

Zoom Telephonics, Inc.
(the "Company")

CHARTER FOR THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

(As of January 13, 2021)

1. Introduction

- a. The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") is to ensure that the Board meets its fiduciary obligations to the stockholders of the Company and that the Company has and follows appropriate corporate governance principles and directorship practices relating to the auditing of its financial results
- b. In furtherance of these purposes, the Committee shall:
 - i. undertake specific duties and responsibilities listed below;
 - ii. oversee and apply the Company's Code of Business Ethics and Conflict of Interest Policy for Directors, Officers and Key Employees as established by the Board; and
 - iii. have the authority to undertake such other specific duties as the Board may from time to time prescribe.
- c. In connection with the foregoing, the Committee shall provide the Board such additional information and materials as it may deem necessary to make the Board aware of significant matters under the purview of the Committee that require the Board's attention.
- d. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law.
- e. Committee role as distinguished from Management and Independent Auditor
 - i. The function of the Committee is primarily one of oversight. The Company's management is responsible for preparing the Company's financial statements, and the independent auditor is responsible for auditing and reviewing those financial statements.
 - ii. The Committee is responsible for assisting the Board in overseeing the conduct of these activities by management and the independent auditor.
 - iii. The Committee is not responsible for providing any expert or special assurance as to the financial statements or the independent auditor's work.

2. Membership and Appointment

- a. The Committee shall consist of at least three members of the Board.
- b. Members of the Committee and the Chairperson shall be appointed and may be replaced by the Board, upon consideration of the recommendations of the Nominating and Corporate Governance Committee.
- c. Members of the Committee and the Chairperson shall serve until they are replaced, they resign, or their successors are duly elected and qualified.

- d. Resignation or removal of a Committee member from the Board for any reason shall automatically constitute resignation from the Committee.
 - e. Vacancies occurring on the Committee shall be filled by the Board.
3. Qualifications
- a. Each member of the Committee must meet the independence and other applicable standards and requirements of the securities exchanges on which the Company's securities are listed, the rules and regulations promulgated by the SEC or other laws and must be determined by the Board of the Company to be independent.
 - b. All members of the Committee must comply with the financial literacy requirements of the securities exchanges on which the Company's stock is listed.
 - c. At least one member of the Committee must be determined by the Company's Board to be an Committee financial expert within the meaning of applicable rules and regulations promulgated by the SEC, the standards of all securities exchanges on which the Company's stock is listed, the standards established by the Board and other applicable laws.
 - d. Each member of the Committee shall have such other qualifications as set forth by the Board.
4. Chairperson
- a. The Board, upon the recommendation of the Chairman of the Board, may designate one member of the Committee as its Chairperson.
 - b. In the absence of such designation, the Committee shall designate a Chairperson by majority vote of the Committee members.
5. Responsibility and Authority
- a. Select and Hire the Independent Auditor
 - i. The Committee shall be responsible for appointing, compensating, retaining and, where appropriate, replacing the independent auditor. The independent auditor shall report directly to the Committee.
 - b. Supervise and Evaluate the Independent Auditor
 - i. The Committee shall oversee and evaluate the work of any 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.
 - ii. The Committee shall review and resolve any disagreements that may arise between management and the independent auditor regarding financial controls or financial reporting.
 - iii. The Committee shall periodically consider the independence of the independent auditor and the quality control procedures and assessments.
 - c. Evaluate the Independence of the Independent Auditor
 - i. The Committee shall review and discuss with the independent auditor the written independence disclosures required by the applicable requirements of the Public Company Accounting Oversight Board and take or recommend to the Board that it takes appropriate actions as a result of such review and discussion.

- ii. The Committee shall review and discuss with the independent auditor on a periodic basis any other relationships or services (including permissible non-audit services) that may affect its objectivity and independence.
- d. Approve Audit and Non-Audit Services and Fees
 - i. The Committee shall
 1. review and approve, in advance, the scope and plans for the audits and the audit fees and
 2. approve in advance all non-audit services to be performed by the independent auditor that are not otherwise prohibited by law and any associated fees other than de minimis services as defined in Section 10A of the Securities Exchange Act of 1934, as amended, which shall subsequently be ratified by the Committee.
 - ii. The Committee may
 1. delegate to one or more members of the Committee the authority to pre-approve audit and permissible non-audit services, as long as this pre-approval is presented to the full Committee at scheduled meetings in accordance with applicable law, establish pre-approval policies and procedures for the engagement of independent accountants to render services to the Company.
- e. Review Financial Statements
 - i. The Committee shall work with management and the independent auditor, as applicable to comply with its obligations under the rules and regulations of the SEC and any applicable stock exchange on which the Company's shares are traded.
- f. Reports and Communications from the Independent Auditor.
 - i. The Committee shall review and discuss reports from the independent auditor concerning the following:
 1. All critical accounting policies and practices that the Company shall use.
 2. All alternative treatments of financial information within generally accepted accounting principles that the auditor has discussed with management, ramifications of the use of these alternative disclosures and treatments, and the treatment preferred by the independent auditor.
 3. Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
 4. Other matters required to be communicated to the Committee under generally accepted auditing standards and other legal or regulatory requirements.
- g. Annual Proxy Statement Report
 - i. The Committee shall prepare the report that SEC rules require to be included in the Company's annual proxy statement.
- h. Earnings Press Releases and Earnings Guidance

