



**ROKU, INC.**  
**CHARTER OF THE AUDIT**  
**COMMITTEE OF THE BOARD OF**  
**DIRECTORS**  
**As Amended December 12, 2018**

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**PURPOSE**

The primary purpose of the Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Roku, Inc. ("**Roku**") shall be to act on behalf of the Board in fulfilling the Board's oversight responsibilities with respect to (i) Roku's corporate accounting and financial reporting processes, systems of internal control over financial reporting and audits of financial statements, systems of disclosure controls and procedures, as well as the quality and integrity of Roku's financial statements and reports, (ii) the qualifications, independence and performance of the registered public accounting firm or firms engaged as Roku's independent outside auditors for the purpose of preparing or issuing an audit report or performing audit services (the "**Auditors**"), (iii) the review of any reports or other disclosure required by the applicable rules and regulations of the Securities and Exchange Commission (the "**SEC**") to be included in Roku's annual proxy statement and periodic reports within the scope of authority outlined herein, and (iv) the performance of Roku's internal audit function, if any.

The policy of the Committee, in discharging these obligations, shall be to maintain and foster an open avenue of communication between the Committee and the Auditors and Roku's financial management and internal audit teams.

**COMPOSITION**

The Committee shall consist of at least three (3) members of the Board. The members of the Committee shall satisfy (i) the independence and financial literacy requirements imposed by the SEC and by The Nasdaq Global Select Market ("**Nasdaq**"), including any exceptions permitted by such requirements, as applicable to Committee members as in effect from time to time, when and as required by the SEC and Nasdaq, and (ii) any other qualifications determined by the Board or the Nominating and Corporate Governance Committee of the Board from time to time. At least one member of the Committee shall satisfy the applicable financial sophistication requirements, as in effect from time to time, and any other requirement, as in effect from time to time, for accounting or related financial management expertise, as determined by the Board in its business judgment, when and as required by Nasdaq. The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Committee's chairperson shall be appointed by the Board or if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

**OPERATING PRINCIPLES AND PROCESSES**

In fulfilling its functions and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- **Communication** – Regular and meaningful contact with the Board, members of senior management and independent professional advisors to the Board and its various committees, as



applicable, shall be encouraged as a means of strengthening the Committee's knowledge of relevant current and prospective corporate accounting and financial reporting issues.

- **Committee Education/Orientation** – Developing with management and participating in a process for systematic review of important accounting and financial reporting issues and trends in accounting and financial reporting practices that could potentially impact Roku shall be encouraged to enhance the effectiveness of the Committee.
- **Information Needs** – Communicate to the chief executive officer or his or her designees the Committee's expectations, and the nature, timing, and extent of any specific information or other supporting materials requested by the Committee for its meetings and deliberations.
- **Meeting Agendas** – Committee meeting agendas shall be the responsibility of the chairperson of the Committee with input from the Committee members and other members of the Board as well as, to the extent deemed appropriate by the chairperson, from members of senior management and outside advisors.

## MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate. The Committee will meet at least quarterly and hold such special meetings as its members shall deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each director of Roku and the Secretary of Roku promptly after each meeting. The chairperson of the Committee shall report to the Board from time to time, or whenever requested to do so by the Board.

## AUTHORITY

The Committee shall have access to all books, records, facilities and personnel of Roku as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have authority to appoint, determine compensation for (at Roku's expense), retain and oversee the Auditors (as set forth in Section 10A(m)(2) of the Securities Exchange Act of 1934, as amended, and the rules thereunder) and otherwise to fulfill its responsibilities under this charter. The Committee shall have authority to retain and determine compensation for, at the expense of Roku, special legal, accounting or other advisors or consultants as it deems necessary or appropriate in the performance of its duties. The Committee shall also have authority to pay, at the expense of Roku, ordinary administrative expenses (including expenditures for external resources) that, as determined by the Committee, are necessary or appropriate in carrying out its duties. The Committee shall have authority to require that any of Roku's personnel, counsel, accountants (including the Auditors) or investment bankers, or any other consultant or advisor to Roku attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal, accounting or other, advisors or consultants.

