

ALIGHT, INC.

AUDIT COMMITTEE CHARTER

I. Purpose

The primary purpose of the Audit Committee (the “Audit Committee” or “Committee”) of Alight, Inc. (the “Company”) is to assist the Company’s Board of Directors (the “Board”) in fulfilling its responsibilities to oversee:

- The quality and integrity of the Company’s financial statements, as well as oversight of its accounting and financial reporting processes;
- The effectiveness of the Company’s control environment, including internal controls over financial reporting;
- The Company’s compliance with legal and regulatory requirements, including those applicable to financial statements and accounting and financial reporting processes, as well as compliance with ethical standards adopted by the Company;
- The effectiveness of the Company’s risk management processes;
- The qualifications, independence and performance of the Company’s independent auditor and internal audit function, as well as oversight of its financial statement audits; and
- The Company’s technology security and data privacy programs.

In addition, the Audit Committee shall be responsible for preparing the “Audit Committee Report” required by the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement.

II. Organization

A. Membership

The Audit Committee will include at least three members of the Board, each of whom must be determined by the Board to be an “independent” director as defined in the rules of the New York Stock Exchange (the “NYSE”) and meet the criteria for independence set forth in Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In addition, each member of the Audit Committee must 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 years and each member must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement.

At least one member of the Audit Committee must have 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.

It is also expected that at least one member of the Audit Committee will be an "audit committee financial expert" as defined by the applicable SEC rules, who may be the same person with the financial sophistication described in the preceding paragraph.

Audit Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or by an outside consultant.

B. Appointment and Removal

Members of the Audit Committee shall be appointed by the Board and each member shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation, removal, retirement, disqualification or death. The members of the Audit Committee may be removed, with or without cause, by action of the Board.

C. Chairperson

The Board will be responsible for appointing a chairperson of the Audit Committee (the "Chairperson"). If the Board does not appoint a Chairperson, the members of the Audit Committee shall designate a Chairperson by the majority vote of the full Audit Committee membership. The Chairperson will chair all regular sessions of the Audit Committee and in the absence of the Chairperson, the Audit Committee shall select another member to preside.

D. Delegation to Subcommittee

The Audit Committee may form subcommittees composed of one or more of its independent members for any purpose that the Audit Committee deems appropriate and may delegate to such subcommittees such power and authority as the Audit Committee deems appropriate.

E. Authority:

In discharging its oversight role, the Audit Committee is empowered to study or investigate any matter of interest or concern that the Audit Committee deems appropriate and shall have the authority to meet with and seek any information it requires from the independent auditors or employees, officers, and directors of the Company. The Audit Committee will also have the authority, in its sole discretion, to retain and terminate, at the Company's expense, counsel or any outside advisors it deems necessary to perform its duties and oversight responsibilities. The Audit Committee may also utilize the services of the Company's regular internal and/or external counsel or other advisors to the Company.

The Company shall provide appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company and any advisors that the Audit Committee chooses to engage, as well as funding for the payment of

ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

Notwithstanding the foregoing, the Committee is not responsible for certifying the Company's financial statements or endorsing the independent auditor's report. The fundamental responsibility for the Company's financial statements and disclosures rests with management while the independent auditor is responsible for conducting the annual audit in accordance with the standards of the Public Company Accounting Oversight Board (the "PCAOB").

III. Meetings

The Audit Committee will meet four times a year (or more frequently if circumstances dictate). The Chairperson of the Board or any member of the Audit Committee may call meetings of the Audit Committee. Unless otherwise restricted by the Company's certificate of incorporation or bylaws, all meetings of the Audit Committee may be held telephonically. In addition, unless otherwise restricted by the Company's certificate of incorporation or bylaws, the Audit Committee may act by written consent in lieu of a meeting.

A. Quorum

A majority of the Audit Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Audit Committee.

B. Agenda

The Chairperson will review and approve the agenda for all Committee meetings and associated presentation materials will be provided to Committee members in advance of each meeting.

