Purpose and Authority

The purpose of the Audit Committee (the “Committee”) of the board of directors (the “Board”) of MariaDB plc (the “Company”) is to assist the Board in, among other things, oversight of (a) the Company’s accounting and financial reports (including the Company’s statutory financial statements under Irish law (the “Irish Statutory Financial Statements”) and reporting processes and the audits of the Company’s financial statements, (b) the adequacy and performance of the Company’s internal accounting and financial controls, disclosure controls, and risk management practices, (c) the independent auditor’s qualifications, independence, and performance, (d) subject to the provisions of the Irish Companies Act 2014, as amended (the “Irish Companies Act”), the appointment and performance of the Irish statutory auditor required under the Irish Companies Act, (e) the performance and adequacy of the Company’s internal audit function, and (f) compliance by the Company and its directors, officers and employees with various legal and regulatory requirements.

The Committee is directly responsible for the appointment, compensation, retention and oversight of the independent auditor, and shall also have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board. For purposes of this Charter, it is understood that the entity engaged to perform the function of independent auditor may be the same entity as, or an affiliated entity of, the entity engaged to perform the function of Irish statutory auditor. The independent auditor and the Irish statutory auditor shall be collectively referred to herein as the “independent auditor”.

It is the responsibility of the Company’s management to prepare consolidated financial statements in accordance with GAAP and the responsibility of the Company’s independent auditors to audit those financial statements. The Committee’s responsibility is one of oversight regarding the financial statements and the related audit.

As the Committee deems appropriate and at its sole discretion, it may retain and terminate independent counsel, accounting and other advisors to assist the Committee in carrying out its duties without seeking Board approval with respect to the selection, fees, or terms of engagement of any such advisors. The Company will provide the Committee with appropriate funding, as the Committee determines, for the payment of compensation to the Company’s independent auditor, outside counsel, and other advisors and administrative expenses of the Committee, that are necessary or appropriate in carrying out its duties.

To the extent permitted by applicable law, regulations and listing requirements, as the Committee deems appropriate, it may form and delegate authority to subcommittees of the Committee and may delegate authority to one or more designated members of the Committee.
Composition

Independence

The Committee shall be composed of at least three directors, each of whom shall, as determined by the Board, meet the independence requirements established by the Board and any laws, regulations, and listing requirements applicable to the Company from time to time. In addition, at least one member of the Committee shall satisfy the independence and accounting / auditing competence requirements of section 167 of the Irish Companies Act.

Financial Literacy/Expertise

Each Committee member shall in the judgment of the Board have the ability to read and understand fundamental financial statements. At least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background that results in the individual’s financial sophistication. In addition, at least one member of the Committee shall in the judgment of the Board be an “audit committee financial expert” as defined by the rules and regulations of the Securities and Exchange Commission (the “SEC”).

Service on Other Public Company Audit Committees

Generally, no member of the Committee may serve on more than three audit committees of publicly traded companies (including the Audit Committee of the Company) at the same time unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee of the Company. For this purpose, service on the audit committees of a parent and its substantially owned subsidiaries counts as service on a single audit committee.

Appointment and Removal of Members

The members of the Committee shall be appointed by the Board. The Board may remove any member from the Committee at any time with or without cause.

Meetings and Reporting to Board

The Committee shall meet as often as necessary to fulfill its responsibilities set forth in this Charter and otherwise, which shall include at least two (2) meetings each year. In the absence of a member designated by the Board to serve as Chair, the members of the Committee may appoint from among their number a person to preside at their meetings.

Meetings of the Committee may be held in-person, telephonically, by video conference and/or through any other method of electronic communication. The Committee may also act by written resolution in lieu of a meeting.

The Committee shall report regularly to the Board on its activities.

Agenda and Minutes
The Chair will generally be responsible for setting the agendas for Committee meetings. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be communicated to members sufficiently in advance of each meeting.

**Duties and Responsibilities**

The Committee shall have the following duties and responsibilities, in addition to any duties and responsibilities assigned to the Committee from time to time by the Board.

