

SILVACO GROUP, INC.

AUDIT COMMITTEE CHARTER

(As adopted by the Board of Directors effective as of May 2024)

Purpose

The purpose of the Audit Committee, and its subcommittees, as applicable (the “**Committee**”), of the Board of Directors (the “**Board**”) of Silvaco Group, Inc. (the “**Company**”) is to:

- (1) assist the Board in its oversight of:
 - (a) the integrity of the Company’s financial statements and other financial information provided by the Company to any governmental body or to the public;
 - (b) the Company’s compliance with legal and regulatory requirements;
 - (c) the qualification, independence, and performance of the Company’s independent registered accounting firm; and
 - (d) the operation of the Company’s internal controls and internal audit function; and
- (2) prepare the report of the Audit Committee required by the rules of the Securities and Exchange Commission (the “**SEC**”) and any other reports required of the Committee under rules of the SEC.

Membership and Organization

The Committee shall consist of at least three members of the Board, with the exact number to be determined by the Board and subject to any exceptions or transition periods for committee composition compliance available under the Nasdaq Stock Market (“**Nasdaq**”) and the SEC rules as deemed appropriate or necessary. Committee members shall be appointed from time to time by the Board, having given consideration to the recommendations, if any, from the Nominating and Corporate Governance Committee, but not less than annually at its first meeting following the Annual Meeting of Stockholders. Also having given consideration to the recommendation of the Nominating and Corporate Governance Committee, if any, the Board shall designate a Chair of the Committee (“**Chair**”), provided that if the Board does not so designate a Chair, the members of the Committee, by a majority vote, may designate a Chair. The Chair (or in their absence a member designated by the Chair) shall preside at all meetings of the Committee.

Committee members may be removed, without cause, by the affirmative vote of the majority of the Board at any time. Any Committee member may resign effective upon giving oral or written

notice to the Chairperson of the Board, the Corporate Secretary, or the Board (unless the notice specifies a later time for the effectiveness of such resignation).

Each member of the Committee shall meet the independence standards and experience requirements that may be established from time to time by Nasdaq and the SEC and are applicable to the Committee, provided that the exemptions from the independence requirements set forth in such rules and regulations shall also be applicable to members of the Committee. Each member of the Committee shall also meet any additional independence standards that may be established from time to time by the Board or the Nominating and Corporate Governance Committee. Each member of the Committee must be financially literate, as determined by the Board (e.g., able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement), and at least one member must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background, as determined by the Board, that leads to financial sophistication, and must be an "audit committee financial expert" as defined in item 407(d)(5)(ii) of Regulation S-K, as amended from time to time by the SEC. No member of the Committee may have participated in preparing the Company's financial statements at any time in the past three years. No Committee member shall simultaneously serve on the audit committee of more than two other public companies without prior disclosure to the Committee and the Board and an affirmative determination by the Board that such service does not impair the ability of such member to serve effectively on the Committee, which determination shall be disclosed in the annual proxy statement.

Meetings

The Committee shall meet as often as it determines necessary, but not less frequently than quarterly. A majority of the members shall represent a quorum of the Committee. Formal action to be taken by the Committee shall be by unanimous written consent or by the affirmative vote of at least a majority of the members present (in person or by telephonic/video conference) at a meeting at which a quorum is present. The Committee may form and delegate authority to subcommittees, or to one or more members of the Committee, when appropriate. The Committee shall meet with management, those performing the internal auditor function and the independent accountants in separate executive sessions as appropriate. The Committee shall meet (in person or by telephonic/video conference) with the independent accountant and management on a quarterly basis to review the Company's financial statements and financial reports. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

Resources and Authority

The Committee shall have the resources and appropriate authority, without seeking the approval of the Board, to discharge its responsibilities, including the authority to retain, at the Company's expense, outside legal, accounting, or other consultants to advise the Committee and to authorize or conduct investigations into any matters within the scope of its responsibilities and to approve related fees and retention terms. The fees and costs of any consultant or advisor engaged by the Committee to assist the Committee in performing its duties hereunder shall be borne by the Company. The Committee may request any director, officer, or employee of the Company, the

Company's outside counsel, independent accountants, or such other persons as it deems appropriate to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. The Committee shall have full access to all books, records, facilities, and personnel of the Company in connection with the discharge of its responsibilities.

Delegation to Subcommittee

The Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services and to review and grant pre-approvals of "related person transactions" under the Company's Related Person Transactions Policy, as are provided in the resolutions of the Committee, except to the extent such delegation is limited by applicable law or listing standard. The actions of any such subcommittee shall be presented to the full Committee at the next scheduled Committee meeting.

