

## **SECUREWORKS CORP.**

---

---

### **CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**

#### **Membership**

The Audit Committee (the "Committee") of the board of directors (the "Board") of SecureWorks Corp. (the "Company") shall consist of a minimum of three directors. Each member of the Committee (a) shall be independent in accordance with the Company's Corporate Governance Principles, which incorporate the director independence standards of the Listing Rules of the Nasdaq Stock Market, (b) shall meet the criteria for independence set forth in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") (subject to the exemptions provided in Rule 10A-3(c) under the Exchange Act), (c) shall not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years and (d) shall 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 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 such member's financial sophistication, including serving or having served as a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

The members of the Committee shall be appointed by the Board based on recommendations of the Nominating and Corporate Governance Committee of the Board and shall serve for such term or terms as the Board may determine.

#### **Purpose**

The Board has established the Committee for the purpose of providing oversight with respect to (a) the integrity of the Company's financial statements and other financial information provided to the Company's stockholders and others, (b) the Company's internal control over financial reporting, (c) the independence, engagement and performance of the Company's independent audit firm, (d) the performance of the Company's internal audit function, (e) the preparation of any reports required of the Committee under the rules of the Securities and Exchange Commission (the "SEC") and

(f) the Company's compliance with legal requirements and the compliance by the Company's directors and executive officers with the Company's code of conduct. In addition, the Committee's purposes include providing oversight with respect to compliance with the federal banking laws and regulations as those laws are applicable to technology service providers to financial institutions regulated by the member agencies of the Federal Financial Institutions Examination Council (FFIEC) and with respect to the FFIEC's examination of the Company.

## **Responsibilities**

The Committee shall have the following authority and responsibilities:

### ***External Audit***

1. To appoint, retain, compensate and oversee the work of the Company's independent audit firm (and, in connection therewith, to resolve any disagreements between Company management and the independent audit firm regarding financial reporting), which shall report to, and be directly accountable to, the Committee.
2. To review annually with the Company's independent audit firm and Company management the scope and general extent of the proposed audit.
3. To review, at least annually, and seek to assure the independence of the Company's independent audit firm, which review shall address, among other matters, services, fees, quality control procedures and a formal written statement from the independent audit firm regarding relationships between such firm and the Company, and take, or recommend that the Board take, appropriate action to oversee the independence of the independent audit firm.
4. To pre-approve all audit and permitted non-audit services to be performed by the Company's independent audit firm.
5. To discuss with the Company's independent audit firm the matters required to be discussed by Auditing Standard No. 16 of the Public Company Accounting Oversight Board, or any standard that supersedes or amends such standard.
6. To review any problems or difficulties encountered by the Company's independent audit firm during the course of the audit, including those that

such firm would be required to disclose to the Committee under Section 10A(b) of the Exchange Act.

7. To review the Company's use of independent public accountants other than the Company's appointed independent audit firm.
8. To establish policies for the Company's hiring of employees and former employees of the independent audit firm.
9. To ensure that the Board's choice of independent auditor is submitted annually for stockholder ratification.

### ***Financial Statements and Reporting***

1. To review and discuss with Company management and the independent audit firm the Company's accounting and financial reporting policies and practices, including any significant changes therein, and to consider in connection with such review alternative accounting treatments, significant estimates and judgments, and the quality and acceptability of such accounting and reporting policies and practices.
2. To review with Company management and the independent audit firm the effect of new or proposed auditing, accounting and reporting standards and management's plans to implement any required changes.
3. To review and discuss with Company management, the independent audit firm and the director of corporate audit significant risks and exposures to the Company and the actions management has taken or plans to take to minimize or manage such risks.
4. To review with Company management and the independent audit firm the results of such firm's review of the Company's quarterly financial statements, management's discussion and analysis and any significant accounting or disclosure issues before the filing of Quarterly Reports on Form 10-Q with the SEC.
5. To review with Company management and the independent audit firm the Company's annual audited financial statements, the results of the audit and management's discussion and analysis, and to recommend to the Board

inclusion of such financial statements in the Company's Annual Report on Form 10-K to be filed with the SEC.

