INNVENTURE, INC.
AUDIT COMMITTEE CHARTER

(ADOPTED EFFECTIVE AS OF OCTOBER 2, 2024
AND AMENDED ON NOVEMBER 4, 2026)

I. PURPOSE

The purpose of the Audit Committee (the "***Committee***") is to assist the Board of Directors (the "***Board***" or the "***Board of Directors***") of Innventure, Inc. (the "***Company***") in fulfilling its responsibility to oversee:

(A) the integrity of the Company's accounting and financial reporting process, including by (x) overseeing the preparation, presentation and integrity of the financial statements and other financial information provided by the Company to any governmental or regulatory body, the public or other users thereof and (y) assessing the appropriateness of the accounting and reporting policies that are used by the Company;

(B) the Company's compliance with legal and regulatory requirements;

(C) the independent auditors' qualifications and independence;

(D) the performance of the Company's internal audit function, its independent auditors and its systems of internal accounting and financial controls;

(E) the audits of the financial statements of the Company;

(F) the Company's Code of Business Conduct and Ethics as established by the Board; and

(G) the Company's financial policies, strategies and capital structure and make such reports and recommendations to the Board as it deems advisable.

The Committee will also prepare all reports required to be included in the Company's proxy statement, pursuant to and in accordance with applicable rules and regulations of the Securities and Exchange Commission (the "***SEC***").

II. COMMITTEE MEMBERSHIP

The Committee shall consist of a minimum of three directors designated by the Board, each of whom shall be an "Independent Director" under the rules of the SEC, under the Sarbanes-Oxley Act of 2002 (the "***Sarbanes-Oxley Act***") and the rules of the Nasdaq Stock Market or any other stock exchange on which the Company's shares are listed or traded and applicable law. No Committee member shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the three years prior to the

proposed appointment of such member to the Committee. All members of the Committee must be familiar with basic finance and accounting practices and be able to read and understand fundamental financial statements, including balance sheets, income statements and cash flow statements. In addition, at least one member shall have accounting or related financial management expertise sufficient to meet the criteria of Item 407(d) of Regulation S-K as an "audit committee financial expert." The Board shall determine whether a member is financially literate and whether at least one member of the Committee has the requisite accounting or financial expertise to meet the financial expert criteria.

The members of the Committee shall serve until their earlier death, retirement, removal or until their successors shall be duly elected and qualified. Any member may be removed, with or without cause, by the Board of Directors at any time.

If a Committee member simultaneously serves on the audit committee of more than three public companies (including the Company), the Board must determine that such simultaneous service would not impair the ability of such member to effectively serve on the Committee. The Company will be required to disclose any such determination in its annual proxy statement.

The Board of Directors may appoint one member to be the Chair of the Committee. If the Board fails to appoint a Chair, the members of the Committee shall elect a Chair by majority vote of all members. The Chair will chair all regular sessions of the Committee and set the agenda for Committee meetings.

III. COMMITTEE MEETINGS

The Committee shall meet at least quarterly, or more frequently as it deems appropriate and as circumstances dictate. Meetings may take place in person or by teleconference, videoconference or other means of electronic communication permitted under Delaware law. The Chair of the Committee shall, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Each Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Chair of the Committee or a majority of the Committee members may call a meeting of the Committee at any time. Except as otherwise provided by law, the presence of a majority of the then-appointed members of the Committee shall constitute a quorum for the transaction of business, and in every case where a quorum is present, the affirmative vote of a majority of the members of the Committee present shall be the act of the Committee. The Chair of the Committee shall supervise the conduct of the meetings and shall have other responsibilities, which the Committee may designate from time to time. Minutes of each meeting and written consents to action taken without a meeting will be prepared by such person as may be designated by the Chair of the Committee and will be circulated to the Board.

The Committee shall periodically meet with members of the Company's management, including the Chief Financial Officer, the Corporate Controller or other principal accounting officer, the Chief Executive Officer, the senior internal audit executive or the third-party firm performing the internal audit function (the "***IA Executive***"), and the independent auditors (including the audit engagement partner) in separate or combined executive sessions (in the

discretion of the Committee) to discuss any matters that the Committee or any of the foregoing believes would be appropriate to discuss privately. In addition, the Committee shall meet with the independent auditors and management quarterly to review the Company's financial statements.

