



CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF SNOWFLAKE INC.

PURPOSE

The purpose of the Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Snowflake Inc. (the "**Company**") is to:

- help the Board oversee the Company's corporate accounting and financial reporting processes, systems of internal control and financial-statement audits, and the integrity and quality of the Company's financial statements;
- manage the selection, engagement terms, fees, qualifications, independence, and performance of the registered public accounting firm engaged as the Company's independent outside auditor for the purpose of preparing or issuing an audit report or performing audit services (the "**Auditor**");
- review any Company reports or disclosures about financial or accounting information required by the applicable rules and regulations of the Securities and Exchange Commission (the "**SEC**") and the rules, regulations, and requirements of the stock exchange that lists the Company's stock, taking into account any exceptions permitted by such stock exchange (the "**Exchange Rules**");
- oversee the organization and performance of the Company's internal audit function;
- help the Board oversee the Company's legal and regulatory compliance, including risk assessment; and
- provide regular reports and information to the Board with respect to material issues.

The Committee will maintain and foster open communication with the Company's management, internal audit function, the Auditor, and any other registered public accounting firm engaged for the financial reporting process. It will also be responsible for any additional duties and responsibilities that the Board mandates.

MEMBERSHIP

The members of the Committee, including the chairperson of the Committee (the "**Chair**"), will be appointed by and serve at the discretion of the Board. Each member will serve until such member's successor is duly appointed or such member's earlier resignation, removal, or death. The members of the Committee may be removed, with or without cause, by a majority vote of the Board, and vacancies occurring on the Committee for any reason will be filled by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee.

The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings.

The Board will determine the exact size of the Committee. The Committee will consist of at least three members of the Board, and each member of the Committee will satisfy:

- the independence and financial-literacy requirements imposed by the SEC and the Exchange Rules;
- any other qualifications determined by the Board; and
- any other requirements imposed by applicable law and the Exchange Rules.

At least one member of the Committee will satisfy the applicable financial sophistication requirements and any other requirement for accounting or related financial management expertise as determined by the Board and required by the SEC and the Exchange Rules.

RESPONSIBILITIES

The Committee will oversee the Company's financial reporting process on behalf of the Board and will have direct responsibility for the appointment, compensation, retention, and oversight of the work of the Auditor and any other registered public accounting firm engaged for the purpose of performing other review or attest services for the Company. The Auditor and any other registered public accounting firm engaged for the financial reporting process will report directly to the Committee and be accountable to it. The Committee will perform such other functions and have such other powers as may be necessary or appropriate in complying with applicable law, rules, regulations, or this Charter.

The Chair may act on behalf of the Committee to retain outside service providers and advisors (other than the Auditor, except pursuant to Section 2 below) and to pay ordinary administrative and other expenses when it would be logistically difficult or impossible to promptly convene the full Committee. Any such action taken by or decision made by the Chair will be presented to the full Committee at its next routine meeting.

The Committee will have the following responsibilities, any of which it may assume prior to such date in its discretion:

Auditor Management

1. Hiring and Selecting Auditors. The Committee will evaluate, determine whether to retain, and determine the fees of the Auditor and any other registered public accounting firm engaged for the financial reporting process. In addition, the Committee may replace any existing Auditor or other registered public accounting firm engaged for the financial reporting process with a different public accounting firm.

2. Approving Audit and Non-Audit Engagements. The Committee will review audit plans, the adequacy of staffing, and the fees to be paid to the Auditor, and will oversee the negotiation and execution of any engagement letters on behalf of the Company. In connection with this review, the Committee will discuss with the Auditor its annual audit risk assessment. The Committee will oversee the rotation of the Auditor's partners on the Company's audit engagement team as required by applicable rules and regulations. The Committee will approve all audit and non-audit related services that the Auditor provides to the Company before the engagement begins, unless applicable rules and regulations allow otherwise. The Committee may

establish pre-approval policies and procedures or delegate pre-approval authority to one or more Committee members as permitted by applicable rules and regulations.

