

**CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS OF DUCK CREEK TECHNOLOGIES, INC.**

Adopted August 7, 2020

I. PURPOSE OF THE COMMITTEE

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Duck Creek Technologies, Inc., a Delaware corporation (the “Corporation”), is to oversee the accounting and financial reporting processes of the Corporation and its subsidiaries and the audits of the financial statements of the Corporation and to perform such further functions as may be consistent with this charter of the Committee (this “Charter”) or assigned by applicable law, rule or regulation, the Corporation’s certificate of incorporation or bylaws, in each case, as amended from time to time, or the Board.

The independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report for inclusion in the Corporation’s Annual Report on Form 10-K is referred to herein as the “independent auditors.”

II. COMPOSITION OF THE COMMITTEE

Except as otherwise permitted by applicable rules of The Nasdaq Stock Market LLC (“Nasdaq”), the Committee shall be comprised of three or more directors as determined from time to time by resolution of the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”) (including being independent within the meaning of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including Rule 10A-3) and of Nasdaq, at such time as the Corporation is subject to these requirements and subject to applicable phase-in rules and any exemptions available to a "Controlled Company" as defined by the rules of Nasdaq that may be applicable, and any additional requirements that the Board deems appropriate.

Director’s fees (including any additional amounts paid to chairs of committees and to members of committees of the Board) are the only compensation a member of the Committee may receive from the Corporation. No member of the Committee may be affiliated with the Corporation or its subsidiaries. Each member of the Committee must not have participated in the preparation of the financial statements of the Corporation or any of its current subsidiaries at any time during the past three years.

The chairperson of the Committee shall be designated by the Board, provided that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson. Each member of the Committee must be able to read and understand fundamental financial statements, including the Corporation’s balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee must be designated by the Board to be financially sophisticated under the Nasdaq listing standards and an

“audit committee financial expert,” as defined by applicable rules and regulations promulgated by the Securities and Exchange Commission (the “SEC”). Any vacancy on the Committee shall be filled by majority vote of the Board. Any director serving on the Committee may be removed from the Committee at any time by the Board.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet (which may be telephonically or otherwise as set forth below) once every fiscal quarter or more frequently as it shall determine is reasonably necessary to carry out its duties and responsibilities. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. Subject to the bylaws of the Corporation, a majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee should meet separately on a periodic basis with (i) management, (ii) the Corporation’s internal auditors or other persons responsible for the internal audit function and (iii) the Corporation’s independent auditors, in each case, to discuss any matters that the Committee or any of the above persons or firms believe warrant Committee attention.

The Committee may form subcommittees (including ad hoc committees) for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall periodically provide copies of such minutes to the Board and report regularly to the Board on its activities, as appropriate.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

In carrying out its duties and responsibilities, the Committee’s policies and procedures should remain flexible, so that it may be in a position to best address, react or respond to changing circumstances or conditions. The following duties and responsibilities are within the authority of the Committee and the Committee shall perform such duties consistent with and subject to applicable law and rules and regulations promulgated by the SEC, Nasdaq or any other applicable regulatory authority:

A. *Selection, Evaluation and Oversight of the Independent Auditors*

(i) Be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest to services for the Corporation, and each such registered public accounting firm must report directly to the Committee;

(ii) Review and, in its sole discretion, approve in advance the Corporation's independent auditors' annual engagement letter, including the proposed fees contained therein, as well as all audit and, as provided in the Act and the applicable rules and regulations promulgated by the SEC thereunder, all permitted non-audit engagements and relationships between the Corporation and such auditors (which approval should be made after receiving input from the Corporation's management, if desired). The Committee may, in accordance with applicable law, establish pre-approval policies and procedures for the engagement of independent auditors and any other registered public accounting firm to render services to the Corporation.

(iii) Review the performance of the Corporation's independent auditors, including the lead partner and reviewing partner of the independent auditors, and, in its sole discretion (subject, if required, to stockholder ratification), make decisions regarding the replacement or termination of the independent auditors when circumstances warrant;

(iv) Evaluate the independence of the Corporation's independent auditors by, among other things:

- (a) obtaining and reviewing from the independent auditors, on an annual basis, written statements and communications relating to all relationships between the independent auditors and the Corporation required by applicable auditing standards of the Public Company Account Oversight Board;
- (b) obtaining and reviewing a report prepared by the independent auditors describing the firm's internal quality control procedures, 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, involving one or more independent audits carried out by the firm, and any steps taken to deal with any such issues, and all relationships between the independent auditors and the Corporation (to assess the independence of the independent auditors);
- (c) engaging in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors, and taking appropriate actions to satisfy itself of the auditors' independence;
- (d) taking, or recommending that the Board take, appropriate actions to oversee the independence of the independent auditors; and
- (e) monitoring compliance by the independent auditors with the audit partner rotation requirements contained in the applicable SEC rules

and considering regular rotation of the public accounting firm serving as the Corporation's independent auditors.

