

Mission

The Audit & Risk Committee (Committee) assists ISACA's Board of Directors (Board) in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing and financial reporting practices of ISACA. The Committee is responsible reviewing the independent registered public accounting firm's qualifications and independence as well as the performance of the corporation's internal audit function and independent registered public accounting firm. In addition, the Committee assists the Board in its oversight of ISACA's responsibilities to assure that there is an effective system of controls reasonably designed to safeguard the assets and income of the organization, assure the integrity of the organization's financial statements, and maintain compliance with the organization's internal ethical standards, policies, plans and procedures, and with laws and regulations. The Committee is directly responsible for the appointment (with ratification by the Board), compensation, retention, and oversight of ISACA's independent auditor.

In addition, the Committee oversees reputational risks and conduct risks within its scope of responsibility.

Further, the Committee assists the Board in fulfilling its responsibility for oversight of management's responsibility to implement an effective global risk management framework reasonably designed to identify, assess, and manage ISACA's strategic, operational, financial, legal, reputational, and conduct risks. This includes approval of applicable primary risk policies and review of certain associated frameworks, analysis and reporting established by management.

The Committee's responsibilities include approval of applicable primary risk policies and review of certain associated frameworks, analysis and reporting established by management.

The Committee is directly responsible for the appointment (with ratification by the Board), compensation, retention, and oversight of ISACA's independent auditor.

The Committee also reviews and assesses ISACA's internal processes to manage and control risk, inclusive of risk areas assigned to other committees of the Board or external resources retained by the Board.

Membership

The Committee shall be comprised solely of members of the Board (Directors) who are not employees of ISACA and shall have at least three members. Each member of the Committee shall meet the independence standards as provided in the Governance Principles of the Board.

Committee members are appointed by the Board at the at the first Board Meeting after the Annual General Meeting and serve one-year terms or until the new Committee is appointed. The Board will also select the Chair and Vice Chair of the Committee. The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee. The Board may appoint additional members to the Committee at its discretion or remove any member from the Committee at any time with or without cause.

At least one member, preferably the Chair, should have extensive experience in finance and GAAP accounting, audit, tax and regulatory requirements and should meet the Securities and Exchange Commission definition of a Financial Expert. At least one member, should have extensive experience in risk management. If the risk management experience doesn't extend to cybersecurity risk, an additional member should have cyber security experience.

Meetings

The Committee shall meet as often as it determines is appropriate, but not less than four times per annum. Meetings may be in person or virtual. There must be at least three members of the Committee present to conduct a meeting. The Chair of the Committee or the Vice Chair (if the Chair is not available) shall preside at all meetings of the Committee and shall set the agenda.

The Committee shall request members of ISACA's management, counsel, and internal and external auditors, as applicable, to participate in Committee meetings as necessary to carry out the Committee's responsibilities.

The Committee shall meet in private sessions with only the Committee members annually at a minimum. It shall be understood that meetings between the Committee and/or the Committee Chair with either internal or external auditors or counsel may, at any time, be deemed necessary, with or without ISACA's executives or staff attendance.

The Committee will keep adequate minutes of its proceedings and shall report on actions taken and significant matters reviewed by the Committee to the Board at the next regularly scheduled Board meeting following a Committee meeting. In addition, summarized minutes from Committee meetings separately identifying monitoring activities from approvals shall be available to each Board member at least one week prior to the subsequent Board meeting. Committee members will be furnished with copies of the minutes of each meeting and may take any action by a majority vote of the members present for the meeting or by unanimous written consent, including by e-mail or other electronic means, of all members of the Committee.

The Committee shall provide the Board with regular reports of the activities and review with the Board any issues that arise with respect to the ISACA's compliance with legal or regulatory requirements or any other matter the Committee determines is necessary or advisable to report to the Board.

Education

ISACA is responsible for providing new members of the Committee with appropriate orientation briefings and educational opportunities and the full Committee with educational resources related to risk management, audit standards, principles and frameworks, accounting principles and procedures, current accounting topics pertinent to ISACA, and other matters as may be requested by the Committee. ISACA will assist the Committee in maintaining appropriate audit and financial literacy.

Authority

The Committee has the authority and responsibility to appoint, retain, compensate, evaluate and, where appropriate, replace the independent registered public accounting firm retained by ISACA. Appointment and retention of such firm by the Committee is subject to ratification by the Board.

