

RADCOM LTD.
AUDIT COMMITTEE CHARTER

(Amended and Restated February 16, 2021)

The board of directors (the “**Board**”) of RADCOM 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**”).

This Charter does not derogate from nor supersede the requirements set forth under the Israeli Companies Law, 5759-1999, and the regulations promulgated thereunder, as may be amended from time to time (the “**Companies Law**”).

I. Purpose

The purpose of the Committee is, among others, to oversee the Company's accounting and financial reporting processes, the Company's relationship with its outside auditor and the audits of the Company's financial statements as well as to oversee, review and/or monitor other matters as set forth herein, as directed by the Board from time to time, or as otherwise required by applicable law and regulations, including the applicable provisions of the Companies Law and the applicable Nasdaq Listing Rules (as amended from time to time, the “**Nasdaq Listing Rules**”).

II. Duties and Responsibilities

1. Scope of Duties. The Committee has the authorities and responsibilities delineated in this Charter. The duties, responsibilities and other provisions specified in this Charter are intended to serve only as guidelines, and the Committee may act and establish policies and procedures that are consistent with these guidelines or are necessary or advisable, in its discretion, to carry out the intent of the Board in delegating such authority and to fulfill the responsibilities of the Committee hereunder. Nothing herein is intended to expand the applicable standards of liability under Israeli or U.S. federal law for directors of a company. It is not, however, the Committee’s duty to prepare the Company’s financial statements, to plan or conduct audits or to determine that the Company’s financial statements are complete and accurate and in accordance with GAAP. These are the responsibilities of management and the outside auditor, as applicable. Nothing herein shall derogate from Section 171(c) of the Companies Law, which requires that the Company’s financial statements be approved by the Board and signed on its behalf. Accordingly, the Committee shall carry out the applicable duties set forth herein with respect to financial statements before such financial statements are presented to the Board for approval.

2. Duties. The Committee shall take such actions as it deems advisable in order to fulfill its purposes and carry out its duties. Specifically, the Committee shall:

Financial Reporting

- review with management and the outside auditor the annual and quarterly financial statements of the Company, including the Company’s disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and “Operating and Financial Review and Prospects” (or disclosures of similar substance), any material changes in accounting principles or practices used in preparing the financial statements prior to the filing of an annual report on Form 20-F (“**Form 20-F**”) with the Securities and Exchange Commission, and the items required to be communicated under applicable rules and auditing standards, including without limitation, any difficulties the outside auditor encountered in performing the audit and any disagreements with the Company’s management.
- obtain, review and discuss reports from the outside auditor, and take appropriate actions in connection therewith, regarding: (i) all critical accounting policies and practices to be used; (ii) all alternative treatments of financial information within generally accepted accounting

principles that have been discussed with management officials of the Company, ramifications of the use of these alternative disclosures and treatments, and the treatment preferred by the outside auditor and the reasons for favoring that treatment; and (iii) other material written communications between the independent auditor and Company management, such as any management letter or schedule of unadjusted differences.

- if the Committee deems appropriate, discuss with management the types of financial information (including earnings guidance and "non-GAAP" financial information) to be disclosed in earnings press releases and earnings calls, as well as to.
- review legal and regulatory matters that could have a material impact on the financial statements with the Company's general counsel.
- review with management, the internal auditor and the outside auditor the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- review reports, if any, of the outside auditor relating to illegal acts that have or may have occurred, pursuant to Section 10A(b) of the Exchange Act, determine and consider the possible effect of the legal act on the Company financial statements and take appropriate actions in connection therewith.

