Effective October 20, 2020

DATTO HOLDING CORP.

AUDIT COMMITTEE CHARTER

PURPOSE

The purpose of the Audit Committee (the "Audit Committee") of the board of directors (the "Board") of Datto Holding Corp. (the "Company") is to assist the Board with oversight of:

1. the integrity of the Company's financial statements,
2. the systems of internal control over financial reporting
3. compliance with legal and regulatory requirements,
4. the Company's independent auditor's ("Auditors") qualifications and independence, and
5. the performance of the Auditors and the internal audit function.

In fulfilling its purpose, the Audit Committee is responsible for maintaining free and open communication between itself and the Auditors, internal auditor function and management of the Company, and for determining that all parties are aware of their responsibilities.

The Audit Committee's principal responsibility is one of oversight. The Audit Committee is not responsible for planning or conducting audits or for any determination that the Company's financial statements and disclosures are complete and accurate or are in accordance with generally accepted accounting principles in the United States ("GAAP"). Management of the Company is responsible for determining the Company's financial statements are complete, accurate, and in accordance with GAAP and establishing satisfactory disclosure and internal control over financial reporting. The Auditors are responsible for auditing the Company's financial statements and auditing the effectiveness of the Company's internal control over financial reporting. The Company's internal and outside counsel are responsible for assuring compliance with laws and regulations and the Company's corporate governance policies.

MEMBERSHIP

Size: The Audit Committee shall consist of three or more members of the Board, subject to any grace period from such requirement available to the Company under the rules of the New York Stock Exchange ("NYSE") or the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Independence: Each member of the Audit Committee shall (1) be independent in accordance with the requirements of Rule 10A-3 of the Exchange Act and the rules of the NYSE, subject to any grace period from such requirements and (2) otherwise meet the membership requirements contained in this Audit Committee Charter (this "Charter").

Financial Expertise: Each member of the Audit Committee must be financially literate, as determined by the Board in its business judgment. At least one member of the Audit Committee must have accounting or related financial management expertise, as determined by the Board in its business judgment. At least one member of the Audit Committee must be an audit committee financial expert who satisfies the definition of audit committee financial expert as set forth in the federal securities laws. A person who satisfies this definition of audit committee financial expert will also be presumed to have accounting or related financial management expertise.

Overboarding: No member of the Audit Committee may serve simultaneously on the audit committee of more than two other public companies.

Appointment/Term/Removal: Subject to the terms and conditions of the Director Nomination Agreement entered into by the Company and Vista Equity Partners, (1) the members of the Audit Committee shall be appointed by the Board based on recommendations from the Compensation and Nominating Committee; (2) the members of the Audit Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death; and (3) the Board may remove any member from the Audit Committee at any time with or without cause.

STRUCTURE AND OPERATIONS

Leadership: Subject to the terms and conditions of the Director Nomination Agreement, the Board shall designate one member of the Audit Committee as the chairperson based on recommendations of the Nominating and Corporate Governance Committee.

Meetings: The Audit Committee shall meet at least four (4) times each year at such times and places as it deems necessary or appropriate to fulfill its responsibilities. The agenda for Audit Committee meetings will be prepared by the Audit Committee Chair in consultation with the other Audit Committee members, the chief financial officer, the head of the internal audit function and the Auditors. The Audit Committee (or, at the request of the Audit Committee, the Secretary or Assistant Secretary of the Company) shall keep minutes of its proceedings and the Audit Committee shall periodically report to the Board regarding its discussions and actions and regarding any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance of the Company's independent auditors and the performance of the Company's internal audit function, and shall make recommendations or report findings to the Board as appropriate.

A majority of the members of the Audit Committee shall constitute a quorum for the transaction of business. The Audit Committee may act only upon approval of a majority of its members constituting a quorum. The Audit Committee may act in writing by the unanimous consent of its members. The Audit Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice and voting requirements as are applicable to the Board.

The Audit Committee may invite any members of management,the internal auditors or representatives of the Auditors to its meetings as it deems appropriate. However, the Audit Committee shall have the opportunity to meet regularly without members of management present in executive session. In addition, the Audit Committee shall meet periodically with

management, with the head of the internal audit function and with the Auditors in separate executive sessions to discuss any matters that the Audit Committee or any of these persons or groups believes should be discussed privately.

