

AUDIT COMMITTEE CHARTER

of nCino, Inc.

As adopted by the Board of Directors, effective November 24, 2025.

I. PURPOSE

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of nCino, Inc. (the "Company") is to assist the Board in its oversight of:

1. The integrity of the Company's financial statements;
2. The Company's compliance with legal and regulatory requirements;
3. The qualifications and independence of the Company's external auditor (the "Independent Auditor") and internal auditing department;
4. The performance of the Company's internal auditing department ("Internal Audit") and the Independent Auditor;
5. The Company's information security, cybersecurity, and privacy programs; and
6. The Company's enterprise risk management framework.

The Committee shall also prepare the report of the Committee required to be included in the Company's annual report or proxy statement relating to the election of directors.

The Board recognizes that while the Committee has been given certain duties and responsibilities pursuant to this Charter, the Committee is not responsible for guaranteeing the accuracy of the Company's financial statements or the quality of the Company's accounting and financial reporting processes. The fundamental responsibility for the Company's financial statements and disclosures rests with management and the Independent Auditor.

II. COMPOSITION

Membership Requirements

The Committee shall be comprised of three or more directors, each of whom:

1. Meet the independence requirements of The NASDAQ Stock Market ("NASDAQ"), and
2. Satisfy the applicable requirements for audit committee service imposed by the Securities Exchange Act of 1934, as amended (together with the rules and regulations promulgated thereunder, the "Exchange Act"), and NASDAQ;

provided that the Board may elect to take advantage of any exception from such requirements provided by NASDAQ rules.

Financial Expertise

- At least one member of the Committee shall be an "audit committee financial expert" in accordance with the rules of the Securities and Exchange Commission.

- All other Committee members shall be financially literate and be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement, as required by NASDAQ.
- Each Committee member shall obtain an understanding of the detailed responsibilities of Committee membership as well as the Company's business, operations and risks.
- No Committee member shall have participated in the preparation of the Company's or any of its subsidiaries' financial statements at any time during the past three years.

The designation or determination by the Board of a person as an "audit committee financial expert" will not impose on such person individually, on the Committee, or on the Board as a whole, any greater duties, obligations or liability than would exist in the absence of such designation or determination.

Appointment and Term

Committee members shall:

- Be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee;
- Serve for such terms as the Board may determine, or until their earlier resignation, death or removal; and
- Be subject to removal by the Board in its discretion.

III. MEETINGS

Frequency and Scheduling

- The Committee shall meet not less than four times per year.
- Additional meetings may be scheduled as determined necessary by the Committee to carry out its duties and responsibilities.
- The Committee will meet at such times as determined by its chairperson or as requested by any two of its members.

Meeting Procedures

- The Board shall designate one member of the Committee to serve as its chairperson.
- The chairperson will preside, when present, at all meetings of the Committee.
- Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board.
- The Committee may meet by telephone, video conference or similar means of remote communication.

Voting and Quorum

- Each member of the Committee shall have one vote.
- One-third of the Committee members, but not less than two, shall constitute a quorum.
- The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

Documentation

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book.

IV. AUTHORITY

Delegation

The Committee may form and delegate authority to subcommittees consisting of one or more members when it deems appropriate, including the authority to grant pre-approvals of audit and permitted non-audit and tax services, provided that decisions of such subcommittee to grant pre-approvals and take any other actions shall be presented to the full Committee at its next scheduled meeting.

External Advisors

The Committee shall have the sole authority to obtain, at the Company's expense but at funding levels determined by the Committee, advice and assistance from outside legal, accounting or other advisors to assist with the execution of its duties and responsibilities as set forth in this Charter.

Access to Information

The Committee shall have:

- Authority to obtain advice and assistance from any officer or employee of the Company;
- Authority to require any officer or employee of the Company or the Company's outside counsel or Independent Auditor to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee; and
- Full, unrestricted access to Company records.

V. DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

Financial Reporting and Disclosure

1. **Review Financial Statements:** Meet to review and discuss the annual audited financial statements and quarterly financial statements with management and the Independent Auditor, including the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." Make recommendations to the Board as to whether the annual audited financial statements should be included in the Company's Annual Report on Form 10-K.
2. **Earnings Communications:** Discuss earnings press releases, as well as financial information and earnings guidance provided to analysts and ratings agencies.
3. **Management Reports:** Review reports to management prepared by the Independent Auditor or Internal Audit and any responses to the same by management.

Independent Auditor Oversight

4. **Auditor Management:** Be directly responsible for the appointment, compensation, retention, oversight of the work of, and termination of the Independent Auditor. Resolve disagreements between management and the Independent Auditor regarding accounting and financial reporting. The Independent Auditor shall report directly to the Committee.
5. **Service Pre-Approval:** Pre-approve all audit and permitted non-audit and tax services to be provided to the Company by the Independent Auditor, subject to the de minimis exceptions for non-audit services which are approved by the Committee prior to the completion of the audit.
6. **Annual Quality Review:** Obtain and review, at least annually, a report by the Independent Auditor describing:
 - The Independent Auditor's internal quality control procedures;
 - Any material issues raised by the most recent internal quality control review, or peer review, of the Independent Auditor;
 - Any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the Independent Auditor;
 - Any steps taken to deal with any such issues;
 - All relationships between the Independent Auditor and the Company; and
 - Any other information pertaining to the independence of the Independent Auditor.
7. **Pre-Audit Report:** Obtain and review annually, prior to the completion of the Annual Audit, a report from the Independent Auditor describing:
 - All critical accounting policies and practices to be reflected in the Annual Audit;
 - All alternative treatments of financial information within GAAP that have been discussed with management and ramifications of the use of such alternative disclosures and treatments; and
 - Other material written communications between the Independent Auditor and management.
8. **Partner Rotation:** Review and evaluate the lead audit partner of the Independent Auditor and assure the regular rotation of the lead audit partner, the concurring partner and other audit partners engaged in the Annual Audit, to the extent required by law.

Internal Controls and Risk Management

9. **Financial Controls Review:**
 - Review the Company's financial reporting processes and internal controls, based on consultation with the Independent Auditor and Internal Audit, including consideration of major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of identified deficiencies.
 - Review any analyses prepared by management and/or the Independent Auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.
10. **Accounting Quality:** Discuss with the Independent Auditor their judgment about the quality, not just the acceptability, of the accounting principles applied in the Company's financial reporting.
11. **Performance Assessment:**
 - Discuss with the Independent Auditor their judgment about the competence, performance and cooperation of Internal Audit and management.
 - Discuss with Internal Audit and management their views as to the competence, performance and independence of the Independent Auditor.

12. **Audit Issues:** Review with the Independent Auditor any audit problems or difficulties and management's response thereto, including discussion of the responsibilities, budget and staffing of Internal Audit.
13. **Implementation Review:** Review with the Independent Auditor, Internal Audit and management the extent to which any previously-approved changes or improvements in financial or accounting practices and internal controls have been implemented.

Compliance and Regulatory Matters

14. **Related Party Transactions:** Review and approve any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) in accordance with the Company's related party transaction approval policy.
15. **Regulatory Impact:** Review annually the effect of legal, regulatory and accounting initiatives on the Company's financial statements.
16. **Off-Balance Sheet Items:** Review annually the effect of off-balance sheet arrangements, if any, on the Company's financial statements.
17. **Critical Audit Matters:** Review and discuss with the Independent Auditor any critical audit matter ("CAM") addressed in the audit of the Company's financial statements and the relevant financial statement accounts and disclosures that relate to each CAM.
18. **Required Communications:** Review and discuss with the Independent Auditor the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board and the Securities and Exchange Commission, including, but not limited to, review of the external audit plan and revisions thereto.

Risk Oversight

19. **Risk Management:** Discuss policies with respect to risk assessment and risk management, the Company's major litigation and financial risk exposures and the steps management has taken to monitor and control such exposures.
20. **Enterprise Risk Management:** Review and oversee the Company's enterprise risk management framework and processes.

