

**Charter of the Audit Committee of the  
Board of Directors of  
Iteris, Inc.**

**Adopted as of March 18, 2004  
Amended as of May 15, 2018  
Amended as of July 14, 2022  
Amended as of July 27, 2023**

**1. Purposes.**

The primary purposes of the Audit Committee (the “**Committee**”) of Iteris, Inc. (the “**Company**”) are to oversee on behalf of the Company’s Board of Directors (the “**Board**”):

- (a) the conduct of the Company’s accounting and financial reporting processes, the audits of the Company’s financial statements and the integrity of the Company’s audited financial statements and other financial reports;
- (b) the performance of the Company’s internal accounting, internal auditing, and financial controls function;
- (c) the engagement, replacement, compensation, qualifications, independence and performance of the Company’s independent auditors; and
- (d) the portions of the Company’s Code of Ethics and Business Conduct and related policies regarding the Company’s accounting, internal accounting controls or auditing matters.

The Committee’s function is one of oversight only and shall not relieve the responsibilities of the Company’s management for preparing financial statements that accurately and fairly present the Company’s financial results and condition, or the responsibilities of the independent auditors relating to the audit or review of financial statements.

**2. Composition.**

(a) At Least Three Members; Chairperson. The Committee shall consist of at least three independent directors as defined in Section 2(b) below. The Board shall designate a Committee member as the Chairperson of the Committee, or if the Board does not do so, the Committee members shall appoint a Committee member as Chairperson by a majority vote of the authorized members of the Committee.

(b) Independence. All members of the Committee shall be “**independent**” as determined by the Board and as defined in the listing standards of the Nasdaq Stock Market or such other national securities exchange, if any, on which the Company’s securities are then listed, as the same may be amended from time to time (the “**listing standards**”), Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), any other rules or regulations of the Securities and Exchange Commission (the “**SEC**”) and any other laws applicable to the Company.

(c) Financial Literacy. Each member of the Committee shall, upon appointment to the Committee, be able to read and understand fundamental financial statements, including balance sheets, income statements and cash flow statements. At least one member of the Committee shall be an “**audit committee financial expert**” as defined in applicable SEC rules and regulations, or otherwise meet the “**financial sophistication**” requirements set forth in the listing standards.

(d) Prohibition Against Past Involvement in Company Financial Statements. 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 preceding three years.

(e) Appointment. Subject to the requirements of the listing standards and the Bylaws of the Company, the Board shall appoint the Committee members at the first meeting of the Board following the next Annual Meeting of Stockholders. Members of the Committee shall serve for one year terms and until their successors are appointed and qualified, or until their earlier retirement, resignation or removal. Any member of the Committee may be removed, with or without cause, and any vacancies may be filled, by the approval of a majority of the directors then serving on the full Board.

(f) Service on Other Audit Committees. Without explicit approval by the Board, no director is eligible to serve on the Committee if he or she serves on more than three public company audit committees, including this Committee.

### **3. Meetings; Reports and Resources of the Committee.**

(a) Meetings. The Committee shall meet as often as it determines necessary or advisable, but not less frequently than quarterly. The Committee also may hold special meetings or act by unanimous written consent as the Committee may decide. The meetings may be in person or by telephone. The Committee shall keep written minutes of its meetings and shall deliver a copy of such minutes to the Board and to the Corporate Secretary of the Company for inclusion in the Company's minute books. The Committee periodically shall meet separately with management, the internal auditors and the independent auditors. The Committee may request any officer or employee of the Company, the Company's legal counsel, the Committee's independent counsel or the Company's independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The foregoing notwithstanding, the Committee also may exclude from its meetings any persons it deems appropriate including, but not limited to, any director who is not a member of the Committee.

(b) Procedures. The Committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this Charter, the Company's Bylaws, applicable laws or regulations, or the listing standards, provided any decisions made by the subcommittee are reported to the full Audit Committee at its next scheduled meeting. The Chairperson of the Committee or a majority of the Committee members may call meetings of the Committee. A majority of the authorized number of Committee members shall constitute a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at the meeting at which a quorum is present shall be the act of the Committee, unless in either case a greater number is required by this Charter, the Company's Bylaws, applicable laws or regulations, or the listing standards.

(c) Reports. The Committee shall report its actions and recommendations to the Board after each Committee meeting. The Committee also shall make regular reports to the Board regarding, among other things, 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, and the performance of the Company's internal audit function. The Committee shall provide to the Board at an appropriate time prior to preparation of the Company's proxy statement for its Annual Meeting of Stockholders, a report of the Committee, which report shall be included in such proxy statement. The report shall include such information as may be required under the SEC's rules and regulations.

