

**Audit and Risk Committee
Of the Board of Directors of Slack Technologies, Inc.
Charter**

Purpose

The purpose of the Audit and Risk Committee (the “ARC”) of the Board of Directors (the “Board”) of Slack Technologies, Inc., a Delaware corporation (“Slack”), is to assist the Board in overseeing:

- Slack’s accounting and financial reporting processes and internal controls, as well as the auditing and integrity of Slack’s financial statements
- The qualifications and independence of Slack’s independent auditor
- The performance of Slack’s independent auditor and internal audit function
- Slack’s compliance with applicable law
- Risk assessment and risk management pertaining to the financial, accounting and tax matters of the company
- Risk assessment and risk management pertaining to matters of information security risk

Composition

1. **Membership and Appointment.** The ARC shall consist of at least two members of the Board. Members of the ARC shall be appointed by the Board and may be removed by the Board in its discretion.
2. **Qualifications.** Members of the ARC must meet the following criteria:
 - Each member of the ARC must be financially literate, as determined by the Board. At least one member of the ARC must have accounting or related financial management expertise, as determined by the Board.
 - At least one member of the ARC must be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have the requisite financial sophistication.
3. **Chairperson.** The Board may designate a chairperson of the ARC. In the absence of that designation, the ARC may designate a chairperson by majority vote of the ARC members.

Responsibilities

The following are the principal recurring responsibilities of the ARC. The ARC may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board and the ARC deem appropriate. In carrying out its responsibilities, the ARC believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. **Select and hire the independent auditor and any other registered public accounting firm.** The ARC shall be responsible for appointing, compensating, retaining and, where appropriate, replacing the independent auditor. The independent auditor shall report directly to the ARC. The ARC shall have the sole authority to approve the hiring and discharge of the independent auditor, all audit engagement fees and terms and all permissible non-audit engagements with the independent auditor. The ARC shall also appoint, retain, compensate, oversee and, where appropriate, replace any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for Slack.
2. **Supervise and evaluate the independent auditor and any other registered public accounting firm.** The ARC shall:
 - Oversee and evaluate the work of (i) the independent auditor and (ii) any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for Slack, which evaluation shall include a review and evaluation of the lead partner of the independent auditor. The ARC shall review, in consultation with the independent auditor, the annual audit plan and scope of audit activities and monitor such plan's progress.
 - Review and resolve any disagreements that may arise between management and the independent auditor regarding internal controls or financial reporting.
 - 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, peer review or Public Company Accounting Oversight Board (the "PCAOB") review of the independent auditor or by any other inquiry or investigation by governmental or professional authorities, within the preceding five years (or such other period as may be requested by the ARC), regarding any independent audit performed by the independent auditor, and any steps to be taken to deal with any such issues.
3. **Evaluate the independence of the independent auditor.** The ARC shall:

- Review and discuss with the independent auditor the written independence disclosure required by the applicable requirements of the PCAOB.
- Review and discuss with the independent auditor on a periodic basis any other relationships or services (including permissible non-audit services) that may affect its objectivity and independence.
- 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.
- Take, or recommend to the Board that it take, appropriate action to oversee the independence of Slack's independent auditor.

4. **Approve audit and non-audit services and fees.** The ARC shall (i) review and approve, in advance, the scope and plans for the audits and the audit fees and (ii) approve in advance (or, where permitted, subsequently) all non-audit services to be performed by the independent auditor or any other registered public accounting firm that are not otherwise prohibited by law and any associated fees. The ARC may delegate to one or more members of the ARC the authority to pre-approve audit and permissible non-audit services and any associated fees, as long as such pre-approval is presented to the full ARC at scheduled meetings. The ARC may, in accordance with applicable law, establish pre-approval policies and procedures for the engagement of independent accountants to render services to Slack.

