

ADT INC.

AMENDED & RESTATED AUDIT COMMITTEE CHARTER

August 1, 2019

I. Purpose

An Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of ADT Inc. (together with its direct and indirect subsidiaries, the “**Company**”) is appointed by the Board to exercise the power of the Board and to assist the Board in fulfilling its oversight responsibilities by overseeing and monitoring:

- the accounting, financial, and external reporting policies and practices of the Company;
- the integrity of the Company’s financial statements;
- the independence, qualifications and performance of the Company’s independent public accountants;
- the performance of the Company’s internal audit function;
- the operational policies and practices that affect internal controls;
- the Company’s compliance with legal and regulatory requirements; and
- such other matters as shall be mandated under applicable laws, rules and regulations (including the Securities Exchange Act of 1934 and the rules promulgated thereunder, as amended (the “**Exchange Act**”) as well as listing standards of the New York Stock Exchange (the “**Exchange**”) (together, the “**Applicable Requirements**”).

Although the Committee has the powers and responsibilities set forth in this Audit Committee Charter (the “**Charter**”), the principal role of the Committee is oversight. It is not the role or responsibility of the Committee to (i) determine that the Company’s financial statements are complete and accurate or prepared in accordance with generally accepted accounting principles (“**GAAP**”) or (ii) ensure compliance with applicable laws and regulations. The members of the Committee are not full time employees of the Company and do not serve as accountants or auditors of the Company. The primary responsibility for these matters rests with the Company’s management and the Company’s independent auditor. Further, it is not the duty of the Committee to plan or conduct audits. The independent public accountants are responsible for planning and conducting audits of the financial statements. Therefore, each member of the Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Company from whom information is received and on the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board).

II. Organization

The Committee shall consist of at least three (3) members designated by the Board on the recommendation of the Nominating and Corporate Governance Committee, each to serve until

such member's successor is duly designated or until such member's earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by the Board upon written notice to the removed member.

No member of the Committee may serve simultaneously on the audit committee of more than two other public companies unless the Board has determined that such service would not impair the member's ability to serve on the Committee and such determination has been disclosed on the Company's website or in the Company's proxy statement.

The Committee may form and delegate authority to subcommittees from time to time as it sees fit, provided that the subcommittees may consist only of members of the Committee who satisfy the applicable independent requirements of the Applicable Requirements.

III. Financial Expertise

Each member of the Committee shall satisfy (i) the independence, financial literacy, experience and expertise requirements imposed by the Securities and Exchange Commission (the "SEC") and of the Company's corporate governance guidelines, Section 10A-3 of the Exchange Act and any other Applicable Requirements, subject to any phase-in periods or cure periods permitted by Rule 10A-3(b)(1)(iv)(A) under the Exchange Act and other Applicable Requirements and (ii) any other qualifications determined by the Board from time to time. Determinations of independence, financial literacy, experience and expertise shall be made by the Board as the Board interprets such qualifications in its business judgment.

IV. Chair

The Board shall designate a chairman of the Committee on the recommendation of the Nominating and Corporate Governance Committee, or, if not so designated, the members of the Committee shall elect a chairperson by a vote of the majority of the whole Committee. The chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

V. Meetings

The Committee shall meet as frequently as it deems necessary, but in no event less than four times per year on a quarterly basis. A majority of the members then serving on the Committee shall constitute a quorum. Meetings shall be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members then serving on the Committee. Unless the Committee or the Board adopts other procedures, the provisions of the Company's Amended and Restated Bylaws (as may be further amended from time to time) applicable to meetings of Board committees (or if no such provisions exist, applicable to meetings of the Board) will govern meetings of the Committee.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests or as the Committee deems appropriate in order to carry out its duties and responsibilities.

All actions and decisions of the Committee shall require the affirmative vote of a majority of the members then serving on the Committee. Minutes of each meeting will be kept with the regular corporate records. Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting, if all members of the Committee consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Committee. The chairman of the Committee or his or her designee will report on each meeting of the Committee as well as any actions taken by the Committee to the Board at the next meeting of the Board following the meeting of the Committee or any such actions taken by the Committee.

VI. Duties and Responsibilities

The Committee's duties and responsibilities shall include the matters enumerated below, as well as such other matters as may be delegated to the Committee by the Board from time to time. In discharging its responsibilities, the Committee will be entitled to reasonably rely on management, the Committee's independent public accountants and other advisors and experts, as the Committee deems necessary or appropriate. The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties. The Committee shall have unrestricted access to the Company's independent public accountants, internal audit function, internal and outside legal counsel, and anyone else in the Company. The Committee, at the request of any of its members, shall meet periodically with management, the chief internal auditor, the Company's independent auditor, internal and outside counsel and anyone else in the Company in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately and may require any officer or employee of the Company or representative of the Company's outside counsel or independent public accountants to attend any meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.

