

**AUDIT COMMITTEE CHARTER**  
**of**  
**BROADCOM INC.**

This Audit Committee Charter was adopted by the Board of Directors (the “**Board**”) of Broadcom Inc. (the “**Company**”) effective as of December 5, 2018.

**I. Purpose**

The purpose of the Audit Committee (the “**Committee**”) is (1) oversight of the integrity of the Company’s financial statements, including the Company’s accounting, auditing and financial reporting and disclosure processes and internal control systems; (2) oversight of the independent auditor’s qualifications and independence; (3) oversight of the performance of the Company’s internal audit function and independent auditor; (4) oversight of the Company’s compliance with legal and regulatory requirements; and (5) to otherwise discharge the functions of an audit or similar committee imposed by applicable regulatory or stock exchange requirements.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s Amended and Restated Certificate of Incorporation (the “**Certificate**”) and Amended and Restated Bylaws (the “**Bylaws**”). The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

The function of the Committee is oversight. Management of the Company is responsible for the preparation, presentation and integrity of the Company’s financial statements as well as the Company’s financial reporting process, accounting policies, internal audit function, internal accounting controls and disclosure controls and procedures. The independent auditor is responsible for performing an audit of the Company’s annual financial statements, expressing an opinion as to the conformity of such annual financial statements with U.S. generally accepted accounting principles (“**GAAP**”) and reviewing the Company’s quarterly financial statements. It is not the responsibility of the Committee to plan or conduct audits or to determine that the Company’s financial statements and disclosures are complete and accurate or that they were prepared in accordance with GAAP and applicable laws, rules and regulations. Absent actual knowledge to the contrary, each member of the Committee shall be entitled to rely on the integrity of those persons within the Company and of the professionals and experts from whom the Committee receives information (including the Company’s internal auditor (the “**Vice President of Internal Audit**”) and the Company’s independent auditor) and the accuracy of the

financial and other information provided to the Committee by such persons, professionals or experts. In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not employees of the Company and are not, and do not represent themselves to be, performing the functions of management or the independent auditors.

Further, auditing literature, particularly Statement of Accounting Standards No. 100, defines the term “review” to include a particular set of required procedures to be undertaken by independent auditors. The members of the Committee are not independent auditors, and the term “review” as used in this Charter is not intended to have that meaning and should not be interpreted to suggest that the Committee members can or should follow the procedures required of auditors performing reviews of financial statements.

## **II. Membership**

The Committee shall consist of at least three members of the Board and each Committee member shall satisfy the independence and other membership requirements of The Nasdaq Stock Market (“*Nasdaq*”) and the rules of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), subject, in each case, to any applicable exceptions. Each Committee member must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement. Members of the Committee are not required to be engaged in the accounting and auditing profession and, consequently, some members may not be expert in financial matters, or in matters involving auditing or accounting. However, at least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. In addition, at least one member of the Committee shall be an “audit committee financial expert” within the definition adopted by the Securities and Exchange Commission (the “*SEC*”).

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board. Committee members may be removed from the Committee by the Board, with or without cause and without prior notice. Unless otherwise determined by the Committee, any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided therein.

## **III. Meetings and Procedures**

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s Certificate and Bylaws that are applicable to the Committee. A majority of the members of the Committee, present in person or by phone, shall constitute a quorum and the affirmative vote of a majority of the members of the Committee shall be necessary for the taking of any action by the Committee (subject to any delegation of the Committee’s authority pursuant to Section V below).

The Committee shall meet at least once during each fiscal quarter and more frequently as the Committee deems necessary or desirable. The Committee shall meet, periodically, with management, with the Vice President of Internal Audit and with the independent auditor in separate and/or joint sessions, as the Committee deems necessary or desirable.

In addition, decisions may be taken by the Committee by written consent (in lieu of meetings) signed by all of its members. Any such written consent may consist of several documents in like form, each signed by one or more members of the Committee. The expression “signed” includes approval of any such Committee member by wireless or facsimile transmission, email or any other form of electronic communication approved by the Committee for such purpose from time to time incorporating, if the Committee deems necessary, the use of security and/or identification procedures and devices approved by the Committee.

Minutes of each meeting and decisions recorded by way of written consent will be kept and distributed to each member of the Committee and the Company’s Secretary.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company’s management, representatives of the Company’s independent auditor, the Vice President of Internal Audit, any other financial or legal personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any director who is not a member of the Committee.

