

BRAZE, INC.

**CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS**

PURPOSE

The purpose of the Audit Committee (the “*Committee*”) of the Board of Directors of Braze, Inc. (“*Braze*”) is to:

- oversee Braze’s accounting and financial reporting processes, systems of internal control, financial statement audits and the integrity of Braze’s financial statements;
- manage the selection, engagement terms, fees, qualifications, independence, and performance of the registered public accounting firms engaged as Braze’s independent outside auditors for the purpose of preparing or issuing an audit report or performing audit services (the “*Auditors*”);
- maintain and foster an open avenue of communication with Braze’s management, internal audit group and Auditors;
- review any reports or disclosures required by applicable law and stock exchange listing requirements;
- oversee the design, implementation, organization and performance of Braze’s internal audit function;
- help the Board oversee Braze’s privacy and information security policies and legal and regulatory compliance, including risk assessment and the Company’s public reporting regarding the same; and
- provide regular reports and information to the Board.

COMPOSITION

The members of the Committee, including the Chairperson, will be members of the Board appointed by, and will serve at the discretion of, the Board. Vacancies occurring on the Committee 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 Committee will consist of at least three members of the Board. Each member of the Committee will satisfy (i) the independence, financial literacy and other requirements imposed by applicable law and stock exchange listing requirements and (ii) any other qualifications determined by the Board. 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 required by applicable law and stock exchange listing requirements.

AUTHORITY

The Committee will have access to all Company books, records, facilities and personnel as deemed

necessary or appropriate by any member of the Committee. If the Committee concludes that it must retain legal, accounting or other outside advisors, it may do so and determine compensation for those advisors at Braze's expense. The Committee may also pay any ordinary administrative expenses it deems appropriate in carrying out its duties at the expense of Braze. The Committee will have authority to require that any of Braze's personnel or outside advisors attend any meeting of the Committee or meet with any member of the Committee or any of its advisors.

The Chairperson shall have the delegated authority to act on behalf of the Committee in connection with (1) approval of the retention of outside service providers and advisors (including negotiation and execution of their engagement letters), (2) preapproval of audit or non-audit services, (3) reviewing with management Braze's proposed earnings press releases and other financial information and guidance regarding Braze's results of operations provided publicly or to ratings agencies, (4) reviewing with management Braze's proposed disclosure pursuant to the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), related to cybersecurity matters, including without limitation such disclosure which may be required to be included in Form 10-K, Form 10-Q, Form 8-K or any other current or periodic report filed with the U.S. Securities and Exchange Commission, (5) approval of payment of expenses incurred by the Committee described in the previous paragraph, (6) review of possible conflicts of interest of officers and directors as set forth in the Company's Code of Business Conduct and Ethics, and (7) as may otherwise be determined by the Committee. The Committee also may form and delegate authority to one or more subcommittees consisting of one or more members of the Board (whether or not he, she or they are on the Committee) to the extent allowed under applicable law and stock exchange listing requirements. By delegating an issue to the Chairperson or 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 the Chairperson or a subcommittee, doing so will not limit or restrict future action by the Chairperson or subcommittee on any matters delegated to it. Any action or decision of the Chairperson or a subcommittee 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.

RESPONSIBILITIES

The Committee's responsibilities are for oversight, as described under "Purpose" above. The members of the Committee are not employees of Braze, and they do not perform management's or any Auditors' functions. The Committee relies on the expertise and knowledge of management, the internal auditors, and any Auditors in carrying out its oversight responsibilities. Management is responsible for preparing accurate and complete financial statements in accordance with generally accepted accounting principles ("**GAAP**"), crafting periodic reports, and establishing and maintaining appropriate accounting principles and financial reporting policies and satisfactory internal control over financial reporting. The Auditors will audit Braze's annual consolidated financial statements and, when required, the effectiveness of Braze's internal control over financial reporting and review Braze's quarterly financial statements. It is not the Committee's responsibility to prepare or certify Braze's financial statements, guarantee the audits or reports of the Auditors, certify as to whether any Auditors are "independent" under applicable law or stock exchange listing requirements, or ensure that the financial statements or periodic reports are complete and accurate, conform to GAAP, or otherwise comply with applicable law or stock exchange listing requirements or Braze's policies.