In fulfilling its duties and responsibilities hereunder, the Committee will be entitled to rely reasonably on (i) the integrity of those persons within the Company and the professionals and experts (such as the Company's independent auditor) from whom it receives information, (ii) the accuracy of the financial and other information provided to the Committee by such persons and (iii) representations made by the Company's independent auditor as to any service provided by such firm to the Company.

With Respect to the Company's Financial Reporting and Disclosure Responsibilities:

1. Review any significant additions or changes to the Company's existing policies or practices as they apply to accounting, financial reporting, external reporting, and asset-safeguarding.
2. Review and discuss with management quarterly unaudited financial statements, including disclosures made in management's discussion and analysis, major underlying issues and the results of the independent public accountants' review prior to the earlier of the public filing of these statements and disclosures with the SEC or the distribution of these statements and materials to bondholders, lenders or investors.

3. Review and discuss with management annual audited financial statements, including disclosures made in management's discussion and analysis, and major underlying issues, including any unusual or non-recurring items, the nature and substance of significant reserves, the adequacy of internal controls and other matters that the Committee deems material prior to the earlier of the public filing of these statements and disclosures with the SEC or the distribution of these statements and materials to bondholders, lenders or investors.
4. Review and discuss with management and the independent public accountants any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles, any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; and the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.
5. Receive information from management about any significant deficiencies or material weaknesses in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.
6. Review and discuss, at its discretion and prior to the filing of any audited financial statements with the SEC, (i) quarterly reports from the independent public accountants on all critical accounting policies and practices to be used; (ii) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent public accountants; (iii) a description of any transaction as to which management obtained a report or communication by the Company's independent auditor in accordance with PCAOB Auditing Standard No. 6105, *Reports on the Application of Accounting Principles*; (iv) any reports or communications (and management's responses thereto) submitted to the Committee by the Company's independent auditor in accordance with PCAOB Auditing Standard No. 1301, *Communications with Audit Committees*, as amended or supplemented; and (v) other material written communications between the independent public accountants and management, such as any management letter or schedule of unadjusted differences.
7. Discuss with management and the independent public accountants significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
8. Discuss with management and the independent public accountants the effect of regulatory and accounting initiatives as well as off-balance sheet structures (if any) on the Company's financial statements.

9. As applicable, discuss financial information and earnings guidance provided to analysts and rating agencies (if any).
10. In consultation with the independent public accountants and the Company's financial and accounting personnel, review the integrity, adequacy and effectiveness of the Company's accounting and financial controls, both internal and external, and elicit any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable.
11. Keep the Company's independent public accountants informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company and review and discuss with the Company's independent public accountants the accountants' 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.
12. Review and discuss the Company's annual audited financial statements (including the related notes) and the form of audit opinion to be issued by the auditors on the financial statements with the Company's independent public accountants and management (including the Company's internal audit group) prior to filing of the Form 10-K. Discuss the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's annual report on Form 10-K with the Company's management.
13. Recommend to the Board whether the Company's annual audited financial statements and the "Management's Discussion and Analysis of Financial Condition and Results of Operations" should be included in the Company's annual report on Form 10-K, for filing with the SEC and timely prepare the audit committee report required by the SEC to be included in the Company's proxy statement, if applicable, and any other reports of the Committee required by any Applicable Requirement.
14. Review and discuss with the independent public accountants and management (including the Company's internal audit group), the Company's quarterly financial statements. Review and discuss with management the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's quarterly report on Form 10-Q before the Form 10-Q is filed.
15. Review and discuss with management and the independent public accountants the Company's earnings press releases, including the type of information to be included and its presentation and the use of any pro forma, adjusted or other non-GAAP financial information, before their release to the public and any financial information and earnings guidance provided to analysts and ratings agencies, including the type of information to be disclosed and type of presentation to be made.

