

AUDIT COMMITTEE CHARTER

PURPOSE

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Cloudera, Inc. (“**Cloudera**”) is to assist the Board in fulfilling its statutory and fiduciary oversight responsibilities relating to Cloudera’s financial accounting, reporting and controls. The Committee’s principal functions are to assist the Board in its oversight of:

- the integrity of accounting and financial reporting processes of Cloudera and the audits of the financial statements of Cloudera;
- the periodic reviews of the adequacy of the accounting and financial reporting processes and systems of internal control that are conducted by Cloudera’s independent auditors (the “**Independent Auditors**”) and Cloudera’s financial and senior management;
- the qualifications, independence and performance of the Independent Auditors;
- risk assessment and risk management;
- the performance of Cloudera’s internal audit function; and
- compliance by Cloudera with legal and regulatory requirements.

The Committee will also serve as the “qualified legal compliance committee” of Cloudera within the meaning of Part 205 of Chapter II of Title 17 of the Federal Register (“**Part 205**”) (in such capacity, the “**QLCC**”).

This charter (the “**Charter**”) sets forth the authority and responsibility of the Committee in fulfilling its purpose. The function of the Committee is primarily one of oversight. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that Cloudera’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of Cloudera’s management and the Independent Auditors.

MEMBERSHIP

The Committee will consist of three or more members of the Board, with the exact number determined by the Board. Each member of the Committee will:

- be an “independent director” as defined under the applicable rules, regulations and listing requirements of The New York Stock Exchange Market, as amended from time to time (the “**Exchange Rules**”), except as may otherwise be permitted by the Exchange Rules;
- be “independent” as defined in Section 10A(m) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and Rule 10A-3 and any other rules and regulations promulgated by the Securities and Exchange Commission (the “**Commission**”) under the Exchange Act (the “**Commission Rules**”), except as may otherwise be permitted by the Commission Rules;
- not have participated in the preparation of the financial statements of Cloudera or any current subsidiary of Cloudera at any time during the past three years;
- have the ability to read and understand fundamental financial statements and meet the financial sophistication and experience requirements of the Exchange Act, the Commission Rules and the Exchange Rules;
- be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member; and

- meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

In addition, at least one member of the Committee will have prior experience in accounting, financial management or financial oversight, as required by the Exchange Rules, and qualify as an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K promulgated by the Commission.

All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the “**Chair**”); if the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings. Members of the Committee may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee.

RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee in serving the purposes outlined in the “Purpose” section of this Charter are set forth below. These duties are set forth as a guide with the understanding that the Committee will carry them out in a manner that is appropriate given Cloudera’s needs and circumstances. The Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

The Committee will:

Financial Statements and Disclosures

1. Review and discuss with management, Cloudera’s quarterly results and discuss the related earnings press release prior to distribution to the public. Periodically discuss on a general basis with management the type of information to be disclosed and type of presentation to be made regarding released financing information.
2. Review Cloudera’s quarterly and annual financial statements, as well as analyses prepared by management 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.
3. In connection with the Committee’s review of the annual financial statements:
 - discuss with the Independent Auditors and management the financial statements and the results of the Independent Auditors’ audit of the financial statements;
 - discuss any items required to be communicated by the Independent Auditors in accordance with the applicable requirements of the Public Company Accounting Oversight Board (the “**PCAOB**”). These discussions should include an overview of the planned scope and timing of the audit, the Independent Auditors’ judgments about the quality and appropriateness of Cloudera’s accounting principles, the reasonableness of significant judgments, the clarity of the disclosures in Cloudera’s financial statements, the representations the Independent Auditors are requesting from Cloudera’s management, any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
 - discuss with Cloudera’s management and the Independent Auditors Cloudera’s selection, application and disclosure of critical accounting policies and practices; and

- review Cloudera’s specific disclosure under Management’s Discussion and Analysis of Financial Condition and Operation.
4. Recommend to the Board whether the annual financial statements should be included in Cloudera’s Annual Report on Form 10-K.
 5. In connection with the Committee’s review of the quarterly financial statements:
 - discuss with the Independent Auditors and Cloudera’s management the results of the Independent Auditors’ SAS No. 100, *Interim Financial Information* (Codification of Statements on Auditing Standards, AU § 722) or similar review of the quarterly financial statements;
 - discuss significant issues, events and transactions and any significant changes regarding accounting principles, practices, policies, judgments or estimates with Cloudera’s management and the Independent Auditors; and
 - review Cloudera’s specific disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations.
 6. Discuss on a general basis the type of information to be disclosed and type of presentation to be made regarding financial information and earnings guidance to analysts and rating agencies, including, in general, the types of information to be disclosed and the types of presentation to be made (paying particular attention to the use of “pro forma” or “adjusted” non-GAAP information). Review the effects of regulatory and accounting initiatives, as well as off-balance sheet transactions and structures, on the financial statements of Cloudera.