- i. The Committee shall review and discuss corporate policies with respect to earnings press releases.
- i. Internal Controls
 - i. The Committee shall review and discuss with management and the independent auditor the adequacy and effectiveness of the Company's internal controls, including any changes, significant deficiencies or material weaknesses in those controls reported by the independent auditor or management and any special audit steps adopted in light of significant 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.
- j. Disclosure Controls and Procedures
 - i. The Committee shall review and discuss the adequacy and effectiveness of the Company's disclosure controls and procedures.
- k. Complaints
 - i. The Committee shall oversee procedures established by the Company to comply with Section 806 of the Sarbanes Oxley Act, related SEC rules and regulations, any applicable stock exchange and the U.S. Federal Sentencing Guidelines.
- l. Related Party Transactions
 - i. The Committee shall review the Company's related party transaction policy and review and oversee all transactions between the Company and a related person for which review or oversight is required by applicable law or that are required to be disclosed in the Company's financial statements or SEC filings.
- m. Authority to Investigate
 - i. In the course of its duties, the Committee shall have authority, at the Company's expense, to investigate any matter brought to its attention.
- n. Access
 - i. The Committee shall be given full access to the Chairperson, management and the independent auditor, as well as the Company's books, records, facilities and other personnel.
- o. Risk
 - i. The Committee shall, in the discharge of its duties, assess the Company's operational activities in the context of risks to their successful execution over the short, medium and long term. This assessment shall endeavour to support the Company's efforts to sustainably deliver value to stockholders.
 - ii. Specifically among these risks considered by the Committee shall be those posed by the environmental and social impact of its operations and the effect of its governance policies and practices on its ability to mitigate such risks.
 - iii. Additionally, the Committee shall review and discuss with management and the independent auditor the Company's major financial risk

exposures and the steps management has taken to monitor and control those exposures, including the Company's guidelines and policies with respect to risk assessment and risk management.

- p. Other Responsibilities
 - i. The Committee shall perform such other tasks or functions as may be delegated or requested of the Committee by the Board.
 - q. Self Evaluation
 - i. The Committee shall annually review its own performance.
 - r. Subcommittees
 - i. The Committee may form and delegate authority to subcommittees when appropriate.
 - s. Charter Review
 - i. The Committee shall review and reassess the adequacy of this Charter periodically and shall submit any recommended changes to the Charter to the Board for approval.
 - t. Additional Authority
 - i. The Committee shall fulfill any other obligations required of the Committee as may be imposed by the Company's Bylaws, the SEC, any applicable stock exchange or other applicable rules, laws or regulations, in effect as of the date hereof or implemented in the future.
6. Outside Advisors
- a. The Committee shall have the authority to select, retain and obtain the advice of consultants, legal counsel or other adviser as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter.
 - b. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultant, legal counsel and other adviser it retains.
 - c. The Committee shall receive appropriate funding from the Company, as determined by the Chairperson in conjunction with the Chairman of the Board, for payment of reasonable compensation to a consultant, legal counsel and any other adviser retained by the Committee.
 - d. For the avoidance of doubt, the Committee shall not be required to implement or act consistently with the advice or recommendations of its consultant, legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties hereunder.
7. Meetings
- a. The Committee shall meet at least four times each year (with additional meetings as it deems necessary or appropriate) at such times as the Committee determines.
 - b. The Committee shall cause to be kept adequate minutes of its proceedings. The Chairperson shall preside at each meeting.
 - c. If the Chairperson is not designated or present, an acting chair may be designated by a majority vote of the Committee members present.

- d. The Committee shall also meet periodically with the Company's executive officers and other members of management, the general counsel and the independent auditor in separate executive sessions. It is the responsibility of the Committee to maintain free and open communications between the Committee, the independent auditor and management of the Company.
 - e. Any member of the Board may attend any meeting of the Committee, so long as such attendance does not violate the Company's Bylaws or any other applicable bylaw, rule, law or policy.
8. Reporting
- a. The Committee shall report regularly to the Board with respect to the Committee's activities.
9. Committee Compensation
- a. Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.
 - b. Such fees may include retainers and per meeting fees.
 - c. Fees may be paid in such form of consideration as is determined by the Board.
 - d. 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.