

	<h2>Audit Committee Charter</h2>
	Approved by: <b>The Audit Committee of the Board of Trustees</b>
Effective Date: <b>May 19, 2021</b>	Revision Date: <b>May 19, 2021</b>

- I. Purpose:** The purpose of the Audit Committee (the “Committee”) of the Board of Trustees (the “Board”) of Americold Realty Trust (the “Company”) is to assist the Board in its oversight of (1) the integrity of the Company’s financial statements, (2) the Company’s compliance with legal and regulatory requirements, (3) the independent auditors’ qualifications and independence, (4) the performance of the Company’s independent auditors, (5) the performance of the internal audit function, and (6) the Company’s compliance with its adopted ethical standards.

The Committee’s role is one of oversight. It is the responsibility of the management of the Company to prepare financial statements in accordance with generally accepted accounting principles and of the independent auditors to audit those financial statements. It is not the responsibility of the Committee to plan or conduct audits or to determine that the Company’s financial statements are complete and accurate or are in compliance with generally accepted accounting principles.

- II. Authority:** The Committee has authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to:

- A. Appoint, compensate, and oversee the work of any registered public accounting firm employed by the organization.
- B. Resolve any disagreements between management and the auditor regarding financial reporting.
- C. Pre-approve all auditing and non-auditing services performed by the independent auditors.
- D. Retain Independent counsel, accountants, or others to advise the committee or assist in the conduct of an investigation.
- E. Seek any information it requires from employees, all of whom are directed to cooperate with the Committee’s requests or external parties.
- F. Meet with company officers, external auditors, or outside counsel, as necessary.

- III. Composition:** The Committee shall be comprised of not less than three members of the Board. Subject to any applicable “phase in” provisions relating to the composition of the Committee that are available to the Company under applicable listing standards of the New York Stock Exchange (“NYSE”) or applicable law, each member of the Committee

shall be independent in accordance with the requirements of Rule 10A-3 of the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules of the NYSE and must be financially literate, as determined by the Board. Additionally, 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.

At least one member of the Committee must have accounting or related financial management expertise, as determined by the Board in its business judgment, and at least one member of the Committee must be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K, or any successor provision. A person who satisfies this definition of audit committee financial expert will also be presumed to have accounting or related financial management expertise.

Committee members shall not serve on the audit committee of more than two other public companies.

Each member of the Committee shall be appointed and serve at the discretion of the Board, based on recommendations from the Nominating and Corporate Governance Committee. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death and may be removed by the Board at any time with or without cause. Any vacancies on the Committee shall be filled by the Board. The Board shall designate a Chairperson of the Committee.

- IV. Meetings and Operations:** The Committee will meet at least once during each fiscal quarter, with additional meetings to be held when deemed necessary or desirable. Meetings may be called by the Chairperson of the Committee or at the request of the Board. The Chairperson will, in conjunction with the members of the Committee and appropriate members of management, establish the meeting calendar and set the agenda for each meeting. The Committee must meet separately, periodically, with management, with the independent auditor, and with the internal auditor (or other personnel responsible for the internal audit function).

The Committee may request that any trustees, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests.

The Committee shall maintain minutes or other records of meetings and activities of the Committee. Following each of its meetings, the Committee shall report on the meeting to the Board.

- V. Responsibilities and Duties:** The Committee shall have the following responsibilities and duties:

**A. Financial Reporting and Disclosure**

1. Oversee the accounting and financial reporting processes of the Company and the audits of the financial statements.
2. Meet to review and discuss with management and the independent auditors the Company’s annual audited financial statements and quarterly financial statements, including the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

The Committee will discuss, as applicable: (a) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (b) analyses prepared by management and/or the independent auditors 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 GAAP methods on the financial statements, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company. Approve quarterly and annual financial statements for filing with the SEC.

3. Discuss with management in general terms earnings press releases (including the use of "pro forma" or "adjusted non-GAAP information") as well as other financial information, such as earnings guidance, provided to analysts and rating agencies.
4. Produce the report required to be prepared by the Committee pursuant to the rules of the SEC for inclusion in the Company's annual proxy statement.

**B. Company Policies and Compliance:**

1. Establish policies governing the hiring by the Company of any current or former employee of the Company's independent auditors.
2. Discuss with the Company's General Counsel (or, in the absence of a General Counsel, the Company's Deputy General Counsel) any significant legal, compliance, or regulatory matters that may have a material impact on the Company's financial statements.
3. Review and discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
4. Oversee the Company's risk management efforts, including the allocation of risk management functions among the Board and its committees. Discuss guidelines and policies to govern the process by which risk assessment and risk management is undertaken and handled.
5. Oversee the Company's Policy on Related Party Transactions and review and approve, ratify or disapprove all related party transactions as required by such policy.
6. The Chairperson of the Committee shall (a) assess whether there exists a real or perceived conflict of interest involving a trustee, including with respect to any business opportunity, and shall make recommendations to the Audit Committee and to the full Board with respect to such conflict of interest transactions, and (b) determine which actions shall be considered to be

prohibited by the Code of Conduct and Ethics for Members of the Board of Trustees and which actions shall not be considered to be prohibited by that Code. The Audit Committee may grant waivers under this Code after disclosure of all material facts by the trustee seeking the waiver.

