

## **Robinhood Markets, Inc.**

### **CHARTER OF THE AUDIT COMMITTEE**

The Board of Directors (the “**Board**”) of Robinhood Markets, Inc. (the “**Company**”) has established the Audit Committee (the “**Committee**”) and has adopted this Committee Charter (this “**Charter**”).

This Charter defines the duties and responsibilities of the Committee.

#### **Purpose**

The Committee shall assist the Board in fulfilling its fiduciary responsibilities, in particular through the Committee’s oversight of:

- the qualifications, independence, and performance of the independent registered public accounting firm (also referred to in this Charter as the “**independent auditor**”);
- the performance of the Internal Audit function;
- the integrity of the Company’s financial statements and its accounting and financial reporting processes;
- the effectiveness of the Company’s internal control over financial reporting;
- the Company’s processes and procedures relating to assessment and management of financial, disclosure and reporting risks; and
- related person transactions.

The function of the Committee is oversight. The management of the Company is responsible for the preparation and integrity of the Company’s financial statements and day-to-day compliance with applicable laws, regulations, and Company policies.

Management is also responsible for implementing and maintaining appropriate accounting and financial reporting policies, procedures, and internal controls designed to support and promote compliance with applicable accounting standards and laws and regulations. The independent auditor is responsible for auditing and reviewing the Company’s financial statements and, to the extent applicable to the Company, auditing the Company’s internal control over financial reporting, in accordance with professional standards. The members of the Committee are not full-time employees of the Company, and in fulfilling their duties under this Charter, they do not perform or represent that they perform the functions of management or the independent auditors.

#### **Membership**

The Committee shall consist of at least three members of the Board. Each Committee member shall be appointed by, and will serve at the discretion of, the Board. The Board shall designate

one of the Committee members to serve as the Chair of the Committee. In the absence of that designation, the members of the Committee may elect a Chair by majority vote of all members.

Each member of the Committee shall be independent, as determined in accordance with the listing standards of the Nasdaq Stock Market (“**Nasdaq**”) and the rules of the Securities and Exchange Commission (the “**SEC**”) as in effect from time to time.

Each member shall also meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

In accordance with the Nasdaq listing standards and the rules of the SEC as in effect from time to time, at least one member of the Committee shall qualify as an “audit committee financial expert” as defined by the SEC and determined by the Board, and each other member shall be financially literate and able to read and understand financial statements, as determined by the Board.

Committee members shall not simultaneously serve on the audit committees of more than four public companies (including the Company) without prior approval from the Nominating and Corporate Governance Committee.

#### **Committee Resources and Information**

The Committee shall have the authority to select, retain, oversee, and terminate advisors, including legal counsel, accountants, and other experts, to assist the Committee as the Committee deems necessary, in its discretion, to fulfill its mandates under this Charter, including any studies or investigations, and will have direct oversight of the work performed by such advisors. The Committee shall also have the authority to compensate, at the expense of the Company, such advisors and employ such resources as are necessary to fulfill its mandates under this Charter. In discharging its oversight role or as it otherwise deems necessary or appropriate, the Committee is empowered to investigate any matter brought to its attention within the scope of its responsibilities.

#### **Duties and Responsibilities**

The Committee shall, in addition to any other duties or responsibilities the Board may from time to time delegate to the Committee, have the following duties and responsibilities:

##### **Oversight of Independent Auditor Activities**

- (a) Exercise its authority over the appointment, compensation, retention, oversight, and replacement of the independent auditor engaged for the purpose of preparing and issuing audit reports and performing other audit, review, or attest services for the Company (including resolution of any disagreements between management and the independent auditor regarding financial reporting). The independent auditor shall report directly to the Committee;

- (b) Approve, in advance (or, where permitted under the rules and regulations of the SEC, subsequently), all auditing services and permitted non-audit services to be performed by the independent auditor, and approve the scope, procedures and fees for the proposed audit for the current year;
- (c) Oversee the Company's practices with respect to hiring employees or former employees of the Company's independent auditor who were engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company;
- (d) At least annually, obtain and review a report by the independent auditor, describing (1) the independent auditor's internal quality-control procedures; and (2) any material issues raised by the most recent internal quality-control review, peer review, or Public Company Accounting Oversight Board ("PCAOB") review of the independent auditor or by any inquiry or investigation by governmental or professional authorities, including, but not limited to, the PCAOB, regarding any independent audits carried out by the independent auditor within the last five years, and any steps taken by the independent auditor to address any issues raised. The Committee shall require as part of the independent auditor's engagement letter that the independent auditor inform the Committee and the Company immediately if it becomes aware that the independent auditor's audit of the Company is being reviewed as part of the PCAOB's inspection of the independent auditor;
- (e) Annually assess the independence of the independent auditor by (1) reviewing the written report from the independent auditor describing all relationships between the independent auditor and the Company and affirming the independence of the independent auditor as required by the PCAOB; (2) discussing with the independent auditor its independence and any disclosed relationships or services (including permitted non-audit services) that may impact its objectivity and independence; (3) otherwise reviewing and discussing with the independent auditor all matters required to be discussed pursuant to the PCAOB's Rule 3526 (Communication with Audit Committees Concerning Independence); and (4) reporting its conclusions to the Board;
- (f) Require the lead and concurring partners of the Company's independent auditor to comply with the rotation requirements of the SEC or the PCAOB or any other applicable legislation;
- (g) Review reports of any financial or internal control-related audit performed by the independent auditor, including (1) any critical audit matters, or CAMs, that may be identified by the independent auditor in connection with its audit of the Company's annual financial statements for the current audit period and (2) any other significant matters that arose or difficulties encountered by the independent auditor;
- (h) Review reports from the independent auditor and, where applicable, the Company's management, including Internal Audit, concerning (1) critical accounting policies and practices used; (2) alternative treatments of financial information within generally accepted accounting principles that have been discussed with the management of the Company, the ramifications of the use of such alternative disclosures or treatments, and

the treatment preferred by the independent auditor; (3) any other matters required to be reported to the Committee by the independent auditor pursuant to applicable auditing standards; and (4) other material written communications between the independent auditor and the management of the Company, such as any management letter or schedule of unadjusted differences;

