



RISK AND COMPLIANCE COMMITTEE CHARTER

Adopted on and effective as of August 18, 2021

Amended May 19, 2022

PURPOSE

The Risk and Compliance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Bill.com Holdings, Inc. (the “**Company**”) shall be appointed by the Board to perform the duties and responsibilities set forth in this charter with respect to the Company and its subsidiaries (together, “**Bill.com**”). The Committee’s principal functions are to assist the Board in its oversight and monitoring of the Company’s:

- management of systems and operational risk related to its customer payments and related money-movement business operations (“**Payments Operations and Risk Strategy**”);
- management of information security, including in the areas of cybersecurity, data governance and data privacy (“**Information Security**”); and
- compliance with (i) laws and regulations, including in the areas of money transmitter licensing, anti-money laundering and the U.S. Bank Secrecy Act, among others and (ii) banking system, bank partner and payment network rules and requirements, in each case related to the Company’s payments and money-movement related business operations (“**Regulatory Compliance**”, and together with Payments Operations and Risk Strategy and Information Security, the “**Subject Areas**”);

and to report to the Board the results of its oversight and monitoring and provide to the Board such additional information and materials as the Committee may determine is necessary to make the Board aware of significant areas of risk and compliance matters relating to the Subject Areas requiring the Board’s attention.

Notwithstanding the foregoing and for clarity, the Audit Committee shall have oversight over aspects of the Subject Areas with implications for the Company’s financial reporting, accounting, accounting policies, estimates and practices, internal controls over financial reporting, credit risk, market risk or to the extent the subject of internal audits, from time to time.

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, the Committee and the Board must rely on the expertise and knowledge of management. Accordingly, it is the responsibility of management of the Company to design, implement, and maintain an effective risk management framework as well as ensure compliance with applicable laws, rules, and regulations.

MEMBERSHIP AND ORGANIZATION

The Committee shall be a standing committee of the Board. The Committee will consist of two or more members of the Board, with the exact number being 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 New York Stock Exchange (the “**Exchange Rules**”), except as may otherwise be permitted by 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.

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 (or in his or her absence, a member designated by the Chairperson or the Committee) shall preside at each meeting of the Committee, set the agenda for Committee meetings, conduct the proceedings of those meetings, and report regularly to the Board regarding the Committee’s activities. 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.

At least semi-annually, the Committee shall coordinate with the Audit Committee to review matters of mutual interest within the context of each committee’s responsibilities and the Chairperson of each committee shall update the other on the work and issues of his/her 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 the Company’s needs and circumstances. The Committee may engage in such other activities, and establish such policies and procedures, from time to time, as the Board and the Committee deem necessary or advisable in fulfilling its responsibilities.

The Committee will:

Payments Operations and Risk Strategy

1. Oversee management's overall risk program and its risk measurement methodologies in relation to the Company's Payments Operations and Risk Strategy, as well as monitor compliance with the program.
2. Periodically review and discuss with management the Company's Payments Operations and Risk Strategy policies, procedures, standards, operational governance and controls.
3. Oversee measures taken by the Company to apply consistent methodologies for identifying, assessing, managing, monitoring and reporting risk to the Company in relation to Payments Operations and Risk Strategy.
4. Review and discuss with management material reports or inquiries from regulatory or governmental agencies, and material regulatory and banking system and bank partner audits, related to the Company's Payments Operations and Risk Strategy, and remediation plans related to material identified issues.
5. At least quarterly, review management reports relating to operational risk issues related to the Company's Payments Operations and Risk Strategy in such areas as: fraud; development of material products and services; execution, delivery and process management; technology risks and technology strategies; customer credit risk; cybersecurity incidents and privacy breaches; business disruption and system failures; and business practices generally.
6. Periodically, meet with management to evaluate the overall risk environment and organization.
7. Consider other Payments Operations and Risk Strategy program related topics and subject areas related to the Company's business as appropriate, including areas that become applicable as a result of the Company's growth or expansion into new business lines.

Information Security

8. Oversee management's overall Information Security program, monitor compliance with the program and review the implementation of appropriate administrative, technical and physical safeguards to meet applicable regulatory requirements and industry standards.
9. Periodically review and discuss with management the Company's policies, procedures, standards, operational governance and controls related to cybersecurity risk, data governance and privacy risk and compliance with data governance and privacy laws.

10. Review and discuss with management material reports or inquiries from regulatory or governmental agencies, and material regulatory, banking system and bank partner audits and payment network issues, that implicate the Company's Information Security, and remediation plans related to material identified issues.

