

Adopted by the Board of Directors: August 18, 2020  
Effective: Upon adoption

## UBIQUITI INC.

### AUDIT COMMITTEE CHARTER

#### PURPOSE

The purpose of the Audit Committee of the board of directors is to assist the board of directors in fulfilling its responsibilities for generally overseeing:

- The company's accounting and financial reporting processes as well as the quality and integrity of the company's financial statements.
- The company's compliance with legal and regulatory requirements.
- The qualifications and independence of the company's independent auditor.
- The performance of the company's independent auditor.
- The performance of the company's internal audit function; and
- The company's compliance with its systems of disclosure controls and procedures, internal controls over financial reporting and compliance of the company's employees, directors and consultants with ethical standards adopted by the company.

The committee is also responsible for preparing the report required by Securities and Exchange Commission (SEC) rules to be included in the company's proxy statement for the annual meeting of stockholders, and for performing such other duties and responsibilities as are enumerated in or consistent with this charter.

#### STRUCTURE AND OPERATIONS

1. Composition and Qualifications. The committee shall be composed of three or more members of the board of directors, each of whom shall be determined by the board of directors to be "independent" under the rules of the New York Stock Exchange and Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). No member of the committee may serve on the audit committee of more than three public companies, including the company, unless the board of directors (i) determines that such simultaneous service would not impair the ability of such member to effectively serve on the committee and (ii) discloses such determination either on or through the company's website or in the annual proxy statement.

All members of the committee must be financially literate, which requires having a working familiarity with basic finance and accounting practices (or acquiring such familiarity within a reasonable period of time after his or her appointment). At least one member must have "accounting or related financial management expertise" in accordance with the rules of the New York Stock Exchange. It is expected

that at least one member of the Committee will be an “audit committee financial expert” as defined by the applicable rules of the SEC and may be the same person as that with “accounting or related financial management expertise.”

2. Appointment and Removal. The members of the committee shall be appointed by the board of directors and each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier death, resignation or removal. The members of the committee may be removed, with or without cause, by action of the board of directors.
3. Chairperson. The board of directors may designate a chairperson of the committee. In the absence of that designation, the committee may designate a chairperson by majority vote of the committee members.
4. Delegation to Subcommittees. The committee may form subcommittees composed of one or more of its independent members for any purpose that the committee deems appropriate and may delegate to such committees such power and authority as the committee deems appropriate.

## RESPONSIBILITIES

The following are the principal recurring responsibilities of the committee. The committee may perform such other functions as are consistent with its purpose and applicable law and as the board of directors or the committee deem appropriate. In carrying out its responsibilities, the committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. Select and Hire the Independent Auditor. The committee shall be solely and directly responsible for appointing, compensating, retaining, overseeing and, where appropriate, terminating any independent auditor engaged for the purpose of preparing or issuing an audit report or performing any other audit, review or attest services for the company (including the resolution of disagreements between management and such auditor regarding financial reporting). The committee shall inform the independent auditor that such independent auditor will report directly to the committee.
2. Supervise and Evaluate the Independent Auditor. The committee shall review, at least annually, the qualifications, performance and independence of the independent auditor and present its conclusions to the board of directors. In conducting its review and evaluation the committee:
  - will obtain and review a report by the independent auditor: (i) describing such independent audit firm’s internal quality-control procedures; (ii) describing any material issues raised by the most recent internal quality-control review, or peer review, of the independent audit 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 such firm, and any steps taken to deal with any such issues; and (iii) to assess the independent audit firm’s independence, delineating all relationships between such firm and the Company;
  - will actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor;
  - should review and evaluate the lead audit partner of the independent auditor;

