

Google Foundation Audit Committee Charter

The Google Foundation ("Foundation") as corporation shall have an Audit Committee consisting of one or more members. The members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations: (a) a majority of the members of the Audit Committee may not consist of members of the Finance Committee of the Foundation's Board, if any; (b) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any officer or member of the staff of the Foundation, including the President or Treasurer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with the Foundation; and (e) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

The Audit Committee shall having the following responsibilities: (1) recommend to the Board of Directors the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of the corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.