

UFP TECHNOLOGIES, INC.

AUDIT COMMITTEE CHARTER

**Adopted by the Board of Directors
on March 13, 2019**

I. PURPOSE

The primary purpose of the Audit Committee (the "Committee") is to assist the Board of Directors (the "Board") of UFP Technologies, Inc. (the "Company") with the oversight of (i) the integrity of the Company's financial statements, (ii) the Company's compliance with legal and regulatory requirements and (iii) the qualifications, independence, appointment, retention, compensation and performance of the Company's registered public accounting firm.

The term "registered public accounting firm" as used herein shall mean any public accounting firm registered with the Public Company Accounting Oversight Board (the "Accounting Board") under Section 102 of the Sarbanes-Oxley Act of 2002 that performs the independent auditing function for the Company.

Although the Committee has the powers and responsibilities set forth in this Charter, the role of the Committee is to provide independent review and oversight of the Company's financial reporting process, internal controls and independent auditors. It is not the duty of the Committee to conduct audits, to establish and maintain disclosure controls and procedures and internal controls over financial reporting, or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of Company management, and subject to audit by the Company's registered public accounting firm.

II. STRUCTURE, PROCESS AND MEMBERSHIP REQUIREMENTS

The Committee shall consist of not less than three members of the Board appointed by resolution of the Board and shall serve at the discretion of the Board. The members on the Committee shall meet the independence and other qualification requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the rules and regulations thereunder and the applicable rules of the Nasdaq Stock Market ("Nasdaq"), or such other stock market on which the Company's securities may be listed from time to time, subject to any permitted exceptions thereunder, and shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. Each member of the Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement. At least one of the Committee members must satisfy Nasdaq's financial sophistication requirements, and the Board shall use diligent efforts to assure that at least one member of the Committee qualifies as an "audit committee financial expert," as defined by the rules of the Securities and Exchange Commission ("SEC"). No member of the Committee can have participated in the preparation of the Company's or any of its subsidiaries' financial statements at any time during the past three years.

The chairperson of the Committee shall be designated by the Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the Committee. Members shall serve until their successors shall be duly elected and qualified or their earlier resignation or removal. The Board may replace any member of the Committee.

III. MEETINGS AND PROCEDURES

The Committee shall meet at least four times per year. The Committee may request that members of management, representatives of the registered public accounting firm and others attend meetings and provide pertinent information, as necessary. In order to foster open communications, the Committee shall meet at such times as it deems appropriate or as otherwise required by applicable law, rules or regulations in separate executive sessions to discuss any matters that the Committee believes should be discussed privately. The Committee may meet by telephone or video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and may take action by written consent. A majority of the members of the Committee, or a duly appointed subcommittee thereof, shall constitute a quorum.

IV. RESPONSIBILITIES AND DUTIES

The operation of the Committee will be subject to the provisions of the Bylaws of the Company, as in effect from time to time. Subject to the foregoing, the Committee shall have the following authority and responsibilities.

A. General Matters

1. The Committee, in its capacity as a committee of the Board, shall be directly responsible for the appointment, compensation, retention (including termination) and oversight of the work of any registered public accounting firm (including resolution of disagreements between management and the registered public accounting firm regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. Any such registered public accounting firm shall report directly to and be accountable to the Committee.
2. To the extent required by applicable law, rules and regulations, the Committee shall preapprove all auditing services and non-audit services (including the fees and terms thereof) permitted to be provided by the Company's registered public accounting firm contemporaneously with the audit, subject to certain de minimus exceptions for permitted non-audit services described in Section 10A(i)(1)(B) of the Exchange Act, which shall be approved by the Committee prior to the completion of the audit.
3. The Committee shall have the authority to engage independent counsel and other advisers, as it determines necessary to carry out its duties. The Committee shall receive appropriate funding from the Company, and determine the extent of funding necessary for payment of (i) compensation to 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) compensation to any independent counsel and other advisers retained to advise the Committee, and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

4. The Committee may form subcommittees consisting of one or more members of the Committee and delegate to such subcommittees authority to perform specific functions, including without limitation preapproval of audit and non-audit services, to the extent permitted by applicable law, rules and regulations. Without limiting the foregoing, any decision of a subcommittee to preapprove audit, review, attest and non-audit services shall be presented to the Committee at its next scheduled meeting.