**Oversight of Internal Audit function**

- (i) At least annually, review the organization, charter, responsibilities, plans, and resources of the Internal Audit function;
- (j) Review and approve, as appropriate, the annual audit plan and all major changes to the plan and receive periodic reports summarizing results of the internal audit projects, including any material findings;
- (k) Periodically meet separately with the Head of Internal Audit to discuss any material issues encountered in the course of the work of the Internal Audit team;
- (l) Review the effectiveness of the Internal Audit function on a periodic basis;
- (m) Review the Internal Audit group’s work and results with regard to the Company’s internal control over financial reporting and the scope of the audits planned to be performed by Internal Audit and by the independent auditor in that regard;
- (n) Approve the appointment or dismissal of the Head of Internal Audit;

**Oversight of Financial Reporting, Internal Controls, and Disclosure Controls**

- (o) Review with management and the independent auditor the annual audited financial statements and quarterly financial statements, and related financial information in earnings releases and SEC filings; such review shall include:
  - the Company’s Quarterly Reports on Form 10-Q and Annual Report on Form 10-K, including the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” prior to their filing with the SEC; and
  - any related GAAP and non-GAAP annual and quarterly financial information that is included in earnings press releases, including pro-forma or adjusted non-GAAP information, and other related financial information or earnings guidance contained therein and/or that is regularly provided to analysts and ratings agencies;
- (p) Review with management and the independent auditor the quality and adequacy of the Company’s internal control over financial reporting, including (1) management’s report on the effectiveness of the Company’s internal control over financial reporting; (2) if applicable to the Company, the independent auditor’s report on its audit of the effectiveness of the Company’s internal control over financial reporting; and (3) the Company’s disclosure controls and procedures, including their effectiveness;

- (q) Review with management (including the Head of Internal Audit) and the independent auditor, as appropriate, the Company's processes and procedures relating to assessment and management of financial, disclosure and reporting risks;

#### **Committee Reports and Recommendations**

- (r) Make recommendations to the Board regarding inclusion of the Company's audited financial statements in its annual reports on Form 10-K;
- (s) Approve annually for inclusion in the annual proxy statement a report by the Committee on matters required under the SEC rules in effect from time to time;
- (t) Review any alleged violations of the Company's Code of Ethics for Senior Financial Officers with respect to certain financial reporting, controls and allegations of financial misconduct, and recommend any proposed changes to the Board;
- (u) Review its performance and this Charter annually and recommend any proposed Charter changes to the Board;

#### **Other Audit Committee Duties**

- (v) Meet with the independent auditor or Head of Internal Audit as may be necessary to discuss or review any and all other appropriate matters within the scope of their responsibilities;
- (w) Approve Company procedures for, including the Company's Speak-Up and Non-Retaliation Policy as it relates to, the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters, including procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters, and regularly review any reports of such nature; and
- (x) Approve Company procedures requiring that certain "transactions" directly or indirectly involving the Company and "related persons" be brought to the Committee's attention, and review and approve, ratify, or reject those transactions in its sole discretion. For purposes of this duty, the terms "transaction" and "related person" shall have the meanings contained in Item 404 of Regulation S-K of the rules of the SEC.

#### **Committee Meetings and Actions**

The Committee shall meet a sufficient number of times in order to carry out the mandated requirements of this Charter, but no less than quarterly, and at such times and places as the Committee determines. A majority of the members of the Committee shall constitute a quorum. The Committee shall also meet periodically, and at least once each year, in separate executive sessions during regularly scheduled meetings.

The Committee shall also meet periodically with members of management, the Head of Internal Audit, and the independent auditor in separate executive sessions as the Committee deems appropriate.

Any action required or permitted to be taken at any meeting of any Committee may be taken without a meeting if all members of the Committee consent thereto in writing or via electronic communications. In addition, the Committee may, in its sole discretion, delegate any of its responsibilities to one or more subcommittees of one or more directors who are members of the Committee as the Committee may deem appropriate.

The Committee may delegate to one or more directors who are members of the Committee the authority to pre-approve audit and permissible non-audit services and any associated fees; such pre-approval shall be presented to the full Committee at a scheduled meeting. The Committee may, in accordance with applicable law, establish pre-approval policies and procedures for the engagement of the Independent Auditor to render services to the Company.

### **Minutes and Reports**

The Committee shall regularly report on its meetings, actions and recommendations to the Board or as otherwise requested by the Board; and the Committee or its designee shall prepare minutes of each meeting and shall cause such minutes, as approved by the Committee, to be made available for review by any member of the Board.

Nothing in this Charter shall preclude the Board from itself taking any action set forth herein, except where such action is required by applicable law or Nasdaq listing standards to be taken by the Committee.