

# **EXTREME NETWORKS, INC.**

## **CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**

**(As amended and restated on November 16, 2022)**

### **I. STATEMENT OF POLICY**

This Charter specifies the scope of the responsibilities of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Extreme Networks, Inc. (the “Company”) and the manner in which those responsibilities shall be performed, including the structure, processes and membership requirements.

The primary functions of the Committee are to assist the Board in fulfilling its oversight responsibilities with respect to the Company. These functions include: (i) reviewing and reporting to the Board on financial reports and financial information to be disclosed by the Company and the Company’s compliance with legal and regulatory requirements; (ii) reviewing the qualifications, independence and performance, and approving the terms of engagement, of the Company’s independent auditors; (iii) reviewing the performance of the Company’s internal audit function; and (iv) overseeing and reviewing the Company’s policies and programs that govern risk assessment and risk management. Consistent with this role, the Committee should encourage continuous improvement of, and should foster adherence to, the Company’s financial policies, procedures and practices at all levels within the Company. In performing these functions, the Committee shall:

- Retain the independent auditors of the Company, evaluate their independence, qualifications and performance, and approve the terms of engagement of the independent auditors for audit services and non-audit services.
- Regularly communicate with the independent auditors, financial and senior management of the Company and regularly report to the Board.
- Establish and observe complaint procedures regarding accounting or internal auditing controls.

The Committee may form and delegate authority to subcommittees when appropriate, or to one or more members of the Committee as set forth below. The Committee shall meet with the independent auditors and management on a quarterly basis to review the Company’s financial statements, financial reports, and other public disclosure of the Company’s financial condition and results of operations.

The Company shall provide appropriate funding as determined by the Committee to permit the Committee to perform its duties under this Charter and to compensate its advisors. The Committee, at its discretion, has the authority to initiate special investigations, and if appropriate, hire special legal, accounting or other outside advisors or experts to assist the Committee, to fulfill its duties under this Charter. The Committee shall also have access to internal advisors and all other resources within the Company to assist it in carrying out its duties and responsibilities. The Committee may also perform any other activities consistent with this Charter, the Company’s Bylaws, and governing law as the Committee or the Board deems necessary or appropriate.

## **II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS**

The Committee shall be comprised of three or more directors, each of which meets the independence, financial literacy, and experience requirements contained in the Nasdaq listing standards and any other applicable independence requirements established by law or the rules of the Securities and Exchange Commission.

Each member of the Committee must be able to read and understand fundamental financial statements, including a balance sheet, income statement, and cash flow statement. In addition, at least one member shall have past employment experience in finance or public accounting, professional certification in accounting, or other comparable experience or background resulting in the individual being “financially sophisticated” (as defined by the Nasdaq listing standards), which may include being or having been a chief executive, chief financial, or other senior officer with financial oversight responsibilities. No Committee member shall simultaneously serve on the audit committee of more than three public companies.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating, Governance and Social Responsibility Committee and shall serve until their successors shall be duly elected and qualified or their earlier resignation or removal. The Nominating, Governance and Social Responsibility Committee shall make recommendations to the Board in connection with the removal of Committee members. The members of the Committee may be removed, with or without cause, by the Board. Unless a chair is elected by the full Board, the members of the Committee may designate a chair by majority vote of the full Committee membership.

## **III. MEETINGS**

The Committee shall meet as often as it determines, but not less frequently than quarterly.

If a quorum is present and subject to the other provisions of this Charter, any action approved by at least a majority of the members present shall represent the valid action of the Committee. Any actions taken by the Committee during any period in which one or more members fail for any reason to meet the membership requirements set forth above shall be nonetheless duly authorized actions of the Committee for all corporate purposes.

The chair (or in his or her absence, a member designated by the chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s Bylaws that are applicable to the Committee.

The Committee may take action by written or electronic consent, provided that any such action, to be effective, must be unanimously approved by the members of the Committee. Actions taken by written or electronic consent shall be deemed effective on the date which the last of the members executes (or provides electronic consent to) such written consent or on such later date as specified by the Committee in such consent.

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee will also record its recommendations to the Board to be incorporated as part of the minutes of the board meeting at which those recommendations are presented.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may also exclude from its meetings any persons it deems appropriate to carry out its responsibilities.

#### **IV. DELEGATION**

The Committee may delegate duties or responsibilities to: (a) subcommittees (including a committee of one) comprised of Committee members, (b) an executive officer (including the Chief Financial Officer), or (c) subcommittees comprised of employees of the Company, from time to time, as appropriate and in compliance with this charter and applicable laws, regulations, and listing standards.

#### **V. COMMITTEE AUTHORITY AND RESPONSIBILITIES**

##### **A. Oversight of the Company's Independent and Internal Auditors**

The Committee shall be directly and solely responsible for the engagement and oversight of any independent auditor employed by the Company for the purpose of preparing or issuing an audit report or related work. Each independent auditor shall report directly to the Committee. The Committee shall:

- i. Obtain periodically from the independent auditor (i) a formal written statement of the matters required to be discussed by Public Company Accounting Oversight Board (PCAOB) Auditing Standard 16, and (ii) any formal written statements received from the independent auditor consistent with and in satisfaction of PCAOB Rule No. 3526, in particular, descriptions of (a) all relationships between the auditor and the Company, (b) any disclosed relationships or services that may impact auditor objectivity and independence, and (c) whether any of the Company's senior finance personnel were recently employed by the independent auditor.
- ii. Adopt a policy to (a) assure the rotation, as required by law, of the lead audit partner every five years, and (b) assess firm independence, and report to the Board on its conclusions.
- iii. Approve in advance the engagement of the independent auditor for all audit services and non-audit services, based on independence, qualifications and, if applicable, performance, and approve the range of fees and other terms of any such engagement. The Committee may establish pre-approval policies and procedures for any engagement to render such services, if such policies and procedures: (a) are detailed as to particular services; (b) do not involve delegation to management of the Committee's responsibility hereunder; and (c) provide that, at its next scheduled meeting, the Committee is informed as to each such service for which the independent auditor is engaged pursuant to such policies and procedures. In addition, the Committee may delegate to one or more members of the Committee the authority to grant pre-approvals for such services, if: (x) the decisions of such member to grant any such pre-approval shall be presented to the Committee at its next scheduled meeting; and (y) the Committee has established policies and

procedures for such pre-approval of services consistent with the requirements of clauses (a) and (b) above.

