

ARHAUS, INC.
AUDIT COMMITTEE CHARTER

A. Purpose

The purpose of the Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Arhaus, Inc. (the “*Company*”) is to assist the Board with its oversight of:

- (a) the quality and integrity of the Company’s financial statements and accounting and financial reporting processes;
- (b) the Company’s compliance with legal and regulatory requirements;
- (c) the qualifications, independence, and performance of the independent registered public accounting firm engaged by the Company for the purpose of preparing or issuing an audit report or performing other audit or attest services (the “*independent auditor*”);
- (d) the design and implementation of the Company’s internal controls over financial reporting and internal audit function, and the performance of the internal audit function once established; and
- (e) risk assessment and risk management.

B. Composition

1. Membership and Appointment

The Committee shall have at least three (3) members, except as otherwise permitted under the rules of the Nasdaq Stock Market, as amended from time to time (the “*Nasdaq Rules*”), with the exact number to be determined by the Board.

The members and the Chair of the Committee shall be appointed by the Board annually based on the recommendation of the Nominating and Corporate Governance Committee. Each member shall serve until his or her resignation, retirement, or removal by the Board or until his or her successor is appointed.

2. Qualifications

Each member of the Committee shall be (i) an “independent director” as defined under the Nasdaq Rules, except as otherwise permitted under the Nasdaq Rules and (ii) “independent” as set forth in Rule 10A-3(b)(1) under Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), except as otherwise permitted by or required to satisfy the requirements of Rule 10A-3(b)(1). Members of the Committee must also meet the following additional qualifications:

- (a) Each member will be able to read and understand fundamental financial statements and otherwise must comply with all financial literacy requirements of the Nasdaq Rules.
- (b) At least one member must be an “audit committee financial expert” under the Exchange Act and have “financial sophistication” under the Nasdaq Rules.

- (c) No member shall have participated in the preparation of the financial statements of the Company or any of its current subsidiaries at any time during the past three (3) years.

C. Responsibilities & Duties

The principal responsibilities and duties of the Committee are set forth below. These duties are provided as a guide with the understanding that the Committee will carry them out in a manner that is appropriate given the Company's needs and circumstances. The Board or Committee may supplement them as appropriate and may deviate from them to the extent permitted under the Nasdaq Rules and applicable law and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

The Committee's responsibility is one of oversight, and it may rely on the expertise and knowledge of management and the independent auditor in carrying out its oversight responsibilities. The Company's management is responsible for preparing the Company's financial statements, and the independent auditor is responsible for auditing and reviewing those financial statements. The Committee does not prepare or certify the Company's financial statements or guarantee the audits or reports of the independent auditors, nor does it certify the "independence" of the independent auditors or assure compliance with applicable laws and regulations, the Nasdaq Rules, or the Company's internal policies, procedures or controls.

1. Appointment and Oversight of the Independent Auditor

- (a) The Committee is directly responsible for appointing, retaining and overseeing and, where appropriate, replacing the independent auditor. The Committee is also directly responsible for determining the compensation of the independent auditor and the Company must provide appropriate funding, as determined by the Committee, for payment of such compensation. The independent auditor will report directly to the Committee.
- (b) Although the Committee has the sole authority to appoint the independent auditor, the Committee may recommend that the Board ask the stockholders of the Company to ratify the Committee's selection of the independent auditor at their annual meeting.
- (c) The Committee shall oversee and, at least annually, evaluate the qualifications and performance of the independent auditor.
- (d) The Committee shall, at least annually, obtain and review a report by the independent auditor that describes (i) the independent auditor's internal quality control procedures and (ii) any material issues raised by the most recent internal quality-control review (or any peer review or inquiry or investigation by governmental or professional authorities) regarding any independent audit performed by the independent auditor, and any steps taken to deal with any such issues.
- (e) The Committee shall review and resolve any disagreements that may arise between management and the independent auditor regarding financial reporting or internal control over financial reporting.