With Respect to Responsibilities for Engagement and Oversight of Independent Public Accountants and Other Auditors:

16. Appoint, retain, terminate, compensate and evaluate and oversee the work of, the independent public accountants, including the resolution of any disagreement between management and any such firm regarding financial reporting. The independent public accountants shall report directly to the Committee.
17. Appoint, retain, terminate, compensate and evaluate and oversee the work of, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.
18. Review, evaluate and approve the annual engagement proposal of the independent public accountants (including the proposed scope and approach of the annual audit).
19. Review, evaluate and pre-approve all audit and permitted non-audit and tax services that may be provided by the independent public accountants or other registered public accounting firms as permitted by Section 10A of the Exchange Act, and establish policies and procedures for the Committee's pre-approval of permitted services by such accountants and accounting firms on an ongoing basis. The Committee shall also review and approve disclosures required to be included by the Company in periodic reports filed with the SEC under Section 13(a) of the Exchange Act with respect to audit and non-audit services.
20. Review the experience and qualifications of the senior members of the independent public accountants' team. Discuss the planning and staffing of the audit prior to the commencement of the audit.
21. Review and evaluate the lead partner of the independent public accountant team conducting the audit, and ensure proper rotation of audit partner, lead partner and concurring partner in compliance with the Applicable Requirements, including Regulation S-X.
22. Review the conduct and results of the audit of the consolidated financial statements and solicit concerns from the independent public accountants, including any audit problems, difficulties, restrictions on the scope of activities or access to requested information, or disagreements with management and management's response.
23. Review the independent public accountants' letter reporting the status of significant deficiencies and/or material weaknesses in internal controls over financial reporting. Obtain management's response and corrective action plan.
24. At least annually, obtain and review a formal written report from the Company's independent auditor describing: (i) such firm's internal quality control procedures, (ii) any material issues raised by the independent public accountants' most recent internal quality-control review, peer review, or Public Company Accounting Oversight Board ("PCAOB") review or inspection of such firm; (iii) any inquiry or investigation by governmental or professional authorities 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; (iv) all relationships between the independent public accountants and the Company, consistent

with Independence Standards Board Standard No. 1 (to assess the independent accountants' independence), including delineating all relationships and engagements that may reasonably be thought to bear on the independence of the auditor; and (v) the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the accountants' independence. The Committee shall discuss this report with the Company's independent auditor and shall take appropriate action to ensure the independence of the independent auditor and to address any other matters based on such report.

25. Actively engage in a dialogue with the independent public accountants regarding any disclosed relationships or services that may impact the objectivity and independence of the independent public accountants. Evaluate the qualifications, performance and independence of the independent public accountants, including considering whether the accountants' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the accountants' independence, taking into account the opinions of management. The Committee shall present its conclusions with respect to the independent public accountants to the Board.
26. Review periodic reports from management and the independent public accountants regarding the accountants' independence (including the fees billed for audit services, audit-related fees, tax fees, and all other non-audit services, respectively, for each fiscal year), discuss such reports with the independent public accountants, and if so determined by the Committee, take appropriate action regarding the independence of the accounting firm.
27. Approve or disapprove all engagement fees and terms of the independent public accountants, with the cost of all engagements to be borne by the Company, and review all payments made to such firm, regardless of nature, on an annual basis.
28. Confirm that none of the audit partners earn or receive compensation based on procuring engagements with the Company for providing products or services, other than audit review or attest services.
29. As appropriate, discuss with the national office of the independent public accountants issues on which they were consulted by the Company's audit team and matters of audit quality and consistency.
30. Review with management and the independent public accountants any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements or accounting policies.
31. At least annually, discuss with the independent auditor, out of the presence of management if deemed appropriate, the matters required to be discussed by applicable auditing standards, including Statement on Auditing Standards No. 1301, as it may be modified or supplemented, relating to the conduct of the audit.
32. Determine Company hiring policies for employees or former employees of the independent public accountants retained by the Company.

33. At least annually, evaluate the performance of the Company's independent auditor, including the lead audit partner. In making its evaluation, the Committee should take into account the opinions of management and the internal audit group.
34. Review all reports and communications required to be submitted by the Company's independent registered public accounting firm to the Committee under Section 10A of the Exchange Act and other Applicable Requirements.

With Respect to the Responsibilities for Oversight of Internal Audit Function and Internal Controls:

35. At least annually, review the performance of the Company's internal audit function.
36. Review, based on the recommendation of the Company's independent auditor and the individual(s) responsible for the Company's internal audit function, the scope and plan of the work to be done by the internal audit function and the responsibilities, budget, audit plan, activities, organizational structure and staffing of the internal audit function as needed.
37. Review the conduct and results of the internal audit of the consolidated financial statements and solicit concerns from the internal audit function, including any internal audit problems, difficulties, restrictions on the scope of activities or access to requested information, or disagreements with management and management's response.
38. Review and discuss with management the internal audit function and the Company's major financial risk exposures and management's risk assessment and risk management policies.
39. Review and discuss with management and the independent public accountants the internal audit function and the adequacy and effectiveness of the Company's financial reporting processes, internal control over financial reporting and disclosure controls and procedures, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's processes, controls and procedures and any special audit steps adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such processes, controls and procedures, and review and discuss with management and the independent public accountants disclosure relating to the Company's financial reporting processes, internal control over financial reporting and disclosure controls and procedures, the independent public accountants' report on the effectiveness of the Company's internal control over financial reporting and the required management certifications to be included in or attached as exhibits to the Company's annual report on Form 10-K or quarterly report on Form 10-Q, and any registration statement submitted to the SEC, as applicable.
40. Review the internal control report prepared by management, including management's assessment of the effectiveness of the Company's internal control over financial reporting and the Company's independent auditor's attestation, and report, on the assessment made by management, in each case, as and when required by Section 404 of the Sarbanes-Oxley Act of 2002.