Outside Auditor

- recommend the accounting firm that should be appointed by the Company's shareholders as the Company's outside auditor. The Committee shall be directly responsible for overseeing the work of the outside auditor (including resolution of disagreements between management and the outside auditor regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.
- consider the independence of the outside auditor. Specifically, the Committee shall request from the outside auditor annually a formal written statement delineating all relationships between the auditor and the Company. The Committee shall actively engage in a dialogue with the outside auditor with respect to any such disclosed relationships or services that may impact the objectivity and independence of the outside auditor and take, or recommend that the Board take, appropriate action to ensure the independence of the outside auditor. In doing so, the Committee shall review with the outside auditor the issues of (i) rotating audit partners (which rotation shall occur at least as frequently as required by the auditor pursuant to Section 10A(j) of the Securities Exchange Act of 1934, as amended (including the rules thereunder, the "Exchange Act")) and (ii) hiring by the Company of former employees of the outside auditor (as to which the Company's policy shall be at least as strict as the provisions of Section 10A(l) of the Exchange Act).
- obtain and review annually a written report by the outside auditor describing (i) the firm's internal quality-control procedures; and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting any independent audit carried out by the firm, and any steps taken to deal with any such issues.
- recommend that the engagement of the Company's outside auditor be terminated or not renewed, if the Committee believes that action to be necessary or appropriate after giving the outside auditor a reasonable opportunity to be heard.
- pre-approve all auditing and permissible non-auditing services of the outside auditor, except as otherwise permitted by applicable law. The Committee may establish policies and procedures to pre-approve such services between meetings of the Committee, subject to the ratification of the Committee, provided that the policies and procedures are detailed as to the

particular services and the Committee is informed of each service so approved at the next meeting of the Committee. The Committee may consult with management in the decision-making process but may not delegate this authority to management.

- fix, in its discretion, the remuneration of the outside auditor(s) for the auditing services.

Internal Auditor

- recommend to the Board a candidate to serve as the Company's internal auditor for appointment by the Board, subject to independence requirements required by applicable laws, rules and regulations.
- examine the Company's internal audit function, and ensure that the internal auditor has been provided with the resources and tools necessary to perform his or her duties properly, in light of the particular nature of the Company and its size.
- oversee and supervise the performance of the internal auditor and approve his or her annual, periodic and ad hoc work plans. The Chairman of the Committee is authorized to order the internal auditor to perform a specific internal audit, on an ad hoc basis, with respect to matters that require an urgent review.
- recommend that the engagement of Company's internal auditor be suspended or terminated by the Board, after granting the internal auditor a reasonable opportunity to be heard before the Committee.
- fix, in its discretion, the remuneration of the internal auditor(s) for the auditing services.

Management Oversight

- examine flaws in the management of the Company's business, including in consultation with the Company's internal auditor and/or the Company's outside auditor, and to recommend remedial measures to the Board. If a material flaw is found, the Committee shall conduct at least one meeting with respect thereto, with the Company's internal auditor or outside auditor, as applicable, and without the presence of office holders who are not members of the Committee, except that an office holder may attend in order to present his or her position on a matter within his or her responsibility.

Internal Controls

- review with the Company's outside auditor and management the adequacy of the Company's system of internal control over financial reporting, including information systems controls and security, as well as any related significant findings and recommendations of the outside auditor, internal auditor and/or management, and take, or recommend that the Board shall take, appropriate actions in connection therewith.
- receive, review and discuss reports, if any, of the Company's Chief Executive Officer and Chief Financial Officer relating to the Company's internal control over financial reporting referred in the certifications filed with the Company's Form 20-F, and take appropriate actions in connection therewith.

Related-Party Transactions

- ensure that the Company conducts, on an ongoing basis, an appropriate review of all related-party transactions for potential conflict of interest situations. Pursuant to the Nasdaq Listing Rules, as amended from time to time, any transaction that is required to be disclosed pursuant to Item 7.B of Form 20-F, must be approved by the Committee. Pursuant to Sections 255 and 268 through 275 of the Companies Law, certain transactions must be approved by the Committee and, in some cases, by the Board as well, and in some cases, by the Company's shareholders as well. In addition, the Committee shall determine whether an action of an office holder is "material" (for purposes of considering how and whether to approve a conflict of

interests pursuant to Section 255 of the Companies Law), whether a related party transactions is an "extraordinary transaction" (for purposes of considering how and whether to approve it pursuant to Sections 268 to 275 of the Companies Law), and whether a related party "non-extraordinary transaction" is negligible (for purposes of considering how to approve it, pursuant to Section 117 of the Companies Law) and may establish, in advance once a year, guidelines for the Company's management to determine the same with respect to types of actions and transactions.

