

TPG INC.
AUDIT COMMITTEE CHARTER

PURPOSE AND AUTHORITY

The Audit Committee (the “Committee”) of the board of directors (the “Board”) of TPG Inc. (the “Company”) will carry out the responsibilities set forth in this Charter. The primary purpose of the Committee is to oversee: (i) the accounting and financial reporting processes of the Company and its subsidiaries, including the audits of the Company’s financial statements and the integrity of the financial statements; (ii) the Company’s compliance with legal and regulatory requirements; and (iii) the independent auditor’s qualifications and independence and performance.

This Charter should be interpreted at all times in the context of, and subject to, the terms of the TPG GP A, LLC (“GP LLC”) limited liability company agreement (the “GP LLCA”), the Company’s Certificate of Incorporation, the Company’s Bylaws, and other relevant governance documents, in each case, as in effect at the time (collectively the “Governance Documents”), as well as applicable laws and regulations.

COMMITTEE MEMBERSHIP

Composition. Subject to any applicable transition rules for companies newly listed on the Nasdaq Stock Market (“Nasdaq”), the Committee will consist of at least three members of the Board appointed by the Board in accordance with the GP LLCA.

Chair. The Chair of the Committee is appointed from among the Committee members in accordance with the GP LLCA. The Chair presides at meetings of the Committee and has authority to convene meetings, and set agendas for meetings. In the absence of the Chair at a duly convened meeting, the Committee may select a temporary substitute from among its members to serve as chair of the meeting.

Independence. Subject to applicable transition rules for companies newly listed on Nasdaq, each member of the Committee will qualify as an “independent” director in accordance with applicable listing standards of Nasdaq and Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

Financial Literacy. Each member of the Committee must in the judgment of the Board have the ability to read and understand fundamental financial statements and otherwise meet the financial literacy requirements of the Nasdaq. At least one member must be an “audit committee financial expert” as such term is defined under applicable SEC rules.

ADVISERS AND CONSULTANTS

The Committee has the authority to retain, direct and oversee the activities of, and to terminate the engagement of, (i) the Company’s independent auditor and other accounting firm(s) retained by the Committee to prepare or issue any other audit report or to perform any other audit, review or attest services, (ii) and any legal counsel, accounting or other adviser or consultant hired to assist the Committee.

The Company will provide the Committee with appropriate funding, as determined by the Committee, for the payment of compensation to any such advisers retained by the Committee in carrying out its duties and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee will act in reliance on the Company's management, the Company's independent auditor, internal auditors, and advisers and experts, as the Committee deems necessary or appropriate.

COMMITTEE MEETINGS AND ADMINISTRATION

The Committee will meet as often as it determines is appropriate to carry out its responsibilities under this Charter, but not less frequently than quarterly. The Committee may act by unanimous written consent of its members.

Notice of meetings will be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other. A majority of the members of the Committee constitutes a quorum sufficient for the taking of any action by the Committee. The affirmative vote of a majority of members present at a meeting at which a quorum is present will constitute the action of the Committee. The Committee will otherwise establish its own rules of procedure.

The Committee will meet in executive session as a Committee and separately with each of the independent auditor, the internal auditor (including, as applicable, any outside firm providing internal audit services), and senior management, as it deems necessary.

The Committee will have access to all books, records, facilities and personnel of the Company, including to conduct any investigation it deems necessary or appropriate to enable the Committee to carry out its duties.

The Committee will maintain minutes or other records of Committee meetings and activities and report to the Executive Committee and the Board, from time to time, on Committee findings.

RESPONSIBILITIES

Subject to the Governance Documents, the Committee has the authority and responsibility to:

1. Be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor. In this regard, the Committee will appoint and retain, compensate, evaluate, and terminate when appropriate, the independent auditor, which will report directly to the Committee.
2. Obtain and review, at least annually, a report by the independent auditor describing: (1) the independent auditor's internal quality-control procedures; and (2) any material issues raised by the most recent internal quality-control review, or peer review, 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 independent auditor, and any steps taken to deal with any such issues.

