QUANTUM-SI INCORPORATED
AMENDED AND RESTATED AUDIT COMMITTEE CHARTER

I. PURPOSE

The Audit Committee (the "Committee") shall provide assistance to the Board of Directors (the "Board") of Quantum-Si Incorporated (the "Corporation") in fulfilling the Board's responsibility to the Corporation's stockholders relating to the Corporation's accounting and financial reporting practices and system of internal control, the audit process, the quality and integrity of the Corporation's financial reporting, and the Corporation's process for monitoring compliance with laws and regulations and its code of conduct.

The Committee's purpose is oversight of the accounting and financial reporting process of the Corporation and the audits of the financial statements of the Corporation. Management of the Corporation has the responsibility for the Corporation's financial statements as well as the Corporation's financial reporting process, principles, and internal controls. The independent registered public accounting firm engaged by the Corporation (the "independent auditor") is responsible for performing an audit of the Corporation's annual financial statements, expressing an opinion as to the conformity of such annual financial statements with generally accepted accounting principles, reviewing the Corporation's quarterly financial statements and other procedures. Each member of the Committee shall be entitled to rely on (i) the integrity of those persons within the Corporation and of the professionals and experts (such as the independent auditor) from which it receives information, (ii) the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts absent actual knowledge to the contrary and (iii) representations made by management or the independent auditor as to any non-audit services provided by the independent auditor to the Corporation.

II. AUTHORITY

The Committee has the authority to conduct or authorize investigations into any matters within its scope of responsibility. Its primary duties and responsibilities are to:

- Appoint, compensate, and oversee the work of any independent auditor;
- Resolve any disagreements between management and the independent auditor regarding financial reporting;
- Pre-approve all audit and permitted non-audit services by the independent auditor;
- Retain independent counsel, accountants, or other advisors or consultants to advise and assist the Committee in carrying out its duties, without needing to seek approval for the retention of such advisors or consultants from the Board, and determine the appropriate compensation for any such advisors or consultants retained by the Committee. The Corporation shall provide appropriate funding, as determined by the Committee, for the compensation of such advisors or consultants retained by the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties;
- Seek any information it requires from employees of the Corporation or any direct or indirect subsidiary of the Corporation (each, a "Subsidiary"), all of whom are directed to cooperate with the Committee's requests, or external parties;
- Meet with any officer or employee of the Corporation (or any Subsidiary), the

independent auditor or outside counsel, as necessary, or request that any such persons meet with any members of, or advisors or consultants to, the Committee; and

- Oversee that management has established and maintained processes to assure compliance by the Corporation with applicable laws, regulations and corporate policy.

III. MEMBERSHIP AND PROCEDURES

A. Membership and Appointment

The Committee shall be comprised of not fewer than three members of the Board, as shall be determined from time to time by the Board. The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board, and shall hold office until his or her successor shall be duly appointed and qualified or until such member's earlier death, resignation or removal from the Committee or the Board.

All members of the Committee shall be "independent," as such term is defined in Rule 10A- 3(b)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in that each Committee member may not, other than in his or her capacity as a director or member of any committee of the Board, (i) accept any consulting, advisory, or other compensatory fee from the Corporation or any Subsidiary; or (ii) be an affiliated person of the Corporation or any Subsidiary. In addition, all members of the Committee shall qualify as "independent directors" for purposes of the listing standards of the Nasdaq Stock Market LLC ("Nasdaq"), as such standards may be changed from time to time; provided that any non-independent director serving on the Committee pursuant to the "exceptional and limited circumstances" exception available under Nasdaq rules may not serve (A) on the Committee for more than two (2) years or (B) as the Chairperson (defined below).

All members of the Committee shall be financially literate by being familiar with basic finance and accounting practices and able to read and understand fundamental financial statements at the time of their appointment to the Committee. Furthermore, at least one member of the Committee shall be designated as the "audit committee financial expert," as defined by Item 407(d)(5)(ii) of Regulation S-K under the Securities Act of 1933, as amended (the "Securities Act"), and who shall satisfy the requirements of Nasdaq Listing Rule 5605(c)(2)(A)(iv).

No member may serve simultaneously on the audit committees of more than three public companies unless the Board determines that such service will not impair the member's ability to serve effectively and that determination is disclosed as appropriate.

B. Removal

The entire Committee or any individual Committee member may be removed with or without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Secretary of the Corporation, or the Board (unless the notice specifies a later time for the effectiveness of such resignation). The Board may appoint a successor to assume the available position on the Committee when the resignation becomes effective.

