



Envestnet, Inc.

Audit Committee Charter

(Last Amended by the Board of Directors – April 25, 2018)

Audit Committee Charter

1. PURPOSE OF THE AUDIT COMMITTEE

The Audit Committee (the “**Committee**”) was created by Envestnet’s Board of Directors (the “**Board**”) to discharge the responsibilities set forth in the Envestnet by-laws, the Envestnet certificate of incorporation and this Charter. The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

2. AUTHORITY OF THE AUDIT COMMITTEE

- a. The Committee shall have the authority to retain special legal, accounting or other consultants to advise and assist the Committee.
- b. Envestnet may request that any director, officer or employee of Envestnet, or Envestnet’s outside counsel or independent auditor, attend one or more meetings of the Committee or meet with any members of, or advisors to, the Committee.
- c. The Committee shall have available appropriate funding from Envestnet as determined by the Committee for payment of:
 - i. compensation to any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for Envestnet;
 - ii. compensation to any advisers employed by the Committee; and
 - iii. ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- a. The Committee may form and delegate authority to subcommittees and management when appropriate, provided such delegation complies with applicable laws, rules and regulations, including state corporate law, the federal securities laws and the rules and regulations of the New York Stock Exchange (“**NYSE**”).

3. AUDIT COMMITTEE COMPOSITION

- a. The Committee shall consist of no fewer than three members, comprised solely of directors determined by the Board to be independent, and who satisfy the independence requirements of the NYSE as well as those set forth in Section 10A of the Securities Exchange Act of 1934, as amended, and Rule 10A-3 promulgated thereunder. Each member of the Committee shall be “financially literate” as defined under NYSE rules. At least one member of the Committee shall have the attributes of an “audit committee financial expert” (as defined by the Securities and Exchange Commission

(the “**SEC**”) as determined by the Board and shall satisfy the NYSE’s audit committee experience requirements. Members of the Committee shall disclose to the Board whether or not they are members of the audit committee of any other public companies. If a member of the Committee simultaneously serves on the audit committees of more than three public companies, the Board shall determine if such simultaneous service would impair the ability of such member to effectively serve on the Committee.

- b. The Nominating and Governance Committee shall recommend to the Board nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Nominations and Governance Committee shall recommend to the Board, and the Board shall designate, the Chairman of the Committee.

4. DUTIES AND RESPONSIBILITIES OF THE AUDIT COMMITTEE

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

- a. Independent Auditor
 - i. The Committee shall have the sole responsibility for the appointment, compensation, retention, evaluation, termination and oversight of the work of any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for Envestnet (subject, if applicable, to shareholder ratification). Each such accounting firm shall report directly to the Committee.
 - ii. The Committee shall pre-approve the audit services and non-audit services to be provided by Envestnet’s independent auditor before the auditor is engaged to render such. The Committee may delegate its authority to pre-approve services to the Chair of the Committee, provided that any such approvals are presented to the full Committee at the next Committee meeting. The Committee shall establish a policy with respect to the pre-approval of audit services and non-audit services by Envestnet’s independent auditor.
 - iii. The Committee shall discuss with the independent auditor its responsibilities under generally accepted auditing standards, review and approve the planned scope and timing of the independent auditor’s annual audit plan(s) and discuss significant findings from the audit, including any problems or difficulties encountered.

- iv. The Committee shall evaluate the independent auditor's qualifications, performance and independence, and shall present its conclusions with respect to the independent auditor to the full Board on at least an annual basis. As part of such evaluation, at least annually, the Committee shall:
 1. obtain and review a report or reports from Envestnet's independent auditor:
 - A. describing the independent auditor's internal quality-control procedures;
 - B. describing any material issues raised by (i) the most recent internal quality-control review, or peer review, of the auditing firm, or (ii) any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the auditing firm; and any steps taken to deal with any such issues; and
 - C. describing all relationships between the independent auditor and Envestnet consistent with applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the audit committee concerning independence.
 2. review and evaluate the lead audit partner of the independent auditor team(s);
 3. confirm and evaluate the rotation of the audit partners on the audit engagement team as required by law;
 4. consider whether the independent auditor should be rotated, so as to assure continuing auditor independence; and
 5. obtain the opinion of management and the internal auditors of the independent auditor's performance.
- v. The Committee shall establish policies for Envestnet's hiring of current or former employees of the independent auditor.

b. Internal Auditors

- i. At least annually, the Committee shall evaluate the performance, responsibilities, budget and staffing of Envestnet's third party and/or internal audit function and review and approve their internal audit plan. Such evaluation shall include a review of the responsibilities and audit plan with the independent auditor.
- ii. At least annually, the Committee shall evaluate the performance of the senior officer or officers responsible for the third party and/or internal audit function of Envestnet, and make recommendations to the Board and management regarding the responsibilities, retention or termination of such officer or officers.

c. Financial Statements; Disclosure and Other Risk Management and Compliance Matters