Duties and Responsibilities

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight function. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law, regulation, or listing standard:

Independent Accountants

- Be directly responsible for the appointment, retention, removal, compensation, and oversight of the work of the independent accountants (including the resolution of disagreements between the Company's management and the independent accountants regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit and review or attest services for the Company. The independent accountants shall report directly to the Committee.
- Have the sole authority to review in advance and grant any appropriate pre-approvals of all audit services to be provided to the Company and its subsidiaries by the independent accountants and all permitted non-audit services (including the fees and other terms of engagement) and, if desired, establish policies and procedures for review and pre-approval by the Committee of such services.
- Obtain, review, and discuss, at least annually, a written report by the independent accountants describing (i) the independent accountants' internal quality-control procedures and (ii) any material issues raised by the most recent internal quality control review, or peer review, of the independent accountants, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits carried out by the independent accountants, and any steps taken to address those issues; and (iii) all relationships between the independent accountant

and the Company to enable the assessment of the independent accountant's independence.

- Review any report by the independent accountants concerning: (i) all critical accounting policies and practices to be used; (ii) alternative treatments of financial information within generally accepted accounting principles in the United States (“**U.S. GAAP**”) that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent accountants; and (iii) any other material written communications between the independent accountants and the Company's management.
- Review and discuss with the independent accountants, on an annual basis, all relationships the independent accountants have with the Company in order to evaluate the independent accountants' continued independence and receive from the independent accountants on an annual basis a written statement (consistent with applicable PCAOB requirements for independent accountant communications with the audit committees concerning independence) regarding the independent accountants' independence.
- Evaluate annually the independent accountant's qualifications, performance, and independence, including the review and evaluation of the lead partner of the independent auditor, taking into account the opinions of management, and whether there should be a rotation of the independent accountants in order to assure ongoing independence of the independent accountant.
- Meet with the independent accountants prior to the audit for each fiscal year to review the planning, staffing, and scope of the audit.
- Consult with the independent accountant to assure the rotation of the lead audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit every five years, consider issues related to the timing of such rotation and the transition to new lead and reviewing partners, and consider whether, in order to assure continuing independence of the independent accountant, there should be regular rotation of the audit firm, and report to the Board on its conclusions.
- Approve as necessary the termination of the engagement of the independent accountant.
- Establish policies for the hiring of employees or former employees of the independent accountant who participated in any capacity in the audit of the Company, taking into account the impact of such policies on independence of the independent accountant.

Oversight of Company's Financial Statements and Internal Controls

- Review and discuss the Company's annual audited financial statements and quarterly financial statements with management and the independent accountants, including the Company's disclosures under the section entitled “Management's Discussion and Analysis of Financial Condition and Results of Operations” in the Company's reports filed with the SEC.

- Review quarterly any non-GAAP financial measures included in any SEC filing or in any public disclosure or release.
- Review and discuss as appropriate with the Company’s outside tax advisors the Company’s annual tax filing compliance along with the significant assumptions and estimates made in preparing the annual income tax provision and related assessment of any necessary FIN 48 reserves.
- Review and discuss with management press releases regarding the Company’s financial results and any other information provided to securities analysts and rating agencies, including any “pro-forma,” “non-GAAP” or adjusted financial information.
- As appropriate, the Committee shall review with management and the independent accountants, in separate meetings if the Committee deems it necessary: (i) any analysis or other written communications prepared by management and/or the independent accountants setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effect of alternative U.S. GAAP methods on the financial statements; (ii) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company’s selection or application of accounting principles; and (iii) the effect of regulatory and accounting initiatives or actions, as well as off-balance sheet structures, on the financial statements of the Company.
- Review and discuss with management and the independent accountants the Company’s earnings press releases before they are distributed and discuss generally with management the nature of any additional financial information and earnings guidance to be provided publicly, to analysts and/or to ratings agencies.
- Review and discuss with management and the independent accountants the matters required to be discussed by (i) Auditing Standard No. 1301, as such standard may be further modified, supplemented or amended from time to time or such successor standard that may be promulgated, and (ii) any formal written statements received from the independent accountant consistent with and in satisfaction of Public Company Accounting Oversight Board’s Ethics and Independence Rule 3526, as amended, including without limitation, descriptions of (x) all relationships between the independent accountant and the Company, (y) any disclosed relationships or services that may impact the independent accountant’s objectivity and independence and (z) whether any of the Company’s senior finance personnel were recently employed by the independent auditor.
- Based on its review and discussions with management and the independent accountants, recommend to the Board whether the Company’s audited financial statements should be included in the Company’s Annual Report on Form 10-K.
- Review with the independent accountants any difficulties the independent accountants encountered in the course of its audit, including any restrictions on the scope of the independent accountants’ activities or on access to requested information, any significant disagreements with management, and management’s response. Review with the

independent accountant any accounting adjustments that were noted or proposed by the independent accountant but that were “passed” (as immaterial or otherwise), any communications between the audit team and the independent accountant’s national office respecting auditing or accounting issues presented by the engagement, any “management” or “internal control” letter or schedule of unadjusted differences issued, or proposed to be issued, by the independent accountant to the Company, and any other material written communication provided by the independent accountant to the Company’s management.