C. Chairperson

A chairperson of the Committee (the "Chairperson") may be designated by the Board. In the absence of such designation, the members of the Committee may designate the Chairperson by the affirmative vote of a majority of the Committee. The Chairperson shall determine the agenda for and the length of meetings and shall have unlimited access to management and to information relating to the Committee's purposes. The Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

D. Meetings, Minutes and Reporting

The Committee shall meet at least four times per year and more frequently as it deems necessary to carry out its responsibilities. All Committee members are expected to attend each meeting, in person or via tele- or video-conference. Meeting agendas will be prepared and, to the extent practicable, provided in advance to members, along with appropriate briefing materials.

A majority of the members of the Committee shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may also take action by unanimous written consent, including by electronic transmission. Members may participate in a meeting by any means of communication by which all participants may hear each other.

The Committee shall keep minutes of the proceedings of the Committee. In addition to the specific matters set forth herein requiring reports by the Committee to the Board, the Committee shall report such other significant matters as it deems necessary concerning its activities to the Board. The Committee may appoint a Secretary whose duties and responsibilities shall be to keep records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee or otherwise at the direction of a Committee member. The Secretary need not be a member of the Committee or a director and shall have no membership or voting rights by virtue of the position.

As part of its job to foster open communication, the Committee should meet separately, at least annually, with management, the director of the internal auditing function, if any, and the independent auditor to discuss any matters that the Committee or each of these groups believe should be discussed privately. In addition, the Committee or at least its Chairperson should meet separately with the independent auditor and management quarterly to review the Corporation's financial statements in accordance with Section IV below.

E. Delegation

The Committee may, by the affirmative vote of a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee, to the extent provided by the Committee and not limited by applicable law, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board when required.

F. Authority to Retain Advisors

The Committee shall have the authority, at the Corporation's expense and without needing to seek approval from the Board, to retain and terminate consultants, legal counsel, or other advisors, as the Committee deems advisable, including the sole authority to approve any such advisors' fees and other retention terms.

IV. DUTIES AND RESPONSIBILITIES

The Committee shall be directly responsible for the appointment, retention, compensation, evaluation, oversight and, if necessary, termination of the independent auditor(s) engaged by the Corporation (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work, and each independent auditor shall report directly to the Committee.

The following shall be recurring duties and responsibilities of the Committee in carrying out its purposes. These duties and responsibilities are set forth below as a guide to the Committee, with the understanding that the Committee may alter or supplement them as appropriate under the circumstances, to the extent permitted by applicable law.

A. Document Review and Reporting Process

1. Review and reassess, at least annually, the adequacy of this Charter, recommend any proposed changes to the Board for approval, and ensure appropriate disclosure as may be required by law or regulation.

2. Review with management and the independent auditor the Corporation's annual financial statements and Form 10-K prior to the filing of the Form 10-K or prior to the release of earnings, including a discussion with the independent auditor of the matters required to be discussed by applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") and the Securities and Exchange Commission, including PCAOB AS 1301 (Communications with Audit Committees), and review of the critical audit matters expected to be described in the auditor's report under PCAOB AS 3101.

3. Review with management and the independent auditor each Form 10-Q prior to its filing or prior to the release of earnings, including a discussion with the independent auditor of the matters required to be discussed under SAS. The Chairperson may represent the entire Committee for purposes of this review.

4. Discuss with management the Corporation's earnings press releases and review the type and presentation of information to be included therein, including the use of "pro forma" or "adjusted" non-generally accepted accounting principles information, and any financial information and earnings guidance provided to analysts and rating agencies.

5. Review with management and the independent auditor the effect of regulatory and accounting initiatives that may affect the Corporation, as well as the effect of any off- balance sheet structures and transactions on the Corporation's financial statements.

6. Regularly report to the Board about the Committee's activities, issues, and related recommendations.

7. Foster an open avenue of communication between the internal audit function, if any, the independent auditor and the Board.

8. Report annually to the stockholders, describing the Committee's composition, responsibilities and how they were discharged, and any other information required by applicable rules and regulations, including approval of non-audit services.

9. Review any other reports the Corporation issues that relate to the Committee's responsibilities.

10. Perform other activities related to this Charter as requested by the Board or the Chairman of the Board.

11. Institute and oversee special investigations as needed.

12. Confirm annually that all responsibilities outlined in this Charter have been carried out.

13. Evaluate the Committee's and each member's performance and qualifications under applicable rules and regulations on a regular basis.

B. Financial Reporting Process

1. In consultation with the independent auditor and the chief financial officer, review the integrity of the Corporation's financial reporting processes and the coordination of the internal audit function, if any, with the independent auditor. The Committee shall report regularly to and review with the full Board any issues that arise with respect to the quality or integrity of the Corporation's financial reporting, compliance with legal or regulatory requirements, the performance and independence of the independent auditor, or the performance of the internal audit function, if any.

2. Consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the independent auditor, management, or the internal audit function, if any.

3. Ensure that there exist regular systems of reporting to the Committee by each of management, the independent auditor and the chief financial officer regarding any significant judgments made in management's preparation of the financial statements and any significant difficulties encountered during the course of the review or audit, including any restrictions on the scope of work or access to required information.

4. Regularly review any significant disagreements among management and the independent auditor or the internal audit function, if any, in connection with the preparation of the financial statements.

5. Ensure and oversee timely reports from the independent auditor to the Committee of (i) all critical accounting policies and practices; (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management officials of the Corporation, 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 the management of the Corporation, such as any management letter or schedule of unadjusted differences.

C. Financial Statements

1. Review significant accounting and reporting issues, including complex or unusual transactions (such as off-balance sheet structures, if any) and highly judgmental areas, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.

2. Review with management and the independent auditor the results of the audit, including any difficulties encountered and any significant changes in the audit plan.

3. Review the annual audited financial statements, consider whether they are complete, consistent with information known to the Committee members and reflect appropriate accounting principles; and, following consultation with management and the independent auditor, consider whether to formally recommend to the Board that they be included in the Corporation's annual report on Form 10-K.

4. Review other financial or risk-related sections of the annual report, including the disclosures in the Management's Discussion and Analysis of Financial Condition and Results of Operations in the Form 10-K, and related regulatory filings before release and consider the accuracy and completeness of the information.

5. Review with management and the independent auditor all matters required to be communicated to the Committee under generally accepted auditing standards.

6. Understand how management and the internal audit function, if any, prepare interim financial statements, and the degree of involvement of the independent auditor in the review process.

7. Review interim financial statements with management and the independent auditor before filing with regulators, and consider whether financial statements are complete and consistent with the information known to the Committee members.

D. Internal Controls

1. Understand how the internal audit function, if any, has implemented and maintains the Corporation's internal controls and the process for the independent auditor's review of the internal controls. Obtain reports on significant findings and recommendations regarding effectiveness of the controls, together with management's responses.

2. Consider and review with the independent auditor the effectiveness of the Corporation's internal control system, including information technology security and control.

3. Review any major issues as to the adequacy of the Corporation's internal controls and any special audit steps adopted in light of material control deficiencies.

4. Review management's annual internal control report which acknowledges management's responsibility for establishing and maintaining an adequate internal control structure and procedures for financial reporting; and contains an assessment of the effectiveness of the internal control structure.

E. Internal Audit

1. Review with management and the chief financial officer the charter, plans, activities, staffing, and organizational structure of the internal audit function, if any.

2. On a regular basis, meet separately with the chief financial officer to discuss any matters that the Committee or the chief financial officer believes should be discussed privately.

F. Independent Auditor

1. Review the independent auditor's proposed scope and approach for the audit, including coordination with the internal audit function, if any.

2. Review the performance of the independent auditor, and exercise final approval on the appointment or discharge of the independent auditor. The Committee has the sole authority and responsibility to select, evaluate, and where appropriate, replace the independent auditor. The independent auditor is ultimately accountable to the Committee for such auditor's review of the financial statements and internal controls of the Corporation. The Committee shall also exercise final approval on the compensation of the independent auditor.

3. Approve in advance all audit services and all permitted non-audit services, except where such services are determined to be *de minimis* under the Exchange Act. The Committee may delegate, to one or more designated members of the Committee, the authority to grant such pre-approvals. The decisions of any member to whom such authority is delegated shall be presented to the full Committee at each of its scheduled meetings.

4. Review and ensure the independence of the independent auditor by:

- receiving from, and reviewing and discussing with, the independent auditor, on a periodic basis, a formal written statement delineating all relationships between the independent auditor and the Corporation consistent with the applicable requirements of the PCAOB;
- reviewing, and actively discussing with the Board, if necessary, and the independent auditor, on a periodic basis, any disclosed relationships or services,

including non- audit services, between the independent auditor and the Corporation or any other disclosed relationships or services that may impact the objectivity and independence of the independent auditor;

- recommending, if necessary, that the Board take appropriate action to satisfy itself of the independent auditor's independence; and
- ensuring that the lead or coordinating audit partner having primary responsibility for the audit, or the audit partner responsible for reviewing the audit does not perform audit services for the Corporation for more than five consecutive fiscal years.

5. Set clear policies for the hiring by the Corporation or any Subsidiary of employees or former employees of the independent auditor.

