

SUMMIT WIRELESS TECHNOLOGIES, INC.

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

PURPOSE

The primary purpose of the Audit Committee (the “*Committee*”) of the board of directors (the “*Board*”) of Summit Wireless Technologies, Inc. (the “*Company*”) shall be to oversee the Company’s accounting and financial reporting processes and the audit of the Company’s financial statements with respect to (i) the Company’s corporate accounting and financial reporting processes, systems of internal control over financial reporting and audits of financial statements, systems of disclosure controls and procedures, as well as the quality and integrity of the Company’s financial statements and reports, (ii) the qualifications, independence and performance of the registered public accounting firm or firms engaged by the Company (the “*Auditors*”), (iii) review of any reports or other disclosure required by the applicable rules and regulations of the U.S. Securities and Exchange Commission (the “*SEC*”) to be included in the Company’s annual proxy statement and periodic reports within the scope of authority outlined herein and (iv) the performance of the Company’s internal audit function, if any. The Committee may also provide oversight assistance in connection with the Company’s legal, regulatory and ethical compliance programs as established by management and the Board.

To fulfill the above obligations, the Committee relies on: (i) management for the preparation and accuracy of the Company’s financial statements; (ii) both management and the Company’s internal audit department/management, if any, for establishing effective internal controls and procedures to ensure the Company’s compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and (iii) the Auditors for an unbiased, diligent audit or review, as applicable, of the Company’s financial statements and the effectiveness of the Company’s internal controls. The members of the Committee are not employees of the Company and are not responsible for conducting the audit or performing other accounting procedures.

The policy of the Committee in discharging these obligations shall be to maintain and foster an open avenue of communication among the Committee, the Auditors, the Company’s financial management and the Company’s internal auditors, if any.

COMPOSITION

The Committee shall consist of at least three (3) members of the Board (the “*Members*”) and will meet at least four (4) times per year, at such times and places as it deems necessary to fulfill its responsibilities. Each Member shall (i) satisfy the independence requirements imposed by Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”) and Nasdaq Listing Rule 5605(a)(2), including any phase-in periods permitted by such requirements as applicable to the Members, as in effect from time to time, when and as required by the SEC,

The Nasdaq Stock Market LLC (“*Nasdaq*”), the requirements of any stock exchange on which any of the Company’s capital stock is listed and all other applicable laws, regulations and rules; (ii) not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three (3) years; (iii) have, at least, basic financial literacy qualifications as set out in Nasdaq Listing Rule 5605-3(2)(A), including being able to read and understand fundamental financial statements, such as the Company’s balance sheet, income statement and cash flow statement; (iv) have at least one (1) Member who has past employment experience in finance or accounting, a professional certification in accounting (or comparable experience) which results in the individual’s financial sophistication; (v) have at least one (1) Member who is an Audit Committee Financial Expert, as that term is defined in Item 407(d)(5)(ii) of Regulation S-K (any person who satisfies the definition of an Audit Committee Financial Expert will also be presumed to have the financial sophistication required by (iv) above); and (vi) any other qualifications determined by the Board or the Company’s Nominating and Corporate Governance Committee from time to time.

The Company will disclose in its annual report on Form 10-K which of the Members of the Committee qualifies as an Audit Committee Financial Expert.

The Members shall be appointed by the Board and shall serve for such term, or terms, as the Board may determine or until earlier resignation or death. The Board may remove any Member from the Committee at any time, with or without cause. Resignation or removal of a Member from the Board for any reason shall automatically constitute resignation or removal, as applicable, from the Committee. Vacancies occurring on the Committee shall be filled by the Board. The Committee’s chairperson shall be appointed by the Board, or if the Board does not do so, the Members shall elect a chairperson by vote of a majority of the full Committee.

MEETINGS AND MINUTES

The Committee shall hold its meetings at least four (4) times per year, or as the Members shall deem necessary or appropriate, at such times and places as it deems necessary to fulfill its responsibilities. Any Member or any member of the Board may call a meeting of the Committee. Unless otherwise directed by the Committee, each regularly scheduled meeting will conclude with an executive session of the Committee absent members of management.

Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company promptly after each meeting. The chairperson of the Committee shall report to the Board from time to time, or whenever so requested by the Board.

The Committee shall report to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other means of communication), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

AUTHORITY, DUTIES AND RESPONSIBILITIES

Each Member shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any Member to discharge his or her responsibilities hereunder.

The Committee shall have the authority and responsibility to select, retain, oversee, and terminate, if necessary, any and all Auditors on behalf of the Company and at the Company's expense. The Committee shall have the sole authority to manage the relationship between the Auditor and the Company. The Committee shall also have all authorities and responsibilities as provided in applicable laws and regulations, including, but not limited to, Section 10A(m)(2) and Rule 10A-3 of the Exchange Act.

The Committee shall have the authority to approve all audit engagement fees and terms, and to pre-approve all audit and permitted non-audit and tax services that may be provided by the Company's independent auditors or other registered public accounting firms. The Committee shall establish policies and procedures for the Committee's pre-approval (the "*pre-approval policies and procedures*") of permitted services by the Company's independent auditors or other registered public accounting firms on an on-going basis, as required by Rule 2-01(c)(7) of Regulation S-X. Such pre-approval policies and procedures shall be described in the Company's proxy statement and annual report on Form 10-K. Any service not listed in the policy must be specifically pre-approved by the Committee. The Committee may delegate such pre-approval authority to one or more of its Members.

The Committee shall have the authority to retain and determine compensation for, at the expense of the Company, special legal, accounting or other advisors, experts or consultants as it deems necessary or appropriate in the performance of its duties under this Committee charter, including any studies or investigations; to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties, unless prohibited by the rules of Nasdaq or any stock exchange on which any of the Company's capital stock is listed or applicable law; and to request that any of the Company's personnel, counsel, accountants (including the Auditors) or investment bankers, or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any Member or any of its special, outside legal, accounting or other, advisors or consultants.

The Committee may form and delegate authority to one or more subcommittees as appropriate, but only to the extent consistent with the Company's certificate of incorporation, bylaws (the "*Bylaws*"), Corporate Governance Guidelines (as defined in the charter of the Company's Nominating and Corporate Governance Committee), the rules of Nasdaq or any stock exchange on which any of the Company's capital stock is listed and other applicable law. Delegation by the Committee to any subcommittee shall not limit or restrict the Committee on any matter so delegated, and, unless the Committee alters or terminates such delegation, any action by the Committee on any matter so delegated shall not limit or restrict future action by such subcommittee on such matters. The operation of the Committee shall be subject to the Bylaws as in effect from time to time and Section 141 of the Delaware General Corporation Law (or any successor section). The approval of this Committee charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

The Committee's responsibility is one of oversight. The Members are not employees of the Company, and they do not perform, or represent that they perform, the functions of management or the Auditors. The Committee relies on the expertise and knowledge of management, the internal auditor (if any) and the Auditors in carrying out its oversight responsibilities. Management is responsible for preparing accurate and complete financial statements in accordance with generally accepted accounting principles ("**GAAP**"), preparing periodic reports and establishing and maintaining appropriate accounting principles and financial reporting policies and satisfactory internal control over financial reporting. The Auditors are responsible for auditing the Company's annual financial statements and management's assessment of the Company's internal control over financial reporting and reviewing the Company's quarterly financial statements. It is not the responsibility of the Committee to prepare or certify the Company's financial statements, guarantee the audits or reports of the Auditors or ensure that the financial statements or periodic reports are complete and accurate, conform to GAAP or otherwise comply with applicable laws.