The Committee shall have the following responsibilities; *provided, however*, that this list of responsibilities is intended to be a guide and to remain flexible to account for changing circumstances and needs. Accordingly, the Committee may depart from or supplement such responsibilities, and establish policies and procedures, to the extent permitted by applicable law and stock exchange listing requirements.

Auditor Management

1. Evaluation and Retention of Auditors. The Committee will evaluate, determine whether to retain, and determine the fees of any Auditors and any other registered public accounting firm engaged for the financial reporting process. In addition, the Committee may replace any existing Auditors 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, the fees to be paid to Auditors, and oversee the negotiation and execution of any engagement letters on behalf of Braze. The Committee will oversee the rotation of the Auditors' partners on Braze's audit engagement team as required by applicable law and stock exchange listing requirements. The Committee will approve all audit and non-audit related services that the Auditors provide to Braze before the engagement begins, unless applicable law and stock exchange listing requirements 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 law and stock exchange listing requirements.

3. Auditor Independence. Prior to engagement of any prospective Auditor, and at least annually thereafter, the Committee will assess the qualifications, performance, and independence of the Auditors, or in the case of prospective Auditors, before they are engaged. That assessment will include reviewing written disclosures from any Auditors regarding any relationships they have that may affect independence, as defined by applicable law and stock exchange listing requirements. The Committee will review a written statement from any Auditors affirming their independence, and assess, consider, and discuss with them any potential relationships concerning their objectivity and independence.

4. Former Employees of Auditors. The Committee will oversee the policies and procedures as required by applicable law and stock exchange listing requirements governing how Braze may employ individuals who are or once were employed by the Auditors.

Financial Review and Disclosure

5. Annual Audit Results. The Committee will review with management and the Auditors the results of Braze's annual financial statement audit, including:

- the Auditors' assessment of the quality of Braze's accounting principles and practices;
- the Auditors' views about qualitative aspects of Braze's significant accounting practices and 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 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 that the Auditors 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 Braze's "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors," as appropriate, with management and the Auditors. The Committee will be responsible for recommending to the Board whether the proposed annual audited financial statements should be included

in Braze's Annual Report on Form 10-K.

7. Earnings Announcements. The Committee will review and discuss with management and the Auditors any proposed earnings press releases and other financial information and guidance regarding Braze's results of operations provided publicly or to ratings agencies (including, without limitation, reviewing any pro forma or non-GAAP information).

8. Proxy Report. The Committee will oversee the preparation of any report of the Committee required by applicable law or stock exchange listing requirements to be included in Braze's annual proxy statement.

9. Cybersecurity Disclosure. The Committee will review and discuss with management proposed disclosure pursuant to the Exchange Act related to cybersecurity matters, including without limitation such disclosure which may be required to be included in Form 10-K, Form 10-Q, Form 8-K or any other current or periodic report filed with the U.S. Securities and Exchange Commission.

10. Accounting Principles and Policies. The Committee will review and discuss with management and the Auditors 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 Braze'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 Braze's financial statements, compliance programs, and policies.

The Committee will review with the Auditors and management, if appropriate, any written communication, such as any management letter or internal-control letter, and monitor management's response to such communications.

11. Auditor Communications. At least annually, the Committee will discuss with the Auditors the matters required to be discussed by Auditing Standard No. 1301, Communications with Audit Committees, as adopted by the Public Company Accounting Oversight Board (the "**PCAOB**") (including any successor rule adopted by the PCAOB).

12. Management Cooperation with Audit. The Committee will evaluate management's cooperation with the Auditors during their audit examination, including any significant difficulties or disagreements encountered during the audit, if any. The Committee shall be directly responsible for the resolution of disagreements between management and the Auditors regarding the Company's financial reporting.

13. 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.

