

## SNAP INC.

### CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

APPROVED BY THE BOARD OF DIRECTORS  
MAY 16, 2019

---

#### PURPOSE

The purpose of the Audit Committee of Snap Inc. is to:

- help the Board of Directors oversee Snap Inc.'s corporate accounting and financial reporting processes, systems of internal control, and financial-statement audits;
- manage the selection, engagement terms, fees, qualifications, independence, and performance of the registered public accounting firms engaged as Snap Inc.'s independent outside auditors for the purpose of preparing or issuing an audit report or performing any services;
- review any reports or disclosures required by applicable rules and regulations of the Securities and Exchange Commission (the "SEC") and applicable stock exchange;
- oversee the organization and performance of Snap Inc.'s internal audit function; and
- provide regular reports and information to the Board with respect to material issues.

The Audit Committee will maintain and foster an open avenue of communication with Snap Inc.'s management, internal audit, and independent auditors. It will also be responsible for any additional duties and responsibilities that the Board mandates.

#### COMPOSITION

The members of the Audit Committee, including the Chair, will be appointed by and serve at the discretion of the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee.

The Committee will be made up of at least three members of the Board. Each member of the Committee will satisfy:

- the independence and financial-literacy requirements imposed by the SEC and any applicable stock exchange;
- any other qualifications determined by the Board from time to time; and
- at least one member of the Committee will satisfy the applicable financial-sophistication requirements and any other requirement for accounting or related financial management expertise as determined by the Board and required by the SEC and any applicable stock exchange.

#### AUTHORITY

The Audit Committee will have access to all books, records, facilities, and Snap Inc. personnel as deemed necessary or appropriate by any member of the Audit Committee. If the Audit Committee concludes that it must retain legal, accounting, or other outside advisors, it may do so

and determine compensation for those advisors at the expense of Snap Inc. The Audit Committee may also pay any ordinary administrative expenses it deems appropriate in carrying out its duties at the expense of Snap Inc.

The Audit Committee may form and delegate authority to one or more subcommittees. By delegating an issue to a subcommittee, the Audit Committee does not surrender any authority over that issue. Although the Audit Committee may act on any issue that has been delegated to a subcommittee, doing so will not limit or restrict future action by the subcommittee on any matters delegated to it. Any action or decision of a subcommittee, including the preapproval of audit or nonaudit services, will be presented to the full Audit Committee at its next scheduled meeting. By approving this charter, the Board delegates authority to the Audit Committee with respect to these responsibilities.

## **RESPONSIBILITIES**

The Audit Committee will oversee Snap Inc.'s financial-reporting process on behalf of the Board. The independent auditors and any other registered public accounting firm engaged for the financial reporting process will report directly to the Audit Committee and be accountable to it. The Audit Committee's responsibilities are a guide and should remain flexible to account for changing circumstances and needs. The Audit Committee may supplement its duties as appropriate and establish policies and procedures consistent with applicable rules and regulations.

### ***Auditor Management:***

**1. Hiring and Selecting Auditors.** The Audit Committee will retain and determine the fees of any independent auditors. In addition, the Audit Committee may replace any existing independent auditors with a different public accounting firm.

**2. Approving Audit and Non-Audit Engagements.** The Audit Committee will review audit plans, audit scope, the adequacy of staffing, the fees to be paid to independent auditors, and oversee the negotiation and execution of any engagement letters on behalf of Snap Inc. The Audit Committee will oversee the rotation of the independent auditors' partners on Snap Inc.'s audit engagement team as required by applicable rules and regulations. The Audit Committee will approve all audit and non-audit related services that the independent auditors provide to Snap Inc. before the engagement begins, unless applicable rules and regulations allow otherwise. The Audit Committee may establish pre-approval policies and procedures or delegate pre-approval authority to one or more Audit Committee members as permitted by applicable rules and regulations.