The Auditors and each such other registered public accounting firm shall report directly, and be accountable to, the Committee. The Committee's functions and procedures should remain flexible to address changing circumstances most effectively. To implement the Committee's purpose and policy, the Committee shall be charged with the following functions and responsibilities with the understanding, however, that the Committee may supplement or deviate from these activities, as appropriate, under the appropriate circumstances (except as otherwise required by applicable laws or requirements of any stock exchange on which any of the Company's capital stock may be listed):

1. *Evaluation and Retention of Auditors.* To evaluate the performance of the Auditors, to assess their qualifications (including their internal quality control procedures and any material issues raised by that firm's most recent internal quality control review or any investigations by regulatory authorities) and to determine whether to retain, or to terminate, the engagement of the existing Auditors, or to appoint and engage a different independent registered public accounting firm, which retention shall be subject only to ratification by the Company's stockholders (if the Committee or the Board elects to submit such retention for ratification by the stockholders).

2. *Communication Prior to Engagement.* Prior to engagement of any prospective Auditors, to review a written disclosure by the prospective Auditors of all relationships between the prospective Auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence, and to discuss with the prospective Auditors the potential effects of such relationships on the independence of the prospective Auditors, consistent with Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence* (or any successor rule, "**Rule 3526**"), of the Public Company Accounting Oversight Board (United States) (the "**PCAOB**").

3. *Approval of Audit Engagements.* To determine and approve engagements of the Auditors, prior to commencement of such engagements, to perform all proposed audit, review and attest services, including the scope of and plans for the audit, the adequacy of staffing, the compensation to be paid by the Company to the Auditors and the negotiation and execution, on behalf of the Company, of the Auditors' engagement letters; such approval may be pursuant to preapproval policies and procedures established by the Committee consistent with applicable laws

and rules, including the delegation of preapproval authority to the chairperson of the Committee so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.

4. *Approval of Non-Audit Services.* To determine and approve engagements of the Auditors prior to commencement of such engagements (unless in compliance with exceptions available under applicable laws and rules related to immaterial aggregate amounts of services), to perform any proposed permissible non-audit services, including the scope of the service and the compensation to be paid therefor by the Company; such approval may be pursuant to preapproval policies and procedures established by the Committee consistent with applicable laws and rules, including the delegation of preapproval authority to the chairperson of the Committee so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.

5. *Auditor Independence.* At least annually, consistent with Rule 3526 of the PCAOB, (i) to receive and review (a) written disclosures from the Auditors delineating all relationships between the Auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence and (b) a letter from the Auditors affirming their independence; (ii) to consider and discuss with the Auditors any potential effects of any such relationships on the independence of the Auditors as well as any compensation or services that could affect the Auditors' objectivity and independence; and (iii) to assess and otherwise take appropriate action to oversee the independence of the Auditors.

6. *Lead Auditor Rotation.* Annually, or as the Committee deems it appropriate, to evaluate the Company's compliance with Rule 2-01(c)(6) of Regulation S-X by ensuring that the same person at the independent public accounting firm is not serving as the lead audit partner for (i) more than five (5) years in a row, and/or (ii) at any time during the five-year period after being rotated.

7. *Former Employees of Auditors.* To consider and, if deemed appropriate, adopt policies regarding Committee preapproval of employment by the Company of individuals employed or formerly employed by the Auditors and engaged on the Company's account.

8. *Annual Audit Results.* To review with management and the Auditors, as appropriate, (i) the results of the annual audit, including the Auditors' assessment of the quality of the Company's accounting principles and practices, (ii) the Auditors' views about qualitative aspects of the Company's significant accounting practices, (iii) the reasonableness of significant judgments and estimates (including material changes in estimates and analyses of the effects of alternative GAAP methods on the financial statements), (iv) all misstatements identified during the audit (other than those the Auditors believe to be trivial), (v) the adequacy of the disclosures in the financial statements, and (vi) any other matters required to be communicated to the Committee by the Auditors under the standards of the PCAOB and applicable rules and regulations.

9. *Auditor Communications.* At least annually, to discuss with the Auditors the matters required to be discussed by Auditing Standard No. 16, *Communications with Audit*

Committees, as amended, as adopted by the PCAOB (including any successor rule adopted by the PCAOB).

10. *Related Party Information.* Prior to the issuance of the Audit report, to keep the Auditors informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company; and to review and discuss with the Auditors the Auditors' evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.