- Review with the independent accountants any management letter provided by the independent accountants and the Company’s responses to that letter.
- Review and discuss with management and the independent accountants the adequacy and effectiveness of the Company’s internal control over financial reporting (including any significant deficiencies, material weaknesses, and significant changes in internal control over financial reporting reported to the Committee by management, any fraud involving management or other employees who have a significant role in the Company’s internal control over financial reporting, any special audit steps adopted in light of material weaknesses, significant deficiencies and/or control deficiencies), and the effectiveness of the Company’s disclosure controls and procedures. Consult with management and the independent accountants whether any changes to the internal controls are appropriate in light of management’s assessment.
- Review with the Board 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, and the performance and independence of the Company’s independent accountants.
- Periodically meet separately with management, with internal auditors and with the independent accountant.

Other Matters

- Review disclosures made to the Committee by the Company’s Chief Executive Officer and Chief Financial Officer during their certification process for periodic reports filed with the SEC about (i) any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein, (ii) any fraud involving management or other employees who have a significant role in the Company’s internal control over financial reporting or (iii) the effectiveness of the Company’s disclosure controls and procedures.
- Prepare the report of the Audit Committee required by the rules of the SEC to be included in the Company’s annual proxy statement.
- Review the appointment and replacement of the Company’s internal audit function. Review and discuss with the internal auditors (i) the charter, purpose, authority and organizational reporting lines of the internal audit function and (ii) the annual audit plan, changes to the audit plan and progress against the audit plan. Review reports to

management and the Audit Committee prepared by the internal auditors, and elevate any such reports to the Board as the Audit Committee may deem necessary or warranted. Consult with management and the internal auditor the responsibilities, budget and staffing of the internal audit function and the planning and execution of internal audit activities.

- Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's policies with respect to risk assessment and risk management.
- Discuss guidelines and policies to govern the process by which risk assessment and management is undertaken and handled. Discuss with management the Company's major financial risk exposures, including financial, operational, data privacy, cyber and data security, legal proceedings, regulatory risks and other contingent liabilities, and the steps management has taken to monitor and control such exposures.
- Periodically recommend to the Board that either the full Board or its committees oversee and review relevant elements of the Company's risk management policies, oversee and review those elements of the policies assigned to the Committee and monitor the quality of the Company's risk management implementation and execution.
- Review and monitor the Company's investment policy and its investment portfolio performance and associated risks.
- Review and monitor the Company's cybersecurity and information security policies and its internal controls regarding cybersecurity and information security. Regularly report to the Board of Directors at such intervals as determined by the Committee the substance of such reviews and, as necessary, recommend to the Board of Directors such actions.
- Review the Company's hedging strategy annually. Review and approve management's decision to enter into swaps that are exempt from the clearing and trade execution requirements under the End User Exception provision of the Dodd Frank Act.
- At least annually, or as needed, review and monitor the Company's tax strategies.
- Review with the Company's general counsel, or in the absence of a general counsel, the Company's chief financial officer, and report to the Board on litigation, material government investigations and compliance with applicable legal requirements and the Company's Code of Business Conduct and Ethics.
- Establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing or other matters in accordance with the Company's whistleblower program, and the confidential and anonymous submission by the Company's employees of concerns regarding accounting, auditing or other matters.
- Review and consider "related person transactions" under, and take other actions contemplated by, the Company's Related Person Transactions Policy, and review potential

conflicts of interest of any director, officer, or employee of the Company brought to the attention of the Committee on an ongoing basis and discuss with the Company's independent accountants the Company's disclosure of its relationships and transactions with related parties, including any significant matters arising from the Company's audit regarding the Company's relationships and transactions with related parties.

- Review any proposed waiver of the Code of Business Conduct and Ethics and Code of Ethics for Senior Financial Officers and make a recommendation to the Board with respect to the disposition of any proposed waiver and review any potential ethics violations brought to the attention of the Committee.
- As requested by the Board, review and investigate conduct alleged by the Board to be in violation of the Company's Code of Business Conduct and Ethics, and adopt as necessary or appropriate, remedial, disciplinary, or other measures with respect to such conduct.
- Make regular reports on the activities of the Committee to the Board.

Evaluation of the Committee Charter and the Committee

- Review and reassess the adequacy of this Charter annually at its first meeting following the Annual Meeting of Stockholders and recommend any proposed changes to the Board. The Committee also shall undertake an annual evaluation assessing its performance with respect to its duties and responsibilities set forth in this Charter, which evaluation shall be reported to the Board. The self-assessment shall be conducted in such manner as the Committee deems appropriate.
- The Nominating and Corporate Governance Committee shall also undertake an annual review and reassessment of this Charter at its first meeting following the Annual Meeting of Stockholders and recommend any changes to the Board.

Clarification of Audit Committee's Role

- While the Committee has the responsibilities and powers set forth in this Charter, the Committee's role is one of oversight. It is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with U.S. GAAP, applicable rules, and regulations. These are the responsibilities of management and the independent accountants. In adopting this Charter, the Board acknowledges that the Committee members are not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent accountants' work or auditing standards. Each member of the Committee is entitled to rely on the integrity of those persons and organizations within and outside the Company that provide information to the Committee and the accuracy and completeness of the financial and other information provided to the Committee by such persons and organizations absent actual knowledge to the contrary.