

HAPPEN, INC.
CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
As adopted on 12/11/2025¹

I. PURPOSE

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Happen, Inc. (the “**Company**”) is to assist the Board with respect to audit, accounting and financial reporting matters, including overseeing: (i) the integrity of the Company’s financial statements, (ii) the registered public accounting firm’s (the “**Independent Auditor**”) qualifications, independence and performance, (iii) the Company’s internal audit function (“**Internal Audit**”), (iv) the Company’s controls and procedures with respect to financial reporting and (v) compliance with legal, ethical and regulatory requirements.

This charter (the “**Charter**”) sets forth the authority and responsibility of the Committee in fulfilling its purpose.

II. MEMBERSHIP

The Committee will consist of three or more members of the Board, with the exact number determined from time to time by the Board. Each member of the Committee will:

- be an “independent director” as defined under the applicable rules, regulations and listing requirements of The Nasdaq Stock Market LLC, as amended from time to time (the “**Exchange Rules**”), except as may otherwise be permitted by such Exchange Rules;
- be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member;
- be financially literate as determined by the Board, and at least one Committee member must be an “audit committee financial expert” as determined by the Board and as defined by the Securities and Exchange Commission (the “**Commission**”); and
- meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

Further, in connection with appointing or continuing the membership of each director serving on the Committee, when affirmatively determining the independence of such member, the Board will consider whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director’s judgment as a member of the Committee.

¹ Subsequently updated to reflect the June 2026 rebranding of the Company and listing transfer to The Nasdaq Stock Market LLC.

All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the “**Chair**”). If the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings.

III. RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee in serving the purposes outlined in Section I of this Charter are set forth below. These duties are set forth 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 Committee may engage in such other activities, and establish such policies and procedures, from time to time as it deems necessary or advisable in implementing this Charter and fulfilling its responsibilities.

While the Committee has the responsibilities and duties set forth below, the Committee’s responsibility is one of oversight only and does not relieve the Company’s management or the Independent Auditor of their responsibilities with respect to the Company’s financial statements and disclosures.

The Committee will:

Documents and Reporting

1. Meet with management and the Independent Auditor to review and discuss the Company’s quarterly and annual financial statements (prior to the Company’s Form 10-Q and 10-K filings or release of earnings), including the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and all internal control reports (or summaries thereof).
2. Review other relevant reports or financial information submitted by the Company to any governmental body or the public, including management certifications as required in Item 601(b)(31) of Regulation S-K of the Securities Act of 1933, and relevant reports rendered by the Independent Auditor (or summaries thereof).
3. Discuss earnings press releases, including the type and presentation of information, paying particular attention to any pro forma or adjusted non-GAAP information. Such discussions may be in general terms (i.e., discussion of the types of information to be disclosed and the type of presentations to be made).
4. Discuss financial information and earnings guidance provided to analysts and ratings agencies. Such discussions may be in general terms (i.e., discussion of the types of information to be disclosed and the type of presentations to be made).
5. Meet with the Company’s examiners as needed or requested to discuss the examiners’ findings, including their findings regarding audit at the Company.

Independent Auditor

6. Appoint (and recommend that the Board submit for stockholder ratification, if applicable), compensate, retain, and oversee the work performed by the Independent Auditor retained for the purpose of preparing or issuing an audit report or related work. Review the performance and independence of the Independent Auditor and remove the Independent Auditor if circumstances warrant. The Independent Auditor will report directly to the Committee and the Committee will oversee the resolution of disagreements between management and the Independent Auditor if they arise.

7. Review and preapprove both audit and non-audit services to be provided by the Independent Auditor. The authority to grant preapprovals may be delegated to one or more designated members of the Committee, whose decisions will be presented to the full Committee at its next regularly scheduled meeting.

8. Consider whether the Independent Auditor's provision of permissible non-audit services is compatible with the Independent Auditor's independence. Actively engage in dialogue with the Independent Auditor with respect to any disclosed relationships or services that may affect the independence and objectivity of the auditor and take appropriate actions to oversee the independence of the Independent Auditor.

9. Discuss with the Independent Auditor the matters required to be discussed under the standards of the Public Company Accounting Oversight Board (the "**PCAOB**").

