



# AUDIT COMMITTEE CHARTER

## CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

(As amended and restated on December 2, 2020.)

The responsibilities of the Board of Directors (the "Board") of The Walt Disney Company (the "Company") include oversight of the Company's systems of internal control, preparation and presentation of financial reports and compliance with applicable laws, regulations and Company policies. Through this Charter, the Board delegates certain responsibilities to the Audit Committee (the "Committee") to assist the Board in the fulfillment of its duties to the Company and its shareholders.

### PURPOSE

As more fully set forth below, the purpose of the Committee is to assist the Board in its oversight of:

- the integrity of the Company's financial statements;
- the adequacy of the Company's system of internal controls;
- the Company's compliance with legal and regulatory requirements;
- the qualifications and independence of the Company's independent auditors;
- the performance of the Company's independent auditors and of the Company's internal audit function. (i.e. "management audit function"); and
- to prepare an audit committee report as required by the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement.

### AUTHORITY

The Committee shall be given the resources and assistance necessary to discharge its responsibilities, including appropriate funding, as determined by the Committee, unrestricted access to Company personnel and documents and the Company's independent auditors. The Committee shall also have authority, with notice to the Chairman of the Board, to engage outside legal, accounting and other advisors as it deems necessary or appropriate.



## STRUCTURE AND MEMBERSHIP

The Committee shall consist of three or more directors, who shall be appointed annually and subject to removal at any time, by the Board. Each Committee member shall meet the independence requirements established by rules of the SEC and listing standards of the New York Stock Exchange ("NYSE"), as well as the independence standards set forth in the Company's Corporate Governance Guidelines. Unless otherwise determined by the Board, no member of the Committee may serve on the audit committee of more than two other public companies.

All Committee members shall be financially literate, having a basic understanding of financial controls and reporting. At least one Committee member shall also have accounting or related financial management expertise, including at a minimum the expertise required by the listing standards of the NYSE. Unless otherwise determined by the Board, at least one member of the Committee shall be an "audit committee financial expert" (as defined by applicable SEC rules).

No member of the Committee shall receive directly or indirectly any compensation from the Company or any of its subsidiaries, other than such member's Directors' fees and benefits.

## PROCEDURES

The Committee shall hold at least four regular meetings each year, and such additional meetings as may be required. Meetings may be called by the Chair of the Committee, the Chairman of the Board or any two members of the Committee. Meetings may be held at any time, in any place and in any manner permitted by applicable law and the Bylaws of the Company. The presence in person, by telephone or by other electronic conference of the lesser of two members or a majority of the Committee shall constitute a quorum. The Committee may also act by unanimous written consent. Any member of the Board who is not a member of the Committee may attend any Committee meeting with the concurrence of the Committee Chair or a majority of the members of the Committee.

The Committee shall keep such records of its meetings as it shall deem appropriate. To the extent practicable, the meeting agenda, draft minutes from the prior meeting and supporting materials shall be provided to members of the Committee prior to each meeting to allow time for review. The Committee shall have authority to create and delegate specific tasks to such standing or ad hoc subcommittees as it may determine to be necessary or appropriate for the discharge of its responsibilities, as long as the subcommittee contains at least the minimum number of directors necessary to meet any regulatory requirements. Any decision of a subcommittee to preapprove audit, review, attest or non-audit services shall be presented to the full Committee at its next scheduled meeting. The results of the meetings shall be reported to the full Board.



## RESPONSIBILITIES

The Company's executive management bears primary responsibility for the Company's financial and other reporting, for establishing the system of internal controls and for ensuring compliance with laws, regulations and Company policies. The Committee's responsibilities and related key processes are described below. From time to time, the Committee may take on additional responsibilities, at the request of the Board.

**(a) Financial Reporting.** The Committee shall monitor the preparation by management of the Company's quarterly and annual external financial reports. In carrying out this responsibility, the Committee shall:

- review with management the significant financial reporting issues, judgments and estimates used in developing the financial reports, including analyses of the effects of alternative GAAP methods on the financial statements;
- review the accounting and reporting treatment of significant transactions outside the Company's ordinary operations;
- review with management and the Company's independent auditors significant changes to the Company's accounting principles or their application as reflected in the financial reports;
- review with management and the Company's independent auditors the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company;
- meet periodically with the Company's independent auditors (in private, as appropriate) (a) to review their reasoning in accepting or questioning significant decisions made by management in preparing the financial reports; (b) to review any audit problems or difficulties and management's response; (c) to review any outstanding disagreements with management that would cause them to issue a non-standard report on the Company's financial statements; (d) to examine the appropriateness of the Company's accounting principles (including the quality, not just the acceptability, of accounting principles) and the clarity of disclosure practices used or proposed; (e) to determine if any restrictions have been placed by management on the scope of their audit; and (f) to discuss any other matters the Committee deems appropriate;
- meet periodically in private with the Company's management;
- review earnings press releases, as well as financial information and earnings guidance provided to analysts, rating agencies and others, and discuss their appropriateness with management and the Company's independent auditors, paying particular attention to any use of "pro forma" or "adjusted" non-GAAP information;
- review draft quarterly and annual financial statements and discuss their appropriateness with management and the Company's independent auditors, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the matters required to be discussed by the applicable requirements of the PCAOB and the SEC; and



- consider whether it will recommend to the Board that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K.

