

BLACKLINE, INC.

CHARTER FOR THE AUDIT COMMITTEE

OF THE BOARD OF DIRECTORS

Adopted by the Board of Directors as of September 27, 2016; Effective as of October 28, 2016.

1. PURPOSE

The Audit Committee (the “**Committee**”) is a standing committee of the Board of Directors (the “**Board**”) of BlackLine, Inc. (the “**Company**”). The purpose of the Committee is to:

(a) provide oversight of (i) the Company’s accounting and financial reporting processes, (ii) the audit of the Company’s financial statements and (iii) the Company’s internal control and audit functions; (iv) the Company’s liquidity needs and borrowing requirements, (v) the Company’s investment policy and performance and (vi) oversight of the Company’s risk monitoring function; and

(b) provide to the Board information and materials as it may deem necessary to make the Board aware of significant financial matters that require the Board’s attention.

In furtherance of these purposes, the Committee will undertake those duties and responsibilities listed below and such other duties as the Board may request.

2. MEMBERSHIP

(a) Composition

The Committee members will be appointed by, and will serve at the discretion of, the Board. The Committee will consist of at least three members of the Board, one of whom will be appointed as chair. Committee members must meet the following criteria (as well as any additional criteria required by the stock exchange upon which its shares are listed (the “**Exchange Rules**”), the Securities and Exchange Commission (the “**SEC**”) and any other applicable rules):

(i) each member will be an independent director in accordance with (i) the Committee requirements of the Exchange Rules and (ii) SEC rules, in each case subject to any applicable grace period from such requirements available to the Company under the Exchange Rules or the rules of the SEC;

(ii) each member will be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement;

(iii) 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 chief executive officer, principal financial officer or other senior officer with financial oversight responsibilities, in accordance with the Exchange Rules; and

(iv) at least one member will be an “audit committee financial expert” as defined in the SEC rules; and.

(v) no member of the Committee can have participated in the preparation of the Company's or any of its subsidiaries' financial statements at any time during the past three years.

A director who is serving on the audit committee of three or more public companies shall not be appointed to the Committee unless the Board determines that such simultaneous service would not impair the director's ability to serve effectively on the Committee.

(b) Meetings

The Committee will establish its own meeting schedule and will meet at least once each fiscal quarter and at other times as it deems appropriate to fulfill its responsibilities. The Committee will also periodically meet separately with management and the Company's independent auditors. The Committee may meet with any officer, employee or other person in executive session as it deems advisable.

The Committee may invite to its meetings other directors, members of management, advisors and such other persons as the Committee determines is appropriate.

The Committee will maintain written minutes of its meetings, which will be filed with the Board meeting minutes. The Committee may act by unanimous written consent (which may include electronic consent), and copies of any actions taken by written consent will be filed in the minute book. The Committee will regularly report to the Board on the actions and recommendations of the Committee.

3. RESPONSIBILITIES AND DUTIES

The duties and responsibilities of the Committee shall include the following, along with any other matters the Board may delegate to the Committee from time to time:

(a) Review Procedures

(i) review and discuss with management, and the independent auditors their periodic reports concerning the design, implementation and maintenance of the Company's internal controls (including any significant deficiencies and material weaknesses in their design or operation) and procedures for accounting and financial reporting, including reviewing before release the Company's 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;

(ii) review and provide oversight of the audit of the financial statements, including periodically (i) reviewing the independent auditors' proposed audit scope and approach, (ii) discussing with the independent auditors the financial statements and audit findings, (iii) reviewing with the independent auditors the Company's critical accounting policies and practices, alternative treatments of financial information within generally accepted accounting principles, and other material written communications between the independent auditors and management and (iv) reviewing reports submitted to the Committee by the independent auditors;

(iii) review before release the unaudited quarterly operating results in the quarterly earnings releases and review and discuss with management the annual and quarterly financial statements, including the disclosures in the Company's Annual Report and Quarterly Reports filed with the SEC as well as financial information and earnings guidance provided to analysts and rating agencies;

(iv) recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K;

(v) review with the Company's independent auditors, before filing with the SEC, the results of the auditor's review of the Company's interim financial statements included in Quarterly Reports on Form 10-Q;

(vi) periodically review suggestions for improvements to the internal control systems highlighted by management, and the independent auditors, and management's action plan to implement such suggestions;

(vii) provide oversight of and periodically review the Company's significant financial and accounting policies and procedures;

(viii) periodically review the Company's policies and practices with respect to risk assessment and risk management, including discussing with management the Company's major financial risk exposures and the steps that have been taken to monitor and control such exposures;