6. To review the disclosures made by the Chief Executive Officer and the Chief Financial Officer in connection with their required certifications accompanying the Company's periodic reports to be filed with the SEC, including disclosures to the Committee of (a) significant deficiencies in the design or operation of internal controls, (b) significant changes in internal controls and (c) any fraud involving management or other employees who have a significant role in the Company's internal controls.
7. To review and discuss the Company's quarterly financial results (including any use of pro forma or adjusted or other non-GAAP financial measures) and any related press release with Company management and the independent audit firm prior to the issuance of such results to the public.

### *Internal Controls*

1. To review with Company management, the independent audit firm and the director of corporate audit the adequacy of the Company's internal control over financial reporting, including computerized information system controls and security.
2. To review with Company management the scope and results of management's evaluation of disclosure controls and procedures and assessment of the Company's internal control over financial reporting, including the related certifications to be included in the Company's periodic reports filed with the SEC.
3. To review with the independent audit firm the scope and results of its audit of the Company's internal control over financial reporting.
4. To review with the director of corporate audit the proposed scope and plan for conducting internal audits of the Company's internal controls and to obtain reports of significant findings and recommendations, together with management's corrective action plans.
5. To seek to ensure that the Company's corporate audit function has sufficient authority, support and access to the Company's personnel, facilities and records to carry out its work without restrictions or limitations.

6. To review the Company's corporate audit function, including its charter, plans, activities, staffing and organizational structure.
7. To review the progress of the Company's corporate audit program, key findings and management's action plans to address such findings.
8. To advise the Board or the Company's Chief Executive Officer, as applicable, with respect to any proposed appointment, replacement or dismissal by either of them of the Company's director of corporate audit.

### *Compliance*

1. Review the effectiveness of the system for monitoring accounting- or auditing-related compliance with all applicable laws and regulations and the results of management's investigation and follow-up of any instances of noncompliance.
2. Review and validate "whistleblower" complaints related to questionable accounting or auditing matters. Establish procedures for (a) the receipt, retention, and treatment of complaints received regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
3. Obtain regular updates from management and legal counsel regarding auditing-related compliance matters.
4. Discuss policies and guidelines to govern the process by which risk assessment and risk management is undertaken.
5. Meet periodically with management to review and assess the Company's major information technology risk exposures and the manner in which such risks are being monitored and controlled.
6. Review examination reports made by the FFIEC, evaluate management's response to those reports and ensure any required remedial action is undertaken.

### *Other Responsibilities*

1. To seek to ensure the adequacy of procedures for the receipt, retention and treatment of complaints regarding the Company's accounting, internal accounting controls or auditing matters, or other ethics or compliance

issues, including the confidential or anonymous submission of complaints or concerns of employees regarding such matters.

2. To prepare the Committee report required by SEC rules to be included in the Company's proxy statement for the annual meeting of stockholders or Annual Report on Form 10-K.

In addition to the foregoing responsibilities, the Committee shall undertake such other duties as the Board may delegate to it from time to time.

Although the Committee has the duties and responsibilities set forth in this Charter, it is not the duty of Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Such matters are the responsibility of Company management and the independent audit firm.

Any action duly and validly taken by the Committee pursuant to the power and authority conferred under this Charter shall for all purposes constitute an action duly and validly taken by the Board and may be certified as such by the Secretary or other authorized officer of the Company.

### **Advisers**

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice and assistance of outside legal counsel and such other advisers as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall fix the compensation and oversee the work of any such advisers. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to such advisers.

### **Meetings and Reports**

The Board shall designate a member of the Committee to act as the Committee's chairperson. The Committee shall meet at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee shall be governed by the same procedures regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.

### **Delegation of Authority**

The 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, consisting of one or more members of the Committee, as the Committee may deem appropriate.

### **Annual Evaluation**

The Committee shall assess annually the adequacy of this Charter and conduct an annual evaluation of the performance of its duties under this Charter and shall recommend annually to the Board for approval any proposed changes to this Charter and the Committee.

April 18, 2016