C. Other Meeting Attendees

In addition to the Audit Committee members, select members of executive management may attend the committee meetings (such as the Chief Executive Officer, Chief Financial Officer, Chief Legal Officer, Chief Information Security Officer and Chief Privacy Officer), as well as the Controller and the head of the Company's internal audit function. All non-management directors who are not members of the Committee may also attend meetings of the Audit Committee but may not vote. Additionally, the Audit Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Audit Committee may also exclude from its meetings any non-directors it deems appropriate in order to carry out its responsibilities.

D. Executive Sessions

The Audit Committee, at its discretion, shall periodically meet separately with each of executive management, the independent auditor, and the head of the Company's internal audit function to discuss any matters that the Audit Committee or each of these groups believe would be appropriate to discuss privately. In addition, the Audit Committee should meet with the independent auditor and management quarterly to review the Company's financial

statements in a manner consistent with that outlined in the “Responsibilities” section of this Charter.

E. Minutes

Minutes or other records shall be taken of all Audit Committee meetings and activities, which will be formally approved by the Committee.

IV. Responsibilities

The following are the principal recurring responsibilities of the Audit Committee. These responsibilities are meant to be a guide with the understanding that the Audit Committee may supplement or modify them as necessary to react to changing conditions and circumstances. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time.

A. Review of Documents and Reports and Accounting and Financial Reporting Process:

1. *Financial Statements & Disclosures.* The Audit Committee will review and discuss with management and the independent auditor the Company’s quarterly and annual consolidated financial statements and related footnotes, including the completeness and clarity of the disclosures in the financial statements and Management’s Discussion and Analysis (MD&A) of Financial Condition and Results of Operations (including any disclosures made by the Chief Executive Officer and Chief Financial Officer as part of their quarterly certification process under Section 302 of the Sarbanes-Oxley Act). This review will occur prior to the Company filing its Quarterly Report on Form 10-Q and its Annual Report on Form 10-K.

2. *Financial Reporting Processes.* In consultation with the independent auditors and the internal auditors the Audit Committee will review the integrity of the Company’s financial reporting processes.

In that regard, the Committee must obtain, review and discuss with management and the independent auditor reports from management and the independent auditor regarding:

- the critical accounting policies and the significant judgments and estimates used by the Company in the preparation of the financial statements; major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company’s selection and application of accounting policies;
- any alternative accounting treatments or non-GAAP measures included in the financial statements and the MD&A, including analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, the ramifications of the use of the alternative disclosures and treatments on the Company’s financial statements and the treatment preferred by the independent auditor;
- major issues as to the adequacy of the Company’s internal controls and any special audit steps adopted in light of material control deficiencies; and

- any other material written communications between the independent auditor and the management, such as any management letter or schedule of unadjusted differences.

As part of this review and discussion, the Committee will consider the results of the quarterly review (and annual financial statement audit) performed by the independent auditor, as well as the results of internal audit activities related to the Company's accounting and financial reporting processes and controls.

3. *Press Releases & Other Financial Information.* The Audit Committee shall review and discuss with management and the independent auditor the Company's earnings press releases (paying particular attention to the use of any "pro forma" or "adjusted" non-GAAP information and measures), as well as financial information and earnings guidance provided to analysts and rating agencies. The Audit Committee's discussion in this regard may be general in nature (e.g., discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance. Furthermore, in addition to reviewing Forms 10-Q and 10-K, the Audit Committee will review other SEC filings/communications, as needed.

4. *Auditor's Report.* The Audit Committee will review and discuss with the independent auditor a draft of the auditor's report.

5. *PCAOB.* The Audit Committee will discuss with the independent auditor the matters required to be discussed by the applicable auditing standards adopted by the PCAOB and approved by the SEC from time to time, including any critical audit matters.

6. *Regulatory and Accounting Initiatives.* The Audit Committee will review periodically the effect of regulatory and accounting initiatives, as well as off-balance sheet structures (if any), on the financial statements of the Company.