5. The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters.

6. The Committee shall establish procedures for the confidential anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

B. Oversight of the Company's Relationship with the Independent Auditors

With respect to any registered public accounting firm that proposes to perform audit services for the Company, the Committee shall:

1. On an annual basis, review and discuss all relationships the registered public accounting firm has with the Company in order to consider and evaluate the registered public accounting firm's continued independence. In connection with its review and discussions, the Committee shall: (i) ensure that the registered public accounting firm submits to the Committee a formal written statement (consistent with the Accounting Board independence standards as then in effect) delineating all relationships and services that may impact the objectivity and independence of the registered public accounting firm; (ii) discuss with the registered public accounting firm any disclosed relationship, services or fees (audit and non-audit related) that may impact the objectivity and independence of the registered public accounting firm; (iii) review the registered public accounting firm's statement of the fees billed for audit and non-audit related services, which statement shall specifically identify those fees required to be disclosed in the Company's annual proxy statement; (iv) satisfy itself as to the registered public accounting firm's independence, (v) obtain and review a report by the registered public accounting firm describing their internal quality control procedures and any material issues raised by the most recent internal quality review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years with respect to one or more independent audits carried out by the firm and any steps taken to deal with such issues and (vi) assess the performance of the lead partner on the audit team, taking into account the views of both the Company's management [and internal audit].

2. Ensure the rotation of the lead (or coordinating) audit partner and other significant audit partners as required by applicable laws, rules and regulations.

3. Establish clear hiring policies for employees or former employees of the registered public accounting firm proposed to be hired by the Company that meet applicable SEC regulations and stock exchange listing standards. In addition, on an annual basis, confirm that the registered public accounting firm is not disqualified from performing any audit service for the Company due to the fact that any of the Company's chief executive officer, chief financial officer, controller, chief accounting officer (or a person serving in an equivalent position) was employed by that registered public accounting firm and participated in any capacity in the

audit of the Company during the one-year period preceding the date of the initiation of the audit of the current year's financial statements.

4. Establish with the registered public accounting firm, the scope and plan of the work to be performed by the registered public accounting firm as part of the audit for the fiscal year.

5. Conduct separate periodic meetings with independent auditors and review regularly any difficulties experienced by the auditor in its dealings with the Company's management, including restrictions on the scope of the auditor's activities or access to information and any significant disagreements between management and the auditor.

6. Review all communications provided to the Committee by the registered public accounting firm in accordance with PCAOB Auditing Standard No. 16 including, without limitation, the auditors' evaluation of the quality of the Company's financial reporting, information relating to significant unusual transactions and the business rationale for such transactions and the auditors' evaluation of the Company's ability to continue as a going concern.

C. Financial Statements and Disclosure Matters

With respect to the Company's financial statements and other disclosure matters, the Committee shall:

1. Meet, review and discuss with management and the registered public accounting firm the Company's quarterly financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations.

2. Meet, review and discuss with management and the registered public accounting firm, the Company's annual audited financial statements and the report of the registered public accounting firm thereon and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations.

3. Meet, review and discuss with management the Company's earnings press releases with respect to the types of information to be disclosed and the types of presentations to be made.

4. If and when applicable, review and discuss with management the policies and practices of the Company with respect to (i) the use of non-GAAP financial measures (as defined in SEC rules) included in any periodic or other reports filed with the SEC, (ii) the use of non-GAAP financial measures in any public release of material information, whether by press release or otherwise, and (iii) the reconciliation of non-GAAP financial measures with the most directly comparable GAAP financial measures and other disclosures relating to non-GAAP financial measures required under SEC rules.

5. Review and discuss all material correcting adjustments identified by the registered public accounting firm in accordance with generally accepted accounting principles and SEC rules and regulations that are reflected in each annual and quarterly report that contains financial statements, and that are required to be prepared in accordance with (or reconciled to) generally accepted accounting principles under Section 13(a) of the Exchange Act and filed with the SEC.

6. Review and discuss all material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company with unconsolidated entities or other persons, that have or are reasonably likely to have a current or future effect on financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources, which are required to be disclosed in response to Item 303, Management's Discussion and Analysis of Financial Condition and Results of Operation, of Regulation S-K.

7. Discuss with management and the registered public accounting firm significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any judgments about the quality, appropriateness and acceptability of the Company's accounting principles, clarity of financial statement disclosures, significant changes in the Company's selection or application of accounting principles and any other significant changes to the Company's accounting principles and financial disclosure practices that are suggested by the registered public accounting firm or management.

