

**CHARTER OF THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF ZUORA, INC.**

**(As last amended on March 26, 2020)**

**I. PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Zuora, Inc. (the “**Company**”) is to: (i) identify, consider and recommend candidates for membership on the Board, consistent with criteria approved by the Board; (ii) develop and recommend corporate governance guidelines and policies for the Company; (iii) oversee the evaluation of the Board and each committee of the Board; (iv) advise the Board on other corporate governance matters and any related matters required by federal securities laws; and (v) such other responsibilities as may be delegated to it in the future by the Board. This charter (the “**Charter**”) sets forth the authority and responsibility of the Committee in fulfilling its purpose.

**II. MEMBERSHIP**

The Committee will consist of two or more members of the Board, with the exact number being determined by the Board. Each member of the Committee will (i) meet the independence and other requirements set forth in the rules of the New York Stock Exchange (the “**NYSE Rules**”) and the rules and regulations of the Securities and Exchange Commission (the “**SEC Rules**”), (ii) be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member, and (iii) meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

Each member of the Committee will be appointed by, and serve at the discretion of, the Board. The members shall each serve until their respective terms as members of the Board or Committee shall expire, subject to earlier resignation, removal or death. The Board may remove any member from the Committee at any time with or without cause. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the “**Chair**”). If the Board does not appoint a Chair, the Committee members may designate a Chair by a majority vote. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings.

**III. RESPONSIBILITIES AND DUTIES**

The principal responsibilities and duties of the Committee are set forth below. These duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given the Company’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. Periodically consider and assess the desirability of developing policies regarding the director nomination processes and if the Committee determines it appropriate to have such policies to develop and recommend such policies.
2. Periodically consider the size, structure and composition of the Board and committees of the Board, and develop and recommend to the Board the desired criteria, including

qualifications, expertise and characteristics, to be considered for members of the Board and each of the committees of the Board.

3. Annually make recommendations to the Board with respect to the composition of Board committees and chairperson of each Board committee.

4. Identify, consider and assist in recruiting qualified candidates for Board membership, consistent with criteria approved by the Board.

5. Oversee inquiries into the backgrounds and qualifications of potential candidates for membership on the Board.

6. Review, and recommend to the Board for its determination, the independence of the non-employee directors and members of the Committee and the Audit Committee, Compensation Committee and other independent committees of the Board.

7. Consider and make recommendations to the Board with respect to director nominations properly submitted by the Company's stockholders in accordance with the Company's Certificate of Incorporation and/or Bylaws and SEC Rules.

8. Recommend to the Board for its selection all nominees to become members of the Board by appointment or to be proposed by the Board for election by the stockholders.

#### **Corporate Governance Duties**

9. Periodically review the adequacy of the Company's Global Code of Business Conduct and Ethics (the "**Code of Conduct**"), Corporate Governance Guidelines (the "**Guidelines**") and this Charter, and recommend revisions for approval by the Board.

10. Consider waivers of the Code of Conduct (other than transactions that are subject to review by the Board as a whole); provided, that, any waivers of the Code of Conduct for directors or executive officers must be approved by the Board.

11. Recommend that the Board establish special committees as may be desirable or necessary from time to time in order to address interested director, ethical, legal or other matters that may arise.

12. Consider the Board's leadership structure, including the separation of the Chairperson of the Board and Chief Executive Officer roles or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

13. Periodically consider procedures for stockholder communications with members of the Board.

14. Periodically review with the Chief Executive Officer and the Chairperson of the Board or lead independent director of the Board the succession plans for senior management positions, reporting its findings and recommendations to the Board.

15. Oversee a process for evaluation of the performance of the Board and each committee of the Board on an annual basis.

16. Annually conduct a self-evaluation of the Committee and its members, including reviewing compliance of the Committee with this Charter.

17. Make such recommendations to the Board and its committees as the Committee may consider necessary or appropriate and consistent with its purpose, and take such other actions and perform such other services as may be referred to it from time to time by the Board or under the SEC Rules or the NYSE Rules.

18. Review and make recommendations to the Board regarding stockholder proposals that relate to corporate governance matters or that are not otherwise reviewed by another committee of the Board, and review recommendations received from proxy advisory firms.

19. Review any director resignation made in accordance with the Guidelines, and recommend to the Board whether the resignation should be accepted.

20. Review any proposed transaction referred to the Committee in the event that any member of the Audit Committee is a related party in such a transaction pursuant to the Company's Related Party Transactions Policy.

21. Review, assess and make recommendations regarding the Company's policies and practices related to corporate social responsibility and environmental sustainability matters.

22. The Chair or any member designated by the Committee will report to the Board following meetings of the Committee and from time to time with respect to the activities of the Committee, including on significant matters related to the Committee's responsibilities and the Committee's deliberations and actions.

#### **IV. DELEGATION, AUTHORITY AND RESOURCES**

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the NYSE Rules, the SEC Rules, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees. Subcommittees of the Committee will consist of one or more members of the Committee who will regularly report on their activities to the Committee.

The Committee will have access to the Company's books, records, facilities and personnel that are necessary to carry out its responsibilities. The Committee will also have appropriate resources and sole authority to determine the retention terms of and select, retain and terminate consultants, accountants, legal counsel, experts, search firms and other advisors as it deems appropriate, without seeking approval of the Board or management. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any such advisers that it retains. The Company shall provide appropriate funding and other resources for such advisers, as determined by the Committee. Irrespective of the retention of any advisers to assist the Committee, the Committee shall exercise its own judgment in the fulfillment of its functions.