7. Oversee, review, and periodically assess the design and effectiveness of the Company's business conduct and compliance programs, including the Code of Conduct and Ethics. In that regard, the Committee may, to the extent necessary or appropriate:
  - a Receive and review periodic compliance reports from the Company's General Counsel or Compliance Officer.
  - b Review and address as appropriate issues that arise with respect to the effectiveness of such programs and discuss with the General Counsel or Compliance Officer any significant legal, compliance, or regulatory matters that may have a material impact on the Company's compliance policies.
  - c Receive, in its discretion, reports from management on the Company's compliance and regulatory programs, and any activities, actions, communications or disputes arising in connection with such programs.
8. 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, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
9. The Committee shall review and approve the Company's Accounting Whistleblower and Non-Retaliation Policy and shall, in coordination with the General Counsel (or, in the absence of a General Counsel, the Company's Deputy General Counsel), respond to and resolve such complaints or concerns and report to the full Board on such on at least a quarterly basis.

**C. Independent Auditors:**

1. Determine whether to appoint, retain, or terminate the Company's independent auditors, including sole authority to approve all audit engagement fees and terms and to pre-approve all audit, permitted non-audit and tax services to be provided by the independent auditors, and the Company's independent auditors shall report directly to the Committee. The Committee will monitor and evaluate the qualifications, performance, and independence of the independent auditors on an ongoing basis, and will oversee the work of the independent auditors (including resolving disagreements between management and the auditor regarding financial reporting). In conducting such evaluations, the Committee will:
  - a. At least annually, obtain and review a report by the independent auditors describing: (a) the auditors' internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review

or peer review of the auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditors, and any steps taken to deal with any such issues; and (c) all relationships between the independent auditors and the Company and any affiliates, including information the Company determines is required to be disclosed in the Company's proxy statement as to services for audit and non-audit services provided to the Company and those disclosures consistent with Ethics and Independence Rule 3526, Communication with Audit Committees Concerning Independence, of the Public Company Accounting Oversight Board (the "PCAOB"), and the Committee will consider any such relationship in assessing the independence of the auditors.

- b.** Discuss with the independent auditors any disclosed relationships or services that may impact the objectivity or independence of the independent auditors.
  - c.** Review and evaluate the qualifications, performance, and independence of the lead partner of the independent auditors.
  - d.** Take into account the opinions of management and the internal auditors.
  - e.** Discuss with management the timing and process for implementing the rotation of the lead audit partner, the concurring partner, and any other active audit engagement team partner and consider whether there should be a regular rotation of the audit firm itself.
  - f.** Periodically, normally on an annual basis, discuss with the independent auditors any material written communications between the independent auditors and management, such as any "management" letter or schedule of unadjusted differences.
  - g.** The Committee will present to the Board for its information its findings and conclusions with respect to these matters at least annually.
- 2.** Discuss with the independent auditors on at least an annual basis the matters required to be discussed by Auditing Standard No. 16, Communications with Audit Committees, of the PCAOB, as it may be modified or supplemented, as well as any problems or difficulties the auditors encountered in the course of the audit work, including any restrictions on the scope of the independent auditors' activities or access to requested information, and any significant disagreements with management, and management's response. Among the items the Committee will consider discussing with the independent auditors are: any accounting adjustments that were noted or proposed by the independent auditors but were "passed" (as immaterial or otherwise); any communications between the audit team and the independent auditor's national office with respect to auditing or accounting issues presented by the engagement; and any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the Company.

3. Keep the Company's independent auditors informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company in accordance with Audit Standard No. 18, Related Parties, of the PCAOB, as it may be modified or supplemented; and to review and discuss with the Company's independent auditors the auditor's evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.
4. Discuss with management and, as appropriate, the independent auditors periodically, normally on at least an annual basis:
  - a. The independent auditors' annual audit scope and plan and risk assessment.
  - b. The form of independent auditors' report on the annual financial statements and matters related to the conduct of the audit under generally accepted auditing standards.
  - c. Any report on the Company's internal control over financial reporting and the independent auditor's attestation relating thereto, prior to such documents being included in any Annual Report on Form 10-K.
  - d. All critical accounting policies and practices.
5. Obtain assurance from the independent auditors that the audit of the Company's financial statements was conducted in a manner consistent with Section 10A of the Exchange Act of 1934.
6. Provide the independent auditors and the internal auditors (if implemented) with access to the Board, including access without representatives of the Company's management present.

#### **D. Internal Controls**

1. Consider the effectiveness of the company's internal control system, including information technology security and control.
2. Understand the scope of internal and external auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.

#### **E. Internal Audit**

1. The Committee shall:
  - a. Review and concur with management's appointment, termination or replacement of the head of the internal audit function and the selection of vendors for any outsourcing of the internal audit function.

- b. Review the resources, adequacy, authority and independence of the internal audit function.
- c. Review proposed internal audit plans and the results of internal audits and examinations conducted by the internal audit function.
- d. Approve the internal audit charter.
- e. At least once per year, review the performance of the chief audit executive.
- f. On a regular basis, meet separately with the chief audit executive to discuss any matters that the committee or internal audit believes should be discussed privately.

**F. General**

- 1. Report regularly to the Board summarizing the Committee's actions and any significant issues considered by the Committee, including any issues as to the quality or integrity of the Company's financial statements, the performance and independence of the Company's independent auditors, or the performance of the Company's internal audit function.
- 2. Annually review the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- 3. Annually evaluate the performance of the Committee.
- 4. Perform any other responsibilities the Board specifically delegates to the Committee, in each case subject to the limitations on the Board or any committee thereof contained in the Company's Articles of Amendment and Restatement, Bylaws or the Maryland Code, as each is in effect from time to time.

**VI. Delegation to Subcommittee:** The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. The Committee may, in its discretion, delegate to one or more of its members the authority to pre-approve any audit or non-audit services to be performed by the independent auditors. Any actions taken pursuant to any such delegations shall be reported to the Committee at its next scheduled meeting.

**VII. Resources and Authority of the Committee:** The Committee will have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel, advisors, accountants or other experts, as it deems appropriate to carry out its duties, without seeking approval of the Board or management.