3. Auditor Independence. At least annually, the Committee will assess the qualifications, performance, and independence of the Auditor, or in the case of a prospective Auditor, before it is engaged. That assessment will include reviewing written disclosures from the Auditor regarding any relationships it has that may affect independence, as defined by applicable rules and regulations. The Committee will review a written statement from the Auditor affirming its independence, and assess, consider, and discuss with it any potential relationships concerning its objectivity and independence.

4. Former Employees of the Auditor. The Committee will oversee the policies and procedures as required by applicable rules and regulations governing how the Company may employ individuals who are or once were employed by the Auditor.

Financial Review and Disclosure

5. Annual Audit Results. The Committee will review with management and the Auditor the results of the annual audit, including:

- the Auditor's assessment of the quality of the Company's accounting principles and practices;
- the Auditor's views about qualitative aspects of the Company's significant accounting practices, the reasonableness of significant judgments, and estimates (including material changes in estimates and analyses of the effects on the Company's financial statements of alternative accounting methods under generally accepted accounting principles ("**GAAP**") methods on the financial statements);
- all known and likely misstatements identified during the audit (other than those the Auditor believes to be immaterial);
- the adequacy of the disclosures in the financial statements; and
- any other matters that the Auditor must communicate to the Committee under applicable accounting or auditing standards.

6. Audited Financial Statement Review; Quarterly and Annual Reports. The Committee will review the annual audited financial statements, the quarterly financial statements, and the Company's "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors," as appropriate, with management and the Auditor. The Committee will be responsible for recommending to the Board whether the proposed annual audited financial statements should be included in the Company's Annual Report on Form 10-K.

7. Earnings Announcements. The Committee will review and discuss with management and the Auditor any earnings press releases and other financial information and guidance regarding the Company's results of operations provided publicly or to ratings agencies. As part of this discussion, the Committee shall review any use of "pro forma," "adjusted," or non-GAAP information and any other financial information and earnings guidance provided to analysts

and/or rating agencies. The Chair may represent the entire Committee for the purposes of this discussion.

8. Proxy Report. The Committee will oversee the preparation of any report of the Committee required by applicable rules and regulations to be included in the Company's annual proxy statement.

9. Accounting Principles and Policies. The Committee will review and discuss with management and the Auditor significant issues regarding accounting principles and financial-statement presentation, including:

- critical accounting policies and practices;
- alternative accounting policies available under GAAP;
- the potential impact on the Company's financial statements of alternative treatments and any off-balance sheet structures; and
- any other significant reporting issues and judgments, significant regulatory, legal and accounting initiatives, or developments that may have a material impact on the Company's financial statements, compliance programs and policies.

The Committee will review with the Auditor and management, if appropriate, any written communication, such as any management letter or internal-control letter, and monitor management's response to such communications. At least annually, the Committee will discuss with the Auditor the matters required to be discussed by Auditing Standard No. 1301, Communications with Audit Committees, as adopted by the PCAOB (including any successor rule adopted by the PCAOB).

10. Review of Audit and Management Cooperation. The Committee will review with the Auditor any audit problems or difficulties and management's response. In addition, the Committee will evaluate management's cooperation with the Auditor during its audit examination, including any significant disagreements encountered during the audit, if any. The Committee will resolve any conflicts or disagreements regarding financial reporting.

Internal Control and Procedures

11. Risk Assessment and Management. The Committee will review and discuss with management and the Auditor the Company's processes and policies on risk identification, management, and assessment in all areas of the Company's business. The Board will continue to have overall responsibility for evaluating key business risks faced by the Company, including but not limited to information security (including cybersecurity), competition, and regulation. Areas of focus for the Committee will include the Company's policies and other matters relating to the Company's investments, cash management and foreign exchange management, major financial risk exposures, the adequacy and effectiveness of the Company's information security policies and practices and the internal controls regarding information security (including those concerning data privacy, cybersecurity and backup of information systems), and the steps taken by management to monitor and mitigate or otherwise control these exposures and to identify future risks. The Committee will provide periodic reports to the Board about material issues affecting the quality or integrity of the Company's financial statements, compliance with legal or regulatory

requirements, the performance or independence of the Auditor, the performance of the Company's internal audit function, if any, and other matters as the Committee deems appropriate.

