

**AMENDED AND RESTATED CHARTER OF  
THE AUDIT COMMITTEE OF  
THE BOARD OF DIRECTORS**

**DOCUSIGN, INC.**

**As Amended Through December 3, 2019**

**PURPOSE AND POLICY**

The purpose of the Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of DocuSign, Inc. (the “*Company*”) is to:

- help the Board oversee the Company’s corporate accounting and financial reporting processes, systems of internal control, and financial-statement audits and the integrity of the Company’s financial statements;
- manage the selection, engagement terms, fees, qualifications, independence, and performance of the registered public accounting firms engaged as the Company’s independent outside auditors for the purpose of preparing or issuing an audit report or performing audit services (the “*Auditors*”) and for performing any non-audit services for which the Company may engage an Auditor;
- review any reports or disclosures required by applicable rules and regulations of the Securities and Exchange Commission (the “*SEC*”) and the applicable rules, regulations and listing requirements of the of the Nasdaq Stock Market, or such other stock exchange on which any of the Company’s capital stock is then listed (the “*Exchange Rules*”);
- oversee the organization and performance of the Company’s internal audit function;
- oversee the Company’s risk assessment and risk management practices and policies;
- help the Board oversee the Company’s legal and regulatory compliance; and
- provide regular reports and information to the Board with respect to material issues within the scope of its responsibilities.

The Committee will maintain and foster an open avenue of communication with the Company’s management, internal audit group and Auditors. It will also be responsible for any additional duties and responsibilities that the Board mandates.

The operation of the Committee shall be subject to the Amended and Restated Bylaws of the Company as in effect from time to time (the “*Bylaws*”) and Section 141 of the Delaware General Corporation Law.

## **COMPOSITION**

The members of the Committee, including the Committee chairperson, will 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.

The Committee will consist of at least three members of the Board. Each member of the Committee will satisfy:

- (i) the independence and financial-literacy requirements imposed by the SEC and the Exchange Rules;
- (ii) any other qualifications determined by the Board, and
- (iii) any other requirements imposed by applicable law.

At least one member of the Committee will satisfy the applicable financial-sophistication requirements and any other requirement for accounting or related financial management expertise as determined by the Board and required by the SEC and the Exchange Rules.

## **MEETINGS, MINUTES AND REPORTS**

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate. The Committee will meet at least once every fiscal quarter, but may meet more frequently if its members deem doing so necessary or appropriate. Meetings may be held via teleconference or videoconference. A quorum of the Committee for the transaction of business will be a majority of its members. The Committee may in its sole discretion invite persons who are not members of the Committee to attend Committee meetings, or exclude persons who are not members of the Committee from Committee meetings. The Committee will determine where and when to meet and provide this schedule in advance to the Board. In accordance with the Bylaws and applicable law, the Committee may act by unanimous written consent in lieu of a meeting. As part of its responsibility to foster open communication, the Committee will meet periodically with management, personnel in charge of the internal audit function and the Auditors in separate executive sessions.

Minutes of each meeting of the Committee shall be prepared and distributed to each Committee member, generally in advance of the next regularly scheduled Committee meeting. Minutes of Committee meetings and copies of actions by unanimous written consent of the Committee shall be filed with the minutes of the Board.

The Committee chairperson shall report to the Board from time to time, or whenever so requested by the Board.

## **AUTHORITY; SUBCOMMITTEES**

By approving this Charter, the Board delegates authority to the Committee with respect to the responsibilities set forth herein.

Each member of the Committee will have full access to all Company books, records, facilities and personnel as deemed necessary or appropriate by such member to discharge his or her responsibilities hereunder. If the Committee concludes that it is necessary or appropriate to retain legal, accounting, or other

outside advisors, it may do so and determine compensation for those advisors at the Company's expense. The Committee may also pay any ordinary administrative expenses it deems appropriate in carrying out its duties at the expense of the Company. Irrespective of the retention of legal, accounting or other outside advisors to assist the Committee, the Committee will exercise its own judgment in the fulfillment of its functions.

