



CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

(Amended February 4, 2016)

I. STATEMENT OF POLICY

This Charter specifies the authority and scope of the responsibilities of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Quotient Technology Inc. (the “Company”) and the manner in which those responsibilities shall be performed, including the Committee’s structure, processes and membership requirements. The primary purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities by reviewing and reporting to the Board on the integrity of the financial reports and other financial information provided by the Company to any governmental body or to the public, and on the Company’s compliance with legal and regulatory requirements. The Committee shall also review the qualifications, independence and performance, and approve the terms of engagement, of the Company’s independent registered public accounting firm and prepare any reports required of the Committee under rules of the Securities and Exchange Commission (“SEC”). The Committee shall also maintain oversight of the Company’s internal accounting and financial controls and the organization and performance of the Company’s internal audit function.

II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The Committee shall be comprised of three or more directors selected by the Board, each of whom shall satisfy the independence and experience requirements of the New York Stock Exchange. In addition, the Committee shall not include any member who:

- accepts any consulting, advisory, or other compensatory fee, directly or indirectly, from the Company, other than in his or her capacity as a member of the Committee, the Board, or any other committee of the Board; or
- is an affiliate of the Company or any subsidiary of the Company, as defined by the rules of the SEC, other than a director who meets the independence requirements of the New York Stock Exchange.

Each member of the Committee must be able to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement. In addition, at least one member shall have accounting or related financial management expertise, such qualification to be interpreted by the Board in its business judgment. No Committee member shall simultaneously serve on the audit committee of more than two other public companies without prior disclosure to the Committee and the Board and an affirmative determination by the Board that such service does not impair the ability of such member to serve effectively on the Committee, which determination shall be disclosed in the annual proxy statement.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and shall serve until their successors are duly elected and qualified or until their earlier resignation, removal or death. Any member of the Committee may be removed or replaced by the Board. Unless a Committee Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee. The Chair shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

The Company shall provide appropriate funding, as determined by the Committee, to permit the Committee to perform its duties under this Charter, to compensate its advisors and to compensate any independent registered public accounting firm engaged for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services for the Company. The Committee, at its discretion, has the authority to initiate investigations and hire legal, accounting or other outside advisors or experts to assist the Committee, as it deems necessary to fulfill its duties under this Charter. The Committee may also perform such other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

III. MEETINGS AND COMMITTEE ACTION

The Committee shall meet as often as it determines, but not less frequently than quarterly. The Committee shall meet with management, internal auditors and the independent registered public accounting firm in separate executive sessions as appropriate. The Committee shall meet with the independent registered public accounting firm and management on a quarterly basis to review the Company's financial statements and financial reports.

Formal action to be taken by the Committee shall be by the affirmative vote of at least a majority of the members present (in person or by telephone conference call) at a meeting at which a quorum is present or by unanimous written consent. A quorum shall consist of at least a majority of the members of the Committee. The Committee may form and delegate authority to subcommittees, or to one or more members of the Committee, when appropriate. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

IV. AUTHORITY AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities, subject to such modification and additional authority as the Board may approve from time to time:

A. Oversight of the Company's Independent Registered Public Accounting Firm

1. Be solely responsible for the appointment, compensation and retention of any independent registered public accounting firm engaged by the Company for the purpose of preparing or issuing an audit report or related work and shall be directly involved in the oversight of such engagement (including resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting), and shall assure that each independent registered public accounting firm shall report directly to the Committee.

2. Periodically review and discuss with the independent registered public accounting firm (i) the matters required to be discussed by Auditing Standard No. 16, and (ii) any formal written statements received from the independent registered public accounting firm consistent with and in satisfaction of Independence Standards Board Standard No. 1, as amended, including without limitation, descriptions of (x) all relationships between the independent registered public accounting firm and the Company, (y) any disclosed relationships or services that may impact the independent registered public accounting firm's objectivity and independence and (z) whether any of the Company's senior finance personnel were recently employed by the independent registered public accounting firm.

3. Obtain and review annually a report from the independent registered public accounting firm describing (i) the independent registered public accounting firm's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review or peer reviews 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 such issues, and (iii) all relationships between the independent registered public accounting firm and the Company.

