

## **LISATA THERAPEUTICS, INC.**

### **AUDIT COMMITTEE CHARTER**

#### **I. STATEMENT OF POLICY**

The Audit Committee shall assist the Board of Directors (the “Board”) of Lisata Therapeutics, Inc. (the “Company” or “Lisata”) in fulfilling its oversight responsibility by reviewing the accounting and financial reporting processes of Lisata and its subsidiaries (collectively, the “Company”), the Company’s system of internal controls regarding finance, accounting, legal compliance and ethics, and the audits of the Company’s financial statements. In so doing, it is the responsibility of the Audit Committee to maintain free and open means of communications among the Board, outside auditors and senior management. The Audit Committee’s primary responsibilities and duties are:

- Serve as an independent and objective party to monitor the Company’s financial reporting process, internal control system and disclosure control system;
- Review and appraise the audit efforts of the Company’s independent accountants;
- Assume direct responsibility for the appointment, compensation, retention and oversight of the work of the outside auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company and for the resolution of disputes between the outside auditors and the Company’s management regarding financial reporting issues; and
- Provide an open avenue of communication among the independent accountants, financial and senior management and the Board.

The Audit Committee will primarily fulfill these responsibilities by carrying out the activities identified in Section IV of this Charter.

The Company shall be responsible for providing the Audit Committee with appropriate funding, as determined by the Audit Committee in its sole discretion, for the payment of: (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) compensation to any advisers employed by the Audit Committee in connection with its authority to engage independent counsel, accountants and other advisers; and (iii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

#### **II. COMPOSITION OF THE AUDIT COMMITTEE**

The Audit Committee shall consist of at least three “independent” directors of Lisata and shall serve at the pleasure of the Board. An “independent” director is defined as an individual who (a) is not an officer or salaried employee or an affiliate of the Company, (b) does not have

any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment as an Audit Committee member, (c) meets the independence requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules promulgated thereunder and Nasdaq or such other securities exchange or market on which Lisata's securities are traded and (d) except as permitted by the Securities and Exchange Commission (the "SEC") and Nasdaq or such other securities exchange or market on which Lisata's securities are traded, does not accept any consulting, advisory or other compensatory fee from the Company.

Lisata shall use its best efforts to ensure that at least one member of the Audit Committee shall be a "financial expert" as defined by the SEC and Nasdaq or such other securities exchange or market on which Lisata's securities are traded.

Each Audit Committee member must be able to read and understand financial statements, including a balance sheet, income statement, and cash flow statement.

The members of the Audit Committee shall be designated by the full Board from time to time. The Board shall designate one member of the Audit Committee to serve as chairperson of the Audit Committee (the "Chairperson").

A Chairperson may be designated by the Board. In the absence of such designation, the members of the Audit Committee may designate the Chairperson by majority vote of the full Audit Committee membership. The Chairperson shall determine the agenda for, and the length of, meetings and shall have unlimited access to management and to information relating to the Audit Committee's purposes. The Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Audit Committee.

Each member of the Audit Committee shall be elected by the Board annually, and shall hold office until his or her successor shall be duly appointed and qualified or until such member's earlier death, resignation or removal from the Audit Committee or the Board.

The entire Audit Committee or any individual Audit Committee member may be removed without cause by the affirmative vote of a majority of the Board. Any Audit Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Secretary of the Company, or the Board (unless the notice specifies a later time for the effectiveness of such resignation). The Board may elect a successor to assume the available position on the Audit Committee when the resignation becomes effective.

### **III. MEETINGS AND MINUTES**

The Audit Committee shall meet at least quarterly, with additional meetings if circumstances require, for the purpose of satisfying its responsibilities. All Audit Committee members are expected to attend each meeting, either in person or via tele- or video-conference. The Audit Committee shall maintain minutes of each meeting of the Audit Committee and shall report the actions of the Audit Committee to the Board, with such recommendations as the Audit Committee deems appropriate.

#### IV. RESPONSIBILITIES AND DUTIES OF THE AUDIT COMMITTEE

The Audit Committee shall oversee and monitor the Company's accounting and financial reporting process, internal control system and disclosure control system, review the audits of the Company's financial statements and review and evaluate the performance of the Company's outside auditors. In fulfilling these duties and responsibilities, the Audit Committee shall take the following actions, in addition to performing such functions as may be assigned by law, the Company's certificate of incorporation, the Company's bylaws or the Board:

