

UserTesting, Inc

Audit Committee Charter

Purpose

This Charter defines the scope and responsibilities of the Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of User Testing, Inc. (the "**Company**"). The approval of this Charter shall constitute a continuing delegation of authority by the Board to the Committee with respect to the responsibilities set forth herein.

The purpose of the Committee is to assist the Board in fulfilling its responsibilities to oversee management's financial, accounting and reporting processes and controls, the qualifications, independence and performance of the Company's independent auditor (the "**Independent Auditor**"), risk assessment and management and, compliance by the Company with legal and regulatory requirements and the design, implementation and performance of the Company's internal audit function. The functions and responsibilities of the Committee are set out in this Charter.

The Committee's role is one of oversight. The Company's management is responsible for preparing the Company's financial statements and providing all required certifications relating to those financial statements, and the Independent Auditor is responsible for auditing those financial statements. In carrying out its oversight responsibilities, the Committee is relying on information provided by the Company's management and the Independent Auditor. The Committee is not responsible for providing any expert or special assurance or any guarantee as to the accuracy of completeness of the Company's financial statements or other public disclosure, nor is the Committee providing any professional certification as to the work of the Independent Auditor.

The Committee, at its discretion, has the authority to initiate special investigations or studies, and shall have access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by the Committee to discharge its responsibilities hereunder. As the Committee deems appropriate, and in its sole authority, the Committee may retain assistance from independent counsel, accounting, legal and other professionals and experts to assist the Committee to carry out its functions, including any such special investigation or study. The Committee shall have direct oversight of the work performed by any such consultant or advisor and the right to terminate their services. The Committee shall have the sole authority to approve the fees and other retention terms of such consultants and advisors. The fees and costs of such consultants or advisors and other ordinary expenditures that the Committee deems necessary or appropriate in the performance of its duties shall be borne by the Company.

The Committee, when appropriate and to the extent permitted under applicable law, the rules of New York Stock Exchange on which the Company's securities are listed (the "**Exchange Rules**"), the rules and regulations (the "**SEC Rules**") of the U.S. Securities and Exchange Commission (the "**SEC**") and the Company's Certification of Incorporation and Bylaws may form and delegate authority, either exclusively or non-exclusively, to subcommittees. Subcommittees of the Committee shall consist of one or more members of the Committee who shall regularly report on their activities to the Committee.



Number and Qualification of Members

The Committee shall be composed of at least three independent directors who shall be appointed by the Board. Committee members shall serve until their successors shall be duly elected by the Board at any time. Unless the Board elects a chairperson, the members of the Committee may designate a chairperson by majority vote of the full Committee. The number of members appointed to the Committee may be changed by a resolution of the Board. Members of the Committee may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee.

No member shall accept, directly or indirectly, any compensation from the Company or any of its subsidiaries, other than for Board and Committee services.

Members of the Committee must meet the following criteria as well as any additional criteria required by applicable law, the SEC Rules or the Exchange Rules or such other qualifications as are established by the Board from time to time:

- Each member of the Committee must meet the independence requirements of the SEC and of the listing standards of the securities exchange on which the Company's securities are listed;
- Each member of the Committee must be able to read and understand fundamental financial statements and otherwise must comply with all financial-literacy requirements of the securities exchange on which the Company's securities are listed;
- At least one Committee member shall have past employment or management experience in finance or accounting or any other comparable experience or background resulting in similar financial sophistication, as determined by the Board and as required by the Exchange Rules. In addition, at least one Committee member must qualify as an "audit committee financial expert" as defined in the SEC Rules; and
- No member of the Committee may serve simultaneously 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 member to effectively serve on the Committee and the Company discloses such determination in its annual proxy statement.

Notwithstanding the foregoing, the Company may avail itself of any phase-in rules or interpretations applicable to newly-listed companies in connection with an initial public offering.

Meetings and Actions Without a Meeting

The Committee shall hold meetings as it deems necessary or appropriate in order for the Committee to fulfill its responsibilities. A quorum of the Committee for the transaction of business shall be a majority of its members. The Committee also may act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws.

