

CHARTER OF THE AUDIT AND RISK COMMITTEE
OF THE BOARD OF DIRECTORS OF
QUALYS, INC.

(Last updated on February 4, 2022)

PURPOSE

The purpose of the Audit and Risk Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Qualys, Inc. (the “**Company**”) is to assist the Board in fulfilling its responsibilities for overseeing:

- The Company’s accounting and financial reporting processes and internal controls, as well as the audit and integrity of the Company’s financial statements.
- The qualifications, independence and performance of the Company’s registered public accounting firm (the “**independent auditor**”).
- The implementation and performance of the Company’s internal audit function, if any.
- The Company’s compliance with applicable law (including U.S. federal securities laws and other legal and regulatory requirements).
- The Company’s policies with respect to risk assessment and risk management pertaining to the financial, accounting, insurance coverage, investment and tax matters of the Company.

The Committee is also responsible for preparing the report required by Securities and Exchange Commission (“**SEC**”) rules to be included in the Company’s proxy statement for the annual meeting of stockholders, and for performing such other duties and responsibilities as are enumerated in or consistent with this charter.

COMPOSITION

1. Membership and Appointment. The Committee shall consist of at least three members of the Board. Members of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Governance Committee and may be removed by the Board in its discretion.
2. Qualifications. Members of the Committee must meet the following criteria, as well as any additional criteria required by applicable law, the rules and regulations of the SEC or the securities exchange on which the Company’s securities are listed or such other qualifications as may be established by the Board from time to time:
 - Each member of the Committee shall meet the independence standards established by the SEC and the securities exchange on which the Company is listed.
 - Each member of the Committee must be able to read and understand fundamental financial

statements and must otherwise meet all financial-literacy requirements of the securities exchange on which the Company is listed.

- At least one member of the Committee must be an “audit committee financial expert,” as determined by the Board in accordance with SEC rules.
 - At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. A person who satisfies the definition of “audit committee financial expert” will also be presumed to have financial sophistication.
 - No member of the Committee shall simultaneously serve on the audit committees of more than two (2) other public companies, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.
 - No member of the Committee shall have participated in the preparation of the financial statements of the Company or any of its current subsidiaries at any time during the prior three (3) years.
3. Chairperson. The Board may designate a chairperson of the Committee. In the absence of that designation, the Committee may designate a chairperson by majority vote of the Committee members.

RESPONSIBILITIES

The following are the principal recurring responsibilities of the Committee. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board or the Committee deem appropriate. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. Select and Hire the Independent Auditor. The Committee shall be directly responsible for appointing, compensating, retaining, overseeing and, where appropriate, replacing the independent auditor. The independent auditor will report directly to the Committee. The Committee shall have sole authority to approve the hiring and discharging of the independent auditor, all audit engagement fees and terms and all permissible non-audit engagements with the independent auditor. The Committee shall also appoint, retain, compensate, oversee and, where appropriate, replace any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.
2. Supervise and Evaluate the Independent Auditor. The Committee shall:
 - Oversee and, at least annually, evaluate the work of the independent auditor or any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, which evaluation shall include a review and evaluation of the lead partner of the independent auditor. The Committee shall review, in consultation with the independent auditor, the annual audit plan and scope of audit activities and monitor such plan’s progress.

