

# **MERIT MEDICAL SYSTEMS, INC.**

## **Audit Committee Charter**

(Revised February 22, 2025)

### **Purpose**

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Merit Medical Systems, Inc. (the "Company") is to assist the Board with oversight of:

1. the Company's financial accounting, reporting and control processes;
2. the performance, qualifications and independence of the Company's independent registered auditor;
3. the Company's internal audit function;
4. the Company's compliance with legal and regulatory requirements;
5. the risk management policies and practices of the Company in relation to the Committee's responsibilities and duties, including cybersecurity risk management; and
6. the preparation of the disclosure required by the rules of the Securities and Exchange Commission (the "Commission") to be included in the Company's filings with the Commission.

### **Membership**

1. The Committee shall consist of three (3) or more independent directors of the Company. For purposes of this Charter, the term "independent director" means a director of the Company who meets the independence and experience requirements of the NASDAQ Stock Market, Inc., Section 10A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the applicable rules and regulations of the Commission, as determined by the Board.
2. Members of the Committee shall be appointed by the Board (or, if applicable, the Governance and Sustainability Committee of the Board) and shall serve at the pleasure of the Board and for such terms as the Board may determine. As determined by the Board, each member of the Committee shall be financially literate at the time of appointment (or shall become financially literate within a reasonable period of time after appointment to the Committee), and at least one member of the Committee shall have accounting or related financial management expertise, as required by the Commission or provided in the listing standards of the NASDAQ Stock Market, Inc.
3. The Board shall designate one member of the Committee as its chairperson (the "Chair").

### **Authority**

1. The Committee is empowered to study or investigate any matter of interest or concern that it deems appropriate. The Committee shall have full access to all records, facilities and personnel of the Company as necessary to carry out these responsibilities. While acting within the scope of its stated purpose, the Committee shall have the authority of the Board.

2. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel, consultants 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, consultants and other advisors.
3. The Company shall provide to the Committee appropriate funding, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to the independent registered auditor, any other accounting firm engaged to perform services for the Company, any outside counsel and any consultants or other advisors to the Committee, and for the payment of administrative expenses of the Committee that are appropriate in carrying out the Committee's duties.
4. The Committee shall have the authority to perform any additional functions delegated to the Committee by the Board or which are otherwise appropriate under applicable laws, rules or regulations, the Company's Articles of Incorporation, Bylaws or other organizational documents and the resolutions or other directives of the Board, including review of any certification required to be reviewed in accordance with applicable laws or regulations of the Commission.
5. 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.

### **Meetings**

1. The Committee shall meet at least quarterly and shall meet more frequently as circumstances require. The Chair will approve the agenda for the Committee's meetings and any Committee member may suggest items for consideration. Briefing materials will be provided to the Committee in advance of meetings.
2. The Committee may invite such members of management, the Company's independent registered auditor, legal counsel and other persons to its meetings as it may deem desirable or appropriate.
3. The Committee shall meet regularly with management, (including the Chief Executive Officer, Chief Financial Officer, Chief Legal Officer and others as the Committee deems necessary), the Chief Compliance Officer, the most senior internal audit executive and the Company's independent registered auditor in executive sessions to discuss any matters that the Committee and each of these groups believe should be discussed privately. The Committee shall also meet in executive sessions absent members of management.
4. A majority of the Committee members will constitute a quorum. Each member shall have one vote on each matter presented to the Committee. Every decision made by the majority of the members present at a meeting of the Committee duly held, at which a quorum is present, shall

be regarded as the decision of the Committee. In the event of a tie vote on any issue, the Chair's vote shall decide the issue.

5. The Committee will maintain written minutes of its meetings, which minutes the Committee will file with the minutes of the meetings of the Board. Meetings may be held in person, telephonically, by video transmission or by other communications equipment by which all persons participating can hear each other. The Committee may designate a non-director to serve as secretary at Committee meetings to record minutes.

### **Responsibilities and Duties**

1. The functions identified in Sections A. through F. below shall be the recurring activities of the Committee. The Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board related to the purposes of the Committee outlined in this Charter.
2. The Committee's primary responsibility is oversight. The fundamental responsibility for the Company's financial statements and disclosure rests with the Company's management and independent registered auditor.
3. The Committee will coordinate and consult with the other committees of the Board, as necessary, for the purpose of sharing information pertinent to the fulfillment of each committee's duties and responsibilities.
4. The Committee will perform an annual review and evaluation of its performance and that of its members, including a review of the Committee's compliance with this Charter.
5. The Committee will perform an annual review and reassessment of the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable.

