



Audit Committee Charter

A. Purpose

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Etsy, Inc. (“**Etsy**”) is to assist the Board with its oversight of (i) the integrity of Etsy’s financial statements, (ii) Etsy’s compliance with legal and regulatory requirements, (iii) the qualifications, independence, and performance of Etsy’s independent registered public accounting firm (the “**independent auditor**”), (iv) the design and implementation of Etsy’s internal audit function, and (v) risk assessment and risk management. The Committee is also responsible for preparing the report required by the Securities and Exchange Commission (the “**Commission**”) rules to be included in Etsy’s proxy statement for the annual meeting of stockholders.

B. Composition

1. Membership and Appointment

The Committee shall have at least three members, with the exact number to be determined by the Board, except as otherwise permitted under the rules of the Nasdaq Stock Market (the “**Exchange**”), as amended from time to time (the “**Rules**”).

The members and the Chair of the Committee shall be appointed by the Board annually based on the recommendation of the Nominating and Corporate Governance Committee. Each member shall serve until his or her resignation, retirement, or removal by the Board or until his or her successor is appointed.

2. Qualifications

Each member of the Committee shall be (i) an “independent director” as defined under the Rules, except as otherwise permitted under the Rules and (ii) “independent” as set forth in Rule 10A-3(b)(1) under Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), except as otherwise permitted by or required to satisfy the requirements of Rule 10A-3(b)(1). Members of the Committee must also meet the following additional qualifications:

- 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 must be an “audit committee financial expert” under the Exchange Act and have “financial sophistication” under the Rules.

- No member shall have participated in the preparation of the financial statements of Etsy or any of its current subsidiaries at any time during the past three years.

C. Responsibilities & Duties

The principal responsibilities and duties of the Committee are set forth below. These duties are provided as a guide with the understanding that the Committee will carry them out in a manner that is appropriate given Etsy's needs and circumstances. The Board or 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's responsibility is one of oversight, and it may rely on the expertise and knowledge of management and the independent auditor in carrying out its oversight responsibilities. Etsy's management is responsible for preparing Etsy's financial statements, and the independent auditor is responsible for auditing and reviewing those financial statements. The Committee does not prepare or certify Etsy's financial statements or guarantee the audits or reports of the independent auditors, nor does it certify the "independence" of the independent or assure compliance with laws and regulations or Etsy's internal policies, procedures, or controls.

1. Appointment and Oversight of the Independent Auditor

- The Committee is directly responsible for appointing, compensating, retaining, and 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 Etsy. The independent auditor will report directly to the Committee.
- Although the Committee has the sole authority to appoint the independent auditor, the Committee will recommend that the Board ask the shareholders of Etsy, at their annual meeting, to ratify the Committee's selection of the independent auditor.
- The Committee shall oversee and, at least annually, evaluate the qualifications and performance of the independent auditor, including a review and evaluation of the lead partner of the independent auditor. In making its evaluation, the Committee should take into account the opinions of management.
- The Committee shall, 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.
- The Committee shall review and resolve any disagreements that may arise between management and the independent auditor regarding financial reporting or internal control over financial reporting.

2. Independent Auditor Independence

- The Committee shall, at least annually, obtain and review the formal written statement from the independent auditor pursuant to the applicable requirements of the Public Company Accounting Oversight Board, and review and discuss with the independent auditor any relationships or services that may affect the objectivity and independence of the independent auditor.
- The Committee shall oversee the rotation of the independent auditor's lead audit and concurring partners, and the rotation of other audit partners, with applicable time-out periods, in accordance with applicable law.
- The Committee shall consider, on a periodic basis, whether, in order to assure continuing auditor independence, there should be a regular rotation of the independent auditing firm.
- The Committee shall take appropriate action to oversee the independence of the independent auditor.

3. Approval of Audit and Non-Audit Services and Fees

- The Committee shall pre-approve the scope and plans for audits and the audit fees.
- The Committee shall pre-approve all permissible non-audit and tax services to be performed by the independent auditor and any associated fees. The Committee may, in accordance with applicable law, establish pre-approval policies and procedures for the engagement of independent accountants to render services to Etsy.

4. Financial Statements

The Committee shall review and discuss the following with management and the independent auditor, as applicable:

- The annual audit plan, including the scope and timing of audit activities and the progress of the audit.
- The scope and timing of the annual audit of Etsy's financial statements.
- Etsy'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 Etsy's Form 10-K.
- The results of the independent audit and the quarterly reviews of Etsy's financial statements, and the independent auditor's opinion on the audited financial statements.
- The reports and certifications regarding internal control over financial reporting and disclosure controls and procedures.

