Flywire Corporation
Amended and Restated Audit Committee Charter

(as adopted by the Board of Directors on October 21, 2026)

This charter (the "Charter") sets forth the composition, authority and responsibilities of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Flywire Corporation (the "Company").

A. Purpose

The purpose of the Committee is to oversee the Company's accounting and financial reporting processes, the Company's internal audit function, the Company's management of enterprise risk (including information security, cybersecurity, and artificial intelligence/emerging technology operational risks), and the audit of the Company's financial statements.

The Committee's responsibility is one of oversight. The members of the Committee are not employees of the Company, and they do not perform, or represent that they perform, the functions of Company management, the internal auditor or the independent auditor.

B. Organization and Composition

1. **Membership and Appointment.** The Committee shall consist of three or more members of the Board, designated from time to time by the Board, with the exact number determined by the Board. The members of the Committee shall be appointed by the Board upon the recommendation of the Corporate Governance and Nominating Committee and shall serve until his or her successor is duly appointed by the Board or until his or her earlier resignation or removal. The Board may designate a chairperson of the Committee (the "Chairperson"). The Board retains the sole authority to appoint and remove each member of the Committee and the Board may remove any member of the Committee at any time with or without cause.

2. **Qualifications.** Each member of the Committee must satisfy the following qualifications and any criteria required by the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the Securities and Exchange Commission (the "SEC"):

    - each member will be (i) an "independent director" as defined under the rules of the Nasdaq Stock Market LLC ("Nasdaq") as such may be amended from time to time (the "Rules"), and (ii) "independent" as set forth in Rule 10A-3(b)(1) promulgated under the Exchange Act, each

as determined by the Board after consideration of all factors determined to be relevant under the rules and regulations of the Rules and the SEC;

- each member must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement, and otherwise must comply with all financial literacy requirements of the Rules;

- at least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication;

- at least one member must be an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K (a person who satisfies this definition of audit committee financial expert will also presumed to have financial sophistication);

- no member of the Committee may simultaneously serve on the audit committees of more than three public companies (including the Company), unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee, and the Company discloses such determination in its proxy statement for the annual meeting of stockholders;

- no person may serve as a member of the Committee if the person has participated in the preparation of the financial statements of the Company or any of the Company's current subsidiaries at any time during the past three years; and

- any other criteria required by applicable law or the rules and regulations of the SEC, the Rules and such other qualifications as may be established by the Board from time to time.

C. Responsibilities and Duties

In addition to the responsibilities and duties expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable Rules.

1. Review Responsibilities

- **Internal Controls.** Review and discuss with management, the internal auditor and the independent auditor the design, implementation and maintenance of the Company's internal controls, including the adequacy and effectiveness, significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's internal controls reported by the independent auditor, the internal auditor or management and any special audit steps adopted in light of any material control deficiencies, 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. Review before release the disclosure regarding such system of internal controls required under SEC rules to be contained in the Company's periodic filings and the attestations or reports by the independent auditors relating to such disclosure.

- **Disclosure Controls and Procedures.** Review and discuss with management, the internal auditor and the independent auditor the adequacy and effectiveness of the Company's disclosure controls and procedures, including with regard to any significant deficiencies or

material weaknesses in the design or operation of, and any material changes in, the Company's internal controls. Review the attestations or reports by the independent auditors relating to disclosure controls and procedures.

- **Review and Oversight of External Audit.** Review and provide oversight of the external audit and monitor and discuss with management, the internal auditor and the independent auditor: (i) the independent auditor's annual audit plan and scope of audit activities and monitor such plan's progress; (ii) the scope and timing of the annual audit of the Company's financial statements; (iii) 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; (iv) major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; (v) analyses prepared by 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; (vi) 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, any significant disagreements between management or the Company's internal auditor (or other personnel responsible for the internal audit function) and the independent auditor; (vii) the reports submitted to the Committee by the independent auditors in accordance with generally accepted auditing standards and other legal or regulatory requirements; and (viii) other matters required to be discussed by applicable requirements of the Public Company Accounting Oversight Board and the SEC.

- **Review Required Reports.** Review the Company's annual audited and quarterly unaudited financial statements (including the related notes) 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 and the "Management's Discussion and Analysis of Financial Condition and Results of Operations" should be included in the Company's Form 10-K for filing with the SEC. Direct the independent auditors to review the annual and quarterly reports using professional standards and procedures for conducting such reviews. Conduct a post-audit review of the financial statements and audit findings, including any suggestions for improvements provided to management by internal audit or the independent auditors, and management's response to such suggestions.

- **Review Financial Activities.** Review the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements. Review and oversee the Company's cash management, investing activities, and tax planning and compliance, and approve policies related to these matters, if any.

- **Oversee Risk Management.** Provide oversight on the management of risks associated with the Company's financial reporting, accounting, and auditing matters, including the Company's guidelines and policies with respect to risk assessment, risk management and risk mitigation (including procurement of insurance) and internal audit processes. Such oversight shall include reviewing the Company's cybersecurity and other information technology risks, controls and procedures, including the Company's plans to mitigate cybersecurity risks and to respond to data breaches. In addition, the Committee shall review and discuss with management the Company's governance frameworks, internal controls, and risk management practices related to the deployment, monitoring, controlling and use of artificial intelligence, machine learning

models, and automated decisioning systems, including risks related to data privacy, model integrity, algorithmic bias, regulatory compliance, and intellectual property.

- **Quarterly Earnings Review**. Review, in general, earnings press releases, and review and discuss with management and the independent auditors' policies with respect to earnings press releases and the type and presentation of information to be included therein (with particular attention to any use of "pro forma" or "adjusted" non-GAAP information), financial information and earnings guidance provided to the public, analysts, and rating agencies.