3. Approve in advance all audit and permissible non-audit services (including the fees and terms thereof) to be provided by the independent auditor pursuant to policies and procedures established by the Committee for the pre-approval of audit and permissible non-audit services to be provided by the independent auditor.
4. Establish policies for the hiring of employees and former employees of the independent auditor.
5. At least annually, consider the independence of the independent auditor, and, consistent with rules of the Public Company Accounting Oversight Board (“PCAOB”), obtain and review a report by the independent auditor describing any relationships between the independent auditor, and the Company or individuals in financial reporting oversight roles at the Company, that may reasonably be thought to bear on the independent auditor’s independence and discuss with the independent auditor the potential effects of any such relationships on independence.
6. Review and discuss with the independent auditor the matters required to be discussed by the independent auditor under Auditing Standard No. 1301, as adopted by the PCAOB and amended from time to time, including any problems or difficulties the independent auditor encountered in the course of its audit work and management’s response.
7. Meet to review and discuss with management and the independent auditor the annual audited and quarterly financial statements of the Company (including the Company’s specific disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations”) and the independent auditor’s reports related to the financial statements.
8. Review and recommend to the Board whether the Company’s financial statements should be included in the Company’s Annual Report on Form 10-K.
9. Review periodically, in consultation with the Executive Committee, as appropriate, the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
10. Oversee management’s design and maintenance of the Company’s internal control over financial reporting and disclosure controls and procedures. Prior to the filing of the Company’s Annual Report on Form 10-K, review with the independent auditor, management and the head of the internal audit function: the Company’s annual assessment and report and the independent auditor’s report on the effectiveness of the Company’s internal control over financial reporting; any “material weakness” or “significant deficiency” in the design or operation of internal control over financial reporting, any steps taken to resolve any such control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting; and any related significant findings and recommendations of the independent auditor or internal audit function, together with management’s responses (including, in the case

of the independent auditor, any concerns regarding matters within the scope of, and compliance with, Section 10A of the Exchange Act).

11. Review and discuss with management and the independent auditor the certifications made by the Company's Chief Executive Officer and Chief Financial Officer in the Company's periodic reports about the results of their evaluation of the effectiveness of disclosure controls and procedures.
12. Review and discuss, including with the Executive Committee, as appropriate, earnings press releases, and corporate practices, including any non-GAAP measures used by management, with respect to earnings press releases and financial information and earnings guidance provided to analysts and ratings agencies.
13. Review and discuss with management, the head of the internal audit function, and the independent auditor the Company's practices with respect to risk assessment and risk management, and risks related to matters including the Company's financial statements and financial reporting processes, compliance, and information technology and cybersecurity. The Committee will coordinate with the Board, Executive Committee and other committees of the Board, as appropriate. The Committee will assess the steps management has taken to monitor and control such risks, except with respect to those risks for which oversight has been assigned to other committees of the Board. The Committee will review the Company's annual disclosures concerning the role of the Board and the Executive Committee and other committees of the Board in the risk oversight of the Company.
14. In consultation with the Executive Committee, review and approve the Code of Business Conduct and Ethics and any other appropriate compliance policies, oversee the Company's compliance program with respect to legal and regulatory requirements and the Company's policies and procedures for monitoring compliance.
15. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or audit matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters and oversee the Company's Whistleblower Policy.
16. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
17. Prepare an annual audit committee report for inclusion where necessary in the proxy statement relating to the annual meeting of shareholders and/or annual report of the Company.
18. Perform such other functions as are required under applicable laws, regulations, Nasdaq rules, and the Governance Documents, each as in effect from time to time.

EVALUATION AND AMENDMENTS

The Committee will periodically conduct a self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter. This Charter shall not be amended prior to the Sunset (as defined in the Company's Certificate of Incorporation) unless such amendment is approved by the Board, the Executive Committee and GP LLC in accordance with the GP LLCA.

This Charter will be made available on the Company's website at <https://www.tpg.com/> and to any stockholder who otherwise requests a copy.