

**CHARTER OF THE AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS OF**

**AFFIRM HOLDINGS, INC.**

**AS ADOPTED BY THE BOARD ON  
NOVEMBER 18, 2020**

**I. PURPOSE OF THE COMMITTEE**

The purpose of the Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Affirm Holdings, Inc. (the “*Corporation*”) is to prepare the audit committee report required by the SEC to be included in the Corporation’s annual proxy statement and to assist the Board in overseeing and monitoring: (i) the Corporation’s accounting and financial reporting processes; (ii) the quality and integrity of the Corporation’s financial statements and the auditing of those financial statements; (iii) compliance with legal and regulatory requirements; (iv) the Corporation’s independent registered public accounting firm’s qualifications and independence; (v) the performance of the Corporation’s internal audit function; and (vi) the appointment, compensation, retention, oversight and performance of the Corporation’s independent registered public accounting firm. The Committee shall also perform such further functions as may be consistent with this Charter or assigned by applicable law, the Corporation’s certificate of incorporation or bylaws, or the Board.

The independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report for inclusion in the Corporation’s Annual Report on Form 10-K is referred to herein as the “*Independent Auditor*.”

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of three or more independent directors as determined from time to time by the Board on the recommendation of the Nominating and Governance Committee. Committee members shall serve for such terms as the Board shall determine, or until their earlier resignation, death or removal. Except as otherwise permitted by applicable phase-in rules or exemptions, each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the Nasdaq Stock Market (“*Nasdaq*”) and any additional requirements that the Board deems appropriate. Each member of the Committee must be able to read and understand fundamental financial statements, including the Corporation’s balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee must be designated by the Board to be an “audit committee financial expert,” as defined by Item 407(d) of Regulation S-K of the U.S. Securities and Exchange Commission (the “*SEC*”). Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

The chairperson of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board. The Board may at any time and in its discretion appoint or remove any member of the Committee with or without cause by majority vote of the Board.

### **III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than once every fiscal quarter. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee should meet separately on a periodic basis with (i) management, (ii) the person responsible for the internal audit function and (iii) the Independent Auditor, in each case to discuss any matters that the Committee or any of the above persons or firms believe warrant Committee attention.

Each member of the Committee shall have one vote. Action may be taken by the Committee upon the affirmative vote of a majority of the members present. Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing or by electronic transmission.

Any two members or the chairperson, if any, may call a meeting of the Committee upon due notice to each other member at least 24 hours prior to the meeting. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Corporation's minute book.

### **IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

In carrying out its duties and responsibilities, the Committee's policies and procedures should remain flexible, so that it may be in a position to best address, react or respond to changing circumstances or conditions.

The following duties and responsibilities are within the authority of the Committee, and the Committee shall perform such duties consistent with and subject to applicable law and rules and regulations promulgated by the SEC, Nasdaq, or any other applicable regulatory authority:

#### ***A. Selection, Evaluation and Oversight of the Auditors***

The Committee shall have the following duties and responsibilities with respect to the engagement of independent registered public accounting firms:

(a) Be directly responsible for the appointment, compensation, retention and oversight of the work of any 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 Corporation, and each such registered public accounting firm must report directly to the Committee (the Committee may, in its discretion, seek stockholder ratification of the independent auditor it appoints);

(b) Review and approve the Independent Auditor's annual engagement letter, including the proposed fees contained therein, as well as all audit and permitted non-audit engagements and relationships between the Corporation and the Independent Auditor (which approval should be made after receiving input from the Corporation's management, if desired). Approval of audit and permitted non-audit services will be made by the Committee. The Committee also may delegate pre-approval authority to one or more of its members. The Committee member (or members) to whom such pre-approval authority has been delegated must report, for informational purposes only, any pre-approval decisions to the Committee at its next regularly scheduled meeting;

(c) Review the performance of the Independent Auditor, including the lead partner of the Independent Auditor, and, in its sole discretion (subject, if applicable, to shareholder ratification), make decisions regarding the replacement or termination of the Independent Auditor when circumstances warrant;