The Committee may form and delegate authority to one or more subcommittees as appropriate. Delegation by the Committee to any subcommittee shall not limit or restrict the Committee on any matter so delegated, and, unless the Committee alters or terminates such delegation, any action by the Committee on any matter so delegated shall not limit or restrict future action by such subcommittee on such matters. The operation of the Committee shall be subject to the Bylaws of Roku as in effect from time to time and Section 141 of the Delaware General Corporation Law. Any decision of a subcommittee to preapprove audit or non-audit services shall be presented to the full Audit Committee at its next scheduled meeting.



The approval of this charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

## RESPONSIBILITIES

The Committee's responsibility is one of oversight. The members of the Audit Committee are not employees of Roku, and they do not perform, or represent that they perform, the functions of management, the internal auditor or the Auditors. The Committee relies on the expertise and knowledge of management, the internal auditor and the Auditors in carrying out its oversight responsibilities. The management of Roku is responsible for preparing accurate and complete financial statements in accordance with generally accepted accounting principles ("**GAAP**"), preparing periodic reports and for establishing and maintaining appropriate accounting principles and financial reporting policies and satisfactory internal control over financial reporting. The Auditors are responsible for auditing Roku's annual consolidated financial statements and the effectiveness of Roku's internal control over financial reporting and reviewing Roku's quarterly financial statements. It is not the responsibility of the Committee to prepare or certify Roku's financial statements, guarantee the audits or reports of the Auditors or ensure that the financial statements or periodic reports are complete and accurate, conform to GAAP or otherwise comply with applicable laws.

The Committee shall oversee Roku's financial reporting process on behalf of the Board, shall have direct responsibility for the appointment, compensation, retention and oversight of the work of the Auditors and any other registered public accounting firm engaged for the purpose of performing other review or attest services for Roku. The Auditors and each such other registered public accounting firm shall report directly and be accountable to the Committee. The Committee's functions and procedures should remain flexible to address changing circumstances most effectively. To implement the Committee's purpose and policy, the Committee shall be charged with the following functions and responsibilities with the understanding, however, that the Committee may supplement or (except as otherwise required by applicable laws or requirements of Nasdaq) deviate from these activities as appropriate under the circumstances:

**1. Evaluation and Retention of Auditors.** To evaluate the performance of the Auditors, to assess their independence and qualifications, including the performance and qualifications of the lead partner, taking into account the opinions of management and the internal auditors, if any, and to determine whether to retain, or to terminate, the engagement of the existing Auditors, or to appoint and engage a different independent registered public accounting firm, which retention shall be subject only to ratification by Roku's stockholders (if the Committee or Board elects to submit such retention for ratification by the stockholders).

**2. Communication Prior to Engagement.** Prior to engagement of any prospective Auditors, to review a written disclosure by the prospective Auditors of all relationships between the prospective Auditors, or their affiliates, and Roku, or persons in financial oversight roles at Roku, that may reasonably be thought to bear on independence, and to discuss with the prospective Auditors the potential effects of such relationships on the independence of the prospective Auditors, consistent with Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence* ("**Rule 3526**"), of the Public Company Accounting Oversight Board (United States) (the "**PCAOB**").



**3. Approval of Audit Engagements.** To determine and approve engagements of the Auditors, prior to commencement of such engagements, to perform all proposed audit, review and attest services, including the scope of and plans for the audit, the adequacy of staffing, the compensation to be paid, at Roku's expense, to the Auditors and the negotiation and execution, together with management of Roku, of the Auditors' engagement letters, which approval may be pursuant to preapproval policies and procedures established by the Committee consistent with applicable laws and rules, including the delegation of pre-approval authority to one or more Committee members so long as any such pre-approval decisions are presented to the full Committee at the next scheduled meeting.

**4. Approval of Non-Audit Services.** To determine and approve engagements of the Auditors, prior to commencement of such engagements (unless in compliance with exceptions available under applicable laws and rules related to immaterial aggregate amounts of services), to perform any proposed permissible non-audit services, including the scope of the service and the compensation to be paid therefor, at Roku's expense, which approval may be pursuant to pre-approval policies and procedures established by the Committee consistent with applicable laws and rules, including the delegation of pre-approval authority to one or more Committee members so long as any such pre-approval decisions are presented to the full Committee at the next scheduled meeting.