The Committee shall maintain written minutes of its meetings and copies of its actions by written consent, which minutes and copies of written consents will be filed with the minutes of the meetings of the Board.



Authority and Responsibilities

The Committee shall have the following authority and responsibilities, in addition to any duties and responsibilities as are consistent with its purpose and applicable law, rules and regulations, as assigned to the Committee from time to time by the Board, or as the Committee deems necessary or appropriate consistent with its purpose.

Appointment and Oversight of Independent Auditor

The Committee shall:

- Review the qualifications, independence and performance of the Independent Auditor or other independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other review or attest services to the Company as required (the “**Independent Auditor**”);
- Be solely responsible for the selection, appointment, compensation, engagement, retention, termination and oversight of the Independent Auditor and any other registered public accounting firm engaged for the purpose of preparing and issuing an audit report or performing other audit-related services for the Company;
- Review and discuss with the Independent Auditor and management (a) any significant audit problems or difficulties, including difficulties encountered by the Independent Auditor during their audit work (such as restrictions on the scope of their activities or their access to information), (b) any significant disagreements between management and the Independent Auditor and (c) management’s response to these problems, difficulties or disagreements;
- Evaluate annually the qualifications, performance and continuing independence of the Independent Auditor, including the items described below, and determine whether to retain or terminate the existing Independent Auditor or to appoint or engage a new Independent Auditor:
 - Obtaining and reviewing, on an annual basis, a letter from the Independent Auditor describing (a) all relationships between the Independent Auditor and the Company required to be disclosed by applicable requirements of the Public Company Accounting Oversight Board (the “**PCAOB**”), (b) the Independent Auditor’s internal quality control procedures, and (c) any material issues raised by the most recent internal quality control review, peer review or PCAOB review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities;
 - Reviewing and discussing with the Independent Auditor relationships or services (including permissible non-audit services) that may affect its objectivity and independence;
 - Overseeing the rotation of the Independent Auditor’s lead audit and concurring partners and the rotation of other audit partners, with applicable time-out periods, in accordance with applicable law; and
 - Taking such other appropriate actions as may be required or desirable by the Committee to oversee the independence of the Independent Auditor.
- Consider and assess the desirability of developing hiring policies for the Company’s hiring of employees or former employees of the Independent Auditor, as required by regulations and by applicable listing standards;



- Pre-approve the engagement of the Independent Auditor (or other registered public accounting firms) for all audit and such non-audit services and approve the fees for such services provided by the Independent Auditor (or other registered public accounting firms) permitted by the Exchange Rules, SEC Rules and applicable law or regulation; provided that the Committee may pre-approve services by establishing detailed pre-approval policies and procedures as permitted by the Exchange Rules, SEC Rules and applicable law, for the engagement of the Independent Auditor (or other registered public accounting firms) to render services to the Company including, without limitation, policies that would allow the delegation of pre-approval authority to one or more members of the Committee;
- Meet with the Independent Auditor at least annually to discuss the overall scope, planning and staffing of the audit; and
- Review with the Independent Auditor the reports delivered to the Committee by the Independent Auditor regarding significant issues that arise regarding accounting principles and financial statement presentation, including the critical accounting policies, estimates and practices used by the Company, all alternative treatments of financial information within generally accepted accounting principles (“**GAAP**”) that the Independent Auditor has discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the Independent Auditor, any material written communications between the Independent Auditor and management; and any matters required to be communicated to the Committee under GAAP and other legal or regulatory requirements.

The Independent Auditor shall report directly to the Committee.

