STAR EQUITY HOLDINGS, INC. AUDIT COMMITTEE CHARTER

**(As Adopted May 6, 2003, and
Revised October 28, 2019, November 7, 2022, November 6, 2023,
November 6, 2024, November 7, 2025, and November 10, 2026)**

Statement of Purpose

The Audit Committee (the "Committee") of Star Equity Holdings, Inc. (the "Company") is appointed by the Board of Directors (the "Board") to assist the Board in monitoring (a) the integrity of the financial statements of the Company, (b) the independent auditors' qualifications and independence, (c) the performance of the Company's internal audit function and independent auditors and (d) the compliance by the Company with legal and regulatory requirements. The purpose of the Committee is to oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company.

The Committee is also responsible for preparing the report of the Committee required by the Securities and Exchange Commission (the "SEC") to be included in the Company's proxy statement for its annual meeting of stockholders.

Committee Membership and Qualifications

The Committee shall consist of at least three members of the Board. The members of the Committee shall meet the independence and experience requirements of The Nasdaq Stock Market, Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations of the SEC. Each member of the Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement. At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. At least one member of the Committee must be an "audit committee financial expert" as defined by the SEC. Members of the Committee shall not simultaneously serve on audit committees of more than two other public companies without the prior consent of the Board. No member of the Committee can have participated in the preparation of the Company's or any of its subsidiaries' financial statements at any time during the past three years.

Appointment and Removal of Committee Members

The members of the Committee shall be appointed by the Board annually or as necessary to fill vacancies on the recommendation of the Company's Nominating and Governance Committee. Each member shall serve until his or her successor is duly elected and qualified or until such member's earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

Chairman

The Chairman of the Committee shall be appointed by the Board upon recommendation of the Nominating and Corporate Governance Committee and in consultation with the Chairman of the Board. The Chairman of the Committee will chair all regular sessions of the Committee and, in consultation with the Company's Principal Financial Officer, set the agenda for Committee meetings.

Meetings

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. Any member of the Committee may call meetings of the Committee. Telephonic or video conference participation in Committee meetings by members and other participants is permitted. Minutes of each Committee meeting and records of all other Committee actions shall be prepared by a secretary of the meeting designated by the Committee, and shall be retained with the permanent records of the Company.

A majority of the members of the Committee shall constitute a quorum for the transaction of business by the Committee.

The Committee shall meet regularly in executive session, without Company management present. The Committee shall also meet regularly with the head of the internal auditing department, the independent auditors, and as a Committee. The Committee may ask members of management or others to attend the meeting and provide pertinent information as necessary.

Responsibilities and Duties

The Committee shall have the sole authority to appoint, retain and terminate the Company's independent auditors for the purpose of auditing the Company's annual financial statements, books, records, accounts, and internal controls over financial reporting. The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditors (including resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditors shall report directly to the Committee.

The Committee shall approve all audit engagement fees and terms, preapprove (which preapproval may be pursuant to preapproval policies and procedures established by the Committee provided such policies and procedures are detailed as to the particular service and do not include delegation of the Committee's responsibilities to management) all auditing services and permitted non-audit and tax services (including the fees and terms thereof) to be performed for the Company by its independent auditors, subject to the *de minimis* exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Committee prior to the completion of the audit. The Committee may delegate authority to grant preapprovals of audit and permitted non- audit services to one or more of its members, provided that decisions of such member or members to grant preapprovals shall be presented to the full Committee at its next scheduled meeting. Except as specified in the preceding sentence, the Committee shall have no authority to delegate its responsibilities and duties to a subcommittee of its members.

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditors for the purpose of rendering or issuing an audit report and to any advisors retained by the Committee.

In carrying out these responsibilities and duties, the Committee will:

Review Procedures

1. Review and reassess the adequacy of this Charter at least annually in consultation with the Nominating and Governance Committee. Submit recommended changes to the Charter to the Board for approval.

2. Review and discuss with management and the independent auditors the Company's annual audited financial statements and the independent auditors' report thereon, including

disclosures made in management's discussion and analysis, contained in the Company's Form 10-K and annual report to stockholders prior to the filing or distribution thereof. As part of the review process, the Committee will recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.

3. Review and discuss with management and the independent auditors the quarterly and annual earnings press releases (including a review of any use of "pro forma" or "adjusted" non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies.