7. *Independent Auditor Audit Work.* The Audit Committee will review with the independent auditor (i) any problems or difficulties encountered by such firm in the course of the review or audit work, including any restrictions on the scope of its activities or on access to requested information, and any significant disagreements with management and (ii) management's responses to such matters. Without excluding other possibilities, the Committee may wish to review with the independent auditor (i) any accounting adjustments that were noted or proposed by such firm but were "passed" (as immaterial or otherwise), (ii) any communications between the audit team and such firm's national office respecting auditing or accounting issues presented by the engagement and (iii) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Company.

8. *Review of Internal Controls.* The Audit Committee shall review and discuss the Company's process for assessing the effectiveness of internal controls over financial reporting under Section 404 of the Sarbanes-Oxley Act, which includes reviewing any significant deficiencies or material weaknesses identified and associated remediation plans. Furthermore, the Audit Committee will review and discuss with management and the independent auditor any major issues arising as to the adequacy and effectiveness of the Company's internal controls, any actions taken in light of material

control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.

B. Oversight of Regulatory and Ethics Compliance Matters; Code of Conduct

1. Code of Conduct. The Audit Committee will have general oversight responsibility for the Company's regulatory and ethics compliance policies and programs, including the Company's Code of Conduct (the "Code"). In this regard, the Committee will oversee, review and periodically update the Code, review any significant violations of the Code, review requests of waivers of the Code by executive officers and directors, as well as the Company's system to monitor compliance with and enforce the Code.

2. Whistleblower Policy. In addition, the Committee will establish procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

3. Securities Trading Policy. The Committee will periodically review, oversee, monitor compliance with and amend (or recommend amendments to the Board), as needed, the Company's Securities Trading Policy, and report to the Board as needed.

4. Legal and Regulatory Matters. The Committee will also review any significant findings noted by external regulatory agencies, as well as periodically review and discuss with the Company's General Counsel any legal matters that have been brought to the Committee's attention and that may have a significant impact on the Company's financial statements.

C. Risk Management Process

The Audit Committee will periodically discuss the Company's operational and financial risk exposures (including the risk of fraud) and the steps management has taken to monitor and control such exposures, including the Company's guidelines and policies with respect to risk assessment and risk management. Additionally, the Audit Committee will review the Company's network security program and controls with the Company's Chief Technology Officer and evaluate the adequacy of the Company's data privacy compliance program with the General Counsel, including the potential impact of data privacy risk exposures on the Company's business, financial results, operations and reputation, the steps management has taken to monitor and mitigate such exposures, the Company's information governance policies and programs and major legislative and regulatory developments that could materially impact the Company's data privacy risk exposure.

D. Independent Auditor

1. Engagement and Oversight of the Independent Auditor. The independent auditor will be accountable to the Audit Committee and Board as representatives of the Company's shareholders. As such, the Audit Committee will be solely and directly responsible for the appointment, retention, termination, and compensation of the independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. Additionally, the Audit Committee will inform each independent

auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company that such firm must report directly to the Audit Committee.

The Committee will also be responsible for overseeing the work of the independent auditor, which will include reviewing and discussing:

- The scope and timing of the annual financial statement audit;
- Any significant risks identified during the independent auditor's risk assessment process; and
- The results of the audit, including any control matters or accounting adjustments.

The Audit Committee will oversee the resolution of any disagreements regarding financial reporting between management and the independent auditor if they arise.

2. *Pre-Approval of Audit and Non-Audit Services.* The Audit Committee will pre-approve all audit and permitted non-audit services to be provided to the Company by the independent auditor. The Committee may delegate to one or more of its members the authority to grant such pre-approvals; provided that any such pre-approvals shall be presented to the full Committee at its next scheduled meeting.