**3. Auditor Independence.** At least annually, the Audit Committee will assess the qualifications, performance, and independence of the independent auditors, or in the case of prospective independent auditors, before they are engaged. That assessment will include reviewing written disclosures from any independent auditors regarding any relationships they have that may affect independence, as defined by applicable rules and regulations. The Audit Committee will review a written statement from any independent auditors affirming their independence, and assess, consider, and discuss with them any potential relationships concerning their objectivity and independence.

**4. Former Employees of Auditors.** The Audit Committee will oversee the policies and procedures as required by applicable rules and regulations governing how Snap Inc. may employ individuals who are or once were employed by the Auditors.

***Financial Review and Disclosure:***

**5. Annual Audit Results.** The Audit Committee will review with Snap Inc. management and the independent auditors the results of the annual audit, including:

- the independent auditors' assessment of the quality of Snap Inc.'s accounting principles and practices;
- the independent auditors' views about qualitative aspects of Snap Inc.'s significant accounting practices, the reasonableness of significant judgments, and estimates (including material changes in estimates and analyses of the effects of alternative generally accepted accounting principles ("GAAP") methods on the financial statements);
- all known and likely misstatements identified during the audit (other than those the independent auditors believe to be trivial);
- the adequacy of the disclosures in the financial statements; and
- any other matters that the independent auditors must communicate to the Audit Committee under applicable accounting or auditing standards.

**6. Audited Financial Statement Review; Quarterly and Annual Reports.** The Audit Committee will review the annual audited financial statements and quarterly financial statements with Snap Inc. management and the independent auditors. The Audit Committee will be responsible for recommending to the Board whether the proposed annual audited financial statements should be included in Snap Inc.'s Annual Report on Form 10-K.

**7. Earnings Announcements.** The Audit Committee will review and discuss with Snap Inc. management and the independent auditors any earnings press releases and other financial information regarding Snap Inc.'s results of operations.

**8. Proxy Report.** The Audit Committee will oversee the preparation of any report required by applicable rules and regulations to be included in Snap Inc.'s annual proxy statement.

**9. Accounting Principles and Policies.** The Audit Committee will review and discuss with Snap Inc. management and the independent auditors significant issues regarding accounting principles and financial-statement presentation, including:

- critical accounting policies and practices;
- alternative accounting policies available under GAAP;
- the potential impact on Snap Inc.'s financial statements of alternative treatments; and

- any other significant reporting issues and judgments, significant regulatory, legal, and accounting initiatives, or developments that may have a material impact on Snap Inc.'s financial statements, compliance programs, and policies.

The Audit Committee will review with the independent auditors and Snap Inc. management, if appropriate, any written communication, such as any management letter or internal-control letter, before the independent auditors issue it and before management responds to the communication.

**10. Management Cooperation with Audit.** The Audit Committee will evaluate Snap Inc. management's cooperation with the independent auditors during their audit examination, including any significant difficulties or disagreements encountered during the audit, if any. The Audit Committee will resolve any conflicts or disagreements regarding financial reporting.

***Internal Control and Procedures:***

- **Risk Assessment and Management.** The Audit Committee will review and discuss with Snap Inc. management and the independent auditors Snap Inc.'s policies on financial risk management and assessment. The Audit Committee will provide regular reports to the Board about material issues affecting the quality or integrity of Snap Inc.'s financial statements, compliance with legal or regulatory requirements, the performance or independence of the independent auditors, the performance of Snap Inc.'s internal audit function, and other matters as the Audit Committee deems appropriate.

- **Internal Auditors.** The Audit Committee will review the audit plan of Snap Inc.'s Internal Audit team and discuss with that team the adequacy and effectiveness of Snap Inc.'s scope, staffing, and general audit approach. The Audit Committee will review any significant reports prepared by Snap Inc.'s internal auditors, as well as management's response. The head of the internal auditors will also report to and be evaluated by the Audit Committee.

