

SAMSARA INC.

AUDIT COMMITTEE CHARTER

Last reviewed December 2025

The Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Samsara Inc. (the “**Company**”) shall be appointed by the Board to perform the duties and responsibilities set forth in this charter.

A. PURPOSE

The purpose of the Committee is to assist the Board in fulfilling its oversight of:

1. the Company’s accounting and financial reporting processes and internal controls, including audits and the integrity of the Company’s financial statements;
2. the qualifications, independence and performance of the Company’s independent auditors (the “**Independent Auditors**”);
3. the implementation and performance of the Company’s internal audit function, if applicable;
4. risk assessment and management; and
5. compliance by the Company with legal and regulatory requirements.

The Committee shall also be responsible for preparing 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 for performing other duties and responsibilities as are enumerated in or consistent with this charter. This charter sets forth the authority and responsibility of the Committee in fulfilling its purpose. The function of the Committee primarily is one of oversight. Although the Committee has the responsibilities and powers set forth in this charter, it is not the Committee’s duty to plan or conduct audits or to determine that the Company’s financial statements are complete, accurate and in accordance with generally accepted accounting principles (“**GAAP**”). Instead, those are responsibilities of the Company’s management and the Independent Auditors.

B. COMPOSITION

Membership. The Committee will consist of three or more members of the Board, with the exact number determined from time to time by the Board. All members of the Committee will be appointed by the Board, upon the recommendation of the Nominating and Corporate

Governance Committee, and will serve at the discretion of the Board. Members of the Committee may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, will automatically constitute resignation or removal, as applicable, from the Committee.

Qualifications. Members of the Committee must meet the criteria listed below or such other qualifications as are established by the Board from time to time. The Company may avail itself of any exemptions or phase-in rules available to it under applicable law, regulations or rules.

- a. Each member of the Committee must be able to read and understand fundamental financial statements and otherwise must comply with all financial literacy requirements of the securities exchange on which the Company's securities are listed.
- b. No member of the Committee will have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.
- c. Each member must meet the independence standards established by the securities exchange on which the Company's securities are listed and the SEC, as determined by the Board after consideration of all factors determined to be relevant under the rules and regulations of the securities exchange on which the Company's securities are listed and the SEC.
- d. 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 the definition of "audit committee financial expert" will also be presumed to have the financial literacy requirements of the securities exchange on which the Company's securities are listed).
- e. Each member must meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.
- f. No member of the Committee may serve simultaneously on the audit committee 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 Committee and the Company discloses such determination in its annual proxy statement.

Chairperson. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the "**Chairperson**"); if the Board does not appoint a Chairperson, the Committee members may designate a Chairperson by their majority vote, provided that the Board may replace any Chairperson designated by the Committee at any time. The Chairperson, or in the Chairperson's absence, a member designated by the Chairperson or the Committee, will set the agenda for Committee meetings and conduct the proceedings of those meetings.

C. RESPONSIBILITIES

The principal responsibilities and duties of the Committee are set forth below. These responsibilities and duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given the Company's needs and circumstances, and subject to any further guidance or instruction provided by the Board. Subject to the Board's supervision and ultimate determination, the Committee may supplement its duties and responsibilities as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

Financial Statements and Disclosures. The Committee will review and discuss the following with management, the internal auditors (if any), and the Independent Auditors, as applicable:

- a. the Company's annual audited and quarterly unaudited financial statements and quarterly reports on Form 10-K and Form 10-Q, including the disclosures in "Management's Discussion and Analysis of Financial Condition and Results of Operations," and make a recommendation to the Board as to whether the audited financial statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations" should be included in the Company's Form 10-K for filing with the SEC;
- b. the results of the Independent Auditors' audit or review of the financial statements and the Independent Auditors' opinion on the audited financial statements;
- c. any items required to be communicated by the Independent Auditors in accordance with the applicable requirements of the relevant accounting oversight authorities, which discussions should include the Independent Auditors' judgments about the quality and appropriateness of the Company's accounting principles, the reasonableness of significant judgments and the clarity of the disclosures in the Company's financial statements; and
- d. any significant issues, events and transactions as well as any significant changes regarding accounting principles, practices, policies, judgments or estimates.

Review of Financial Information Presentation, Earnings Press Releases and Guidance.