The Committee may form and delegate authority to one or more subcommittees in accordance with the Bylaws and to the extent permitted by applicable law. By delegating an issue to a subcommittee, the Committee does not surrender any authority over that issue. Although the Committee may act on any issue that has been delegated to a subcommittee, doing so will not limit or restrict future action by the subcommittee on any matters delegated to it. Any action or decision of a subcommittee, including the preapproval of audit or non-audit services, will be presented to the full Committee at its next scheduled meeting.

## **RESPONSIBILITIES**

The Committee shall oversee the integrity of the Company's financial reporting process on behalf of the Board and shall have direct responsibility for the appointment, compensation, retention and oversight of the work of the Auditors and any other registered public accounting firm engaged for the purpose of performing other review or attest services for the Company. The Auditors and each such other registered public accounting firm shall report directly to the Committee.

The Committee's responsibilities, functions and procedures listed below are a guide and should remain flexible to account for the Company's changing circumstances and needs. Accordingly, the Committee may establish such other policies and procedures and may engage in such other activities from time to time as it deems necessary or advisable in implementing this Charter and carrying out its responsibilities hereunder (except as otherwise required by applicable law or the Exchange Rules).

**1. *Evaluation and Retention of Auditors.*** The Committee shall evaluate the performance of the Auditors (taking into account, where appropriate, the views of management and the internal auditors); assess their independence and qualifications, including the performance and qualifications of the lead partner, taking into account the opinions of management and the internal auditors; determine whether to retain, or to terminate, the engagement of the existing Auditors, or to appoint and engage a different independent registered public accounting firm, which retention shall be subject only to ratification by the Company's stockholders (if the Committee or Board elects to submit such retention for ratification by the stockholders); and present the Committee's conclusion to the full Board.

**2. *Communication Prior to Engagement.*** Prior to engagement of any prospective Auditors, the Committee shall review a written disclosure by the prospective Auditors of all relationships between the prospective Auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence, and shall discuss with the prospective Auditors the potential effects of such relationships on the independence of the prospective Auditors.

**3. *Approval of Audit Engagements.*** The Committee shall determine and approve engagements of the Auditors, prior to commencement of such engagements, to perform all proposed audit, review and attest services, including the scope of and plans for the audit, the adequacy of staffing, the compensation to be paid, at the Company's expense, to the Auditors and the negotiation and execution, on behalf of the Company, of the Auditors' engagement letters, which approval may be pursuant to preapproval policies and procedures established by the Committee consistent with applicable laws and Exchange Rules, including the delegation of preapproval authority to one or more Committee members so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.

4. ***Approval of Non-Audit Services.*** The Committee shall determine and approve engagements of the Auditors, prior to commencement of such engagements (unless in compliance with exceptions available under applicable laws or Exchange Rules related to immaterial aggregate amounts of services), to perform any proposed permissible non-audit services, including the scope of the service and the compensation to be paid, at the Company's expense, which approval may be pursuant to preapproval policies and procedures established by the Committee consistent with applicable laws and Exchange Rules, including the delegation of preapproval authority to one or more Committee members so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting. The Committee shall also review and approve disclosures with respect to non-audit services as may be required by applicable law and the Exchange Rules.

5. ***Internal Control Report.*** At least annually, the Committee shall obtain and review a report by the Auditors describing that firm's internal quality-control procedures, any material issues raised by the firm's 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, with respect to one or more independent audits performed by that firm, as well as any steps taken to address the issues raised.

6. ***Audit Partner Rotation.*** The Committee shall monitor the rotation of the partners of the Auditors on the Company's audit engagement team as required by applicable laws and Exchange Rules and to consider periodically and, if deemed appropriate, adopt a policy regarding rotation of auditing firms.

7. ***Auditor Independence.*** At least annually, the Committee shall receive and review written disclosures from the Auditors delineating all relationships between the Auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence and a letter from the Auditors affirming their independence, to consider and discuss with the Auditors any potential effects of any such relationships on the independence of the Auditors as well as any compensation or services that could affect the Auditors' objectivity and independence, and shall assess and otherwise take appropriate action to oversee the independence of the Auditors.

8. ***Former Employees of Auditors.*** The Committee shall consider and adopt clear policies regarding employment by the Company of individuals employed or formerly employed by the Company's Auditors.