- **Internal Control over Financial Reporting; Disclosure Controls.** The Audit Committee will confer with Snap Inc. management and the independent auditors concerning the scope, design, adequacy, and effectiveness of internal control over financial reporting and Snap Inc.'s disclosure controls and procedures. The Audit Committee will review reports on significant findings and recommendations with respect to internal controls over financial reporting, together with management responses and any special audit steps adopted in light of any material control deficiencies. Periodically, the Audit Committee will meet in separate sessions with the independent auditors, Snap Inc.'s internal auditors, and Snap Inc. management to discuss any matters that any of these parties believe should be discussed privately with the Audit Committee.

- **Correspondence with Regulators.** The Audit Committee will consider and review with Snap Inc. management, the independent auditors, and outside advisors or accountants any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding Snap Inc.'s financial statements or accounting policies.

- **Internal Control Report.** At least annually, the Audit Committee will review a report by the independent auditors describing any material issues raised by (i) that firm's internal quality-control review, (ii) any peer review of the firm's internal quality-control review, or (iii) any inquiry or investigation by governmental or professional authorities conducted in the last five years of any audit performed by the independent auditors. As part of this annual review, the independent auditors' report will also describe any steps taken to address the issues raised.
- **Complaint Procedures.** The Audit Committee is responsible for overseeing procedures for receiving, retaining, and investigating:
  - complaints received by Snap Inc. regarding accounting, internal accounting controls, or auditing matters and the confidential; and
  - confidential and anonymous submissions by employees concerning questionable accounting or auditing matters.
- **Ethical Compliance.** The Audit Committee will review the results of management's efforts to monitor compliance with Snap Inc.'s programs and policies adhering to applicable laws and rules, including Snap Inc.'s Code of Conduct.
- **Related Party Transactions.** The Audit Committee will review and approve, in accordance with Snap Inc.'s policies, any related party transaction as defined by applicable rules and regulations.
- **Cybersecurity and Privacy.** The Audit Committee will annually review with Snap Inc. management Snap Inc.'s cybersecurity and data privacy rules.

***Other Matters:***

- **Annual Audit Committee Evaluation.** The Audit Committee will annually evaluate its performance and the adequacy of this charter.
- **Other Legal and Finance Matters.** The Audit Committee will review with Snap Inc. management legal and regulatory compliance and any actual, pending, or threatened legal or financial matters that could significantly affect Snap Inc.'s business or financial statements.

The Committee's responsibility is one of oversight. The members of the Audit Committee are not Snap Inc. employees, and they do not perform management's or any independent auditors' functions. The Audit Committee relies on the expertise and knowledge of management, the internal auditors, and any independent auditors in carrying out its oversight responsibilities. Snap Inc. management is responsible for preparing accurate and complete financial statements in accordance with GAAP, crafting periodic reports, and establishing and maintaining appropriate accounting principles and financial reporting policies and satisfactory internal control over financial reporting. The independent auditors will audit Snap Inc.'s annual consolidated financial statements and the effectiveness of Snap Inc.'s internal control over financial reporting and review Snap Inc.'s quarterly financial statements. It is not the Audit Committee's responsibility to prepare or certify Snap Inc.'s financial statements, guarantee the audits or reports of the independent

auditors, certify as to whether any independent auditors are “independent” under applicable rules, or ensure that the financial statements or periodic reports are complete and accurate, conform to GAAP, or otherwise comply with applicable laws and Snap Inc.’s policies.

## **MEETINGS AND MINUTES**

The Audit Committee will meet whenever its members deem a meeting necessary or appropriate. The Audit Committee will meet at least quarterly, but may meet more frequently if its members deem doing so necessary or appropriate. The Audit Committee will determine where and when to meet and provide this schedule in advance to the Board.

Unless otherwise directed by the Audit Committee, each regularly scheduled meeting will conclude with an executive session that excludes members of management. As part of its responsibility to foster open communication, the Audit Committee will meet periodically with management, personnel in charge of the internal-audit function, and the independent auditors in separate executive sessions.

The Audit Committee will maintain written minutes of its meeting and regularly report to the Board on its actions and recommendations. The Audit Committee may act by unanimous written consent; when it does so, those actions will be filed in the minute book.