

Thoughtworks Holding, Inc.

Audit Committee Charter

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Purpose

The purpose of the Audit Committee (the “Audit Committee”) of the board of directors (the “Board”) of Thoughtworks Holding, Inc. (the “Company”) is to:

- Assist the Board of Directors in fulfilling its oversight of the Company’s accounting and financial reporting processes and the audits of the Company’s financial statements, including oversight of: (a) the integrity of the company's financial statements and financial reporting processes regarding finance, accounting, and information systems security; (b) an effective and reliable system of internal control; (c) the company's compliance with legal and regulatory requirements, and (d) the independence, qualifications and performance of the company's independent auditors and internal audit function;
- Provide an avenue of free and open communication among the independent auditors, management, the internal auditors and the Board of Directors, and determine that all parties are aware of their responsibilities; and
- Prepare the disclosure required by Item 407 (d) (3) (i) of Regulation S-K promulgated by the Securities and Exchange Commission (“SEC”).

As outlined above, the Audit Committee’s principal responsibility is one of oversight. To fulfill its responsibilities, the Audit Committee exercises oversight over the following functions:

- Financial Management of the Company - is responsible for determining that the Company’s financial statements and related disclosures are complete, accurate and in accordance with U.S. GAAP and any other applicable accounting principles and for establishing satisfactory disclosure and internal control over financial reporting.
- The independent auditor - is responsible for auditing the Company’s financial statements and the effectiveness of the Company’s internal controls over financial reporting.
- The Company’s internal and outside counsel - are responsible for assuring compliance with laws and regulations and the Company’s corporate governance policies.

Membership

Membership Requirements: The Audit Committee shall consist of three or more members of the Board of the Company who are appointed by the Board to serve on the Audit Committee, subject to any cure period from such requirement available to the Company under the rules of Nasdaq, Inc. (“Nasdaq”) or the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Board shall designate one member of the Audit Committee as the chairperson based on



recommendations of the Nominating and Corporate Governance Committee. At least one member of the Audit Committee must be an audit committee financial expert.

Independence: After any permissible phase-in period under the requirements of Rule 10A-3 of the Exchange Act and the rules of Nasdaq, each member of the Audit Committee shall be independent, further subject to any cure period from such requirements. No member of the Audit Committee can have participated in the preparation of the Company's or any of its subsidiaries' financial statements at any time during the past three years.

Financial Expertise: Each member of the Audit Committee must be financially literate, as determined by the Board in its business judgment. Each member of the Audit Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement.

At least one member of the Audit Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibility. At least one member of the Audit Committee must be an audit committee financial expert. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication.

Overboarding: No member of the Audit Committee may serve simultaneously on the audit committee of more than three public companies (including the Company's Audit Committee), unless the Board determines that such simultaneous service would not impair the ability of such director to serve effectively on the Audit Committee. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board in its sole discretion.

Appointment/Term/Removal: Subject to the terms and conditions of that certain Director Nomination Agreement, among the Company and certain stockholders of the Company dated September 17, 2021 (the "Director Nomination Agreement"), (1) the members of the Audit Committee shall be appointed by the Board based on recommendations from the Nominating and Corporate Governance Committee and (2) the members of the Audit Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Audit Committee at any time with or without cause.

Structure and Operations

Leadership: The agenda for Audit Committee meetings will be prepared by the Audit Committee chairperson in consultation with the other Audit Committee members, the chief financial officer, the head of internal audit and the independent auditor.

Meetings: The Audit Committee shall meet at least four times during each fiscal year of the Company at such times and places as it deems necessary or appropriate to fulfill its responsibilities. The Chairperson of the Board or the Chairperson of the Audit Committee may



call a meeting of the Audit Committee. The Audit Committee may meet via telephone or videoconference.

A majority of the members of the Audit Committee shall constitute a quorum for the transaction of business. The Audit Committee may act only upon approval of a majority of its members constituting a quorum. The action of the Audit Committee at a meeting at which a quorum is present shall be an act of the Audit Committee. The Audit Committee may also act in writing by the unanimous consent of its members. The Audit Committee is governed by the same rules regarding meetings (including meetings in person or by videoconference, telephone or other similar communications equipment), action without meetings, notice, waiver of notice and voting requirements as are applicable to the Board.

The Audit Committee may invite any members of management or the internal auditors or representatives of the Company's independent auditor to its meetings, as it deems appropriate. However, the Audit Committee shall have the opportunity to meet regularly without such individuals present in executive session. All non-management directors that are not members of the Audit Committee may attend meetings of the Audit Committee but may not vote. The Audit Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

The Audit Committee shall keep minutes of its proceedings and report periodically to the Board regarding its discussions and actions and shall make recommendations to the Board as appropriate.

Onboarding / Education: The Company will provide new members of the Audit Committee with appropriate onboarding briefings, and the full Audit Committee with educational resources and opportunities related to accounting principles and procedures, current accounting topics pertinent to the Company and other matters as may be appropriate or requested by the Audit Committee.

