

# MARQETA, INC.

## AUDIT COMMITTEE CHARTER

(Effective upon the effectiveness of the registration statement relating to the Company's initial public offering)

### I. General Statement of Purpose

The purposes of the Audit Committee of the Board of Directors (the "Audit Committee") of Marqeta, Inc. (the "Company") are to:

A. Assist the Board of Directors (the "Board") in its oversight of (1) the integrity of the Company's financial statements, (2) the Company's compliance with legal and regulatory requirements, (3) the qualifications, independence and performance of the Company's independent auditors engaged for the purpose of issuing an audit report or performing other audit, review or attest services for the Company (the "Independent Auditors"), (4) the Company's governance, policies, and processes for monitoring and mitigating risks, and (5) the performance of the Company's internal audit function; and

B. Prepare the report required by the rules of the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement.

### II. Composition

The Board shall appoint the members of the Audit Committee and may replace or remove any member with or without cause. The Audit Committee shall have at least three members all of whom shall meet independence and experience requirements in accordance with applicable laws, SEC and applicable stock exchange rules. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Audit Committee. The Board shall designate one member of the Audit Committee to be Chair (the "Chair") of the committee. At least one member of the Audit Committee shall be a "financial expert" as defined by the SEC.

No member of the Audit Committee may simultaneously serve on the audit committee of more than three (3) issuers having securities registered under Section 12 of the Exchange Act, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee.

A member of the Audit Committee may not, other than as a member of the Audit Committee, the Board or any other committee established by the Board, receive directly or indirectly any consulting, advisory or other compensatory fee from the Company.

### III. Meetings

The Audit Committee shall meet as often as it deems appropriate, but not less frequently than quarterly. A majority of the members of the Audit Committee shall constitute a quorum for purposes of holding a meeting and the Audit Committee may act by vote of a majority of members present at a meeting. In lieu of a meeting, the Audit Committee may act by unanimous written consent in accordance with the Company's certificate of incorporation.

Periodically, the Audit Committee shall also meet separately with management, with internal auditors (or other personnel responsible for the internal audit function) and with the Independent Auditors.

#### **IV. Responsibilities**

##### **A. Matters Relating to Selection, Performance and Independence of Independent Auditors**

1. The Audit Committee shall be directly responsible for appointing, retaining and terminating, and for determining the compensation, of the Company's Independent Auditors and may not delegate these responsibilities to management.
2. The Audit Committee shall be directly responsible for overseeing the work of the Independent Auditors (including resolving disagreements between management and the Independent Auditors regarding financial reporting).
3. The Independent Auditors shall report directly to the Audit Committee.
4. The Audit Committee shall pre-approve all auditing services and the terms of those services (which may include providing comfort letters in connection with securities underwritings) and non-audit services to be provided to the Company by the Independent Auditors (other than non-audit services if the "de minimus" provisions of Section 10A(i)(1)(B) of the Exchange Act are satisfied and non-audit services prohibited under Section 10A(g) of the Exchange Act or the applicable rules of the SEC or the Public Company Accounting Oversight Board (the "PCAOB")). The Audit Committee may delegate authority to pre-approve non-audit services to its Chair, who shall report all pre-approval decisions to the Audit Committee at its next scheduled meeting.
5. The Audit Committee shall review and approve the scope and staffing of the Independent Auditors' annual audit plan(s).
6. The Audit Committee shall (1) request that the Independent Auditors provide it with the written disclosures and the letter required by PCAOB Rule 3526 ("Rule 3526"), (2) require that the Independent Auditors submit to the Audit Committee at least annually a formal written statement describing all relationships between the Independent Auditors or any of its affiliates and the Company or persons in financial reporting oversight roles at the Company that might reasonably be thought to bear on the independence of the Independent Auditors, (3) discuss with the Independent Auditors the potential effects of any disclosed relationships or services on the objectivity and independence of the Independent Auditors, (4) require that the Independent Auditors provide to the Audit Committee written affirmation that the Independent Auditor is, as of the date of the affirmation, independent in compliance with PCAOB Rule 3520 and (5) based on such disclosures, statement, discussion and affirmation, take or recommend that the Board take appropriate action in response to the Independent Auditors' report to satisfy itself of the Independent Auditors' independence. In addition, before approving the initial engagement of any Independent Auditor, the Audit Committee shall receive, review and discuss with the audit firm all information required by, and otherwise take all actions necessary for compliance with the requirements of, Rule 3526. References to rules of the PCAOB shall refer to any substantially equivalent rules adopted to replace the rules referred to above, in each case as subsequently amended, modified or supplemented.
7. The Audit Committee may consider whether the provision of the services covered in Items 9(e)(2) and 9(e)(3) of Regulation 14A of the Exchange Act (or any successor provision) is

compatible with maintaining the Independent Auditors' independence.

