



## AUDIT COMMITTEE CHARTER

(Adopted as of March 28, 2014 and effective as of the closing of the Company's initial public offering, amended as of April 22, 2019, October 21, 2019 and December 18, 2020)

### PURPOSE

The purpose of the Audit Committee of the Board of Directors (the "**Board**") of Arista Networks, Inc. (the "**Company**") shall be to:

- Provide oversight of the Company's accounting and financial reporting processes and the audit of the Company's financial statements;
- Assist the Board in oversight of (i) the integrity of the Company's financial statements, (ii) the Company's compliance with legal and regulatory requirements, (iii) the independent auditor's qualifications, independence and performance, (iv) the Company's internal accounting and financial controls, and (v) the organization and performance of the Company's internal audit function;
- Serve as the Qualified Legal Compliance Committee (the "**QLCC**") to receive, evaluate, investigate and recommend appropriate responses, as applicable, with respect to any reports of evidence of material violations ("**MV Reports**") with regards to the Company made pursuant to Part 205 to Title 17, Chapter 11 of the Code of Federal Regulations promulgated under Section 307 of the Sarbanes-Oxley Act of 2002 (the "**307 Rules**");
- Provide to the Board such information and materials as it may deem necessary to make the Board aware of significant financial matters that require the attention of the Board; and
- Prepare the report required by the Securities and Exchange Commission (the "**SEC**") rules to be included in the Company's proxy statement for the annual meeting of stockholders; and
- Performing other duties and responsibilities as are enumerated in or consistent with this charter.

In furtherance of these purposes, the Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe, including serving as the QLCC.

Except with respect to its role as the QLCC which entails additional duties and responsibilities, the Audit Committee's primary responsibility is one of oversight. The members of the Audit Committee are not employees of the Company, and they do not perform, or represent that they perform, the functions of management or the independent auditors. The Audit Committee relies on the expertise and knowledge of management, the internal auditor and the independent registered accounting firm in carrying out its oversight responsibilities. The management of the Company is responsible for preparing accurate and complete financial statements in accordance with generally accepted accounting principles and for establishing and maintaining appropriate accounting principles and financial reporting policies and satisfactory internal control over financial reporting. The independent registered accounting firm is responsible for auditing the Company's annual

consolidated financial statements and the effectiveness of the Company's internal control over financial reporting and reviewing the Company's quarterly financial statements. It is not the responsibility of the Audit Committee to prepare or certify the Company's financial statements or guarantee the audits or reports of the independent auditors, nor is it the duty of the Audit Committee to certify that the independent auditor is "independent" under applicable rules. These are the fundamental responsibilities of management and the independent auditors.

## **MEMBERSHIP**

The Audit Committee members shall be appointed by, and shall serve at the discretion of, the Board. The Audit Committee shall consist of at least three members of the Board. A majority of the total number of Audit Committee members will constitute a quorum of the Audit Committee. If a quorum is present, a majority of the members of the Audit Committee present will be empowered to act on behalf of the Audit Committee. The Board may designate one member of the Audit Committee as its chair, who shall also act as the QLCC chair (the chair of the Audit Committee and the QLCC, the "**Chair**"). The Audit Committee may form and delegate authority to subcommittees when appropriate. Members of the Audit Committee must meet the following criteria (as well as any criteria required by the SEC):

- Each member of the Audit Committee must be a member of the Board who satisfies all applicable definitions of independence for directors and audit committee members promulgated by the rules of the New York Stock Exchange (the "**NYSE Rules**") and (ii) the rules of the SEC, as determined by the Board after consideration of all factors determined to be relevant under the rules and regulations of the NYSE and the SEC;
- Each member must be financially literate, as determined by the Board in accordance with NYSE Rules and must be able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement ;
- At least one member will have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background, including a current or past position as a principal financial officer or other senior officer with financial oversight responsibilities;
- At least one member will be an "audit committee financial expert" as defined in the rules of the SEC; and
- No member may serve simultaneously on the audit committees of more than two other public companies unless the Board determines that such simultaneous service will not impair the ability of such member to effectively serve on the Audit Committee and the Company discloses such determination in its annual proxy statement.

## **RESPONSIBILITIES AND DUTIES**

The responsibilities and duties of the Audit Committee shall include:

