

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

DOCUSIGN, INC.

As Amended Through December 4, 2019

PURPOSE AND POLICY

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

- act on behalf of the Board, pursuant to delegated authority, in order to oversee the Company’s compensation policies, plans and programs and review and determine the compensation to be paid to the Company’s executive officers and directors;
- review and discuss with management the Company’s disclosures contained under the caption “Compensation Discussion and Analysis” (“*CD&A*”) for use in any of the Company’s annual reports on Form 10-K, registration statements, proxy statements, information statements or similar documents;
- prepare and review the Committee report on executive compensation included in the Company’s annual proxy statement in accordance with applicable rules and regulations of the Securities and Exchange Commission (the “*SEC*”) in effect from time to time; and
- perform the other responsibilities set forth in the Charter of the Committee as in effect from time to time (the “*Charter*”).

The term “*compensation*” includes salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, retirement benefits and other related benefits and benefit plans. 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.

The policy of the Committee in discharging these obligations shall be to maintain an overall compensation structure designed to attract, retain and motivate management and other employees by providing appropriate levels of risk and reward, assessed on a relative basis at all levels within the Company and in proportion to individual contribution and performance and to establish appropriate incentives for management to further the Company’s long-term strategic plan.

COMPOSITION

The Committee shall consist of at least two members of the Board. Each member of the Committee shall satisfy, as determined by the Board, (i) the independence requirements imposed by the SEC and the applicable rules, regulations and listing requirements 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*”); (ii) any other qualifications determined by the Board or the Nominating and Corporate Governance Committee from time to time; (iii) the “non-employee director” requirements under Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”); (iv) the “outside director”

requirements under Section 162(m) of the Internal Revenue Code of 1986, as amended from time to time (the “**Code**”); and (v) any other requirements imposed by applicable law. The members of the Committee, including the Chairperson, shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and may be removed by the Board in its discretion. Vacancies occurring on the Committee shall 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.

In connection with appointing or continuing the membership of each director serving on the Committee, when affirmatively determining the independence of such member, the Board will consider all factors specifically relevant to determining whether such director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a member of the Committee, including:

- the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director, including whether the director receives compensation from any person or entity that would impair his or her ability to make independent judgments about the Company’s executive compensation; and
- whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company, including whether the affiliate relationship places the director under the direct or indirect control of the Company or its senior management, or creates a direct relationship between the director and members of senior management, in each case of a nature that would impair his or her ability to make independent judgments about the Company’s executive compensation.

MEETINGS, MINUTES AND REPORTS

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. The Committee will meet at least four times every fiscal year, 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. In accordance with the Bylaws and applicable law, the Committee may also act by unanimous written consent in lieu of a meeting. 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 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 Chairperson of the Committee shall report to the Board from time to time or whenever requested to do so by the Board.

AUTHORITY; DELEGATION & SUBCOMMITTEES

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

Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any such member to discharge his or her responsibilities hereunder, including human resources personnel when preparing the CD&A for inclusion in the Company's filings.

The Committee may delegate authority to make equity grants to one or more officers of the Company pursuant to the Company's Equity Grant Delegation Policy as in effect from time to time, and shall have the authority to establish and modify the terms of such policy; to suspend, terminate or replace such policy; and to oversee and supervise the implementation and administration of such policy.

The Committee may also form and delegate authority to subcommittees in accordance with the Bylaws and to the extent permitted by applicable law, including but not limited to:

(1) if deductibility of "performance-based" compensation under Section 162(m) of the Code is desired for grants made prior to November 2, 2017, a subcommittee composed of at least two members of the Committee who are "outside directors" under Section 162(m) (any such subcommittee, a "**Section 162(m) Committee**") and (ii) a subcommittee composed of one or more members of the Committee to grant stock awards under the Company's equity incentive plans to persons who are not then subject to Section 16 of the Exchange Act; and/or

(2) if an exemption from Section 16(b) of the Exchange Act under Rule 16b-3 is desired, a subcommittee composed solely of at least two members of the Committee who are "non-employee directors" under Rule 16b-3 to grant awards of equity securities and to take such other actions as may be necessary or appropriate to qualify transactions in the Company's equity securities under the Rule 16b-3 exemption.

Without limiting the generality of the foregoing, the Committee may form and delegate authority to a committee composed solely of employees of the Company to serve as an administrative and/or investment committee, with fiduciary responsibilities under the Employee Retirement Income Security Act of 1974 ("**ERISA**"), with respect to one or more Company plans that are subject to ERISA.