8. Review and discuss with management, the registered public accounting firm, and the Company's counsel, as appropriate, any legal, regulatory or compliance matters that could have a significant impact on the Company's financial statements, including significant changes in accounting standards or rules as promulgated by the Financial Accounting Standards Board, the SEC or other regulatory authorities with relevant jurisdiction.

9. The review and discussions hereunder with respect to audits performed by the registered public accounting firm shall include the matters required to be discussed by the Accounting Board auditing standards then in effect. These matters would include the auditor's responsibility under generally accepted auditing standards, the Company's significant accounting policies, management's judgments and accounting estimates, significant audit adjustments, the auditor's responsibility for information in documents containing audited financial statements (e.g., MD&A), disagreements with management, consultation by management with other accountants, major issues discussed with management prior to retention of the auditor and any difficulties encountered in the course of the audit work.

10. Receive and review all other information required under the Exchange Act to be provided to the Committee by the registered public accounting firm including, without limitation, reports on (i) all critical accounting policies and practices used by the Company, (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the registered public accounting firm, and (iii) all other material written communications between the registered public accounting firm and management, such as any management letter or schedule of unadjusted differences.

11. Following completion of its review of the annual audited financial statements, recommend to the Board, if appropriate, that the Company's annual audited financial statements and the report of the registered public accounting firm thereon be included in the Company's annual report on Form 10-K filed with the SEC.

12. Based on reviews and discussions noted above, report regularly to the Board of Directors any issues of which it becomes aware of with respect to the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the

qualifications and independence of the Company's independent auditors and the performance of the independent auditors.

13. Prepare the Audit Committee report required under SEC rules and any other Committee reports required by applicable laws, rules and regulations.

D. Internal Controls and Compliance Matters

With respect to the Company's internal controls over financial reporting and compliance matters:

1. In consultation with management and the registered public accounting firm, review and assess the adequacy of the Company's system of internal controls and procedures for financial reporting and the procedures designed to assess, monitor and manage business risk and legal and ethical compliance programs.
2. When applicable, review and assess any disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Company's Forms 10-K and 10-Q about any significant deficiencies in the design or operation of internal controls over financial reporting or material weaknesses therein, and any fraud involving management or other employees who have a significant role in the Company's internal controls over financial reporting.
3. When applicable, review and discuss with management and the registered public accounting firm any major issues as to the adequacy of the design or operation of the Company's internal controls over financial reporting, any special steps adopted in light of significant deficiencies or material weaknesses therein and the adequacy of disclosures about changes in internal controls over financial reporting.
4. When applicable, review and discuss with management and the registered public accounting firm management's annual assessment of the Company's internal controls over financial reporting and the registered public accounting firm's attestation report thereon.
5. Establish and review procedures within the time period required by applicable law, rules and regulations for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

E. Other Miscellaneous Matters

The Committee shall also have responsibility to:

1. Review and discuss the Company's financial information and earnings guidance provided to analysts and rating agencies.
2. Review and approve all related-party transactions (i.e., those transactions required to be disclosed in response to Item 404 of Regulation S-K) for potential conflict of interest situations on an ongoing basis, unless otherwise delegated to another committee of the Board consisting solely of independent directors.

3. If required by applicable law, rules or regulations, review and approve (i) the adoption of and any change to or waiver of the Company's codes of business conduct and ethics applicable to directors, senior financial officers (including the principal executive officer, principal financial officer, principal accounting officer, controller, or persons performing similar functions) or employees, and (ii) any disclosure made in the manner permitted by SEC rules that is required to be made regarding such change or waiver, unless these duties are otherwise delegated to another qualified committee of the Board.
4. Discuss and evaluate the Company's policies with respect to risk assessment and risk management as well as the Company's significant areas of financial risk exposure and steps management has taken to monitor and control such exposures (including management's risk assessment and risk management policies).
5. Review with management and the registered public accounting firm the sufficiency in number and the quality of financial and accounting personnel of the Company.
6. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes or amendments the Committee deems appropriate.
7. Perform any other activities consistent with this Charter, the Company's By-laws and governing law as the Committee or the Board deems necessary or appropriate.

V. MINUTES AND REPORTS

Minutes of each Committee meeting will be kept and distributed to each member of the Committee and made available to other members of the Board of Directors. The chairperson shall report on the Committee's activities at Board meetings and periodically update the Board on material developments in the areas for which the Committee is responsible.

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