

KVH Industries, Inc.

Charter of the Audit Committee

Approved by the Board of Directors

November 3, 2021

I. Formation, Purpose, Authority and Limit on Responsibility

A. Formation

The Board of Directors (the “**Board**”) of KVH Industries, Inc., a Delaware corporation (the “**Company**”), has created an Audit Committee of the Board (the “**Committee**”). This charter, as amended by the Board on November 3, 2021, states the authority and responsibilities of the Committee. This charter supersedes all prior charters of the Committee.

B. Purpose

1. The primary purposes of the Committee are to oversee:

a) the accounting and financial reporting processes of the Company, including its internal control over financial reporting, and the audits of the Company’s financial statements and internal control over financial reporting by the Company’s Auditor. For purposes of this charter, the “**Auditor**” shall mean any independent registered public accounting firm engaged by the Company for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services;

b) the review of the Company’s financial information, including financial statements, management’s discussion and analysis of financial condition and results of operations disclosure in the Company’s periodic reports, and earnings releases;

c) the performance of the Company’s internal and independent auditors;

d) the Company’s compliance with legal and regulatory requirements; and

e) risk assessment and management policies.

2. The Committee shall also perform such other duties as the Board shall delegate to it or as otherwise required by law or the Company’s charter or by-laws.

C. Authority

1. By adoption of this charter, the Board has delegated to the Committee all corporate authority necessary or advisable to fulfill its obligations under this charter.

2. The Committee shall have the authority to retain, at the Company’s expense and without further approval from the Board, independent counsel (who may be counsel to the Company), accountants and other advisors, as it determines to be necessary or appropriate to carry out its duties.

3. The Committee shall have the authority to require any officer, employee or agent of the Company or representatives of the Company’s outside counsel or independent auditor to attend any meeting or otherwise to meet with members of the Committee or its agents. The Committee shall periodically meet separately with other persons responsible for the Company’s internal control, accounting and financial reporting functions.

4. The Committee shall have the authority to conduct or authorize investigations, at the Company’s expense, into any matter within the Committee’s scope of responsibility.

D. Limitation on Responsibility

The Committee serves in an oversight role, as set forth in this charter, and provides advice, counsel and general direction, as it deems appropriate, to management and the Auditor on the basis of the information it receives, discussions with the Auditor, and the experience of

the Committee's members in business, financial and accounting matters. As such, in adopting this charter, the Board acknowledges that it is not the responsibility of the Committee to:

1. prepare the Company's financial statements, plan or conduct audits of those financial statements, or determine whether those financial statements are complete and accurate and conform to GAAP and applicable rules and regulations, which are the responsibility of management and the Auditor;
2. serve as accountants or auditors, nor to duplicate or certify the activities of management or the Auditor, nor to certify the independence of the Company's auditor; or
3. ensure compliance with laws, regulations or internal policies of the Company.

II. Organization and Operation

A. Membership; Appointment; Qualifications

1. The Committee shall consist of at least three members of the Board.
2. The members of the Committee shall be appointed by, and serve at the discretion of, the Board.

3. Qualifications

a) In selecting the members of the Committee (all of whom shall be directors), the Board shall endeavor to ensure that each member of the Committee satisfies the applicable independence, financial literacy and other requirements of the Nasdaq Stock Market, Inc., the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and any related rules and regulations. The failure of any Committee member so to qualify shall not affect the validity of any action taken by the Committee.

b) The Board shall also endeavor to appoint:

(1) at least one member of the Committee who shall, in their opinion, qualify as an "audit committee financial expert"¹ within the meaning of Item 407(d)(5)(ii) of Regulation S-K, as amended from time to time; and

(2) if the Committee shall not include an audit committee financial expert, at least one member of the Committee who has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

B. Chairperson

The Board may appoint a chairperson of the Committee (the "**Chair**"), who shall serve at the discretion of the Board. If the Board shall not have appointed a Chair, the Committee may appoint one of its members to serve as Chair, who shall serve at the discretion of the Committee. The Chair shall preside at all meetings of the Committee and shall have such other powers and responsibilities as the Board or the Committee shall designate.

C. Meetings; Frequency

The Committee shall meet as often as it determines, but not less frequently than quarterly. The Chair and/or the Board may call additional meetings of the Committee.

