



# Charter of the Nominating and Corporate Governance Committee of the Board of Directors

*As adopted April 27, 2018*

## Purpose

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Smartsheet Inc. (“**Smartsheet**”) will identify, consider, and recommend candidates for membership on the Board, develop corporate governance policies for Smartsheet, oversee the evaluation of the Board and management, and assist the Board with respect to Smartsheet’s corporate governance matters.

## Membership

The Committee will consist of at least two members of the Board, with the exact number being determined by the Board. Each member of the Committee must be an “independent director” as defined under the applicable listing rules, regulations, and requirements of The New York Stock Exchange, as amended from time to time (the “**Exchange Rules**”), except as may be otherwise permitted by the Exchange Rules, and any other requirements imposed by applicable laws, regulations, or rules. All members of the Committee will be appointed by the Board and may be replaced or removed by the Board at any time with or without cause.

The Board, or a majority of the Committee members, may appoint a member of the Committee to serve as the chair of the Committee (the “**Chair**”).

## Responsibilities and Duties

The principal responsibilities and duties of the Committee are set forth below. These duties are a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given Smartsheet’s needs and circumstances. The Committee may engage in such other activities, and establish such policies and procedures, from time to time, as it deems necessary or advisable in implementing this Charter and fulfilling its responsibilities.

## Nominating Duties

1. Develop and recommend policies regarding the director nomination process.
2. Determine periodically, as appropriate, desired Board qualifications, expertise, diversity, and experience, including business experience, knowledge regarding technology, finance, marketing, financial reporting, management, and any other areas that the Committee expects to contribute to an effective Board. On the subject of diversity, the Committee may consider differences of viewpoint, professional experience, education, skills, expertise, and other unique qualities and attributes that contribute to heterogeneity across the Board, including characteristics such as race, gender, and national origin.
3. Identify, evaluate, and select, or recommend that the Board select, nominees for election or appointment to the Board, including nominees to fill director vacancies, consistent with criteria approved by the Board.
4. Consider, evaluate, and, as applicable, recommend shareholder nominees for election to the Board.
5. Annually review the independence of non-employee directors and members of the Committee, the Audit Committee, the Compensation Committee, and any other independent Board committees.
6. Review and discuss the narrative disclosure about the director nomination process, Board leadership structure, and the Board's role in risk oversight, to be included in any Securities and Exchange Commission (the "**Commission**") filings.

## Corporate Governance Duties

7. Develop and recommend to the Board a set of corporate governance guidelines ("**Corporate Governance Guidelines**"), codes of conduct and ethics (the "**Codes of Conduct**"), and any other compliance policies that the Committee deems appropriate.
8. Periodically review and assess the adequacy of the Corporate Governance Guidelines, Codes of Conduct, and any other compliance policies that the Committee deems appropriate, and recommend any proposed changes to the Board.
9. Periodically review and recommend any adjustments to the structure and composition of the Board and Board committees, which review may include evaluation of the (a) qualifications, diversity, and the

factors described under the Nominating Duties above, (b) the separation of the Chair and Chief Executive Officer roles, and (c) appointment of a lead independent director.

10. Recommend that the Board establish special committees as may be desirable or necessary from time to time to address interested director, ethical, legal, or other matters that may arise.
11. Develop and oversee a process for evaluation of the performance of the Board, each Board committee, and management.
12. Oversee the implementation of any continuing education program for directors, including an orientation program for new directors, and oversee and maintain any such program.
13. Consider and, at the Committee's discretion, grant waivers of the Code of Business Conduct for Directors and the Code of Business Conduct and Ethics for Employees.

#### Other Duties

14. Perform such other activities consistent with this Charter, Smartsheet's Bylaws, and governing law as the Committee or the Board deems necessary or advisable.

### **Studies and Advisers**

The Committee, in discharging its responsibilities, has the sole authority to retain, compensate, and terminate any search firm to help find qualified director candidates.

The Committee has the sole authority and right, at Smartsheet's expense, to retain and terminate such search firms, any legal counsel or other consultants, accountants, experts, and advisers of its choice to assist the Committee in connection with its functions, including any studies or investigations. The Committee will have the sole authority to approve the fees and other retention terms of such advisers. Smartsheet will provide for appropriate funding, as determined by the Committee, for:

- payment of fees to any search firms, legal counsel, or other consultants, accountants, experts, and advisers retained by the Committee; and
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

Irrespective of the retention of any search firms, legal counsel or other consultants, accountants, experts, and advisers to assist the Committee, the Committee must exercise its own judgment in fulfillment of its functions.

### **Delegation of Authority**

The Committee may form and delegate authority to subcommittees as it deems appropriate and to the extent permitted under applicable laws, rules, and regulations, and Smartsheet's Articles of Incorporation and Bylaws, each as amended from time to time.

### **Meetings, Minutes, and Reports**

The Committee will meet periodically as necessary to act on any matter within its responsibility and duties. The Chair, in consultation with the other member(s) of the Committee, will set the dates, times, and places of such meetings. The Chair, or any other member of the Committee, may call meetings of the Committee in accordance with Smartsheet's Bylaws. Briefing materials will be provided to the Committee as far in advance of meetings as is practicable. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held in person or via telephonic or video conference. In accordance with Smartsheet's Bylaws, the Committee also may act by unanimous written consent in lieu of a meeting. Subject to the requirements of this Charter, applicable law, the Exchange Rules, and the Commission Rules, the Committee and the Chair may invite any Smartsheet director, executive, employee, or other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. A secretary, who need not be a member of the Committee, will be designated for each Committee meeting and will provide support as required.

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, which will be filed with the minutes of the Board. The Committee will report to the Board periodically as appropriate.

### **Review of Committee Composition, Performance and Charter**

The Committee will annually evaluate its composition and performance, and report its findings to the Board. The Committee will also periodically review and reassess the adequacy of this Charter, and recommend to the Board any changes that the Committee determines are appropriate.

## **Publication**

Smartsheet will make this Charter freely available to shareholders upon request and, so long as Smartsheet is subject to the periodic reporting requirements of the Exchange Act, will publish it on Smartsheet's website.