- will confirm and evaluate the rotation of the audit partners on the audit engagement team as required by law, and should consider whether there should be regular rotation of the independent auditor itself; and
  - should take into account the opinions of management and the company’s internal auditors (or other personnel or service providers responsible for the internal audit function).
3. Evaluate the Independence of the Independent Auditor. The committee shall:
- Review and discuss with the independent auditor the written independence disclosures required by the applicable requirements of the Public Company Accounting Oversight Board (PCAOB) and take or recommend to the board of directors that it takes appropriate actions as a result of such review and discussion.
  - Review and discuss with the independent auditor on a periodic basis any other relationships or services (including permissible non-audit services) that may affect its objectivity and independence.
  - Set clear policies for the company’s hiring of employees or former employees of the independent auditor.
4. Review Report of the Independent Auditor. The committee shall review and discuss with the independent auditor a draft of the independent auditor’s report.
5. Approve Audit and Non-Audit Services and Fees. The committee shall (i) review and pre-approve the scope and plans for the audits and the audit fees and (ii) pre-approve all non-audit services to be performed by the independent auditor other than “prohibited non-audit services”). The committee may delegate to one or more members of the committee the authority to pre-approve audit and permissible non-audit services, as long as this pre-approval is presented to the full committee at scheduled meetings. The committee may, in accordance with applicable law, establish pre-approval policies and procedures for the engagement of independent accountants to render services to the company.

Notwithstanding the foregoing, pre-approval is not necessary for minor non-audit services if: (i) the aggregate amount of all such non-audit services provided to the company constitutes not more than five percent of the total amount of revenues of paid by the company to the independent auditor during the fiscal year in which the non-audit services are provided; (ii) such services were not recognized by the company at the time of the engagement to be non-audit services; and (iii) such services are promptly brought to the attention of the committee and approved prior to the completion of the audit by the committee or by one or more members of the committee who are members of the board of directors to whom authority to grant such approvals has been delegated by the committee.

The following shall be “prohibited non-audit services”: (i) bookkeeping or other services related to the accounting records or financial statements of the company; (ii) financial information systems design and implementation; (iii) appraisal or valuation services, providing fairness opinions or preparing contribution-in-kind reports; (iv) actuarial services; (v) internal audit outsourcing services; (vi) management functions or human resources; (vii) broker or dealer, investment adviser or investment banking services; (viii) legal services and expert services unrelated to the audit; and (ix) any other service that the PCAOB prohibits through regulation.

6. Review Financial Statements. The committee shall review and discuss with management and the independent auditor prior to public dissemination the company’s annual audited financial statements

and quarterly financial statements, including the company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

7. Discussion with the Independent Auditor Regarding Auditing Standards. The committee shall discuss with the independent auditor the matters required to be discussed by the applicable auditing standards adopted by the PCAOB and approved by the SEC from time to time, including any critical audit matters.
8. Accounting and Financial Reporting Process. The committee shall review and discuss with management and the independent auditor reports from management and the independent auditor concerning the following:
  - All critical accounting policies and practices that the company will use.
  - Analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including all alternative treatments of financial information within generally accepted accounting principles that the auditor has discussed with management, ramifications of the use of these alternative disclosures and treatments, and the treatment preferred by the independent auditor.
  - Major issues regarding accounting principles and financial statement presentations, including any significant changes in the company's selection or application of accounting principles.
  - Major issues as to the adequacy of the company's internal controls and any special audit steps adopted in light of material control deficiencies.
  - Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
  - Other matters required to be communicated to the committee under generally accepted auditing standards and other legal or regulatory requirements.
7. Regulatory and Accounting Initiatives. Review periodically the effect of regulatory and accounting initiatives as well as off-balance sheet structures (if any), on the financial statements of the company.
8. Review of Potential Issues Faced by Independent Auditor. Review with the independent auditor (i) any problems or difficulties encountered by such firm in the course of the review or audit work, including any restrictions on the scope of its activities or on access to requested information, and any significant disagreements with management and (ii) management's responses to such matters. Without excluding other possibilities, the committee may wish to review with the independent auditor (i) any accounting adjustments that were noted or proposed by such firm but were "passed" (as immaterial or otherwise), (ii) any communications between the audit team and such independent auditor's national office respecting auditing or accounting issues presented by the engagement and (iii) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the company.

It is expected that, at least on a quarterly basis, the committee will inquire from the independent auditor whether the company's financial statements have been selected by the PCAOB for inspection. The committee shall be apprised on a "real time" basis of any material developments in connection with any inspection.

