

AUDIT COMMITTEE CHARTER

The board of directors (the “Board”) of Regentis Biomaterials Ltd. (the “Company”) has constituted and established an audit committee (the “Committee”) with the authority, responsibility and duties as described in this Audit Committee Charter (this “Charter”).

I. Purpose

The purpose of the Committee is to, among other things, (i) assist the Board in its oversight of: (a) the integrity of the Company’s financial statements; (b) the Company’s compliance with legal and regulatory requirements; (c) the independent auditor’s qualifications and independence; (d) the performance of the Company’s internal audit function and independent auditor; (ii) approve certain acts and transactions requiring the approval of the Committee under the Israeli Companies Law 5759-1999, and the regulations promulgated thereunder, as may be amended from time to time (the “Companies Law”); and (iii) oversee certain matters and make certain determinations, as prescribed under the Companies Law.

The Company’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with U.S. 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, each of whom must satisfy the independence requirements of the New York Stock Exchange (the “NYSE”) and the more rigorous independence rules for members of the Audit Committee issued by the Securities and Exchange Commission (the “SEC”), subject to any available exception and meet all other eligibility requirements of applicable laws, including the requirements of the Companies Law with respect to “external directors” (as defined under the Companies Law”), as applicable. Each Committee member must be financially literate as determined by the Board in its business judgment. In addition, at least one member of the Committee must be an “audit committee financial expert” as defined under SEC rules.

No Committee member may simultaneously serve on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of the member to effectively serve on the Committee and this determination is disclosed in accordance with NYSE rules.

Committee members must be appointed and 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 and meet all other eligibility requirements of applicable laws, including the requirements of the Companies Law with respect to external directors, as applicable.

III. Meetings, Procedures and Authority

The Committee will meet as often as necessary to carry out its responsibilities, but no less than once each fiscal quarter. The Committee must meet separately, periodically, with management, with the internal auditor and with the independent auditor.

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 Companies Law and the Company's Amended and Restated Articles of Association, as in effect from time to time (the "Articles of Association"). Unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, all meetings of the Committee may be held telephonically as long as all persons participating in the meeting can hear each other and participate in the discussion. In addition, unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, the Committee may act by unanimous written consent in lieu of a meeting.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. 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 consistent with this Charter, the purposes of the Committee, the Articles of Association, the Companies Law and applicable NYSE rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

IV. Duties and Responsibilities

Interaction with the Independent Auditor

1. *Appointment and Oversight.* Subject to approval of the Board and, in the case of retention, the shareholders as well, the Committee is directly responsible for the appointment,

compensation, retention and oversight of the work of the independent auditor (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) 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, and the independent auditor and each such other registered public accounting firm must report directly to the Committee. The Committee, or the Chair of 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.

2. *Annual Report on Independence and Quality Control.* The Committee must, at least annually, obtain and review a report from the independent auditor describing (i) the auditing firm's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review or peer review of the auditing firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years relating to any independent audit conducted by the auditing firm, and any steps taken to deal with any such issues; and (iii) all relationships and services between the independent auditor and the Company in order to assess the independent auditors' independence.

Annual Financial Statements and Annual Audit

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

4. *Form 20-F Review.* The Committee must review and discuss the annual audited financial statements with management and the independent auditor, including the Company's disclosures under "Operating and Financial Review and Prospects" in its Annual Report on Form 20-F.

Other Duties and Responsibilities

5. *Related Party Transactions.* Review and approve transactions (other than transactions related to the compensation or terms of services) that require the Committee's approval under the Companies Law and the rules of the NYSE. The Committee shall review and discuss with the Company's independent auditor any matters required to be discussed with the Committee by applicable auditing standards, including with respect to related party transactions.

6. *Internal Auditor.* The Committee must (i) recommend to the Board the retention and termination of the internal auditor, and the internal auditor's engagement fees and terms, in accordance with the Companies Law; (ii) approve the yearly or periodic work plan proposed by the internal auditor; and (iii) review and discuss the results of internal auditor activities, including significant findings and management's responses to significant findings.

7. *Quarterly Financial Statements.* The Committee must review and discuss the quarterly financial statements with management and the independent auditor.

8. *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.

9. *Internal Controls.* The Committee will discuss with management and the independent auditor the design, implementation, adequacy and effectiveness of the Company's internal controls over financial reporting ("*ICFR*") and any steps management has taken to address material weaknesses in ICFR.

10. *Risk Assessment and Risk Management.* The Committee must discuss with management, including the Company's internal audit function and the Company's independent auditor, the Company's policies and guidelines with respect to risk assessment and risk management. The Committee has responsibility for oversight of risks and exposures associated with information technology, cybersecurity and data privacy. Such oversight shall include quarterly updates from management, other appropriate Company personnel and, as it deems necessary or advisable, advisors, on the Company's cybersecurity risk exposures and the steps management has taken to monitor and control such exposures. The Committee may review certain risks in conjunction with other committees of the Board, as appropriate. The Committee will provide periodic reports to the Board.

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

12. *Complaint Procedures.* The Committee must establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the submission by Company employees of concerns regarding questionable accounting or auditing matters.

13. *Code of Ethics.* The Committee must, at least annually, consider and discuss with management and the independent auditors the Company's Code of Ethics and the procedures in place to enforce the Code of Ethics. The Committee must also consider and discuss, and, as appropriate, grant requested waivers from the Code of Ethics brought to the attention of the Committee, though the Committee may defer the decision with respect to any waiver to the full Board.

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

15. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee.

16. *Review of this Charter.* The Committee shall periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

17. *Overseeing Compliance With Regulatory Matters.* The Committee will evaluate Company's compliance with applicable regulatory and legal requirements and will oversee

management's measures and actions to mitigate any potential noncompliance with such requirements.

18. *Other Duties and Responsibilities.* The Committee shall perform such other activities and functions as are required by applicable law, NYSE rules or provisions in the Articles of Association, or as are otherwise necessary and advisable, in its or the Board's discretion, for the efficient discharge of its duties.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.