The Committee shall have the authority to retain and/or replace, as needed, any independent counsel, experts or advisors (accounting, financial or otherwise) to the Committee that the Committee believes to be necessary or appropriate, including the authority to approve such person’s or entity’s fees and other retention terms. The Committee may also utilize the services of the Company’s regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any counsel, experts or advisors employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall have the appropriate resources and authority to conduct or authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Committee. The Committee shall have full access to all books, records, facilities and personnel of the Company to conduct such investigations.

The Chair of the Committee shall report regularly to the Board regarding the activities and findings of the Committee and as otherwise requested by the Chair of the Board.

## IV. Powers and Responsibilities

### *Interaction with the Independent Auditor*

1. Appointment and Oversight. The Committee shall be directly and solely responsible for the appointment, compensation, retention and oversight of the work of the independent auditor of the Company and its subsidiaries (including resolution of any disagreements between Company management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company and its subsidiaries. The Company's independent auditor shall report directly to the Committee.

2. Pre-Approval of Services. Before the independent auditor is engaged by the Company or its subsidiaries to render audit or non-audit services (other than "prohibited non-audit services" which may not be performed by the independent auditor), the Committee shall pre-approve the engagement, including the scope and fees of such engagement. Committee pre-approval of audit and non-audit services will not be required if the engagement for the services is entered into pursuant to pre-approval policies and procedures established by the Committee regarding the Company's engagement of the independent auditor, provided the policies and procedures are detailed as to the particular service, the Committee is informed of each service so provided and such policies and procedures do not include delegation of the Committee's responsibilities under the Exchange Act to the Company's management. The Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals, provided such approvals are presented to the Committee at the next scheduled meeting of the Committee. Committee pre-approval of non-audit services (other than review and attest services) also will not be required if such services fall within available exceptions established by the SEC.

"Prohibited non-audit services" are services prohibited (i) under Section 10A(g) of the Exchange Act or (ii) by the Public Accounting Oversight Board.

3. Independence of Independent Auditor. The Committee shall, at least annually, review the independence, performance and quality control procedures of the independent auditor and the experience and qualifications of the independent auditor's senior personnel that are providing audit services to the Company. In conducting its review:

(i) The Committee shall obtain and review a report prepared by the independent auditor describing (A) the auditing firm's internal quality-control procedures and (B) any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditing firm, and any steps taken to deal with any such issues.

(ii) The Committee shall ensure that the independent auditor prepare and deliver, at least annually, a written statement delineating all relationships between the independent auditor and the Company, consistent with Independence Standards Board Standard No. 1. The Committee shall actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the

Committee, may impact the objectivity and independence of the independent auditor. If the Committee determines that further inquiry is advisable, the Committee shall take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence.

(iii) The Committee shall confirm with the independent auditor that the independent auditor is in compliance with the partner rotation requirements established by the SEC.

(iv) The Committee shall monitor whether the independent auditor's independence is maintained and shall, if applicable, consider whether the independent auditor's provision of any permitted non-audit services to the Company is compatible with maintaining such independence.

#### *Annual Financial Statements and Annual Audit*

#### 4. Meetings with Management, the Independent Auditor and the Internal Auditor.

(i) The Committee shall meet with management, the independent auditor, and, if deemed necessary or desirable, the Vice President of Internal Audit in connection with each annual audit to discuss the scope and plan of the audit, the procedures to be followed, the staffing of the audit and any significant changes required in the originally planned audit program.

(ii) The Committee shall review and discuss with management, the independent auditor and, as applicable, the Vice President of Internal Audit: (A) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles or reporting practices; (B) the adequacy and effectiveness of the Company's internal controls (including any significant deficiencies or material weaknesses) and management's report thereon and any attestation of the same by the independent auditors, changes in internal controls and the adequacy and effectiveness of the Company's disclosure controls and procedures; (C) any analyses prepared by management or the independent auditor setting forth significant financial reporting issues and significant judgments made in connection with the preparation of the Company's financial statements; and (D) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.

(iii) The Committee shall review and discuss the annual audited financial statements and the results of the annual audit with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's Annual Report on Form 10-K for the fiscal year subject to the audit (each, a "**Form 10-K**").

#### 5. Separate Meetings with the Independent Auditor.

(i) The Committee shall review with the independent auditor any problems or difficulties the independent auditor may have encountered during the course of the audit, including any restrictions on the scope of activities or access to required information or any significant disagreements with management and management's responses to such matters.