(d) Committee Access and Resources. Subject to the "Board Operating Guidelines" adopted by the Board on May 15, 2018, the Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel, as well as to the Company's books, records and facilities, to carry out the Committee's purposes. The Committee shall have the sole authority, to the extent it deems necessary or appropriate, to retain and terminate independent legal, accounting or other experts or advisers selected by the Committee for matters related to the Committee's purposes. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, compensation to any independent legal, accounting or other experts or advisers employed by the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out the Committee's duties.

### **4. Authority and Responsibilities.**

The Committee's role is one of oversight. The Company's management is responsible for the preparation, presentation and accuracy of the Company's financial statements in accordance with generally accepted accounting principles ("GAAP"); for the appropriateness of the accounting principles and reporting policies that are used by the Company, and for establishing and maintaining controls over financial reporting. The Company's independent auditors are responsible for auditing the Company's financial statements and the effectiveness of internal control over financial reporting, and for reviewing the Company's unaudited interim financial statements. While the Committee has certain authority and oversight responsibilities under this Charter, it is not the responsibility 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 GAAP and applicable rules and regulations or to assure the operating effectiveness of internal controls or accounting systems. In the absence of their reason to believe that such reliance is unwarranted, the Committee members may rely without independent verification on the information provided to them and on the representations made by the Company's management and independent auditors.

Additionally, the Committee recognizes that the Company's management, as well as the Company's independent auditors, have more time, knowledge and more detailed information concerning 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 work or independence of the Company's independent auditors. In addition, auditing literature, particularly Statement on Auditing Standards Section 722 (as may be modified or supplemented), defines the term "review" to include a particular set of required procedures to be undertaken by independent auditors. The Committee members are not independent auditors, and the term "review" as applied to the Committee in this Charter is not intended to have that meaning and should not be interpreted to suggest that the Committee members can or should follow the procedures required of auditors performing reviews of financial statements. Furthermore, the Committee's authority and oversight responsibilities do not assure that the audits of the Company's financial statements have been carried out in accordance with GAAP.

The Committee shall have the direct authority and responsibility to select, appoint, retain, compensate, evaluate and oversee the work of the Company's independent auditors (including resolving disagreements between management and the independent auditors regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, and, if necessary or advisable in the Committee's sole discretion, to terminate and replace the Company's independent auditors. The Committee shall have the sole authority to approve all audit engagement fees and terms. The Company's independent auditors shall report directly and be accountable to the Committee.

The Committee shall be empowered to investigate any matter brought to its attention with full access to all Company books, records and personnel, using special counsel or outside experts when necessary and appropriate.

The following functions and responsibilities are set forth as a guide, with the understanding that the Committee has the authority to diverge from this guide as appropriate given the circumstances. The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible to best react to changing conditions and circumstances, and that the Committee should take appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices and ethical behavior.

To fulfill its purposes, the Committee shall:

***Financial Statements and Disclosure Matters***

(a) Review and discuss with management and the independent auditors, prior to public release: (i) the Company's annual audited and quarterly financial statements (including the related notes) to be filed with the SEC; (ii) the Company's quarterly and annual disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" ("***MD&A Disclosure***"); (iii) the form of audit opinion to be issued by the auditors on financial statements to be included in the Company's annual report on Form 10-K; and (iv) any certifications by the Company's principal executive officer and principal financial officer regarding the Company's financial statements, internal accounting and financial controls and procedures, and disclosure controls and procedures, that will be filed with or furnished to the SEC.

(b) Review and discuss with the independent auditors the matters of which the independent auditors inform the Committee and that are required to be discussed under the standards of the Public Company Accounting Oversight Board (PCAOB), including, without limitation, the auditors' evaluation of the quality of the company's financial reporting, information relating to significant unusual transactions and the business rationale for such transactions and the auditors' evaluation of the company's ability to continue as a going concern, and other applicable requirements of the PCAOB and the SEC.

(c) Recommend to the Board whether the audited financial statements and related MD&A Disclosure should be included in the Company's annual report on Form 10-K for filing with the SEC and to produce the audit committee report required to be included in the Company's proxy statement or annual report on Form 10-K.

(d) Discuss with management and the independent auditors and review (i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; (ii) major issues as to the adequacy and effectiveness of the Company's internal controls over financial reporting and any specific remedial actions adopted in light of significant deficiencies or material weaknesses; (iii) discussions with management and the independent auditor regarding significant financial reporting issues and judgments made about the preparation of the financial statements and the reasonableness of those judgments, including analyses of the effects of alternative GAAP methods on the financial statements; (iv) consideration of the effect of regulatory and accounting

initiatives, as well as off-balance sheet structures, on the financial statements; (v) consideration of the judgment of both management and the independent auditor about the quality, not just the acceptability, of accounting principles; and (vi) the completeness and clarity of the disclosures in the financial statements.