(d) At least annually, obtain and review (i) a report from the Independent Auditor describing the Independent Auditor's internal quality-control procedures, (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, respecting one or more independent audits carried out by the independent auditor, and (iii) any steps taken to deal with any such issues; and

(e) Evaluate the Independent Auditor's independence by, among other things:

- (i) obtaining from the Independent Auditor and reviewing written statements and communications relating to relationships between the Independent Auditor and the Corporation required by applicable auditing standards of the Public Company Accounting Oversight Board (the "*PCAOB*") and SEC rules;
- (ii) engaging in a dialogue with the Independent Auditor with respect to any disclosed relationships or services that may impact its objectivity and independence;
- (iii) taking, or recommending that the Board take, appropriate actions to oversee the independence of the Independent Auditor;
- (iv) monitoring the Independent Auditor's compliance with the audit partner rotation requirements contained in applicable SEC rules;

- (v) monitoring compliance by the Corporation of the employee conflict of interest requirements contained in the Sarbanes-Oxley Act of 2002, as amended (the “*Sarbanes-Oxley Act*”), and the rules and regulations promulgated by the SEC thereunder; and
- (vi) engaging in a dialogue with the Independent Auditor to confirm that audit partner compensation is consistent with applicable SEC rules.

***B. Oversight of Annual Audit and Quarterly Reviews***

The Committee shall have the following duties and responsibilities with respect to the Corporation’s annual audit and quarterly reviews:

(a) Review and discuss with the Independent Auditor its annual audit plan, including the timing and scope of audit activities, and monitor such plan’s progress and results during the year;

(b) Review with management, the Independent Auditor and the leader of the Corporation’s internal audit function, the following:

- (i) all critical accounting policies and practices to be used;
- (ii) any critical audit matters arising from the current period audit;
- (iii) all alternative treatments of financial information that the Independent Auditor has discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Independent Auditor;
- (iv) all other material written communications between the Independent Auditor and management, such as any management letter and any schedule of unadjusted differences; and
- (v) any material financial arrangements of the Corporation which do not appear on the financial statements of the Corporation; and

(c) Resolve all disagreements between the Independent Auditor and management regarding financial reporting.

***C. Oversight of the Financial Reporting Process and Internal Controls***

The Committee shall have the following duties and responsibilities with respect to the Corporation’s financial reporting process and internal controls:

(a) Review:

- (i) the adequacy and effectiveness of the Corporation’s accounting and internal control policies and procedures on a regular basis, including the

responsibilities, budget, compensation and staffing of the Corporation's internal audit function, through inquiry and discussions with the Independent Auditor, management and the leader of the Corporation's internal audit function; and

- (ii) if applicable, the yearly report prepared by management, and attested to by the Independent Auditor, assessing the effectiveness of the Corporation's internal control over financial reporting and stating management's responsibility for establishing and maintaining adequate internal control over financial reporting prior to its inclusion in the Corporation's Annual Report on Form 10-K;

(b) Review periodically with the Chief Executive Officer, Chief Financial Officer and the Independent Auditor:

- (i) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Corporation's ability to record, process, summarize and report financial information; and
- (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal control over financial reporting;

(c) Discuss guidelines and policies governing the process by which senior management of the Corporation and the relevant departments of the Corporation, including the internal audit function, assess and manage the Corporation's exposure to risk, as well as the Corporation's major litigation and financial risk exposures and the steps management has taken to monitor and control such exposures it being understood that it is the job of management to assess and manage the Corporation's exposure to risk and that the Committee's responsibility is to discuss guidelines and policies by which risk assessment is undertaken;

(d) Provide input to management regarding the selection, review and removal of the leader of the Corporation's internal audit function;

(e) Review with management the progress and results of all internal audit projects, and, when deemed necessary or appropriate by the Committee, assign additional internal audit projects to the leader of the Corporation's internal audit function;

(f) Review and discuss with the Independent Auditor the results of the year-end audit of the Corporation, including any comments or recommendations of the Independent Auditor, and, based on such review and discussions and on such other considerations as it determines appropriate, recommend to the Board whether the Corporation's financial statements should be included in the Annual Report on Form 10-K; and

(g) Review the type and presentation of information to be included in the Corporation's earnings press releases (especially the use of "pro forma" or "adjusted" information not prepared in compliance with generally accepted accounting principles), as well

as financial information and earnings guidance provided by the Corporation to analysts and rating agencies (which review may be done generally (*e.g.*, discussion of the types of information to be disclosed and type of presentations to be made), and the Committee need not discuss in advance each earnings release or each instance in which the Corporation may provide earnings guidance).