1. The Audit Committee shall assume direct responsibility for the appointment, retention and oversight of the work of the outside auditors and, when appropriate, the termination and replacement of the outside auditors. As part of the audit process, the Audit Committee shall meet with the outside auditors to discuss and decide the audit's scope. The Audit Committee shall determine that the outside audit team engaged to perform the external audit consists of competent, experienced, auditing professionals. The Audit Committee shall also review and approve the compensation to be paid to the outside auditors and shall be authorized to compensate the outside auditors.
2. The Audit Committee shall take, or recommend that the full Board take, appropriate action to ensure the independence of the outside auditors. The Audit Committee shall require the outside auditors to advise the Company of any fact or circumstances that might adversely affect the outside auditors' independence or judgment with respect to the Company under applicable auditing standards. The Audit Committee shall require the outside auditors to submit, on an annual basis, a formal written statement setting forth all relationships between the outside auditors and the Company that may affect the objectivity and independence of the outside auditors. Such statement shall confirm that the outside auditors are not aware of any conflict of interest prohibited by Section 10A(1) of the Exchange Act. The Audit Committee shall actively engage in a dialogue with the outside auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the outside auditors.
3. The Audit Committee shall require the outside auditors to advise the Audit Committee in advance in the event that the outside auditors intend to provide any professional services to the Company other than services provided in connection with an audit or a review of the Company's financial statements ("non-audit services"); provided that such non-audit services are not listed in Section 10A(g) of the Exchange Act ("prohibited services"). The Audit Committee shall approve, in advance, any audit or non-audit services to be provided to the Company by the Company's outside auditing firm, except where such services are determined to be *de minimis* under the Exchange Act.

4. The Audit Committee shall obtain confirmations from time to time from the Company's outside auditing firm that such firm is not providing to the Company (i) any prohibited services, or (ii) any other non-audit service or any auditing service that has not been approved in advance by the Audit Committee. The Audit Committee shall have the authority to approve the provision of non-audit services that have not been pre-approved by the Audit Committee, but only to the extent that such non-audit services qualify under the *de minimis* exception set forth in Section 10A(i)(1)(B) of the Exchange Act. The Audit Committee shall record in its minutes and report to the Board all approvals of non-audit services granted by the Audit Committee.
5. The Audit Committee shall set clear policies for the hiring by the Company of employees or former employees of the independent auditor.
6. The Audit Committee shall meet with the outside auditors, with no management in attendance, to openly discuss the quality of the Company's accounting principles as applied in its financial reporting, including issues such as (a) the appropriateness, not just the acceptability, of the accounting principles and financial disclosure practices used or proposed to be used by the Company, (b) the clarity of the Company's financial disclosures and (c) the degree of aggressiveness or conservatism that exists in the Company's accounting principles and underlying estimates and other significant decisions made by the Company's management in preparing the Company's financial disclosures. The Audit Committee shall then meet, without operating management or the outside auditors being present, to discuss the information presented to it.
7. The Audit Committee shall meet with the outside auditors and management to review the Company's quarterly reports on Form 10-Q and annual report on Form 10-K and discuss any significant adjustments, management judgments, audit difficulties, accounting estimates and any significant new accounting policies before such forms are filed with the SEC. The Audit Committee shall require the outside auditors to report to the Audit Committee all critical accounting policies and practices to be used, all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with the Company's management, ramifications of the use of such alternative disclosures and treatments, the treatments preferred by the outside auditors and other material written communications between the outside auditors and the Company's management, including management's letters and schedules of unadjusted differences.
8. The Audit Committee shall review the annual and quarterly audited financial statements and the disclosure under "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" to be included in each Annual Report on Form 10-K and Quarterly Report on

Form 10-Q and, following consultation with management and the independent auditor, consider whether to formally recommend to the Board that they be included in the Company's Annual Report on Form 10-K or Quarterly Report on Form 10-Q, as applicable.

9. The Audit Committee shall review interim financial statements with management and the independent auditor before filing with regulators.
10. Upon the completion of the annual audit, the Audit Committee shall review the audit findings reported to it by the outside auditors, including any comments or recommendations of the outside auditors, with the entire Board.
11. The Audit Committee shall review all reports received from the federal and state regulatory authorities and assure that the Board is aware of the findings and results. In addition, it will meet with the appropriate members of senior management designated by the Audit Committee to review the responses to the respective regulatory reports.
12. The Audit Committee shall regularly report to the Board about the Audit Committee's activities, issues and recommendations.
13. The Audit Committee shall consider and review with management: (a) significant findings during the year and management's responses thereto, including the status of previous audit recommendations and (b) any difficulties encountered in the course of their audits and significant changes in the audit plan, including any restrictions on the scope of activities or access to required information.
14. The Audit Committee shall consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices, as suggested by the outside auditors or management, and the Audit Committee shall review with the outside auditors and management the extent to which such changes have been implemented (to be done at an appropriate amount of time prior to the implementation of such changes as decided by the Audit Committee).
15. The Audit Committee shall prepare a letter for inclusion in the Company's proxy statement describing the discharge of the Audit Committee's responsibilities.
16. The Audit Committee will review and update this Charter periodically, at least annually, and as conditions may dictate. The Audit Committee Charter shall be presented to the full Board for its approval of any changes.
17. The Audit Committee shall obtain confirmation from the outside auditors at the commencement of each audit that such firm is a "registered public

accounting firm” as such term is defined under the Sarbanes-Oxley Act of 2002 (the “Act”).