### **A. Oversight of Financial Accounting, Reporting and Control Processes**

1. Review, in consultation with the Company's management, independent registered auditor and internal audit department, the Company's internal and external financial accounting, reporting and control processes, including the following:
  - a. critical accounting policies and practices used by the Company;
  - b. analyses prepared by management and/or the independent registered auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements;
  - c. major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles;

- d. review of the adequacy and effectiveness of the Company's internal controls, including computerized information controls and security, and evaluation of any significant deficiencies in internal controls and significant changes to internal controls, as well as any special audit steps adopted in light of material deficiencies;
  - e. review of the adequacy and effectiveness of the Company's disclosure controls and procedures;
  - f. any material correspondence between the independent registered auditor and management, including, but not limited to, the management letter and schedule of unadjusted differences;
  - g. alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with management or the independent registered auditor, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent registered auditor; and
  - h. any disclosure from the Company's Chief Executive Officer or Chief Financial Officer made in connection with the certification of the Company's quarterly and annual reports filed with the Commission of (1) significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial data; and (2) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.
2. Review periodically with management and the independent registered auditor the effect of regulatory and accounting initiatives on the Company's financial statements.
  3. Review any significant disagreement between management and either the independent registered auditor or the internal audit department in connection with the preparation of the Company's financial statements and management's response to such matters.
  4. Consider the risk of management's ability to override the Company's internal controls.
  5. Discuss with the independent registered auditor their evaluation of the Company's identification of accounting for and disclosure of its relationships with related parties.
  6. Review and discuss with management and the independent registered auditor the Company's financial press releases, as well as financial information such as pro forma or adjusted non-GAAP information and earnings guidance provided to external parties.

**B. Oversight of the Performance, Qualifications and Independence of the Independent Registered Auditor**

1. Engage (and, as determined necessary by the Committee, terminate the engagement of) the Company's independent registered auditor and approve all audit engagement fees and terms. The Company's independent registered auditor shall report directly to the Committee.
2. Oversee the work of any registered public accounting firm employed by the Company, including

the resolution of any disagreement between management and the Company's independent registered auditor regarding financial reporting, for the purpose of preparing or issuing an audit report or related work.

3. Review the audit scope and plans of the Company's independent registered auditor and internal audit department with the Company's independent registered auditor, the Company's Chief Financial Officer, appropriate senior financial officers of the Company, and the Company's most senior internal audit executive. Address the coordination of efforts to ensure the completeness of coverage, reduction of redundant effort and appropriate collective use of audit resources.
4. Approve, in advance, any audit and any permissible non-audit engagement or relationship between the Company and the Company's independent registered auditor. The authority to grant preapproval may be delegated to the Chair, whose decisions shall be presented to the Committee at its next regularly scheduled meeting.
5. Discuss with the Company's management, and subject to review with the Company's Chief Legal Officer, the registered independent auditor, any material correspondence between the Company and regulators or governmental agencies, as well as any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.
6. Review annually the qualifications, performance and independence of the Company's independent registered auditor, including an evaluation of the lead audit partner. In performing its review and evaluation, the Committee shall, among other matters:
  - a. Obtain and review a report from the Company's independent registered auditor describing:
    - the auditing firm's internal quality-control procedures;
    - 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, regarding one or more independent audits carried out by the independent registered auditor, and any steps taken to deal with any such issues; and
    - all relationships between the Company's independent registered auditor and the Company (so as to enable assessment of the objectivity and independence of the independent registered auditor).
  - b. Confirm that the independent registered auditor has a process in place to ensure the rotation of the lead audit partner and reviewing partner at least as frequently as required by the Commission, the Public Company Accounting Oversight Board (the "PCAOB") or any other applicable authority.
  - c. Take into account the opinions of the Company's management and internal audit department.
  - d. Receive from the independent registered auditor such written statements as required by PCAOB Ethics and Independence Rules.
  - e. Consider whether the independent registered auditor's provision of permissible non-audit services is compatible with the independent registered auditor's independence.