- iv. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.
- v. Approve as necessary the termination of the engagement of the independent auditors and select replacement independent auditors.
- vi. Discuss the scope and approve the annual internal audit plan as well as any changes to the annual internal audit plan. Discuss the adequacy of staffing and compensation of internal audit.
- vii. Establish policies for the hiring of employees or former employees of the independent auditor, taking into account the impact of such policies on auditor independence, regulations of the Securities and Exchange Commission and stock exchange listing standards.
- viii. Review any auditing or accounting issues presented by the independent auditor and any “management” or “internal control” letter or schedule of unadjusted differences issued, or proposed to be issued, by the audit firm to the Company.
- ix. Review with the independent auditors on a quarterly basis the critical accounting policies and practices used by the Company, all alternative treatments of financial information within generally accepted accounting principles that the independent auditors have discussed with management, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors and any audit adjustments or proposed audit adjustments.
- x. Discuss with the independent auditors the overall scope and plans for their respective audits, including the adequacy of staffing and compensation. Discuss with management, the internal auditors, and the independent auditors the adequacy and effectiveness of the accounting and financial controls, including the Company’s policies and procedures to assess, monitor, and manage business and financial risk and legal and ethical compliance programs.
- xi. Meet separately on a periodic basis with management, the internal auditors, and the independent auditors to discuss issues and concerns warranting the attention of the Committee. Provide sufficient opportunity for the internal auditors and independent auditors to meet privately with the members of the Committee. Review with the independent auditor any audit problems or difficulties and the response of management.
- xii. Annually recommend to the Board that the appointment of the independent auditors be ratified by the stockholders.

## **B Review of Charter, Financial Reporting, Policies and Processes**

To fulfill its responsibilities and duties the Committee shall, to the extent that it deems necessary or appropriate, and in addition to the items described above:

- i. Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
- ii. Review and discuss with management and the independent auditors the Company's annual audited financial statements, any certification, report, opinion, or review rendered by the independent auditors, and recommend to the Board whether the audited financial statements should be included in the Company's annual report on Form 10-K. Review and discuss with management and the independent auditors the Company's quarterly reports on Form 10-Q prior to filing with the Securities and Exchange Commission.
- iii. Review and discuss earnings press releases and other information provided to analysts and rating agencies, including "pro forma" or adjusted financial information.
- iv. Review annually with management its assessment of the Company's internal controls and procedures for financial reporting, and review annually with the independent auditors the attestation to and report on the assessment made by management of the effectiveness of the Company's internal control structure and procedures for financial reporting, each as required under the rules of the Securities and Exchange Commission, and consider whether any changes to the internal controls processes and procedures are appropriate based on management's assessment or the independent auditor's report.
- v. Review with management and approve changes to the Company's global signature authority matrix.
- vi. Review and discuss with management and the independent auditors any off-balance sheet transactions or structures and their effect on the Company's financial results and operations.
- vii. Review with the independent auditor and management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented.
- viii. Report to the Board regarding any audit opinions that contain going concern qualifications.
- ix. Provide oversight and review of the Company's asset management policies, including a periodic review and approval of the Company's investment policies and performance.
- x. Annually review its own performance.

## **C Risk Management, Related Party Transactions and Legal Compliance**

- i. Review with the principal executive and financial officers of the Company any report on significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize, and report financial data, any material weaknesses in internal controls, and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.
- ii. Approve or ratify related-party transactions of the executive officers (as defined under Rule 3b-7 of the Securities Exchange Act of 1934, as amended) and members of the Board in accordance with the Company's Related Person Transaction Policy after reviewing each such transaction for potential conflicts of interests and other improprieties.
- iii. Maintain and periodically review and approve any necessary updates to the Company's Related Person Transaction Policy.
- iv. 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 employees of the Company of concerns regarding questionable accounting or auditing matters. Adopt, as necessary, appropriate remedial measures or actions with respect to such complaints or concerns.
- v. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies that raise material issues regarding the Company's financial statements or accounting policies.
- vi. Review management's monitoring of compliance with the Foreign Corrupt Practices Act and other applicable anti-corruption laws.
- vii. Review, with the Company's legal counsel and accounting advisors, and report to the Board on legal compliance matters, including corporate securities trading policies and disclosure of insider and related-party transactions. Meet and discuss with the Company's legal counsel any report provided by such counsel concerning evidence of a material violation of securities laws or breach of fiduciary duty or similar violation by the Company or any agent, and adopt, as necessary, appropriate remedial measures.
- viii. Prepare the Committee's report required by the rules of the Securities Exchange Commission to be included in the Company's annual proxy statement.
- ix. Receive reports on and discuss any significant issues reviewed by in-house and outside counsel concerning litigation, contingencies, claims, or assessments.

- x. Assist the Board in fulfilling its responsibilities to oversee management's conduct as it relates to the Company's capital structure, financing transactions, share repurchases, and dividend programs.
- xi. Provide oversight and engage management with respect to risk assessment and risk management, including cybersecurity, privacy, enterprise, financial and other risks.
- xii. Review and approve the Company's D&O insurance and other risk management policies and programs.