

AGILITI, INC.
AUDIT COMMITTEE CHARTER
(Adopted on April 23, 2021)

The Audit Committee (the “**Committee**”) is a committee of the board of directors (the “**Board**”) of Agiliti, Inc. (the “**Company**”).

Purpose

The purpose of the Committee is to assist the Board in fulfilling its statutory and fiduciary oversight responsibilities relating to the Company’s financial, accounting and reporting controls. The Committee’s principal functions are to assist the Board with oversight of: (i) the integrity of the Company’s accounting and financial reporting processes and the audits of the Company’s financial statements, (ii) compliance with legal and regulatory requirements, (iii) the periodic review of the adequacy of the accounting and financial reporting processes and systems of internal control that are conducted by the Company’s independent auditors (the “**Independent Auditors**”) and the Company’s financial and senior management, (iv) the Independent Auditors’ qualifications, independence and performance, and (iii) the performance of the Company’s internal audit function.

The Committee will also serve as the “qualified legal compliance committee” of the Company within the meaning of Part 205 of Chapter II of Title 17 of the Federal Register (“**Part 205**”) (in such capacity, the “**QLCC**”).

Membership

The Committee shall consist of three or more directors, with the exact number determined by the Board. Each member of the Committee shall, subject to any grace period available to the Company under the rules of The New York Stock Exchange (“**NYSE**”) (the “**Exchange Rules**”) and the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and any other rules and regulations promulgated by the Securities and Exchange Commission (the “**SEC**”) under the Exchange Act, be an “independent director” as defined under the Exchange Rules and be “independent” as defined in Section 10A(m) of the Exchange Act and Rule 10A-3 of the Exchange Act and any other rules promulgated by the SEC under the Exchange Act (the “**SEC Rules**”). No member of the Committee shall have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

Each member of the Committee 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 Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication as required by NYSE rules. At least one member of the Committee must be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee

financial expert will also be presumed to have financial sophistication.

No member shall serve simultaneously on the audit committee of more than two other public companies. Each member of the Committee shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment of a Committee member and shall meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

Appointment and Removal

The members of the Committee shall be appointed by the Board based on recommendations from the Nominating and Governance Committee of the Board and any applicable agreement to which the Company is a party regarding nomination of directors. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation, removal or death. The Board may remove any member from the Committee at any time with or without cause in accordance with the Company's bylaws and any applicable agreement to which the Company is a party regarding nomination of directors.

Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

1. To (i) select and retain an independent registered public accounting firm to act as the Independent Auditors for the purpose of auditing the Company's annual financial statements, books, records, accounts and internal controls over financial reporting, (ii) set the compensation of the Independent Auditors, (iii) oversee the work done by the Independent Auditors, including resolution of disagreements between management and the Independent Auditors regarding financial reporting, and (iv) terminate the Independent Auditors, if necessary. The Independent Auditors will report directly to the Committee.
2. To select, retain, compensate, oversee and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.
3. 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 Independent Auditors or other registered public accounting firms permitted by the Exchange Rules, SEC Rules and applicable law or regulation, and establish policies and procedures for the Committee's pre-approval of permitted services by the Independent Auditors or other registered public accounting firms on an on-going basis, as permitted by the Exchange Rules, SEC Rules and applicable law. The Committee will receive certain disclosure, documentation and discussion of non-prohibited tax services by the Independent Auditors based on applicable requirements of the Public Company Accounting Oversight Board ("PCAOB"). The Committee will not engage the Independent Auditors to perform non-audit services proscribed by the Exchange Rules, SEC Rules and applicable law or regulation.