41. Review with management and the Company's independent auditor any reports or disclosure submitted by management to the Committee as contemplated by the certifications required under Section 302 of the Sarbanes-Oxley Act of 2002.
42. Review with management any management letters and the steps management intends to take to address the issues raised by those letters.

With Respect to the Company's Compliance Programs:

43. Oversee, review and discuss with management, periodically, the implementation and effectiveness of the Company's compliance and ethics programs.
44. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding, among others, accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company or any subsidiary or affiliate of the Company whose financial information is included in the Company's financial statements of concerns regarding, among others, questionable accounting or auditing matters.
45. Review and approve (i) any amendment to or waiver of the Company's Code of Conduct and Ethics for the chief executive officer and senior financial officers and (ii) any public disclosure made regarding such change or waiver and advise the Board with respect to the Company's policies and procedures regarding compliance with the Company's Code of Conduct and Ethics.
46. Develop and recommend to the Board for approval policies and procedures for the review, approval or ratification of related party transactions required to be disclosed pursuant to Item 404 of Regulation S-K, as may be amended from time to time, and any other applicable requirements (the "**Related Party Transactions Policy**"). Review the Related Party Transactions Policy at least annually and recommend to the Board for approval any changes to the Policy. Oversee the implementation of and compliance with the Related Party Transaction Policy, including reviewing, approving or ratifying related party transactions, as appropriate, pursuant to the Company's Related Party Transactions Policy and the Company's Code of Conduct and Ethics.

With Respect to the Committee's Other Authorities and Responsibilities:

47. Conduct any investigation that the Committee deems appropriate, with full access to all of the Company's records, facilities, personnel and outside advisors. As it deems appropriate, retain outside counsel, auditors and other consultants to advise the Committee for that purpose or others.
48. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or audit matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

49. Obtain such reports from management, auditors, the general counsel, tax advisors or any regulatory agency as the Committee deems necessary regarding regulatory compliance, transactions with affiliates, and other legal matters that may have a material effect on the Company's financial statements. Consider whether the reported matters were properly taken into consideration in the preparation of the financial statements.
50. Regularly review, if applicable, reports on litigation, any material reports or inquiries received by the Company from regulators or governmental agencies, and other matters.
51. Review the Company's compliance with applicable laws and regulations and review and oversee the Company's policies, procedures and programs designed to promote and monitor legal and regulatory compliance. Review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis, in accordance with Company policies and procedures, and to develop policies and procedures for the Committee's approval of related party transactions.
52. Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
53. Conduct an annual evaluation of the performance of the Committee's duties under this Charter (which evaluation may be conducted in such manner as the Committee deems appropriate) and present the results of the evaluation to the Board.
54. Oversee the management of the Company's procedures for receiving, investigating and resolving reports of violations of the Company's Code of Conduct.
55. Perform any other activities consistent with this Charter, the Company's organizational documents, as required under the Applicable Requirements, or as the Committee or the Board otherwise deems necessary or appropriate.
56. Review and evaluate any actual or potential conflict of interest regarding a related party transaction.

VII. Advisors

The Committee shall have the authority to retain and compensate consultants, independent legal counsel, accountants, or other advisors as the Committee may deem appropriate in its sole discretion. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee, and payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. Any accounting, legal or other advisor retained by the Committee may, but need not be, in the case of an outside accountant, the same accounting firm employed by the Company for the purpose of rendering or issuing an audit report on the Company's annual financial statements (to the extent consistent with applicable law), or in the case of an outside legal or other advisor, otherwise engaged by the Company for any other purpose. The chairperson of the Committee, at the request of any member of the Committee, may request any officer, employee or advisor of the Company or the Company's independent auditor to attend a meeting of the Committee or otherwise respond to Committee requests.

VIII. Amending the Charter

This Charter shall not be amended without the express consent of the Board.

*Adopted by Resolution of the Board of Directors
August 1, 2019*