Outside Advisors: The Audit Committee shall have the authority, in its sole discretion, to appoint, retain and terminate any registered public accounting firm, , outside legal counsel and such other advisors (in addition to the Auditors) as it deems necessary to fulfill its duties and responsibilities under this Charter. However, the Audit Committee shall not be required to implement or act consistently with the advice or recommendations of the Auditors, outside legal counsel or other advisors, and the authority granted in this Charter shall not affect the ability or obligation of the Audit Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Audit Committee shall set the compensation and retention terms and oversee the work of the Auditors, outside legal counsel or any other advisors that are engaged in connection with the fulfillment of the Audit Committee's duties under the Charter. Any communications between the Audit Committee and its outside legal counsel will be privileged communications.

Funding: The Audit Committee shall receive appropriate funding from the Company, as determined by the Audit Committee in its capacity as a committee of the Board, for the payment of compensation, including, without limitation, usual and customary expenses and charges, to the Auditors, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

Delegation of Authority: Subject to the terms and conditions of the Director Nomination Agreement and to the extent allowed by applicable law and rules of the NYSE, the Audit Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Audit Committee may deem appropriate in its sole discretion, provided that decisions of such subcommittees to grant pre-approvals of fees as described below shall be presented to the full Audit Committee at its next scheduled meeting.

Books and Records: The Audit Committee will have access to the Company's books, records, facilities and personnel.

DUTIES AND RESPONSIBILITIES

The Audit Committee shall have the following authority and responsibilities:

1. Auditor Appointment: To (1) appoint, retain or replace an independent registered public accounting firm to act as the Auditors for the purpose of auditing the Company's annual financial statements, books, records, accounts and effectiveness of internal controls over financial reporting or performing other audit, review or attest services for the Company, (2) set the compensation of the Company's Auditors, (3) approve all audit engagement fees and terms, (4) oversee the work done by the Auditors, and (5) terminate the Auditors, if necessary. The Auditors shall report directly to the Audit Committee.

2. Pre-Approval of Fees : To pre-approve fees for all audit and permitted non-audit and tax services that may be provided by the Auditors as and to the extent required by the Exchange

Act and the Sarbanes-Oxley Act of 2002 in accordance with any pre-approval policy adopted by the Audit Committee, and establish any other necessary policies and procedures for the Audit Committee's pre-approval of permitted services in compliance with applicable SEC rules and review such pre-approval policies at least annually, and review pre-approved fees quarterly (or otherwise in accordance with any pre-approval policy). The Chair (or any Audit Committee member if the Chair is unavailable) may pre-approve such fees services in between Committee meetings; provided, however, that the Chair (or such other Committee member) must disclose all such pre-approved fees services to the full Committee at the next scheduled meeting and in accordance with any other procedures set forth in any pre-approval policy adopted by the Audit Committee.

3. Audit: To review and discuss with the Auditors (1) the auditor's responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (2) the overall audit strategy, planning and staffing, (3) the scope and timing of the annual audit, (4) any significant risks identified during the Auditors' risk assessment procedures, (5) the matters required to be discussed by the Statement on Auditing Standards No. 1301, as amended, relating to the conduct of the audit and (6) when completed, the results, including significant findings, of the annual audit.

4. Audit Problems: To review and discuss with the Auditors and management (1) any audit problems or difficulties, including difficulties encountered by the Auditors during their audit work (such as (i) restrictions on the scope of their activities or their access of information, (ii) any accounting adjustments that were noted or proposed by the Auditors but were "passed" (as immaterial or otherwise), (iii) any "management" or "internal control" letter issued, or proposed to be issued, by the Auditors to the Company , (2) any significant disagreements with management and (3) to evaluate management's response to these problems, difficulties or disagreements and to attempt to resolve any disagreements between the Company's independent auditor or the internal audit function and management.

5. Internal Audit: To monitor and assess the performance of the Company's internal audit function, including its purpose, authority, organization, responsibilities, budget and staffing, along with updates regarding significant changes thereto; to review the scope and performance of the internal audit plan; to review the results of any internal audits and any remedial actions; and to review and approve the hiring, dismissal, evaluation and compensation of the internal audit function, including the head of the internal audit function. Internal Controls: To review with management, the internal audit function, and the Auditors the adequacy and effectiveness of the Company's internal control over financial reporting and disclosure controls and procedures, including any significant deficiencies, material weaknesses or other major issues in the design or operation of, and any material changes in, the Company's controls. In addition, to review any special audit steps adopted in light of any material control deficiencies or any fraud involving management or other employees with a significant role in such internal controls. To review and discuss with management and the Auditors disclosure relating to the Company's controls, management's and the Auditors' 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, as applicable.

6. Risk Assessment and Risk Management: Taking into consideration the allocation of responsibility for risk oversight to the other committees of the Board, to review and discuss with management the risks faced by the Company and the policies, guidelines and process by which management assesses and manages the Company's risks, including the Company's major financial risk exposures and cybersecurity risks and the steps management has taken to monitor and control such exposures.