Outside Advisors: The Audit Committee shall have the authority, in its sole discretion, to retain and terminate an independent auditor, outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Audit Committee Charter (this "Charter"). However, the Audit Committee shall not be required to implement or act consistently with the advice or recommendations of the independent auditor, outside legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Audit Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Audit Committee shall set the compensation and retention terms and oversee the work of the independent auditor, outside legal counsel or any other advisors. Any communications between the Audit Committee and its outside legal counsel shall be privileged communications.

Funding: The Audit Committee shall receive appropriate funding from the Company, as determined by the Audit Committee in its capacity as a committee of the Board, for the payment of compensation, including, without limitation, usual and customary expenses and charges to any independent auditor, outside legal counsel and any other advisors, and the ordinary

administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties. Individual members of the Audit Committee may not accept any consulting, advisory, or other compensatory fee from the Company other than for board and committee service.

Delegation of Authority: Subject to the terms and conditions of the Director Nomination Agreement and to the extent allowed by applicable law and the rules of Nasdaq, the Audit Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Audit Committee may deem appropriate in its sole discretion, provided that decisions of such subcommittees to grant pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting.

Books and Records: The Audit Committee will have access to the Company's books, records, facilities and personnel.

Duties and Responsibilities

The Audit Committee shall have the following authority and responsibilities:

Oversight of Independent Auditors

1. Auditor Appointment: To (1) appoint, retain or replace an independent registered public accounting firm to act as the Company's independent auditor for the purpose of auditing the Company's annual financial statements, books, records, accounts and internal controls over financial reporting or performing other audit, review or attest services for the Company, (2) set the compensation of the Company's independent auditor, (3) approve all audit engagement fees and terms, (4) oversee the work done by the Company's independent auditor, and (5) terminate the Company's independent auditor, if necessary. The independent auditor shall report directly to the Audit Committee.
2. Pre-Approval: To pre-approve all audit and permitted non-audit and tax services that may be provided by the Company's independent auditor, or other registered public accounting firms as and to the extent required by the Exchange Act and the Sarbanes-Oxley Act of 2002 in accordance with any pre-approval policy adopted by the Audit Committee, and to establish any other necessary policies and procedures for the Audit Committee's pre-approval of permitted services in compliance with applicable SEC rules and review such pre-approval policies at least four times during each fiscal year of the Company. The Chairperson (or any Audit Committee member if the Chairperson is unavailable) may pre-approve such services in between Committee meetings; *provided*, however, that the Chairperson (or such other Committee member) must disclose all such pre-approved services to the full Committee at the next scheduled meeting and in accordance with any other procedures set forth in any pre-approval policy adopted by the Audit Committee.
3. Audit: To review and discuss with the Company's independent auditor (1) the auditor's responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (2) the overall audit strategy, planning and staffing, (3) the

scope and timing of the annual audit, (4) any significant risks identified during the independent auditor's risk assessment procedures, (5) the matters required to be discussed by the Statement on Auditing Standards No. 1301, as amended (or any successor standards), relating to the conduct of the audit and (6) when completed, the results, including significant findings, of the annual audit.

4. Audit Problems: To review and discuss with the Company's independent auditor and management (1) any audit problems or difficulties, including difficulties encountered by the Company's independent auditor or internal audit department during their audit work (such as (i) restrictions on the scope of their activities or their access of information, (ii) any accounting adjustments that were noted or proposed by the independent auditors but were "passed" (as immaterial or otherwise), (iii) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the Company, and (iv) the responsibilities, budget and staffing of the Company's internal audit function); (2) any significant disagreements with management; and (3) management's response to these problems, difficulties or disagreements; and to resolve any disagreements between the Company's independent auditor or internal audit department and management.
5. Annual Financials: To review and discuss with the Company's independent auditor and management the Company's annual audited financial statements (including the related notes), the form of audit opinion to be issued by the independent auditor on the financial statements and the disclosure 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 before the Form 10-K is filed. The Audit Committee shall recommend to the Board whether the audited financial statements should be included in the Company's annual report on Form 10-K.
6. Quarterly Financials: To review and discuss with the Company's independent auditor and management the Company's quarterly financial statements (including the related notes) and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's quarterly report on Form 10-Q before the Form 10-Q is filed.
7. Earnings Releases: To review and discuss with management and the Company's independent auditor: (1) the Company's earnings press releases, including the type of information to be included and its presentation and the use of any pro forma, adjusted or other non-GAAP financial information; and (2) any financial information and earnings guidance provided to analysts and ratings agencies, including the type of information to be disclosed and type of presentation to be made. Such discussions may be general (consisting of discussing the types of information to be disclosed and the types of presentations to be made), provided that each earnings release or each instance in which the Company provides earnings guidance need not be discussed in advance.
8. Financial Statements Issues: To review with management and the Company's independent auditor: (1) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of

accounting principles; (2) analyses prepared by management setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements; (3) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements; (4) consideration of the judgment of both management and the independent auditor about the quality, not just the acceptability, of accounting principles; and (5) the completeness and clarity of the disclosures in the financial statements.