- Review and resolve any disagreements that may arise between management and the independent auditor regarding internal control over financial reporting or financial reporting.
 - At least annually, obtain and review a report by the independent auditor that describes (i) the independent auditor's internal quality control procedures, (ii) any material issues raised by the most recent internal quality-control review, peer review, or Public Company Accounting Oversight Board review of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding any independent audit performed by the independent auditor, and any steps taken to deal with any such issues, and (iii) critical accounting matters.
3. Evaluate the Independence of the Independent Auditor. The Committee shall:
- Review and discuss with the independent auditor the written independence disclosures required by the applicable requirements of the Public Company Accounting Oversight Board or other regulatory body.
 - Review and discuss with the independent auditor at least annually any other relationships or services (including permissible non-audit services) that may affect its objectivity and independence.
 - Oversee the rotation of the independent auditor's lead audit and concurring partners and the rotation of other audit partners, with applicable time-out periods, in accordance with applicable law.
 - Consider on a periodic basis whether, in order to assure continuing auditor independence, there should be a regular rotation of the independent auditing firm.
 - Take such other appropriate actions as may be required or desirable by the Committee to oversee the independence of the independent auditor.
4. Approve Audit and Non-Audit Services and Fees. The Committee shall (i) review and approve, in advance, the scope and plans for the audits and the audit fees and (ii) approve in advance (or, where permitted under the rules and regulations of the SEC, subsequently) all non-audit and tax services to be performed by the independent auditor that are not otherwise prohibited by law or regulations and any associated fees. The Committee shall also approve all audit and permitted non-audit and tax services that may be provided by other registered public accounting firms. The Committee may, in accordance with applicable law, establish pre-approval policies and procedures for the engagement of independent accountants and any other registered public accounting firm to render services to the Company.
5. Review Financial Statements. The Committee shall review and discuss the following with management, the internal auditors, if any, and the independent auditor, as applicable:
- The scope, timing and approach of the annual audit of the Company's financial statements.
 - The Company's annual audited and quarterly unaudited financial statements and annual and quarterly reports on Form 10-K and 10-Q, including the disclosures in "Management's Discussion and Analysis of Financial Condition and Results of Operations", and recommend to the Board whether the audited financial statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations" should be included in the

Company's Form 10-K.

- The results of the independent audit and the quarterly reviews of the Company's financial statements, and the independent auditor's opinion on the audited financial statements, including any critical accounting matters identified in the independent auditor's report.
 - The reports and certifications regarding internal control over financial reporting and disclosure controls and procedures.
 - Major matters regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles.
 - Analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.
 - The effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
 - Any significant changes required or taken in the audit plan as a result of any material control deficiency.
 - Any problems or difficulties the independent auditor encountered in the course of its audit work, including any restrictions on the scope of the auditor's activities or on access to requested information, and management's response.
 - Any significant disagreements between management and the independent auditor.
6. Reports and Communications from the Independent Auditor. The Committee shall review and discuss reports from the independent auditor concerning the following:
- Critical accounting policies and practices to be used by the Company.
 - Alternative treatments of financial information within GAAP that the auditor has discussed with management, ramifications of the use of these alternative disclosures and treatments, and the treatment preferred by the independent auditor if different from that used by management.
 - Any material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
 - Any matters required to be communicated to the Committee under generally accepted auditing standards and other legal or regulatory requirements.
7. Audit Committee Report. The Committee shall prepare the report of the Committee that SEC rules require to be included in the Company's annual proxy statement.
8. Earnings Press Releases and Earnings Guidance. The Committee shall review, in general, all earnings press releases and earnings call scripts, and review and discuss with management and the independent auditors corporate policies with respect to earnings press releases (with particular

attention to any use of “pro forma” or “adjusted” non-GAAP information), financial information and earnings guidance provided to the public, analysts and ratings agencies.

9. Internal Controls. The Committee shall review and discuss with management, the internal auditor, if applicable, and the independent auditor the adequacy and effectiveness of the Company’s internal controls, including any changes, significant deficiencies or material weaknesses in those controls reported by the independent auditor, the internal auditors, if applicable, or management and any remediation plan or special audit steps adopted in light of any material control deficiencies, the reports and certifications regarding internal control over financial reporting, and any fraud, whether or not material, that involves management or other Company employees who have a significant role in the Company’s internal controls.
10. Disclosure Controls and Procedures. The Committee shall review and discuss the adequacy and effectiveness of the Company’s disclosure controls and procedures.
11. Internal Audit. In connection with the Company’s internal audit function, if any, the Committee shall:
 - Oversee the selection, appointment, compensation and retention of the chief audit executive (CAE), who shall oversee the internal audit function at the direction of the Committee and report administratively directly to the chief financial officer.
 - Periodically review the overall objectives, scope, organizational structure, responsibilities, resources and activities of the internal audit function.
 - 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.
 - Discuss with the independent auditor the responsibilities, budget and staffing of the Company’s internal audit function.
 - Review and discuss with the internal auditors the results of the internal audit, significant issues in internal audit reports and responses by management.
 - Review and discuss the performance and effectiveness of the internal audit function.
12. Legal and Regulatory Compliance. The Committee shall review and discuss with management, internal auditors, if any, 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, compliance with the Foreign Corrupt Practices Act of 1977, and similar anticorruption legislation, and compliance with export control regulations and (ii) reports regarding compliance with applicable laws, regulations and internal compliance programs. The Committee shall 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. The Committee shall discuss with the Company’s senior legal officer any legal matters that may have a material impact on the financial statements or the Company’s compliance procedures.
13. Conflicts of Interest. The Committee shall review and monitor general compliance with the

Company's Code of Business Conduct and Ethics and consider questions of actual or possible conflicts of interest of Board members and of corporate officers and approve or prohibit applicable transactions or matters.