(ix) review and approve or ratify any proposed related person transactions required to be disclosed pursuant to SEC Regulation S-K, Item 404 and in accordance with the relevant Exchange Rules and discuss with management the business rationale for such transactions and whether appropriate disclosures have been made;

(x) oversee compliance by the Board and its committees with applicable laws, rules and regulations;

(xi) review, in conjunction with the Company's legal counsel, any legal matters that could have a significant impact on the Company's financial statements;

- (xii) review reports from management on final and proposed changes to significant financial accounting and reporting standards which the Company is required to adopt;
- (xiii) periodically review the Whistleblower Policy;
- (xiv) exercise oversight of the implementation and effectiveness of the BlackLine Code of Business Conduct and Ethics (the “**Code**”), and make recommendations to the Board regarding any changes, amendments, and modifications to the Code;
- (xv) approve all waivers of the Code for officers of the Company;
- (xvi) periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for review and approval;
- (xvii) annually assess its own performance;
- (xviii) monitor the Company’s liquidity needs and borrowing requirements;
- (xix) exercise oversight of the Company’s investment policy and performance; and
- (xx) exercise oversight of the Company’s risk monitoring function.

(b) Independent Auditors

- (i) be directly responsible for appointing, replacing, compensating, retaining and overseeing the work of the independent auditors (including reviewing and resolving disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work; the independent auditors will report directly to the Committee;
- (ii) annually review 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 regulatory requirements, and discussing with the independent auditors their independence, (ii) presenting this statement to the Board, and (iii) to the extent there are any relationships that may impact independence, reviewing and monitoring them;
- (iii) receive and review 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 Public Company Accounting Oversight Board review or inspection, of the independent auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, relating to 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;

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

(v) periodically review with the independent auditors any audit problems or difficulties encountered in the course of the independent auditor's work and management's response;

(vi) at least annually, discuss with the independent auditor and elicit management's responses to the matters required to be discussed by Public Company Accounting Oversight Board Auditing Standard No. 16 – *Communications with Audit Committees* relating to the conduct of the audit, including difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, the auditor's assessment of the overall quality of financial reporting, unadjusted differences, and any significant disagreements with management;

(vii) set policy regarding the hiring of employees, or former employees, if any, of the Company's independent auditors; and

(viii) pre-approve audit and permissible non-audit and tax services provided to the Company by the independent auditors (or subsequently approve non-audit services in those circumstances where subsequent approval is necessary and permissible); the Committee may establish policies and procedures for the Committee's pre-approval of permitted services by the independent auditors on an on-going basis.

(c) Regulatory Compliance and Other Matters

(i) oversee compliance with the requirements of the SEC for disclosure of the independent auditor's services and Committee members, member qualifications and activities;

(ii) periodically review management's process for monitoring compliance with applicable financial and accounting related laws, rules and regulations;

(iii) prepare the Committee Report for inclusion in the annual proxy statement of the Company;

(iv) establish procedures for receiving, retaining and investigating 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.

4. INVESTIGATIONS, STUDIES AND OUTSIDE ADVISORS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibility, at the Company's expense, with full access to all Company books, records, facilities and personnel.

In addition, the Committee may retain and terminate, as appropriate, outside legal, accounting or other advisors to advise or assist the Committee in the performance of any of the responsibilities and duties set forth in this Charter.

The Committee will have sole authority to approve related fees and retention terms for the auditors and any advisors retained by the Committee. The Company will provide the Committee with appropriate funding, as the Committee determines, for the payment of compensation to the Company's independent auditor, outside counsel and other advisors as it deems appropriate, and administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

5. DELEGATION

Subject to the terms and conditions of the Amended and Restated Stockholders' Agreement, the Committee may delegate authority to one or more directors or subcommittees or to members of management, to the extent permitted by applicable law and as the Committee deems appropriate. The Committee may delegate to one or more designated members of the Committee the authority to pre-approve audit and permissible non-audit services, provided such pre-approval decision is presented to the full Committee for ratification at its next scheduled meeting.

6. LIMITATION OF AUDIT COMMITTEE'S ROLE

The Committee's responsibility is one of oversight. The members of the 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 Committee relies on the expertise and knowledge of management and the independent registered accounting firm in carrying out its oversight responsibilities. It is not the responsibility of the 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 Committee to certify that the independent auditor is "independent" under applicable rules or to assure compliance with generally accepted accounting principles or compliance with laws and regulations or the Company's internal policies, procedures or controls.