**5. Audit Partner Rotation.** To monitor the rotation of the partners of the Auditors on Roku's audit engagement team as required by applicable laws and rules and to consider periodically and, if deemed appropriate, adopt a policy regarding rotation of auditing firms.

**6. Auditor Independence.** At least annually, consistent with Rule 3526, to receive and review written disclosures from the Auditors delineating all relationships between the Auditors, or their affiliates, and Roku, or persons in financial oversight roles at Roku, that may reasonably be thought to bear on independence and a letter from the Auditors affirming their independence, to consider and discuss with the Auditors any potential effects of any such relationships on the independence of the Auditors as well as any compensation or services that could affect the Auditors' objectivity and independence, and to assess and otherwise take appropriate action to oversee the independence of the Auditors.

**7. Former Employees of Auditors.** To consider and, if deemed appropriate, adopt policies regarding Committee pre-approval of employment by Roku of individuals employed or formerly employed by Roku's Auditors and engaged on Roku's account.

**8. Audited Financial Statement Review.** To review, upon completion of the audit, the financial statements proposed to be included in Roku's Annual Report on Form 10-K to be filed with the SEC and any disclosure from Roku's chief executive officer and chief financial officer to be made in connection with the certification thereof, and to recommend whether or not such financial statements should be so included.

**9. Annual Audit Results.** To review with management and the Auditors the results of the annual audit, including the Auditors' assessment of the quality of Roku's accounting principles and practices, the Auditors' views about qualitative aspects of Roku's significant accounting practices, the reasonableness of significant judgments and estimates (including material changes in estimates and analyses of the effects of alternative GAAP methods on the financial statements), all known and likely misstatements identified during the audit (other than those the Auditors believe to be trivial), the adequacy of the disclosures in the financial statements, and any other matters required to be communicated to the Committee by the Auditors under the standards of the PCAOB.



**10. Auditor Communications.** At least annually, to discuss with the Auditors the matters required to be discussed by PCAOB Auditing Standard No. 16, *Communications with Audit Committees*.

**11. Quarterly Results and Reports on Form 10-Q.** To review with management and the Auditors, as appropriate, the results of the Auditors' review of Roku's quarterly financial statements and any disclosure from Roku's chief executive officer and chief financial officer to be made in connection with the certification of Roku's quarterly reports filed with the SEC, prior to public disclosure of quarterly financial information, if practicable, or filing with the SEC of Roku's Quarterly Report on Form 10-Q and any other matters required to be communicated to the Committee by the Auditors under the standards of the PCAOB. To review with management and the Auditors, to the extent appropriate, other relevant reports or financial information submitted by Roku to any governmental body or the public, including management certifications as required in Item 601(b)(31) of Regulation S-K and relevant reports rendered by the Auditors (or summaries thereof).

**12. Management's Discussion and Analysis.** To review with management and the Auditors, as appropriate, Roku's disclosures contained under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" in its periodic reports to be filed with the SEC.

**13. Press Releases.** To review with management and the Auditors, to the extent appropriate, earnings press releases, as well as the substance of financial information and earnings guidance provided to analysts and ratings agencies (including, without limitation, reviewing any pro forma or non-GAAP information), which discussions may be general discussions of the type of information to be disclosed or the type of presentation to be made. The chairperson of the Committee may represent the entire Committee for purposes of this discussion.

**14. Accounting Principles and Policies.** To review with management and the Auditors, as appropriate, significant issues that arise regarding accounting principles and financial statement presentation, including critical accounting policies and practices, alternative accounting policies available under GAAP related to material items discussed with management, the potential impact on Roku's financial statements of 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 Roku's financial statements, compliance programs and policies if, in the judgment of the Committee, such review is necessary or appropriate.

**15. Risk Assessment and Management.** To review and discuss with management and the Auditors, as appropriate, Roku's guidelines and policies with respect to financial risk management and financial risk assessment, including Roku's major financial risk exposures and the steps taken by management to monitor and control these exposures.

**16. Management Cooperation with Audit.** To evaluate the cooperation received by the Auditors during their audit examination, including any significant difficulties encountered during the audit or any restrictions on the scope of their activities or access to required records, data and information and, whether or not resolved, significant disagreements with management and management's response, if any.