18. In consultation with management and the independent auditors, the Audit Committee shall consider the integrity of the Company’s financial reporting processes and controls; discuss significant financial risk exposures and the steps management has taken to monitor, control, and report such exposures; and review significant findings prepared by the independent auditors together with management’s responses.
19. The Audit Committee shall review the Company’s quarterly financial results prior to the release of earnings and/or the Company’s quarterly financial statements prior to filing or distribution and discuss any significant changes to the Company’s accounting principles and any items to be communicated by the independent auditors in accordance with the applicable Statements of Auditing Standards (“SAS”).
20. The Audit Committee shall review and discuss with the Company’s independent auditors any other matters required to be discussed by PCAOB Auditing Standards No. 1301, *Communications with Audit Committees*, 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.
21. The Audit Committee shall discuss with management the Company’s earnings press releases and review the type of presentation of information to be included therein, including the use of “pro forma” or “adjusted” non-GAAP information.
22. Prior to releasing the year-end earnings, the Audit Committee shall discuss the results of the audit with the independent auditors as well as certain matters required to be communicated to audit committees in accordance with SAS.
23. The Audit Committee shall have the authority to engage independent counsel, accountants and other advisers as it determines necessary to perform its duties.
24. The Audit Committee shall review with management the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
25. The Audit Committee shall review and approve all related party transactions.

26. The Audit Committee shall review and update periodically a Code of Ethics (the “Code”) that complies with all applicable laws and regulations and that applies to the Company’s principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions. The Audit Committee shall also monitor compliance with the Code, to investigate any alleged breach or violation of the Code, and to enforce the provisions of the Code.
27. The Audit Committee shall review periodic reports from management and, as appropriate, establish and/or approve proposed policy related to cybersecurity matters, including risk mitigation policy and procedure and disclosure of identified cyber incidents.
28. The Audit Committee shall review significant accounting and reporting issues, including complex or unusual transactions (such as off-balance sheet structures, if any) and highly judgmental areas, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
29. The Audit Committee shall review and discuss with management the independent auditor and the internal auditors, if any, the effectiveness of the Company’s internal controls. In particular, the Audit Committee shall discuss with management and evaluate management’s efforts to ensure that the Company’s internal controls take into account risks that may affect the Company in the areas of cybersecurity and climate risk, and the need to update disclosure controls and procedures to address evolving disclosure requirements on environmental, social and governance (“ESG”) matters.
30. The Audit Committee shall review with the Company’s counsel any legal matter that could have a significant impact on the organization’s financial statements, including matters pertaining to ESG topics that may have an impact on financial or audit matters.
31. The Audit Committee shall establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
32. The Audit Committee shall have the authority to approve a written Investment Policy prepared by the CFO, which shall include such matters as overall asset allocation ranges/concentration limits, individual components of the portfolio, quality of investments, and the criteria for the selection of the Investment Managers.

33. The Audit Committee shall review the performance of the Company's Investment Managers.
34. The Audit Committee shall review management's procedures to cause the investment portfolio to be in compliance with the Investment Policy.
35. The Audit Committee shall report annually to the stockholders, describing the Audit Committee's composition, its responsibilities and how they were discharged, and any other information required by applicable rules and regulations, including approval of non-audit services.
36. The Audit Committee shall evaluate the Audit Committee's and each member's performance and qualifications under applicable rules and regulations on a regular basis.
37. The Audit Committee shall review the adequacy of the Corporation's insurance coverage.
38. The Audit Committee shall review the status of any material tax audits and proceedings, the Corporation's tax strategy and other material tax matters.
39. The Audit Committee shall review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.
40. The Audit Committee shall review with management the policies and procedures with respect to officers' expense accounts and perquisites.
41. The Audit Committee shall investigate or consider such other matters within the scope of its responsibilities and duties as the Audit Committee may, in its discretion, determine to be advisable.
42. The Audit Committee shall annually confirm that all responsibilities outlined in this Charter have been carried out.
43. The Audit Committee shall perform any other activities consistent with this Charter, the Corporation's bylaws, and governing law, as the Audit Committee or the Board deems necessary or appropriate.

The Audit Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Audit Committee may deem appropriate in its sole discretion.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the



Company's financial statements are complete and accurate or are in accordance with GAAP. This is the responsibility of management and the independent auditors.

Effective November 20, 2006, as amended October 27, 2014, as further amended June 8, 2015, as further amended on October 27, 2016, as further amended on November 7, 2017, as further amended on March 27, 2018, as further amended on November 3, 2020, and as further amended on November 7, 2022.