

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

**DOCUSIGN, INC.**

**As Amended Through March 5, 2021**

**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*”) is to:

- oversee all aspects of the Company’s corporate governance functions on behalf of the Board;
- make recommendations to the Board regarding corporate governance issues;
- periodically review and recommend, as appropriate, desired Board qualifications, expertise, diversity and experience, including experience in technology, finance, management, corporate governance or any other areas the Committee expects to contribute to an effective Board;
- identify, review and evaluate candidates to serve as directors of the Company consistent with criteria approved by the Board;
- serve as a focal point for communication between such candidates, non-committee directors and the Company’s management;
- review and evaluate incumbent directors;
- recommend that the Board select nominees for election or appointment to the Board; and
- make other recommendations to the Board regarding affairs relating to the directors of the Company, including director compensation.

**ORGANIZATION**

The Committee shall consist of at least two members of the Board. 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. Each Committee member shall satisfy:

- (i) the independence requirements imposed by (a) the Securities and Exchange Commission (the “*SEC*”) and (b) 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; and

- (iii) any other requirements imposed by applicable law.

## **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 twice 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. 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. In accordance with the Amended and Restated Bylaws of the Company as in effect from time to time (the “*Bylaws*”) and applicable law, the Committee may also act by unanimous written consent.

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 will 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 or other outside advisors, including executive search firms to identify potential director candidates, 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 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.

## **RESPONSIBILITIES**

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. ***Director Nominations.*** The Committee shall identify, review and evaluate 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 that the Board select nominees for election or appointment to the Board. 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.

**2. Board Self-Assessment.** The Committee, working with the Chairperson 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 as appropriate. The assessment shall include evaluation of the Board's contribution as a whole and its effectiveness in serving the best interests of the Company and its stockholders; the specific areas in which the Board and/or management believe contributions could be improved; and overall Board composition and makeup, including recommendations regarding the re-election of current Board members. In making such assessment the Committee shall consider relevant factors, including whether the directors, both individually and collectively, 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 members of the Board continue to be independent from management within the meaning prescribed by the Exchange Rules. The results of these reviews shall be provided to the Board for further discussion as appropriate.

**3. 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. The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements under the Exchange Rules, the rules and regulations of the SEC and applicable law, shall recommend to the entire Board annually the committee chair and membership of each committee. The Committee shall also conduct an annual self-evaluation.

**4. Continuing Education.** The Committee may institute plans or programs for the continuing education of directors and orientation of new directors, as it deems appropriate, and oversee and maintain any such plans or programs.

**5. Corporate Governance Principles and Compliance Policies.** The Committee shall periodically review and assess the adequacy of the Company's Corporate Governance Guidelines, Code of Business Conduct and Ethics, and any other compliance policies that the Committee deems appropriate, and shall recommend any changes deemed appropriate to the Board for its consideration.

**6. Whistleblower Complaints.** The Committee shall oversee the review of any complaints or submissions under the Company's Whistleblower and Complaint Policy, Code of Business Conduct and Ethics, or other legal compliance policies (other than complaints referred to the Audit Committee relating to accounting, internal accounting, controls or auditing) and retain authority to determine the appropriate response.

**7. Waivers.** The Committee shall consider and grant, condition or withhold waivers of the Company's Code of Business Conduct and Ethics (other than transactions that are subject to review by the Board as a whole or any other committee of the Board), including waivers requested for executive officers and directors (other than where the potential waiver involves a member of the Committee, in which event, such waiver shall be subject to the review of the disinterested members of the Board), and retain authority to grant any such waivers.

**8.     *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.

**9.     *Board Refreshment and Succession.*** The Committee shall develop and periodically review a plan for Board refreshment and director succession.

**10.    *Leadership Structure.*** The Committee shall consider the Board's leadership structure, including the separation of the Chairperson and Chief Executive Officer roles and/or appointment of a Lead Independent Director, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

**11.    *Environmental, Social Responsibility and other Governance Matters.*** The Committee shall consider social responsibility, environmental and sustainability matters as it determines appropriate and make recommendations to the Board regarding, or take action with respect to, such matters.

**12.    *Self-Assessment.*** 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.

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

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