5. **Review financial statements.** The ARC shall review and discuss the following with management and the independent auditor, as applicable:

- The scope and timing of the annual audit of Slack's financial statements
- Slack's annual audited and quarterly financial statements (if any) and annual and quarterly reports (if any), including the disclosures in "Management's Discussion and Analysis of Financial Condition and Results of Operations."
- The results of the independent audit and the quarterly reviews, and the independent auditor's opinion on the annual 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 presentations, including any significant changes in Slack's selection or application of accounting principles.
- 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.
- The effect of regulatory and accounting initiatives on Slack's financial statements.

- Any significant changes required or taken in the audit plan as a result of any material control deficiency.
- 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.

6. **Approve audited financial information and the ARC report.** The ARC shall recommend that the audited financial statements be included in Slack's annual report (if any) and shall prepare the report of the ARC to be included in Slack's annual proxy statement (if required).

7. **Review communications from the independent auditor.** The ARC shall review and discuss quarterly reports from the independent auditor concerning the following:

- All critical accounting policies and practices to be used by Slack.
- All alternative treatments of financial information within generally accepted accounting principles ("GAAP") that the auditor has discussed with management, ramifications of the use of these alternative disclosures and treatments and the treatment preferred by the independent auditor if different from that used by management.
- Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- Other matters required to be communicated to the ARC under generally accepted auditing standards and other legal or regulatory requirements, including any matters required to be communicated under PCAOB Auditing Standards No. 16, Communications with Audit Committees.

8. **Review financial press releases and guidance.** The ARC shall review and discuss all financial press releases (with particular attention to non-GAAP measures) as well as financial information and financial guidance provided to the public and analysts.

9. **Review internal controls.** The ARC shall review and discuss with management and the independent auditor the adequacy and effectiveness of Slack's internal controls, including any changes, significant deficiencies or material weaknesses in those controls reported by the independent auditor or management, any special audit steps adopted in light of significant control deficiencies, and any fraud, whether or not material, that

involves management of other Slack employees who have a significant role in Slack's internal controls.

10. **Review disclosure controls and procedures.** The ARC shall review and discuss the adequacy and effectiveness of Slack's disclosure controls and processes.

11. **Review the internal audit function.** The ARC shall (provided the internal audit function has been initiated):

- Review and participate in the selection of Slack's internal auditor and periodically review the activities, organizational structure and qualifications of the internal audit function.
- Review and approve the annual internal audit project plan and any proposed changes and review periodic reports summarizing results of the internal audit projects, including any significant findings.
- Review and reassess the adequacy of the charter of Slack's internal auditor, if any.
- Periodically review with Slack's internal auditor any issues encountered in the course of the internal audit function's work.

12. **Review legal and regulatory compliance.** The ARC shall review and discuss with management and the independent auditor (i) the overall adequacy and effectiveness of Slack's legal, regulatory and ethical compliance programs, including Slack's Code of Conduct, compliance with the Foreign Corrupt Practices Act and compliance with export control regulations and (ii) reports regarding compliance with applicable laws, regulations and internal compliance programs in each case to the extent pertaining to financial, accounting and/or tax matters. The ARC shall discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding Slack's financial statements or accounting policies. The ARC shall discuss with Slack's general counsel legal matters that may have a material impact on Slack's financial statements or Slack's compliance procedures that pertain to financial, accounting or tax matters of Slack.

13. **Review complaints concerning questionable accounting or auditing matters.** The ARC shall oversee procedures for the receipt, retention and treatment of complaints on accounting, internal accounting controls or audit matters, as well as for confidential and anonymous submissions by Slack's employees concerning questionable accounting or auditing matters.

14. **Review major financial risk exposures.** The ARC shall review and discuss with management and the independent auditor Slack's major financial risk exposures and the

steps management has taken to monitor and control those exposures, including Slack's guidelines and policies with respect to risk assessment and risk management pertaining to financial, accounting and tax matters. The ARC will also review Slack's risk management framework and programs, as well as the framework by which management discusses Slack's risk profile and risk exposures with the Board and its committees.