10. Review with the Independent Auditor any problems or difficulties and management's response.

11. Hold timely discussions with the Independent Auditor regarding the following: (i) all critical accounting policies and practices, (ii) all alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Independent Auditor, and (iii) other material written communications between the Independent Auditor and management, including, but not limited to, the management letter and schedule of unadjusted differences.

12. Review the performance and independence of the Independent Auditor and remove the Independent Auditor if circumstances warrant.

13. At least annually, obtain and review a report by the Independent Auditor describing: (i) the Independent Auditor's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality control review or peer review, or by any inquiry or investigation by governmental or professional authorities within the preceding five years with respect to independent audits carried out by the Independent Auditor, and any steps taken to deal with such issues, and (iii) all relationships between the Independent Auditor and the Company, addressing the matters set forth in PCAOB Rule 3526.

14. Use this report to evaluate the Independent Auditor's qualifications, performance, and independence. Further, the Committee will review the experience and qualifications of the lead partner

each year and determine that all partner rotation requirements, as promulgated by applicable rules and regulations, are executed. The Committee should present its conclusions to the full Board.

15. Assess whether the Independent Auditor is consistently demonstrating objectivity and skepticism in the performance of its work.

16. Set policies, consistent with governing laws and regulations, for the Company's hiring of employees who are current or past personnel of the Independent Auditor.

Financial Reporting Processes, Accounting Policies, and Internal Control Structure

17. In consultation with the Independent Auditor and the internal audit function, review the integrity of the Company's financial reporting processes (both internal and external).

18. Understand the scope of the Independent Auditor's review of internal control over financial reporting.

19. Receive and review any disclosure from the Company's CEO and CFO made in connection with the certification of the Company's quarterly and annual reports filed with the SEC of: (i) significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial data; and (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.

20. Review major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; major issues as to the adequacy of the Company's internal controls; and any special audit steps adopted in light of material control deficiencies.

21. Review analyses prepared by management and 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 GAAP methods on the financial statements.

22. Review the effect of regulatory and accounting initiatives, as well as off-balance-sheet structures, on the financial statements of the Company.

23. Review and approve all related party transactions, or receive confirmation of no such related party transactions, in accordance with the Company's related party policy and Items 404(a) and (b) of Regulation S-K of the Securities Act of 1933. Discuss with the Independent Auditor its evaluation of the Company's identification of, accounting for, and disclosure of its relationships with related parties as set forth under the standards of the PCAOB.

24. Establish and oversee procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters, including procedures for confidential, anonymous submissions by Company employees regarding questionable accounting or auditing matters.

25. Recommend to the Board that the audited financial statements be included in the Company's annual report on Form 10-K.

26. Provide oversight of Management's regulatory financial reporting processes designed to comply with FDICIA requirements. Review the Company's national bank subsidiary's (the "**Bank**") quarterly and annual report filings, including Call Reports and the Bank's contribution to the FR Y-9C.

Internal Audit

27. Annually, review, recommend changes (if any), and approve the Company's Internal Audit Charter, which defines Internal Audit's purpose, role, organizational position, authority, professional standards, and responsibilities.

28. Annually, review changes (if any) and approve the Company's Internal Audit Policy, which defines the framework by which Internal Audit fulfills its responsibilities.

29. Appoint, assess the performance of, set compensation of, and remove if warranted, the Chief Audit Executive. In furtherance of these responsibilities, the Committee with consult with other committees of the Board as necessary and warranted.

30. With the Chief Audit Executive, periodically review and approve the Internal Audit function's responsibility, budget, and staffing, including Internal Audit co-sourcing or outsourcing arrangements.

31. Review the activities and organizational structure of the Internal Audit function, as well as the qualifications of its personnel.

32. Review and approve the annual audit risk assessment and the annual Internal Audit plan, including any material changes to the audit plan.

33. Review the regular Internal Audit reports to management (or summaries thereof) prepared by the Internal Audit function, as well as management's response and associated corrective action.

34. Periodically review, with Internal Audit, any significant difficulties, disagreements with management, or scope restrictions encountered in the execution of Internal Audit's responsibilities.