- **Performance Review.** Review and evaluate the performance of the Committee on an annual basis and present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

- **Charter Review.** Review and reassess the adequacy of this Charter annually and submit any recommended changes to the Charter to the Board for approval.

2. Responsibilities Related to the Independent Auditor and Other Non-Audit Services

- **Oversight of Independent Auditor**. Have sole authority for appointing, compensating, retaining, overseeing and, where appropriate, replacing the independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company for the purpose of preparing or issuing an audit report or related work. The independent auditor will report directly to the Committee. Review and resolve any disagreements that may arise between management or the internal auditor and the independent auditor regarding financial reporting or internal control over financial reporting.

- **Evaluate Independence of Independent Auditor**. Oversee and, at least annually, evaluate the qualifications and performance of the independent auditor and: (i) obtain and review a formal written statement from the independent auditor delineating all relationships between the independent auditor and the Company that may impact independence; and (ii) review and discuss with the independent auditor any disclosed relationships or services that may impact the objectivity and independence of the independent auditor. 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 peer review, of the independent auditor or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding any independent audit performed by the independent auditor, and any steps taken to deal with any such issues. The Committee will assure the regular rotation of the lead audit partner every five years as required by law, and shall consider whether regular rotation of the audit firm itself is necessary to assure continuing auditor independence.

- **Approve and Pre-Approve Audit and Non-Audit Services and Fees.** Approve all audit engagement fees and terms. Pre-approve all audit and permissible non-audit and tax services that may be provided to the Company by the independent auditors or other registered public accounting firms, except where pre-approval is not required because such non-audit services are *de minimis* under the rules of the SEC, in which case subsequent approval may be obtained. In accordance with applicable law, establish policies and procedures for the Committee's pre-approval of permitted services by the Company's independent auditors or other registered public accounting firms on an on-going basis. The Committee may delegate to one or more designated members of the Committee the authority to pre-approve audit and permissible non-

audit services, provided such pre-approval decision is presented to the full Committee at its scheduled meetings.

- **Other Accountants**. Select, retain, compensate, oversee and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company including foreign subsidiaries.

3. Internal Audit

- Oversee the appointment and replacement of the senior internal auditing executive.
- Oversee the internal audit function, including the annual internal audit plan, internal audit charter and the responsibilities, budget, and staffing of the Company's internal audit function.
- Review and discuss with the internal auditor the results of internal audit testing, internal audit reports, and responses by management.
- Review and discuss the performance and effectiveness of the internal audit function**.**

4. Legal and Regulatory Compliance

- **Compliance Oversight.** Review, with counsel, legal or regulatory matters that could have a material impact on the Company's financial statements or business operations, including regulatory and statutory developments concerning data privacy, cybersecurity, and artificial intelligence. Oversee compliance with the requirements of the SEC for disclosure of auditor's services and Committee members, member qualifications and activities. Oversee matters relating to the Company's ongoing liquidity, including its internal and external sources of liquidity, and capital resources, including the Company's financing arrangements.
- **Establish and Oversee an Ethics Hotline.** 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 or auditing matters.
- **Compliance with Code of Business Conduct**. Monitor compliance with the Company's Code of Business Conduct (the "Code"), to investigate any alleged breach or violation of the Code and to enforce the provisions of the Code.
- **Review of Related Person Transactions.** Review, approve and oversee all transactions between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis, in accordance with the Company's policies and procedures.
- **Anti-Corruption and Anti-Bribery Review.** Review and monitor the Company's compliance with anti-corruption and anti-bribery law in all jurisdictions in which it operates.

- **Audit Committee Report.** Prepare the report of the Committee that the SEC rules require to be included in the Company's proxy statement for the annual meeting of stockholders.

D. Meetings and Procedures

- **Meetings.** The Committee will meet at least once each fiscal quarter at such times and places as the Committee determines. The Committee shall meet separately, and periodically, with members of management, the head of the internal audit department or other personnel responsible for the internal audit function and representatives of the Company's independent auditor, and shall invite such individuals to its meeting as it deems appropriate, to assist in carrying out its duties and responsibilities. The CEO shall be notified of the Committee's meeting schedule and the agenda of each meeting. Each regularly scheduled meeting of the Committee should conclude with an executive session of the Committee absent members of management or other representatives. The Committee shall maintain written minutes of its meetings, which shall be filed with the minutes of the meetings of the Board. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

- **Attendees.** The Company's CEO, President/COO and CFO may attend each Committee meeting. The Committee may invite to its meetings any director, officer, or employee of the Company and such other persons as it deems appropriate to carry out its responsibilities. From time to time, and as authorized and described in other of the Company's policies, the Chairperson may review and approve certain matters in accordance with the criteria set forth in such policy. The Chairperson of the Audit Committee will report any such approval to the Audit Committee at its next regularly scheduled meeting.

- **Report to the Board.** Consistent with this Charter, the Committee shall report regularly to the Board with respect to the Committee's activities and recommendations. The Committee may form subcommittees, and may delegate power and authority to such subcommittees, for any purpose that the Committee deems appropriate.

- **Authority to Retain Advisors.** The Committee shall have the authority, in its sole discretion, to retain or obtain the advice and assistance of independent legal counsel or other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall be directly responsible for the appointment, compensation, retention, termination and oversight of the work of such advisors. The Company must provide for appropriate funding, as

determined by the Committee, for payment of reasonable fees to any such advisor retained by the Committee.

- **Access to Information.** The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibility with full access to all books, records, facilities, and personnel of the Company.

E. Compensation

Members of the Committee shall receive such fees, if any, for their service as Committee members, as determined by the Board in its sole discretion. Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

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