## *Review Procedures*

- Reviewing the reports of management, internal audit and the independent auditors concerning the design, implementation and maintenance of the Company's internal controls and procedures for financial reporting, including meeting periodically with the Company's management, internal audit and the independent auditors to review their assessment of the adequacy of such controls and to review before release the disclosure regarding such system of internal controls required under SEC rules to be contained in the Company's periodic filings and the attestations or reports by the independent auditors relating to such disclosure;
- Reviewing and providing oversight of the external audit by (i) reviewing the independent auditors' proposed audit scope and approach; (ii) discussing with the Company's independent auditors the financial statements and audit findings, including any significant adjustments, management judgments and accounting estimates, significant new accounting policies, disagreements with management and any other required communications described in applicable accounting standards; (iii) reviewing with the independent auditors the Company's critical accounting policies and practices, alternative treatments of financial information within generally accepted accounting principles that have been discussed with management and the treatment recommended by the independent auditors, and other material written communications between the independent auditors and management; and (iv) reviewing reports submitted to the Audit Committee by the independent auditors in accordance with applicable SEC requirements;
- Reviewing and discussing with management and the independent auditors the annual audited financial statements and quarterly unaudited financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to filing the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, respectively, with the SEC;
- Recommending to the Board, if deemed appropriate, that the audited financial statements be included in the Company's Annual Report on Form 10-K, in accordance with the rules and regulations of the SEC;
- Directing the Company's independent auditors to review before filing with the SEC, the Company's interim financial statements included in Quarterly Reports on Form 10-Q, using professional standards and procedures for conducting such reviews;
- Conducting a post-audit review of the financial statements and audit findings, including any suggestions for improvements provided to management by internal audit or the independent auditors, and management's response to such suggestions;
- Reviewing with the independent auditor any audit problems or difficulties the independent auditor encountered in the course of audit work (e.g., restrictions on the scope of the independent auditor's activities or access to requested information and any significant disagreements with management) and the management's response;
- Reviewing, prior to announcement, Company press releases and other disclosures containing financial information for the purpose of ensuring that such press releases and other disclosures properly disclose financial information presented in accordance with GAAP and, to the extent non-GAAP information is

included, adequately disclose how such non-GAAP information differs from the comparable GAAP information and ensure that disclosure of such non-GAAP information is not given undue prominence and that such non-GAAP information does not provide a misleading presentation of the Company's results of operations or financial condition;

- Providing oversight and review at least annually of the Company's risk management policies, including its investment policies. This will include discussion of the Company's major risk exposures and the steps management has taken to monitor and control such exposures;
- Reviewing and approving in advance any proposed related party transactions;
- Reviewing, in conjunction with counsel, any legal matters that could have a significant impact on the Company's financial statements;
- Reviewing its own charter and processes on an annual basis;
- Engaging in an annual assessment of the Audit Committee's performance;

#### ***Independent Auditors***

- Having sole authority over appointing, compensating and overseeing the work of the independent auditors (including resolving disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work;
- Reviewing the independence of the outside auditors, including (i) obtaining on a periodic basis a written statement from the independent auditors regarding relationships and services with the Company that may impact independence, as defined by applicable standards and SEC requirements, and discussing with the independent auditors their independence, (ii) presenting this statement to the Board, (iii) to the extent there are relationships, monitoring and investigating them;
- Receiving and reviewing annually a report by the independent auditor describing the firm's internal quality-control procedures, any material issues raised by the most recent internal quality-control review, peer review, or PCAOB review, of the independent auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and any other required reports from the independent registered public accounting firm;
- Evaluating the independent auditor's qualifications, performance and independence. In making its evaluation, the Audit Committee will take into account the opinions of management and, when the Company has an internal audit function, the opinions of the Company's internal auditors (or other personnel responsible for the internal audit function). This evaluation will also include the review and evaluation of the lead partner of the independent auditor. The Committee will assure the regular rotation of the lead audit partner every five years as required by law, and will consider whether regular rotation of the audit firm itself is necessary to assure continuing auditor independence. The Audit Committee will present its conclusions with respect to the independence and qualifications of the independent auditor to the full Board.

- Pre-approving audit and permissible non-audit services provided to the Company by the independent auditors, except where pre-approval is not required because such non-audit services are de minimis under the rules of the SEC, in which case subsequent approval may be obtained. The Audit Committee may delegate to one or more designated members of the Audit Committee the authority to pre-approve audit and permissible non-audit services, provided such pre-approval decision is presented to the full Audit Committee at its scheduled meetings;
- Setting clear hiring policies for employees or former employees of the independent auditors;

#### ***Internal Audit***

- Reviewing and approving the annual internal audit project plan and any proposed changes and reviewing periodic reports summarizing results of the internal audit projects;
- Reviewing and approving the selection of the Company's internal auditor;
- Reviewing the activities, organizational structure and qualifications of the internal audit function;
- Reviewing and approving changes to the internal audit charter;
- Reviewing periodically with the Company's internal auditor any issues encountered in the course of the internal audit function's work;

#### ***Regulatory Compliance and Other Matters***

- Overseeing compliance with the requirements of the SEC for disclosure of auditor's services and audit committee members, member qualifications and activities;
- If deemed appropriate by the Audit Committee, instituting special investigations with full access to all books, records, facilities and personnel of the Company;
- Discussing with management and the independent auditors the effect of regulatory and accounting initiatives as well as any off-balance sheet transactions and structures on the Company's financial statements;
- Discussing with management any legal matters that may have a material impact on the financial statements or the Company's compliance procedures;
- Reviewing and discussing with management the adequacy and effectiveness of the Company's information security policies and internal controls regarding information security;
- Providing a report for inclusion in the Company's proxy statement in accordance with the rules and regulations of the SEC; and
- Reviewing and discussing with management the adequacy and monitoring of the Company's compliance programs with respect to legal, ethical and regulatory requirements, including the Company's Code of Ethics and Business Conduct, compliance with anti-bribery and anti-corruption laws, and compliance with export laws;