35. Periodically, review the Internal Audit function's conformance with the Institute of Internal Auditors' International Professional Practices Framework.

Ethical Compliance, Legal Compliance, and Risk Management

36. Establish and oversee procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, auditing matters, or actual or suspected wrongdoing, including procedures for confidential, anonymous submissions by Company employees regarding questionable accounting or auditing matters.

37. Review, with the Company's counsel, legal compliance and regulatory matters that could have a significant impact on the Company's financial statements.

38. Discuss related/applicable risk policies as appropriate with respect to risk assessment and risk management, including appropriate guidelines and policies to govern the process, as well as the Company's major financial risk exposures and the steps management has undertaken to control them.

39. Consider the risk of management's ability to override internal controls.

Other Responsibilities

40. Prepare the Committee report to be included in the Company's proxy statement as required by the Commission.

41. Review, with management, the Company's finance function, including its budget, organization, and quality of personnel.

42. Perform any other activities consistent with this charter, the Company's bylaws, and governing laws that the Board or Committee determines are necessary or appropriate.

43. Perform any of the duties and responsibilities set forth above in this Section III, as the Committee deems appropriate and in compliance with applicable laws and regulations, with respect to the Company's subsidiaries and affiliates, including employees, officers and directors of such subsidiaries and affiliates; provided that in the furtherance of such duties and responsibilities, the Committee has a duty to act with the understanding that the interest of the Bank are not to be subordinated to the interests of the parent holding company in a way that jeopardizes the safety and soundness of the Bank.

44. Perform such other duties and responsibilities as may be directed by the Board or required by applicable laws, rules or regulations.

IV. STUDIES AND ADVISERS

The Committee, in discharging its responsibilities, may conduct or authorize studies of, or investigations into, any matter that the Committee deems appropriate and within the scope of its responsibilities, with full access to all books, records, facilities and personnel of the Company. The Committee has the sole authority and right, at the expense of the Company, to retain and terminate legal and other consultants, accountants, experts and advisers of its choice to assist the Committee in connection with its functions, including any studies or investigations. The Committee will have the sole authority to approve the fees and other retention terms of such advisers.

The Company will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any legal counsel and compensation to other consultants, accountants, experts and advisers retained by the Committee; and
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

Irrespective of the retention of consultants, legal counsel, accountants, experts and advisers to assist the Committee, the Committee shall exercise its own judgment in fulfillment of its functions.

V. MEETINGS, ACTIONS WITHOUT A MEETING AND STAFF

Meetings of the Committee will be held from time to time, as determined appropriate by the Committee, but not less frequently than quarterly. The Chair, in consultation with the other member(s) of the Committee, will set the dates, times and places of such meetings. The Chair or any other member of the Committee may call meetings of the Committee by notice in accordance with the Company's Bylaws. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held via telephonic or video conference. The Committee also may act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws. Subject to the requirements of this Charter, applicable law, the Exchange Rules and the rules of the Securities and Exchange Commission ("**Commission Rules**"), the Committee and the Chair may invite any director, executive or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Chair will designate a secretary for each meeting, who need not be a member of the Committee. The Secretary of the Company will provide the Committee such staff support as it may require.

VI. MINUTES AND REPORTS

The Committee will maintain written minutes of its meetings and copies of its actions by written consent. The Chair will report to the Board from time to time with respect to the activities of the Committee, including on significant matters related to the Committee's responsibilities and the Committee's deliberations and actions. Meeting minutes and actions by written consents of the Committee shall be maintained in an electronic repository maintained by the Company's secretary.

VII. DELEGATION OF AUTHORITY

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules and the Commission Rules, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees.

VIII. COMPENSATION

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair. Such fees may include retainers or per meeting fees and will be paid in such form of consideration as is determined by the Board in accordance with applicable law, the Exchange Rules and the Commission Rules.

IX. REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER

The Committee will evaluate the Committee's composition and performance on an annual basis and submit a report to the Board. The Committee will also review and reassess the adequacy of this Charter annually and recommend to the Board any changes the Committee determines are appropriate.

X. PUBLICATION

The Company will make this Charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, will publish it on the Company's website.