



AVAYA HOLDINGS CORP.

AUDIT COMMITTEE CHARTER

1. Organization

This charter adopted by the Board of Directors (the “Board”) of Avaya Holdings Corp. (the “Company”) governs the operations of the Audit Committee (the “Committee”) of the Board. Members of the Committee shall be members of, and appointed by, the Board, based on the recommendations of the Nominating and Corporate Governance Committee of the Board, to serve at the pleasure of the Board. The Committee shall be composed of three or more members. Each member of the Committee shall be “independent” within the meaning of (i) the applicable listing rules of the New York Stock Exchange, (ii) Section 10A of the Securities Exchange Act of 1934, as amended, and (iii) the rules and regulations of the Securities and Exchange Commission (“SEC”), as determined by the Board. No member of the Committee may simultaneously serve on the audit committees of more than two other publicly traded companies, unless service on any such additional audit committee is approved by the Board upon recommendation of the Nominating and Corporate Governance Committee of the Board.

Each member of the Committee must be financially literate, as determined by the Board, and must be able to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement. At least one member of the Committee shall meet the financial sophistication standard as set forth in the applicable listing rules of the New York Stock Exchange, and shall be deemed an “audit committee financial expert,” as determined by the rules and regulations of the SEC; *provided, however*, that this requirement shall not be applicable to the Committee until such time as is necessary to permit disclosure of the name of such member in the Company’s first Annual Report on Form 10-K. The existence of such member shall be disclosed in periodic filings as required by the SEC. The designation of the “audit committee financial expert” shall be made by the Board in its business judgment at least annually.

Committee members shall hold their offices until their successors are appointed and qualified, or until their earlier resignation or removal. All vacancies in the Committee shall be filled by the Board based on the recommendations of the Nominating and Corporate Governance Committee of the Board. The Board shall designate one of the members as Chair of the Committee, and the Committee shall keep a separate book of minutes of its proceedings and actions.

The Committee shall meet, either in person or by teleconference, at least four times annually, or more frequently as circumstances dictate. To foster open communication, the Committee shall meet at least annually with management and the Company’s registered public accounting firm (the “independent auditor”) in separate sessions. All meetings shall be at the call of the Chair of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act upon approval of a majority of its members at a meeting at which a quorum is present. The Committee may also act in writing by the unanimous consent of its members.

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee. The Committee shall regularly report on its activities to the Board and make such recommendations and findings as it deems appropriate. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests.

2. Purpose

The Committee shall provide assistance to the Board in fulfilling its oversight responsibility relating to:

- the integrity of the Company's financial statements and its financial reporting process;
- the Company's systems of internal accounting and financial controls;
- the performance of the Company's internal audit function, if any, and independent auditor;
- the independent auditor's qualifications and independence; and
- the Company's compliance with legal and regulatory requirements.

The Committee shall also prepare any reports that SEC rules require to be included by it in the Company's annual proxy statement and other filings. In so doing, it is the responsibility of the Committee to maintain free and open communication with the Board, the independent auditor and management of the Company.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, personnel of the Company and the independent auditor and, in its sole discretion and at the Company's expense, the Committee shall have the authority to retain and terminate independent counsel and other advisers as it determines necessary to carry out its duties and without having to seek the approval of the Board. The Committee shall set the compensation, and oversee the work, of the independent auditor and any retained independent counsel and/or advisers. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to any retained independent counsel and/or advisers and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of the independent auditor, any retained independent counsel and/or advisers, and the authority granted in this charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this charter.

3. Duties and Responsibilities

The primary responsibility of the Committee is to oversee the Company's financial reporting process on behalf of the Board and report the results of its activities to the Board. 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 the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles ("GAAP"). Management is responsible for the preparation, presentation, and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company. The independent auditor is responsible for auditing the Company's financial statements and for reviewing the Company's unaudited interim financial statements.

The Committee, in carrying out its oversight duties and responsibilities, shall maintain flexibility in its policies and procedures in order to best react to changing conditions and circumstances. The following shall be the principal oversight duties and responsibilities of the Committee. These are set forth as a guide with the understanding that the Committee may supplement them as appropriate.

