

**UNIVERSAL ELECTRONICS INC.
CHARTER OF THE OPERATIONAL REVIEW COMMITTEE
OF THE
BOARD OF DIRECTORS**

Adopted May 6, 2025

I. Purpose

The purpose of the Operational Review Committee (the “Committee”) of the Board of Directors (the “Board”) of Universal Electronics, Inc. (the “Company”) is to (i) review with management on an ongoing basis the Company’s operational performance, cost reduction opportunities and capital allocation strategies, and (ii) exercise the other responsibilities and duties as set forth herein. The responsibilities and duties delegated by the Board to the Committee in this Charter shall be exercised and carried out by the Committee as it deems appropriate and in a manner consistent with this Charter and the provisions of the Company’s bylaws that are applicable to the Committee.

II. Organization, Committee Membership and Meetings

1. The Committee shall be comprised of at least two members of the Board, with the exact number to be designated from time to time by the Board. Each member of the Committee shall satisfy the membership guidelines established by the Board in its business judgment.
2. The members of the Committee may be removed and/or replaced by the Board at any time with or without cause. The Chairperson shall be selected by the Committee, unless otherwise determined by the Board. The Chairperson shall chair all regular sessions of the Committee and shall set the agenda for each meeting of the Committee. In setting the agenda for each meeting, the Chairperson shall take into account in good faith the input from all other Committee members.
3. The Committee shall meet as necessary to enable it to fulfill its responsibilities and duties as set forth herein. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action by written consent, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board in accordance with the bylaws of the Company. The Committee may, at its discretion, invite other members of the Board of Directors of the Company, members of the Company’s management, or others to attend Committee meetings.

III. Committee Duties and Responsibilities

The Committee shall have the following responsibilities and duties:

1. Review the Company’s operational performance against the Board-approved operating plan;
2. Review with management and, where appropriate, make recommendations to the Board of potential expense reduction initiatives and actions as well as expense management controls;
3. Review with management the corporate policies that impact the Company’s operational performance, cost structure and operating expenses, and recommend any changes thereto to the Board;

4. Work with management to help define the Company's strategic operating objectives and operating plans in advance of review by the full Board of Directors;
5. Review the Company's capital allocation strategies and, where appropriate, make recommendations to the Board of any potential changes to the Company's capital allocation strategies; and
6. Perform any other activities or responsibilities as may be delegated to the Committee, from time to time, by the Board.

Nothing contained in this Charter shall require or otherwise obligate the Committee to take any action, and the Committee need not take any action whatsoever if it deems it so advisable.

IV. Advisors

The Committee shall have access to the Company's management and personnel who will provide the Committee information requested by the Committee which relates to or could have an impact upon the Committee's purpose, duties and responsibilities.

V. Other Matters

Nothing in this Charter shall expand the duties and liabilities of any directors or officers of the Company beyond any duties and liabilities otherwise imposed by law. Nothing in this Charter shall be construed to limit or otherwise alter the scope of authority or responsibilities of management.