4. Evaluate annually the qualifications, performance and independence of the independent registered public accounting firm, including a review of whether the independent registered public accounting firm's quality-control procedures are adequate and a review and evaluation of the lead partner of the independent registered public accounting firm, taking into account the opinions of management and the Company's internal auditors, and report to the Board on its conclusions, together with any recommendations for additional action.

5. Consult with the independent registered public accounting firm to assure the rotation of the lead audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit every five years, consider issues related to the timing of such rotation and the transition to new lead and reviewing partners, and consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm, and report to the Board on its conclusions.

6. Approve in advance the engagement of the independent registered public accounting firm for all audit services and non-audit services, based on independence, qualifications and, if applicable, performance, and approve the fees and other terms of any such engagement; provided, however, that (i) the Committee may establish pre-approval policies and procedures for any engagement to render such services, provided that such policies and procedures (x) are detailed as to particular services, (y) do not involve delegation to management of the Committee's responsibilities hereunder and (z) provide that, at its next scheduled meeting, the Committee is informed as to each such service for which the independent registered public accounting firm is engaged pursuant to such policies and procedures, and (ii) the Committee may delegate to one or more members of the Committee the authority to grant pre-approvals for such services, provided that the decisions of such member(s) to grant any such pre-approval shall be presented to the Committee at its next scheduled meeting.

7. Meet with the independent registered public accounting firm prior to the audit to discuss the planning and staffing of the audit. Discuss with the independent registered public accounting firm the responsibilities, budget and staffing of the internal audit function.

8. Approve as necessary the termination of the engagement of the independent registered public accounting firm and select a replacement independent registered public accounting firm.

9. Establish policies for the hiring of employees or former employees of the independent registered public accounting firm who participated in any capacity in the audit of the Company, taking into account the impact of such policies on auditor independence.

10. Regularly review with the independent registered public accounting firm any significant difficulties encountered during the course of the audit, any restrictions on the scope of work or access to required information and any significant disagreement among management and the independent registered public accounting firm in connection with the preparation of the financial statements. Review with the independent registered public accounting firm any accounting adjustments that were noted or proposed by the independent registered public accounting firm but that were “passed” (as immaterial or otherwise), any “management” or “internal control” letter or schedule of unadjusted differences issued, or proposed to be issued, by the independent registered public accounting firm to the Company, and any other material written communication provided by the independent registered public accounting firm to the Company’s management.

11. Review with the independent registered public accounting firm the critical accounting policies and practices used by the Company, all alternative treatments of financial information within generally accepted accounting principles (“GAAP”) that the independent registered public accounting firm has discussed with management, the ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent registered public accounting firm.

B. Review of Financial Reporting Policies and Processes

To fulfill its responsibilities and duties, to the extent that it deems necessary or appropriate, and in addition to the items described above, the Committee shall:

1. Review and discuss with management and the independent registered public accounting firm the Company’s annual audited financial statements and any certification, report, opinion or review rendered by the independent registered public accounting firm, and recommend to the Board whether the audited financial statements should be included in the Company’s annual report on Form 10-K.

2. Review and discuss with management and the independent registered public accounting firm the Company’s quarterly financial statements.

3. Review and discuss with management and the independent registered public accounting firm the Company’s disclosure under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” appearing in the Company’s periodic reports.

4. Review and discuss with management press releases regarding the Company's financial results and any other information provided to securities analysts and rating agencies, including any "pro-forma," "non-GAAP" or adjusted financial information.

5. Periodically meet separately with management, with internal auditors and with the independent registered public accounting firm.

6. Review with management and the independent registered public accounting firm any significant judgments made in management's preparation of the financial statements and the view of each as to appropriateness of such judgments.

7. Review and discuss with management and the independent auditor (i) the overall adequacy and effectiveness of the company's legal, regulatory and ethical compliance programs, including the company's Code of Business Conduct and Ethics, and (ii) reports regarding compliance with applicable laws, regulations and internal compliance programs.