14. Complaints. The Committee shall establish and oversee procedures for the receipt, retention and treatment of complaints on accounting, internal accounting controls or audit matters, as well as for confidential and anonymous submissions by the Company's employees concerning questionable accounting or auditing matters.
15. Risks. The Committee shall review and discuss with management, internal auditors, if any, and the independent auditor the Company's major financial risk exposures and the steps management has taken to monitor and control those exposures, including the Company's guidelines and policies with respect to risk assessment and risk management pertaining to financial, accounting, insurance coverage, investment, tax, and operational infrastructure, including security, data privacy, reliability, business continuity, and capacity matters.
16. Related Party Transactions. The Committee shall review the Company's related party transaction policy and review and oversee all transactions between the Company and a related person (as defined in Item 404 of Regulation S-K), in accordance with the Company's policies and procedures.
17. Hiring of Auditor Personnel. The Committee shall set hiring policies with regard to employees and former employees of the independent auditor and oversee compliance with such policies.

The function of the Committee is primarily one of oversight. The Company's management is responsible for preparing the Company's financial statements, and the independent auditor is responsible for auditing and reviewing those financial statements. The Committee is responsible for assisting the Board in overseeing the conduct of these activities by management and the independent auditor. The Committee is not responsible for providing any expert or special assurance as to the financial statements or the independent auditor's work. It is recognized that the members of the Committee are not full-time employees of the Company, that it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and that each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which the Committee receives information and (ii) the accuracy of the financial and other information provided to the Committee, in either instance absent actual knowledge to the contrary.

MEETINGS AND PROCEDURES

1. Meetings.
 - The Committee will meet at least once each fiscal quarter (with additional meetings as it deems necessary or appropriate) at such times and places as the Committee determines. The chairperson of the Committee shall preside at each meeting. The chairperson will approve the agenda for the Committee's meetings and any member may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the Committee members present. The Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws.
 - The Committee will maintain written minutes of its meetings, which minutes will be filed

with the minutes of the meeting of the Board.

- The Committee shall meet periodically with members of management as deemed appropriate, the head of the internal audit department, if any, and the independent auditor in separate executive sessions. Each regularly scheduled meeting of the Committee will conclude with an executive session of the Committee absent members of management.
 - The Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Committee.
2. Reporting to the Board of Directors. The Committee shall report regularly to the Board with respect to the Committee's activities, including any significant 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 internal audit function, if any, or the performance and independence of the Company's independent auditor, as applicable.
 3. Authority to Retain Advisors. The Committee shall have the authority to engage independent counsel or other advisors as it deems necessary or appropriate to carry out its duties. The Committee shall set the compensation, and oversee the work of, any independent counsel or other advisors retained by it. The Company will provide appropriate funding, as determined by the Committee, to pay the independent auditor, any other registered public accounting firm and any independent counsel and any other outside advisors hired by the Committee and any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.
 4. Subcommittees. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. 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. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.
 5. Committee Charter Review. The Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended changes to the charter to the Board for approval.
 6. Performance Review. The Committee shall review and assess the performance of the Committee on an annual basis.
 7. Authority to Investigate. In the course of its duties, the Committee shall have authority, at the Company's expense, to investigate any matter brought to its attention.
 8. Attorneys' Reports. The Committee shall receive and, if appropriate, respond to attorneys' reports of evidence of material violations of securities laws and breaches of fiduciary duty and similar violations of foreign, U.S., state or local law. The Committee shall be responsible for the confidential receipt, retention and consideration of any attorney report.

9. Access. The Committee shall be given full access to the internal auditors, if any, chairperson of the Board, management and the independent auditor, as well as the Company's books, records, facilities and other personnel.
10. Compensation. Members of the Committee shall receive such fees, if any for their service as Committee members as may be determined by the Board in its sole discretion. Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.