8. The Audit Committee shall evaluate the Independent Auditors' qualifications, performance and independence, and shall present its conclusions to the full Board. As part of its evaluation, at least annually, the Audit Committee shall:
  - obtain and review a report or reports from the Independent Auditors describing (1) its internal quality-control procedures, (2) any material issues raised by its most recent internal quality-control review or peer review or by any inquiry or investigation by government or professional authorities, within the preceding five years, regarding one or more independent audits it has conducted, and any steps it has taken to address any issues that were identified, and (3) to assess its independence and all relationships between it and the Company;
  - review and evaluate the performance of the Independent Auditors and the lead partner; and
  - ensure that all audit partners associated with the Company's audit engagement are rotated as required under the Exchange Act and Regulation S-X
9. The Audit Committee shall review and approve management's policy with respect to the potential hiring of current or former employees of the Independent Auditors.

**B. Audited Financial Statements and Annual Audit**

1. The Audit Committee shall review the overall audit plan (both internal and external) with the Independent Auditors and the members of management responsible for preparing the Company's financial statements, including the Company's Chief Financial Officer and/or principal accounting officer and/or the senior member of the internal audit function (the Chief Financial Officer and such other officer or officers are referred to collectively as the "Senior Accounting Executive").
2. The Audit Committee shall review and discuss with management (including the Company's Senior Accounting Executive) and with the Independent Auditors the Company's annual audited financial statements, including (a) all critical accounting policies and practices used or to be used by the Company, (b) all other required disclosures on Form 10-K before the filing of the Company's Annual Report on Form 10-K, and (c) any significant financial reporting issues that have arisen in connection with the preparation of the audited financial statements. The Audit Committee shall review:
  - any analyses prepared by management, the internal auditors, if any, and/or the Independent Auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements. The Audit Committee may consider the ramifications of the use of such alternative disclosures and treatments on the financial statements, and the treatment preferred by the Independent Auditors. The Audit Committee may also review other material written communications between the Independent Auditors and management, such as any management letter or schedule of unadjusted differences;
  - major issues as to the adequacy of the Company's internal controls over financial reporting;
  - major issues regarding accounting principles and procedures and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; and

- the effects of regulatory and accounting initiatives, as well as off-balance sheet transactions and structures, on the Company's financial statements.
3. The Audit Committee shall review and discuss with the Independent Auditors (outside of the presence of management) how the Independent Auditors plan to handle their responsibilities under the Private Securities Litigation Reform Act of 1995, and request assurance from the Independent Auditors that Section 10A(b) of the Exchange Act has not been implicated.
  4. The Audit Committee shall review and discuss with the Independent Auditors any audit problems or difficulties and management's response thereto. This review shall include (1) any difficulties encountered by the Independent Auditors in the course of performing its audit work, including any restrictions on the scope of its activities or its access to information, (2) any significant disagreements with management and (3) a discussion of the responsibilities, budget and staffing of the Company's internal audit function.
  5. The Audit Committee shall discuss with the Independent Auditors those matters brought to the attention of the Audit Committee by the Independent Auditors pursuant to Statement on Auditing Standards No. 61, as amended ("SAS 61").
  6. The Audit Committee also shall review and discuss with the Independent Auditors the report required to be delivered by such auditors pursuant to Section 10A(k) of the Exchange Act.
  7. If brought to the attention of the Audit Committee, the Audit Committee shall discuss with the Chief Executive Officer and Chief Financial Officer of the Company (1) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act, within the time periods specified in the SEC's rules and forms, and (2) any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.
  8. Based on the Audit Committee's review of the annual audit plan and annual financial statements described in items B10 through B16 above as well as discussions with the Independent Auditors concerning their independence, the Audit Committee shall make a recommendation to the Board as to whether the Company's audited financial statements should be included in the Company's Annual Report on Form 10-K for the last fiscal year.
  9. The Audit Committee shall prepare the Audit Committee report required by Item 407(d) of Regulation S-K of the Exchange Act (or any successor provision) to be included in the Company's annual proxy statement.

### **C. Oversight of Internal Audit**

1. At least annually, the Audit Committee shall evaluate the performance, responsibilities, budget and staffing of the Company's internal audit function and review the internal audit plan. Such evaluation shall include a review of the responsibilities, budget and staffing of the Company's internal audit function with the Independent Auditors.
2. In connection with the Audit Committee's evaluation of the Company's internal audit function, the Audit Committee may evaluate the performance of the senior officer or officers responsible

for the internal audit function.

#### **D. Unaudited Quarterly Financial Statements**

The Audit Committee shall discuss with management and the Independent Auditors, before the filing of the Company's Quarterly Reports on Form 10-Q, (1) the Company's quarterly financial statements and other disclosures required to be included on Form 10-Q, (2) such issues as may be brought to the Audit Committee's attention by the Independent Auditors pursuant to Statement on Auditing Standards No. 100, and (3) any significant financial reporting issues that have arisen in connection with the preparation of such financial statements and Form 10-Q.

