



Charter of the Audit Committee of the Board of Directors

As adopted April 27, 2018 and as amended on August 27, 2019

Purpose

The purpose of the Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Smartsheet Inc. ("**Smartsheet**") is to assist the Board in fulfilling its oversight responsibilities relating to its accounting, financial reporting, and internal controls. The Committee's principal functions are to assist the Board in its oversight of:

- Smartsheet's accounting and financial reporting processes, including its audits and the integrity of its financial statements;
- Smartsheet's compliance with legal and regulatory requirements, as well as ethics policies;
- the qualifications, independence, and performance of Smartsheet's independent auditors (the "**Independent Auditors**");
- the performance of Smartsheet's internal reporting, financial controls, and audit function; and
- the preparation of the Committee report as required by the rules of the Securities and Exchange Commission (the "**Commission**") to be included in Smartsheet's annual proxy statement.

This charter (the "**Charter**") sets forth the authority and responsibility of the Committee in fulfilling its purpose. 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 Smartsheet's financial statements are complete, accurate, and prepared in accordance with generally accepted accounting principles in the United States ("**GAAP**"). This is the responsibility of Smartsheet's management and the Independent Auditors. Committee members are not employees of Smartsheet and do not perform the functions of auditors or accountants.

Membership

The Committee will consist of at least three members of the Board (provided that the Committee may consist of a lesser number of members as permitted by the Exchange Rules (as defined below)), 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, as amended from time to time (the "**Exchange Rules**"), except as may otherwise be permitted by the Exchange Rules;
- be "independent" as defined in (i) Section 10A(m) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and (ii) Rule 10A-3 and any other rules and regulations promulgated by the Commission under the Exchange Act (the "**Commission Rules**"), except as may otherwise be permitted by the Commission Rules;
- have the ability to read and understand financial statements and meet the financial sophistication and experience requirements set forth in 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 be an "audit committee financial expert" as defined in Item 407 of Regulation S-K.

The determination of independence will be made by the Board. 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 chair of the Committee (the "**Chair**"). If the Board does not appoint a Chair, the Committee members may designate a Chair by majority vote. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings.

While there is no limit to the number of public company audit committees on which a director may serve, if a director serves on more than three public company audit committees, his or her service on the Committee will be subject to the Board's determination that such simultaneous service on other audit committees does not impair his or her ability to effectively serve on the Committee.

Responsibilities and Duties

The Committee's principal role is one of oversight. The principal responsibilities and duties of the Committee in serving the purposes outlined in Section I of this Charter are set forth below. These duties are a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given Smartsheet's needs and circumstances. The Committee may engage in such other activities, and establish such policies and procedures, from time to time, as it deems necessary or advisable in implementing this Charter and fulfilling its responsibilities.

Financial Statements and Disclosures

1. Review and discuss with management Smartsheet's quarterly and annual financial results, and the related earnings press releases and earnings guidance distributed to the public, including to analysts and rating agencies, paying particular attention to any pro forma or non-generally accepted accounting principles in the United States information.
2. Review Smartsheet's quarterly and annual financial statements.
3. In connection with the Committee's review of the annual financial statements:
 - discuss the financial statements and the results of the Independent Auditors' audit of the financial statements with the Independent Auditors, any internal audit department, and management;
 - 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**"), including any "critical accounting matters" (as that term is defined in PCAOB AS 1301); and
 - recommend to the Board whether the annual financial statements should be included in Smartsheet's Annual Report on Form 10-K.
4. In connection with the Committee's review of the quarterly financial statements:
 - discuss with the Independent Auditors and management the quarterly financial statements and 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; and
 - discuss significant issues, events, and transactions, and any significant changes regarding accounting principles, practices, policies, judgments, or estimates, with management and the Independent Auditors.

5. Discuss the selection, application, and disclosure of critical accounting policies and practices with management and the Independent Auditors.
6. Review Smartsheet's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" for both quarterly and annual reports.
7. As a Committee, and with the Independent Auditors, review any major issues regarding accounting principles, presentation of financial statements, Smartsheet's internal controls over financial reporting, the effect of alternative GAAP methods, the impact of any regulatory or accounting initiatives or off-balance sheet arrangements, and any other audit difficulties or problems, including management's response to such issues.
8. Resolve any disagreements between management and the Independent Auditors regarding financial reporting.

Internal Controls

9. Review and discuss with the Independent Auditors and management their periodic reviews of the adequacy and effectiveness of Smartsheet's accounting and financial reporting processes and systems of internal control (both internal and external), including any significant deficiencies and material weaknesses in their design or operation.
10. Oversee the activities of the internal audit function within Smartsheet.
11. Review any fraud involving management or any Smartsheet employee with a significant role in Smartsheet's internal controls over financial reporting.
12. Discuss any comments or recommendations of the Independent Auditors outlined in their annual management letter or internal control reports.
13. Periodically and separately consult with the Independent Auditors (without the presence of management) about internal controls, the fullness and accuracy of Smartsheet's financial statements, and any other matters that the Committee or the Independent Auditors believe should be discussed privately with the Committee.
14. Periodically, meet separately (i) with management and (ii) with internal auditors (or other Smartsheet employees or personnel responsible for the internal audit function) to discuss such matters within the scope of the Committee's authority, as determined by the Committee to be necessary or appropriate.