2. Independent Auditor Independence

- (a) The Committee shall, at least annually, obtain and review the formal written statement from the independent auditor pursuant to the applicable requirements of the Public Company Accounting Oversight Board (“*PCAOB*”), and review and discuss with the independent auditor any relationships or services that may affect the objectivity and independence of the independent auditor.
- (b) The Committee shall review and discuss with the independent auditor the adequacy of staffing and rotation of audit partners as required by applicable law.
- (c) The Committee shall take appropriate action to oversee the independence of the independent auditor.

3. Approval of Audit and Non-Audit Services and Fees

- (a) The Committee shall pre-approve the scope and plans for audits and the audit fees.
- (b) The Committee shall pre-approve all permissible non-audit and tax services to be performed by the independent auditor and any associated fees, subject to the de minimis exceptions for fees for non-audit services described in the Exchange Act and the rules and regulations thereunder that are approved by the Committee prior to completion of the audit. The Committee may, in accordance with applicable law, establish pre-approval policies, limits and procedures for the engagement of independent accountants to render services to the Company.

4. Financial Statements

The Committee shall review and discuss the following with management and the independent auditor, as applicable:

- (a) The annual audit plan, including the scope and timing of audit activities and the progress of the audit.
- (b) The Company’s annual audited and quarterly unaudited financial statements and annual and quarterly reports on Forms 10-K and 10-Q, including the disclosures in “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and recommend to the Board whether the audited financial statements should be included in the Company’s Form 10-K.
- (c) The Company’s interim and year-end operating results.
- (d) The results of the independent audit and the quarterly reviews of the Company’s financial statements, and the independent auditor’s opinion on the audited financial statements.
- (e) The reports and certifications regarding internal control over financial reporting and disclosure controls and procedures.
- (f) Significant issues regarding accounting principles and financial statement presentation and significant issues as to the adequacy of the Company’s internal controls and any special audit steps adopted in light of significant or material control deficiencies, including any known or likely misstatements identified during

the audit (other than those the independent auditor believes to be trivial), the adequacy of the disclosures in the financial statements and any other matters required to be communicated to the Committee by the independent auditor under the standards of the PCAOB or otherwise.

- (g) Reports from management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles (“*GAAP*”) methods on the financial statements and critical accounting policies.
- (h) The effect of regulatory and accounting initiatives, as well as off-balance sheet arrangements, if any, on the Company’s financial statements.
- (i) Any problems or difficulties the independent auditor encountered in the course of its audit work, including any restrictions on the scope of the auditor’s activities or on access to requested information, and management’s response.
- (j) Any significant disagreements between management and the independent auditor.
- (k) Management’s use of non-GAAP measures and metrics and how these measures are used to evaluate performance.
- (l) Any pro forma or other financial statements of the Company that are being filed with the Securities and Exchange Commission (the “*SEC*”) and not otherwise addressed above.

5. Earnings Press Releases and Earnings Guidance

The Committee shall review, in general, earnings press releases, and review and discuss with management and the independent auditor the type and presentation of information included in earnings press releases, and other financial information or earnings guidance, if any, provided to the public, analysts and rating agencies.

6. Reports and Communications from the Independent Auditor

The Committee shall review and discuss reports from the independent auditor, including any matters required to be communicated to the Committee under generally accepted auditing standards and other legal or regulatory requirements.

7. Audit Committee Report

To the extent required under applicable rules and regulations, the Committee will oversee the preparation of the report of the Committee that SEC rules require to be included in the Company’s proxy statement for the annual meeting of stockholders.

8. Internal Controls

The Committee shall review and discuss with management, the internal auditors, if applicable, and the independent auditor the design, adequacy and effectiveness of the Company’s internal controls, including any changes, significant deficiencies or material weaknesses in those controls

reported by the independent auditor, the internal auditors, if applicable, and any fraud, whether or not material, that involves management or other Company employees who have a significant role in the Company's internal controls.

9. Disclosure Controls and Procedures

The Committee shall review and discuss the adequacy and effectiveness of the Company's disclosure controls and procedures.