#### **E. Earnings Press Releases**

The Audit Committee shall discuss the Company's earnings press releases, and financial information and earnings guidance provided to analysts and rating agencies, including the types of information to be disclosed and the types of presentations to be made (paying particular attention to the use of "pro forma" or "adjusted" non-GAAP information).

#### **F. Related Party Transactions**

The Audit Committee shall review all related party transactions for potential conflicts of interest, and its approval shall be required for all such transactions. The Audit Committee may establish policies and procedures to facilitate such review. The Audit Committee shall review and approve related-party transactions required to be disclosed under Item 404 of Regulation S-K and review and approve policies and procedures pertaining to related-party transactions.

#### **G. Risk Assessment and Management**

The Audit Committee shall oversee the Company's management of Key Risks (defined below), as well as the governance, policies, and processes for monitoring and mitigating such risks.

1. **"Key Risks"** within the purview of this Committee include risks related to:

- operations, including business continuity;
- revenue concentration;
- relationships with banks or similarly regulated entities;
- financial risks;
- adoption of systems and infrastructure relating to the reconciliation of funds;
- modifications to the Company's underwriting processes, procedures and strategies;
- negative publicity or reputational risk, industry trends and general economic conditions;
- Material litigation;
- platform performance and reliability, privacy concerns and security breaches; and
- federal and state regulations.

In furtherance of these purposes, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

2. **Responsibilities and Duties**

Risk assessment and risk management are the responsibility of the Company's management. The Committee has an oversight role and, in fulfilling that role, it relies on the reviews and reports described below. The Committee may, as and to the extent it determines appropriate, review with management and take action with respect to:

- Setting the tone and developing a culture within the Company regarding Key Risks, promoting open risk discussion, and promoting integration of risk management into the Company's processes and goals;
- The Company's risk identification, risk assessment, risk tolerance and risk mitigation and management practices for addressing Key Risks, and the guidelines, policies, procedures, processes and training for these undertakings;
- Management's implementation of the risk policies, procedures and training reviewed with the Committee;
- Reports and presentations provided by management regarding the effectiveness of management's undertakings with respect to the identification, assessment, mitigation, and management of Key Risks;
- The oversight and review of any management led investigations and/or the undertaking of any Committee or Board led investigations or review of advice and counsel received from third party advisors, which the Committee shall have the power to engage in its reasonable discretion; and
- Other matters as the Board determines relevant to the Committee's oversight of Key Risks assessment, mitigation, training and management.

#### **H. Procedures for Addressing Complaints and Concerns**

1. The Audit Committee shall review and approve management's policies and procedures for (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (2) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters or other concerns regarding the Company or its management.
2. The Audit Committee may review and reassess the adequacy of these procedures periodically, and no less than annually, and adopt any changes to such procedures that it deems necessary or appropriate.

#### **I. Regular Reports to the Board**

The Audit Committee shall regularly report to and review with the Board 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 Independent Auditors, the performance of the internal audit function, the performance of the Company's risk management function and any other matters that it deems appropriate or is requested to review for the benefit of the Board.

#### **J. Review of Charter**

The Audit Committee shall review and reassess the adequacy of this Charter annually and recommend to the Board any amendments or modifications it deems appropriate.

## **K. Annual Performance Evaluation of the Audit Committee.**

At least annually, the Audit Committee shall evaluate its own performance and report the results of such evaluation to the Board.

## **V. Additional Authority**

The Audit Committee is authorized, on behalf of the Board, to do any of the following as it deems necessary or appropriate:

### **A. Engagement of Advisers**

The Audit Committee may engage, on whatever terms it approves, legal counsel and other advisers to assist it in performing its responsibilities.

### **B. Regulatory Compliance**

The Audit Committee may discuss with management and the Independent Auditors, and review with the Board, the legal and regulatory requirements applicable to the Company and its subsidiaries and the Company's compliance with such requirements. After these discussions, the Audit Committee may, if it determines it to be appropriate, make recommendations to the Board with respect to the Company's policies and procedures for complying with legal and regulatory requirements.

### **C. General**

1. The Audit Committee may establish and delegate authority to carry out its responsibilities to one or more subcommittees consisting of one or more of its members.
2. The Audit Committee may perform such other functions as the Board may request.
3. In performing its oversight function, the Audit Committee shall be entitled to rely on advice and information it receives from management, the Independent Auditors or other experts, advisers and professionals whom it may consult.
4. The Audit Committee is authorized to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's Independent Auditors or any other professional retained by the Company to meet with the Audit Committee or its members or advisers either with or without management present during such discussions.
5. The Audit Committee is authorized to incur ordinary administrative expenses in performing its duties.

Notwithstanding the responsibilities and powers of the Audit Committee set forth in this Charter, the Audit Committee does not have the responsibility of planning or conducting audits of the Company's financial statements or determining whether the Company's financial statements are complete, accurate and in accordance with GAAP.

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