

HAMILTON LANE INCORPORATED

AUDIT COMMITTEE CHARTER

PURPOSE

The purpose of the Audit Committee (the “**Committee**”) of the board of directors (the “**Board**”) of Hamilton Lane Incorporated (the “**Company**”) is to oversee the Company's accounting and financial reporting processes and the audit of the Company's financial statements.

The primary role of the Committee is to oversee the financial reporting and disclosure process. To fulfill this obligation, the Committee relies on: management for the preparation, presentation and accuracy of the Company's financial statements; both management and the Company's corporate finance department for establishing effective internal controls and procedures designed to ensure the Company's compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and, the Company's independent auditors for an unbiased, un-impaired, diligent audit or review, as applicable, of the Company's financial statements and the effectiveness of the Company's internal controls. The members of the Committee are not responsible for conducting the audit or performing other accounting procedures. Each member of the Committee is entitled to rely on (1) the integrity of those persons and organizations within the Company and outside the Company that it receives information from and (2) the accuracy of information provided to the Committee by such persons or organizations (absent knowledge to the contrary).

MEMBERSHIP

The Committee shall consist of three or more directors as determined by the Board. Pursuant to NASDAQ phase-in schedules as they apply to companies listing in connection with initial public offerings, at least one member of the Committee must satisfy applicable independence requirements on the effective date of the Company's registration statement, a majority of the Committee shall satisfy the independence requirement within 90 days of such date, and all members of the Committee shall satisfy the independence requirement within one year of such date. The Company shall seek to ensure that the Committee satisfies such requirements.

Each member of the Committee must 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 must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. At least one member of the Committee must be an, "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication.

The members of the Committee shall be appointed by the Board and shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities to:

Select, retain, oversee the work performed and, terminate, if necessary, an independent registered public accounting firm to act as the Company's independent auditors for the purpose of: (1) auditing the Company's annual financial statements, books, records, accounts and internal controls over financial reporting and (2) preparing or issuing an audit report or performing other audit, review or attest services for the Company.

Consider and pre-approve all audit and permitted non-audit and tax services that may be provided by the Company's independent auditors or other registered public accounting firms, and establish policies and procedures for the Committee's pre-approval of permitted services by the Company's independent auditors on an on-going basis.

Set the compensation of the Company's independent auditors.

At least annually, to obtain and review a report by the Company's independent auditors that describes: (1) the accounting firm's internal quality control procedures; (2) any material issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the firm and any steps taken to deal with any such issues; and (3) all relationships between the firm and the Company or any of its subsidiaries. The Committee is also to discuss with the independent auditors this report and any relationships or services that may impact the objectivity and independence of the auditors.

At least annually, to receive from the Company's independent auditors a formal written statement delineating all relationships between the auditor and the Company, actively engage in a dialogue with the auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor and take, or recommend that the full Board take, appropriate action to oversee the independence of the outside auditor.

At least annually, to evaluate the qualifications, performance and independence of the Company's independent auditors, including an evaluation of the lead audit partner; and to assure the regular rotation of the lead audit partner at the Company's independent auditors and consider regular rotation of the accounting firm serving as the Company's independent auditors.

Review and discuss with the Company's independent auditors: (1) the auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process; (2) the overall audit strategy; (3) the scope and timing of the annual audit; (4) any significant risks identified during the auditors' risk assessment procedures; and (5) when completed, the results, including significant findings, of the annual audit.

Review and discuss with the Company's independent auditors: (1) all critical accounting policies and practices to be used in the audit; (2) all alternative treatments of financial information within generally accepted accounting principles ("**GAAP**") that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred

by the auditors; and (3) other material written communications between the auditors and management.

Review and discuss with the Company's independent auditors and management: (1) any audit problems or difficulties, including difficulties encountered by the Company's independent auditors during their audit work (such as restrictions on the scope of their activities or their access to information); (2) any significant disagreements with management; (3) management's response to these problems, difficulties or disagreements; and (4) to resolve any disagreements between the Company's auditors and management.

Review with management and the Company's independent auditors: (1) any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; (2) any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; and (3) the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.

Review with management, the corporate finance department and the Company's independent auditors the adequacy and effectiveness of the Company's internal controls, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's internal controls and any special audit steps adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such internal controls, and review and discuss with management and the Company's independent auditors disclosure relating to the Company's internal controls, the independent auditors' report on the effectiveness of the Company's internal control over financial reporting and the required management certifications to be included in or attached as exhibits to the Company's annual report on Form 10-K or quarterly report on Form 10-Q, as applicable.

Review and discuss with the Company's independent auditors any other matters required to be discussed by *PCAOB Auditing Standards No. 1301, Communications with Audit Committees*.

Recommend to the Board that the audited financial statements and the disclosure under, "Management's Discussion and Analysis of Financial Condition and Results of Operations" be included in the Company's Form 10-K and, to produce the audit committee report required to be included in the Company's proxy statement.

Review and discuss with management and the Company's independent auditors: (1) the Company's earnings press releases, including the type of information to be included and its presentation and the use of any pro forma or adjusted non-GAAP information, and (2) any financial information and earnings guidance provided to analysts and ratings agencies, including the type of information to be disclosed and type of presentation to be made.

Review and discuss with management and the corporate finance department policies and guidelines to govern the process by which management assesses and manages the Company's risks, including the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

Review our financial risk and control procedures, compliance programs and significant tax, legal and regulatory matters.

Review the Company's compliance with applicable laws and regulations and to review and oversee any policies, procedures and programs designed to promote such compliance.

Set clear Company hiring policies for employees or former employees of the Company's independent auditors.

Establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

Review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K promulgated by the Securities and Exchange Commission) and any other potential conflict of interest situations on an ongoing basis, and to develop policies and procedures for the Committee's approval of related-party transactions.

Investigate any matter brought to the Committee's attention within the scope of its duties and engage independent counsel and other advisors as the Committee deems necessary.

Handle such other matters that are specifically delegated to the Committee by the Board from time to time.

OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of any outside counsel and other advisors.

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 the Company's independent auditors, any other accounting firm engaged to perform services for the Company, any outside counsel and any other advisors to the Committee.

STRUCTURE AND OPERATIONS

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least four times a year 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 is governed by the same rules regarding meetings (including meetings in person, by telephone, by computer 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 meet separately, and periodically, with management, members of the Company's corporate finance department and representatives of the Company's independent auditors, and shall invite such individuals to its meetings as it deems appropriate, to assist in carrying out its duties and responsibilities. However, the Committee shall meet regularly without such individuals present.

The Committee shall review and assess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board for approval.

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 sub-committees as the Committee may deem appropriate in its sole discretion.

PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate and in accordance with industry standards.

November 2017