# EACO CORPORATION

## AUDIT COMMITTEE CHARTER
## (ADOPTED JULY 1, 2026)

### A. PURPOSE AND SCOPE

The primary functions of the Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") are to oversee (i) the audit of the consolidated financial statements of EACO Corporation (the "**Company**") provided to the U.S. Securities and Exchange Commission (the "**SEC**"), the Company's shareholders and the general public, (ii) the Company's internal financial and accounting processes, and (iii) the independent audit process.

The function of the Committee is oversight. Management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements, as well as the Company's financial reporting process, accounting policies, internal audit function, internal accounting controls and disclosure controls and procedures. The independent accounting firm is responsible for performing an audit of the Company's annual financial statements, expressing an opinion as to the conformity, in all material respects, of such annual financial statements with U.S. generally accepted accounting principles ("**GAAP**") and reviewing the Company's quarterly financial statements. It is not the responsibility of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate or that they were prepared in accordance with GAAP and applicable laws, rules and regulations. Absent actual knowledge to the contrary, each member of the Committee shall be entitled to rely on the integrity of those persons within the Company and of the professionals and experts from whom the Committee receives information (including the Company's finance team and the Company's independent accounting firm) and the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts.

### B. COMPOSITION

The Committee shall consist of a minimum of three directors appointed by the Board, who shall each meet the independence and othermembership requirements of The Nasdaq Stock Market LLC ("**Nasdaq**") and the SEC's rules and regulations, as may be in effect from time to time (subject to applicable exemptions).

Each member of the Committee must be able to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement. Members of the Committee are not required to be engaged in the accounting and auditing profession and, consequently, some members may not be expert in financial matters, or in matters involving auditing or accounting. However, at least one member of the Committee shall meet the requirements of, and shall serve as, the "**audit committee financial expert**" as defined by the SEC rules. No Committee member may simultaneously serve on the audit committee of more than two other public companies without the prior approval of the Board.

The members of the Committee, including the Chairperson of the Committee, shall be appointed by the Board. Committee members may be removed from the Committee by the Board, with or without cause and without prior notice. Unless otherwise determined by the Committee, any action duly taken by the Committee shall be valid and effective, even if the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership on the Committee.

### C. RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee shall include the following:

**<u>Document Review</u>**

1. Review and assess the adequacy of this Charter as conditions dictate, but at least every year, and recommend any proposed changes to this Charter to the Board for approval.

2. Review with representatives of management and representatives of the independent accounting firm the Company's audited annual financial statements prior to their filing as part of the Company's annualreport on Form 10-K. The Committee shall also review with representatives of management and representatives of the independent accounting firm the Company's interim financial statements prior to their inclusion in the Company's quarterly reports on Form 10-Q.

3. Review with management and the independent accounting firm significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including: (i) any significant changes in the Company's selection or application of accounting principles; (ii) any significant issues or changes regarding accounting and auditing principles or practices; (iii) any significant issues regarding the adequacy of the Company's internal controls; (iv) the development, selection and disclosure of critical accounting estimates; and (v) and any accounting adjustments that were noted or proposed by the independent registered public accounting firm but were "passed" (as immaterial or otherwise).

4. Discuss with management the quarterly earnings press releases, including "pro forma" and other "adjusted" non-GAAP information, to the extent used in such releases or in the Company's filings with the SEC.

5. Meet periodically (at least quarterly) to review with management and the independent accounting firm their views on theCompany's major financial risk exposures.

<u>**Independent Accounting Firm Oversight**</u>

1. Have the sole authority to appoint or replace the independent accounting firm, and approve in advance the fees, scope, planning, staffing and terms of any audit and non-audit engagements of the independent accounting firm. The independent accounting firm shall report directly to the Committee. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of the independent accounting firm approved by the Committee.

2. Pre-approve all audit engagement fees and terms, as well as all audit-related and non-audit services to be provided by the Company's independent registered public accounting firm, and establish policies and procedures for the pre-approval of audit and permissible non-audit services to be provided by the Company's independent registered public accounting firm. The Audit Committee may, from time to time, delegate its authority to pre-approve any such services to one or more Audit Committee members. The Committee shall review any non-audit services and the considerations relating to the compatibility of such services with maintaining the independence of the accounting firm.

3. Oversee and evaluate the work of the independent accounting firm, including resolution of any disagreement between management and the independent accounting firm regarding financial reporting.

4. Obtain and review the written disclosures from the independent accounting firm required by applicable requirements of the Public Company Accounting Oversight Board (the "**PCAOB**") regarding the independent accounting firm's independence.

5. Discuss with representatives of the independent accounting firm, the matters required to be communicated by the independent accounting firm to the Committee under the standards of the PCAOB.

6. Review reports and other communications as appropriate from the independent accounting firm related to: (i) all critical accounting policies and practices used; (ii) the material alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent accounting firm;and (iii) other material written communications between the independent accounting firm and management, such as any management letter or schedule of unadjusted differences.

7. Review with the independent accounting firm any significant problems or difficulties the independent accounting firm may have encountered and any management letter provided by the independent accounting firm and the Company's response to that letter, including any restrictions on the scope of activities or access to required information, significant changes to the audit plan and any disagreement with management, which if not satisfactorily resolved would have affected the independent accounting firm's opinion.

**Compliance and Reporting**

1. Engage independent counsel, accounting consultants or other advisors the Committee deems necessary or advisable to advise the Committee in connection with any matter within its duties and responsibilities. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

2. Periodically review (at least annually) the Company's code of conduct adopted by the Board, as well as the procedures utilized to evaluate alleged violations of such code of conduct.

3. Review with the Company's General Counsel (or if the Company does not have a General Counsel, review with outside legal counsel) legal matters that may materially affect the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.

4. Review annually, in consultation with the independent accounting firm and management, the adequacy of the Company's internal financial and accounting processes.

5. Prepare and submit, in accordance with the rules of the SEC as modified or supplemented from time to time, any written report of the Committee required to be included in the Company's annual proxy statement for each annual meeting of the Company's shareholders (or included in the Company's Form 10-K).

6. Review and approve all related party transactions of the Company required to be disclosed pursuant to Item 404 of Regulation S-K.

**Other**

1. Meet at least quarterly with (i) the Company's senior executive officers and (ii) the Company's independent accounting firm in separate executive sessions (but only to the extent that either the independent accounting firm or any Committee member determines that any such executive session is necessary or advisable).

2. Review any other matter brought to the Committee's attention within the scope of its duties, including any issue of significant financial misconduct.

3. Establish procedures for (i) the receipt, review, retention and treatment of complaints regarding accounting, financial reporting, internal accounting controls or auditing or federal securities law matters, as well as potential or suspected violations of the Company's code of conduct; and (ii) the confidential or anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters, and the receipt and review thereof. The Committee shall review any significant complaints received pursuant to such procedures that either management or counsel deems covered by subsections (i) or (ii) above.

4. Review with the Company's Chief Executive Officer and Principal Accounting Officer, prior to their quarterly or annual report certification submission to the SEC: (i) all significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data, and any material weaknesses in the Company's internal controls that they have identified for the Company's independent accounting firm; (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls; and (iii) whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent

to the date of the Chief Executive Officer's and the Principal Accounting Officer's evaluation thereof, including any corrective actions  with regard to significant deficiencies and material weaknesses.

5. Oversee the steps management has taken to monitor and control the Company'scybersecurity risk exposure, and review and oversee the Company's IT and cybersecurity strategy, processes and practices.

6. Cause the Company to pay, without further action by the Board, the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

7. The Committee may take such other actions regarding the Company's financial reporting obligations that are in the best interests of the Company as the Committee shall deem appropriate or as shall otherwise be required by Nasdaq or any other applicable laws.

## D. Meetings

The Committee shall meet as often as it deems necessary in order to perform its responsibilities, but at least four (4) times each year. The Committee may, in its discretion, invite members of management or others to attend Committee meetings and provide pertinent information as the Committee may request on the issues being considered. Meetings can be called by the Chief Executive Officer or member of the Committee.  At all Committee meetings, a majority of the then-current members of the Committee shall constitute a quorum. The Committee may also act by unanimous written consent in lieu of a meeting.

The Committee shall keep written minutes of its meetings and record such minutes with the books and records of the Company. Minutes of each meeting will be distributed to the members of the Board and the Secretary of the Company, and the Committee shall provide a report of such meeting to the full Board.

## E. Independent Advice

The Committee may conduct or authorize inquiries into or studies of matters within the Committee's scope of responsibilities and duties as described above as it shall deem appropriate (including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any consultants or advisors engaged by the Committee).

**Adopted by the Board of Directors on July 1, 2026.**