

## **CARIS LIFE SCIENCES, INC.**

### **AUDIT COMMITTEE CHARTER**

#### **I. Purpose**

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Caris Life Sciences, Inc. (the “Company”) is to oversee the accounting and financial reporting processes of the Company, the audits of the Company’s financial statements, the effectiveness of internal controls, the independence and performance of the external and internal auditors, and compliance with legal and regulatory requirements.

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 independent auditors are responsible for auditing and reviewing those financial statements.

#### **II. Composition**

The Committee must consist of at least three directors, subject to any available exception. Each Committee member must satisfy the independence requirements of the Nasdaq Stock Market LLC (“Nasdaq”) and additional independence rules for members of the Audit Committee issued by the Securities and Exchange Commission (the “SEC”), subject in each case to applicable transition provisions or exceptions. Each Committee member must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee must be an “audit committee financial expert” as defined under SEC rules.

Committee members may be removed from the Committee, with or without cause, by the Board. 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, the internal auditor, and the independent auditor. Unless otherwise determined by the Committee, each regularly scheduled meeting shall conclude with an executive session that excludes members of management. As part of its responsibility to foster open communication, the Committee shall meet periodically with management, the Vice President of Internal Audit, and the independent auditor in separate executive sessions.

The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board. 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. Special meetings may be called by the Committee Chair, the Chairman of the

Board, or the Chairman of the Board or Secretary upon request of two or more Committee members.

The Committee may, in its sole discretion, 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 independent auditor 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, including as may be delegated by the Board, consistent with this Charter, the purposes of the Committee, the Company's certificate of formation and bylaws, and applicable Nasdaq rules.

The Committee may conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee. The Committee shall have unrestricted access to all Company books, records, facilities, and personnel as deemed necessary or appropriate by any member of the Committee to carry out its responsibilities under this Charter.

#### **IV. Duties and Responsibilities**

##### *Interaction with the Independent Auditor*

1. *Appointment and Oversight.* The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor 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 (including resolution of any disagreements between Company management, the Company's internal auditor and the independent auditor or other registered public accounting firm regarding financial reporting), and the independent auditor and each such other registered public accounting firm must report directly to the Committee.

2. *Preapproval of Audit and Non-Audit Services.* The Committee must pre-approve any audit and non-audit service provided to the Company by the independent auditor, 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. To this end, the Company maintains the Caris Life Sciences, Inc. Audit and Non-Audit Services Pre-Approval Policy. Other than with respect to the annual audit of the Company's consolidated financial statements, the Chair of the Committee is authorized to pre-approve other audit services and non-audit services provided to the Company by the independent auditor on behalf of the Committee and each such pre-approval decision will be reported to the full Committee at its next scheduled meeting. The Committee must oversee the rotation of the independent auditor's lead audit partner and audit review partner on the Company's audit engagement team as required by the Sarbanes-Oxley Act of 2002 and applicable SEC rules and regulations.

3. *Annual Report on Independence.* The Committee must direct the independent auditor to prepare and deliver, at least annually, a written statement delineating all relationships between the independent auditor and the Company, must actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditor, and, if the Committee determines that further inquiry is advisable, must take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence.

4. *Quality-Control Review.* The Committee must obtain and review, at least annually, a report by the independent auditor describing (a) the independent auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, peer review, or Public Company Accounting Oversight Board 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 (c) any steps taken to deal with any such issues.

#### Annual Financial Statements and Annual Audit

5. *Audit Problems.* The Committee must discuss with the independent auditor and the Company's internal auditor any audit problems or difficulties and management's response.

6. *Form 10-K Review.* The Committee must review and discuss with management and the independent auditor the annual audited financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.

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

#### Quarterly Financial Statements

8. *Form 10-Q Review.* The Committee must review and discuss with management and the independent auditor the Company's quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

#### Other Duties and Responsibilities

9. *Review of Earnings Releases.* The Committee must discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).

10. *Risk Assessment and Risk Management.* The Committee must discuss the Company's policies with respect to risk assessment and risk management and oversee the management of the Company's financial risks and information technology risks, including

cybersecurity and data privacy risks. The Committee must discuss with management, including the Company's Chief Information Security Officer, the steps management has taken to monitor and control these risks.

11. *Hiring of Independent Auditor Employees.* The Committee must oversee the Company's hiring policies for employees or former employees of the Company's independent auditor.

12. *Oversight of the Compliance Function.* The Committee must oversee the Company's compliance function and the Company's compliance with legal and regulatory requirements and corporate policy. The Chief Compliance Officer shall report directly to the Audit Committee.

13. *Oversight of the Internal Audit Function.* The Committee must oversee the Company's internal audit function, including approving its charter, reviewing the scope and performance of the department's internal audit plan, including the results of any internal audits and ensuring sufficient resources, skills, technology, and budget to carry out the plan; and reviewing and approving the appointment, replacement, or dismissal of the Company's Vice President, Internal Audit.

14. *Complaint Procedures.* The Committee must establish and oversee the observance of 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.

15. *Review of Internal Control Over Financial Reporting and Disclosure Controls.* The Committee must review and discuss with management, Internal Audit, and the independent auditor the adequacy and effectiveness of the Company's internal control over financial reporting ("ICFR") and the Company's disclosure controls and procedures. The Committee must review reports on significant findings and recommendations with respect to such controls, any steps management has taken to address material control deficiencies, any special audit steps adopted in light of any material control deficiencies, and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's ICFR.

16. *Certification Disclosures.* The Committee must review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q regarding (a) any significant deficiencies or material weaknesses in the design or operation of the Company's ICFR that are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial information, and (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's ICFR.

17. *Correspondence with Regulators.* The Committee must consider and review with management, the independent auditor, and outside advisors, as appropriate, any correspondence

with regulators or governmental agencies, and any published reports, that raise material issues regarding the Company's financial statements or accounting policies.

18. *Review of Related Person Transactions.* The Committee will periodically review the Company's policies and procedures for reviewing and approving "related person transactions" as defined by Item 404 of Regulation S-K and approve or recommend to the Board any changes to such policies and procedures. In accordance with the Company's Related Person Transaction Policy and Procedures and Nasdaq rules, the Committee will, as necessary, review and, if appropriate, approve related person transactions.

19. *Review of Code of Business Conduct and Ethics.* The Committee must periodically consider and discuss with management and the independent auditor the Company's Code of Business Conduct and Ethics (the "Code") and the procedures in place to enforce the Code. The Committee must also consider and discuss and, as appropriate, grant requested waivers of the Code with respect to directors and executive officers; provided that the Committee may defer any decision with respect to any waiver to the Board.

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

21. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.

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

## **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.

*Effective: May 7, 2026*