(v) Instruct the Corporation's independent auditors that they are ultimately accountable to the Committee and the Board, and that the Committee is responsible for the selection (subject, if applicable, to stockholder ratification), evaluation and termination of the Corporation's independent auditors;

B. *Oversight of Annual Audit and Quarterly Reviews*

(i) Review, discuss and, if appropriate, accept the annual audit plan of the Corporation's independent auditors, including the timing and scope of audit activities and all critical accounting policies and practices to be used, and monitor such plan's progress and results during the year;

(ii) Review and discuss with the independent auditors the results of the year-end audit of the Corporation, including any comments or recommendations of the Corporation's independent auditors and, based on such review and discussions and on such other considerations as it determines appropriate, recommend to the Board whether the financial statements of the Corporation should be included in the Annual Report on Form 10-K;

(iii) Review with management, the Corporation's independent auditors and, if appropriate, the Corporation's internal auditors, the following:

- (a) the Corporation's annual audited financial statements and quarterly financial statements, including the Corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and any major issues related thereto;
- (b) critical audit matters arising from the current period audit;
- (c) critical accounting policies and such other accounting policies of the Corporation as are deemed appropriate for review by the Committee prior to any interim or year-end filings with the SEC or other regulatory body, including any financial reporting issues which could have a material impact on the Corporation's financial statements;
- (d) major issues regarding accounting principles and financial statements presentations, including (A) any significant changes in the Corporation's selection or application of accounting principles and (B) any analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the ramifications and effects of alternative generally accepted accounting principles methods on the Corporation's financial statements;

- (e) alternative treatments of financial information that have been discussed by the independent auditors and management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the auditors;
 - (f) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences; and
 - (g) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Corporation;
- (iv) Attempt to resolve all disagreements between the Corporation's independent auditors and management regarding financial reporting;

C. *Oversight of the Financial Reporting Process and Internal Controls*

- following:
- (i) Review with management and independent auditors, periodically, the following:
 - (a) all significant deficiencies in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Corporation's ability to record, process, summarize and report financial data, including any material weaknesses in internal controls identified by the Corporation's independent auditors;
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal control over financial reporting; and
 - (c) any significant changes in internal controls or in other factors that could significantly affect internal controls, including any corrective actions with regard to significant deficiencies and material weaknesses;
 - (ii) Review on a regular basis with the Corporation's independent auditors any problems or difficulties encountered by the independent auditors in the course of any audit work, including management's response with respect thereto, any restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant disagreements with management. In connection therewith, the Committee should review with the independent auditors the following:
 - (a) any accounting adjustments that were noted or proposed by the independent auditors but were rejected by management (as immaterial or otherwise);

- (b) any communications between the audit team and the independent auditors' national office respecting auditing or accounting issues presented by the engagement; and
 - (c) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the Corporation
- (iii) Confirm that the Corporation's interim financial statements included in quarterly reports on Form 10-Q have been reviewed by the Corporation's independent auditors;
- (iv) Once required pursuant to the applicable rules and regulations of the SEC, review:
 - (a) the adequacy and effectiveness of the Corporation's accounting and internal control policies and procedures on a regular basis, including the responsibilities, budget, compensation and staffing of the Corporation's internal audit function through inquiry and discussions with the Corporation's independent auditors, management of the Corporation and the Corporation's internal auditors; and
 - (b) the yearly report prepared by management, and attested to by the Corporation's independent auditors, assessing the effectiveness of the Corporation's internal control structure and procedures for financial reporting and stating management's responsibility to establish and maintain such structure and procedures, prior to its inclusion in the Corporation's annual report on Form 10-K;
- (v) Review with management the progress and results of internal audit projects, and, when deemed necessary or appropriate by the Committee, direct the Chief Executive Officer to assign additional internal audit projects to the Corporation's internal auditors;
- (vi) Review the type and presentation of information to be included in the Corporation's earnings press releases (especially the use of "pro forma" or "adjusted" information not prepared in compliance with generally accepted accounting principles), as well as any financial information and earnings guidance provided by the Corporation to analysts (which review may be done generally (e.g., discussion of the types of information to be disclosed and type of presentations to be made), and the Committee need not discuss in advance each earnings release or each instance in which the Corporation may provide earnings guidance);
- (vii) Review with management the Corporation's administrative, operational and accounting internal controls, including any special audit steps adopted in light of the discovery of material control deficiencies, and evaluate whether the Corporation is operating in accordance with its prescribed policies, procedures and codes of conduct;

