THE LGL GROUP, INC.
AUDIT COMMITTEE CHARTER
(Effective November 12, 2026)

Organization

This Charter governs the operations of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of The LGL Group, Inc. ("LGL Group" or the "Company").

Purpose

The purpose of the Committee is to assist the Board in overseeing:

a. the integrity of LGL Group's financial statements and financial reporting process;

b. LGL Group's systems of internal accounting and financial controls;

c. the qualifications and independence of the Company's independent registered auditors;

d. the performance of the Company's independent registered auditors;

e. the legal compliance, conflict of interest and ethics programs as established by management and the Board.

f. the Company's policies and procedures with respect to related party transactions and investments, including the review and oversight of related party transactions and investment activities of the Company.

In so doing, it is the responsibility of the Committee to maintain free and open communication between the Committee, independent auditors and management of the Company. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company and the power to retain outside counsel, or other experts for this purpose.

Authority

The Committee shall have the authority to take appropriate actions necessary to discharge its responsibilities. Such authority includes, but is not limited to, the power to, in its sole discretion:

a. Retain and terminate an independent auditor, outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities;

b. Set the compensation and oversee the work of any outside counsel and other advisors;

c. Receive appropriate funding from the Company, as determined by the Committee, 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 experts or advisors to the Committee;

d. Seek any information it requires from employees or external parties;

e. Meet with company officers, external auditors, or outside counsel, as necessary; and

f. Delegate any of its responsibilities to one or more subcommittees as the Committee may deem necessary or appropriate, so long as such committee is comprised of entirely independent directors and has a written charter.

Composition

The Committee shall have at least three members. Each member of the Committee shall meet the independence requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules of the NYSE American. Each member of the Committee must be financially literate, as determined by the Board. At least one member of the Committee must have accounting or related financial management expertise, as determined by the Board. 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. The members of the Committee shall be appointed by the Board and serve such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

Committee members shall not simultaneously serve on the audit committee of more than two other public companies unless the Board determines that such simultaneous service would not impair a Committee member's ability to effectively serve on the Committee.

Meetings

A. The Committee shall meet at least four times annually or more frequently as may be deemed necessary or appropriate in its judgment, either in person or telephonically, and at such times and places as the Committee shall determine.

B. The Chair shall preside at meetings of the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall elect a member of the Committee to serve as the chair of the meeting.

C. The Chair, in consultation with other Committee members, shall set the agenda.

D. The Corporate Secretary of LGL Group or another designated individual shall record and keep minutes of all Committee meetings.

E. The Committee shall meet periodically in separate executive sessions with the independent auditor and members of management.

F. The Committee shall make regular reports to the Board with respect to its activities.

G. The Committee shall be governed by the same rules regarding meetings (including in person or telephonically), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Responsibilities

The following are the principal processes of the Committee in carrying out its oversight responsibilities. They are set forth as guides with the understanding that the Committee may amend or supplement them as appropriate.

General

A. The Committee's responsibility is oversight of the Company's financial reporting process.

B. The Company's management is responsible for maintaining appropriate systems for accounting and internal control and for the preparation, presentation and integrity of the Company's financial statements.

C. The independent auditor is responsible for auditing those financial statements and is ultimately responsible to the Committee, who are representatives of shareholders.

D. The Committee recognizes that financial management and the independent auditor have more time, knowledge and detailed information on the Company than do Committee members; consequently, in carrying out its oversight responsibilities, the Committee does not provide any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditor's work.

Oversight of Relationship with Independent Auditor

E. The independent auditor for LGL Group is accountable to the Board through the Committee and shall report directly to the Committee. The Committee shall have the sole authority to appoint or replace the independent auditor. The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review, or attestation services for LGL Group.

F. The Committee shall, at least annually, evaluate the qualifications, performance, and independence of the independent auditor, including whether the independent auditor's quality controls are adequate and whether the provision of permitted non-audit services is compatible with maintaining the independent auditor's independence, taking into account the opinions of management and internal auditors.

G. The Committee shall ensure the regular rotation of the lead audit partner, the concurring partner and any other active audit engagement team partner as required by law. The Committee shall also consider whether the independent auditor should be rotated to ensure continuing auditor independence. The Committee shall recommend ratification of the independent auditor's appointment by the shareholders.

H. At least annually, obtain and review a report by the independent auditor describing:

1. The independent auditor's internal quality control procedures;
2. Any material issues raised by the most recent internal quality-control review (or peer review) of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues;
3. All relationships between the independent auditor and the Company, consistent with PCAOB requirements, to enable the Committee to assess the auditor's independence;
4. The independent auditor's reasoning in accepting or questioning sensitive accounting estimates by management; and
5. The independent auditor's conclusions regarding any serious disagreements with management encountered during the course of the audit.

I. The Committee shall discuss with the independent auditor (i) on an annual basis, the matters required to be discussed by the Public Company Accounting Oversight Board ("PCAOB") Auditing Standards relating to the conduct of the audit; and (ii) on a quarterly basis, the matters required to be discussed by the PCAOB Auditing Standards relating to the conduct of a review of interim financial information.

