

**GAP INC.**  
**AUDIT AND FINANCE COMMITTEE CHARTER**  
**August 16, 2018**

The Audit and Finance Committee of the board of directors assists the board in fulfilling its oversight responsibilities relating to the integrity of the financial statements, adequacy of internal controls, compliance with legal and regulatory requirements, the qualifications and independence of the independent accountant and the performance of their audits, the performance of the internal audit function, , the effectiveness of the corporate compliance program, finance matters, and such other duties as directed by the board of directors.

While the Audit and Finance 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 the company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibility of the independent accountant and management, respectively.

• **STRUCTURE AND ORGANIZATION**

1. The committee will be composed solely of directors who have the necessary experience and are independent of the management of the company and are free of any relationship that may interfere with their exercise of independent judgment as a committee member, all in accordance with SEC and NYSE requirements.
2. The committee will consist of at least three members of the board of directors. Committee members and the committee chair serve at the direction of the board of directors. All members must be or become financially literate, at least one member must have accounting or related financial management expertise, and at least one member must be an "audit committee financial expert" as defined by SEC rules.
3. A committee member invited to sit on another public company's audit committee must notify the committee before accepting the new audit committee appointment. The committee must determine whether or not the committee member's service on another company's audit committee impairs the director's ability to serve on the company's committee. Committee members should be on no more than three public company audit committees.
4. The committee will meet at least six times a year or more frequently as circumstances require. The committee may ask members of management or others to attend the meetings and provide pertinent information as appropriate. Meetings may be in person or by video or telephone conference if necessary.
5. The committee is expected to maintain free and open communication with management (including the chief financial officer and the chief compliance officer), the chief internal auditor, and the independent accountant.
6. The committee has the authority to investigate any matter brought to its attention.

7. The committee has the authority to retain independent legal, accounting or other advisors if determined appropriate, in its sole judgment. The company will provide funding for that purpose and for ordinary administrative expenses as determined by the committee.

The committee's responsibilities include:

- **GENERAL RESPONSIBILITIES**

1. Meet at least quarterly with the independent accountant, chief internal auditor, and chief financial officer in separate sessions to discuss any matters that the committee or these groups believe should be discussed privately with the committee. Meet at least quarterly with the chief compliance officer, or designee, which may be in private session when requested by the committee or the chief compliance officer. Ensure that the independent accountant has the opportunity to meet with the chief internal auditor and others in the company as appropriate.
2. Submit the minutes of all committee meetings and regularly report to the board of directors on committee matters.
3. Review and reassess the adequacy of this charter annually and propose to the board any changes to the charter.
4. Set policies for the company's hiring of employees or former employees of the independent accountant who participated in any capacity in the audit of the company.
5. Prepare a report of the committee in accordance with SEC requirements to be included in the company's annual proxy statement.

- **RESPONSIBILITIES RELATED TO THE INDEPENDENT ACCOUNTANT**

1. Retain, oversee and, where appropriate, terminate the independent accountant. On an annual basis, approve the terms, including compensation, of the engagement of the independent accountant, and evaluate the performance of the independent accountant. The independent accountant reports directly to the committee.
2. Annually review with the independent accountant, the chief internal auditor, and management the audit plan, including fees, of the independent accountant.
3. Assure the rotation of the independent accountant lead partner in accordance with SEC requirements and as necessary consider whether there should be a rotation of the independent accountant.
4. Establish a policy with respect to the evaluation and approval of audit and permitted non-audit services and related fees, to be performed by the independent accountant.
5. On an annual basis, in accordance with NYSE requirements, obtain and review a report by the independent accountant describing (a) the firm's internal quality control procedures, (b) any material issues raised by their most recent internal quality control review or peer review, or by an inquiry or investigation by governmental or professional authorities, within the preceding five years (regarding one or more audits carried out by the firm), and (c) any steps taken to deal with any issues.

6. On an annual basis, obtain and review a report by the independent accountant delineating all relationships between the company and the independent accountant, and including the independent accountant's written affirmation that the auditor is in fact independent. The committee should actively engage in dialogue regarding such matters that may impact the objectivity, independence and qualifications of the independent accountant. The committee will evaluate the qualifications, performance and independence of the independent accountant and present its conclusions to the board. The evaluation should include an individual evaluation of the lead partner of the independent accountant.
7. On an annual basis, prior to the issuance by the independent accountant of the audit report, ensure the independent accountant communicates matters related to the conduct of the audit and provides information relevant to the audit to the committee. Such communications should include the responsibilities of the independent accountant in relation to the audit; establishing an understanding of the terms of the audit engagement; an overview of the overall audit strategy and timing of the audit; and providing timely observations arising from the audit that are significant to the financial reporting process.
8. At the committee's discretion, arrange for the independent accountant to be available to the full board of directors.
9. Review with the independent accountant the matters relating to the conduct of the audit, including any problems or difficulties encountered in the course of the audit work and management's response, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

- **RESPONSIBILITIES RELATED TO THE CHIEF INTERNAL AUDITOR**

1. Review and approve the appointment, replacement, reassignment, or dismissal of the company's chief internal auditor. Provide input into the annual goals and performance evaluation of the chief internal auditor. The chief internal auditor reports directly to the committee and the CFO.
2. At least annually, ensure that the chief internal auditor conducts an enterprise risk assessment of the Company to inform the chief internal auditor's audit plan.
3. Review at least annually with management and the independent accountant the internal audit function of the company, the budget and audit plan of the internal audit function, and the internal audit charter.
4. Review the results of internal audits as well as management's response.