D. Minutes

The Committee shall maintain written minutes of its meetings. The minutes shall be filed with the minutes of the meetings of the Board.

E. Procedural Rules

The procedures with respect to calling, noticing and holding meetings of the Committee and conducting business of the Committee shall be the same as those provided in the by-laws of the Company with respect to calling, noticing and holding meetings of and taking action by the Board, unless and until any other procedures are adopted by the Committee. The Committee is authorized to adopt its own rules of procedure, including the formalities of calling, noticing and holding meetings and for the taking of action by vote at any such meeting or by unanimous written consent of the members of the Committee.

F. Subcommittees

To the extent permitted by law, the Committee shall have the authority to delegate its authority to any subcommittee of the Committee, which may consist of one or more members of the Committee. If the authority to pre-approve audit or permitted non-audit services shall be delegated to any subcommittee, such subcommittee shall present any such pre-approval to the Committee at its next scheduled meeting.

G. Compensation

The Board shall determine whether the members of the Committee shall receive special compensation for their service on the Committee. Such compensation may take the form of cash, stock, stock options or other in-kind consideration ordinarily available to directors.

H. Independence

To maintain the independence of the Committee, no member of the Committee shall, except to the extent permitted by the rules of the Securities and Exchange Commission (the "SEC") and the Nasdaq Stock Market, Inc.:

1. directly or indirectly accept any consulting, advisory or other compensatory fee from the Company (including any fee paid to the director's firm for consulting or advisory services, even if the director is not the actual service provider), other than in his or her capacity as a member of the Committee, the Board or any other Board committee of the Company or any affiliate of the Company; or
2. be an affiliated person of the Company.

I. Funding

The Company shall provide appropriate funding, as determined by the Committee, for payment of:

1. compensation to the Auditor;
2. compensation to any advisor employed by the Committee; and
3. ordinary administrative expenses that the Committee determines to be necessary or appropriate in carrying out its duties.

J. Annual Self-Assessment

The Committee shall conduct an annual self-assessment in order to improve its performance. The assessment shall include an evaluation of the proper scope of the Committee's authority and responsibilities and the resources available to the Committee to carry out its responsibilities.

K. Annual Review of Charter

The Committee shall at least annually review and assess the adequacy of this charter and, to the extent the Committee shall deem appropriate, recommend to the Board any changes that would enable the Committee to fulfill its responsibilities more effectively.

III. Obligations with Respect to Independent Auditor

A. Authority over Independent Auditor

1. The Committee shall have the sole authority and direct responsibility for the appointment, compensation, retention and termination of the Auditor. The Committee may, in its discretion, seek stockholder ratification of the Auditor it selects.

2. The Auditor shall report directly to the Committee. The Committee shall be directly responsible for the oversight of the work of the Auditor, including approval of all audit engagement fees and terms (including any proposed indemnification or limitations on the liability of the Auditor) and the resolution of disagreements between management and the Auditor regarding financial reporting.

3. No Auditor shall be paid a contingent fee or commission within the meaning of Rule 2-01(f)(10) of Regulation S-X, as amended from time to time.

B. Pre-approval of All Services

The Committee shall pre-approve all audit, review and attestation engagements (including the provision of comfort letters in connection with any securities offering, statutory audits, attest services, consents and assistance with and review of documents filed with the SEC) and all permitted non-audit services provided by the Auditor; *provided, however*, that the Committee need not pre-approve any audit service or permitted non-audit service if either:

1. the following three conditions are all met:
 - a) the engagement to render the service is entered into pursuant to pre-approval policies and procedures established by the Committee that are detailed as to the particular service;
 - b) the Committee is informed of such service in accordance with such policies and procedures; and
 - c) such policies and procedures do not involve delegation of the Committee's responsibilities under the Exchange Act to management; or
2. the non-audit service meets the *de minimis* exception under Section 10A(i)(1)(B) of the Exchange Act and Rule 2-01(c)(7)(i)(C) of Regulation S-X, each as amended from time to time. Unless otherwise permitted by SEC rules, the following non-audit services are not permitted: bookkeeping or other services related to accounting records or financial statements; financial information systems design and implementation; appraisal or valuation services, fairness opinions or contribution-in-kind reports; actuarial services; internal audit outsourcing services; management functions or human resources; broker-dealer, investment adviser, or investment banking services; legal services; and expert services unrelated to the audit, each of the foregoing services as described in Rule 2-01(c)(4) of Regulation S-X, as amended from time to time.

