



AUDIT COMMITTEE CHARTER

(As of March 11, 2021)

I. Purpose

The purpose of the Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Ouster, Inc. (the “*Company*”) is to assist the Board in its oversight of: (i) the preparation, presentation and integrity of the Company’s financial statements; (ii) the Company’s compliance with legal and regulatory requirements, including risk assessments; (iii) the selection, engagement terms, fees, qualifications, independence and performance of the registered public accounting firms engaged as the Company’s independent outside auditors for the purpose of preparing or issuing an audit report or performing audit services (the “*Auditors*”); and (iv) the performance of the Company’s internal audit function or, to the extent that the Company does not yet have an internal audit function because it is relying on the transition period following initial public offerings under the New York Stock Exchange (the “*NYSE*”) rules, the design and implementation of the internal audit function.

The Committee’s responsibilities are limited to oversight. The Company’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with generally accepted accounting principles (“*GAAP*”) and other applicable reporting and disclosure standards and for preparing the Company’s financial statements. The Company’s Auditors are responsible for auditing and reviewing those financial statements.

II. Composition

The Committee must consist of at least three directors, each of whom must satisfy the independence requirements of the NYSE and the more rigorous independence rules for members of the Audit Committee issued by the Securities and Exchange Commission (the “*SEC*”), subject in each case to applicable exceptions.

Each Committee member must be financially literate as determined by the Board in its business judgment. In addition, at least one member of the Committee must be an “audit committee financial expert” as defined under the SEC rules and at least one member of the Committee must have “accounting or related financial management expertise” as required by NYSE rules. The individual satisfying each of these qualifications may be the same person.

No Committee member may simultaneously serve on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of the member to effectively serve on the Committee and this determination is disclosed in accordance with NYSE rules.

Committee members must be appointed and may be removed, with or without cause, by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation, removal, disqualification or death. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee must meet at least once during each fiscal quarter. The Committee must meet separately, periodically, with management, with the internal auditor (or other personnel responsible for the internal audit function) and with the Auditors. The Committee shall be given full access to the Company's Board, corporate executives, employees, Auditors, and, once implemented, internal auditors (or other personnel or service providers responsible for the internal audit function), as necessary to carry out these responsibilities.

The Committee has 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. Unless otherwise restricted by the Company's certificate of incorporation or bylaws, all meetings of the Committee may be held telephonically. In addition, unless otherwise restricted by the Company's certificate of incorporation or bylaws, the Committee may act by unanimous written consent in lieu of a meeting.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. The Company must provide for appropriate funding, as determined by the Committee, for payment of compensation to the Auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable NYSE rules.

The Committee may conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee.

A majority of the 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 Committee. The Committee shall maintain written minutes of its meetings and regularly report to the Board on its actions and recommendations. The Committee may act by unanimous written consent; when it does so, any actions so taken shall be filed in the minute books of the Company.

IV. Duties and Responsibilities

Interaction with the Auditors

1. *Appointment and Oversight.* The Committee is directly responsible for the appointment, compensation, retention and oversight of the work and termination of the Auditors (including resolution of any disagreements between Company management and the Auditors regarding financial reporting) and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the independent auditor and each such other registered public accounting firm must report directly to the Committee. The Committee, or the Chair of the Committee, must pre-approve all audit and permitted non-audit and tax services provided to the Company by the Auditors, unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules.

2. *Annual Report on Independence and Quality Control.* The Committee must, at least annually, review the qualifications, performance and independence of the Auditors and present its conclusions with respect to the Auditors to the full Board. In conducting its review and evaluation, the Committee will (1) obtain and review a report from the Auditors describing: (a) the auditing firm's internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review or peer review of the auditing firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years relating to any independent audit conducted by the auditing firm, and any steps taken to deal with any such issues; and (c) all relationships and services between the Auditors and the Company in order to assess the Auditors' independence.

Annual Financial Statements and Annual Audit

3. *Audit Problems.* The Committee must discuss with the independent auditor any audit problems or difficulties, including any restrictions on the scope of its activities or on access to requested information and any significant disagreements with management, and management's responses to such matters.

4. *Form 10-K Review.* The Committee must review and discuss the annual audited financial statements with management and the Auditors, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" for inclusion in the Company's Annual Report on Form 10-K.

5. *Audit Committee Report.* The Committee must provide the Company with the report of the Committee with respect to the audited financial statements for inclusion in each of the Company's annual proxy statements.

Quarterly Financial Statements

6. *Form 10-Q Review.* The Committee must review and discuss the quarterly financial statements with management and the Auditor, including the Company's disclosures under

“Management’s Discussion and Analysis of Financial Condition and Results of Operations” for inclusion in the Company’s Quarterly Reports on Form 10-Q.

Other Duties and Responsibilities

7. *Correspondence with Regulators.* The Committee shall consider and review with management, the Auditors, and outside advisors or accountants any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company’s financial statements or accounting policies.

8. *Review of Earnings Releases.* The Committee must review the Company’s earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

9. *Risk Assessment and Risk Management.* The Committee must oversee enterprise risk management, including the management of financial risks and cybersecurity risks; review and discuss the Company’s guidelines and policies with respect to risk assessment and risk management; and discuss with management the steps management has taken to monitor and control these exposures.

10. *Hiring of the Auditors’ Employees.* The Committee must establish and oversee policies and procedures governing how the Company may employ current or former employees of the Auditors.

11. *Complaint Procedures.* The Committee must establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential and anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

12. *Review of Internal Control Over Financial Reporting.* The Committee must review and discuss with management, the internal auditor (or other personnel responsible for the internal audit function), once established, and the Auditors, the adequacy and effectiveness of the Company’s internal control over financial reporting (“*ICFR*”), the adequacy of the Company’s disclosures about changes in ICFR and any steps management has taken to address material deficiencies in ICFR. The Committee must review and discuss with management and the Auditors management’s report on ICFR and the Auditors’ attestation report on the Company’s ICFR for purposes of the Company’s Annual Report on Form 10-K, to the extent such reports are required.

13. *Review of Reports of the Auditors.* The Committee must review and discuss all reports of the Auditors, including annual and quarterly reports on critical accounting policies and practices, and must review and discuss with the Auditors any other matters required to be discussed by applicable auditing standards, including with respect to related party transactions.

14. *Review of Related Person Transactions.* The Committee must review all related person transactions as defined by Item 404 of Regulation S-K on an ongoing basis and all such transactions must be approved or ratified by the Committee.

15. *Review of Code of Business Conduct and Ethics.* The Committee must monitor compliance with Company's Code of Business Conduct and Ethics. The Committee must also consider and discuss and, as appropriate, grant requested approvals under or waivers from the Code brought to the attention of the Committee, though the Committee may defer any decision with respect to any such approval or waiver to the Board.

16. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

17. *Committee Self-Evaluation.* The Committee must evaluate its performance at least annually.

18. *Review of this Charter.* The Committee must periodically review and reassess the adequacy of this Charter and submit any recommended changes to the Board for its consideration.

19. *Other Legal and Finance Matters.* The Committee shall review with management, legal and regulatory compliance and any actual, pending or threatened legal or financial matters that could significantly affect the Company's business or financial statements or as otherwise deemed appropriate by the Committee.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee is entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.