(e) At least annually, review and discuss with the independent auditor, before the filing of the Company's Annual Report on the Form 10-K (or the annual report to shareholders if distributed prior to the filing of Form 10-K):

- All critical accounting policies and practices of the Company;
- All material alternative treatments of financial information within US GAAP that have been discussed with management, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors; and
- Other material written communications between the independent auditors and management.

(f) Discuss with management and review the Company's press releases regarding financial results, including the use of any "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies, prior to any public disclosure thereof. Such discussion may be done generally (for instance, discussing the types of information to be disclosed and the types of presentations to be made).

(g) Review and discuss with management and the independent auditors the existence and effect of any material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company with entities of which the Committee is made aware whose accounts are not consolidated in the financial statements of the Company and that may have a material current or future effect on the Company's financial condition, results of operations, liquidity, capital expenditures, capital resources or significant components of revenues or expenses.

(h) Discuss with management and the independent auditors any significant new or unusual transactions or other significant matters or events not in the ordinary course of business that have occurred and their views of the accounting treatment given thereto.

(i) Review and discuss with management and the independent auditors (i) the accounting policies that may be viewed as critical; (ii) any new or significant changes in the accounting policies of the Company and any potential changes in accounting, auditing, review and financial reporting standards and regulations promulgated by authoritative standard setting or regulatory bodies that may have a significant impact on the Company's financial reports; and (iii) the independent auditors' views about management's choices among alternative accounting principles.

(j) Review the overall scope, annual performance, qualifications, resources, activities, reports, organizational structure and effectiveness of the Company's internal audit function, including any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the internal audit function. Review and approve the annual audit plan and all major changes to the plan. Review and discuss with the internal auditors the scope, progress and results of executing to the plan. Receive reports on the status of significant findings and recommendations, and management's responses. If an employee is appointed with responsibility for overseeing the internal audit function, the Committee will approve his or her appointment, replacement, reassignment or dismissal, and compensation.

(k) Consider and review separately with the independent auditors and management (i) the adequacy and effectiveness of the Company's disclosure controls and procedures and internal controls; (ii) all significant deficiencies and material weaknesses in the design or operation of the Company's internal controls that are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; (iii) management's remediation plan to address internal control deficiencies; (iv) determine that the disclosures describing any identified material weaknesses and management's remediation plans are clear and complete; (v) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls; (vi) the adequacy and effectiveness of those portions of the Company's Code of Ethics and Business Conduct that relate to the integrity of the Company's financial reporting, including any changes to or waivers provided under such Code since the last review; and (vii) the related findings and recommendations of the independent auditors together with management's responses on such matters.

(l) Review management's report on its assessment of the effectiveness of internal control over financial reporting as of the end of each fiscal year and the independent auditor's report on the effectiveness of internal control over financial reporting.

(m) Discuss with management, the internal auditors and the independent auditor (i) any changes in internal control over financial reporting that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting that are required to be disclosed and (ii) any other changes in internal control over financial reporting that were considered for disclosure in the Company's periodic filings with the SEC.

(n) Discuss with management its process for performing its required quarterly certifications under Section 302 of the Sarbanes-Oxley Act, including the evaluation of the effectiveness of disclosure controls by the Chief Executive Officer and Chief Financial Officer.

(o) Review and discuss periodically with legal counsel any legal and regulatory matters that may have a material impact on the Company's financial statements, or the Company's compliance policies and programs. Discuss with management and the independent auditors any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements, financial disclosures or accounting policies.

(p) Discuss with management and the independent auditors the Company's significant financial risks or exposures and assess the steps management has taken to monitor, control and minimize such risks or exposures. Discuss with management and the independent auditors the Company's systems and policies with respect to risk monitoring, assessment and management.

(q) Discuss with the independent auditors and management, before filing with the SEC any periodic report containing financial statements, the matters required to be discussed by the applicable requirements of the SEC and the PCAOB, including the independent auditors' judgments about the quality, as well as the acceptability, of the accounting principles used and the judgments made in the preparation of the Company's financial statements.

#### ***Oversight of the Company's Relationship with the Independent Auditors***

(r) At least annually, request and obtain from the independent auditors a formal written statement describing (i) all relationships between the independent auditors and the Company or any of its subsidiaries; (ii) the independent auditors' quality control systems and procedures and their effectiveness; and (iii) any material issues raised by the most recent quality control review, or peer review meeting guidelines acceptable under the listing standards of the independent auditors, 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 independent auditors, and any steps taken to deal with any such issues. Ensure independence of the Company's external auditor on an annual basis, consistent with Public Company Accounting Oversight Board Rule 3520, as may be modified or supplemented, both through verbal inquiries as well as through receiving and reviewing a formal written statement and letter from the Company's independent auditor, delineating all relationships between the independent auditor and the Company. The Committee shall actively engage in a dialogue with management and the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors from management and the Company, and shall take, or recommend that the full Board take, appropriate action in response to the independent auditors' report to satisfy itself of the independent auditors' objectivity and independence.