- determine an appropriate competitive procedure or alternative procedure (which will have relevant criteria and which will be supervised by the Committee), prior to the Company engaging in related-party transactions. Such procedures may be established on an ad hoc basis, or may be based on guidelines which will be determined once a year by the Committee.

The foregoing functions are set forth as a guide with the understanding that the Committee may diverge from this Charter as appropriate under the circumstances, including, but not limited to, performing additional activities as required by the Board, applicable law or applicable Nasdaq Listing Rules or as the Committee deems appropriate to achieve its purposes.

Legal Compliance

- review with the Company's general counsel, management and/or the independent auditor any correspondence with regulators or governmental agencies and any reports or complaints that raise material issues regarding the Company's financial statements or policies. The Committee must also discuss with the Company's general counsel/external counsel any legal or regulatory matters that could have a material impact on the financial statements or the Company's compliance policies and procedures.
 - receive and retain reports of suspected business irregularities and legal compliance issues reported by members of the Company's management, legal counsel, the independent or internal auditor or pursuant to any "whistleblower procedures."
 - The Committee shall establish policies and procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, and auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters, (ii) the confidential, anonymous submission by employees of concerns or complaints regarding questionable accounting or auditing matters or other irregularities or flaws in the management of the Company's business, and (iii) the protection of employees who submit the aforementioned complaints or concerns.
 - review and discuss with management and the independent auditor (a) the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs, including the Company's Code of Business Conduct and Ethics, compliance with export control regulations and (b) reports regarding such compliance programs.
3. General. In carrying out its duties and responsibilities, the Committee shall be given full access to the chairperson of the Board, management, the independent auditor and the internal auditor, as well as the Company's books, records, facilities and other personnel.

III. Membership and Authority

1. Number. The Committee shall be comprised of at least three (3) members of the Board. The number of members of the Committee shall be determined from time to time by the Board.
2. Qualification. Except as otherwise permitted under applicable law, including the Nasdaq Listing Rules, each member of the Committee shall (as affirmatively determined by the Board):
 - meet the qualifications for audit committee membership set forth in the Nasdaq Listing

Rules and the Companies Law;

- be an "independent director" (as such term is defined in the Nasdaq Listing Rules, as amended from time to time); without derogating from the foregoing, at least a majority of the members must qualify as "independent directors" under the Companies Law;
 - not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years;
 - meet the independence criteria set forth in Rule 10A-3(b)(1) (subject to the exemptions provided in Rule 10A-3(c)) promulgated under the Exchange Act; and
 - Financial Literacy. Each member of the Committee shall be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement, at the time of his or her appointment to the Committee. In addition, (i) at least one member of the Committee shall possess the financial sophistication required by the Nasdaq Listing Rules, as amended from time to time, and qualify as an "audit committee financial expert" (as defined in Item 16A of Form 20-F, as amended from time to time), as determined by the Board, and (ii) the Committee membership shall comply with the requirements of the Companies Law regarding financial expertise.
3. Appointment and Removal. Subject to applicable law, the members of the Committee shall be appointed and removed (with or without cause) by the Board. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this Committee. The Board may fill vacancies occurring, for whatever reason. All rights available to members of the Committee in their capacities as directors of the Company shall be fully applicable with respect to their service on the Committee or any subcommittee thereof.
4. Chairperson. Unless the Board elects a Chairperson to the Committee (the "**Chairperson**"), the members of the Committee shall appoint a Chairperson by majority vote.
5. Independent Advisors. The Committee is empowered, in its sole discretion, without prior approval of the Board, to engage independent financial counsel, accountants legal, or other experts and advisors, as it deems necessary to carry out its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such retained advisors. The Committee is empowered, without further action by the Board, to cause the Company to pay and provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a such advisers retained by the Committee.
6. Subcommittees. Subject to applicable law, the Committee may delegate its authority to subcommittees established from time to time by the Committee. Such subcommittees shall consist of one or more members of the Committee and shall report to the Committee.
7. Funding. The Committee is empowered, without further action by the Board, to cause the Company to pay:
- compensation to any registered public accounting firm engaged by the Company for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, including, but not limited to, the payment of all audit and non-audit engagement fees and expenses of the Company's outside auditor;
 - the reasonable fees and expenses of the advisors engaged by the Committee under Section III.5 above; and
 - ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
8. Alternate Directors. Any member of the Committee may appoint an alternate director, subject

to the provisions of the Companies Law and the Company's Articles of Association, provided that:

- the alternate director is a member of the Board who satisfies the qualifications for membership on the Committee set forth herein; and
- if the Committee has only one designated financial expert, then the alternate director of such financial expert for any meeting in which the Company's financial statements or accounting matters are discussed must qualify as a financial expert to the satisfaction of the Board or, if circumstances do not allow for this matter to be determined by the Board, by the Chairman of the Board (or acting Chairman of the Board); and

IV. Meetings and Procedures

1. Meetings. The Committee will meet as often as the Committee or its Chairperson deems necessary in order to carry out its duties, either in person, via teleconference or similar means of communication pursuant to which all members attending can communicate with each other. In lieu of a meeting, the Committee may act by unanimous written consent. Notwithstanding the foregoing that Committee shall meet as necessary to review and approve the quarterly/annual financial reports. Without derogating from the foregoing, the Committee shall meet at the request of (i) the chairman or any two members of the Committee or (ii) the Company's internal auditor if the Chairman believes that there is cause for a meeting on the matter specified in the internal auditor's request. The majority of the aggregate number of then-serving members of the Committee shall constitute a quorum. The approval of a majority of such quorum shall constitute a valid act of the Committee at a duly held Committee meeting. In accordance with the Companies Law, the Committee shall notify (i) the Company's internal auditor of all the Committee's meetings and (ii) the Company's outside auditor of all the Committee's meetings in which a matter relating to the audit of the Company's financial statements is to be discussed, and allow such auditors to participate in such meetings, as applicable, subject to a determination by the Committee to exclude them from any part of the meeting to the extent permitted under applicable law.

2. Investigations. In carrying out its duties, the Committee is empowered to investigate any matter within the scope of its responsibilities with full access to all books, records, facilities and personnel of the Company, including the authority to request any director, officer, employee or advisor of the Company to meet with the Committee and/or with any advisors engaged by the Committee.

3. Reports; Minutes. The Committee shall report to the Board with respect to its meetings, decisions and recommendations. Decisions or recommendations that require approval of the Board will be brought to the knowledge of directors a reasonable time before the discussion thereof at the Board meeting. The Committee shall maintain minutes of its meetings and provide to the Board copies of such minutes and any resolutions adopted in writing pursuant to applicable law and the Company's Articles of Association.

4. Executive Sessions. The Committee shall, at such times as it deems appropriate, meet separately with management, the internal auditor and/or the independent auditor of the Company to discuss any matters that the Committee or any of the foregoing persons or firms believe should be discussed privately.

5. Attendees. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate, except that such persons that are not allowed to be present during the voting of the Committee shall not be present during the voting. Notwithstanding the foregoing, persons who cannot qualify as members of the Committee may not attend the Committee's meetings unless the Chairperson determines, to the extent permitted by applicable law, that such person is required in

order to present a certain matter.

6. Charter. The Committee shall review and reassess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board for approval.

V. Interpretation; Definitions

To the extent any of the provisions included herein is a description or summary of any applicable law or is intended to recite the provisions of any applicable law, then in the event of any inconsistency, contradiction or any other conflict between the provisions herein and the provisions of such applicable law, then the provisions of such applicable law shall prevail and supersede and shall be deemed to constitute an integral part of this Charter. In the event that any such provision of applicable law is amended to include any relief or exclusion, then, such relief and exclusions shall be deemed to constitute an integral part of this Charter, whether or not such conflict, inconsistency or contradiction arises.

Any references to any law, statute or regulation are to it as amended, supplemented or restated, from time to time (and, in the case of any law, to any successor provisions or re-enactment or modification thereof being in force at the time); any reference to “law” shall include any supranational, national, federal, state, local, or foreign statute or law and all rules and regulations promulgated thereunder (including, any rules, regulations or forms prescribed by any governmental authority or securities exchange commission or authority); and any reference to “law” shall be read subject to the Company’s articles of association, as amended from time to time.

If any term of this Charter contradicts the requirements under the Companies Law, then the terms of the Companies Law will prevail.

* * *