In addition, the Committee may invite to all or any portion of its meetings any director, member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

IV. RESPONSIBILITIES

The Committee's primary responsibility is one of oversight and it recognizes that the Company's management is responsible for the preparation, presentation and integrity of the Company's financial statements and for the appropriateness of the accounting and reporting policies that are used by the Company. The independent auditors are responsible for auditing the Company's financial statements, reviewing the Company's interim financial statements and attesting to the effectiveness of the Company's internal controls in accordance with Section 404 of the Sarbanes-Oxley Act, as applicable. The Committee also recognizes that the Company's management, as well as the independent auditors, have more time, knowledge and more detailed information on the Company than do Committee members; consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditor's work. The Committee shall also carry out any other responsibilities assigned to it by the Board from time to time.

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate given the circumstances, provided that at all times the Committee must undertake the responsibilities ascribed to it under the Sarbanes-Oxley Act, Rule 10A-3(b) of the Securities Exchange Act of 1934, as amended (the "***Exchange Act***"), and the rules of the Nasdaq Stock Market or any other stock exchange on which the Company's shares are listed or traded. The Committee is authorized to carry out these and such other responsibilities assigned by the Board from time to time, and take any actions reasonably related to the mandate of this Committee charter (this "***Charter***").

Independent Auditors

1. The Committee shall have the sole authority to, and be directly responsible for, (i) the appointment, retention, oversight and termination of the independent auditors and (ii) the approval of all auditor compensation, including engagement fees, terms and services. The independent auditor is ultimately accountable to the Board and the Committee as representatives of the Company's stockholders and shall report directly to the Committee. The Committee's responsibility includes the resolution of disagreements between management and the independent auditor regarding financial reporting.

2. The Committee shall review and discuss with the independent auditors the plans for, and the scope of, the annual audit and other examinations, including the adequacy of staffing and compensation.

3. The Committee shall review and approve in advance any audit or permitted non-audit services (including the fees and terms thereof) to be provided to the Company by the independent auditors. The Committee may adopt pre-approval procedures that delegate to one or more designated Committee members the authority to grant pre-approvals required by the foregoing sentence. The decisions of any Committee member to whom authority is delegated hereunder shall be presented to the Committee at each of its scheduled meetings. The Committee is to exercise this authority in a manner consistent with Sections 201 and 202 of the Sarbanes-Oxley Act.

4. The Committee shall, at least annually, obtain, review and discuss a report by the independent auditors describing (i) the firm's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the 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 firm, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditors and the Company.

5. The Committee shall, on an annual basis (i) review a formal written statement from the independent auditor delineating all relationships between the independent auditor and the Company that in the auditor's judgment may reasonably be thought to affect their independence, consistent with applicable ethics and independence rules promulgated by the Public Company Accounting Oversight Board (as modified or supplemented); (ii) 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; and (iii) take appropriate action, or recommend that the Board take appropriate action, in response to the independent auditor's report to satisfy itself of the auditor's independence.

6. The Committee shall review and discuss quarterly with the independent auditors (i) all critical accounting policies and practices to be used; (ii) any significant changes in Company accounting policies; (iii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; (iv) any accounting and financial reporting proposals that may have a significant impact on the Company's financial reports; (v) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences; and (vi) the reports of the results of such other examinations outside of the course of the independent auditors' normal audit procedures that the independent auditors may from time to time undertake. The foregoing is to include the reports required by Section 204 of the Sarbanes-Oxley Act.

7. The Committee is to obtain assurance from the independent auditors that in the course of conducting the audit, there have been no acts detected or that have otherwise come to the attention of the audit firm that require disclosure to the Committee under Section 10A(b) of the Exchange Act (relating to an auditor's duty to report illegal acts).

8. The Committee shall, at least annually, review and evaluate the qualifications, performance and independence of the independent auditors, including information relating to the

non-audit services provided or expected to be provided by the auditors, and report on its conclusions to the Board. In conducting its review and evaluation, the Committee should: (i) review and evaluate the lead audit partner (having primary responsibility for the audit) or the audit partner responsible for reviewing the audit and determine whether the lead audit partner is required to rotate in compliance with the Sarbanes-Oxley Act and Section 10A of the Exchange Act; (ii) take into account the opinions of management; and (iii) consider whether, in order to assure continuing auditor independence, there should be a regular rotation of the firm of independent auditors.

9. The Committee has established the following hiring policies for the Company in respect of employees and former employees of the independent registered accounting firm (the "independent auditor"), consistent with the Sarbanes-Oxley Act and the applicable rules of the SEC and Public Accounting Oversight Board:(a) The Company shall not employ in a financial reporting oversight role (as defined by SEC rules, including the Chief Executive Officer, Chief Financial Officer, Controller, Chief Accounting Officer, or any equivalent position) any individual who was a member of the audit engagement team of the independent auditor during the one-year period preceding the commencement of audit procedures for the fiscal period in which such individual would be employed, or any other individual whose employment would impair the independence of the independent auditor.