The Committee has the authority to engage advisers when it deems appropriate, including approval of fees and terms of retention, with the prior permission of the Board, and shall be provided the necessary resources for such purposes. The Committee may ask for and obtain assistance from ISACA's legal counsel without prior approval from the Board or CEO.

Any communications between the Committee and legal counsel while obtaining legal advice will be privileged communications of ISACA and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Audit Duties and Responsibilities

The Committee relies on the ability and knowledge of ISACA's management, the internal auditors and the independent auditor in carrying out its oversight responsibilities. ISACA's management is responsible for determining that ISACA's internal control environment is effective, financial statements are complete, accurate and in accordance with generally accepted accounting principles, and for establishing satisfactory internal controls. ISACA's independent auditor is responsible for auditing ISACA's financial statements and the effectiveness of ISACA's internal control over financial reporting.

The Committee shall have the following duties and responsibilities:

Independent Auditor Oversight

- Evaluate ISACA's independent auditor's qualifications, performance, and independence, including that of the lead partner, annually at a minimum.
- Instruct the external auditors that they are responsible to the Board and the Committee as representatives of ISACA. In that regard, confirm that the external auditors will report all relevant issues to the Committee in response to agreed-upon expectations.
- Appoint or replace, subject to ratification by the Board, the independent auditor annually and approve the terms on which the independent auditor is engaged for the ensuing fiscal year.
- Discuss with the independent auditor the matters to be discussed according to the applicable auditing standards relating to the conduct and results of the audit and solicit concerns from the independent auditor, including any difficulties encountered in the course of the audit work, restrictions on the scope of activities or access to requested information or significant disagreements with management and management's response.
- Resolve any disagreements as needed between ISACA's management and the independent auditor about financial reporting.
- Establish and oversee a policy designating permissible services that the independent auditor and its affiliates may perform annually for ISACA.
- Ensure receipt annually and as needed from the independent auditor of a formal written

statement delineating all relationships between the auditor and ISACA.

- Obtain a formal written statement from the external auditors as to their independence. Additionally, discuss with the auditors any relationships or non-audit services that may affect their objectivity or independence.
- Set clear hiring policies as needed for ISACA's hiring of employees or former employees of the independent auditor who were engaged in ISACA's account and ensure that the policies comply with any regulations applicable to ISACA.
- Provide a medium for external auditors to discuss with the audit committee their judgments about the quality, not just the acceptability, of accounting principles and financial disclosure practices used or proposed to be adopted by ISACA.
- Review with the external auditors the audit firm's quality control policies and procedures and any material issues raised by the most recent internal quality control review of ISACA.

Internal Audit Oversight

- Review the responsibilities, resources, functions, and performance of ISACA's internal audit function annually.
- Review and approve the appointment or change in Internal Audit personnel as needed.
- Review and approve the annual internal audit plan annually.
- Review with ISACA's CFO, independent auditor, and Head of Internal Audit:
 - Significant findings by the Head of Internal Audit during the year and management's responses
 - Any difficulties encountered in the course of the audit work of internal audit including any restrictions on the scope of their work or access to required information
 - Any changes required in planned scope of the audit plans of internal audit

Financial Reporting Oversight

- Review with ISACA's management, CFO and the independent auditor at the completion of the annual audit:
 - ISACA's annual financial statements and related footnotes

- The independent auditor's audit of the financial statements and its report thereon, including any matters to be communicated by the independent auditor
 - Any significant changes required in the independent auditor's audit plan
 - Any serious difficulties or disputes with management encountered during the audit and management's response.
 - Other matters related to the conduct of the audit, which are to be communicated to the Committee under generally accepted auditing standards
- Review quarterly with ISACA's CFO, independent auditor, and Head of Internal Audit:
 - ISACA's annual assessment of the effectiveness of its internal controls and the independent auditor's attestation
 - The adequacy of ISACA's internal controls including computerized information system controls and security
 - Any "material weakness" or "significant deficiency" in the design or operation of internal control over financial reporting, and any steps taken to resolve the issues
 - Any related significant findings and recommendations of the independent auditor and internal audit together with management's responses
- Review as needed with ISACA's CFO any significant changes to Generally Accepted Accounting Principles (GAAP) policies or standards and any other applicable financial or accounting standards.
- Review and recommend annually to the Board for acceptance and inclusion of the annual audited financial statements in ISACA's Annual Report.