In addition, notwithstanding the foregoing paragraph or any other provision in this Charter, if deductibility of "performance-based" compensation under Section 162(m) of the Code is desired, only the Committee or a Section 162(m) Subcommittee shall approve compensation intended to qualify for the "performance-based compensation" exception of Section 162(m) ("**Section 162(m) Compensation**"). Approval of Section 162(m) Compensation shall include but not be limited to the establishment, evaluation and certification of achievement of performance goals related to cash or equity compensation. To the extent that any provision of this Charter implicates Section 162(m) Compensation and deductibility of "performance-based" compensation under Section 162(m) of the Code is desired, references in such provision to the Committee shall include the Section 162(m) Committee, if any.

STUDIES AND ADVISERS

The Committee may conduct or authorize investigations or studies of any matters within the Committee's scope of responsibility, with full access to all books, records, facilities and personnel of the Company.

The Committee shall have authority, in its sole discretion, to retain, obtain the advice of or terminate any compensation consultant, legal counsel or other advisers (referred to collectively as "advisers") to assist it in the performance of its duties, but only after taking into consideration all factors relevant to the adviser's independence from management, including, in particular, those specified in

Nasdaq Listing Rule 5605(d)(3) or other applicable Exchange Rule. However, nothing in this paragraph requires that any advisers be independent. The Committee need not conduct this independence assessment with respect to the following (collectively, “*Specified Advisers*”): (a) in-house legal counsel; or (b) any adviser whose role is limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees; or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the adviser and about which the adviser does not provide advice. The Committee shall have direct responsibility for the appointment, compensation and oversight of the work of any advisers engaged for the purpose of advising the Committee, and such advisers shall report directly to the Committee. The Committee shall have sole authority to approve the reasonable fees and the other terms and conditions of such engagement, including authority to terminate the engagement. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such adviser retained by the Committee. Nothing in this provision requires the Committee to implement or act consistently with the advice or recommendations of any adviser or affects the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

RESPONSIBILITIES

The Committee’s responsibilities 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. Overall Compensation Strategy. The Committee shall review, modify (as needed), approve and oversee the overall compensation strategy and policies for the Company, including:

(a) reviewing and approving corporate goals and objectives, which shall support and reinforce the Company’s long-term strategic goals, relevant to the compensation of the Company’s executive officers and other senior management, as appropriate;

(b) reviewing and overseeing the development, implementation and effectiveness of policies, objectives and strategies relating to maintaining diversity in connection with the recruitment, retention and succession of the Company’s executive officers and employees;

(c) evaluating and adopting the compensation plans and programs advisable for the Company, as well as evaluating and recommending to the Board for approval the modification or termination of existing plans and programs;

(d) establishing policies with respect to equity compensation arrangements;

(e) reviewing compensation practices and trends to assess the propriety, adequacy and competitiveness of the Company’s executive compensation programs among comparable companies;

(f) reviewing and approving the terms of any employment agreements, severance arrangements, change-of-control protections and any other compensatory arrangements (including, without limitation, perquisites and any other form of compensation) for the Company’s executive officers and other senior management, as appropriate;

(g) reviewing and approving any compensation arrangement for any executive officer involving any subsidiary, special purpose or similar entity, taking into account the potential for conflicts of interest in such arrangements and whether the arrangement has the potential to benefit the Company;

(h) reviewing the Company's practices and policies of employee compensation as they relate to risk management and risk-taking incentives;

(i) reviewing the Company's procedures with respect to employee loans and approving any loans by the Company to employees; provided that the Committee will not approve any arrangement in which the Company directly or indirectly extends or maintains credit, arranges for the extension of credit or renews an extension of credit, in the form of a personal loan to or for any director or executive officer of the Company;

(j) considering and, if appropriate, establishing and monitoring, a policy designed to encourage executive officers and directors to acquire and hold a meaningful equity interest in the Company; and

(k) evaluating the efficacy of the Company's compensation policy and strategy in achieving expected benefits to the Company and otherwise furthering the Committee's policies.