7. Annual Financials: To review and discuss with the Auditorsand management, the Company's annual audited financial statements (including the related notes), the form of audit opinion to be issued by the Auditors on the financial statements to be included in the Company's annual report on Form 10-K before the Form 10-K is filed. The Audit Committee shall recommend to the Board whether the audited financial statements should be included in the Company's annual report on Form 10-K.

8. Quarterly Financials: To review and discuss with the Auditorsand management, the Company's quarterly financial statements (including the related notes) to be included in the Company's quarterly report on Form 10-Q before the Form 10-Q is filed.

9. Management's Discussion and Analysis. To review and discuss with management and the Auditors, as appropriate, the Company's disclosures contained under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" in its reports filed with the SEC.

10. Earnings Releases: To review and discuss with management and the Auditors, as appropriate: 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; and any financial information and earnings guidance provided to analysts,and investors.. Such discussions may be general (consisting of discussing the types of information to be disclosed and generally how it would be presented), provided that each earnings release or each instance in which the Company provides earnings guidance need not be discussed in advance.

11. Financial Statements Issues: To review with management and the Auditors: (1) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; (2) analyses prepared by management setting forth significant financial reporting topics and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements; (3) the effect of regulatory and accounting requirements (or changes to such requirements) on the Company's financial statements; and (4) the completeness and clarity of the disclosures in the financial statements.

12. Auditor National Office: To discuss with the Auditors, as appropriate, material issues on which the national office of the Auditors was consulted by the Company's audit team.

13. Auditor Communications: To review and discuss with the Company's Auditors (1) all critical accounting policies and practices to be used; (2) all alternative treatments of financial

information within GAAP that have been discussed with management; and (3) other material written communications between the Auditors and management, such as any management letter or schedule of unadjusted differences.

14. Quality Control/Independence Report: At least annually, to obtain and review a report by the Auditors that describes (1) the Auditors' internal quality control procedures, (2) any material issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board ("PCAOB") review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the Auditorsand any steps taken to deal with any such issues, and (3) to assess the Auditors' independence, all relationships between the independent auditor and the Company or any of its subsidiaries.

15. Audit Committee Report: To produce the audit committee report required to be included in the Company's proxy statement, and review the disclosure in the Company's proxy statement regarding the Audit Committee.

16. Auditor Evaluation: At least annually, after reviewing the Auditors' report referred to in paragraph 15 above and such auditors' work throughout the year, to evaluate the qualifications, performance and independence of the Auditors, including an evaluation of the lead audit partner, and taking into account the opinions of management and the internal auditor.

17. Auditor Rotation: To monitor the regular rotation of the lead audit partner of the Auditors as required by law; and consider periodically, and if deemed appropriate, adopting a policy regarding rotation of auditing firms. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board.

18. Hiring Former Auditors: To consider and, if deemed appropriate, adopt a policy regarding Committee pre-approval of employment by the Company of individuals employed or formerly employed by the Auditors and engaged on the Company's account.

19. Code of Ethics: To monitor compliance with the Company's Code of Ethics (the "Code"), to investigate any alleged breach or violation of the Code, and to enforce the provisions of the Code.

20. Related Party Transactions: To 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 the Company's Related Party Transactions Policy; and to review and discuss with the Auditors its report on the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties as required under PCAOB Auditing Standard 2410.

21. Legal Compliance: To review, with the Company's General Counsel and outside legal counsel, legal and regulatory matters, relating to the Company and its subsidiaries that could have a significant impact on the Company's financial statements; and to review the Company's compliance with applicable laws and regulations, review and oversee the

Company's policies, procedures and programs designed to promote and monitor legal and regulatory compliance and sustainability.

22. Whistleblowers: To oversee procedures for the receipt, retention and treatment of confidential, anonymous submissions by Company employees of complaints, questions or concerns regarding accounting, fraud, internal accounting controls or auditing matters, and to establish such procedures as the Committee may deem appropriate for the receipt, retention and treatment of complaints reviewed by the Company with respect to any other matters that may be directed to the Committee for review and assessment.

23. Tax Planning: Review with management the Company's policies and processes for tax planning and compliance.

24. Audit Committee Performance Evaluation: To conduct an annual self-assessment with the help of the Compensation and Nominating Committee of the performance of its duties under this Charter and to present the results of the evaluation to the Board. The Audit Committee shall conduct this evaluation in such manner as it deems appropriate.

25. Audit Committee Charter Review: To review this Charter at least annually and recommend any proposed changes to the Board for approval.