- Reviewing periodic reports from management on the Company's internal compliance policies and procedures;
- Establishing procedures for receiving, retaining and treating complaints received by the Company regarding accounting, internal accounting controls or auditing matters and procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

### ***Qualified Legal Compliance Committee***

In addition to such responsibilities and duties of the Audit Committee as listed above, the Audit Committee shall also have the following QLCC responsibilities, duties and authority:

- Serving as the QLCC in accordance with the 307 Rules;
- Receiving and reviewing MV Reports made under the 307 Rules;
- If any MV Reports are received by any member of the Audit Committee/QLCC other than the Chair, promptly forwarding such MV Reports to the Chair;
- Giving copies of any MV Reports to the General Counsel or other officers or members of the Legal Department of the Company if so desired by the reporting attorney;
- Upon receipt of a MV Report, informing the CEO and the General Counsel of such MV Report receipt (unless such notification would be futile under the 307 Rules);
- Determining, in the QLCC's discretion, whether an investigation is necessary regarding any MV Report, and if such investigation is necessary or appropriate, (i) notifying the full Board and (ii) initiating an investigation, which, at its discretion, may be conducted either by the General Counsel or outside attorneys;
- Retaining, at the expense of the Company, such legal counsel and other advisors as the QLCC deems necessary for the performance of its duties and being expressly authorized by the Board to rely upon the advice and information given by such internal and external counsel and such other advisors in the conduct of its duties;
- At the conclusion of any such investigation, recommending, by majority vote approval, that the Company implement an appropriate response to the evidence of a material violation set forth in the MV Report and informing the Board, CEO and General Counsel of the results of the investigation and any appropriate remedial measures;
- If the Company fails in any material respect to implement an appropriate response that the QLCC has recommended the Company take, having the authority and responsibility to take any and all other appropriate action, by majority vote approval, including the authority to notify the SEC;
- Causing the Company to retain copies of MV Reports for three (3) years from their receipt or for such other longer or shorter period of time as the QLCC may determine;

## **MEETINGS**

The Audit Committee shall meet at least once each fiscal quarter and as often as it determines is appropriate to carry out its QLCC duties. The Audit Committee may meet either in person or telephonically, and at such times and places as the Audit Committee determines. The Audit Committee may establish its own meeting schedule, which it shall provide to the Board. The Audit Committee may invite to its meetings other Board members, Company management and such other persons as the Audit Committee deems appropriate in order to carry out its responsibilities.

The Audit Committee shall meet separately with the Chief Executive Officer and separately with the Chief Financial Officer of the Company at such times as it deems appropriate to review the financial affairs of the Company. The Audit Committee will meet separately with the independent auditors of the Company, at such times as it deems appropriate, but not less than quarterly. The Audit Committee will meet separately with the head of internal audit, at such times as it deems appropriate, but not less than annually.

With respect to QLCC meetings, the Chair of the QLCC, in consultation with the other QLCC committee members, shall determine the frequency and length of the committee meetings and shall set meeting agendas.

## **MINUTES**

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

## **REPORTS**

The Audit Committee shall make regular reports to the full Board on the actions and recommendations of the Audit Committee.

## **CONFIDENTIALITY**

The members of the Committee will keep the receipt, retention and consideration of a Report appropriately confidential and will disclose information about the receipt, retention and consideration of a Report only to those persons for whom knowledge of such information would be either necessary or useful in the conduct of their duties (including duties related to assisting the Committee) or otherwise in the interests of the Company and its stockholders.

## **COMPENSATION**

Members of the Audit Committee shall receive such fees, if any, for their service as Audit Committee members as may be determined by the Board in its sole discretion.

Members of the Audit Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

The independent auditors shall report directly to the Audit Committee. In addition, the Audit Committee may retain, as appropriate and at the Company's expense, outside legal, accounting or other advisors to advise or assist the Audit Committee in the performance of any of the responsibilities and duties set forth above.

## **FUNDING**

The Company must provide appropriate funding, as determined by the Audit Committee, for the payment of: (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) compensation to any advisers engaged by the Audit Committee; and (iii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

## **CHARTER**

The Audit Committee will review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.

## **QLCC AMENDMENTS**

With respect to the QLCC matters outlined above, the QLCC procedures are general guidelines to be followed by the QLCC, but such procedures may be modified by the QLCC as required in the discretion of the QLCC. However, any such modification must adhere to the 307 Rules.