9. Auditor National Office: To discuss with the independent auditor material issues on which the national office of the independent auditor was consulted by the Company's audit team.
10. Auditor Communications: To review and discuss with the Company's independent auditor (1) all critical accounting policies and practices to be used; (2) all alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the independent auditor; and (3) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
11. Quality Control/Independence Report: At least annually, to obtain and review a written report by the Company's independent auditor that describes (1) the independent auditor's internal quality control procedures; (2) any material issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board ("PCAOB") review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the independent auditor and any steps taken to deal with any such issues; and (3) all relationships between the independent auditor and the Company or any of its subsidiaries in order to assess the independent auditor's independence.
12. Audit Committee Report: To produce the audit committee report required to be included in the Company's proxy statement and to review the disclosure in the Company's proxy statement regarding the Audit Committee.
13. Auditor Evaluation: At least annually, after reviewing the independent auditors' report referred to in paragraph 14 above and such auditors' work throughout the year, to evaluate the qualifications, performance and independence of the Company's independent auditor, including an evaluation of the lead audit partner, and taking into account the opinions of management and the internal auditor.
14. Auditor Rotation: To assure the regular rotation of the lead audit partner at the Company's independent auditor as required by law; and to consider periodic rotation of the accounting firm serving as the Company's independent auditor. The Audit Committee shall have the opportunity to present its conclusions with respect to the independent auditor to the Board.

15. Hiring Former Auditors: To review and discuss with the Company any hiring policies for employees or former employees of the Company's independent auditor.

Oversight of Internal Audit Function

16. Internal Audit: To review, discuss with the Company's independent auditor, and approve the functions of the Company's internal audit department, including its purpose, authority, organization, responsibilities, budget and staffing, along with updates regarding significant changes thereto; to review the scope and performance of the department's internal audit plan, including the results of any internal audits and any remedial actions, any reports to management and management's response to those reports or internal audit department; and to review and approve the hiring, dismissal, evaluation and compensation of the head of internal audit.
17. Risk Oversight: Taking into consideration the allocation of responsibility for risk oversight to the other committees of the Board, to review and discuss with management the risks faced by the Company and the policies, guidelines and process by which management assesses and manages the Company's risks, including the Company's major financial risk exposures and cybersecurity risks and the steps management has taken to monitor and control such exposures.

SOX Oversight

18. Internal Controls: To review with management, internal audit, and the Company's independent auditor the adequacy and effectiveness of the Company's internal control over financial reporting and disclosure controls and procedures, including any significant deficiencies, material weaknesses or other major issues in the design or operation of, and any material changes in, the Company's controls; any special audit steps adopted in light of any material control deficiencies; and any fraud involving management or other employees with a significant role in such internal controls; and to review and discuss with management and the Company's independent auditor disclosure relating to the Company's controls, management's and the independent auditor's report on the effectiveness of the Company's internal control over financial reporting and the required management certifications to be included in or attached as exhibits to the Company's annual report on Form 10-K or quarterly report on Form 10-Q, as applicable.

Oversight of Management's Conduct of the Company's Financial Reporting Process.

19. Code of Ethics: To monitor compliance with the Company's Code of Ethics for Senior Financial Professionals (the "Code"), to investigate any alleged breach or violation of the Code, and to enforce the provisions of the Code.
20. Related Party Transactions: To review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K promulgated under the Exchange Act) on an ongoing basis, in accordance with Company policies and procedures; to keep the Company's independent auditor informed of the Audit Committee's

understanding of the Company's relationships and transactions with related parties that are significant to the Company and whether any member of the Audit Committee has concerns regarding relationships or transactions with related persons and, if so, the substance of those concerns; and to review and discuss with the Company's independent auditor the independent auditor's evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.

21. Legal Compliance: To review, with the Chief Legal Officer and outside legal counsel, legal and regulatory matters relating to the Company and its subsidiaries that could have a significant impact on the Company's financial statements; to review the Company's compliance with applicable laws and regulations; and to review and oversee the Company's policies, procedures and programs designed to promote and monitor legal and regulatory compliance and sustainability.
22. The Committee shall review and monitor, as appropriate: (1) Litigation or other legal matters that could have a significant impact on the Company's financial results; (2) significant findings of any examination by regulatory authorities or agencies, in the areas of securities, accounting or tax, such as the SEC or the U.S. Internal Revenue Service; or (3) the Company's disclosure controls and procedures.
23. Whistleblowers: To establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

Reports

24. Tax Planning: Review with management the Company's policies and processes for tax planning and compliance.
25. Audit Committee Performance Evaluation: To conduct self-assessments with the help of the Nominating and Governance Committee of the performance of its duties under this Charter and to present the results of the evaluation to the Board. The Audit Committee shall conduct this evaluation at such times, although generally once each fiscal year, and in such manner as it deems appropriate.
26. Audit Committee Charter Review: To review this Charter at least annually and recommend any proposed changes to the Board for approval.