(b) Any proposed hiring of a current or former employee of the independent auditor who was employed by the independent auditor within the preceding two years into any accounting, financial reporting, or internal audit position shall be pre-approved by the Committee or its Chair. Any approval by the Chair shall be reported to the full Committee at its next meeting.

(c) Prior to extending an offer of employment to any such individual, management shall consult with the independent auditor to confirm that the hire will not impair the auditor's independence.

(d) Management shall report to the Committee, at least annually, on any hiring of current or former employees of the independent auditor.

10. The Committee shall have the sole authority to, and be directly responsible for, appointing, retaining, compensating, overseeing and terminating, 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.

Financial Reporting Process

1. The Committee shall consider and review with the independent auditors and management: (i) the adequacy of the Company's disclosure controls and procedures and internal controls, including computerized information system disclosure controls and procedures and security; (ii) all changes in the Company's internal control over financial reporting and accounting which could materially affect the Company's ability to record, process, summarize and report financial data; (iii) 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; and (iv) the related findings and recommendations of the independent auditors together with

management's responses. Without excluding other possibilities, the Committee may wish to review with the independent auditors (i) any accounting adjustments that were noted or proposed by the auditors but were "passed" (as immaterial or otherwise); (ii) any communications between the audit team and the audit 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 auditors to the Company or any other material written communications between the accounting firm and management, such as any management letter or schedule of "unadjusted differences."

2. The Committee shall consider and review with the independent auditors: (i) significant findings during the year, including the status of previous audit recommendations; (ii) any audit problems or difficulties encountered in the course of audit work including any restrictions on the scope of activities or access to required information; (iii) any changes required in the planned scope of the audit plan; (iv) the audit budget and staffing; and (v) the coordination of audit efforts in order to monitor completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.

3. The Committee shall review periodically the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company, and inquire as to the independent auditor's view of the accounting treatment related to significant new transactions or other significant matters or events not in the ordinary course of business.

4. The Committee shall review with management and the independent auditors significant financial risks or exposures to the Company's business and assess the steps management has taken to monitor and minimize such risks. The Committee shall also discuss with management and the independent auditors the Company's underlying policies and guidelines with respect to risk assessment and risk management, including with respect to sustainability and climate-related risks, cybersecurity, data privacy, data security and business continuity.

Review of Reports and Earnings Press Releases

1. Prior to public release, the Committee shall (i) review with management and the independent auditors the Company's annual audited and quarterly financial statements, including (x) the related footnotes, (y) the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and (z) the disclosures regarding internal controls and other matters required to be reported to the Committee by Section 302 of the Sarbanes-Oxley Act and any rules promulgated thereunder by the SEC and (ii) discuss with the independent auditors the matters required to be discussed pursuant to applicable auditing standards.

2. With respect to the Company's annual financial statements, the Committee shall make a recommendation that such financial statements be included in the Company's Annual Report on Form 10-K and its annual report to shareholders. With respect to the Company's quarterly financial statements, the Committee shall make a recommendation that such financial statements be included in the Company's Quarterly Report on Form 10-Q. The Committee will also prepare all reports required to be included in the Company's proxy statement, pursuant to and

in accordance with applicable rules and regulations of the SEC, and will review the matters described in such reports.

3. The Committee shall review and discuss with management and the independent auditors the Company's press releases, guidance, rating agency and investor presentations and other public disclosures of financial information, with particular attention to any use of "pro forma" or "non-GAAP" financial information.

Compliance

1. The Committee shall review the effectiveness of the system for monitoring compliance with laws and regulations.

2. The Committee shall review the results of management's investigation and follow-up (including disciplinary action) of any serious instances of non-compliance.

3. The Committee shall review any material issues that arise under the Company's Code of Business Conduct and Ethics. The Committee is to receive reports from Company management of evidence of any violation of securities laws or breaches of fiduciary duties or violation of the Code of Business Conduct and Ethics by (i) any officer or director of the Company or any material subsidiary of the Company or (ii) any other employee whose violation or breach is significant, as determined by either Company management or the IA Executive.

4. The Committee shall establish and maintain 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 submissions by employees of concerns regarding questionable accounting or auditing matters as required by Section 301 of the Sarbanes-Oxley Act and Exchange Act Rule 10A-3(b)(3).

5. The Committee shall review and investigate any concerns regarding financial matters that are reported directly to the Committee from the Ethics and Compliance Hotline or referred by the Nominating and Corporate Governance Committee.

6. The Committee shall discuss with management and the independent auditors any material correspondence with regulators or governmental agencies and any significant complaints or concerns which are brought to its attention regarding the Company's financial statements or accounting policies.