9. Internal Audit. Oversee the company's internal audit function, which may be outsourced to a third-party service provider. Review and discuss with management, and if appropriate, the independent auditor and/or any service provider providing internal audit services to the company, the responsibilities, budget and staffing of the company's internal audit function.
10. Audit Committee Report. The committee shall prepare the report that SEC rules require to be included in the company's annual proxy statement.
11. Earnings Press Releases and Earnings Guidance. The committee shall review and discuss with management and the independent auditor the company's earnings press releases (paying particular attention to the use of any "pro forma" or "adjusted" non-GAAP information and measures), as well as financial information and earnings guidance provided to analysts and rating agencies. The committee's discussion in this regard may be general in nature (e.g., 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.
12. Internal Controls. The committee shall review and discuss with management and the independent auditor the adequacy and effectiveness of the company's internal controls, including any changes, significant deficiencies or material weaknesses in those controls reported by the independent auditor or management and any special audit steps adopted in light of significant control deficiencies, any fraud, whether or not material, that involves management or other company employees who have a significant role in the company's internal controls, and the adequacy of disclosures about changes in internal control over financial reporting.
13. Disclosure Controls and Procedures. The committee shall review and discuss the adequacy and effectiveness of the company's disclosure controls and procedures.
14. Complaints. The committee shall establish and oversee procedures to comply with Section 806 of the Sarbanes Oxley Act, related SEC rules and regulations, NASDAQ and the U.S. Federal Sentencing Guidelines, including relating to (i) the receipt, retention and treatment of complaints received by the company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
15. Risks. The committee shall review and discuss with management and the independent auditor the company's major financial risk exposures and the steps management has taken to monitor and control those exposures, including the company's guidelines and policies with respect to risk assessment and risk management.
16. Related Party Transactions. The committee shall review the company's related party transaction policy and review and oversee all transactions between the company and a related person for which review or oversight is required by applicable law or that are required to be disclosed in the company's financial statements or SEC filings.

The function of the Audit Committee is primarily one of oversight. The company's management is responsible for preparing the company's financial statements, and the independent auditor is responsible for auditing and reviewing those financial statements in accordance with the standards of the PCAOB. The committee is responsible for assisting the board of directors in overseeing the conduct of these activities by management and the independent auditor. The committee is not responsible for certifying the financial statements or guaranteeing the independent auditor's report.

## PROCEDURES

1. Meetings. The committee will meet at least four times each year (with additional meetings as it deems necessary or appropriate) at such times and places as the committee determines. The committee shall cause to be kept adequate minutes of its proceedings. The chairperson of the committee shall preside at each meeting. If a chairperson is not designated or present, an acting chair may be designated by a majority vote of the audit committee members present. The committee shall also meet periodically with management, the general counsel, the internal auditors (or other personnel or service providers responsible for the internal audit function) and the independent auditor in separate executive sessions. It is the responsibility of the committee to maintain free and open communications between the committee, the independent auditor and management of the company.
2. Reporting to the Board of Directors. The committee shall report regularly to the board of directors with respect to the committee's activities, including with respect to 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 qualification, performance and independence of the company's independent auditor or the performance of the internal audit function.
3. Authority to Retain Advisors. The committee shall have the authority, in its sole discretion, to engage and terminate independent counsel or other advisors as it deems necessary or appropriate to carry out its duties. The committee may also utilize the services of the company's regular internal and/or external counsel or other advisors to the company. The company will provide appropriate funding, as determined by the committee, to pay the independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the company, any advisors hired by the committee and any ordinary administrative expenses of the committee that are necessary or appropriate in carrying out its duties.
4. Annual Performance Evaluation and Charter Review. The committee shall perform a review and evaluation, at least annually, of the performance of the committee and its members, including by reviewing the compliance of the committee with this charter. In addition, the committee shall review and reassess the adequacy of this charter periodically and shall submit any recommended changes to the charter to the board of directors for approval.
5. Authority to Investigate. In the course of its duties, the committee shall have authority, at the company's expense, to investigate any matter brought to its attention or any matter or concern that the committee deems appropriate.
6. Access. The committee shall be given full access to the company's internal auditors (or other personnel or service providers responsible for the internal audit function), the chairperson of the board of directors, employees, management and the independent auditor, as well as the company's books, records, facilities and other personnel.