9. ***Audited Financial Statement Review.*** The Committee shall review, upon completion of the audit, the financial statements proposed to be included in the Company's Annual Report on Form 10-K to be filed with the SEC, and shall recommend whether or not such financial statements should be so included.

10. ***Annual Audit Results.*** The Committee shall review with management and the Auditors, the results of the annual audit, including the Auditors' assessment of the quality of the Company's accounting principles and practices, the Auditors' views about qualitative aspects of the Company's significant accounting practices, the reasonableness of significant judgments and estimates (including material changes in estimates), any "critical audit matters" (as that term is defined in AS 3101 of the Public Company Accounting Oversight Board (the "PCAOB")), all known and likely misstatements identified during the audit (other than those the Auditors believe to be trivial), the adequacy of the disclosures in the financial statements, and any other matters that the Auditors must communicate to the Committee under applicable accounting or auditing standards.

11. ***Quarterly Results.*** The Committee shall review with management and the Auditors, as appropriate, the Company's quarterly financial statements prior to public disclosure of quarterly financial

information, if practicable, or filing with the SEC of the Company's Quarterly Report on Form 10-Q, and any other matters required to be communicated to the Committee by the Auditors.

**12. *Management's Discussion and Analysis.*** The Committee shall review with management and the Auditors the Company's disclosures contained under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" in its periodic reports to be filed with the SEC.

**13. *Press Releases.*** The Committee shall review and discuss with management and the Auditors, as appropriate, earnings press releases as well as the substance of financial information and earnings guidance provided to analysts and rating agencies, which discussions may be general discussions of the type of information (such as financial information that does not conform to generally accepted accounting principles ("*GAAP*")) to be disclosed and the type of presentation to be made.

**14. *Accounting and Securities Principles and Policies.*** The Committee shall review with management and the Auditors, as appropriate, significant issues that arise regarding securities regulation, accounting principles and financial statement presentation, including critical accounting policies and practices, any "critical audit matters" (as that term is defined in PCAOB AS 3101), alternative accounting policies available under GAAP related to material items discussed with management, the potential impact on the Company's financial statements of off-balance sheet structures and any other significant reporting issues and judgments, significant regulatory, legal and accounting initiatives or developments that may have a material impact on the Company's financial statements, compliance programs or policies.

**15. *Management and Auditor Analyses.*** The Committee shall review any analyses prepared by management or the Auditors 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.

**16. *National Office Communications.*** The Committee shall review with the Auditors, as appropriate, any communications between the audit team and the Auditors' national office with respect to auditing or accounting issues presented by the engagement.

**17. *Disagreements Between Auditors and Management.*** The Committee shall review with management and the Auditors, or any other registered public accounting firm engaged to perform review or attest services, any conflicts or disagreements between management and the Auditors, or such other accounting firm, whether or not resolved, regarding financial reporting, accounting practices or policies or other matters, that individually or in the aggregate could be significant to the Company's financial statements or the Auditors' report, and management's response, if any, and shall resolve any conflicts or disagreements regarding financial reporting.

**18. *Management Cooperation with Audit.*** The Committee shall evaluate the cooperation received by the Auditors during their audit examination, including any significant difficulties encountered during the audit or any restrictions on the scope of their activities or access to required records, data and information, and, whether or not resolved, any significant disagreements with management and management's response, if any.

**19. *Management Letters.*** The Committee shall review with the Auditors any "management" or "internal control" letter issued, or to the extent practicable, proposed to be issued by, the Auditors and management's response, if any, to such letter, as well as any additional material written communications between the Auditors and management.

**20. Internal Control Over Financial Reporting.** The Committee shall confer with management and the Auditors, as appropriate, regarding the scope, adequacy and effectiveness of internal control over financial reporting in compliance with Section 404 of the Sarbanes-Oxley Act, including any significant deficiencies and material weaknesses in their design or operation, and including the audit plan, responsibilities, budget and staff of the internal audit function and any special audit steps adopted in the event of material control deficiencies, and shall review the appointment or replacement of the senior internal audit executive or manager.