11. *Audited Financial Statement Review; Annual Report on Form 10-K.* To review with management and the Auditors, as appropriate, upon completion of the audit, (i) the Company's financial statements and any disclosure from the Company's Chief Executive Officer and Chief Financial Officer to be made in connection with the certification of the Company's Annual Report on Form 10-K to be filed with the SEC, prior to public disclosure of such financial information, if practicable, and/or filing with the SEC of the Company's Annual Report on Form 10-K, and to recommend whether or not such financial statements should be so included and (ii) other relevant reports or financial information submitted by the Company to any governmental body or the public, including relevant reports rendered by the Auditors (or summaries thereof).

12. *Quarterly Results and Reports on Form 10-Q.* To review with management and the Auditors, as appropriate, (i) the results of the Auditors' review of the Company's quarterly financial statements and any disclosure from the Company's Chief Executive Officer and Chief Financial Officer to be made in connection with the certification of the Company's quarterly reports filed with the SEC, prior to public disclosure of quarterly financial information, if practicable, or filing with the SEC of the Company's Quarterly Report on Form 10-Q, and any other matters required to be communicated to the Committee by the Auditors under the standards of the PCAOB and (ii) other relevant reports or financial information submitted by the Company to any governmental body or the public, including relevant reports rendered by the Auditors (or summaries thereof).

13. *Management's Discussion and Analysis and Risk Factors.* To review with management and the Auditors, as appropriate, the Company's disclosures contained under the captions "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Risk Factors*" in its periodic reports and other filings to be filed with the SEC, prior to such filing, if practicable.

14. *Press Releases.* To review with management and the Auditors, to the extent appropriate, earnings press releases, as well as the substance of financial information and earnings guidance provided to analysts and ratings agencies (including, without limitation, reviewing any pro forma or non-GAAP information), which discussions may be general discussions of the type of information to be disclosed or the type of presentation to be made.

15. *Accounting Principles and Policies.* To review with management and the Auditors, as appropriate, significant issues that arise regarding accounting principles and financial statement presentation, including critical accounting policies and practices, alternative accounting policies

available under GAAP related to material items discussed with management, the potential impact on the Company's financial statements of off-balance sheet structures and any other significant reporting issues and judgments, significant regulatory, legal and accounting initiatives or developments that may have a material impact on the Company's financial statements, compliance programs and policies if, in the judgment of the Committee, such review is necessary or appropriate.

16. *Risk Assessment and Management.* To review and discuss with (i) management and the Auditors, as appropriate, the Company's guidelines and policies with respect to financial risk management and financial risk assessment, including the Company's major financial risk exposures and the steps taken by management to monitor and control these exposures and (ii) management risks relating to data privacy, technology and information security, including cyber security, and back-up of information systems and the steps the Company has taken to monitor and control such exposures.

17. *Other Communications with the Auditors.* To review and discuss with the Auditors any other matters required to be discussed by applicable auditing standards including, without limitation, as required by PCAOB Auditing Standards No. 1301, the Auditor's evaluation of the quality of the Company's financial reporting, information relating to significant unusual transactions and the business rationale for such transactions and the Auditors' evaluation of the Company's ability to continue as a going concern.

18. *Management Cooperation with Audit.* To evaluate the cooperation received by the Auditors during their audit examination, including any significant difficulties encountered during the audit or any restrictions on the scope of their activities or access to required records, data and information and, whether or not resolved, significant disagreements with management and management's response, if any.

19. *Management Letters.* To review with the Auditors and, if appropriate, management, any "management" or "internal control" letter issued or, to the extent practicable, proposed to be issued by the Auditors and management's response, if any, to such letter, as well as any additional material written communications between the Auditors and management.

20. *National Office Communications.* To review with the Auditors, as appropriate, communications between the audit team and the Auditors' national office with respect to accounting or auditing issues presented by the engagement.