- Major issues regarding accounting principles and financial statement presentation, including any significant changes in Etsy’s selection or application of accounting principles, and major issues as to the adequacy of Etsy’s internal controls and any special audit steps adopted in light of material control deficiencies.
- 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.
- The effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on Etsy’s financial statements.
- 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, and management’s response.
- Any significant disagreements between management and the independent auditor.

5. Reports and Communications from the Independent Auditor

The Committee shall review and discuss reports from the independent auditor, including any matters required to be communicated to the Committee under generally accepted auditing standards and other legal or regulatory requirements.

6. Audit Committee Report

The Committee shall prepare the report of the Committee that Commission rules require to be included in Etsy’s proxy statement for the annual meeting of stockholders.

7. Earnings Press Releases and Earnings Guidance

The Committee shall review, in general, earnings press releases, and review and discuss with management and the independent auditor the type and presentation of information included in earnings press releases, and other financial information or earnings guidance, if any, provided to the public, analysts, and rating agencies.

8. Internal Controls

The Committee shall review and discuss with management, the internal auditors, if applicable, and the independent auditor the adequacy and effectiveness of Etsy’s internal controls, including any changes, significant deficiencies or material weaknesses in those controls reported by the independent auditor, the internal auditors, if applicable, 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 Etsy employees who have a significant role in Etsy’s internal controls.

9. Disclosure Controls and Procedures

The Committee shall review and discuss the adequacy and effectiveness of Etsy's disclosure controls and procedures.

10. Internal Audit

To obtain reasonable assurance with respect to work of the Internal Audit ("IA") department, the Committee shall perform the following activities:

- At least annually, review and approve the IA Charter;
- At least annually, review, provide feedback, and approve the proposed risk-based IA plan, and confirm sufficient budget and staffing to complete the plan;
- Quarterly, review reports prepared by IA relating to the company's risk management and internal controls; and
- On an as-needed basis, meet separately with the Head of IA to discuss any matters that the Committee and/or Head of IA believes should be discussed privately.

11. Legal and Regulatory Compliance

The Committee shall review periodically, with counsel, legal or regulatory matters that could have a material impact on Etsy's financial statements.

12. Complaints

The Committee shall establish and oversee procedures for the receipt, retention, and treatment of complaints received by Etsy reporting accounting, internal accounting controls, or auditing matters, as well as for confidential and anonymous submissions by Etsy's employees concerning questionable accounting or auditing matters.

13. Risk Assessment and Risk Management

The Committee shall oversee the management of risks associated with Etsy's financial reporting, accounting, and auditing matters, including Etsy's guidelines and policies with respect to risk assessment and risk management.

14. Related Party Transactions

The Committee shall review and oversee all transactions between Etsy and a related person (as defined in Item 404 of Regulation S-K), in accordance with Etsy's Related Person Transaction Policy.

15. Financial Activities

Review and oversee Etsy's cash management, investing activities, and tax planning and compliance.

16. Committee Charter and Performance Review

- The Committee shall review and reassess the adequacy of this charter at least annually and submit any recommended changes to the Board for approval.
- The Committee shall review and evaluate the performance of the Committee on an annual basis.

D. Meetings and Procedures

1. Meetings

The Committee will meet at least quarterly at such times and places as the Committee determines. The chairperson of the Committee shall preside at each meeting and approve the meeting's agenda, and any other member present may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the Committee members present. The Committee shall maintain written minutes of its meetings, which shall be filed with the minutes of the meetings of the Board.

The Committee shall meet periodically with members of management, including the personnel responsible for the internal audit function, and the independent auditor in separate executive sessions, as deemed appropriate. Each regularly scheduled meeting of the Committee should conclude with an executive session of the Committee absent members of management.

2. Authority to Retain Advisors; Administrative Expenses

The Committee shall have the sole authority to engage independent counsel or other advisors as it determines necessary to carry out its duties. The Committee shall be directly responsible for the appointment, compensation, retention, and oversight of the work of such advisors, and Etsy must provide for appropriate funding, as determined by the Committee, for payment of fees to any such advisor.

Etsy will also provide for the payment of any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.

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Although this charter should be interpreted in the context of all applicable laws, regulations and listing requirements, and in the context of Etsy's certificate of incorporation and bylaws, it is not intended to establish any legally binding obligations.