Internal Control and Procedures

14. Risk Assessment and Management. The Committee will review and discuss with management and the Auditors Braze's processes and policies on risk identification, management and assessment in all areas of Braze's business. While the Board shall continue to have overall responsibility for evaluating key business risks faced by Braze, including but not limited to finance, privacy, product and technology, information security (including cyber security and back-up of information systems), competition and legal compliance (collectively, "***Company Risk Matters***"), management shall regularly report to the Committee on management's assessment, mitigation efforts and processes related to Company Risk Matters. The Committee shall then report to the Board on Company Risk Matters as it deems appropriate. Areas of focus for the Committee shall include Braze's policies and procedures related to Company Risk Matters and other matters relating to Braze's investments, cash management and foreign exchange management, major financial risk exposures, the adequacy and effectiveness of Braze's privacy and information security policies and practices and the internal controls regarding privacy and information security, and the steps taken by management to monitor and mitigate or otherwise control these exposures and to identify future risks. The Committee will review and discuss with management the adequacy of Braze's insurance programs, including director and officer insurance, product liability insurance and general liability insurance.

15. Internal Auditors. The Committee will review the audit plan of Braze's internal audit team and discuss with that team the adequacy and effectiveness of Braze's scope, staffing, and general audit approach. The Committee will review any significant reports prepared by Braze's internal auditors, as well as management's response. The head of the internal auditors will also report to and be evaluated by the Committee.

16. Internal Control over Financial Reporting; Disclosure Controls. The Committee will confer with management and the Auditors concerning the scope, design, adequacy and effectiveness of internal control over financial reporting, including Braze's information and cyber security systems, and Braze's disclosure controls and procedures. 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.

17. Correspondence with Regulators. The Committee will consider and review with management, the Auditors, and outside advisors or accountants any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding Braze's financial statements or accounting policies.

18. Internal Control Report. At least annually (if required by applicable stock exchange listing requirements) or as may otherwise be determined by the Committee, the Committee will review a report by the Auditors describing its internal quality-control procedures and any material issues raised by (a) that firm's internal quality-control review, (b) any peer review of the firm's internal quality-control procedures or review, or (c) any inquiry or investigation by governmental or professional authorities conducted in the last five years of any audit performed by the Auditors.

19. Complaint Procedures. The Committee will oversee procedures for receiving, retaining and investigating the following:

- complaints received by Braze regarding accounting, internal accounting controls, or auditing matters; and
- confidential and anonymous submissions by employees concerning questionable accounting or

auditing matters.

In addition, the Committee will oversee procedures for receiving, retaining and investigating any “hotline” complaints or submissions delegated to the Committee by the Board.

20. Ethical Compliance. The Committee will review the results of management’s efforts to monitor compliance with Braze’s programs and policies designed to ensure compliance with applicable laws and stock exchange listing requirements, including Braze’s Code of Business Conduct and Ethics (“*Code*”). The Committee will consider any request by directors or executive officers of Braze for a waiver from the Code. Any approved waivers shall be promptly disclosed as required by applicable law and stock exchange listing requirements.

21. Conflicts of Interest and Related Party Transactions. The Committee shall consider possible conflicts of interest of officers and directors as set forth in the Company’s Code of Business Conduct and Ethics, and make recommendations to the Board to prevent, minimize or eliminate such conflicts of interest. The Committee will also review and approve, in accordance with Braze’s policies, any related party transaction as defined by applicable law or stock exchange listing requirements.

Other Matters

22. Committee Self-Assessment; Charter Review. The Committee will annually evaluate its performance. The Committee shall also review and assess the adequacy of this Charter annually and shall recommend any proposed changes to the Board for its consideration.

23. 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 significantly affect Braze’s business or financial statements or as otherwise deemed appropriate by the Committee.

24. General Authority. The Committee shall perform such other functions and have such other powers as may be necessary or appropriate in the discharge of any of the foregoing.

MEETINGS AND MINUTES

The Committee will meet whenever its members deem a meeting necessary or appropriate. The Committee will determine where and when to meet. Unless otherwise determined 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, personnel in charge of the internal audit function and the Auditors in separate executive sessions. From time to time, or when requested by the Board, the Chairperson of the Committee will report to the Board.

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; when it does so, those actions will be filed in the minute book.

PUBLICATION

Braze shall make this Charter freely available to stockholders on request and, provided that Braze is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, shall publish it on Braze’s website.

Approved by the Board of Directors: October 8, 2021

Effective: November 16, 2021; last amended December 9, 2024