The Committee shall periodically discuss with management the Company's procedures with respect to the presentation of the Company's financial information (paying attention to any use of "pro forma" or "adjusted" non-GAAP information) and review earnings press releases, earnings guidance provided to analysts and rating agencies and financial information provided to the public, analysts and ratings agencies.

Internal Controls. With respect to the Company's internal controls, the Committee will:

- a. Review and discuss with the Company's management, its internal auditors (if any), and the Independent Auditors, and provide oversight over, the design, implementation, adequacy and effectiveness of the Company's accounting and financial processes and systems of internal controls and material changes in such controls, including any control deficiencies, significant deficiencies and material weaknesses in their design or operation.
- b. Review and discuss, with the Company's management, its internal auditors (if any), and the Independent Auditors, the Company's disclosure controls and procedures as well as the quarterly assessments of such controls and procedures by the Chief Executive Officer and Chief Financial Officer.
- c. Review any allegations of fraud that are disclosed to the Committee involving management or any employee of the Company with a significant role in the Company's accounting and financial reporting process and systems of internal controls.
- d. Discuss any comments or recommendations of the Independent Auditors outlined in their annual management letter or internal control reports.
- e. Periodically consult with the Independent Auditors out of the presence of the Company's management about internal controls, the fullness and accuracy of the Company's financial statements and any other matters that the Committee or the Independent Auditors believe should be discussed privately with the Committee.
- f. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (b) the confidential anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Oversee the review of any such complaints and submissions that have been received, including the current status and the resolution if one has been reached.

Internal Audit. The Committee will oversee the design, implementation and performance of the Company's internal audit function, including:

- a. Reviewing and approving the charter of the internal audit function and any amendments.
- b. Reviewing and participating in the selection and evaluation of individuals to the Company's senior internal audit position.
- c. Overseeing the internal audit function, including its objectives, responsibilities, independence, performance, annual plan and budget, and staffing.
- d. Periodically meeting separately with management and with internal auditors (or other personnel responsible for the internal audit function).
- e. Reviewing the results of the internal audit program, including significant issues in internal audit reports and responses by management.

Independent Auditors. With respect to the Company's Independent Auditors, the Committee will:

- a. Be directly responsible for the selection, appointment, discharge, compensation, retention and oversight of the work of the Independent Auditors and any other accounting firm engaged for the purpose of preparing and issuing an audit report or performing other audit-related services for the Company. The Independent Auditors will report directly to the Committee.
- b. Review, discuss and resolve, as applicable, with the Independent Auditors and management (a) any significant audit problems or difficulties, including difficulties encountered by the Independent Auditors during their audit work (such as restrictions on the scope of their activities or their access to information), (b) any significant disagreements between management and the Independent Auditors and (c) management's response to these problems, difficulties or disagreements.
- c. Review the qualifications, performance and continuing independence of the Independent Auditors, including:
 - obtaining and reviewing, on an annual basis, a letter from the Independent Auditors describing (a) all relationships between the Independent Auditors and the Company required to be disclosed by applicable requirements of the relevant accounting oversight authorities, (b) the Independent Auditor's internal quality control procedures and (c) any material issues raised by the most recent internal quality control review, peer review or inspection of the firm or by any other 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;
 - reviewing and discussing with the Independent Auditors relationships or

services (including permissible non-audit services) that may affect their objectivity and independence;

- overseeing the rotation of the Independent Auditors' lead audit and concurring partners and the rotation of other audit partners, with applicable time-out periods, in accordance with applicable law; and
 - taking such other appropriate actions as may be required or desirable by the Committee to oversee the independence of the Independent Auditors.
- d. Set hiring policies for the Company's hiring of employees or former employees of the Independent Auditors and oversee compliance with such policies.
- e. Review the Independent Auditors' annual audit plan, scope of audit activities and staffing.
- f. Approve the fees and other compensation to be paid to the Independent Auditors (or other accounting firms) and pre-approve all audit and non-audit related services provided by the Independent Auditors (or other accounting firms). The Committee may establish pre-approval policies and procedures, as permitted by applicable law, for the engagement of the Independent Auditors (or other accounting firms) to render services to the Company including, without limitation, policies that would allow the delegation of pre-approval authority to one or more members of the Committee.
- g. Assure the regular rotation of the lead audit partner at least once every five years as required by law.
- h. Review and discuss with the Independent Auditors the reports delivered to the Committee by the Independent Auditors regarding:
- critical accounting policies, estimates and practices used;
 - alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of those alternatives and the treatment preferred by the Independent Auditors;
 - any material written communications between the Independent Auditors and the Company's management; and
 - any matters required to be communicated to the Committee under GAAP and other legal or regulatory requirements.