(s) Consider and pre-approve all non-audit services that are not prohibited under the rules and regulations of the SEC and all audit, review and attest services (including the fees and terms thereof) to be performed for the Company by its independent auditors, subject to the de minimis exceptions, under certain circumstances described in the rules and regulations of the SEC, for permissible non-audit services which are approved by the Committee prior to the completion of the audit. All such approvals shall be disclosed in the Company's definitive proxy statements for its Annual Meetings of Stockholders and additionally in its Annual Reports on Form 10-K if such information is not incorporated therein by reference to the proxy statement. The Committee may establish pre-approval policies and procedures for particular services of which it is informed and may delegate the authority to grant pre-approvals to one or more members of the Committee (but not to management), whose decisions must be presented to the full Committee at its next scheduled meeting.

(t) Review, evaluate and confirm the regular rotation of the lead or coordinating audit partners having primary responsibility for the audit, or of the audit partners responsible for reviewing the audit, as required by the rules and regulations of the SEC.

(u) Establish policies, consistent with the rules and regulations of the SEC, for the Company's hiring of current or former partners, principals, shareholders or employees of the independent auditors, or their close family members.

(v) Discuss with the independent auditors and management (i) any problems or difficulties, including difficulties encountered in the course of the audit work, such as any restrictions on the scope of their activities or their access to requested information, (ii) any significant disagreements with management, (iii) management's response to these problems, difficulties, or disagreements; and (iv) resolve any disagreements between the Company's auditors and management.

(w) Review and discuss with the independent auditors and management (i) all significant findings during the year, including the status of previous audit recommendations; (ii) the overall scope and plans for the audit (including the audit budget and the adequacy of compensation, resources and staffing); (iii) any changes required in the planned scope of the audit; and (iv) the coordination of audit efforts to monitor completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.

### ***Compliance Oversight Responsibilities***

(x) Obtain from the independent auditors assurance that Section 10A(b) of the Exchange Act, which addresses the discovery and disclosure of any illegal act, has not been implicated.

(y) 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 the Company's employees of concerns regarding questionable accounting or auditing matters.

(z) Review any reports brought to the Committee by management, the independent auditors or the Company's legal counsel regarding evidence of any material violation by the Company, or by any officer, director, employee or agent of the Company, of an applicable United States federal or state securities law, a material breach of fiduciary duty arising under United States federal or state law, or a similar material violation of any United States federal or state law.

(aa) To discuss the Company's policies with respect to risk assessment and risk management, including the risk of fraud, and discuss the guidelines and policies to that govern the process by which the Company's exposure to risk is handled.

(bb) To oversee the Company's program, policies, and procedures related to information asset security and data protection.

(cc) Review for potential conflict of interest situations and discuss with management and the independent auditors, on an ongoing basis, any proposed related party transactions (as defined in the listing standards and the applicable rules and regulations of the SEC). In such review, consider: (i) the financial accounting accorded the related-party transaction; (ii) whether the terms or other aspects differ from those that would likely be negotiated with independent parties; and (iii) whether appropriate disclosures of the related-party transaction in accordance with GAAP and SEC Regulation S-K, Item 404 have been made. Upon completion of such review, the Committee shall either approve or disapprove each reviewed related-party transaction and recommend such approval or disapproval to the full Board.

(dd) Prepare a report to be included in the Company's annual proxy statement stating whether or not the Committee (i) has reviewed and discussed the audited financial statements with management; (ii) has discussed with the independent auditors the matters (if any) that the independent auditors have informed the Committee are required to be discussed under applicable auditing standards; (iii) has received the written disclosure and letter from the independent auditors (delineating all relationships they have with the Company) and has discussed with them their independence; and (iv) based on the review and discussions referred to above, the members of the Committee recommended to the Board that the audited financials be included in the Company's Annual Report on Form 10-K for filing with the SEC.

(ee) Annually evaluate its own performance as a committee through surveys or other appropriate methods, including an evaluation of its effectiveness and compliance with its Charter, and report to the Board the results of such evaluation and any recommended changes. Review and reassess, at least annually, the adequacy of this Charter and submit any recommended changes to the Board for its consideration.

(ff) Perform any other activities, consistent with this Charter, the Company's Bylaws and applicable listing standards and laws, as the Committee or the Board deems necessary or appropriate.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.