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**PRESTO AUTOMATION INC.**

**STRATEGIC FINANCE COMMITTEE CHARTER**

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**Purpose**

The Strategic Finance Committee (the “Committee”) is established by the Board of Directors (the “Board”) of Presto Automation Inc. (the “Company”) to review, analyze and assist the Board in financial strategic planning matters. In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to books, records, facilities, and personnel of the Company. The Committee has the power, in its discretion, to retain, at the Company’s expense, such advisors and other experts as it deems necessary or appropriate to carry out its duties. The Company shall provide adequate resources to support the Committee’s activities.

**Procedures**

Unless a chairperson of the Committee (the “Chairperson”) is selected by the Board, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson will chair all regular sessions of the Committee and is responsible for setting the agendas of Committee meetings. In the absence of the Chairperson, the Committee shall select another member to preside.

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. The Chairperson or any member of the Committee may call meetings of the Committee.

**Responsibilities and Authority**

The Committee shall have the power, duty and responsibility to review and evaluate the analyses and recommendations of senior management and, as appropriate, make recommendations to the Board or otherwise provide guidance and advice to the Board, regarding the following:

1. The Company’s capital structure, its financial position, balance sheet and cash flows.
2. The Company’s overall cash management and financing requirements including its cash burn analysis, annual budget and long-term financial plan.
3. The Company’s credit facilities, compliance with any financial covenants to which it is subject and negotiations with its lenders.
4. The amounts, timing, types and terms of any equity and equity-related issuances and public or private debt offerings.
5. The Company’s capital allocation, including any organic or inorganic investments that may have a material impact on its capital position.
6. Any of the Company’s proposed acquisition and divestitures that may have a material impact on the Company’s capital position or are not in the ordinary course of business, including, but not limited to, a review of:

- Strategic overview and importance to the Company;
- Timing and action plan;
- The terms, valuation, consideration and conditions (including the submission of any indication of interest or letter of intent (whether or not binding))
- The due diligence reviews by the Company and its outside advisors including complete business, operational, technology, strategic, legal and financial reviews, material issues identified and proposals to mitigate the risks, if any, and the retention of any outside advisors;
- Post-acquisition implementation plans including consolidation, management, cost savings and synergies;
- Pro forma financial consequences to the Company;
- Financing alternatives; and
- Public disclosure including press strategy.

In addition to the above, the Committee shall handle other matters the Board may delegate to the Committee.

Effective Date: February 8, 2023