

**EQUIFAX INC.**  
**CHARTER OF THE AUDIT COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**I. PURPOSE**

The primary function of the Audit Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Equifax Inc. (the “Company”) in fulfilling its oversight responsibilities for: (1) the integrity of the Company’s financial statements and other financial information provided to any governmental body, the Company’s shareholders or the public; (2) the Company’s compliance with legal and regulatory requirements; (3) the independent auditor’s qualifications, independence, and performance; (4) the performance of the Company’s internal audit function; and (5) the integrity of the Company’s internal control over financial reporting, and its financial reporting processes.

**II. MEMBERSHIP**

1. The Committee will consist of three or more directors as determined and appointed by the Board. Each of these directors shall be independent in accordance with New York Stock Exchange rules (“NYSE Rules”), the Company’s corporate governance guidelines and applicable Securities and Exchange Commission rules (“SEC Rules”) applicable to audit committee members.
2. No Committee member may receive any compensation from the Company other than compensation as a director except as permitted by the NYSE Rules and SEC Rules.
3. All Committee members must be financially literate as required by the NYSE Rules, or become financially literate within a reasonable period of time after his or her appointment to the Committee. At least one member of the Committee must have accounting or related financial management expertise as required by the NYSE Rules and as such qualification is interpreted by the Board in its business judgment. In addition, at least one member of the Committee must be an “audit committee financial expert” as defined in the SEC Rules.
4. If any Committee member simultaneously serves on the audit committee of more than three public companies (including the Committee), the Board must determine that such simultaneous service will not impair the ability of such member to serve effectively on the Committee.

**III. MEETINGS**

1. The Committee will meet at least quarterly and at such other times as determined by the Chair of the Committee or a majority of the Committee members.
2. The Board may appoint a Chair of the Committee. The Chair will preside, when present, at all meetings of the Committee. A majority of the members shall constitute a quorum for the transaction of business. A majority of the members

present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by audio or videoconference and may take action by written consent.

3. To foster open and candid communication, the Committee will meet with management, the director of the internal audit department and the independent auditors in separate executive sessions.
4. The Committee will report its activities and findings to the Board on a regular basis.

#### **IV. RESPONSIBILITIES AND DUTIES**

The specific duties and responsibilities of the Committee include:

##### **A. Financial Statements Review**

1. Review the audited financial statements, the Management's Discussion and Analysis section and other material financial content of the Company's annual report to shareholders and annual report on Form 10-K, and discuss with management and the independent auditors prior to the filing of the Company's Form 10-K.
2. Review the unaudited financial statements, the Management's Discussion and Analysis section and other material financial content of each quarterly report on Form 10-Q and discuss with management and the independent auditors prior to filing the Form 10-Q. To the extent permissible under NYSE Rules, the Committee may delegate this review to the Chair or another member.
3. Review earnings press releases and financial information and earnings guidance provided to analysts and rating agencies prior to the release or dissemination of such information. In lieu of reviewing each such disclosure prior to release or dissemination, the Committee may discuss generally with management the types of information to be disclosed and the types of presentation to be made, and establish policies or guidelines for such disclosures. To the extent permissible under NYSE Rules, the Committee may delegate this review to the Chair or another member.
4. Prepare the annual Audit Committee report for inclusion in the Company's proxy statement, in accordance with all applicable rules and regulations.

##### **B. Independent Auditors**

1. Exercise direct responsibility for the selection, appointment, retention, oversight and compensation of the Company's independent auditors. The independent auditors shall report directly to the Committee. The Committee may recommend to the Board that the appointment of the independent auditors be submitted to the Company's shareholders for approval or ratification.
2. Exercise sole authority to approve all work to be performed by the independent auditors and the fees for such work. The Committee shall oversee the

Company's compliance with applicable law prohibiting the independent auditors from providing certain non-audit services. The Committee shall pre-approve all audit and permitted non-audit services to be performed by the independent auditors. The Committee may delegate to one or more of the members of the Committee the authority to pre-approve permitted non-audit services to be performed by the independent auditors, or may establish pre-approval policies and procedures in accordance with applicable law. The Committee shall be informed of any approvals granted pursuant to delegated authority or pre-approval policies and procedures at its next meeting following such approval.

3. Review the overall performance of the independent auditors, and if necessary, discharge the independent auditors if the Committee in its discretion determines that circumstances warrant such discharge.
4. To foster open communication, the Committee shall discuss with the independent auditors any matters that the Committee determines to be necessary or appropriate, including those matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB").
5. At least annually, obtain and review a report 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, respecting 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 Company, including, without limitation, the applicable requirements of the PCAOB regarding the independent auditors' communications with the Committee concerning independence. The Committee shall actively engage 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 take appropriate action in response to the independent auditors' statement to satisfy itself of the auditors' independence. The Committee shall present its conclusions with respect to the independent auditors' independence and performance to the Board.
6. Develop clear guidelines regarding the Company's hiring of employees or former employees of the independent auditors.
7. Consider whether the Company should have a policy with respect to the rotation of independent auditing firms, and develop any such policy.

C. Internal Audit

1. Review periodic internal reports to management prepared by the internal audit department or the independent auditors and management's response along with the status of prior outstanding recommendations.

2. Review objectives, activities, organizational structure, qualifications, staffing and budget of the internal audit department.
3. Ratify the appointment, replacement, reassignment or dismissal of the head of the Company's internal audit function, as approved by the Chair of the Committee.

