

**CHARTER OF THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS**

**DOCUSIGN, INC.**

**PURPOSE AND POLICY**

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of DocuSign, Inc., a Delaware corporation (the “*Company*”) shall be to (i) oversee all aspects of the Company’s corporate governance functions on behalf of the Board; (ii) make recommendations to the Board regarding corporate governance issues; (iii) identify, review and evaluate candidates to serve as directors of the Company consistent with criteria approved by the Board and review and evaluate incumbent directors; (iv) serve as a focal point for communication between such candidates, non-committee directors and the Company’s management; (v) recommend to the Board for selection candidates to the Board to serve as nominees for director for the annual meeting of shareholders; and (vi) make other recommendations to the Board regarding affairs relating to the directors of the Company, including director compensation.

The “*Public Effective Date*” shall mean the date on which the Company becomes a public reporting company subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and applicable rules and regulations of the Securities and Exchange Commission (the “*SEC*”).

**ORGANIZATION**

The Committee shall consist of at least two members of the Board, with the expectation that not less than three members will serve on the Committee following the Public Effective Date. The members of the Committee and the Committee chairperson shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee will be filled by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee. Following the Public Effective Date, each Committee member shall satisfy (i) the independence requirements imposed by the SEC and the stock exchange that lists the Company’s stock, (ii) any other qualifications determined by the Board, and (iii) any other requirements imposed by applicable law.

**OPERATING PRINCIPLES AND PROCESSES**

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- *Communication* – Regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is

viewed as important for strengthening the Committee's knowledge of relevant current and prospective corporate governance issues.

- *Committee Education/Orientation* – Developing with management and participating in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company will enhance the effectiveness of the Committee.
- *Resources* – The Committee will have access to all Company books, records, facilities and personnel as deemed necessary or appropriate by any member of the Committee. The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as sole authority to retain and terminate executive search firms to help identify director candidates. The Committee shall have sole authority to approve fees, costs and other terms of engagement of such outside resources. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.
- *Reporting to the Board* – The Committee, through the Committee chairperson, shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board.

## **RESPONSIBILITIES**

The operation of the Committee will be subject to the provisions of the Bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee:

- *Director Nominations* – The Committee has the responsibility of identifying, reviewing and evaluating candidates to serve on the Company's Board consistent with criteria approved by the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee shall also have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re-election to the Board, as well as monitoring the size of the Board. The Committee shall also recommend to the Board for selection candidates to the Board, or following the Public Effective Date, to serve as nominees for director for the annual meeting of stockholders. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.

- *Board Self-Assessment* – Following the Public Effective Date, the Committee, working with the Chairman of the Board or the Lead Independent Director, as appropriate, shall oversee the self-evaluation of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment shall include evaluation of the Board’s contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup, including the reelection of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment, skills and expertise appropriate for the Company. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by any stock exchange on which any of the Company’s capital stock is listed. The results of these reviews shall be provided to the Board for further discussion as appropriate.
- *Board Committee Nominations* – The Committee shall oversee the Board’s committee structure and operations, including authority to delegate to subcommittees and committee reporting to the Board. Following the Public Effective Date, the Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of any stock exchange on which any of the Company’s capital stock is listed, the rules and regulations of the SEC and applicable law, shall recommend to the entire Board annually the chairmanship and membership of each committee. The Committee shall also conduct an annual self-evaluation.
- *Continuing Education* – The Committee may institute plans or programs for the continuing education of directors and orientation of new directors, as it deems appropriate.
- *Corporate Governance Principles* – The Committee shall develop a set of corporate governance principles to be applicable to the Company, shall periodically review and assess these principles and their application and shall recommend any changes deemed appropriate to the Board for its consideration.
- *Procedures for Information Dissemination* – The Committee shall oversee and periodically review the processes and procedures used by the Company to provide information to the Board and its committees and make recommendations to the Board and management for improvement as appropriate. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.
- *Board Succession* – The Committee shall develop and periodically review a plan for Board succession.
- *Management Succession* – The Committee shall periodically review with the Chief Executive Officer the plans for succession to the offices of the Company’s executive officers and make

recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

- *Self-Assessment* – Following the Public Effective Date, the Committee shall review, discuss and assess its own performance at least annually. The Committee shall also annually review and assess the adequacy of this Charter, including the Committee’s role and responsibilities as outlined in this Charter, and shall recommend any proposed changes to the Board for its consideration.

## **MEETINGS**

The Committee expects to hold four regular meetings per year, and will hold at least two regular meetings per year and additional meetings, as the Committee deems appropriate. The Committee will determine where and when to meet and provide this schedule in advance to the Board. Unless otherwise directed by the Committee, each regularly scheduled meeting will conclude with an executive session that excludes members of management.

## **MINUTES AND REPORTS**

Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The Committee may act by unanimous written consent; when it does so, those actions will be filed in the minute book. The Committee chairperson will report to the Board from time to time, or whenever so requested by the Board.