

COMMITTEE CHARTER II



THIS CHARTER WAS APPROVED BY
THE BOARD ON AUGUST 21, 2019.

AUDIT COMMITTEE

PURPOSE

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Peloton Interactive, Inc. (“Peloton”) is to assist the Board in fulfilling its oversight responsibilities relating to Peloton’s financial accounting, reporting and controls. The Committee’s principal functions are to assist the Board in its oversight of:

- the accounting and financial reporting processes of Peloton, including audits of the financial statements of Peloton;
- the qualifications, independence and performance of Peloton’s independent auditors (the “Independent Auditors”);
- risk assessment and risk management;
- the performance of Peloton’s internal audit function; and
- compliance by Peloton with legal and regulatory requirements.

This charter (this “Charter”) sets forth the authority and responsibility of the Committee in fulfilling its purpose. The function of the Committee is primarily one of oversight. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that Peloton’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles (“GAAP”). This is the responsibility of Peloton’s management and the Independent Auditors.

MEMBERSHIP

The Committee will consist of three or more members of the Board (provided that the Committee may consist of a lesser number of members as permitted by the Exchange Act or the Exchange Rules, each as defined below), with the exact number determined by the Board. Each member of the Committee will:

- be an “independent director” as defined under the applicable rules, regulations and listing requirements of the stock exchange upon which Peloton’s securities are listed for trading (the “Exchange Rules”), except as may otherwise be permitted by the Exchange Rules;
- be “independent” as defined in Section 10A(m) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Rule 10A3 and any other rules and regulations promulgated by the Securities and Exchange Commission (the “Commission”) under the Exchange Act (the “Commission Rules”), except as may otherwise be permitted by the Commission Rules;
- not have participated in the preparation of the financial statements of Peloton or any current subsidiary of Peloton at any time during the past three years;
- have the ability to read and understand financial statements and meet the financial sophistication and experience requirements of the Exchange Act, the Commission Rules and the Exchange Rules;
- be free from any relationship that, in the opinion

of the Board, would interfere with the exercise of independent judgment as a Committee member; and

- meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

In addition, at least one member of the Committee will have prior experience in accounting, financial management or financial oversight, as required by the Exchange Rules, and qualify as an “audit committee financial expert” as defined in Item 407 of Regulation SK promulgated by the Commission. The determination by the Board that a person is 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 determination.

All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the “Chair”). If the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings. 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.

RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee in serving the purposes outlined in the “Purpose” section of this Charter are set forth below. These duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given Peloton’s needs and circumstances. The Committee may engage in such other activities, and establish such policies and procedures, from time to time, as it deems necessary or advisable in fulfilling its responsibilities.

The Committee will:

Financial Statements and Disclosures

1. Review and discuss with management, Peloton’s quarterly and annual financial results, earnings guidance and earnings press releases prior to distribution to the public.
2. Review Peloton’s quarterly and annual financial statements.
3. In connection with the Committee’s review of the annual financial statements and prior to the filing of Peloton’s quarterly or annual report on Form 10-Q and 10-K, respectively:
 - discuss with the Independent Auditors and management the financial statements and the results of the Independent Auditors’ audit or review of the financial statements;
 - discuss any items required to be communicated by the Independent Auditors in accordance with the applicable requirements of the Public Company Accounting Oversight Board (the “PCAOB”); and
 - recommend to the Board whether the annual financial statements should be included in Peloton’s Annual Report on Form 10K.
4. Discuss with the Independent Auditors and management Peloton’s critical accounting policies and practices.
5. In connection with the Committee’s review of the quarterly financial statements:
 - discuss with the Independent Auditors and Peloton’s management the quarterly financial statements and the results of the Independent Auditors’ SAS No. 100, Interim Financial Information (Codification of Statements on Auditing Standards, AS § 4105) or similar review of the quarterly financial statements;
 - discuss significant issues, events and transactions and any significant changes regarding accounting principles, practices,

policies, judgments or estimates with Peloton's management and the Independent Auditors; and

- review Peloton's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Internal Controls

