Periodically, meet separately with management, with internal auditors (or other personnel responsible for the internal audit function) and with the independent auditors.
4. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's policies with respect to risk assessment and risk management.
5. Periodically evaluate the Company's risk management process and system in light of the nature of the material risks the Company faces and the adequacy of the Company's policies and procedures designed to address risk, and recommend to the Board any changes the Committee deems appropriate.

6. Monitor the Company's product and information technology cybersecurity risks and mitigation procedures and advise the Company if changes should be considered.
7. Develop, with the assistance of the Company's Chief Compliance Officer and other members of senior management, and recommend to the Board a code of conduct applicable to Board members, officers and employees of the Company. The code shall comply with applicable securities laws and regulations and stock market rules, and from time to time or as necessary recommend to the Board any revisions to such code that the Committee deems appropriate or to ensure compliance with such laws, regulations and rules.
8. Establish 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 the Company's employees of concerns regarding accounting or auditing matters.
9. Establish guidelines for the hiring of employees and former employees of the independent auditors.
10. Review and consider Related Party Transactions under, and take other actions contemplated by, the Company's Related Party Transactions Policy.
11. Review any proposed waiver of the code of conduct as it applies to senior financial and other executive officers and recommend to the Board the disposition of any proposed waiver.
12. Make regular reports to the Board on the activities of the Committee.

Continuing Education

Each member of the Committee shall complete annual refresher training relating to accounting, disclosure, and governance, which may be provided in-house.

Evaluation of the Committee Charter and the Committee

1. Review and reassess the adequacy of this Charter annually at its first meeting following the annual shareholder meeting and recommend any proposed changes to the Board. The Committee also shall annually evaluate and report to the Board its performance with respect to its duties and responsibilities set forth in this Charter. The self-assessment shall be conducted in such manner as the Committee deems appropriate.
2. The Corporate Governance and Nominating Committee shall also undertake an annual review and reassessment of this Charter at its first meeting following the annual shareholder meeting and recommend any changes to the Board.

Clarification of Audit Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, the Committee's role is one of oversight. It is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete, accurate, and in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditors. In adopting this Charter, the Board acknowledges that the Committee members are not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditors' work or auditing standards. Each member of the Committee is entitled to rely on the integrity of those persons and organizations within and outside the Company that provide information to the Committee and the accuracy and completeness of the financial and other information provided to the Committee by such persons and organizations absent actual knowledge to the contrary.