



Anaplan, Inc.

Audit Committee Charter

A. Purpose

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Anaplan, Inc. (the “**Company**”) is to assist the Board with its oversight of:

- the integrity of the Company’s accounting and financial reporting processes and the audit of the Company’s financial statements,
- the Company’s compliance with legal and regulatory requirements,
- the qualifications, independence, and performance of the Company’s independent registered public accounting firm (the “**independent auditor**”), and
- the assessment and management of risks associated with the Company’s internal accounting and financial controls.

This Charter sets forth the composition, authority, and responsibilities of the Committee.

The Committee’s responsibility is one of oversight. The members of the Committee are not employees of the Company, and they do not perform, or represent that they perform, the functions of management or the independent auditors.

B. Composition

1. **Membership and Appointment.** The Committee shall be composed of at least three Board members, with the exact number determined by the Board. The Board may designate a chairperson of the Committee. The Board retains the sole authority to appoint and remove each member of the Committee. Each member shall serve until his or her resignation, retirement or removal by the Board and/or until his or her successor is appointed.
2. **Qualifications.** Each member of the Committee must meet the following qualifications and any criteria required by the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and the Securities and Exchange Commission (the “**SEC**”).
 - Each member will be (i) an “independent director” as defined under the rules of the New York Stock Exchange (the “**NYSE**,”) as such may be amended from time to time (the “**Rules**”), and (ii) “independent” as set forth in Rule 10A-3(b)(1) promulgated under the Exchange Act.
 - Each member will be able to read and understand fundamental financial statements and otherwise must comply with all financial literacy requirements of the Rules.
 - At least one member should be an “audit committee financial expert” under the Exchange Act.

- No member of the Committee may simultaneously serve on the audit committees of more than three public companies (including the Company), unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and the Company discloses such determination in its proxy statement for the annual meeting of stockholders.

C. Responsibilities and Duties

In addition to the responsibilities and duties expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable Rules.

1. Review Responsibilities

- **Internal Controls.** Review and discuss with management and the independent auditor the design, implementation and maintenance of the Company's internal controls, including the adequacy and effectiveness, significant deficiencies or material weaknesses in those controls reported by the independent auditor or management and any special audit steps adopted in light of any material control deficiencies, and any fraud, whether or not material, that involves management or other Company employees who have a significant role in the Company's internal controls. Review before release the disclosure regarding such system of internal controls required under SEC rules to be contained in the Company's periodic filings and the attestations or reports by the independent auditors relating to such disclosure.
- **Disclosure Controls and Procedures.** Review and discuss the adequacy and effectiveness of the Company's disclosure controls and procedures. Review the attestations or reports by the independent auditors relating to disclosure controls and procedures.
- **Review and Oversight of External Audit.** Review and provide oversight of the external audit and monitor and discuss with management: (i) the independent auditor's annual audit plan and scope of audit activities and monitor such plan's progress; (ii) the scope and timing of the annual audit of the Company's financial statements; (iii) the results of the independent audit and the quarterly reviews of the Company's financial statements, and the independent auditor's opinion on the audited financial statements; (iv) major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; (v) analyses prepared by management or the independent auditor 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 generally accepted accounting principles ("**GAAP**") methods on the financial statements; (vi) any problems or difficulties the independent auditor encountered in the course of its audit work, including any restrictions on the scope of the auditor's activities or on access to requested information, any significant disagreements between management and the independent auditor; and (vii) the reports submitted to the Committee by the independent auditors in accordance with generally accepted auditing standards and other legal or regulatory requirements.
- **Review Required Reports.** Review the Company's annual audited and quarterly unaudited financial statements and annual and quarterly reports on Forms 10-K and 10-Q, including the disclosures in "Management's Discussion and Analysis of Financial Condition and Results of Operations," and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K. Direct the independent auditors to review the

annual and quarterly reports using professional standards and procedures for conducting such reviews. Conduct a post-audit review of the financial statements and audit findings, including any suggestions for improvements provided to management by internal audit or the independent auditors, and management's response to such suggestions.

