

ORGANOVO HOLDINGS, INC.

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

1. Members. The Board of Directors (the “Board”) of Organovo Holdings, Inc. (the “Company”) will appoint an Audit Committee (the “Committee”) of at least three members. The members of the Committee shall meet the independence and experience requirements of The Nasdaq Stock Market LLC (“Nasdaq”), Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the rules and regulations of the Securities and Exchange Commission (the “Commission”) and the Company’s Corporate Governance Guidelines, subject to any exceptions permitted by these requirements.

Each member of the Committee must have a working familiarity with basic finance and accounting practices and must be able to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee shall be an “audit committee financial expert” (as defined by the Commission). Members of the Committee may not receive any compensation from the Company except for fees and equity awards for service as directors and committee members. No member of the Committee shall have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years.

The members of the Committee shall be appointed annually by the Board on the recommendation of the Board’s Corporate Governance and Nominating Committee and each member shall serve until his or her successor is appointed by the Board or until such member’s earlier resignation or removal. Committee members may be replaced by the Board on the recommendation of the Company’s Corporate Governance and Nominating Committee. Vacancies on the Committee shall be filled by appointment by the Board. Unless a Chair of the Committee is designated by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. The Chair shall preside at all regular meetings of the Committee, and shall make the final decision regarding the agenda for each meeting.

Except as may be approved by the Board, Committee members shall not simultaneously serve on the audit committees of more than two other public companies.

2. Purpose, Duties and Responsibilities. The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities by reviewing and reporting to the Board on the integrity of the financial statements of the Company, the independent registered public accounting firm’s qualifications, independence and performance, and the performance, qualifications and independence of the Company’s internal audit function; oversee the Company’s policies and practices that are intended to ensure the Company’s activities, as they relate to accounting and financial reporting matters, internal accounting controls, auditing compliance and other related matters, are conducted in a legal and ethical manner; and provide assistance in the oversight of the Company’s compliance with applicable legal and regulatory requirements. Consistent with this purpose, the Committee should encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels and should provide an open avenue of communication among the independent registered public accounting firm,

financial and executive management those responsible for the internal audit function (the “*internal auditor*”), as available and applicable, and the Board. It is understood that the Company may not, at this time, have an internal audit team serving as the internal auditor. The duties and responsibilities of the Committee include the following:

(a) Financial Statement and Disclosure Matters

(i) Meet to review and discuss with management and the independent registered public accounting firm the annual audited financial statements and any certification, report, opinion or review rendered by the independent registered public accounting firm, including the disclosures to be made in the “Management’s Discussion and Analysis of Financial Condition and Results of Operations” section of the Company’s Form 10-K, and recommend to the Board whether the audited financial statements should be included in the Company’s Form 10-K.

(ii) Meet to review and discuss with management and the independent registered public accounting firm the Company’s quarterly financial statements prior to the filing of each Form 10-Q, including the results of the independent registered public accounting firm’s review of the quarterly financial statements and the disclosures to be made in the “Management’s Discussion and Analysis of Financial Condition and Results of Operations” section of the Forms 10-Q.

(iii) Review and discuss with management and the independent registered public accounting firm significant financial reporting issues and judgments made in connection with the preparation of the Company’s financial statements, including any significant changes in the Company’s selection or application of accounting principles.

(iv) Review and discuss with management (including the internal auditor) and the independent registered public accounting firm the adequacy and effectiveness of the Company’s internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting. Review and discuss annually with management the adequacy and effectiveness of the Company’s disclosure controls and procedures. Consider with management and the independent registered public accounting firm, as appropriate, whether any changes to the Company’s internal controls or disclosure controls and procedures are appropriate in light of their evaluations of the adequacy and effectiveness of such internal controls and such disclosure controls and procedures. Review any report on any remedial measures proposed by management in response to any identified (a) significant deficiencies or material weaknesses in the design or operation of internal controls or material weaknesses therein, (b) fraud, whether or not material, involving management or other employees who have a significant role in the Company’s internal controls, or (c) significant deficiency in the adequacy or effectiveness of the Company’s disclosure controls and procedures.