J. The Committee shall pre-approve all audit and non-audit services provided by the independent auditors and shall not engage the independent auditors to perform specific non-audit services proscribed by law or regulation. The Committee may delegate pre-approval authority to a member of the Committee. The decisions of any Committee member to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.

K. The Committee shall meet with the independent auditor and the Company's internal auditors, as applicable, prior to the commencement of the annual audit, to review the planning and scope of the audit.

L. The Committee shall review with the independent auditor matters relating to:

1. The conduct of its annual audit work, including any difficulties encountered in the course of the audit work;

2. Any restrictions on the scope of the independent auditor's activities or access to requested information; and

3. Any significant disagreements with management.

M. The Committee shall set clear policies for LGL Group's hiring of employees or former employees of the independent auditor.

Financial Statements and Disclosure Matters

N. The Committee, in carrying out its responsibility, believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee should take the appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practice, and ethical behavior.

O. The Committee shall discuss with management LGL Group's earnings press releases (including the use of "pro forma" or "adjusted" non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies, including the type of information to be disclosed and type of presentation to be made.

P. The Committee shall review and discuss with management, the internal auditors and the independent auditor the annual audited financial statements, including disclosures in "Management's Discussion and Analysis of Financial Condition and Results of Operations," including their judgment about the quality and appropriateness, not just the acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity and completeness of the disclosures in the financial statements. The Committee shall recommend to the Board whether the audited financial statements should be included in LGL Group's Annual Report on Form 10-K.

Q. The Committee shall review and discuss with management and the independent auditor the quarterly financial statements prior to the filing of LGL Group's Report on Form 10-Q, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Committee shall recommend to the Board whether the quarterly financial statements should be included in LGL Group's Quarterly Report on Form 10-Q.

R. The Committee shall review and discuss with management and the independent auditor:

1. Any analysis or other written communications prepared by management, the internal auditors and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the consolidated financial statements, including the effects of alternatives to U.S. GAAP on the financial statements and any significant changes in LGL Group's selection or application of accounting principles;
2. All critical accounting policies and practices to be used;
3. All alternative treatments of financial information with U.S. GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatment, and the treatment preferred by the independent auditor;
4. Off-balance sheet transactions or structures;
5. Regulatory and accounting initiatives or actions applicable to the Company (including any SEC investigations or proceedings); and
6. Other material written communications between the independent auditor and management, such as a management letter or schedule of unadjusted differences.

S. The Committee shall review and discuss with management, the independent auditor, and internal auditors the quality and adequacy of the Company's financial reporting processes, internal control over financial reporting, including whether there are any significant deficiencies or material weaknesses in the design or operation of such processes, controls and procedures, any corrective action taken with regard to such deficiencies and weaknesses, and any fraud involving management or other employees with a significant role in such processes, controls and procedures.

T. The Committee shall establish procedures for the receipt, retention, and treatment of complaints received regarding accounting, internal accounting controls, or auditing matters and for the confidential and anonymous submission by LGL Group employees of concerns regarding accounting or auditing matters. It shall receive corporate attorneys' reports of evidence of a material violation of securities laws or breaches of fiduciary duty.

Oversight of LGL Group's Internal Audit Function

U. The Committee shall evaluate the performance of the Company's internal audit function, whether staffed by employees or an external vendor. The Committee shall discuss with

the internal auditors the responsibilities, budget and staffing of the internal audit function.

V. The Committee shall review and discuss with the Company's independent auditors and management (i) any audit problems or difficulties, including difficulties encountered by the Company's 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 Company's auditors and management.

Other Responsibilities

W. Periodically review risk assessments from management with respect to cybersecurity and artificial intelligence, including assessments of the overall threat landscape and related strategies and investments.

X. The Committee shall review and approve the report required by the rules of the SEC to be included in LGL Group's annual proxy statement.

Y. The Committee shall meet separately with management, the internal auditors, and the independent auditor to discuss issues and concerns warranting Committee attention. The Committee shall provide sufficient opportunity for the internal auditors and the independent auditor to meet privately with the members of the Committee.

Z. The Committee shall discuss with management, internal auditors, and the independent auditor the adequacy and effectiveness of the Company's policies and procedures to assess, monitor, and manage business risk, and legal and ethical compliance programs (e.g., LGL Group's Business Conduct Policy).

CC. The Committee shall review and oversee the Company's policies and procedures relating to related party transactions and investments, including:

1. reviewing and approving, as appropriate, related party transactions in accordance with applicable law, SEC rules, and Company policies;
2. overseeing compliance with the Company's related party transaction policies;
3. reviewing investment activities, investment structures, and investment-related conflicts of interest involving the Company or its affiliates;

4. reviewing disclosures regarding related party transactions and investments required in the Company's SEC filings and other public disclosures; and
5. keep the Company's 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
6. reviewing and discussing with the Company's 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.

DD. The Committee shall, at least annually:

1. Evaluate its own performance and report to the Board on such evaluation; and
2. Review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Limitation

Nothing in this Charter is intended to alter in any way the standard of conduct that applies to any of the directors of the Company under the statues and laws of the Company's domicile of incorporation, as currently in effect, and this Charter does not impose, nor shall it be interpreted to impose, any duty on any director greater than, or in addition to, the duties or standards established by the statutes and laws of the Company's domicile of incorporation.