

AKAMAI TECHNOLOGIES, INC.

AUDIT COMMITTEE CHARTER (Revised – September 27, 2019)

A. Purpose

The purpose of the Audit Committee of Akamai Technologies, Inc. (the “Company”) is to assist the Board of Directors’ (the “Board”) oversight of: the Company’s accounting and financial reporting processes, audits of the Company’s financial statements, the Company’s internal audit function, the Company’s risk management processes, and compliance with legal, ethical and regulatory requirements.

B. Structure and Membership

1. Number; Chair. Except as otherwise permitted by Nasdaq rules, the Audit Committee shall consist of at least three members of the Board of Directors meeting the requirements set forth in Sections 2 and 3 below. Unless a Chairman is elected by the Board of Directors, the Audit Committee shall elect a Chairman by majority vote.
2. Independence. Except as permitted by applicable Nasdaq rules, each member of the Audit Committee shall be an “independent director” as defined by Nasdaq Rule 5605(a)(2), 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)) (or any successor provisions to such rules) and 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 preceding three years.
3. Financial Literacy. 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 the time of his or her appointment to the Audit Committee. 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 has resulted in the member having financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. Unless otherwise determined by the Board of Directors (in which case disclosure of such determination shall be made in the Company’s annual report filed with the Securities and Exchange Commission (the “Commission” or the “SEC”), at least one member of the Audit Committee shall be an “audit committee financial expert” (as defined by applicable Commission rules).
4. Selection and Removal. Members of the Audit Committee shall be appointed by the Board of Directors, upon the recommendation of the Nominating and Corporate Governance Committee. The Board of Directors may remove members of the Audit Committee from such committee, with or without cause.
5. No Compensatory Relationship. No member of the Audit Committee may receive, directly or indirectly, any consulting, advisory or other compensatory fee from the

Company or any of its subsidiaries, other than fees paid in his or her capacity as a member of the Board or of a committee of the Board.

C. **Authority and Responsibilities**

General Scope; Allocation of Responsibilities

The Audit Committee shall discharge the responsibilities described below; in so doing, it shall assess the information provided by the Company's management and the Company's registered public accounting firm (the "independent auditor"), in accordance with its business judgment. The authority and responsibilities set forth herein do not reflect or create any duty or obligation of the Audit Committee to plan, conduct, oversee or determine the appropriate scope of any audit, to determine that the Company's financial statements are complete, accurate, fairly presented, or in accordance with generally accepted accounting principles or applicable law, or to guarantee the independent auditor's reports. In exercising its business judgment, the Audit Committee shall rely on the information and advice provided by the Company's management and/or its independent auditor.

Management is responsible for the preparation, presentation and integrity of the Company's financial statements, for the appropriateness of the accounting principles and reporting policies that are used by the Company and for establishing and maintaining adequate control over financial reporting. The independent auditor is responsible for auditing the Company's financial statements and the Company's internal control over financial reporting and for reviewing the Company's unaudited interim financial statements.

Oversight of Independent Auditors

1. **Appointment and Evaluation of Independent Auditors.** The Audit Committee shall be solely and directly responsible for appointing, evaluating, retaining and, when necessary, terminating the engagement of the independent auditor. The Audit Committee may, in its discretion, seek stockholder ratification of the independent auditor it appoints. The Audit Committee shall have sole and direct responsibility for setting the compensation of the independent auditor. The Audit Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of the independent auditor established by the Audit Committee.
2. **Pre-Approval of Services.** The Audit Committee shall preapprove all audit services to be provided to the Company, whether provided by the principal auditor or other firms, and all other services (review, attest and non-audit) to be provided to the Company by the independent auditor; provided, however, that de minimis non-audit services may instead be approved in accordance with applicable SEC rules.
3. **Oversight of Independent Auditors.** The independent auditor shall report directly to the Audit Committee, and the Audit Committee shall have sole and direct responsibility for overseeing the work of the independent auditor, including resolution of disagreements between Company management and the independent auditor regarding financial reporting. In connection with its oversight role, the Audit Committee shall, from time to time as appropriate, receive and consider the reports required to be made by the independent auditor regarding:
 - critical accounting policies and practices;

- alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with Company management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor;
 - other material written communications between the independent auditor and Company management; and
 - the other matters addressed in Public Company Accounting Oversight Board (“PCAOB”) AS 1301: Communications with Audit Committee (“AS 1301”).
4. Auditor Independence. The Audit Committee shall discuss with the independent auditor its independence, and shall actively engage in a dialogue with the independent auditor regarding any disclosed relationships or services that might impact the objectivity and independence of the auditor. The Audit Committee shall take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the independent auditor. In connection with this responsibility, the Audit Committee shall obtain and review the written disclosures and letter from the independent auditor required by the PCAOB regarding the independent auditor’s communications with the Audit Committee concerning independence.
 5. Meetings with Auditor. The Audit Committee shall meet periodically with the independent auditor with the opportunity to meet with the independent auditor in executive session as appropriate.

Oversight of Internal Auditor

6. Appointment and Evaluation of Internal Audit Function. The Audit Committee shall be directly responsible for appointing, evaluating, retaining and, when necessary, terminating the engagement of the most senior person (if any) responsible for the internal audit activities of the Company (the “Internal Auditor”).
7. Oversight of Internal Auditor. The Internal Auditor shall report directly to the Chairman of the Audit Committee, and the Audit Committee Chairman shall have direct responsibility for overseeing the work of the Internal Auditor. The Audit Committee shall have responsibility for resolution of disagreements between Company management and the Internal Auditor regarding financial reporting.
8. Internal Auditor Independence. The Audit Committee shall discuss with the Internal Auditor his or her independence, and shall actively engage in a dialogue with the Internal Auditor regarding any relationships or services that might impact the objectivity and independence of the Internal Auditor.
9. Meetings with Internal Auditor. The Audit Committee shall meet periodically with the Internal Auditor with the opportunity to meet with the independent auditor in executive session as appropriate.