(v) Review and discuss with management (including the internal auditor) and the independent registered public accounting firm management’s annual report on internal control over financial reporting and the independent registered public accounting firm’s attestation report on the Company’s internal control over financial reporting prior to the filing of the Company’s Form 10-K.

(vi) Review and discuss with the independent registered public accounting firm :

(A) all critical accounting policies and practices used by the Company;

(B) all alternative treatments of financial information within generally accepted accounting principles (“GAAP”) that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm;

(C) any problems or difficulties encountered in the course of the audit work, including any restrictions on the scope of the independent registered public accounting firm’s activities or on access to requested information, and any significant disagreements with management;

(D) any significant accounting adjustments that were noted or proposed by the independent registered public accounting firm but were “passed;”

(E) any “management” or “internal control” letter or schedule of unadjusted differences issued or proposed to be issued by the independent registered public accounting firm to the Company;

(F) any special audit steps adopted in light of material control deficiencies;

(G) any material written communications between the independent registered public accounting firm and the Company’s management;

(H) any material issues on which the national office of the independent registered public accounting firm was consulted with in connection with the audit of the Company’s financial statements;

(I) any significant judgments made in management’s preparation of the financial statements and the view of the independent registered public accounting firm as to the appropriateness of such judgments; and

(J) any significant complex or unusual transactions.

(vii) Discuss with management the Company’s earnings press releases, including any use by the Company of “*pro forma*” or “adjusted” non-GAAP financial information, as well as financial information and earnings guidance provided to analysts and rating agencies.

(viii) Discuss with management and the independent registered public accounting firm the effect of new or revised regulatory and accounting policies as well as off-balance sheet transactions or structures on the Company’s financial statements, as well as the disclosure regarding such transactions or structures in the Company’s public filings as appropriate.

(ix) Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

(x) Discuss with management the Company's guidelines and policies to govern the process by which risk assessment and management is undertaken and handled.

(xi) Review and discuss with the independent registered public accounting firm the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") and the Commission.

(xii) Review disclosures made to the Committee by the Company's principal executive officer and principal financial officer during their certification process for the Company's Form 10-Ks and Form 10-Qs about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud, whether or not material, involving management or other employees who have a significant role in the Company's internal controls.

(b) Oversight of the Company's Relationship with the Independent Registered Public Accounting Firm

(i) Review and provide oversight of the independent registered public accounting firm. The Committee shall have the sole authority to appoint or replace the independent registered public accounting firm and shall be directly responsible for the compensation and oversight of the work of the independent registered public accounting firm (including resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent registered public accounting firm shall report directly to the Committee.

(ii) Review and pre-approve all auditing services, internal control-related services and permitted non-audit services (including the material terms thereof) to be performed for the Company by its independent registered public accounting firm, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act that are approved by the Committee prior to the completion of the audit.

(iii) Review and discuss with the independent registered public accounting firm the annual audit plan, including the scope of the audit plan and key risk areas, and approve any significant modifications to the annual audit plan.

(iv) Review and discuss with the independent registered public accounting firm any documentation supplied by the independent registered public accounting firm as to the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the auditor's independence. Review and evaluate the lead partner of the independent registered public accounting firm team, taking into account the opinions of management and the internal auditor of the Company.

(v) Review and discuss with the independent registered public accounting firm all communications from the independent registered public accounting firm to the Company required in accordance with PCAOB auditing standards.

(vi) At least annually, obtain and review a report from the independent registered public accounting firm describing (a) the independent registered public accounting firm's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the independent registered public accounting firm, PCAOB inspection, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent registered public accounting firm, and (c) any steps taken to address any such issues.

(vii) Consistent with the applicable requirements of the PCAOB, obtain and review, at least annually, a report from the independent registered public accounting firm describing all relationships between the independent registered public accounting firm and the Company, including any relationships or services that may impact the independent registered public accounting firm's objectivity and independence, and whether any of the Company's senior finance personnel were recently employed by the independent registered public accounting firm. Discuss with the independent registered public accounting firm any disclosed relationships or services that may affect the objectivity or independence of the auditor.