12. Internal Auditors. The Committee is authorized to establish an internal audit function. If an internal audit function is established, the Committee will review the audit plan of the Company's internal auditors and discuss with that team the adequacy and effectiveness of the Company's scope, staffing, and general audit approach. The Committee will review any significant findings prepared by the Company's internal auditors, as well as management's response. Except as may be set forth in a charter governing the internal audit function as approved by the Committee, the head of the internal auditors will administratively report to the Chief Financial Officer, but functionally report to and be evaluated by the Committee.

13. Internal Control over Financial Reporting; Disclosure Controls. The Committee will confer with management and the Auditor concerning the scope, design, adequacy, and effectiveness of internal control over financial reporting and the Company's disclosure controls and procedures, including (i) the Company's processes and controls surrounding the compilation and reporting of any "pro forma," "adjusted," or non-GAAP information included in quarterly earnings releases or SEC filings and (ii) any significant deficiencies or significant changes in internal controls and the adequacy and effectiveness of the Company's information security policies and the internal controls regarding information security, data privacy and cybersecurity. The Committee will review reports on significant findings and recommendations with respect to internal controls over financial reporting, together with management responses and any special audit steps adopted in light of any material control deficiencies.

14. Internal Control Disclosures. The Committee will review management's disclosure to the Committee and the independent auditor under Section 302 of the Sarbanes-Oxley Act, including identified changes in internal control over financial reporting.

15. Correspondence with Regulators. The Committee will consider and review with management, the Auditor, and outside advisors or accountants at least annually any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.

16. Internal Control Report. At its request, and at least annually, the Committee will review a report by the Auditor describing its internal quality-control procedures and any material issues raised by (i) that firm's internal quality-control review, (ii) any peer review of the firm's internal quality-control procedures or review, or (iii) any inquiry or investigation by governmental or professional authorities conducted in the last five years of any audit performed by the Auditor, and any steps taken to deal with any such issues.

17. Tax Planning. The Committee will review with management the Company's policies and processes for tax planning and compliance.

18. Whistleblower and Other Complaint Procedures. The Committee is responsible for overseeing procedures for receiving, retaining, and investigating:

- complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and

- submissions by employees (including confidential and anonymous submissions) concerning questionable accounting or auditing matters.

19. Ethical Compliance; Code of Conduct. The Committee will review the results of management's efforts to monitor compliance with the Company's programs and policies adhering to applicable laws and rules, including the Company's code of conduct. The Committee will also consider, and have the authority to grant, waivers of the Company's code of conduct for Executive Officers (as defined below) and Board members (except where the potential waiver involves a Committee member, in which case the waiver must be approved by the Board). "**Executive Officers**" means, collectively, "executive officers" as defined under Rule 3b-7 and "officers" as defined under Rule 16a-1(f), each promulgated under the Securities Exchange Act of 1934, as amended.

20. Related Party Transactions. The Committee is responsible for establishing a Related Party Transactions Policy under which it will review and approve related party transactions in accordance with the Exchange Rules. The Committee will periodically review and approve any amendments to the Related Party Transactions Policy.

21. Cash Investment Management. The Committee is responsible for establishing an Investment Policy to govern the Company's cash investment program and compliance with the Investment Company Act of 1940. The Committee will periodically review and approve any amendments to the Investment Policy.

Other Matters

22. Committee Reports. The Chair will regularly report to the Board about the Committee's activities, actions, and recommendations.

23. Committee Self-Assessment. The Committee will annually evaluate its performance and the adequacy of this Charter, using the process established by the Nominating and Governance Committee of the Board.

24. Other Legal and Finance Matters. The Committee will review with management legal and regulatory compliance and any actual, pending, or threatened legal or financial matters that could materially affect the Company's business or financial statements or as otherwise deemed appropriate by the Committee.

25. General Authority. The Committee will perform such other functions and have such other powers as may be necessary or appropriate in complying with applicable law, rules, regulations, or this Charter.