Internal Controls

7. Periodically discuss with Cloudera’s principal accounting officer and principal in-house legal counsel the function of Cloudera’s disclosure controls and procedures and any disclosure committee that may be established by Cloudera. Discuss with Cloudera’s Chief Executive Officer and Chief Financial Officer their conclusions regarding the effectiveness of Cloudera’s disclosure controls and procedures.
8. Review and discuss with the Independent Auditors and Cloudera’s management their periodic reviews of the adequacy of Cloudera’s accounting and financial reporting processes and systems of internal control, including any significant deficiencies and material weaknesses in their design or operation and any special audit steps or changes adopted in light of any material control deficiencies.
9. Review any fraud involving management or any employee of Cloudera with a significant role in Cloudera’s internal controls over financial reporting that are disclosed to the Committee
10. Discuss any comments or recommendations of the Independent Auditors outlined in their annual management letter or internal control reports. If appropriate, approve a schedule for implementing any recommended changes and monitor compliance with the schedule.
11. Periodically consult with the Independent Auditors out of the presence of Cloudera’s management about internal controls, the fullness and accuracy of Cloudera’s financial statements and any other matters that the Committee or the Independent Auditor believe should be discussed privately with the Committee.
12. Meet separately, periodically, with management and with internal auditors (or other personnel responsible for the internal audit function).
13. Review with management Cloudera’s major financial risk exposures and the steps management has taken to monitor such exposures, including Cloudera’s procedures and any related policies, with respect to risk assessment and risk management.

14. Establish procedures for (i) the receipt, retention and treatment of complaints received by Cloudera regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential anonymous submission by employees of Cloudera of concerns regarding questionable accounting or auditing matters. Oversee the review of any such complaints and submissions that have been received consistent with Cloudera's whistleblower policy, including the current status and the resolution if one has been reached.

15. Oversee the activities of the internal audit function within Cloudera.

16. In its capacity as QLCC, the Committee (to the extent that terms used in the following description of the responsibilities of the QLCC are defined in Part 205, those terms will be similarly defined herein):

- will adopt written procedures for the confidential receipt, retention, and consideration of any report of evidence of a material violation under 17 CFR 205.3; and
- has the authority and responsibility, acting by majority vote, to take all other appropriate action, including the authority to notify the Commission in the event that Cloudera fails in any material respect to implement an appropriate response that the Committee has recommended.

Independent Auditors

17. Be directly responsible for the selection, compensation, retention and oversight of the work of the Independent Auditors (including resolution of disagreements between management and the auditor regarding financial reporting). The Independent Auditors will report directly to the Committee.

18. Review the continuing independence of the Independent Auditors, including:

- obtaining and reviewing, on an annual basis, a letter from the Independent Auditors describing all relationships between the Independent Auditors and Cloudera required to be disclosed by the applicable requirements of the PCAOB;
- reviewing and discussing with the Independent Auditors their independence, including the nature and scope of any such relationships;
- overseeing the rotation of the Independent Auditors' lead audit and concurring partners and the rotation of other audit partners, with applicable time-out periods, in accordance with applicable law; and
- taking, or recommending that the Board take, appropriate action to oversee the independence of the Independent Auditors, including discontinuing any relationships that the Committee believes compromises the independence of the Independent Auditors.

19. Approve Cloudera's hiring of employees or former employees of the Independent Auditors, as required by regulations and by applicable listing standards.

20. Review the Independent Auditors' annual audit plan, scope of audit activities and staffing, as well as monitor such plan's progress.