**D. Miscellaneous**

The Committee shall have the following additional duties and responsibilities:

- (a) Meet periodically with the Chief Legal Officer, and outside counsel when appropriate, to review legal and regulatory matters, including (i) any matters that may have a material impact on the financial statements of the Corporation and (ii) any matters involving potential or ongoing material violations of law or breaches of fiduciary duty by the Corporation or any of its directors, officers, employees or agents or breaches of fiduciary duty to the Corporation;
- (b) Prepare the audit committee report required by Item 407(d) of Regulation S-K to be included in the Corporation's annual proxy statement;
- (c) Review and approve in advance any services provided by the Independent Auditor to the Corporation's executive officers or members of their immediate family;
- (d) Review the Corporation's program to monitor compliance with the Corporation's Code of Conduct and Ethics (the "***Code of Conduct***"), and meet periodically with the Corporation's Chief Legal Officer to discuss compliance with the Code of Conduct;
- (e) Provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of:
  - (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services;
  - (ii) compensation to any advisers employed by the Committee; and
  - (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties;
- (f) Establish procedures for (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters, and review periodically with management and the leader of the Corporation's internal audit function these procedures and any significant complaints received;
- (g) Secure independent expert advice to the extent the Committee determines it to be appropriate, including retaining, with or without Board approval, independent counsel,

accountants, consultants or others, to assist the Committee in fulfilling its duties and responsibilities, the cost of such independent expert advisors to be borne by the Corporation;

(h) Approve any decision by the Corporation to claim and rely upon the “end-user exception” set forth in Section 2(h)(7)(A) of the Commodity Exchange Act, as amended, for swaps subject to mandatory clearing and, if applicable, mandatory exchange-trading and, no less than annually, (i) review and, if appropriate, re-approve the Corporation’s decision to claim and rely upon the end-user exception, and (ii) review the Corporation’s policy governing use of the end-user exception and, if appropriate, make recommendations to the Board for modification thereto;

(i) The Committee shall oversee the integrity of the Corporation’s information technology systems, processes and data and periodically (but no less than annually), at its discretion, review and assess with management and the internal auditor (or other personnel responsible for the internal audit function), the adequacy of security for the Corporation’s information technology systems, processes and data and the Corporation’s contingency plans in the event of a breakdown or security breach affecting the Corporation’s information technology systems, processes and data or the information technology systems, processes and data of the Corporation’s customers; and

(j) Perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.

## **V. SUBCOMMITTEES; DELEGATION OF AUTHORITY**

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; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. Actions taken by any subcommittee shall be presented to the full Committee at the next Committee meeting.

## **VI. EVALUATION OF THE COMMITTEE**

The Committee shall, no less frequently than annually and in coordination with the Nominating and Governance Committee, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Corporation's or the Board's policies or procedures.

## **VII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Corporation's expense, such independent counsel or other consultants or advisers as it deems necessary.

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The Committee's role is one of oversight. The Corporation's management is responsible for preparing the Corporation's financial statements, and the Independent Auditor is responsible for auditing such financial statements. While the Committee has the oversight, supervisory and other powers and responsibilities set forth in this Charter, it is not the responsibility of the Committee to plan or conduct audits, to implement or to assess the Corporation's system of internal controls, or to determine or certify that the Corporation's financial statements are complete and accurate or are in compliance with generally accepted accounting principles.

To the fullest extent permissible under applicable law, each member of the Committee shall be entitled to rely in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Committee by any of the Corporation's officers, employees or committees, the independent auditor, the internal audit function or any other person as to matters the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable federal or state law.

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