- **Review Financial Activities.** Review the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements. Review and oversee the Company's cash management, investing activities, and tax planning and compliance, and approve policies related to these matters, if any.
- **Oversee Risk Management.** Provide oversight on the management of risks associated with the Company's financial reporting, accounting, and auditing matters, including the Company's guidelines and policies with respect to risk assessment and risk management. Such oversight shall include reviewing the Company's cybersecurity and other information technology risks, controls and procedures, including the Company's plans to mitigate cybersecurity risks and to respond to data breaches.
- **Quarterly Earnings Review.** Review, in general, earnings press releases, and review and discuss with management and the independent auditors' policies with respect to earnings press releases and the type and presentation of information to be included therein (with particular attention to any use of "pro forma" or "adjusted" non-GAAP information), financial information and earnings guidance provided to the public, analysts, and rating agencies.
- **Performance Review.** Review and evaluate the performance of the Committee on an annual basis.
- **Charter Review.** Review and reassess the adequacy of this Charter annually and submit any recommended changes to the Charter to the Board for approval.

2. Responsibilities Related to the Independent Auditor

- **Oversight of Independent Auditor.** Have sole authority for appointing, compensating, retaining, overseeing and, where appropriate, replacing the independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company for the purpose of preparing or issuing an audit report or related work. The independent auditor will report directly to the Committee. Review and resolve any disagreements that may arise between management and the independent auditor regarding financial reporting or internal control over financial reporting.
- **Evaluate Independence of Independent Auditor.** Oversee and, at least annually, evaluate the qualifications and performance of the independent auditor and: (i) obtain and review a formal written statement from the independent auditor delineating all relationships between the independent auditor and the Company that may impact independence; and (ii) review and discuss with the independent auditor any disclosed relationships or services that may impact the objectivity and independence of the independent auditor. At least annually, obtain and review a report by the independent auditor that describes: (i) the independent auditor's internal quality control procedures, and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding any independent audit performed by the independent auditor, and any steps taken to deal with any such issues.

- **Pre-Approve Audit and Non-Audit Services and Fees.** Pre-approve audit and permissible non-audit and tax services provided to the Company by the independent auditors, except where pre-approval is not required because such non-audit services are *de minimis* under the rules of the SEC, in which case subsequent approval may be obtained. The Committee may delegate to one or more designated members of the Committee the authority to pre-approve audit and permissible non-audit services, provided such pre-approval decision is presented to the full Committee at its scheduled meetings.

3. Legal and Regulatory Compliance

- **Compliance Oversight.** Review, with counsel, legal or regulatory matters that could have a material impact on the Company's financial statements. Oversee compliance with the requirements of the SEC for disclosure of auditor's services and Committee members, member qualifications and activities. Oversee matters relating to the Company's ongoing liquidity, including its internal and external sources of liquidity, and capital resources, including the Company's financing arrangements.
- **Establish and Oversee an Ethics Hotline.** Establish and oversee procedures for the receipt, retention, and treatment of complaints received by the Company reporting accounting, internal accounting controls, or auditing matters, as well as for confidential and anonymous submissions by the Company's employees concerning questionable accounting or auditing matters.
- **Review of Related Person Transactions.** Review and oversee all transactions between the Company and a related person (as defined in Item 404 of Regulation S-K), in accordance with the Company's policies and procedures.
- **Anti-Corruption and Anti-Bribery Review.** Review and monitor the Company's compliance with anti-corruption and anti-bribery law in all jurisdictions in which it operates.
- **Audit Committee Report.** Prepare the report of the Committee that the SEC rules require to be included in the Company's proxy statement for the annual meeting of stockholders.

D. Meetings and Procedures

- **Meetings.** The Committee will meet at least once each fiscal quarter at such times and places as the Committee determines. The CEO shall be notified of the Committee's meeting schedule and the agenda of each meeting. Each regularly scheduled meeting of the Committee should conclude with an executive session of the Committee absent members of management. The Committee shall maintain written minutes of its meetings, which shall be filed with the minutes of the meetings of the Board.
- **Meeting Attendance.** The CEO may attend each Committee meeting. The Committee may invite to its meetings any director, officer, or employee of the Company and such other persons as it deems appropriate to carry out its responsibilities.
- **Report to the Board.** Consistent with this Charter, the Committee shall report regularly to the Board with respect to the Committee's activities and recommendations. The Committee

may form subcommittees, and may delegate power and authority to such subcommittees, for any purpose that the Committee deems appropriate.

- **Authority to Retain Advisors.** The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of independent legal counsel or other advisors of its choosing. The Committee shall be directly responsible for the appointment, compensation, retention, termination and oversight of the work of such advisors. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable fees to any such advisor retained by the Committee.
- **Access to Information.** The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibility with full access to all books, records, facilities, and personnel of the Company.

E. Compensation

Members of the Committee shall receive such fees, if any, for their service as Committee members, as determined by the Board in its sole discretion. Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.