**Engagement of Independent Auditor**

1. Select and retain the independent auditor; determine and approve compensation of the independent auditor; resolve disagreements between management and the independent auditor regarding financial reporting; oversee and evaluate the work of the independent auditor; and, where the Committee deems appropriate, replace the independent auditor, with the understanding that the independent auditor shall report directly to the Committee.

2. Establish policies and procedures for the review and pre-approval by the Committee of all auditing services and permissible non-audit services (including the fees and terms thereof) to be performed by the independent auditor, subject to any applicable exceptions including under Irish law.

**Recommendation of the Irish Statutory Auditor**

3. The Committee shall be responsible for recommending the appointment of, and, subject to appropriate delegation from the Company's shareholders, remuneration of, the Company's Irish statutory auditor. Such recommendation shall be submitted to the Company's shareholders for approval at each annual general meeting of the Company's shareholders. The Irish statutory auditor shall report directly to the Committee and the Committee shall oversee the Irish statutory auditor on the terms set forth in this Charter.

**Irish Companies Act Requirements**

4. Without prejudice to any other provision of this Charter and the responsibility of the Board under the Irish Companies Act and in compliance with section 167 of the Irish Companies Act, the responsibilities of the Committee shall include: (i) the monitoring of the financial reporting process; (ii) the monitoring of the effectiveness of the Company's systems of internal control, internal audit and risk management; (iii) the monitoring of the statutory audit of the Company's Irish Statutory Financial Statements; and (iv) the review and monitoring of the independence of the Irish statutory auditor under Irish law and in particular the provision of additional services to the Company.

**Evaluate Independent Auditor's Qualifications, Performance and Independence**

5. At least annually, evaluate the independent auditor’s qualifications, performance and independence, including that of the lead partner.
6. At least annually, obtain and review a report by the independent auditor describing the firm’s internal quality control procedures, including 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, relating to audits carried out by the firm and any steps taken to deal with such issues.

7. At least annually, obtain and review the letter and written disclosures from the independent auditor required by applicable requirements of the Public Company Accounting Oversight Board and such similar applicable regulatory bodies regarding the independent accountant’s communications with the Committee concerning independence, including a formal written statement by the independent auditor delineating all relationships between the auditor and the Company; actively engage in a dialogue with the auditor with respect to that firm’s independence and any disclosed relationships or services that may impact the objectivity and independence of the auditor; and take appropriate action to oversee the independence of the outside auditor.

8. Discuss with the independent auditor the matters required to be discussed by the statement on Auditing Standard 1301, Communications with Audit Committees, as amended from time to time, together with any other matters as may be required for public disclosure or otherwise under applicable laws, rules, and regulations.

9. Ensure that the independent auditor is in compliance with the partner rotation requirement of the Securities Exchange Act of 1934, as amended, and any related rules established thereunder by the SEC or otherwise.

10. Ensure that the Irish independent auditor is registered under Part 27 of the Irish Companies Act to provide Irish statutory audit services.

Review Financial Statements and Financial Disclosure

11. Prior to filing any periodic report with the SEC, meet with management and the independent auditor to review and discuss the annual audited financial statements (including audit scope and the report of the independent auditor thereon), the Irish Statutory Financial Statements, and quarterly unaudited financial statements, including in each case the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and provisions and disclosure required pursuant to the Irish Companies Act.

12. The Committee shall review and discuss with the Company’s management and the Irish statutory auditor the Irish Statutory Financial Statements including the directors’ report thereon prepared in accordance with applicable accounting policies. Based on such review and discussion, the Committee shall report to the Board on whether it recommends that the Irish Statutory Financial Statements and the directors’ report thereon be approved by the Board and signed on their behalf.

13. Regularly review with the independent auditor any audit or review problems or
difficulties and management’s response, including any restriction on the scope of activities, access to required information, the adequacy of internal controls, adjustments noted or proposed by the independent auditor but not taken (as immaterial or otherwise) by management, communications between the audit team and the national office concerning auditing or accounting issues, and any management or internal control letters issued or proposed to be issued by the independent auditor.