Independent Auditor

- 3.1 The Committee shall be directly responsible for the appointment, retention and termination (subject, if applicable, to stockholder ratification), evaluation, compensation, review and oversight of the work of the independent auditor, including resolution of disagreements between management and the independent auditor regarding financial reporting and receiving the report of the independent auditor.
- 3.2 At least annually, the Committee will evaluate the qualifications, performance and independence of the Company's independent auditor, including an evaluation of the lead audit partner. Accordingly, the Committee shall undertake the following with respect to the independent auditor's independence:
 - a. Ensure that the independent auditor submits annually a formal written statement delineating all relationships between the independent auditor and the Company consistent with the Public Company Accounting Oversight Board ("PCAOB")'s Rule 3526, *Communication with Audit Committees Concerning Independence* (or such successor standard that may be promulgated by the PCAOB).
 - b. Actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor.
 - c. Consider whether the provision of non-audit services by the independent auditor is compatible with maintaining the independence of the independent auditor.
 - d. Ensure the rotation of the lead audit partner as required by law.
- 3.3 The Committee shall approve all audit engagement fees and terms and pre-approve all audit and permissible non-audit services provided by the independent auditor and shall not engage the independent auditor to perform the specific non-audit services proscribed by law or regulation. Alternatively, the Committee may adopt pre-approval policies and procedures detailed as to particular services and delegate pre-approval authority to a member of the Committee. The decisions of any Committee member to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.
- 3.4 At least annually, the Committee shall obtain and review a report by the independent auditor describing:
 - a. the firm's internal quality control procedures;
 - b. 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
 - c. all relationships between the independent auditor and the Company (to assess the auditor's independence).
- 3.5 The Committee shall review with management and the independent auditor:

- a. any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles;
 - b. any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods;
 - c. the adequacy and effectiveness of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; and
 - d. the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.
- 3.6 The Committee shall receive regular reports from the independent auditor on:
- a. the critical accounting policies and practices of the Company;
 - b. all alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the independent auditor; and
 - c. other material written communications between the independent auditor and Company management.
- 3.7 The Committee shall set hiring policies for employees or former employees of the independent auditor and shall ensure that such policies meet SEC regulations and applicable stock exchange listing standards.

Internal Audit, Audits and Internal Controls

- 3.8 To the extent the Company establishes an internal audit function, the Committee shall review and concur with management's appointment, termination or replacement of the head of the internal audit function.
- 3.9 To the extent the Company establishes an internal audit function, the Committee shall:
- a. periodically review its operation, including the independence and authority of the internal auditor function, and approve the internal audit budget and associated resources;
 - b. review and approve the charter of the internal audit organization;
 - c. review and approve the proposed internal audit plans for the coming year, any significant changes to such plans, the coordination of such plans with the independent auditor and shall review management's response to such audits.
- 3.10 The Committee shall discuss with the head of the Company's internal audit function (the "General Auditor") (if any) and the independent auditor the overall scope, timing and plans for their respective audits, including the adequacy of staffing and compensation. The Committee shall also discuss with management, the General Auditor (if any) and the independent auditor the adequacy and effectiveness of the accounting and financial controls, including the Company's policies and procedures

to assess, monitor, and manage business risk, and legal and ethical compliance programs (e.g., the Company's Code of Ethics and Business Conduct).

- 3.11 Periodically, the Committee shall meet separately with management, the General Auditor (if any) and the independent auditor to discuss issues and concerns warranting Committee attention, including significant risks to the Company identified during the independent auditor's risk assessment procedures and the steps management has taken to minimize such risks. The Committee shall provide sufficient opportunity for the General Auditor (if any) and the independent auditor to meet privately with the members of the Committee. The Committee shall review with the independent auditor any audit problems or difficulties, or any significant disagreements with management, and management's response.
- 3.12 The Committee shall review management's assertion on its assessment of the effectiveness of internal controls as of the end of the most recent fiscal year and the independent auditor's report on management's assertion (if the preparation of such report is required by applicable law).
- 3.13 The Committee shall review disclosures made by the Chief Executive Officer and Chief Financial Officer in connection with the certification of the Company's annual and quarterly reports.

Financial Reporting and Disclosure

- 3.14 The Committee shall discuss with management and the independent auditor the financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations to be included in the Company's Annual Report on Form 10-K (or the annual report to stockholders if distributed prior to the filing of Form 10-K), including their judgment about the acceptability and quality of accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements. The Committee shall also discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditor under generally accepted auditing standards.
- 3.15 The Committee shall discuss the interim financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations with management and the independent auditor prior to the filing of the Company's Quarterly Report on Form 10-Q. Also, the Committee shall discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the independent auditor under generally accepted auditing standards.
- 3.16 The Committee shall regularly report to the Board, including the results of the annual audit, and review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance of the independent auditor and the independence of the independent auditor and, to the extent an internal audit function is established, the performance and independence of the internal audit function. If requested by the Board, the Committee shall invite the independent auditor to attend the Board meeting to assist in reporting the results of the annual audit or to answer other directors' questions (alternatively, the other directors, particularly the other independent directors, may be invited to attend the Committee meeting during which the results of the annual audit are reviewed).

- 3.17 The Company's general counsel or chief legal officer and/or the Company's outside legal counsel shall present to the Committee any legal matters (including the status of pending litigation) that may have a material impact on the Company's financial statements, and any material reports or inquiries from regulatory or governmental agencies.
- 3.18 The Committee shall make a recommendation to the Board related to the inclusion of the audited financial statements in the Company's Annual Report on Form 10-K (or the annual report to stockholders if distributed prior to the filing of Form 10-K) and prepare its report to be included in the Company's annual proxy statement and any other filings, as required by SEC regulations.
- 3.19 The Committee shall discuss and preview with management press releases that contain financial results, financial information and guidance (including the use of non-GAAP financial measures) provided to analysts and rating agencies prior to their release. Such discussions may be in general terms (i.e., discussion of the types of information to be disclosed and the type of presentations to be made).

Compliance Oversight

- 3.20 The Committee shall establish and oversee procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- 3.21 The Committee shall monitor compliance with the Company's Code of Ethics and Business Conduct.

Other

- 3.22 The Committee shall review, approve and/or ratify, as appropriate, related party transactions for potential conflicts of interest, consistent with the Company's written procedures for the review, approval or ratification of such transactions.
- 3.23 The Committee shall review and discuss policies and guidelines with respect to risk assessment and risk management, including the risk of fraud. The Committee shall also discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- 3.24 The Committee shall review and investigate any matters relating to the integrity of management, potential conflicts of interest and adherence to applicable Company policies.
- 3.25 The Committee shall periodically receive reports from and discuss with the Company's General Counsel any material government investigations, litigation, regulatory or legal matters.
- 3.26 The Committee shall periodically review directors' and officers' insurance matters.
- 3.27 The Committee shall review and approve the Company's decisions, if any, to enter into swaps and security-based swaps (each as defined in the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd Frank Act") and rules and regulations thereunder) from time to time in reliance on the exception from the mandatory clearing and exchange trading provisions of the Dodd-Frank Act for "end-

users” pursuant to Sections 723(a)(3)(h)(7)(A) and 763(a)(3C)(g)(1) of the Act. In exercising this authority, the Committee may approve the Company’s use of swaps and security-based swaps on a general basis and does not need to make such approvals on a swap-by-swap basis.

- 3.28 On an annual basis, the Committee shall evaluate and discuss its performance relative to the Committee’s purpose, duties and responsibilities, as described by this charter.
- 3.29 The Committee shall review and assess the adequacy of this charter annually and recommend any proposed changes to the Board’s Nominating and Corporate Governance Committee.

4. Miscellaneous

This Committee charter is not intended to change or augment the obligations of the Company or its directors or management under the federal securities laws or to create new standards for determining whether directors or management have fulfilled their duties, including fiduciary duties under applicable law.

This charter is effective as of the date indicated below and, as noted above, shall be reviewed and reassessed annually by the Committee. Changes to this charter may only be made with the approval of the Board.

Adopted Effective as of December 18, 2017