6. On a regular basis, meet separately with the independent auditor to discuss any matters that the Committee or independent auditor believes should be discussed privately.

G. Approval of Related Person Transactions

1. Review and approve, prior to the Corporation's entry into any such transactions, all transactions involving amounts greater than $120,000 in which the Corporation is or will be a participant, which would be reportable by the Corporation under Item 404 of Regulation S-K promulgated under the Securities Act as a result of any of the following persons having or expected to have a direct or indirect material interest (a "Related Person Transaction"):

- executive officers of the Corporation;
- members of the Board;
- beneficial holders of more than 5% of the Corporation's securities;
- immediate family members[1] of or entities affiliated with any of the foregoing persons; and
- any other persons whom the Board determines may be considered to be related persons as defined by Item 404 of Regulation S-K promulgated under the Securities Act.

2. Any request for a Related Person Transaction must first be presented to the Committee for review, consideration and approval. In reviewing, considering, and approving or rejecting such transactions, the Committee shall obtain, or shall consider all available information that the Committee believes to be relevant to a review of the transaction prior to its approval including, but not limited to, the extent of the related person's interest in the transaction, and whether the transaction is on terms no less favorable to the Corporation than terms the Corporation could have generally obtained from an unaffiliated third party under the same or similar circumstances. Following such consideration, approval may be given by vote at a meeting of the Committee or written consent of the Committee. No Related Person Transaction shall be entered into prior to the completion of these procedures.

3. The Committee or the Chairperson, as the case may be, shall approve only those Related Person Transactions that are determined to be in, or not inconsistent with,

the best interests of the Corporation and its stockholders. No member of the Committee shall participate in any review, consideration or approval of any Related Person Transaction with respect to which the member or any of his or her [1]immediate family members has an interest.

[1] "Immediate family member" means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, and any person (other than a tenant or employee) sharing the household with the executive officer, director or 5% beneficial owner.

4. The Committee shall adopt any further policies and procedures relating to the approval of Related Person Transactions that it deems necessary or advisable from time to time.

H. Risk Oversight/General

1. Discuss with management and the independent auditor policies and programs with respect to risk management and risk assessment and inquire about risks or exposures facing the Corporation.

2. Review reports from the internal audit function (including any third-party service provider that may serve as, or assist with, such function), if any, on the ongoing assessments of the Corporation's risk management process and system of internal control.

3. Review, with the Corporation's counsel, any legal or regulatory matter that could have a significant impact on the Corporation's financial statements.

4. Review and approve the Corporation's investment policies.

5. Review the adequacy of the Corporation's insurance coverage.

6. Review the status of any material tax audits and proceedings, the Corporation's tax strategy and other material tax matters.

7. Provide oversight of the Corporation's cybersecurity risk management, strategy and governance, including reviewing and discussing with management and, as appropriate, the independent auditor, on a regular basis (i) the Corporation's processes for assessing, identifying, and managing material risks from cybersecurity threats; (ii) the role of management and third parties, if any, assisting with cybersecurity matters; (iii) the adequacy of security for the Corporation's information technology systems, processes and data; (iv) the Corporation's incident response plans and contingency plans in the event of a security breach affecting the security of the Corporation's information technology systems and data; and (v) the Corporation's procedures for ensuring that cybersecurity incidents are reported in accordance with law.

8. Maintain minutes or other records of meetings and activities of the Committee.

9. Request any officer or employee of the Corporation (or any Subsidiary) or the Corporation's outside counsel or independent auditor to attend a meeting of the

Committee or to meet with any members of, or advisors or consultants to, the Committee.

10. Establish procedures for (i) the receipt, retention, and treatment of complaints received by the Corporation from external parties regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Corporation or any Subsidiary of concerns regarding questionable accounting or auditing matters, whether through the whistleblower hotline or other reporting channels. Ensure such procedures maintain the confidentiality and anonymity of persons reporting violations or suspected violations and ensure that the Corporation does not take retaliatory actions against those reporting.

11. Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.

12. Review the findings of any examinations by regulatory agencies, and any auditor observations.

13. Review the process for communicating the code of conduct to the Corporation's personnel and for monitoring compliance therewith.

14. Obtain regular updates from management and the Corporation's legal counsel regarding compliance matters.

15. Review with management the policies and procedures with respect to officers' expense accounts and perquisites.

16. Perform any other activities consistent with this Charter, the Corporation's bylaws, and governing law, as the Committee or the Board deems necessary or appropriate.

V. COMPENSATION

Committee members shall be compensated by the Corporation solely in the form of directors' fees. Committee members may, however, receive greater fees than those received for Board service by other Board members, in light of their additional responsibilities to the Corporation.