**21. Fraud.** The Committee shall review any fraud involving management or any employee of the Company with a significant role in the Company's internal controls over financial reporting that are disclosed to the Committee.

**22. Separate Sessions.** Periodically, the Committee shall meet in separate sessions with the Auditors, the internal auditors (or other personnel responsible for the internal audit function), as appropriate, and management to discuss any matters that the Committee, the Auditors, the internal auditors (or other personnel responsible for the internal audit function) or management believe should be discussed privately with the Committee.

**23. Complaint Procedures.** The Committee shall establish and review procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

**24. Whistleblower Complaints.** The Committee shall oversee the review of any complaints or submissions under the Company's Whistleblower and Complaint Policy, Code of Conduct and Ethics, or other legal compliance policies, in each case relating to accounting, internal accounting, controls or auditing, and retain authority to determine the appropriate response.

**25. Correspondence with Regulators.** The Committee shall consider and review with management, the Auditors, outside counsel, as appropriate, and any special counsel, separate accounting firm or other consultants and advisors as the Committee deems appropriate, any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.

**26. Engagement of Registered Public Accounting Firms.** The Committee shall determine and approve engagements of any registered public accounting firm (in addition to the Auditors), prior to commencement of such engagements, to perform any other review or attest service, including the compensation to be paid, at the Company's expense, to such firm and the negotiation and execution, on behalf of the Company, of such firm's engagement letter, which approval may be pursuant to preapproval policies and procedures, including the delegation of preapproval authority to one or more Committee members, so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.

**27. Ethical Compliance.** The Committee shall review the results of management's efforts to monitor compliance with the Company's programs and policies designed to ensure adherence to applicable laws and regulations, as well as to its Code of Business Conduct and Ethics and Whistleblower and Complaint Policy.

**28. Related Party Transactions and Insider Trading.** The Committee shall consider and approve or disapprove any related party transaction (as defined by the SEC and the Exchange Rules), to the extent required by SEC regulations and in accordance with any policy regarding related party transactions

as may be adopted by the Board or the Committee. The Committee will also oversee and approve material amendments to the Company's Insider Trading Compliance Program and Insider Trading Policy.

**29. Risk Identification, Assessment and Management.** At least annually, the Committee shall review and discuss with management and, as appropriate, the Auditors, the Company's processes, guidelines and policies with respect to risk identification, assessment and risk management in all areas of the Company's business, including financial, accounting, information security and data privacy.

**30. Investigations.** The Committee shall investigate or institute the investigation of any matter brought to the attention of the Committee within the scope of its duties, with full access to all books, records, facilities and personnel of the Company, if, in the judgment of the Committee, such investigation is necessary or appropriate.

**31. Proxy Report.** The Committee shall prepare the audit committee report required by the rules of the SEC to be included in the Company's annual proxy statement.

**32. Annual Charter Review.** The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

**33. Report to Board.** The Committee shall report regularly to the Board with respect to material issues that arise regarding the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance or independence of the Auditors, the performance of the Company's internal audit function or such other matters as the Committee deems appropriate from time to time or whenever it shall be called upon to do so.

**34. Other Legal and Finance Matters.** The Committee shall review with management, legal and regulatory compliance and any actual, pending or threatened legal or financial matters that could significantly affect the Company's business or financial statements or as otherwise deemed appropriate by the Committee. The Committee shall review the Company's compliance with applicable laws and regulations and to review and oversee the Company's policies, procedures and programs designed to promote and monitor legal and regulatory compliance.

**35. Annual Committee Evaluation.** The Committee shall review, discuss and assess its own performance and composition at least annually.

**36. General Authority.** The Committee shall perform such other functions and have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.

**37. Website Posting.** The Committee shall cause this Charter to be posted on the Company's website.

## **RESPONSIBILITY FOR PREPARING FINANCIAL STATEMENTS**

It shall be the responsibility of management to prepare the Company's financial statements and periodic reports and the responsibility of the Auditors to audit those financial statements. These functions shall not be the responsibility of the Committee, nor shall it be the Committee's responsibility to ensure that the financial statements or periodic reports are complete and accurate, conform to GAAP or otherwise comply with applicable laws.

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