Risk Oversight and Compliance. The Committee will:

- a. Review with management the Company's major financial risks and enterprise exposures and the steps management has taken to monitor or mitigate such risks and

exposures, including the Company's procedures and any related policies with respect to risk assessment and risk management.

- b. Review with management the Company's cybersecurity and other information technology risks, controls and procedures, including the Company's plans to mitigate cybersecurity risks and respond to data breaches.
- c. Review with management the Company's risk exposures in other areas, as the Committee deems necessary or appropriate from time to time.
- d. Review with management the Company's (a) programs for promoting and monitoring compliance with applicable legal and regulatory requirements, and (b) major legal and regulatory compliance risk exposures and the steps management has taken to monitor or mitigate such exposures.
- e. Review the status of any significant legal and regulatory matters and any material reports or inquiries received from regulators or government agencies that reasonably could be expected to have a significant impact on the Company's financial statements.

Related Party Transactions. The Committee shall review, approve and monitor related party transactions involving directors or executive officers as further detailed in the Company's Related Person Transactions Policy or similar policy, including the development and maintenance of policies and procedures for the Committee's review, approval and/or ratification of such transactions.

Investment Policy. The Committee shall review, approve and oversee the Company's Investment Policy, including the development and maintenance of policies and procedures for the Committee's review, approval and/or ratification of investments.

Code of Ethics. The Committee shall review and monitor compliance with the Company's Code of Business Conduct and Ethics; however, the Nominating and Corporate Governance Committee shall have responsibility for considering questions of actual or possible conflicts of interest of Board members and of executive officers and approving or prohibiting applicable transactions.

D. GENERAL

1. Studies and Advisors. The Committee, in discharging its responsibilities, may conduct, direct, supervise or authorize studies of, or investigations into, matters within the Committee's scope of responsibility, with full and unrestricted access to all books, records, documents, facilities and personnel of the Company. The Committee has the sole authority and right, at the expense of the Company, to retain consultants, accountants, legal counsel, experts and other advisors of its choice to assist the Committee in connection with its functions, including any studies or investigations, and will have direct oversight of the work performed by such advisors and the right to terminate their

services. The Committee will have the sole authority to approve the fees and other retention terms of such advisors. The Company will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any consultants, accountants, legal counsel, experts and other advisors retained by the Committee; and
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

2. Meetings and Actions without a Meeting and Staff. The Committee will meet with such frequency as is determined appropriate by the Committee, but in any case no less than four times per year. The Chairperson, in consultation with the other member(s) of the Committee, will set the dates, times and places of such meetings. The Chairperson or any other member of the Committee may call meetings of the Committee by notice in accordance with the Company's Bylaws, as may be amended and/or restated from time to time (the "**Bylaws**"). A quorum of the Committee for the transaction of business will be a majority of its then-serving members (provided that there are at least two then-serving members). Meetings may be held via tele- or video-conference in accordance with applicable law. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Bylaws. Subject to the requirements of this charter and applicable law, rules and regulations, the Committee may invite any director, executive or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Chairperson will designate a secretary for each meeting, who need not be a member of the Committee. The Company shall provide the Committee such staff support as it may reasonably require. Minutes are kept of each meeting of the Committee, and the Committee shall regularly provide reports of its actions to the Board.

3. Committee Evaluations and Charter Review. The Committee shall conduct and present to the Board an annual self-performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval. The Company shall make a copy of this charter publicly available on its website and shall disclose how to access the Committee's charter in its proxy statement. The Committee must review with the full Board any issues that arise regarding: (a) the quality or integrity of the Company's financial statements; (b) the Company's compliance with legal or regulatory requirements; (c) the performance and independence of the Company's independent auditor; and (d) the performance of the internal audit function, if applicable.

4. Delegation of Authority. The Committee may delegate its authority to subcommittees or the Chairperson of the Committee when it deems it appropriate and in the best interests of the Company and when such delegation would not violate applicable law, regulation or the securities exchange on which the Company's securities are listed or SEC requirements.