15. Periodically review with management Smartsheet's major financial, operational and security risk exposures, including privacy and cybersecurity, and the steps management has taken to monitor such exposures, including Smartsheet's policies with respect to risk assessment and risk management.
16. Annually review management's assessments relating to security, back-up and contingency provisions of Smartsheet's operations, including information systems.
17. Establish procedures for the receipt, retention, and treatment of complaints received by Smartsheet regarding accounting, internal controls, or auditing matters and the confidential, anonymous submission by Smartsheet employees of concerns regarding questionable accounting or auditing matters.
18. Oversee the review of any complaints and submissions that have been received under Smartsheet's Whistleblower and Complaint Policy, Code of Conduct and Ethics, or other compliance policies, and retain authority to determine the appropriate response and remedy.

Independent Auditors

19. Be directly responsible for the appointment, compensation, retention, oversight and, when appropriate, replacement of the Independent Auditors, including resolution of disagreements between management and the Independent Auditors regarding financial reporting. The Independent Auditors will report directly to the Committee.
20. Annually review the qualifications of the lead audit partner and confirm that each of the lead audit partner, the audit partner responsible for reviewing the audit, and all other audit partners associated with Smartsheet have been and will be rotated in accordance with the requirements of the Exchange Act and the rules and regulations promulgated thereunder.
21. Review the continuing independence of the Independent Auditors, including:
 - obtaining and reviewing, on an annual basis, a formal written statement from the Independent Auditors describing all relationships between the Independent Auditors and Smartsheet as required to be disclosed by applicable requirements of the PCAOB;
 - reviewing and discussing with the Independent Auditors their objectivity and independence based on the nature and scope of any such relationships; 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 compromise the independence of the Independent Auditors.

22. Set policies for, and if applicable, approve Smartsheet's hiring of any employees or former employees of the Independent Auditors, as required by regulations and by Exchange Rules.
23. Review the Independent Auditors' audit planning, scope, and staffing.
24. 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 as 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 or regulation, for the engagement of the Independent Auditors to render services to Smartsheet.
25. Review and discuss the reports delivered by the Independent Auditors regarding the following:
 - critical accounting policies, estimates, and practices used;
 - any "critical accounting matters" (as that term is defined in PCAOB AS 1301);
 - alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of such alternatives, and the treatment preferred by the Independent Auditors; and
 - other material written communications between the Independent Auditors and management.
26. At least annually, obtain and review a report by the Independent Auditors describing the Independent Auditors' internal quality-control procedures; any material issues raised (i) by the Independent Auditors' most recent internal quality-control review, or peer review, of the Independent Auditors, or (ii) 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 Independent Auditors and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between Smartsheet and the Independent Auditors.

General

27. On a regular basis, review the status of any legal matters that could have a significant impact on the Smartsheet's financial statements.
28. Annually prepare a report to Smartsheet's shareholders for inclusion in Smartsheet's Form 10-K or annual proxy statement as required by the Commission Rules.

29. Review and approve any proposed transaction between Smartsheet and any related party (other than transactions that are subject to review by another independent body of the Board), as defined by Smartsheet's Related Party Transactions Policy, the Commission Rules, the Exchange Rules, and other applicable law.

Other Duties

30. Perform any other activities required by applicable law, rules, or regulations, including the Commission Rules and the Exchange Rules, 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 Advisers

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 Smartsheet.

The Committee has the sole authority and right, at Smartsheet's expense, to retain and terminate legal and other consultants, accountants, experts, and advisers 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 advisers. Smartsheet will provide for appropriate funding, as determined by the Committee, for:

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

Irrespective of the retention of any legal counsel or other consultants, accountants, experts, and advisers to assist the Committee, the Committee must exercise its own judgment in fulfillment of its functions.

Delegation of Authority

The Committee may form, and delegate authority to, subcommittees as it deems appropriate and to the extent permitted under applicable laws, rules and regulations, and Smartsheet's Articles of Incorporation and Bylaws, each as amended from time to time.

Meetings, Minutes, and Reports

Meetings of the Committee will be held at least once each quarter, or more frequently, as determined 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 in accordance with Smartsheet's Bylaws. Briefing materials will be provided to the Committee as far in advance of meetings as is practicable. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held in person or via telephonic or video conference. In accordance with Smartsheet's Bylaws, the Committee may also act by unanimous written consent in lieu of a meeting.

Subject to the requirements of this Charter, applicable law, the Exchange Rules and the Commission Rules, the Committee and the Chair may invite any Smartsheet director, executive, or employee, or 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. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. A secretary, who need not be a member of the Committee, will be designated for each Committee meeting and will provide support as required. The Committee will maintain written minutes of its meetings and copies of its actions by written consent, which will be filed with the minutes of the Board. The Committee will report regularly to the Board.

Review of Committee Composition, Performance, and Charter

The Committee will annually evaluate its composition and performance, and report its findings to the Board. The Committee will also periodically review and reassess the adequacy of this Charter, and recommend to the Board any changes that the Committee determines are appropriate.

Publication

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