6. Review and discuss with the Independent Auditors and Peloton's management their periodic reviews of the adequacy and effectiveness of Peloton's accounting and financial reporting processes and systems of internal control, including any control deficiencies, significant deficiencies and material weaknesses in their design or operation, and any necessary audit processes or procedures adopted in light of any control deficiencies.
7. Review any allegations of fraud involving management or any employee of Peloton with a significant role in Peloton's accounting and financial reporting process and systems of internal controls that are disclosed to the Committee.
8. Discuss any comments or recommendations of the Independent Auditors outlined in their annual management letter or internal control reports.
9. Periodically consult with the Independent Auditors out of the presence of Peloton's management about internal controls, the fullness and accuracy of Peloton's financial statements and any other matters that the Committee or the Independent Auditors believe should be discussed privately with the Committee.
10. Establish procedures for (i) the receipt, retention and treatment of complaints received by Peloton regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential anonymous submission by employees of Peloton 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.

Independent Auditors

11. Be directly responsible for the selection, appointment, discharge, compensation, retention and oversight of the work of the Independent Auditors and any other registered public accounting firm engaged for the purpose of preparing or issuing and audit report or performing other audit-related services for Peloton. The Independent Auditors will report directly to the Committee.
12. Review and discuss 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.
13. Review the qualification, performance and continuing independence of the Independent Auditors, including:
 - obtaining and reviewing, on an annual basis, a letter from the Independent Auditors describing all relationships between the Independent Auditors and Peloton required to be disclosed by the applicable requirements of the PCAOB;
 - reviewing and discussing with the Independent Auditors their independence, including the nature and scope of any such relationships;
 - 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, or recommending that the Board take, appropriate action to oversee the independence of the Independent Auditors.
14. Consider and assess the desirability of developing hiring policies for Peloton's hiring of employees or former employees of the Independent Auditors, as

required by regulations and by applicable listing standards.

15. Review the Independent Auditors' annual audit plan, scope of audit activities and staffing.
16. Approve the fees and other compensation to be paid to the Independent Auditors (or other registered public accounting firms), and preapprove all audit and nonaudit related services provided by the Independent Auditors (or other registered public accounting firms) permitted by the Exchange Rules, Commission Rules and applicable law or regulation. The Committee may establish preapproval policies and procedures, as permitted by the Exchange Rules, Commission Rules and applicable law, for the engagement of the Independent Auditors (or other registered public accounting firms) to render services to Peloton, including, without limitation, policies that would allow the delegation of preapproval authority to one or more members of the Committee.
17. 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 the alternatives, and the treatment preferred by the Independent Auditors; and
 - other material written communications between the Independent Auditors and Peloton's management

Risk Oversight and Compliance

18. Review with management Peloton's major financial risk and enterprise exposures and the steps management has taken to monitor or mitigate such exposures, including Peloton's procedures and any related policies with respect to risk assessment and risk management.

19. Review with management Peloton's cybersecurity and other information technology risks, controls and procedures, including Peloton's plans to mitigate cybersecurity risks and respond to data breaches.
20. Review with management Peloton's risk exposures in other areas, as the Committee deems necessary or appropriate from time to time.
21. Review with management Peloton'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.
22. Review the status of any significant legal and regulatory matters and any material reports or inquiries received from regulators or government agencies that could reasonably be expected to have a significant impact on Peloton's financial statements.

General

23. Annually prepare a report to Peloton's stockholders for inclusion in Peloton's annual proxy statement as required by the Commission Rules.
24. Discharge the responsibilities as set forth in such policies, codes and guidelines approved by the Board.
25. Perform any other activities required by applicable law, rules or regulations, including the Commission Rules and Exchange Rules, and take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose.

STUDIES AND ADVISORS

The Committee has the sole authority and right, at the expense of Peloton, to retain legal and other consultants, search firms, experts and 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. Peloton will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any search firms, 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.

MEETINGS

Meetings of the Committee will be held at least once each quarter or more frequently, as determined appropriate by the Committee. A quorum of the Committee for the transaction of business will be a majority of its members.

MINUTES

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board.

REVIEW OF COMMITTEE CHARTER

The Committee will review and reassess the adequacy of this Charter annually, and recommend to the Board any changes the Committee determines are appropriate.