14. Recommend to the Board whether the audited financial statements (which may include the Irish Statutory Financial Statements) should be (i) included in the Company's annual report on Form 10-K, if so determined by the Committee, based on its review and discussion of the audited financial statements with management and the independent auditor, its discussions with the independent auditor regarding the matters required to be discussed by statement on Auditing Standard 1301, Communications with Audit Committees, as amended from time to time, and its discussions regarding the auditor's independence; and (ii) distributed to members of the Company and laid before the annual general meeting of the shareholders of the Company, as required by the Irish Companies Act.

15. Review earnings press releases, including all quarterly earnings releases, in advance of their dissemination.

16. Discuss or review corporate policies with respect to financial information and earnings guidance provided to analysts and rating agencies.

Periodic Assessment of Accounting Practices and Policies and Risk and Risk Management

17. Obtain and review timely reports from the independent auditor regarding (a) all critical accounting policies and practices to be used, (b) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor, and (c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

18. Review at least annually (a) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, (b) issues as to the adequacy of the Company's internal controls and procedures and any special audit steps or other processes adopted in light of internal control deficiencies, (c) issues as to the adequacy of the Company's disclosure controls and procedures and any processes adopted in light of disclosure control deficiencies, (d) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements, and (e) the effect of regulatory and accounting initiatives on the financial statements of the Company.
19. Review and discuss with management from time to time the effectiveness of, deficiencies in, or appropriate improvements to (a) the design or operation of disclosure controls and procedures, (b) the design or operation of internal controls and procedures, (c) any processes to detect and prevent fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls or disclosure controls, and (d) any other matters that require Committee attention or action. Review any report issued by the Company's independent auditor regarding management's assessment of the above matters.

20. Review and discuss the Company's assessment and management regarding enterprise risk, including (a) the Company's major financial, treasury, audit, information security, and other business risk exposures, (b) the steps management has taken to monitor and control such exposures, and (c) the Company's policies and guidelines with respect to such exposures. The Board may retain at the Board level or delegate to other Board committees risk oversight duties with respect to certain business and other risk exposures, which duties will be reviewed in a general manner by the Committee but not duplicated.

Internal Audit Review

21. Review and discuss with the independent auditor the responsibilities, functions and performance of the Company's internal audit department, if any, including internal audit plans, budget, staffing and the scope and results of internal audits.

Proxy Statement Report of Audit Committee

22. Approve the report required by the rules of the SEC to be included in the Company's annual disclosures.

Hiring Policies

23. Set clear hiring policies for the Company's hiring of employees or former employees of the independent auditor who were engaged on the Company's account (including past and present members of the audit engagement team), and ensure that such policies comply with any laws, rules and regulations applicable to the Company from time to time.

Complaint Procedures and Ethics Compliance

24. Establish procedures for the receipt, retention and treatment of allegations or complaints regarding accounting, internal accounting controls or auditing matters pursuant to and to the extent required by laws, rules and regulations applicable to the Company from time to time.

25. Establish and oversee procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters, or violations of the Code of Business Conduct and Ethics, pursuant to and to the extent required by laws, rules and regulations applicable to the Company from
26. In conjunction with the Governance and Sustainability Committee, develop, update as needed, and monitor compliance with the Code of Business Conduct and Ethics applicable to the Company’s directors, officers and employees pursuant to and to the extent required by laws, rules and regulations applicable to the Company from time to time.

27. Review, monitor, and discuss with management allegations or complaints regarding violations of the Code of Business Conduct and Ethics, fraud, or any accounting, internal accounting controls, disclosure controls, financial reporting, or auditing matters.

Related Person Transactions

28. Review policies and procedures with respect to transactions between the Company and officers and directors, or affiliates of officers or directors, certain significant securities holders, or transactions that are not a normal part of the Company’s business, and review and approve those related-person transactions that would be disclosed pursuant to SEC Regulation S-K, Item 404 or required to be reviewed and overseen pursuant to Section 314.00 of the New York Stock Exchange Listed Company Manual or under the Irish Companies Act.

Legal Matters

29. Review legal and regulatory matters that may have a material impact on the financial statements and related Company compliance policies and programs.

Evaluation

The Committee shall annually review and reassess the adequacy of this Charter, including the Committee’s structure, processes, and membership requirements, and, if appropriate, propose changes to the Board.

The Committee shall obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations.