CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS OF PASQAL HOLDING SA
(Adopted and approved on August 27, 2026)

1. Purpose

1.1 The purpose of the Audit Committee (the "***Committee***") of the Board of Directors (the "***Board***") of Pasqal Holding SA (the "***Company***") is to assist the Board, acting under the Board's responsibility, by:

1.1.1 overseeing the accounting and financial reporting processes of the Company, the process for preparing sustainability information to the extent required by applicable law, and the statutory audit of the Company's financial statements and, where applicable, certification of the Company's sustainability information;

1.1.2 overseeing and monitoring (i) the quality and integrity of the Company's financial statements, sustainability information and reports, (ii) the Company's compliance with legal and regulatory requirements, (iii) the statutory auditor's and independent auditor's qualifications, independence and performance, and (iv) the Company's internal accounting and financial controls;

1.1.3 providing the Board with the results of its monitoring and recommendations derived therefrom;

1.1.4 providing to the Board such additional information and materials as it may deem necessary to make the Board aware of significant financial matters that require the attention of the Board; and

1.1.5 providing oversight assistance in connection with the Company's legal and regulatory compliance, as well as compliance with ethical standards adopted by the Company, including as set forth in the Company's Code of Business Conduct and Ethics.

1.2 In addition, the Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe, or as may be required by law from time to time.

1.3 The Board and management shall ensure that the Committee has adequate funding and other resources and authority to discharge its responsibilities as determined by the Committee.

1.4 The operation of the Committee shall be subject to this charter, the Company's articles of association (the "***Articles***"), the Internal Regulations of the Board, French law, U.S. securities law, the rules of the exchange upon which the

Company's securities are listed for trading, and any other applicable law, each as may be amended from time to time.

1.5 While the Committee has the responsibilities and authority set forth in this charter, it is not the duty of the Committee to plan or conduct audits of the Company's financial statements or its internal control over financial reporting, to conduct any certification of sustainability information, or to determine that the Company's financial statements or sustainability information are complete and are in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("***IFRS***"), U.S. generally accepted accounting principles ("**GAAP**") or other applicable accounting or reporting standards. This is the responsibility of management and the independent auditor, statutory auditor or sustainability auditor, as applicable.

2. Membership & Organization

2.1 The Committee will consist of at least three (3) members of the Board, none of whom may exercise executive management functions with the Company, all of whom in the judgment of the Board shall be independent in accordance with the listing standards of the exchange upon which the Company's securities are listed for trading (except as otherwise permitted by the rules of the exchange upon which the Company's securities are listed for trading and the rules and regulations of the U.S. Securities and Exchange Commission ("***SEC***") as may be in effect from time to time), and at least one (1) of whom shall, to the extent required by French law, be independent according to criteria determined and published by the Board and have specific financial, accounting or statutory audit expertise. Each member shall in the judgment of the Board have the ability to read and understand the Company's financial statements. At least one (1) member of the Committee shall, in the judgment of the Board, be a Committee financial expert in accordance with the rules and regulations of the SEC, and at least one (1) member (who may also serve as the Committee's financial expert) shall in the judgment of the Board have accounting or related financial management expertise in accordance with the listing standards of the exchange upon which the Company's securities are listed for trading. In addition, Committee members shall satisfy any additional requirements mandated by French law, the rules and regulations of the SEC or the listing standards of the exchange upon which the Company's securities are listed for trading. The Committee will review its membership annually for compliance with the above requirements.

2.2 The members of the Committee and the chair of the Committee (the "***Chair***") will be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and will serve at the discretion of the Board and may be replaced by the Board at any time or for any reason.

3. Responsibilities

Without prejudice to the powers reserved by French law, the Articles or the Internal Regulations of the Board to the Board, management or shareholders, and in addition to such other responsibilities as may be delegated to the Committee from time-to-time by the Board, the Committee shall:

3.1 Review on a continuing basis the adequacy of the Company's system of internal controls, including controls and risk management systems relating to the preparation and processing of accounting, financial and, where applicable, sustainability information, including reviewing any reports from, and meeting periodically to discuss with, the Company's management and the independent auditors (i) regarding the effectiveness of, or any deficiencies in, the design or operation of such controls, (ii) regarding 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) to review the adequacy of such controls and to review before release the disclosure regarding such system of internal controls required under SEC rules to be contained in the Company's periodic filings and, if applicable, the attestations or reports by the independent auditors relating to such disclosure;

3.2 Pre-approve all audit and permissible non-audit services and related engagement fees and terms for services provided to the Company by the independent auditors (or subsequently approving non-audit services in those circumstances where a subsequent approval is necessary and permissible);

3.3 Review and provide guidance with respect to the external audit and the Company's relationship with its independent auditors by: (i) reviewing the independent auditors' proposed audit scope, approach and independence; (ii) evaluating the qualifications, performance and independence of the independent auditors, including an evaluation of the lead audit partner; and to assure the regular rotation of the lead audit partner at the independent auditors and consider regular rotation of the accounting firm serving as the independent auditors; (iii) obtaining on an annual basis, in accordance with applicable requirements of the Public Company Accounting Oversight Board ("***PCAOB***") and by the exchange upon which the Company's securities are listed for trading, a written statement from the independent auditors regarding relationships and services with the Company which may impact independence or objectivity, and to the extent there are relationships, monitoring and investigating such relationships, including actively engaging in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors, and presenting such information to the Board; (iv) annually receiving and reviewing a report by the independent auditors describing any material issues raised by the most recent internal quality control review, or peer review, of the independent auditing firm, or by any inquiry or investigation by governmental or professional authorities and any steps taken to deal with any such issues; (v) discussing with the Company's independent auditors the financial statements and audit findings, including any significant adjustments, management judgments and accounting estimates, critical audit matters addressed during the audit, significant new accounting policies, any alternative treatments of financial information within IFRS (or other applicable accounting standards, including GAAP) that the independent auditor has discussed with management, ramifications of the use of these alternative disclosures and the treatment preferred by the independent auditor and disagreements with management and any other matters or audit problems required to be discussed by applicable accounting standards and management's response thereto; and (vi) reviewing reports submitted to the Committee by the independent auditors in accordance with the applicable SEC requirements and other legal or regulatory requirements;

3.4 Recommend to the Board as to whether the Company's audited financial statements should be included in the Company's Annual Report on Form 20-F (or other similar or successor form to be filed with the SEC or other applicable regulator) based on the Committee's review and discussions (i) with management concerning the audited financial statements, (ii) with the independent auditor concerning the matters required to be discussed by the PCAOB and the SEC and (iii) with the independent auditor concerning the independent auditor's independence;

3.5 Review and discuss with management and the independent auditors the annual audited financial statements and semi-annual and any other periodic unaudited financial statements, including the Company's disclosures under "Operating and Financial Review and Prospects" (or such other similar section, such as "Management's Discussion and Analysis of Financial Condition and Results of Operations"), prior to filing the Company's Annual Report on Form 20-F and prior to furnishing the Company's Form 6-K containing its unaudited interim financial statements, respectively, with the SEC (or such other similar or successor form to be filed with the SEC or other applicable regulator);

3.6 Review before release the unaudited semi-annual, any other interim or annual operating results (or financial outlook or guidance) to be stated in the Company's earnings release with particular attention to any use of "pro forma" or "adjusted" non-IFRS (or non-GAAP, if applicable) information;

3.7 Review the contents of the officer certifications to be filed with the SEC pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act and the process conducted to support the certifications;

3.8 Consider the establishment, and assist the Board in overseeing the design, implementation and performance, of any internal audit function within the Company, without impairing the independence of that function;

3.9 Oversee compliance with legal requirements for disclosure of the Company's independent auditor's services and Committee members, member qualifications and activities;

3.10 Oversee the Company's code of business conduct and ethics, including periodically reviewing the code and recommending to the Board any amendments thereto or waivers thereof, and performing those functions delegated to the Committee set forth in the Company's code of business conduct and ethics. The Board must approve any waivers of the code of business conduct and ethics for executive officers and directors;

3.11 Review, in conjunction with counsel, any legal matters that could have a significant impact on the Company's financial statements;

3.12 If necessary, institute special investigations with full access to all books, records, facilities and personnel of the Company;

3.13 As appropriate, engage and obtain advice and assistance from outside legal, accounting or other advisors with funding to be provided by the Company;

3.14 Conduct appropriate review and oversight of related party transactions, as defined by applicable rules and regulations of the SEC, the exchange upon which the Company's securities are listed for trading, and the French Commercial Code (including *conventions réglementées* under Articles L. 225-38 *et seq.* of the French Commercial Code), make recommendations to the Board regarding any authorization or approval required in respect of such transactions, and review the related statutory auditor's special report thereon presented to the annual shareholders' meeting;

3.15 Review and make recommendations to the Board regarding all payments made to the Company's existing shareholders, executive officers or directors and their respective affiliates, provided that any payments made to members of the Committee will be reviewed and approved by the Board, with the interested director or directors abstaining from such review and approval;

3.16 Review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval, on an annual basis;

3.17 Review annually its own performance against the responsibilities outlined in this charter and as otherwise established by the Board;

3.18 Establish procedures for receiving, retaining and treating complaints received by the Company regarding accounting, internal accounting controls or auditing matters, procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters, and procedures for receiving, retaining and treating complaints regarding the compliance officer tasked with administering each of the corporate policies adopted by the Company;

3.19 Review and discuss with management, the independent auditor and the internal auditor, if any, the Company's policies with respect to risk assessment and risk management, including major financial risk exposures and sustainability-related risks as required by applicable laws, and the steps management has taken to monitor and control such exposures, including, where required by French law, procedures relating to the preparation and processing of financial and sustainability information, except as to those major risk exposures for which oversight has been assigned to other committees of the Board or retained by the Board;

3.20 Review the adequacy and effectiveness of the Company's information, data privacy and cyber security policies and processes and the internal controls regarding information, data privacy and cyber security; and

3.21 Review with management and members of the internal auditor, if any, the Company's business continuity and disaster preparedness planning.

4. Authority

The authority granted to the Committee under this section is exercised pursuant to the Board's approval of this charter and, in accordance with French law and the Internal Regulations of the Board, remains at all times subject to the Board's ultimate decision-making authority. Except for matters that do not fall within the exclusive competence of the shareholders or the Board under applicable law, regulation or the Articles, the Committee has an advisory role and may make non-binding recommendations to the Board. The authority granted to the Committee may be revoked or modified by the Board.

The Committee shall have:

4.1 the authority to make recommendations to the Board regarding the appointment, compensation, retention and oversight of the work of, and termination of the engagement of, the independent auditors, it being understood that, to the extent required by French law, the Board retains decision-making authority and submits the appointment of the statutory auditors to the shareholders;

4.2 the authority to approve the engagement of the Company's independent auditors to perform permissible non-audit services (or subsequently approving non-audit services in those circumstances where a subsequent approval is necessary and permissible) and, in the exercise of such authority, the Committee (or a subcommittee comprised solely of Committee members) shall consider whether the provision of such services is compatible with maintaining the independence of the Company's independent auditors;

4.3 the authority to form, and delegate authority to, one (1) or more subcommittees, consisting of one (1) or more Committee members, which subcommittee(s) shall have the responsibilities and authority delegated to them, including, if so designated, the full responsibility and authority of the Committee with respect to delegated matters, including, without limitation, authority to delegate to one (1) or more designated members of the Committee the authority to pre-approve audit and permissible non-audit services, provided such pre-approval decision is presented to the full Committee at its scheduled meetings, unless otherwise prohibited by applicable laws or listing standards;

4.4 the authority to establish pre-approval policies that are detailed as to the services to which such policies would apply and include a requirement that the Committee be promptly informed of each service approved in accordance with such policies; provided, however, that nothing in this paragraph provides the Committee with authority to delegate its responsibilities under the Securities Exchange Act of 1934, as amended, to management;

4.5 the authority to review any related party transactions (including *conventions réglementées* under the French Commercial Code) and any other potential conflict of interest situations on an ongoing basis, in accordance with Company policies and procedures and applicable law, and to make recommendations to the Board regarding any authorization or approval required by French law, the Articles or the Internal Regulations of the Board;

4.6 the authority to set policies regarding the hiring by the Company of current or former employees of the Company's independent auditors; and

4.7 the authority to obtain advice, reports or opinions from internal or external counsel and other expert advisors at the Company's expense.

5. Meetings & Minutes

The Committee shall meet at least four (4) times per year and will also hold such regular or special meetings as its members shall deem necessary or appropriate, in response to the needs of the Board and as necessary to fulfill its responsibilities. The Chair, in consultation with the other members of the Committee, will set the dates, times and places of such meetings. The Chair may call, or request the Secretary of the Board to convene, meetings of the Committee by notice in accordance with the Internal Regulations of the Board. A majority of the total number of then-serving members of the Committee shall constitute a quorum for the transaction of business at Committee meetings. The approval of a majority of such quorum shall constitute a valid action or recommendation of the Committee at a duly held Committee meeting, subject to any Board or shareholder approval required by French law, the Articles or the Internal Regulations of the Board. The Committee may also act by unanimous written consent of the then-serving members of the Committee to the extent permitted by applicable law, the Articles and the Internal Regulations of the Board.

The Committee shall meet separately with the Chief Executive Officer and separately with the Chief Financial Officer of the Company at such times as are appropriate to review the financial affairs of the Company. The Committee shall also meet separately with the head of the internal audit function, if any, at such times as are appropriate to review matters the Committee or the head of the internal audit function believes should be discussed privately. The Committee shall meet separately with the independent auditors of the Company at such times as it deems appropriate, but not less than quarterly, to fulfill the responsibilities of the Committee under this charter.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

6. Reports

The Committee will make regular reports to the Board related to its activities.

7. Compensation

Members of the Committee shall receive such compensation, if any, for their service as Committee members as determined by the Board, within the aggregate amount of remuneration approved at the shareholders' annual ordinary general meeting in accordance with French law. Such compensation may include retainers or per meeting fees and, where permitted by applicable law and any required shareholder authorization, equity awards. Fees or other compensation may be paid in such form of consideration as is determined by the Board, subject to applicable law and the Articles.

8. Website Posting

The Committee's charter shall be made available on the Company's website.