**(b) Relationship with Independent Auditors.** The Committee shall bear primary responsibility for overseeing the Company's relationship with its independent auditors. The independent auditor shall report directly to the Committee. In carrying out this responsibility, the Committee shall:

- be directly responsible for the appointment, evaluation, compensation, retention and, when necessary, termination of the engagement of, and oversight of the work of the Company's independent auditors, in consultation with the full Board;
- preapprove the scope and extent of all audit services to be provided to the Company and its subsidiaries and all non-audit services to be provided to the Company and its subsidiaries by the Company's independent auditor; provided, however, that de minimis non-audit services may instead be approved in accordance with applicable NYSE and SEC rules;
- review the overall audit plan, including the risk factors considered in determining the audit scope;
- review the responsiveness of the outside auditors to the Company's needs;
- at least annually, obtain and review a report by the Company's independent auditors describing: the independent auditor firm's internal quality-control procedures; inspection reports relating to the firm from the Public Company Accounting Oversight Board (the "PCAOB"); any material issues raised by the most recent internal quality-control review, or peer review, of the 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;
- at least annually, evaluate the auditors' qualifications, performance and independence and present its conclusion with respect to the auditors to the Board and in connection with the assessment of independence (i) review the independent auditors' annual letter pursuant to PCAOB Rule 3526, Communication with Committees Concerning Independence, outlining all relationships that may impact their independence, including the written disclosures and the letter from the independent auditor required by applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") regarding the independent auditor's communications with the Committee concerning independence, and (ii) discuss with the independent auditor any disclosed relationships or services that might impact the objectivity and independence of the auditor;
- resolve any disagreements between management and the auditors regarding financial reporting;
- set clear hiring policies for employees or former employees of the Company's independent auditors; and
- in connection with its oversight role, from time to time as appropriate:
  - receive and consider the reports and other communications required to be made by the independent auditor regarding:



- critical accounting policies and practices;
- alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with Company management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor;
- other material written communications between the independent auditor and Company management; and
- all other matters required to be communicated by the independent auditor to the Committee by the applicable requirements of the PCAOB.

**(c) Internal Control.** The Committee shall have responsibility for overseeing that management has implemented an effective system of internal control that helps promote the reliability of financial and operating information and compliance with applicable laws, regulations and Company policies, including those related to risk management, ethics and conflicts of interest. In carrying out this responsibility, the Committee shall:

- inquire of management, management auditors and the Company's independent auditors concerning any deficiencies in the Company's policies and procedures that could adversely affect the adequacy of internal controls and the financial reporting process and review any special audit steps adopted in light of any material control deficiencies and the timeliness and reasonableness of proposed corrective actions;
- review significant management audit findings and recommendations, and management's responses thereto;
- meet periodically with management auditors in private session (without the participation of management or the independent auditors);
- review the Company's policies and practices with respect to risk assessment and risk management;
- review the Company's policies and practices related to compliance with laws, ethical conduct and conflicts of interest;
- review significant cases of conflicts of interest, misconduct or fraud;
- review significant issues between the Company and regulatory agencies;
- review as appropriate material litigation involving the Company; and
- review and approve the Company's entry into swaps, including transactions in swaps that are subject to mandatory clearing, and to approve use of the end-user exception from clearing. The Committee is also authorized to adopt and shall review annually thereafter a policy relating to the Company's use of the non-financial end-user exception. The Committee may delegate responsibility for implementation of the non-financial end-user policy to the Company's management, as the Committee deems appropriate.



**(d) Relationship with Management Auditors.** The Committee shall have responsibility for determining that the Management Audit department is effectively discharging its responsibilities. In carrying out this responsibility, the Committee shall:

- review and approve the Management Audit department's charter;
- review the appropriateness of the funding, staffing and operational independence of Management Audit; and
- review and approve the appointment or dismissal of, and determine and approve the compensation of, the Vice President of (or corresponding officer responsible for) Management Audit.

**(e) Receipt of Complaints.** The Committee shall establish procedures for:

- the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters; and
- the confidential, anonymous submission by employees of the Company regarding questionable accounting or auditing matters.

**(f) Preparation of Reports.** The Committee shall prepare and approve the Committee's report included in the proxy statement for the Company's annual meeting of shareholders, and such other reports as may from time to time be necessary or appropriate.

## AUDIT COMMITTEE CHARTER

At least annually, the Committee shall review this Charter for adequacy and recommend to the Board any necessary changes.

## ANNUAL PERFORMANCE REVIEW

The Committee shall conduct an annual evaluation of its performance in carrying out its responsibilities hereunder.