4. Review and discuss with management and the independent auditors the Company's Form 10-Qs and Form 10-Ks, including disclosures made in management's discussion and analysis as well as the results of the independent auditors' review of the quarterly financial statements.

5. In consultation with the management, the independent auditors and the internal auditors, 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, including the Company's risk assessment and risk management policies. Review significant findings prepared by the independent auditors and the internal auditing department together with management's responses.

6. Discuss with management and the independent auditors significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements and any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.

7. Review and discuss quarterly reports from the independent auditors on:
    - All critical accounting policies and practices to be used.
    - All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors.
    - Other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
8. Discuss with management and the independent auditors the effect of accounting and regulatory initiatives as well as off-balance sheet arrangements, if any, on the Company's financial statements.

9. Discuss with the independent auditors the matters required to be discussed by the Public Company Accounting Oversight Board relating to the conduct of the audit, including any difficulties or problems encountered in the course of the audit work and management's response thereto, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

10. Review disclosures made to the Committee by the Company's Chief Executive Officer and Principal Financial Officer during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting or any fraud, whether or not material, involving management or other employees who have a significant role in the Company's internal control over financial reporting.

11. Obtain, on a quarterly basis, reports from management regarding its evaluation of the Company's disclosure controls and procedures and internal control over financial reporting.

12. Obtain, if applicable, on an annual basis, the independent auditors' attestation report on management's assessment of the Company's internal control over financial reporting.

Independent Auditors

13. Review the performance of the independent auditors.

14. Approve all audit engagement fees and terms and other significant compensation to be paid to the independent auditors.

15. On an annual basis, review and discuss with the independent auditors all significant relationships they have with the Company that could impair the auditors' independence, and actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor.

16. Review and discuss with the Company's independent auditors (1) the auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (2) the overall audit strategy, (3) the scope and timing of the annual audit, (4) any significant risks identified during the auditors' risk assessment procedures and (5) when completed, the results, including significant findings, of the annual audit.

17. Review the independent auditors' audit plan prior to the commencement of the audit and discuss audit scope, staffing, locations, reliance upon management, and internal audit and general audit approach.

18. Consider the independent auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

19. Obtain and review a report from the independent auditors at least annually regarding (a) the independent auditors' internal quality-control procedures, (b) 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 one or more independent audits carried out by the firm, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent auditors and the Company. Evaluate the qualifications, performance and independence of the independent auditors, including considering whether the auditors' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditors' independence, and taking into account the opinions of management and the internal auditors. The Committee shall present its conclusions with respect to the independent auditors to the Board.

20. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.

21. Set clear policies for the hiring by the Company of employees or former employees of the independent auditors who participated in any capacity in the audit of the Company.

Internal Audit Department

22. Review and approve the internal audit function of the Company, including independence and the proposed internal audit plans for the coming year.

23. Review the budget, any changes in plan, activities, organizational structure, and qualifications of the internal audit department, as needed.

24. Review the appointment, performance, replacement, reassignment or dismissal of the head of internal audit.

25. Review reports prepared by the internal audit department together with management's response and follow-up to these reports.

Compliance Oversight

26. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and the Company's codes of ethics and compliance. The Committee shall also enforce the provisions of the code of ethics, and review the code of ethics periodically and recommend any changes to the Board.

27. Review and determine whether to approve or ratify any related person transactions disclosed to the Committee in accordance with the Company's policies and procedures regarding related person transactions and oversee any related person transactions on an ongoing basis.

28. Establish 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 submission by employees of concerns regarding questionable accounting or auditing matters.

Cybersecurity

29. Oversee the steps the Company's management has taken to monitor and control the Company's data privacy and cybersecurity risk exposure.

Other Committee Responsibilities

30. Report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Committee's Chairman or any other member of the Committee designated by the Committee to make such report.

31. Maintain minutes or other records of Committee meetings and actions of the Committee.

32. To review, with the General Counsel and/or outside legal counsel, legal and regulatory matters, including legal cases against or regulatory investigations of the Company that could have a significant impact on the Company's financial statements.

33. Carry out the Committee's responsibilities under the Investment Policy.

Annual Performance Evaluation

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee, including by reviewing the compliance of the Committee with this Charter. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

Limitation of Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the

duty 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 generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.