- **RESPONSIBILITIES RELATED TO THE CORPORATE COMPLIANCE PROGRAM**

1. Review and approve the appointment, replacement, reassignment, or dismissal of the company's chief compliance officer. Provide input into the compliance goals and performance of those goals by the chief compliance officer as appropriate. The chief compliance officer reports directly to the committee and the CEO.

2. Oversee the company's Corporate Compliance Program and review program effectiveness and discuss with management any identified improvements in the program. Establish procedures within the Corporate Compliance Program for the (i) receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, and (ii) confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters and other matters under the company's Code of Business Conduct.
  3. Approve membership of the company's global integrity committee.
  4. Periodically meet with the head of the global integrity department.
- **RESPONSIBILITIES RELATED TO PRIVACY AND CYBERSECURITY**
    1. Oversee the company's Data Privacy and Cybersecurity Programs and review the effectiveness of these programs and discuss with management any identified improvements in the programs.
    2. Periodically meet with the head of the privacy department and head of the information security department.
- **RESPONSIBILITIES FOR OVERSIGHT OF THE QUALITY AND INTEGRITY OF ACCOUNTING, AUDITING, AND REPORTING PRACTICES OF THE COMPANY**
    1. Discuss the annual and quarterly financial statements, including internal controls and disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," with management and the independent accountant prior to filing. The committee should discuss earnings announcements, as well as financial information and earnings guidance provided to analysts and rating agencies. The discussion may be done generally, and may include the types of information to be disclosed and the types of presentations to be made. The committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance. These discussions should cover the quality (not just the acceptability) of the financial reporting, and such other matters as the committee deems appropriate.
    2. Review prior to filing any disclosure from the CEO or CFO made in connection with the certification of the company's quarterly and annual reports filed with the SEC of: a) significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize, and report financial data, and b) any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal controls.
    3. Review with management and the independent accountant major issues regarding accounting principles and financial statement presentations, including any significant changes in the company's selection or application of accounting principles.
    4. Review with management and the independent accountant analyses prepared by management and/or the independent accountant setting forth significant financial reporting issues and judgments made in connection with the preparation of the company's financial

statements, including analyses of critical accounting policies and analyses of the effects of alternative GAAP methods on the financial statements.

5. Review with management and the independent accountant the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the company.
6. Review with management, the independent accountant, and the company's chief internal auditor the adequacy and effectiveness of the company's disclosure controls and procedures, internal controls over financial reporting, and computerized information systems controls, as well as any special audit steps adopted in light of material control deficiencies.
7. As necessary, discuss with management any significant financial risk exposure and the steps management has taken to monitor and control such exposure.
8. Recommend to the board that the financial statements be included in the annual report on Form 10-K.

- **FINANCE RESPONSIBILITIES**

1. Periodically review and discuss with management the status of significant financial matters, including but not limited to cash distribution strategies, cash management and investment policies, foreign exchange management strategies and policies, any off-balance sheet and structured financing transactions, major insurance programs, and corporate tax strategies.
2. At least annually, review and approve the Company's use of swaps (as defined under the Commodity Exchange Act and any associated or similar rules and regulations and as used by the Company in foreign exchange and interest rate management), including the Company's risk management guidelines related to swaps, and the Company's use of swaps that are exempt from the clearing and exchange trading requirements under the Commodities Exchange Act and any associated rules or regulations.

- **PERIODIC RESPONSIBILITIES**

1. Review with management any legal and regulatory matters that may have a material impact on the company's financial statements, compliance policies, and compliance programs.
2. Act as the Company's Qualified Legal Compliance Committee ("QLCC") for purposes of internal and external attorney reporting under Section 307 of the Sarbanes-Oxley Act of 2002. Establish a procedure for confidential receipt, retention and consideration of any attorney report to the QLCC.
3. Review and approve transactions with the company involving a five percent stockholder, management and/or members of the board of directors that are not otherwise subject to the approval of the Compensation and Management Development Committee and would require disclosure under SEC rules. In the event a transaction involves a committee member, that member will recuse him or herself from the approval of the transaction.

4. Annually assess the committee's performance.
5. Perform such other functions assigned by law, the company's charter or bylaws, or the board of directors.