11. At least quarterly, receive updates from management regarding (a) the cybersecurity threat landscape and the status of ongoing cybersecurity, data governance, data privacy and other programs, events and planned initiatives, (b) material Information Security program incident management, governance, reports and related processes and (c) significant trends and events related to information security and technology risk.

12. Periodically meet with management to evaluate the overall security environment and organization.

13. Consider other Information Security program related topics and subject areas attendant to the Company's business, as appropriate, including areas that become applicable as a result of the Company's growth or expansion into new business lines.

Regulatory Compliance

14. Review with management the Company's Regulatory Compliance with (i) laws and regulations and (ii) banking system, bank partner and payment network rules and requirements, in each case related to the Company's payments and money-movement related business operations, including programs and policies for promoting and monitoring compliance with such laws, regulations, rules and requirements and major legal and regulatory compliance risk exposures and the steps management has taken to monitor or mitigate such exposures, including in the following areas:

- Money transmitter licensing;
- Anti-money laundering;
- Terrorist financing monitoring and OFAC sanctions;
- Bank Secrecy Act compliance;
- Banking system, bank partner and payment network rules and requirements;
- Applicable to the Company's Payments Operations and Risk Strategy and Information Security programs, as applicable; and
- Any additional areas of regulatory compliance attendant to the Company's business, as appropriate, including compliance areas that become applicable as a result of the Company's growth or expansion into new business lines.

15. At least quarterly, review and discuss with management any material reports or inquiries from regulatory or governmental agencies, any material regulatory and banking system and bank partner audits and any payment network related issues, and remediation plans for material issues identified.

16. At least quarterly, receive updates from management regarding (a) material incident management, governance, reports and related processes related to Regulatory Compliance, (b) significant developments in the compliance and regulatory landscape; and (c) the status of ongoing compliance programs, events and planned initiatives.

17. Periodically, meet with management to evaluate the overall status of Regulatory Compliance.

18. Consider other Regulatory Compliance program related topics and subject areas attendant to the Company's business, as appropriate.

Audit Committee Advisement

19. Advise the Audit Committee in the event the Committee identifies any risks or Subject Matter issues that may present significant financial exposure to the Company.

STUDIES AND ADVISORS

The Committee, in discharging its responsibilities, may conduct or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full and unrestricted access to all books, records, facilities and personnel of the Company. The Committee has the sole authority and right, at the expense of the Company, 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. The Company 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.

Irrespective of the retention of legal and other consultants, search firms, experts and other advisors to assist the Committee, the Committee will exercise its own judgment in the fulfillment of its functions.

MEETINGS, ACTIONS WITHOUT A MEETING AND STAFF

Meetings of the Committee will be held at least once each quarter or more frequently, as determined appropriate by the Committee. The Chair, in consultation with the other member(s) of the Committee, will set the dates, times and places of such meetings. The Chair or any other member of the Committee may call meetings of the Committee by notice in accordance with the Company's Bylaws. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held in person or via telephonic or video conference. The Committee may also act by unanimous written consent in lieu of a meeting, in accordance with the Company's Bylaws. Subject to the requirements of this Charter, applicable law, the Exchange Rules and the Commission Rules, the Committee and the Chair may invite or exclude any director, executive or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting.

MINUTES AND REPORTS

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. The Chair will report to the Board from time to time with respect to the activities of the Committee, including on significant matters related to the Committee's responsibilities and the Committee's deliberations and actions. The minutes of the Committee and actions by the unanimous written consent of the Committee will be made available to the other members of the Board.

DELEGATION OF AUTHORITY

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules and the Commission Rules, and the Company's Certificate of Incorporation and Bylaws, form and delegate, either exclusively or non-exclusively, authority to subcommittees. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

COMPENSATION

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair. Such fees may



include retainers or per meeting fees and will be paid in such form of consideration as is determined by the Board in accordance with applicable law, the Exchange Rules and the Commission Rules.

REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER

The Committee will evaluate the Committee's composition and performance on an annual basis and submit a report to the Board. The Committee also will review and reassess the adequacy of this Charter annually, and recommend to the Board any changes the Committee determines are appropriate.

PUBLICATION

The Company will make this Charter freely available to stockholders on request and, provided that Company is subject to the periodic reporting requirements of the Exchange Act, will publish it on the Company's website.

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This Charter was approved by the Board on August 18, 2021.

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