**17. Management Letters.** To review with the Auditors and, if appropriate, management, any "management" or "internal control" letter issued or, to the extent practicable, proposed to be issued by the Auditors and management's response, if any, to such letter, as well as any additional material written communications between the Auditors and management.



**18. National Office Communications.** To review with the Auditors, as appropriate, communications between the audit team and the Auditors' national office with respect to accounting or auditing issues presented by the engagement.

**19. Disagreements Between Auditors and Management.** To review with management and the Auditors, or any other registered public accounting firm engaged to perform review or attest services, any conflicts or disagreements between management and the Auditors, or such other accounting firm, whether or not resolved, regarding financial reporting, accounting practices or policies or other matters, that individually or in the aggregate could be significant to Roku's financial statements or the Auditors' report, and to resolve any conflicts or disagreements regarding financial reporting.

**20. Internal Control over Financial Reporting; Disclosure Controls.** To confer with management and the Auditors, as appropriate, regarding the scope, adequacy, and effectiveness of internal control over financial reporting, including responsibilities, budget and staff of the internal audit function, and Roku's disclosure controls and procedures, including any significant deficiencies and significant changes in internal controls. To obtain 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.

**21. Separate Sessions.** Periodically, to meet in separate sessions with the Auditors, the internal auditors or other personnel responsible for the internal audit function, as applicable and appropriate, and management to discuss any matters that the Committee, the Auditors, the internal auditors or other personnel responsible for the internal audit function, or management believe should be discussed privately with the Committee.

**22. Correspondence with Regulators.** To consider and review with management, the Auditors, outside counsel, as appropriate, and any special counsel, separate accounting firm or other consultants and advisors as the Committee deems appropriate, any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding Roku's financial statements or accounting policies.

**23. Complaint Procedures.** To establish procedures, when and as required by applicable laws and rules, for the receipt, retention and treatment of complaints received by Roku regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

**24. Engagement of Registered Public Accounting Firms.** To determine and approve engagements of any registered public accounting firm (in addition to the Auditors), prior to commencement of such engagements, to perform any other review or attest service, including the compensation to be paid, at Roku's expense, to such firm and the negotiation and execution, on behalf of Roku, of such firm's engagement letter, which approval may be pursuant to pre-approval policies and procedures, including the delegation of pre-approval authority to one or more Committee members, so long as any such pre-approval decisions are presented to the full Committee at the next scheduled meeting.

**25. Ethical Compliance.** To review the results of management's efforts to monitor compliance with Roku's programs and policies designed to ensure adherence to applicable laws and rules, as well as to Roku's Code of Conduct, including review and oversight of related-person transactions as required by applicable laws or requirements of Nasdaq.



**26. Investigations.** To investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is necessary or appropriate.

**27. Related-Person Transactions.** To consider and approve or disapprove any related-person transaction, as defined under SEC Regulation S-K Item 404, to the extent required by SEC regulations.

**28. Proxy Report.** To oversee the preparation of the report required by the rules of the SEC to be included in Roku's annual proxy statement.

**29. Annual Charter Review.** To review and assess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

**30. Report to Board.** To report to the Board with respect to material issues that arise regarding the quality or integrity of Roku's financial statements, Roku's compliance with legal or regulatory requirements, the performance or independence of the Auditors, the performance of Roku's internal audit function (as applicable) or such other matters as the Committee deems appropriate from time to time or whenever it shall be called upon to do so.

**31. Internal Control Report.** At least annually to obtain and review a report by the Auditors describing that firm's internal quality-control review or peer review or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits performed by the firm, as well as any steps taken to address the issues raised.

**32. Annual Committee Evaluation.** To conduct an annual evaluation of the performance of the Committee.

**33. Other Legal and Finance Matters.** To review, with Roku's counsel, legal compliance and legal matters that could have a significant impact on Roku's financial statements. To review, with management, Roku's finance function, including its budget, organization and quality of personnel.

**34. General Authority.** To perform such other functions and to have such powers as may be necessary or appropriate in the discharge of any of the foregoing.