C. Evaluation of Auditor

1. The Committee shall annually review the qualifications and performance of the Auditor, including senior members of the Auditor's team.
2. The Committee shall at least annually obtain and review a written report from the Auditor describing:
 - a) the Auditor's internal quality-control procedures;
 - b) any material issues raised by the most recent internal quality-control review, peer review or Public Company Accounting Oversight Board inspection of the Auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding any independent audit carried out by the Auditor;
 - c) any steps taken to address any of those issues; and

d) all relationships between the Auditor and the Company.

D. Evaluation of Auditor Independence

The Committee shall at least annually evaluate the independence of the Auditor. In conducting such evaluation, the Committee shall consider:

1. any statement of independence provided by the Auditor;
2. whether the Auditor provided any services beyond the audit and review of the Company's financial statements and, if so, whether those services were compatible with maintaining its independence;
3. the amount of fees paid to the Auditor for audit and non-audit services, including whether fees for non-audit services are excessive;
4. the duration of the Auditor's service to the Company; and
5. whether any audit partner who is a member of the audit engagement team earns or receives any compensation based on the partner's procurement of engagements with the Company to provide any products or services other than audit, review or attestation services.

E. Rotation of Audit Partners

The Committee shall take appropriate steps to ensure that the Auditor shall rotate the audit partners (including, without limitation, the lead and concurring partners) on its audit engagement team in accordance with Section 10A(j)² of the Exchange Act and Rule 2-01(c)(6) of Regulation S-X,³ each as amended from time to time.

F. Conflicts of Interest (related to current or former auditor employees)

1. Hiring Auditor Employees

The Committee shall review, and shall have authority to approve or disapprove, the hiring by the Company of any current or former employee of the Auditor who participated in any capacity in any audit of the Company's financial statements.

2. Company Officer Formerly Employed by Auditor

The Committee shall discuss with the Auditor its compliance with the conflicts of interest requirements of Section 10A(l)⁴ of the Exchange Act (prohibiting the Auditor, in certain circumstances, from providing any audit service to the Company if certain officers of the Company were previously employed by the Auditor).

IV. Obligations with Respect to Financial Reporting

A. Annual Report to Stockholders; Other Disclosures.

1. The Committee shall prepare an annual report to stockholders for inclusion in the Company's proxy statement relating to the annual meeting of stockholders.
2. The Committee shall review all other disclosures regarding the Committee and the performance of its duties to be included in such proxy statement or in any other document or report to be filed with the SEC, including any description of the policies and procedures adopted by the Committee for the pre-approval of audit and non-audit services pursuant to Section III.B. and the allocation of fees for non-audit services according to the method of approval under Section III.B.

B. Review of Financial Disclosures

The Committee shall have the responsibility to review and discuss with management and the Auditor the Company's financial statements and other financial disclosures prior to public distribution. In particular, the Committee shall, to the extent it deems necessary or appropriate:

1. review and discuss with management and the Auditor:

a) the annual and quarterly financial statements, including the results of any audit or review of those financial statements and the disclosure in management's discussion and analysis of the Company's financial condition and results of operations;

b) earnings press releases and the Company's policies and practices with respect to the disclosure of forward-looking financial information, including revenue and earnings guidance;

c) the Company's use of non-GAAP financial measures;

d) the performance and qualifications of the Company's financial personnel;

e) the responsibilities, budget and staffing of the Company's accounting and financial reporting function, including the internal audit function;

f) the development, selection and disclosure of any critical accounting estimates;

g) the selection, application and disclosure of any critical accounting policies;

h) the use and disclosure of any off-balance sheet arrangements;

i) accounting considerations arising from changes in generally accepted accounting principles ("GAAP"), the Company's operations or regulatory initiatives;

j) the Auditor's judgment about the quality, not just the acceptability, of accounting principles and the clarity of the financial disclosure practices used or proposed to be used, and the degree of aggressiveness or conservatism of the Company's accounting principles and underlying estimates, and other significant decisions made in preparing the financial statements;

k) the scope, design, adequacy and effectiveness of the Company's internal control over financial reporting, including all significant deficiencies and material weaknesses; any material changes to the Company's internal control over financial reporting; any steps taken to address any significant deficiencies or material weaknesses; any special audit procedures undertaken in light of any significant deficiencies or material weaknesses; and the adequacy of disclosures regarding material weaknesses in internal control over financial reporting and changes therein;

l) the Auditor's recommendations for improvement of the Company's internal control over financial reporting, particularly controls designed to expose related-party transactions and payments, transactions or procedures that might be deemed illegal or improper; and

m) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting;