D. Financial Reporting and Auditing

1. Review with the Company's principal executive and financial officers, internal auditors and independent auditors, the integrity of the Company's financial reporting processes, including (a) disclosures made to the Committee by the Company's principal executive and financial officers during their certification process for the Form 10-K and Forms 10-Q about any significant deficiencies or material weaknesses in the design or operation of the Company's internal control over financial reporting and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting; and (b) any required communications made by the independent auditors with respect to Section 10A(b) of the Securities Exchange Act of 1934. Section 10A(b) relates to illegal acts that have come to the attention of the independent auditors during the course of the audit.
2. Review with the independent auditors, the internal auditors and management, the adequacy and effectiveness of the Company's internal control over financial reporting, disclosure controls and procedures and the completeness and accuracy of the Company's financial statements and financial reporting process. The Committee shall consider the quality of presentation of, among other matters, critical accounting policies, off-balance sheet transactions and financial measures presented on a basis other than in accordance with generally accepted accounting principles.
3. In consultation with the independent auditors, management and the Company's internal audit department, review all major changes and improvements pertaining to the Company's financial and accounting principles, practices, internal control over financial reporting and disclosure controls and procedures.
4. Discuss with the independent auditors and the internal auditors any significant judgments made in management's preparation of the financial statements and the view of each as to the appropriateness of any such judgments.
5. Discuss, either as a Committee or through its Chair (or designee), with the independent auditors, the internal auditors and management the results of the independent auditors' review of the interim financial information prior to the filing of the Form 10-Q with the Securities and Exchange Commission, to the extent required by generally accepted auditing standards.
6. Discuss with the independent auditors and management the scope, planning and staffing of the annual audit prior to the commencement of the audit.

7. Obtain and review at least annually prior to the filing of the Company's annual report on Form 10-K a report or report update from the independent auditors setting forth: all critical accounting policies and practices to be used in the financial statements; all alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with management, including the ramifications of the use of such alternative treatments and the treatment preferred by the independent auditors; and any other material communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
8. Review with the independent auditors and the internal audit department the matters required under the PCAOB's Auditing Standard No. 1301 ("Communications with Audit Committees"), as amended or superseded, or other applicable accounting standards or rules of the PCAOB, any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information and any significant unresolved disagreements with management. The Committee shall review with the independent auditors any audit problems or difficulties and management's response, and shall resolve any disagreements between management and the independent auditors.

E. Ethical and Legal Compliance and Risk Oversight

1. Ensure the Company maintains an appropriate code of conduct and business ethics compliance program. Review requests for, and determine whether to grant or deny, waivers of the Company's ethics code(s) applicable to directors and executive officers.
2. Exercise oversight with respect to the structure, operation and efficacy of the Company's regulatory compliance program. This oversight will include:
  - (a) regular review of legal, tax and regulatory matters that may have a material impact on the Company's financial statements and disclosures;
  - (b) regular review of compliance with applicable laws and regulations;
  - (c) approval of the annual compliance audit plan and review of such audits to be performed by the internal audit department of the Company; and
  - (d) review of significant inquiries received from, and reviews by, regulators or government agencies, including, without limitation, issues pertaining to compliance with federal or state securities or consumer financial protection laws or regulations or enforcement or other actions brought or threatened to be brought against the Company by regulators or government agencies.
3. Establish procedures as required by law for the receipt, retention and treatment of complaints on accounting, internal accounting controls, auditing or other matters, as well as for confidential, anonymous submissions by Company

employees of concerns regarding accounting, auditing or other matters.

4. At least once a year, review and discuss with management the Company's policies with respect to risk assessment and risk management, including, without limitation, material regulatory, compliance and litigation risks facing the Company. Without limiting the generality of the foregoing, such reviews and discussions may include the implications of the Company's internal use of its data sets on consumers civil rights and the potential impact of such issues on the Company's business, operations and management. The Committee will direct management to take appropriate steps to monitor and mitigate such exposures and policy concerns.
5. Review in a general manner and discuss with management and, as appropriate, the Board and each committee of the Board, the policies and guidelines through which each committee of the Board oversees appropriate components of the Company's risk management.
6. In coordination with the Technology Committee, oversee risk management with respect to cybersecurity. The Committee may, as it deems appropriate, hold joint meetings of the Technology Committee and the Committee regarding risk management with respect to cybersecurity or other appropriate matters.
7. In coordination with the Technology Committee, review periodic internal reports to management with respect to information technology and cybersecurity issues prepared by the internal audit department and management's response along with the status of prior outstanding recommendations.

## **V. GENERAL PROVISIONS**

1. The Committee may establish such subcommittees of its members, as it deems appropriate to assist it in its duties, provided that it retains ultimate responsibility for such matters as prescribed by the applicable regulatory requirements or NYSE Rules.
2. The Committee may exercise such additional powers and duties as may be reasonable, necessary or desirable, in the Board's or the Committee's discretion, to fulfill its duties under this Charter and applicable law. For example, the Committee may conduct or authorize, if it considers appropriate, special reviews and investigations into any matters within the scope of its responsibilities.
3. In the course of fulfilling its duties, the Committee may at any time seek advice and assistance from outside legal counsel, accounting or other advisors as the Committee deems necessary or appropriate to carry out its duties on such terms as the Committee, in its sole discretion, shall determine to be fair and reasonable without necessity for Board approval.
4. The Committee shall receive appropriate funding, as it determines, from the Company for payment of compensation to the independent auditors, outside legal counsel, or accounting or other advisors engaged by the Committee, and

for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

5. The Committee shall conduct an annual performance self-evaluation and report the results of such evaluation to the Governance Committee.
6. The Committee shall review and assess the adequacy of this Charter at least annually and report the results of such review to the Governance Committee.

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