(viii) Receive periodic reports from the Corporation's independent auditors and management of the Corporation to assess the impact on the Corporation of significant accounting or financial reporting developments that may have a bearing on the Corporation;

(ix) Establish and maintain free and open means of communication between and among the Board, the Committee, the Corporation's independent auditors, the Corporation's internal auditors and management, including providing such parties with appropriate opportunities to meet separately and privately with the Committee on a periodic basis;

D. *Miscellaneous*

(i) Meet at least annually with the Corporation's internal counsel and outside counsel (which meeting may occur as part of any Committee meeting), when appropriate, to review legal and regulatory matters, including (i) any matters that may have a material impact on the financial statements of the Corporation and (ii) any matters involving potential or ongoing material violations of law or breaches of fiduciary duty by the Corporation or any of its directors, officers, employees or agents or breaches of fiduciary duty to the Corporation;

(ii) Prepare the audit committee report required by Item 407(d) of Regulation S-K to be included in the Corporation's annual proxy statement;

(iii) Review and approve in advance any services provided by the independent auditors to the Corporation's executive officers or members of their immediate family;

(iv) Review the Corporation's program to monitor compliance with the Corporation's Code of Conduct, and meet periodically with the Corporation's Compliance Officer or other appropriate person to discuss compliance with the Code of Conduct;

(v) Obtain from the Corporation's independent auditors any information pursuant to Section 10A of the Exchange Act;

(vi) Provide for appropriate funding, as determined by the Committee, in its capacity as a Committee of the Board, for payment of:

- (a) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services;
- (b) compensation to any advisers employed by the Committee; and
- (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties;

(vii) Establish procedures for (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters;

(viii) Secure independent expert advice to the extent the Committee determines it to be appropriate, including retaining, with or without Board approval, independent counsel, accountants, consultants or others, to assist the Committee in fulfilling its duties and responsibilities, the cost of such independent expert advisors to be borne by the Corporation;

(ix) Report regularly to the Board on its activities, as appropriate. In connection therewith, the Committee should review with the Board any issues that arise with respect to the quality or integrity of the Corporation's financial statements, the Corporation's compliance with legal or regulatory requirements, the performance and independence of the Corporation's independent auditors or the performance of the Corporation's internal auditors;

(x) As directed by the Board, to oversee the Corporation's Policy and Procedures with Respect to Related Person Transactions and review proposed transactions or courses of dealings requiring approval or ratification under such policy; and

(xi) Perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.

V. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance. The evaluation shall address all matters that the Committee considers relevant to its performance, including a review and assessment of the adequacy of this Charter, and shall be conducted in such manner as the Committee deems appropriate.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Corporation's or the Board's policies or procedures.

VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

In performing its duties and responsibilities, the Committee shall have full access to any relevant records of the Corporation, shall be entitled to rely on the advice, reports and opinions of management, counsel, accountants, the internal audit service providers, independent auditors and other experts and advisors. The Committee shall have the resources, authority and funding from the Corporation, as determined by the Committee, appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special or independent counsel or other outside experts and advisors (including consultants), as it deems appropriate, and funding to pay any fees incurred in selecting or retaining any outside counsel, experts or advisors (including consultants).

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While the Committee has the duties and responsibilities set forth in this Charter, the Committee is not responsible for preparing or certifying the financial statements of the Corporation, for planning or conducting the audit or for determining whether the financial statements of the Corporation are complete, accurate and in accordance with generally accepted accounting principles.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Corporation, it is not the duty or responsibility of the Committee or its members to conduct “field work” or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Corporation from which it receives information and (ii) the accuracy of the financial and other information provided to the Committee, in either instance, absent actual knowledge to the contrary.

Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable federal or state law.

This Charter may be amended at any time by resolution or written consent of the Board.

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