Among the items that the Committee should consider reviewing with the independent auditor are: (A) any accounting adjustments that were noted or proposed by the independent auditor but were “passed” (as immaterial or otherwise); (B) any communications between the audit team and the independent auditor’s national office respecting auditing or accounting issues presented by the engagement; and (C) any “management” or “internal control” letter issued, or proposed to be issued, by the independent auditor to the Company. The Committee shall obtain from the independent auditor assurances that the independent auditor has provided all communications required under Section 10A(b) of the Exchange Act.

(ii) The Committee shall discuss with the independent auditor the report that such auditor is required to make to the Committee regarding: (A) all accounting policies and practices to be used that the independent auditor identifies as critical; (B) all alternative treatments within GAAP for policies and practices related to material items that have been discussed among management and the independent auditor, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (C) all other material written communications between the independent auditor and management of the Company, such as any management letter, management representation letter, reports on observations and recommendations on internal controls, independent auditor’s engagement letter, independent auditor’s independence letter, schedule of unadjusted audit differences and a listing of adjustments and reclassifications not recorded, if any.

(iii) The Committee shall discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 114, “*The Auditor’s Communication with Those Charged with Governance*,” as then in effect and other regulatory requirements relating to the conduct of the audit.

6. Recommendation to Include Financial Statements in Annual Report. The Committee shall, based on the review and discussions referred to in this Charter, and based on the disclosures received from the independent auditor regarding its independence and discussions with the auditor regarding such independence pursuant to this Charter, determine whether to recommend to the Board that the audited financial statements be included in the Company’s Form 10-K.

#### *Quarterly Financial Statements*

7. Meetings with Management and the Independent Auditor. The Committee shall review and discuss the quarterly financial statements with management and the independent auditor, including the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” to be included in the Company’s Quarterly Reports on Form 10-Q.

#### *Other Powers and Responsibilities*

8. The Committee shall discuss with management and the independent auditor the Company’s earnings press releases (with particular focus on any “pro forma” or “adjusted” non-GAAP financial information), as well as financial information and earnings guidance contained in press releases or provided to analysts and ratings agencies. The Committee’s discussion in

this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance.

9. The Committee shall review all related party transactions on an ongoing basis and all such transactions must be reviewed and approved by the Committee. The Committee may delegate to one or more designated members of the Committee the authority to pre-approve related party transactions, provided such approvals are presented to the Committee at the next scheduled meeting of the Committee.

10. The Committee shall discuss with management and the independent auditor any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies or internal audit function.

11. The Committee shall discuss with the Company's Chief Legal Officer or outside counsel any legal matters brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's financial statements.

12. The Committee shall request assurances from management and the Company's Vice President of Internal Audit that the Company's foreign subsidiaries and foreign affiliated entities, if any, are in conformity with applicable legal requirements, including disclosure of affiliated party transactions.

13. The Committee shall discuss with management the Company's policies with respect to risk assessment and enterprise risk management. The Committee shall discuss with management the Company's significant financial and operational risk exposures, including any exposures related to data privacy and information technology systems controls and security, and the actions management has taken to limit, monitor or control such exposures.

14. The Committee shall establish procedures for the receipt, retention, investigation and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential and anonymous submission by employees regarding questionable accounting or auditing matters.

15. The Committee shall annually review the activities and performance of the Company's internal audit function, the annual audit scope and plan of the Company's internal auditors and the coordination of such plans with the independent auditors. The Committee shall meet periodically with the Vice President of Internal Audit to review audit findings, any problems or difficulties the internal auditors may have encountered during the course of the audit, including any restrictions on the scope of activities or access to required information and any significant changes required in the originally planned audit program. The Audit Committee will review any significant issues raised in reports to management by the internal audit team. The Committee shall approve the appointment and removal of the Vice President of Internal Audit.

16. The Committee shall oversee the administration of the Company's Code of Ethics and Business Conduct (the "*Code*"), and shall review and respond to any requests for waivers of the Code for directors and executive officers of the Company.

17. The Committee shall provide the Company with the report of the Committee with respect to the audited financial statements required by Item 407 of Regulation S-K under the Exchange Act, for inclusion in each of the Company's annual proxy statements.

18. The Committee, through its Chair, shall report regularly to, and review with, the Board its activities and findings, including any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditor, the performance of the Company's internal audit function or any other matter the Committee determines is necessary or advisable to report to the Board, and as otherwise requested by the Chair of the Board.

19. The Committee shall evaluate its performance on an annual basis, including its compliance with this Charter.

20. The Committee shall at least annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's Certificate and Bylaws, applicable law and the rules and regulations of Nasdaq.