2. review any disclosure in the Company's periodic reports regarding the Committee's approval of any non-audit service pursuant to Section 10A(i)(2)⁵ of the Exchange Act;

3. review and approve the engagement of accounting firms other than the Auditor;

4. review reports or correspondence received from government agencies or third parties concerning legal, regulatory or other matters that might have a material effect on the financial statements or compliance policies of the Company; and

5. review and discuss with the Company's legal counsel any legal matters that could have a significant impact on the financial statements or compliance policies of the Company.

C. Audit of Annual Financial Statements

In addition to the foregoing, the Committee shall, in connection with the audit of the Company's annual financial statements:

1. review and discuss with management and the Auditor the scope, planning and staffing of the audit engagement;

2. discuss with the Auditor its significant findings and recommendations resulting from the audit, including:

a) any critical audit matters, critical accounting policies and critical accounting estimates, including the reasons why policies and estimates are critical, how current and anticipated future events may impact those determinations, and an assessment of management's disclosures;

b) any illegal acts that may be required to be reported under Section 10A(b) of the Exchange Act;

c) any audit problems or difficulties, and management's response, which discussion should cover:

(1) any restrictions on the scope of the Auditor's activities or access to information;

(2) any disagreements with management;

(3) all alternative treatments of financial information within GAAP that have been discussed with management (as to both general accounting policies and the accounting for specific transactions), the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Auditor, as well as the reasons for selecting the chosen accounting treatment and whether the chosen accounting treatment complies with existing corporate accounting policies and, if not, why not;

(4) any communications with the Auditor's national office regarding auditing or accounting issues presented by the engagement; and

(5) any management or internal control letter issued or proposed to be issued by the Auditor to the Company; and

d) other material written communications between management and the Company's independent auditor, such as any engagement letter, independence letter or management representation letter;

3. review and discuss with the Auditor the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board and the SEC;

4. assess the independence of the Auditor by:

a) discussing the Auditor's independence with the Auditor;

b) ensuring that it receives the written disclosures and the letter from the Auditor required by the applicable requirements of the Public Company Accounting Oversight Board regarding the Auditor's communications with the Committee concerning independence;

c) actively engaging in a dialogue with the Auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the Auditor, and

d) taking, or recommending that the Board take, appropriate action to oversee the independence of the Auditor; and

5. recommend to the Board (based on its reviews and discussions) that the Company's audited financial statements be included in the Company's annual report on Form 10-K for filing with the SEC.

V. Other Responsibilities and Obligations

A. Reports to the Board

The Committee shall make regular reports to the Board regarding its activities in such manner as the Chair or, in the absence of a Chair, another member of the Committee, shall deem

appropriate. In particular, the Committee shall report to the Board the results of its evaluation of the qualifications, performance and independence of the Auditor.

B. Risk Management; Compliance with Law

1. The Committee shall review the Company's policies with respect to risk assessment and risk management, including a review of contingent liabilities and risks that may be material to the Company, such as legislative, regulatory and policy initiatives that could materially impact the business and operations of the Company.

2. The Committee shall review the Company's compliance with laws, regulations and internal policies of the Company, including the Company's code of ethics, and the Company's systems, programs and procedures designed to promote such compliance, including conflict of interest policies. The Committee shall review the Company's procedures for detecting and preventing fraud, bribery and other non-compliance with law or the Company's code of ethics. The Committee shall establish procedures for management to make periodic reports to the Committee regarding any material non-compliance with laws, regulations or internal policies, including the Company's code of ethics.

C. Mergers and Acquisitions

The Committee shall review any mergers, acquisitions and similar transactions to be presented for the Board's consideration, including the accounting and financial reporting implications of such transactions, and shall make any recommendations to the Board that the Committee may deem appropriate regarding such transactions.

