AEON BIOPHARMA, INC.
AUDIT COMMITTEE CHARTER

(Last amended and restated November 11, 2026)

I. Purpose

The purpose of the Audit Committee (the "***Committee***") of the Board of Directors (the "***Board***") of AEON Biopharma, Inc. (the "***Company***") is to oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company, and to assist the Board in its oversight of the Company's internal controls, the qualifications, independence and performance of the Company's independent auditors, risk assessment and management, and compliance by the Company with legal and regulatory requirements.

The Committee's responsibilities are limited to oversight. The Company's management is responsible for establishing and maintaining accounting policies and procedures in accordance with generally accepted accounting principles ("***GAAP***") and other applicable reporting and disclosure standards and for preparing the Company's financial statements. The Company's independent auditors are responsible for auditing and reviewing those financial statements.

II. Composition

The Committee must consist of at least three directors, subject to any available exception. Each Committee member must satisfy the independence requirements of the New York Stock Exchange American ("***NYSE A***") and the more rigorous independence rules for members of the Audit Committee issued by the Securities and Exchange Commission (the "***SEC***"), subject to any available exception. Each Committee member must be able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement. No Committee member may have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. In addition, at least one member of the Committee must be a financial expert as defined under SEC rules.

Committee members must be appointed and may be removed from the Committee, with or without cause, by the Board. Any director who ceases to serve on the Board will automatically cease to be a member of the Committee. The Chair of the Committee will also be designated by the Board.

III. Meetings, Procedures and Authority

The Committee must meet at least once during each fiscal quarter. The Committee must meet separately, periodically, with management, with the internal auditor (if any) and with the independent auditor.

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee may retain, at the Company's expense, any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate, and to approve their fees and other retention terms. The Company must provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors retained by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

In addition to the duties and responsibilities 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 NYSE A rules.

The Committee may conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee.

IV. Duties and Responsibilities

Interaction with the Independent Auditor

1. *Appointment and Oversight.* The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the independent auditor and each such other registered public accounting firm must report directly to the Committee. The Committee, or the Chair of the Committee, must pre-approve any audit and non-audit service provided to the Company by the independent auditor, unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules. Any pre-approval by the Chair must be reported to the Committee at its next scheduled meeting.

2. *Annual Report on Independence.* The Committee must ensure that the independent auditor prepares and delivers, at least annually, a written statement delineating all relationships between the independent auditor and the Company, together with a description of the independent auditor's internal quality control procedures and any material issues raised by the most recent internal quality control review, peer review or other review or inspection of the firm by the Public Company Accounting Oversight Board (the "***PCAOB***"), or by any governmental or professional inquiry or investigation, must actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditor, and, if the Committee determines that further inquiry is advisable, must take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence. The Committee must also oversee the rotation of the independent auditor's lead audit and concurring partners and other audit partners, with applicable time-out periods, in accordance with applicable law.

Annual Financial Statements and Annual Audit

3. *Audit Problems.* The Committee must discuss with the independent auditor any audit problems or difficulties and management's response.

4. *Form 10-K Review.* The Committee must review and discuss the annual audited financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Committee must also discuss with the independent auditor the results of the audit, any critical audit matters to be included in the audit report (if applicable) and the other matters required to be communicated by the independent auditor under applicable PCAOB and SEC requirements, including critical accounting policies and practices, alternative treatments of financial information within GAAP that have been discussed with management and any material written communications between the independent auditor and management. Based on these reviews and discussions, the Committee must recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.

5. *Audit Committee Report.* The Committee must provide the Company with the report of the Committee with respect to the audited financial statements for inclusion in each of the Company's annual proxy statements.

Quarterly Financial Statements

6. *Form 10-Q Review.* The Committee must review and discuss the quarterly financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Other Duties and Responsibilities

7. *Review of Earnings Releases.* The Committee must discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

8. *Risk Assessment and Risk Management.* The Committee must discuss the Company's policies with respect to risk assessment and risk management. The Committee will review with management the Company's major financial risk exposures, cybersecurity and information technology risks, and material legal and regulatory compliance risks, including the steps management has taken to monitor or mitigate such risks, in each case consistent with the Committee's oversight responsibilities and without limiting the oversight authority of the full Board.

9. *Hiring of Independent Auditor Employees.* The Committee must set clear hiring policies for employees or former employees of the Company's independent auditor.

10. *Complaint Procedures.* The Committee must establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential and anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters. The Committee must oversee the review of any such complaints and submissions, including their status and resolution.

11. *Internal Controls.* The Committee must review and discuss with management, the internal auditor (if any) and the independent auditor, and provide oversight over, the design, implementation, adequacy and effectiveness of the Company's accounting and financial processes and systems of internal controls and material changes in such controls, including any significant deficiencies and material weaknesses in their design or operation. The Committee must review any allegations of fraud that are disclosed to the Committee involving management or any employee with a significant role in the Company's accounting and financial reporting process and systems of internal controls, and must discuss any comments or recommendations of the independent auditor in its management letter or internal control reports.

12. *Review of Related Person Transactions.* The Committee is responsible for reviewing and approving related person transactions in accordance with the Company's Related Person Transaction Policy and Procedures.

13. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

14. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee.

15. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority, to the extent permitted under applicable law, the rules of the SEC and NYSE A and the Company's certificate of incorporation and bylaws, to delegate any or all of its responsibilities to a subcommittee of the Committee, which will report regularly on its activities to the Committee.