10. Internal Audit Processes

The Committee shall:

- (a) Review any appointment of third parties and/or individuals to, and any changes in, the senior internal audit position.
- (b) At least quarterly, review and discuss with the internal audit leader the results of internal audit activities, including any significant issues raised in reports to management and management's responses.
- (c) Provide oversight of the internal audit department objectives, responsibilities, independence, performance and annual plan and budget, including the scope of the plan and any significant modifications.

11. Legal and Regulatory Compliance

The Committee shall review periodically, with counsel, legal or regulatory matters that could have a material impact on the Company's financial statements. The Committee shall also consider and review with management, the independent auditor and counsel, as appropriate (including, if the Committee deems appropriate, special counsel, a separate accounting firm or other consultants and advisors) any correspondence with regulators or governmental agencies regarding the Company's financial statements or accounting policies and any published reports that raise material issues regarding the Company's financial statements or accounting policies. The Committee will oversee the Company's Code of Business Conduct and Ethics (the "*Code*"). The Audit Committee will periodically review the Company's compliance policies and procedures, and receive and review complaints, allegations and incidents reported pursuant to the Code or through the Company's other hotlines and procedures.

12. Corporate Social Responsibility and Sustainability

The Committee shall:

- (a) Oversee the Company's corporate social responsibility strategy and key initiatives to assist the Company in appropriately addressing its social responsibilities and corporate citizenship.
- (b) Oversee the Company's sustainability strategy and key initiatives, and review the impact of the Company's business operations and business practices on the environment.

- (c) Oversee stockholder engagement and disclosures regarding corporate social responsibility and sustainability matters.
- (d) Report, and recommend any appropriate actions, to the Board with respect to the Company's corporate social responsibility and sustainability strategies and key initiatives.

13. Complaints

The Committee shall establish and oversee procedures for the receipt, retention, and treatment of complaints received by the Company reporting accounting, internal accounting controls, or auditing matters, as well as for confidential and anonymous submissions by the Company's employees concerning questionable accounting, internal controls or auditing matters.

14. Investigations

The Committee shall investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is necessary or appropriate.

15. Risk Assessment and Risk Management

The Committee shall oversee management of risks associated with the Company's financial reporting, accounting, operational and auditing matters, including the Company's major financial risk exposures (including cybersecurity and data privacy risks) and the Company's enterprise risk management program. The Committee shall also oversee the steps taken by management to identify, monitor and control these exposures.

16. Related Party Transactions

The Committee shall review and oversee all transactions between the Company and a related person (as defined in Item 404 of Regulation S-K), in accordance with the Company's Related Party Transactions Policy.

17. Financial Activities

The Committee shall oversee the Company's payment operations, cash management, investing activities, and tax planning and compliance via periodic reports on these operations/procedures.

18. Committee Charter and Performance Review

The Committee shall:

- (a) Review and reassess the adequacy of this charter at least annually and submit any recommended changes to the Board for approval.
- (b) Review and evaluate the performance of the Committee on an annual basis and its findings shall be reported to the Board.

D. Meetings and Procedures

1. Meetings

The Committee will meet at least quarterly at such times and places as the Committee determines. The Committee shall maintain written minutes of its meetings, which shall be filed with the minutes of the meetings of the Board.

The Committee shall meet periodically with members of management, including the personnel responsible for the internal audit function, and the independent auditor in separate executive sessions, as deemed appropriate. Each regularly scheduled meeting of the Committee should conclude with an executive session of the Committee absent members of management.

2. Authority to Retain Advisors; Administrative Expenses

The Committee shall have the authority, in its sole discretion, to engage independent counsel or other advisors as it determines necessary to carry out its duties. The Committee shall be directly responsible for the appointment, compensation, retention, and oversight of the work of such advisors, and the Company must provide for appropriate funding, as determined by the Committee, for payment of fees to any such advisor.

The Company will also provide for the payment of any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.