

**OMADA HEALTH, INC.**  
**AUDIT COMMITTEE CHARTER**

(Effective as of June 5, 2025]

This Audit Committee Charter (the “Charter”) has been adopted by the Board of Directors (the “Board”) of Omada Health, Inc. (the “Company”).

**I. PURPOSE**

The purpose of the Audit Committee (the “Committee”) is to oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company and to perform the other duties and responsibilities described in this Charter.

The Committee’s responsibilities are limited to oversight. The Company’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with 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. Each member of the Committee is entitled to rely on the integrity of those persons within the Company and from the professionals and experts from which the Committee receives information and, absent actual knowledge to the contrary, the accuracy of the financial and other information provided to the Committee by such persons, professionals, or experts.

To implement the Committee’s purpose, the Committee shall be charged with the below functions and responsibilities with the understanding, however, that the Committee may supplement or (except as otherwise required by applicable laws or requirements of any stock exchange on which any of the Company’s capital stock may be listed) deviate from these activities as appropriate under the circumstances.

**II. COMPOSITION**

The Committee shall consist of at least three directors, subject to any available exception. Each Committee member must satisfy the independence requirements of the Nasdaq Stock Market LLC (“Nasdaq”) and the more rigorous independence rules for members of audit committees issued by the U.S. Securities and Exchange Commission (the “SEC”), subject to any available exception. Each Committee member must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement, and cash flow statement. In addition, at least one member of the Committee must be an “audit committee financial expert” as defined under SEC rules.

Committee members shall be appointed and may be removed from the Committee, with or without cause, by the Board. Unless a Chairperson is designated by the Board, the Committee may designate a Chairperson by majority vote of the full Committee membership.

A member of the Committee may not, other than in his or her capacity as a member of the Committee, the Board, or any other committee established by the Board, receive, directly or indirectly, any consulting, advisory, or other compensatory fee from the Company.

### **III. MEETINGS, PROCEDURES, AND AUTHORITY**

The Committee shall meet at least once during each fiscal quarter. The Committee shall meet periodically, and separately, with each of (i) management, (ii) the internal auditor (or other personnel responsible for the internal audit function), if any, and (iii) 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 Company's bylaws that are applicable to the Committee.

The Committee may retain any independent counsel, experts, or advisors that the Committee believes to be necessary or appropriate. The Company shall 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 Company's bylaws, and applicable Nasdaq rules.

The Committee may conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee. Without limiting the foregoing, the Committee is authorized to request that any officer or employee of the Company, any subject matter expert or professional retained by the Company to render advice to the Company, or any other subject matter expert or professional that the Committee may determine, attend a meeting of the Committee or meet with any members of, or advisors to, the Committee.

### **IV. DUTIES AND RESPONSIBILITIES**

#### **Interaction with the Independent Auditor**

1. *Appointment and Oversight.* The Committee is directly responsible for the appointment, engagement, compensation, retention, and oversight of the work of the independent auditor 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 (including resolution of any disagreements between Company management and the independent auditor or other registered public

accounting firm regarding financial reporting). The independent auditor and each such other registered public accounting firm shall report directly to the Committee.

2. *Preapproval of Audit and Non-Audit Services.* The Committee shall 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. Other than with respect to the annual audit of the Company's consolidated financial statements, the Chairperson of the Committee is authorized to pre-approve other audit services and non-audit services provided to the Company by the independent auditor on behalf of the Committee, and each such pre-approval decision will be presented to the full Committee at its next scheduled meeting.
3. *Annual Report on Independence.* The Committee shall ensure that the independent auditor prepares and delivers, at least annually, a written statement delineating all relationships between the independent auditor and the Company, shall actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditor, and, if the Committee determines that further inquiry is advisable, shall take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence. The Committee shall also assure the regular rotation of the audit partners (including, without limitation, the lead and concurring partners) as required under the Exchange Act and Regulation S-X.
4. *Review of Written Communications.* The Committee may review all material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences. The Committee shall review and discuss with the independent auditors any report required to be delivered by such auditors pursuant to Section 10A(k) of the Exchange Act.

#### **Annual Financial Statements and Annual Audit**

5. *Audit Problems.* The Committee shall discuss with the independent auditor any audit problems or difficulties and management's response.
6. *Form 10-K Review.* The Committee shall review and discuss with management and the independent auditor the annual audited financial statements, including (a) all critical accounting policies and practices used or to be used by the Company, (b) the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and (c) any significant financial reporting issues that have arisen in connection with the preparation of such audited financial statements, and shall approve (or disapprove) and recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.

7. *Audit Committee Report.* The Committee shall provide the Company with the report of the Committee with respect to the audited financial statements for inclusion in each of the Company's annual proxy statements.

### **Quarterly Financial Statements**

8. *Form 10-Q Review.* The Committee shall review and discuss with management and the independent auditor the Company's quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

### **Other Duties and Responsibilities**

9. *Review of Earnings Releases.* The Committee should review the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.
10. *Information Security and Financial Risks.* The Committee should periodically review and discuss with management the Company's policies with respect to cybersecurity and financial risk assessment and risk management, including the Company's information security program and major cybersecurity and financial risks, and shall oversee the management of cybersecurity and other information technology and financial risks. The Committee shall discuss with management the steps management has taken to monitor and control these risks.
11. *Hiring of Independent Auditor Employees.* The Committee or the Committee Chair should review and approve the Company's hiring of employees or former employees of the Company's independent auditor.
12. *Review of Related-Party Transactions.* The Committee has responsibility to review and, as applicable, approve all related-party transactions as defined by Item 404 of Regulation S-K on an ongoing basis, in accordance with the Company's Related-Person Transaction Policy and Procedures.
13. *Complaint Procedures.* The Committee shall 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 confidential and anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
14. *Review of Internal Control Over Financial Reporting.* The Committee shall review and discuss with management and the independent auditor the adequacy of the Company's internal control over financial reporting ("ICFR") and any steps management has taken to address material weaknesses in ICFR.

15. *Review of Code of Business Conduct and Ethics.* The Committee shall periodically consider and discuss with management and the independent auditor the Company's Code of Business Conduct and Ethics (the "Code") and the procedures in place to enforce the Code. The Committee must also consider and discuss and, as appropriate, grant requested waivers from the Code brought to the attention of the Committee, provided that the Committee may defer any decision with respect to any waiver to the Board.
16. *Reports to the Board of Directors.* The Committee should report regularly to the Board regarding the activities of the Committee.
17. *Committee Self-Evaluation.* The Committee should, at least annually, perform an evaluation of the performance of the Committee.
18. *Review of this Charter.* The Committee shall annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

#### **V. DELEGATION OF DUTIES**

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