Information Security and Privacy

21. **Cybersecurity Oversight:** Review at least annually with management the Company's cybersecurity and information security risk exposures, and the steps management has taken to monitor and control such exposures, as well as cyber incident preparedness and response.
22. **Security Policies:** Review and approve the Company's Information Security Policy and Information Security Charter annually.
23. **Privacy Program:** Review the Company's privacy program and compliance with applicable privacy regulations.
24. **Security Incidents:** Receive quarterly updates on information security incidents and the Company's response thereto.

Ethics and Compliance

25. **Hiring Policies:** Set clear hiring policies for employees or former employees of the Independent Auditor and oversee the hiring of any personnel from the Independent Auditor into positions within the Company in accordance with the hiring restrictions of the Sarbanes-Oxley Act of 2002.
26. **Whistleblower Procedures:** Establish procedures for:

- The receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters;
 - The confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
 - The periodic review with management and Internal Audit of these procedures and any significant complaints received.
27. **Compliance Program:** Review and approve the Company's Global Whistleblowing Policy and oversee the implementation and effectiveness of the Company's ethics hotline and compliance program.
28. **Code of Business Conduct and Ethics:**
- Recommend amendments to the Code of Business Conduct and Ethics to the Nominating and Corporate Governance Committee, as appropriate, for its consideration.
 - Review and grant, if deemed appropriate by the Committee, any requested waiver of the Code of Business Conduct and Ethics for an officer or a director.
29. **Legal Compliance:** Review periodically with the Company's chief legal officer, or appropriate delegates, the Company's compliance with legal and regulatory requirements.

Internal Audit

29. **Independence:** Ensure Internal Audit function maintains organizational independence through:
- Direct functional reporting relationship to the Audit Committee;
 - Authority to communicate directly with the Audit Committee without management present;
 - Administrative reporting to the CFO; and
 - Annual confirmation of independence by the Internal Auditor.
30. **Authority:** The Audit Committee has authority to:
- Appoint, evaluate, and terminate the Internal Auditor or any third party service provider that is providing Internal Audit services to the Company;
 - Provide Internal Audit unrestricted access to all organizational records, personnel and property;
 - Ensure any restrictions on scope, access, or resources that impact audit effectiveness can be reported; and
 - Oversee Internal Audit's structure, objectivity, responsibilities, staffing, resources and budget.
31. **Resources & Budget:**
- Review and approve organizational responsibilities outside of Internal Audit
 - Ensure adequate resources are available for Internal Audit Operations
32. **Audit Plan Approval:** Review and approve the annual Internal Audit plan and any significant changes thereto.
33. **Internal Audit Charter:** Review and approve the Internal Audit Department Charter.
34. **Audit Progress:** Receive regular updates on the progress of internal audit activities, including operational audits and SOX compliance efforts.

Mergers and Acquisitions

32. **Integration Oversight:** Review acquisition integration plans and system migration efforts as they relate to financial reporting and internal controls.

Meetings and Communication

33. **Executive Sessions:** Meet separately, periodically, with management, Internal Audit (or other Company personnel responsible for the internal audit function) and/or the Independent Auditor.
34. **Board Reporting:** Report regularly to the Board, both with respect to the activities of the Committee generally and with respect to any issues that arise regarding:
 - The quality or integrity of the Company's financial statements;
 - The Company's compliance with legal and regulatory requirements;
 - The performance and independence of the Independent Auditor;
 - The performance of Internal Audit; and/or
 - Cybersecurity and information security matters.

Governance

35. **Committee Report:** Prepare the report of the Committee required to be included in the Company's annual report or proxy statement.
36. **Performance Evaluation:** Conduct an annual performance evaluation of the Committee and its members, including a review of adherence to this Charter.
37. **Charter Review:** Review the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
38. **Additional Duties:** Perform such other duties and responsibilities, consistent with this Charter, the Company's bylaws, governing law, the rules and regulations of NASDAQ, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board.

VI. AMENDMENT

This Charter may be amended only by the Board. The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.