Review of Financial Statements

10. **Audited Financial Statements.** The Audit Committee shall review and discuss with the Company's independent auditor and management the Company's audited financial statements, including the matters required to be discussed by AS 1301. (See also paragraph 5 below.)
11. **Recommendation to the Board Regarding Financial Statements.** Based upon its discharge of its responsibilities hereunder and any other information, discussion or communication that the Audit Committee in its business judgment deems relevant, the Audit Committee shall consider whether it will recommend to the Board of Directors that the Company's audited financial statements be included in the Company's Annual Report on Forms 10-K.
12. **Audit Committee Report.** The Audit Committee shall approve an annual committee report for inclusion where necessary in the proxy or information statement of the Company relating to an annual meeting of security holders.
13. **Significant Disagreements.** The independent auditor, the Chief Financial Officer and the Internal Auditor are expected to promptly contact the Audit Committee or its Chairman about any significant issue or disagreement concerning the Company's accounting practices or financial statements that is not resolved to their satisfaction. Where such communications are made to the Chairman, he or she shall confer with the independent auditor concerning any such communications, and shall notify the other members of the Audit Committee of any communications that the independent auditor or the Chairman in the exercise of his or her business judgment believes should be considered by the Audit Committee prior to its next scheduled meeting.
14. **Independent Auditor Review of Interim Financial Statements.** The Audit Committee shall review interim financial information with the Company's management and the independent auditor, which review may include earnings releases and the Management's Discussion and Analysis of Financial Condition and Results of Operations and Risk Factor sections of filings with the SEC. The Audit Committee hereby directs the independent auditor to use its best efforts to perform all reviews of interim financial information prior to disclosure by the Company of such information, and to discuss promptly with the Chairman of the Audit Committee and the Chief Financial Officer any matters identified in connection with the auditor's review of interim financial information that are required to be discussed by applicable accounting standards. The Chairman of the Audit Committee shall discuss any such matters with the independent auditor and shall notify the other members of the Audit Committee of any discussions that the independent auditor or the Chairman in the exercise of his or her business judgment believes should be considered by the Audit Committee prior to disclosure or filing of the interim financial information or the Audit Committee's next scheduled meeting. The Audit Committee shall direct management to advise the Audit Committee in the event that the Company proposes to disclose or file interim financial information prior to completion of review by the independent auditor.

Controls and Procedures

15. **Oversight.** The Audit Committee shall coordinate the Board of Directors' oversight of the Company's internal control over financial reporting, disclosure controls and

procedures and code of conduct. The Audit Committee shall receive and review the reports of the CEO and CFO required by Rule 13a-14 of the Exchange Act.

16. Procedures for Complaints. The Audit Committee shall establish and maintain procedures for (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 the Company of concerns regarding questionable accounting or auditing matters.
17. Oversight of Related Person Transactions. The Audit Committee shall review the Company's policies and procedures for reviewing and approving or ratifying "related person transactions" (defined as transactions required to be disclosed pursuant to Item 404 of Regulation S-K), and recommend any changes to the board. In accordance with applicable NASDAQ rules, the Audit Committee shall review all "related person transactions" on an ongoing basis, and all such transactions must be approved by the Audit Committee.

Risk Oversight

The Audit Committee shall conduct an annual review of management's assessment of material enterprise risks facing the Company and management's mechanisms for monitoring and managing such risks. The Audit Committee shall also consider risks to the Company's overall business, including financial risks, in the course of carrying out its responsibilities. The Audit Committee shall undertake such additional specific risk management oversight responsibilities as may be delegated to it from time to time by the Board of Directors including oversight of the Company's data privacy protection program, cyber and network security programs, and information technology systems that impact the Company's financial statements or billing.

Legal/Regulatory, Compliance and Ethics

The Audit Committee shall discuss with the General Counsel any legal matters (including reports, notices, or inquiries received from regulators or governmental agencies) that may have a material impact on the Company's financial statements or accounting policies. The General Counsel also will review with the Audit Committee on a periodic basis any material ethics or compliance issues or investigations and at least annually the Company's framework for compliance with applicable laws and regulations. The Audit Committee shall have direct communication with the General Counsel, as needed.

Additional Responsibilities

The Audit Committee shall have such other responsibilities and authority as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Audit Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Audit Committee may also act by unanimous written consent in lieu of a meeting. The Audit Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Audit Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances. Any decision of a subcommittee to pre-approve audit, review, attest or non-audit services shall be presented to the full Audit Committee at its next scheduled meeting.
3. Reports to the Board. The Audit Committee shall report regularly to the Board of Directors.
4. Charter. The Audit Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
5. Independent Advisors. The Audit Committee is authorized, without further action by the Board of Directors, to engage such independent legal, accounting and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Audit Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of such advisors as established by the Audit Committee.
6. Investigations. The Audit Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Audit Committee or any advisors engaged by the Audit Committee.
7. Expenses. The Audit Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.
8. Access to Management. The Audit Committee shall have the opportunity to meet with the Company's management as appropriate. In addition, the Audit Committee shall have direct access to Company personnel, books, and records to enable it to carry out its functions.
9. Self-Evaluation. Periodically, the Audit Committee shall evaluate its own performance (which can be part of a Board survey).