21. Approve the fees and other compensation to be paid to the Independent Auditors, and pre-approve all audit and non-audit related services provided by the Independent Auditors permitted by the Exchange Rules, Commission Rules and applicable law or regulation. The Committee may establish pre-approval policies and procedures, as permitted by the Exchange Rules, Commission Rules and applicable law, for the engagement of the Independent Auditors to render services to Cloudera, including without limitation policies that would allow the delegation of pre-approval authority to one or more members of the Committee, provided that any pre-approval decision is reported to the Committee at its next scheduled meeting. The Committee will receive certain disclosure, documentation and discussion of non-prohibited tax services by the Independent Auditors based on applicable requirements of the PCAOB.

The Committee will not engage the Independent Auditors to perform non-audit services proscribed by the Exchange Rules, Commission Rules and applicable law or regulation.

22. Review and discuss with the Independent Auditors the reports delivered to the Committee by the Independent Auditors regarding:

- critical accounting policies, estimates and practices used;
- alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of the alternatives, and the treatment preferred by the Independent Auditors;
- other material written communications between the Independent Auditors and Cloudera's management, such as any management letter or schedule of unadjusted differences; and
- any matters to be communicated to the Committee under generally accepted auditing standards and other legal or regulatory requirements.

23. Conduct an annual review of the Independent Auditor's report describing its internal quality control procedures; any material issues raised within the preceding five years respecting one or more independent audits carried out by the firm and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the Independent Auditor and Cloudera.

General

24. On a regular basis, review the status of any legal matters that could have a significant impact on Cloudera's financial statements.

25. Annually prepare a report to Cloudera's stockholders for inclusion in Cloudera's annual proxy statement as required by the Commission Rules.

26. Review and approve any proposed transaction between Cloudera and any related party (other than transactions that are subject to review by the Board as a whole or any other committee of the Board) in which a member of the Nominating and Governance Committee is an interested party, as defined by applicable law, the Commission Rules and the Exchange Rules.

27. Consider waivers of the Code of Business Conduct and Ethics (other than transactions that are subject to review by the Board as a whole or any other committee of the Board) with respect to Cloudera's executive officers, including the principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, and directors (other than where the potential waiver involves a member of the Committee, in which event such waiver shall be subject to the review of the Board) and retain authority to grant any such waivers.

28. Perform any other activities required by applicable law, rules or regulations, including the Commission Rules and the Exchange Rules, and take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose.

STUDIES AND ADVISORS

The Committee, in discharging its responsibilities, may conduct, direct, supervise or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full and unrestricted access to all books, records, documents, facilities and personnel of Cloudera. The Committee has the sole authority and right, at the expense of Cloudera, to retain legal and other consultants, accountants, experts and advisors of its choice to assist the Committee in connection with its functions, including any studies or

investigations. The Committee will have the sole authority to approve the fees and other retention terms of such advisors. Cloudera will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any legal and other consultants, accountants, experts and advisors retained by the Committee; and
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

MEETINGS, ACTIONS WITHOUT A MEETING AND STAFF

Meetings of the Committee will be held at least once each quarter or more frequently, as determined appropriate by the Committee. The Chair, in consultation with the other member(s) of the Committee, will set the dates, times and places of such meetings. The Chair or any other member of the Committee may call meetings of the Committee by notice in accordance with Cloudera's Bylaws. A quorum of the Committee for the transaction of business will be a majority of its members. Subject to the requirements of this Charter, applicable law, the Exchange Rules and the rules and regulations of the Commission, the Committee and the Chair may invite or exclude any director, executive or employee of Cloudera, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting.

MINUTES AND REPORTS

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The Chair will report to the Board from time to time with respect to the activities of the Committee, including on significant matters related to the Committee's responsibilities and the Committee's deliberations and actions. The minutes of the Committee and actions by the unanimous written consent of the Committee members will be made available to the other members of the Board.

COMPENSATION

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair. Such fees may include retainers or per meeting fees and will be paid in such form of consideration as is determined by the Board in accordance with applicable law, the Exchange Rules and the Commission Rules.

REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER

The Committee will evaluate the Committee's composition and performance on an annual basis and submit a report to the Board. The Committee also will review and reassess the adequacy of this Charter annually, and recommend to the Board any changes the Committee determines are appropriate.

SUBCOMMITTEES

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.

PUBLICATION

Cloudera will make this Charter freely available to stockholders on request and, provided that Cloudera is subject to the periodic reporting requirements of the Exchange Act, will publish it on Cloudera's website.

* * *

This Charter was approved by the Board on March 28, 2017.