- i. The Committee shall meet to review and discuss with management and the independent auditor:
 1. the annual audited financial statements, including reviewing Envestnet's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to the filing with the SEC of Envestnet's Annual Report on Form 10-K; relating thereto; and
 2. the quarterly financial statements, including reviewing Envestnet's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to the filing with the SEC of Envestnet's Quarterly Report on Form 10-Q; relating thereto.
- ii. The Committee shall review with management, the internal auditors and the independent auditor, in separate meetings whenever the Committee deems appropriate:
 1. any analyses or other written communications 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 analyses of the effects of alternative GAAP methods on the financial statements;
 2. the critical accounting policies and practices of Envestnet;
 3. the effect of off-balance sheet transactions and structures;

4. any major issues regarding accounting principles and financial statement presentations, including any significant changes in Envestnet's selection or application of accounting principles; and
 5. the effect of regulatory and accounting initiatives.
- iii. The Committee, or the Chairman, shall review Envestnet's earnings press releases prior to public dissemination, the type and presentation of information included in Envestnet's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies, paying particular attention to the use of pro forma or non-GAAP financial information.
 - iv. The Committee shall, in conjunction with Envestnet's Chief Executive Officer and Chief Financial Officer, review Envestnet's disclosure controls and procedures and internal control over financial reporting. The review of internal control over financial reporting shall include whether there are any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to affect Envestnet's ability to record, process, summarize and report financial information and any fraud involving management or other employees with a significant role in internal control over financial reporting. The Committee shall also review any special audit steps adopted in light of material control deficiencies.
 - v. The Committee shall review and discuss with the independent auditor any audit problems or difficulties and management's response thereto, including those matters required to be discussed with the Committee by the independent auditor pursuant to established auditing standards, as amended, such as:
 1. any restrictions on the scope of the independent auditor's activities or on access to requested information;
 2. any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise);
 3. any communications between the audit team and the audit firm's national office regarding auditing or accounting issues presented by the engagement;
 4. any management or internal control letter issued, or proposed to be issued, by the auditor; and

5. any significant disagreements between management and the independent auditor.
- vi. In connection with its oversight responsibilities, the Committee shall be directly responsible for the resolution of disagreements between management and the auditor regarding Envestnet's financial reporting.
- vii. The Committee shall discuss Envestnet's policies and practices with respect to risk assessment and risk management, including discussing with management Envestnet's major financial risk exposures and the steps that have been taken to monitor and control such exposures. Such discussions shall be coordinated with the Compliance and Information Security Committee with respect to matters under the purview of such committee.
- viii. The Committee shall establish a policy containing procedures for the receipt, retention and treatment of complaints or concerns received by Envestnet regarding accounting, internal accounting controls or auditing matters.
- ix. The Committee shall prepare and approve the Committee report that the SEC rules require to be included in Envestnet's annual proxy statement.
- x. The Committee shall assist the Board and the Compliance and Information Security Committee in their oversight of Envestnet's compliance with laws and regulations, including major legal and regulatory initiatives. The Committee shall also review any major litigation or investigations against Envestnet that may have a material impact on Envestnet's financial statements.
- xi. The Committee shall review, and if appropriate, approve related party transactions in accordance with Envestnet's Related Person Transaction Policy and communicate with the independent auditor with respect to the independent auditor's risk assessment and regarding the independent auditor's evaluation of Envestnet's identification of, accounting for and disclosure of its relationships and transactions with related parties.
- xii. The Committee shall review Envestnet's policies and procedures regarding compliance with Envestnet's Business Code of Conduct and Ethics.
- xiii. The Committee shall obtain reports from management regarding compliance with Envestnet's Business Code of Conduct and Ethics any known or reported conflicts of interest.

- xiv. The Committee shall review requests from directors and executive officers for waivers of Envestnet's Business Code of Conduct and Ethics and determine whether to grant such waivers.
- xv. The Committee shall have such other duties, responsibilities and authorities as the Board may from time to time delegate.

5. REPORTING RESPONSIBILITIES

- a. The Committee shall keep a record of its proceedings.
- b. The Committee shall report to the Board on such matters that are specifically required by this Charter and otherwise periodically on such other matters as the Committee deems appropriate or as are requested by the Board.

6. PROCEDURES

- a. The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter, but not less frequently than quarterly. The Chairman of the Committee, in consultation with the other committee members, shall determine the frequency and length of the committee meetings and shall set meeting agendas consistent with this Charter.
- b. The Committee shall meet separately, periodically, with management, with internal auditors (or other personnel responsible for the internal audit function) and with the independent auditor.
- c. At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- d. The Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board.
- e. The Committee shall have the right to excuse any Committee member from a meeting or portion thereof to permit the remaining members of the Committee to discuss or act on any matter for which, in the Committee's opinion, the excused member's participation is not appropriate, and such excused member's absence in this circumstance shall not be deemed an absence for the purposes of determining a quorum.
- f. This Charter shall be posted on Envestnet's website in compliance with applicable SEC and NYSE rules.

7. LIMITATIONS INHERENT IN THE AUDIT COMMITTEE'S ROLE

It is not the duty of the Committee to plan or conduct audits or to determine that Envestnet's financial statements are complete and accurate and are in accordance with GAAP and applicable rules and regulations. This is the responsibility of management and the independent auditor. Furthermore, while the Committee is responsible for reviewing Envestnet's policies and practices with respect to risk assessment and management, it is the responsibility of the CEO and senior management to determine the appropriate level of Envestnet's exposure to risk.