D. Cybersecurity

The Committee shall review the Company's cybersecurity practices, including the Company's systems and procedures regarding data security, data privacy, threat assessment and incident response.

E. Approval of Related-Party Transactions

The Committee shall review, and shall have authority to approve or disapprove:

1. any transaction described in Item 404(a) of Regulation S-K⁶, as amended from time to time, including without limitation transactions between the Company and any:

- a) director or executive officer of the Company;
- b) nominee for election as a director;
- c) person known to the Company to own of record or beneficially more than five percent of any class of the Company's voting securities, or
- d) member of the immediate family of any such person; and

2. any other transactions involving any such person that may involve actual or apparent conflicts of interest, as that term is defined in the Company's code of ethics.

F. Qualified Legal Compliance Committee

The Committee shall serve as the Qualified Legal Compliance Committee pursuant to which an attorney for the Company may report purported evidence of a material violation of securities law, breach of fiduciary duty or similar violation by the Company or one of its agents.

G. Procedures for Complaints

The Committee shall establish procedures for:

1. the receipt, retention and treatment of complaints received by the Company regarding:

- a) accounting, internal accounting controls or auditing matters; or

b) fraud, bribery or other non-compliance with law; and

2. the confidential, anonymous submission by employees of the Company and others of concerns regarding questionable accounting or auditing matters, as well as such other matters as the Committee shall deem appropriate, such as fraud, bribery or other non-compliance with law.

¹ Item 407(d)(5) of Regulation S-K provides: “(i) ... an *audit committee financial expert* means a person who has the following attributes:

(A) An understanding of [GAAP] and financial statements;

(B) The ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves;

(C) Experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the registrant’s financial statements, or experience actively supervising one or more persons engaged in such activities;

(D) An understanding of internal control over financial reporting; and

(E) An understanding of audit committee functions.

(iii) A person shall have acquired such attributes through:

(A) Education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or experience in one or more positions that involve the performance of similar functions;

(B) Experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions;

(C) Experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements; or

(D) Other relevant experience.”

² “It shall be unlawful for a registered public accounting firm to provide audit services to an issuer if the lead (or coordinating) audit partner (having primary responsibility for the audit), or the audit partner responsible for reviewing the audit, has performed audit services for that issuer in each of the 5 previous fiscal years of that issuer.”

³ Rule 2-.01(c)(6) provides in part: “(i) Except as provided in paragraph (c)(6)(ii) of this section, an accountant is not independent of an audit client when:

(A) Any audit partner as defined in paragraph (f)(7)(ii) of this section performs:

(1) The services of a lead partner, as defined in paragraph (f)(7)(ii)(A) of this section, or concurring partner, as defined in paragraph (f)(7)(ii)(B) of this section, for more than five consecutive years; or

(2) One or more of the services defined in paragraphs (f)(7)(ii)(C) and (D) of this section for more than seven consecutive years;”

⁴ “It shall be unlawful for a registered public accounting firm to perform for an issuer any audit service required by this chapter, if a chief executive officer, controller, chief financial officer, chief accounting officer, or any person serving in an equivalent position for the issuer, was employed by that registered independent public accounting firm and participated in any capacity in the audit of that issuer during the 1-year period preceding the date of the initiation of the audit.”

⁵ Section 10A(i)(2) requires disclosure of reliance on the “*de minimis* exception” in Section 10A(i)(1)(B), which provides: “The preapproval requirement ... is waived with respect to the provision of non-audit services for an issuer, if (i) The aggregate amount of all such non-audit services provided to the issuer constitutes not more than 5 percent of the total amount of revenues paid by the issuer to its auditor during the fiscal year in which the non-audit services are provided; (ii) Such services were not recognized by the issuer at the time of the engagement to be non-audit services; and (iii) Such services are promptly brought to the attention of the audit committee of the issuer and approved prior to the completion of the audit by the audit committee or by 1 or more members of the audit committee who are members of the board of directors to whom authority to grant such approvals has been delegated by the audit committee.”

⁶ Item 404(a) of Regulation S-K defined a related-party transaction to include “any transaction, since the beginning of the registrant’s last fiscal year, or any currently proposed transaction, in which the registrant was or is to be a participant and the amount involved exceeds \$120,000, and in which any related person had or will have a direct or indirect material interest.”