4. At least annually, to obtain and review a report by the Independent Auditors that describes (i) the accounting firm's internal quality control procedures, (ii) any issues raised by the most recent internal quality control review, peer review or PCAOB or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the firm and any steps taken to deal with any such issues, and (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.
5. At least annually, to evaluate the qualifications, performance and independence of the Independent Auditors, including an evaluation of the lead audit partner; and to assure the regular rotation of the lead audit partner at the Independent Auditors and consider regular rotation of the accounting firm serving as the Independent Auditors.
6. To review and discuss with the Independent Auditors (i) the Independent Auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (ii) the overall audit strategy, (iii) the scope and timing of the annual audit, (iv) any significant risks identified during the auditors' risk assessment procedures and (v) when completed, the results, including significant findings, of the annual audit.
7. To review and discuss with the Independent Auditors (i) all critical accounting policies, estimates and practices to be used in the audit; (ii) all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the Independent Auditors; (iii) other material written communications between the auditors and management; and (iv) any matters to be communicated to the Committee under generally accepted auditing standards and other legal or regulatory requirements.
8. To review and discuss with the Independent Auditors and management (i) any audit problems or difficulties, including difficulties encountered by the Independent Auditors during their audit work (such as restrictions on the scope of their activities or their access to information), (ii) any significant disagreements with management and (iii) management's response to these problems, difficulties or disagreements; and to resolve any disagreements between the Independent Auditors and management.
9. To review with management and the Independent Auditors: (i) any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; (ii) any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; and (iii) the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.
10. To keep the Independent 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 Independent 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. To review with management, the internal audit department and the Independent Auditors the adequacy and effectiveness of the Company's internal controls, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's internal controls and any special audit steps adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such internal controls, and review and discuss with management and the Independent Auditors disclosure relating to the Company's internal controls, the independent auditors' report on the effectiveness of the Company's internal control over financial reporting and the required management certifications to be included in or attached as exhibits to the Company's annual report on Form 10-K or quarterly report on Form 10-Q.
12. To review, discuss with the Independent Auditors, and approve the functions of the Company's internal audit department, including its purpose, authority, organization, responsibilities, budget and staffing.
13. To review and discuss with the Independent Auditors any other matters required to be discussed by applicable auditing standards.
14. To review and discuss with the Independent Auditors and management the Company's annual audited financial statements (including the related notes), the form of audit opinion to be issued by the auditors on the financial statements, and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's annual report on Form 10-K before the Form 10-K is filed.
15. To recommend to the Board that the audited financial statements and the Management's Discussion and Analysis section be included in the Company's Form 10-K; and to produce the audit committee report required to be included in the Company's proxy statement.
16. To review and discuss with the Independent Auditors and management the Company's quarterly financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's quarterly report on Form 10-Q before the Form 10-Q is filed; and to approve the Form 10-Q for filing with the SEC.
17. To review and discuss with management and the Independent Auditors: the Company's earnings press releases, including the type of information to be included and its presentation and the use of any pro forma, adjusted or other non-GAAP financial information; and any significant financial information and earnings guidance provided to analysts and ratings agencies, including the type of information to be disclosed and type of presentation to be made.
18. To set Company hiring policies for employees or former employees of the Independent Auditors.

19. To establish and oversee 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 Company employees of concerns regarding questionable accounting or auditing matters.
20. To review and discuss with management and the internal audit department the risks faced by the Company and the policies, guidelines and process by which management assesses and manages the Company's risks, including the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
21. To review the Company's compliance with applicable laws and regulations and to review and oversee the Company's policies, procedures and programs designed to promote and monitor legal, ethical and regulatory compliance; and to review and approve the hiring or dismissal of the Chief Compliance Officer.
22. To monitor compliance with the Company's Code of Conduct (the "**Code**"), to investigate any alleged breach or violation of the Code, and to enforce the provisions of the Code.
23. To review, with the General Counsel and outside legal counsel, legal and regulatory matters, including legal cases against or regulatory investigations of the Company and its subsidiaries that could have a significant impact on the Company's financial statements.
24. To review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis, in accordance with the Company Related Party Transactions Policy and any other applicable policies and procedures.
25. In its capacity as QLCC, to adopt written procedures for the confidential receipt, retention and consideration of any report by legal counsel of evidence of a material violation under 17 CFR 205.3, and take all other appropriate action, acting by majority vote, including to notify the SEC if the Company fails in any material respect to implement an appropriate response that the Committee has recommended.
26. To perform any other activities required by applicable law, rules or regulations, including the SEC Rules and the Exchange Rules, and take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of any outside counsel and other advisors. However, the Committee will not be required to implement or act consistently with the recommendations or advice of any outside counsel or other advisor.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to the

Independent Auditors, any other accounting firm engaged to perform services for the Company, any outside counsel and any other advisors to the Committee.

Structure and Operations

The Board shall designate a member of the Committee as the chairperson. The chairperson shall set the agenda for Committee meetings, in consultation with the other Committee members, the chief financial officer, the head of internal audit and the Independent Auditors, and conduct the proceedings of those meetings. The Committee shall meet at least once each quarter at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly 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 similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee shall meet periodically with management, with the head of internal audit and with the Independent Auditors in separate executive sessions to discuss any matters that the Committee or any of these persons or groups believes should be discussed privately.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

Minutes and Reports

The Committee shall maintain written minutes of its meetings and copies of its actions by written consent and shall cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The chairperson will report to the Board from time to time with respect to the activities of the Committee, including on significant matters related to the Committee's responsibilities and the Committee's deliberations and actions. The minutes of the Committee and actions by the unanimous written consent of the Committee members will be made available to the other members of the Board.

Compensation

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the chairperson. Such fees may include retainers or per meeting fees and will be paid in such form of consideration as is determined by the Board in accordance with applicable law, the Exchange Rules and the SEC Rules.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion, so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with the law, SEC Rules, Exchange Rules and other applicable rules and regulations.

Limitations

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to (i) plan or conduct audits, (ii) determine that the Company's financial statements and disclosures are complete and accurate or are in accordance with GAAP and applicable legal, accounting and other requirements or (iii) determine that the Company's disclosure controls and procedures and internal controls over financial reporting are effective. These functions are the responsibility of the Company's management and the Independent Auditors.

Performance Evaluation

The Committee shall conduct an annual evaluation of its composition and the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate. The Committee shall review and reassess the adequacy of this Charter annually and recommend to the Board any changes the Committee determines are appropriate.

Publication

The Company will make this Charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Exchange Act, will publish this Charter on its website.