- f. Assess whether the independent registered auditor is consistently demonstrating the exercise of objectivity and skepticism in the performance of its work.
7. Oversee the Company's implementation of clear hiring policies pertaining to hiring of current or former employees of the independent registered auditor to ensure the objectivity and independence of the Company's independent registered auditors is not compromised as defined by the rules of the Commission.

### **C. Oversight of Internal Audit Department**

1. Ensure the Company maintains an internal audit function whose most senior executive reports directly to the Committee and functionally to the Chief Executive Officer.
2. Review and advise on the selection and removal of the Company's most senior internal audit executive and review annually the performance and compensation of such executive.
3. Review with management and the Company's most senior internal audit executive the following:
  - a. plans and activities of the internal audit department;
  - b. significant findings identified by the internal audit department during the year and the mitigation actions and the timeliness of management's response thereto;
  - c. any obstacles the internal audit department encountered in the course of its audit work, including any restrictions on scope of work or access to required information;
  - d. the internal audit department budget, staffing and organizational structure;
  - e. the qualifications of the internal audit personnel;
  - f. the internal audit department charter; and
  - g. the internal audit department's compliance with The Institute of Internal Auditors' (The IIA) Global Internal Audit Standards.
4. Review with the independent registered auditor and management the responsibilities, staffing, funding, and organizational structure of the internal audit department.
5. As a whole or through the Chair, the Committee may communicate and meet on an informal or regular basis with the internal audit department.

### **D. Oversight of the Company's Compliance with Legal and Regulatory Requirements**

1. Review with the Company's Chief Legal Officer and external counsel, as appropriate, any legal, compliance and regulatory matters that could have a significant impact on the Company's financial statements.
2. Oversee the Company's compliance program.
3. Review the Company's Code of Ethics for Chief Financial Officer and Senior Financial Officers

and the adherence of the Company's management to such code.

4. Periodically review the Company's Code of Business Conduct and Ethics and management's adherence thereto. This shall include the review and investigation of any matters pertaining to the integrity of management, including conflicts of interest.
5. Review and advise on the selection and removal of the Company's Chief Compliance Officer and review annually the performance and compensation of the Company's Chief Compliance Officer.
6. Establish procedures for the Company's ethics hotline policy, including the receipt, retention and treatment of complaints received by the Company regarding fraud, accounting, internal control over financial reporting and auditing matters.
7. Review and approve all related party transactions involving executive officers and directors.
8. Discuss with the independent registered auditor their evaluation of the Company's identification of, accounting for and disclosure of its relationships with related parties as set forth under applicable auditing standards.
9. Authorize and oversee special investigations with respect to the Company as directed by the Board.

#### **E. Oversight of Risk Management Practices**

1. In collaboration with the Finance and Operating Committee of the Board (the "Finance Committee"), the Committee will review the Company's risk management policies and practices in relation to the Committee's responsibilities and duties, including reviewing:
  - a. The Company's cybersecurity risk management program and its design and operating effectiveness with appropriate professionals, including the Chief Technology Officer, Chief Information Officer, independent registered auditor and external cybersecurity experts;
  - b. Potential risks associated with the Company's financial accounting and reporting practices;
  - c. Potential risks associated with the Company's internal control policies and procedures; and
  - d. The Company's compliance with legal and regulatory requirements.

#### **F. Disclosure and Reporting**

1. Review with management and the independent registered auditor, prior to public dissemination, the Company's annual audited financial statements and any quarterly financial statements and reports, including the Company's disclosures entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" as included in the Company's Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K. Based on these discussions, the Committee shall advise the Board whether it recommends that the Company's audited financial statements be included in the Company's Annual Reports on Form 10-K.
2. Oversee preparation of the Company's disclosure required by the rules of the Securities and

Exchange Commission, including the Audit Committee Report to be included in the Company's annual proxy statement.

3. Report regularly to the Board:

- a. with respect to any issues that arise regarding the quality or integrity of the Company's financial statements, the performance and independence of the Company's independent registered auditor or the performance of the internal audit department, the Company's compliance with legal and regulatory requirements, matters related to oversight of risk management practices;
- b. following all formal meetings of the Committee; and
- c. with respect to such other matters relevant to the Committee's discharge of its responsibilities.