7. The Committee shall review and approve or disapprove any related party transactions in advance of such transaction. In those instances in which the Chief Financial Officer or General Counsel determines that it is not practicable or desirable for the Company to wait until the next Committee meeting, the related party transaction will be submitted to the Chair of the Committee, who will possess delegated authority to act between Committee meetings. The Committee or Chair of the Committee, as applicable, shall review the material facts of all related person transactions. In reviewing any related person transaction, the Committee or Chair of the Committee, as applicable, will take into account, among other factors that it deems appropriate, whether the related person transaction is on terms no less favorable to the Company than terms

generally available in a transaction with an unaffiliated third-party under the same or similar circumstances and the extent of the related person's interest in the transaction.

8. The Committee shall review and discuss with the independent auditors any critical audit matter ("***CAM***") addressed in the audit of the Company's financial statements and the relevant financial statement accounts and disclosures that relate to each CAM.

Relationship Between the Audit Committee and the Internal Audit Function

1. The Committee shall review with management the appointment, replacement, reassignment or dismissal of the IA Executive. The IA Executive will report on a substantive basis to the Chair of the Committee and on an administrative basis to the Chief Financial Officer. The Chair of the Committee and the Chief Financial Officer shall coordinate on the annual performance evaluation of the IA Executive. Notwithstanding the foregoing, the Committee shall have final say on all matters relating to the employment/engagement and compensation of the IA Executive in his, her, or its Internal Audit capacity.

2. The Committee shall periodically review and discuss with the IA Executive the internal audit charter and approve any changes proposed thereto.

3. The Committee shall meet separately (i.e., outside the presence of management) with the IA Executive and appropriate members of the staff of the internal audit function (who will have first consulted with management) to review, discuss and approve the plans for and the scope of their ongoing audit activities, including adequacy of budget, staffing and compensation. The Committee will consider and review with management and the IA Executive any changes to the planned scope of the internal audit plan that the Committee considers advisable.

4. The Committee shall have the IA Executive report regularly to the Committee regarding the audit activities, examinations and results thereof of the internal audit function. The Committee is to review and discuss such report with management.

5. The Committee shall review and discuss with the IA Executive, the Chief Financial Officer, the Corporate Controller or other principal accounting officer, and, if and to the extent deemed appropriate by the Committee, members of their respective staffs the adequacy of the Company's internal accounting and risk management controls, and the Company's financial, auditing and accounting organizations and personnel, which shall include the disclosures regarding internal controls and matters required to be reported to the Committee by Section 302 of the Sarbanes-Oxley Act and any rules promulgated thereunder by the SEC.

General

1. The Committee shall review and approve in advance (i) all related-party transactions (as defined by Item 404 of Regulation S-K and relevant SEC and stock exchange rules), other than executive compensation decisions approved by the Compensation Committee or decisions relating to the compensation of directors or Board committee members approved by the Board and (ii) possible conflicts of interest of members of the Board and management.

2. The Committee shall oversee the Company's guidelines and policies with respect to risk assessment and risk management to assess and manage the Company's exposure to enterprise risk. The Committee must periodically review and discuss with management the Company's policies with respect to risk assessment and risk management, including but not limited to cybersecurity and enterprise risk, and steps management has taken to monitor and control such exposures.

3. The Committee shall report regularly to the Board of Directors in such manner and at such times as the Committee and the Board deem appropriate, which reports shall 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 performance and independence of the Company's independent auditors or the performance of the internal audit function, and with respect to such other matters as are relevant to the Committee's discharge of its responsibilities. The Committee shall provide such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report.

4. The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with the Charter of the Committee. In addition, the Committee shall, at least annually, review and reassess the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable.

5. The Committee shall discharge any other duty or responsibility assigned to the Committee by the Board.

Consistent with the listing requirements of the Nasdaq Stock Market or any other stock exchange on which the Company's shares may be listed or traded, this Charter will be included on the Company's website and will be made available to the Company's Corporate Secretary.

V. RESOURCES AND AUTHORITY

The Board has constituted and established the Committee with authority, responsibility and specific duties as described in this Charter.

In discharging its oversight role, the Committee is authorized to investigate any matter that the Committee deems appropriate, with access to all books, records, facilities and personnel of the Company. The Committee is to have the resources and authority (including funding from the Company) appropriate to discharge its responsibilities and carry out its duties as required by law and this Charter, including the authority to engage and determine appropriate funding for payment of compensation to the independent auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and for special audits, reviews and other procedures and to engage and compensate independent legal counsel and other advisors, experts or consultants, and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged

communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

VI. DELEGATION

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services provided that the decisions of such subcommittee to grant preapprovals shall be presented to the full Committee at its next scheduled meeting.