15. Review related-party transactions. The ARC shall (i) review and oversee all transactions between Slack and a related person for which review or oversight is required by applicable law or that are required to be disclosed in Slack's financial statements or filings and (ii) develop policies and procedures for the ARC's review, approval and/or ratification of such transactions.

16. Set hiring policies for auditor personnel. The ARC shall set hiring policies for Slack with regard to employees and former employees of Slack's independent auditor.

17. Review information security risk. The ARC shall review and discuss with management Slack's major information security risk exposures and the steps management has taken to monitor and mitigate those exposures, including Slack's policies and procedures for managing internal and external information security incidents.

The function of the ARC is primarily one of oversight. Slack's management is responsible for preparing its financial statements and the independent auditor is responsible for auditing and reviewing those financial statements. The ARC is responsible for assisting the Board in overseeing the conduct of these activities by management and the independent auditor. The ARC is not responsible for providing any expert or special assurance as to the financial statements or the independent auditor's work. It is recognized that the members of the ARC are not full-time employees of Slack, that it is not the duty or responsibility of the ARC or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and that each member of the ARC shall be entitled to rely on (i) the integrity of those persons and organizations within and outside Slack from which the ARC receives information and (ii) the accuracy of the financial or other information provided to the ARC, in either instance absent actual knowledge to the contrary.

Meetings and Procedures

1. Meetings.

- The ARC will meet at least four times per year at such times and places as the ARC determines. The chairperson of the ARC shall preside at each meeting. If a chairperson is not designated or present, an acting chair may be designated by the ARC members present. The ARC may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with Slack's bylaws.
- The ARC shall cause to be kept written minutes of its proceedings, which minutes will be filed with the minutes of the meeting of the Board.
- The ARC shall meet periodically with members of management and the independent auditor in separate executive sessions as the ARC deems appropriate.
- The ARC may invite to its meetings any director, officer or employee of Slack and such other persons as it deems appropriate in order to carry out its responsibilities. The ARC may also exclude from its meetings any person it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the ARC.

2. **Reporting to the Board.** The ARC shall report regularly to the Board with respect to the ARC's activities, including any significant issues that arise with respect to the quality or integrity of Slack's financial statements, Slack's compliance with legal or regulatory requirements or the performance and independence of Slack's independent auditor, as applicable.

3. **Authority to retain advisors.** The ARC shall have the authority to engage independent counsel or other advisors as it deems necessary or appropriate to carry out its duties. Slack will provide appropriate funding, as determined by the ARC, to pay the independent auditor, any outside advisors hired by the ARC and any administrative expenses of the ARC that are necessary or appropriate in carrying out its activities.

4. **Subcommittees.** The ARC may form subcommittees for any purpose that the ARC deems appropriate and may delegate to such subcommittees such power and authority as the ARC deems appropriate. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The ARC shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the ARC as a whole.

5. **Committee Charter review.** The ARC shall review and reassess the adequacy of this Charter annually and shall submit any recommended changes to this Charter to the Board for approval.
6. **Performance review.** The members of the ARC shall review and assess the performance of the ARC on an annual basis.
7. **Authority to investigate.** In the course of its duties, the ARC shall have the authority, at Slack's expense, to investigate any matter brought to its attention.
8. **Attorneys' reports.** The ARC shall receive and, if appropriate, respond to attorneys' reports of evidence of material violations of securities laws and breaches of fiduciary duty and similar violations of foreign, U.S., state or local law. The ARC shall establish procedures for the confidential receipt, retention and consideration of any attorney report.
9. **Access.** The ARC shall be given full access to the chairperson of the Board, management and the independent auditor, as well as Slack's books, records, facilities and other personnel.
10. **Compensation.** Members of the ARC shall receive such fees, if any, for their service as ARC members as may be determined by the Board in its sole discretion. Members of the ARC may not receive any compensation from Slack except the fees that they receive for service as members of the Board or any committee thereof.