21. *Disagreements Between Auditors and Management.* To review with management and the Auditors, or any other registered public accounting firm engaged to perform review or attest services, any conflicts or disagreements between management and the Auditors, or such other accounting firm, whether or not resolved, regarding financial reporting, accounting practices or policies or other matters, that individually or in the aggregate could be significant to the Company's financial statements or the Auditors' report, and to resolve any conflicts or disagreements regarding financial reporting.

22. *Internal Control over Financial Reporting; Disclosure Controls.* To (i) confer with management and the Auditors, as appropriate, regarding the scope, adequacy, and

effectiveness of internal control over financial reporting and the Company's disclosure controls and procedures, including any significant deficiencies, significant changes in internal controls and the adequacy and effectiveness of the Company's information and cyber security policies and the internal controls regarding information security, (ii) confer with management and the Auditors, as appropriate, regarding the responsibilities, budget and staff of the internal audit function (if any) and review of the appointment or replacement of the senior internal audit executive or manager and (iii) obtain reports on significant findings and recommendations with respect to internal controls over financial reporting, together with management responses and any special audit steps adopted in light of any material control deficiencies.

23. *Separate Sessions.* Periodically, to meet in separate sessions with the Auditors, the internal auditors, if any, or other personnel responsible for the internal audit function, as applicable and appropriate, and management to discuss any matters that the Committee, the Auditors, the internal auditors, if any, or other personnel responsible for the internal audit function, or management believe should be discussed privately with the Committee.

24. *Correspondence with Regulators.* To consider and review with management, the Auditors, outside counsel, and any special counsel, separate accounting firm or other consultants and advisors as the Committee deems appropriate, any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.

25. *Complaint Procedures.* To establish procedures, when and as required by applicable laws and rules, for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters, including under the Company's Whistleblower Policy.

26. *Engagement of Registered Public Accounting Firms.* To determine and approve engagements of any registered public accounting firm (in addition to the Auditors), prior to commencement of such engagements, to perform any other review or attest service, including the compensation to be paid by the Company to such firm, which approval may be pursuant to preapproval policies and procedures, including the delegation of preapproval authority to the chairperson of the Committee, so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.

27. *Ethical Compliance.* To review the results of management's efforts to monitor compliance with the Company's programs and policies designed to ensure adherence to applicable laws and rules, as well as to its Code of Business Conduct and Ethics, including review and approval of related-party transactions.

28. *Investigations.* To investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is necessary or appropriate.

29. *Proxy Report.* To oversee the preparation of the report of the Committee required by the rules of the SEC to be included in the Company's annual proxy statement.

30. Insurance Coverage. To review and establish appropriate insurance coverage for the Company's directors and officers.

31. Annual Charter Review. To review and assess the adequacy of this Committee charter annually and recommend any proposed changes to the Board for approval.

32. Report to Board. To report to the Board material issues that arise regarding the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance or independence of the Auditors, the performance of the Company's internal audit function (as applicable) or such other matters as the Committee deems appropriate from time to time or whenever it shall be called upon to do so.

33. Internal Control Report. To obtain and review, at least annually, a report by the Auditors describing (i) the accounting firm's internal quality control procedures; (ii) any issues raised by the firm's most recent internal quality control review or peer review or PCAOB review or inspection of the firm or by any inquiry or investigation within the preceding five years by governmental or professional authorities with respect to one or more independent audits performed by the firm, as well as any steps taken to address the issues raised; (iii) all relationships between the firm and the Company or any of its subsidiaries; and to discuss with the independent auditors this report and any relationships or services that may impact the objectivity and independence of the Auditors.

34. Other Legal and Finance Matters. To review, (i) with the Company's counsel, legal compliance and legal matters that could have a significant impact on the Company's financial statements, and (ii) with management, the Company's finance function, including its budget, organization and quality of personnel.

35. General Authority. To perform such other functions and to have such powers as may be necessary or appropriate in the discharge of any of the foregoing.

PUBLICATION

The Company shall make this Committee charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Exchange Act, shall publish it on the Company's website.

Approved: January 30, 2018

Effective: January 30, 2018

Updated: September 17, 2018 – Name change