Internal Controls

- Review and assess ISACA's adequacy of the overall control environment and controls in selected areas representing significant risk.
- Review and assess ISACA's system of internal controls for detecting accounting and financial reporting errors, fraud and defalcations, legal and tax code violations, and noncompliance with the organization's code of conduct. In this regard, review the related findings and recommendations of the external and internal auditors, together with management's responses.

Risk Management Responsibilities

- Approve the Company's enterprise-wide risk management framework that shall be commensurate with the organization's structure, risk profile, complexity, activities and size. The Committee will review and evaluate the adequacy and effectiveness of such framework annually.
- Annually approve and recommend to the Board a statement or statements defining the Company's risk appetite. Additionally, the Committee will monitor the organization risk profile, including its key risk indicators, and provide input to Company management regarding the Company's risk appetite and risk profile.
- Oversee the significant strategies, material risk policies, procedures, processes, controls, and systems established by the Company's management to identify, assess, measure, manage, monitor and report the major risk facing the Company: such as reputational, legal, strategic, operational risk inclusive of cybersecurity, technology, or data management risk; litigation and legal risk, as well as other risks as appropriate.
- Review and work with the CEO or Board to ensure that the senior-level risk management personnel have sufficient experience, stature, authority, and resources to carry out such responsibilities.
- Coordinate and share information with or receive information from other Board Committees concerning enterprise-wide risk management matters.
- Review internal or external reports of audits and examinations that cover or address any risk management operation or process.
- Review the Company's investment portfolio quarterly and recommend adjustments in the investment risk and strategy to the Board as necessary.
- Review and approve, as appropriate, parameters, limits and/or thresholds as requested by management. The Audit & Risk Committee Chair shall be notified promptly of firmwide breaches.
- Review such other key metrics agreed to with management and performance against such metrics.
- Review reports of significant risk issues identified by management.
- The Audit & Risk Committee shall consult with the CEO and shall approve the appointment, evaluation, replacement, reassignment, or dismissal of the Head of Risk. The Audit & Risk Committee or its Chair shall consult with the CEO and the Compensation

& Human Capital Management Committee or its Chair and shall approve the compensation, non-financial performance objectives and succession planning of the Head of Risk. The Audit & Risk Committee shall also review the performance and approve the succession planning of the Head of Risk's direct reports.

- The Committee shall review the Head of Risk's proposed priorities, budget and staffing plans annually.
- The Head of Risk and the Chief Financial Officer, will, at each regularly scheduled meeting, discuss with the Committee any concerns that they reasonably believe could be material to the Firm or to a line of business and describe any actions that have been or are planned to be taken to address such concerns.
- If risk management issues develop between meetings of the Audit & Risk Committee that the Chief Financial Officer and the Head of Risk believe could have a material adverse impact on the Firm, the Chief Financial Officer will promptly report such issues to the Chair of the Audit & Risk Committee.
- The Audit & Risk Committee shall review audit results prepared by Internal or External Audit assessing the effectiveness of the risk governance framework. The Head of Risk shall have access to communicate with the Audit & Risk Committee on any matter relevant to risk and compliance.

Executive Sessions

- Meet with the independent auditor in executive session quarterly to discuss any matters the Committee or the independent auditor believes should be discussed privately with the Committee.
- Meet with the CFO, Head of Internal Audit and Head of Risk in executive session at least annually to discuss any matters the Committee believes should be discussed privately with the Committee.

Consultants and Advisors

- Possess the sole authority to retain or terminate, as it deems necessary or appropriate, outside counsel, auditors and other consultants or outside advisors to assist in discharging its responsibilities. ISACA will provide appropriate funding, as determined by the Committee, for payment of any resource engaged for this purpose, including the engagement of the independent auditor, and for all other administrative expenses necessary for the Committee

to carry out its duties.

Charter Review and Committee Evaluation

- The Committee will review, annually at a minimum, the Committee's Charter and recommend any proposed changes to the Nominating and Governance Committee for Board approval.
- The Committee will not act in violation of the applicable laws, regulations, or ISACA's bylaws. If a situation arises where the Committee's Charter conflicts with the applicable laws, regulations, or ISACA's bylaws, the Committee will recommend a change to bring the Committee Charter into compliance.
- The Committee shall prepare and report to the Board the results of an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this Charter.

Reviewed and endorsed by the Governance & Nominating Committee on June 15, 2022. The Audit & Risk Committee Charter was approved by the ISACA Board on July 22, 2022.