Review Financial Statements and Financial Disclosure

The Committee shall:

- Prior to distribution to the public, meet with management and the Independent Auditor to review and discuss the Company’s annual audited financial statements and quarterly financial statements, earnings press releases and earnings guidance provided to analysts and rating agencies, and other public announcements regarding the Company’s operating results;
- Review and discuss the following with management, the internal auditors (if any), and the Independent Auditor, as applicable:
 - The Company’s annual audited and quarterly unaudited financial statements and annual and quarterly reports on Form 10-K and 10-Q, including the disclosures in “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and recommend to the Board whether the annual financial statements should be included in the Company’s Annual Report on Form 10-K;
 - The results of the Independent Auditor’s audit or review of the financial statements;
 - All critical audit matters (CAMs) proposed by the Independent Auditor to be included in the Independent Auditor’s annual audit report;
 - Any items required to be communicated by the Independent Auditor in accordance with the applicable requirements of the PCAOB; and



- o Any significant issues, events and transactions as well as any significant changes regarding accounting principles, practices, policies, judgments or estimates.
- Regularly review with the Independent Auditor any audit problems or difficulties and management's response, including adjustments noted or proposed by the Independent Auditor but not taken (as immaterial or otherwise) by management, communications between the audit team and the national office concerning auditing or accounting issues, and any management or internal control letters issued or proposed to be issued by the auditor; and
- Review and discuss with the Independent Auditor the responsibilities, budget and staffing of the Company's internal audit function (if any).

Internal Controls Review, Enterprise Risk Management, Legal Compliance and Ethics

The Committee shall:

- Review, and discuss with management, the Company's internal auditors (if any) and the Independent Auditor, and provide oversight over, the design, implementation, adequacy and effectiveness of the Company's accounting and financial processes and systems of internal controls (including the Company's information and technology security policies and the internal controls regarding information and technology security and privacy related areas) and material changes in such controls, including any control deficiencies, significant deficiencies and material weaknesses in their design or operation;
- Review any reports by management regarding the effectiveness of, or any deficiencies in, the design or operation of internal controls and review any allegations of fraud disclosed to the Committee, whether or not material, that involve management or other employees who have a significant role in the Company's accounting and financial reporting process and systems of internal controls;
- Review and discuss any comments or recommendations of the Independent Auditor outlined in their annual letter or internal control reports;
- Periodically consult with the Independent Auditor out of the presence of management about internal controls, the fullness and accuracy of the financial statements and any other matters that the Committee or the Independent Auditor believes should be discussed privately with the Committee;
- Periodically review with management and the Board any significant legal and regulatory matters and any material reports or inquiries received from regulators or government agencies that may have a significant impact on the Company's financial statements, compliance policies and compliance programs;
- Discuss policies with respect to risk assessment and risk management, including the Company's key financial, enterprise, legal and regulatory risk exposures and the steps management has taken to monitor and control such exposures;



- Oversee procedures established for the receipt, retention and treatment of complaints on accounting, internal accounting controls or audit matters, as well as for confidential and anonymous submissions by the Company's employees concerning questionable accounting or auditing matters. Oversee the review of any such complaints and submissions that have been received, including the current status and the resolution if one has been reached;
- Review, approve and oversee the Company's investment policy and approve the appointment, compensation, performance and termination of any external investment managers, and
- Investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee.

Corporate Governance

- Annually prepare a report to the Company's stockholders for inclusion in the Company's annual proxy statement as required by the SEC Rules;
- Review and establish any appropriate changes to the insurance coverages for the Company's directors and officers; and
- Discharge the responsibilities as set forth in such policies, codes and guidelines approved by the Board.

Internal Audit

The Committee shall oversee the design, implementation and performance of the Company's internal audit function, including:

- Reviewing and participating in the selection of individuals to, and any changes in, the Company's senior internal audit position;
- Overseeing the internal audit function, including its objectives, responsibilities, independence, performance, annual plan and budget, and staffing; and
- Periodically meeting separately with management and with internal auditors (or other personnel responsible for the internal audit function).

Reports to Board

The Committee shall:

- Report regularly to the Board any issues that arise with respect to the quality and integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Independent Auditor and the performance of the internal audit function.
- Provide minutes of Committee meetings to the Board and report to the Board on any significant matters arising from the Committee's work.



Evaluation

The Committee shall review and reassess this Charter annually and, if appropriate, propose changes to the Board.

The Committee shall perform an evaluation on an annual basis of the Committee's composition and performance and make applicable recommendations for improvement.

Adopted: October 11, 2021

It is not the responsibility of the Committee to plan or conduct audits or to determine whether the Company's financial statements are complete and accurate or in accordance with generally accepted accounting principles.