(viii) Annually evaluate the qualifications, performance and independence of the registered public accounting firm, including considering whether the independent registered public accounting firm's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management and the internal auditor. As part of its evaluation of the independence of the independent registered public accounting firm, the Committee shall actively engage in dialogue with the independent registered public accounting firm with respect to any disclosed relationships or services that may impact the auditor's objectivity and independence. The Committee shall present its conclusions with respect to its evaluation of the independent registered public accounting firm to the Board, together with any recommendations for additional action.

(ix) Ensure the rotation of the lead audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law. Periodically consider whether, in order to ensure continuing auditor independence, it is appropriate to rotate the independent registered public accounting firm on a regular basis or to adopt a policy of rotating the independent registered public accounting firm on a regular basis.

(x) Set policy for the Company's hiring of employees or former employees of the independent registered public accounting firm.

(xi) Determine and approve engagements of any independent registered public accounting firm (in addition to the independent registered public accounting firm), prior to the commencement of such arrangements, to perform any other review or attest service, including the compensation to be paid, at the Company's expense, to such firm and the negotiation and execution, on behalf of the Company, of such firm's engagement letter, which approval may be pursuant to preapproval policies and procedures, including the delegation of preapproval authority to one or more Committee members, so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.

(c) Oversight of the Company's Internal Audit Function

(i) Provide oversight of the work of and review the performance of the internal auditor. The Committee shall have the sole authority to appoint or replace the internal auditor, and shall be directly responsible for the compensation of any outside accounting firm or consulting firm providing internal audit services.

(ii) Review the results of significant reports to management prepared by the internal auditor and management's responses.

(iii) Discuss with the independent registered public accounting firm and management the responsibilities of the internal auditor, its budget and staffing and any recommended changes in the planned scope of work to be performed by the internal auditor.

(iv) Review the audit plan of the internal auditor no less than annually, and review significant updates to the audit plan on an on-going basis.

(v) If an outside accounting firm or consultant is providing internal audit services to the Company, evaluate all relationships between such entity and the Company, including any relationships or services that may impact the internal auditor's objectivity and independence, and whether any of the Company's senior finance personnel were recently employed by the internal auditor.

(d) Compliance Oversight Responsibilities

(i) Obtain from the independent registered public accounting firm assurance that Section 10A(b) of the Exchange Act has not been implicated.

(ii) Review and recommend to the Board for adoption a Code of Business Conduct applicable to (1) the Company's principal executive officer, principal financial officer, principal accounting officer or controller (and persons performing similar functions) which meets the requirements of Item 406 of the Commission's Regulation S-K and (2) all employees and directors, which complies with the rules of Nasdaq. Review such Code of Business Conduct periodically and recommend such changes to the Code of Business Conduct as the Committee shall deem appropriate, and adopt procedures for monitoring and enforcing compliance with the Code of Business Conduct. Review and approve all waivers of the Code of Business Conduct for executive officers and directors. Provide for review and prompt disclosure to the public any change in, or waiver of, the Code of Business Conduct required to be disclosed under applicable law.

(iii) Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct as they relate to matters within the oversight responsibilities of the Committee. As requested by the Board, review and investigate conduct alleged by the Board to be in violation of the Company's Code of Business Conduct, and adopt, as necessary or appropriate, remedial, disciplinary, or other measures with respect to such conduct.

(iv) Obtain periodic reports from the Company's legal department on the state of the Company's ethics and compliance matters. Review the appointment of the senior executive in charge of the Company's compliance function. At least annually, the Committee shall meet separately with the senior executive in charge of the Company's compliance function to discuss any matter that the members of the Committee or the senior executive believe should be discussed privately. Review the Company's procedures for monitoring compliance with the Foreign Corrupt Practices Act, and other anti-corruption laws.

(v) Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting, ethical, and auditing matters, including the communication of such matters to the Committee. Adopt, as necessary, appropriate remedial measures or actions with respect to such complaints or concerns.