The Committee's responsibility is one of oversight. The members of the Committee are not employees of the Company, and they do not perform the function of management, the Auditor or any third-party advisor. The Committee relies on the expertise and knowledge of management, any internal auditors, and the Auditor in carrying out its oversight responsibilities. Management is responsible for preparing accurate and complete financial statements in accordance with GAAP, drafting periodic reports, and establishing and maintaining appropriate accounting principles and financial reporting policies and satisfactory internal control over financial reporting. The Auditor will audit the Company's annual consolidated financial statements and, when required, the effectiveness of the Company's internal control

over financial reporting and review the Company's quarterly financial statements. It is not the Committee's responsibility to prepare or certify the Company's financial statements, guarantee the audits or reports of the Auditor, certify as to whether the Auditor is "independent" under applicable rules, or ensure that the financial statements or periodic reports are complete and accurate, conform to GAAP, or otherwise comply with applicable laws and the Company's policies.

The Board has formed the Committee to assist the Board in directing the Company's affairs, and this Charter has been adopted in furtherance of this purpose. While this Charter should be interpreted in the context of all applicable laws, regulations, and the Exchange Rules, as well as in the context of the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as may be amended from time-to-time, it is not intended to establish by its own force any legally binding obligations.

To the extent permitted by applicable law and the Exchange Rules, the Committee's authority to fulfill the purposes and responsibilities described herein is not exclusive, and the Board retains the authority to fulfill any delegated responsibilities.

ACCESS, ADVISORS, AND EXPENSES

The Committee may conduct or authorize studies of, or investigations into, matters within the Committee's scope of responsibility, with full access to all books, records, documents, facilities, and personnel of the Company.

The Committee has the authority, at the Company's expense, to retain and terminate legal, accounting, or other outside advisors of its choice to assist the Committee in connection with its functions, including any studies or investigations, and shall have direct oversight of the work performed by such advisors and shall approve the compensation and any other retention terms of any such advisors. In connection with the retention of such advisors, the Committee shall consider the factors related to the independence of such advisors (other than in-house legal counsel) in accordance with the Exchange Rules. If necessary, the Committee will review any conflicts of interest from the work of the Auditor, outside legal counsel, or other advisors engaged, and any necessary disclosure in the Company's annual proxy statement required by the Exchange Rules or applicable law.

The Committee may also pay, at the Company's expense, ordinary administrative expenses it deems appropriate in carrying out its duties.

MEETINGS AND MINUTES

The Committee will meet at least quarterly, but may meet more frequently if its members deem doing so necessary or appropriate. The Chair, in consultation with the other members of the Committee, will determine dates, times, and places of Committee meetings. 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 telephone or video conference.

Unless otherwise directed by the Committee, each regularly scheduled meeting will conclude with an executive session that excludes members of management. As part of its responsibility to foster open communication, the Committee will meet periodically with management, any personnel in charge of the internal-audit function, and the Auditor in separate executive sessions.

The Committee will maintain written minutes of its meeting and regularly report to the Board on its actions and recommendations. The Committee may act by unanimous written consent in lieu of a meeting in accordance with the Company's Amended and Restated Bylaws, as may be amended from time-to-time; when it does so, those actions will be filed in the minute book.

COMPENSATION

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair. Such fees may include retainers or per meeting fees and will be paid in such form of consideration as is determined by the Board in accordance with applicable law.

DELEGATION

The Committee may form and delegate authority to one or more subcommittees to the extent allowed under applicable law. By delegating an issue to a subcommittee, the Committee does not surrender any authority over that issue. Although the Committee may act on any issue that has been delegated to a subcommittee, doing so will not limit or restrict future action by the subcommittee on any matters delegated to it. Any action or decision of a subcommittee, including the preapproval of audit or non-audit services, will be presented to the full Committee at its next scheduled meeting. By approving this Charter, the Board delegates authority to the Committee with respect to these responsibilities.



Charter History

Adopted by the Board of Directors on March 14, 2019

Amended on December 11, 2019

Amended on August 21, 2020