The following shall be prohibited non-audit services: (i) bookkeeping or other services related to the accounting records or financial statements of the Company; (ii) financial information systems design and implementation; (iii) appraisal or valuation services, providing fairness opinions or preparing contribution-in-kind reports; (iv) actuarial services; (v) internal audit outsourcing services; (vi) management functions or human resources; (vii) broker or dealer, investment adviser or investment banking services; (viii) legal services and expert services unrelated to the audit; and (ix) any other service that the PCAOB prohibits through regulation.

3. *Evaluation of Independent Auditor.* At least annually, the Audit Committee will evaluate the independent auditor's qualifications, independence, and overall performance and present the results of this evaluation to the Board. In conducting its review and evaluation, the Audit Committee:

- i. will obtain and review a report by the Company's independent auditor describing:
 - a. the firm's internal quality control procedures, along with a description of any material issues raised by the most recent internal (or external) quality review of the firm, or by inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by such firm, and any steps taken to deal with any such issues; and
 - b. all relationships between the independent auditor and the Company to assess the firm's independence;

- ii. will actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor;
- iii. should review and evaluate the lead audit partner of the independent auditor;
- iv. confirm and evaluate the rotation of the audit partners on the audit engagement team as required by law, and should consider whether there should be regular rotation of the independent auditor itself; and
- v. should take into account the opinions of management and the Company's internal auditors.

4. *PCAOB Inspection or Illegal Acts.* At least on a quarterly basis, the Audit Committee should inquire from the independent auditor whether the Company's financial statements have been selected by the PCAOB for inspection. The Audit Committee shall be apprised on a "real time" basis of any material developments in connection with any inspection.

The Audit Committee must also confirm that the independent auditor has not detected or otherwise become aware of information indicating that an illegal act (whether or not perceived to have a material effect on the financial statements of the Company) has or may have occurred.

5. *Employment of Current or Former Audit Staff.* The Audit Committee shall be responsible for setting clear policies for the Company's hiring of employees or former employees of the independent auditor. Advance approval by the Audit Committee will be required prior to the hiring of any partner or senior manager from the Company's independent audit firm who has worked on the Company's account during the past three years.

E. Oversight of the Internal Audit Function

The Audit Committee will have general oversight responsibility of the Company's internal audit function. This will include:

- 1. Reviewing internal audit's charter on an annual basis;
- 2. Reviewing the significant reports to management prepared by the internal auditors and management's responses;
- 3. Reviewing and discussing internal audit's annual plans to evaluate the effectiveness of the Company's internal control environment, including internal controls over financial reporting;
- 4. Reviewing and discussing with management, and if appropriate, the independent auditors, the responsibilities, budget and staffing of the Company's internal audit function; and
- 5. Reviewing the results of internal audit's activities.

F. Related Party Transactions

Unless otherwise approved or ratified pursuant to the Board's "Related Person Transaction Policy," the Committee shall review and approve or ratify all transactions between the Company and any Related Person that are required to be disclosed pursuant to Item 404(a) of Regulation S-K ("Item 404(a)"). "Related Person" shall have the meaning given to such term in Item 404(a), as amended from time to time. The Audit Committee will discuss with the independent auditors its evaluation of the Company's identification of, accounting for, and disclosure of its relationships with related parties as set forth under the standards of the PCAOB.

G. Reports to the Board

The Audit Committee Chairperson will report the results of the Committee's key activities, including findings and recommendations, to the Board on a regular basis. These reports should include any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the qualification, performance and independence of the Company's independent auditor or the performance of the internal audit function, and such other matters as are relevant to the Committee's discharge of its responsibilities. The report to the Board may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

Additionally, the Audit Committee will prepare the Audit Committee Report required by the SEC to be included in the Company's annual proxy statement.

H. Performance Evaluation and Review of Charter

It is expected that the Audit Committee will periodically review and evaluate its performance, including by reviewing its compliance with this Charter. The Committee may conduct such evaluations and reviews in such manner as it deems appropriate. Additionally, the Committee will review and reassess, at least annually, the adequacy of this Charter and recommend any improvements to this Charter that the Committee considers necessary or desirable to the Board.

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