(vi) Discuss with management (as deemed appropriate by the Committee in its discretion) and the independent registered public accounting firm any correspondence with regulators or governmental agencies and complaints, reports or concerns received from internal and external sources that raise material issues regarding the Company's financial statements and financial reporting obligations and any accounting, internal accounting controls or auditing matters.

(vii) Discuss with the Company's legal department significant legal matters and any matters that may have a material impact on the financial statements or the Company's compliance policies and internal controls, including corporate securities trading policies.

(viii) Review and consider the approval or ratification of related-party transactions in accordance with the Company's policies and procedures with respect to related party transactions.

(ix) Prepare the report required by the rules of the SEC to be included in the Company's annual proxy statement.

(x) At least annually, (i) review and discuss with management, the Company's investment policy and overall hedging strategy and the use of swaps and other derivative instruments by the Company for hedging commercial risks and recommend to the Board any changes to the Company's investment policy that the Committee may deem appropriate or advisable, and (ii) review and approve decisions by the Company to enter into swaps, including those that may not be subject to clearing and exchange trading and execution requirements in reliance on the "end-user exemption" under the Commodity Exchange Act of 1936, as amended, or other rules and regulations promulgated from time to time.

(xi) Review and request assurances from management that the Company's foreign subsidiaries and foreign affiliated entities, if any, are in conformity with applicable legal requirements, including, but not limited to, disclosure of related party transactions.

(xii) Review and request assurances from management that the Company is complying with appropriate legal and audit requirements for any Company-sponsored retirement plans, including, but not limited to, any 401(k) plan or similar plan that the Company may sponsor from time to time.

(xiii) Review and update this Charter periodically, at least annually, as necessary or appropriate.

(xiv) Perform an annual self-assessment of the Committee's performance, including its processes and communications with management, the independent registered public accounting firm and the Board.

(xv) Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee deems appropriate.

3. Authority; Outside Advisors. The Committee has the authority to take any actions it considers appropriate to fulfill the above duties and responsibilities, including without limitation the authority to retain such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including accounting experts or advisors, and to approve any fees related thereto. The Committee shall have full access to any relevant books, records or facilities of the Company and may request that any officer or other employee of the Company or the Company's outside counsel meet with any members of, or advisors to, the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the independent registered public accounting firm and any advisors employed by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

4. Subcommittees and Delegation. To the extent permitted by law or regulation, the Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Committee at its next scheduled meeting.

5. Meetings; Reporting to Board. The majority of the members of the Committee constitutes a quorum. All determinations of the Committee shall be by a majority of the disinterested members present at a meeting duly called or held, provided that any decision or determination of the Committee reduced to writing and consented to (including, but not limited to, by means of electronic transmission) by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held. For the purposes hereof, a member of the Committee shall be considered to be disinterested if he or she has no direct or indirect financial interest in the matters to be considered by the Committee. The Committee shall meet as often as it deems necessary to fulfill its responsibilities hereunder, but not less frequently than quarterly, and may meet with management or individual directors at such time or times as it deems appropriate to discuss any matters before the Committee. Meetings of the Committee will be held at such times and places as the Committee determines. Such meetings may be held through any communications equipment if all persons participating can hear each other. As part of its job

to foster open communication, the Committee shall (a) meet in separate executive sessions, including (i) periodically with management, the internal auditor and the independent registered public accounting firm and (ii) periodically with each of the principal financial officer and the legal department and (b) have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent registered public accounting firm to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee shall report regularly to the full Board with respect to its meetings, and concerning significant developments in the course of performing the duties and responsibilities set forth above or as otherwise requested by the Board. The Committee shall maintain written minutes of its meetings and copies of its actions by unanimous written consent, which minutes and copies of written consents will be filed with the minutes of the meetings of the Board.

6. Limitation of Committee's Role. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles applicable rules and regulations. These are the responsibilities of management and the independent registered public accounting firm.

Approved: April 18, 2012, August 17, 2016

Last Reviewed and Approved: June 11, 2021, November 8, 2022