2. *Compensation of Chief Executive Officer.* The Committee shall review and approve the individual and corporate goals and objectives, compensation and other terms of employment of the Company's Chief Executive Officer that are periodically established. The Committee shall evaluate the Chief Executive Officer's performance in light of relevant corporate goals and objectives, including the policy of the Committee and the Chief Executive Officer's performance in:

(a) fostering a corporate culture that promotes the highest level of integrity and the highest ethical standards;

(b) developing and executing the Company's long-term strategic plan and conducting the business of the Company in a manner appropriate to enhance long-term stockholder value;

(c) achieving any other corporate performance goals and objectives deemed relevant to the Chief Executive Officer as set by the Committee; and

(d) achieving the Chief Executive Officer's individual performance goals and objectives as set by the Committee.

Based on its evaluation, the Committee, either as a committee, or together with the other independent directors of the Company (as directed by the Board) shall determine and approve the compensation, or if required by the Exchange Rules, recommend to the Board for determination and approval the compensation (other than Section 162(m) Compensation, which shall be determined and approved by the Committee), and other terms of employment of the Company's Chief Executive Officer. In determining any long-term incentive component of the Chief Executive Officer's compensation, the Committee should seek to achieve an appropriate level of risk and reward, taking into consideration the Company's performance and relative stockholder return, the potential benefits and costs to the Company of the award, the value of similar incentive awards given to chief executive officers of comparable companies, the awards given to the Company's Chief Executive Officer in past years and such other criteria as the Committee deems advisable. The Chief Executive Officer may not be present during voting or deliberations regarding his or her compensation.

3. ***Compensation of Other Officers.*** The Committee shall review and approve the individual and corporate goals and objectives of the Company's other officers (as that term is defined in Section 16 of the Exchange Act and Rule 16a-1 thereunder) or other senior management, as appropriate. The Committee shall determine and approve the compensation, or if required by the Exchange Rules, recommend to the Board for determination and approval the compensation (other than Section 162(m) Compensation, which shall be determined and approved by the Committee) and other terms of employment of these officers or senior management, as appropriate, taking into consideration each individual's success in achieving his or her individual performance goals and objectives and the corporate goals and objectives deemed relevant to such individual as established by the Committee and in fostering a corporate culture that promotes the highest level of integrity and ethical standards, as well as any recommendation by the Chief Executive Officer.

4. ***Director Compensation.*** The Committee shall evaluate the appropriate level and types of compensation for Board and committee service by non-employee directors and recommend changes therein to the Board.

5. ***Selection of Compensation Consultants, Legal Counsel and Other Advisers.*** The Committee shall have the authority to conduct studies and investigations and to retain, obtain the advice of or terminate compensation and other advisers and consultants, subject to the provisions of this Charter under the heading "Studies and Advisers."

6. ***Administration of Benefit Plans.*** The Committee will have full power and authority to adopt, amend and terminate stock option plans, stock appreciation rights plans, restricted stock unit plans, pension and profit-sharing plans, employee benefit plans, incentive plans, stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans and similar programs. The Committee shall have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards and exercise such other power and authority as may be permitted or required under such plans.

7. ***Compensation Discussion and Analysis.*** The Committee shall review and discuss with management the CD&A and recommend to the Board whether the CD&A should be approved for inclusion in the Company's annual reports on Form 10-K, registration statements, proxy statements, information statements or similar documents.

8. ***Compensation Proposals.*** Provide recommendations to the Board on compensation-related proposals to be considered at the Company's annual meeting.

9. ***Committee Report.*** The Committee shall prepare and review the Committee report on executive compensation to be included in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

10. ***Advisory Votes on Executive Compensation.*** When applicable, the Committee shall review and recommend to the Board the frequency with which the Company will conduct stockholder advisory "Say on Pay" votes under Section 14A of the Exchange Act (each, a "***Say on Pay Vote***"), taking into account the results of the most recent stockholder advisory vote on the frequency of Say on Pay Votes. When applicable, the Committee will consider the results of the most recent Say on Pay Vote in its evaluation of the Chief Executive Officer's compensation; communicate with stockholders or their representatives regarding such results where appropriate; and make such changes (if any) to the Company's executive compensation practices as it deems appropriate in response to such results.

11. *Conflict-of-Interest Disclosure.* The Committee shall review and discuss with management any conflicts of interest raised by the work of any compensation consultant or advisor (except Specified Advisors) that had any role in determining or recommending the amount or form of executive or director compensation or was retained by the Committee or management and how such conflict is being addressed for disclosure in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

12. *Committee Self-Assessment and Charter Review.* The Committee shall review, discuss and assess its own performance and composition at least annually. The Committee shall also review and assess the adequacy of this Charter at least annually, and shall recommend any proposed changes to the Board for its consideration.

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