8. Review with management its assessment of the effectiveness and adequacy of the Company's internal control structure and procedures for financial reporting ("Internal Controls"), review annually with the independent registered public accounting firm the attestation to and report on the assessment made by management, and consider whether any changes to the Internal Controls are appropriate in light of management's assessment or the independent registered public accounting firm's attestation and report.

9. To the extent that it deems appropriate, review with management its evaluation of the Company's procedures and controls designed to assure that information required to be disclosed in the Company's periodic reports is recorded, processed, summarized and reported in such reports within the time periods specified by the SEC for the filing of such reports ("Disclosure Controls"), and consider whether any changes are appropriate in light of management's evaluation of the effectiveness of such Disclosure Controls.

10. Review and discuss with management and the independent registered public accounting firm any off-balance sheet transactions or structures and their effect on the Company's financial results and operations, as well as the disclosure regarding such transactions and structures in the Company's public filings.

11. Review with management and the independent registered public accounting firm the effect of regulatory and accounting initiatives on the financial statements. Review any major issues regarding accounting principles and financial statement presentations, including any significant changes in selection of an application of accounting principles. Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the independent registered public accounting firm or management.

12. Review any analyses prepared by management and/or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including the effects of alternative GAAP methods on the financial statements.

13. Review any special audit steps adopted in light of material control deficiencies.

14. Review and discuss with management and the internal auditors the process used in developing the internal audit plan, the scope of the internal audit plan, significant changes in the planned scope of the internal audit plan and the coordination of the internal audit plan with the independent audit.

15. Review and discuss the performance and effectiveness of the internal audit function.

16. Review the appointment and replacement of the internal auditors. Review the significant reports to management prepared by the internal auditors. Discuss with management and the internal auditors the internal auditors' responsibilities, budget and staffing and the planned scope of internal audits.

C. Risk Management, Related Party Transactions, Legal Compliance and Ethics

To further fulfill its responsibilities and duties, and in addition to the items described above, the Committee shall:

1. Review with the chief executive officer and chief financial officer of the Company any report on significant deficiencies in the design or operation of the Internal Controls that could adversely affect the Company's ability to record, process, summarize or report financial data, any material weaknesses in the Internal Controls identified to the auditors, and any fraud, whether or not material, that involves management or other employees who have a significant role in the Internal Controls.

2. Review, monitor and approve related person transactions in accordance with the Company's Related Person Transactions Policy and FASB Accounting Standards Codification (ASC) 850, Related Party Disclosures.

3. Establish 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. Adopt, as necessary, appropriate remedial measures or actions with respect to such complaints or concerns.

4. In consultation with the Nominating and Corporate Governance Committee, if any, adopt a Code of Ethics for the Company's principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions, which meets the requirements of Item 406 of the SEC's Regulation S-K, and provide for prompt disclosure to the public of any change in, or waiver of, such Code of Ethics, provided that such Code of Ethics may be combined with the Company's Code of Conduct. Review such Code of Ethics periodically, recommend such changes to such Code of Ethics as the Committee shall deem appropriate, and adopt procedures for monitoring and enforcing compliance with such Code of Ethics.

5. In consultation with the Nominating and Corporate Governance Committee, if any, adopt a Code of Business Conduct and Ethics applicable to all employees and directors and required by the rules of the New York Stock Exchange, and adopt procedures for monitoring and enforcing compliance with such Code of Business Conduct and Ethics.

6. As requested by the Board, review and investigate conduct alleged by the Board to be in violation of the Company's Code of Business Conduct and Ethics, and adopt as necessary or appropriate, remedial, disciplinary, or other measures with respect to such conduct.

7. Discuss with management and the independent registered public accounting firm any correspondence with regulators or governmental agencies that raise material issues regarding the Company's financial statements or accounting policies.

8. Discuss guidelines and policies to govern the process by which risk assessment and management is undertaken and handled. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

9. Prepare the Committee's report required by the rules of the SEC to be included in the Company's annual proxy statement.

10. Develop and implement an annual performance evaluation of the Committee.

11. Regularly report to the Board on the Committee's activities, recommendations and conclusions.

12. Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.