

**CHARTER OF THE
COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
ZUORA, INC.**

As adopted on March 6, 2018

I. PURPOSE

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Zuora, Inc. (the “**Company**”) is to assist the Board with respect to compensation matters, including evaluating, recommending, approving and reviewing executive officer and director compensation arrangements, plans, policies and programs maintained by the Company, and administering the Company’s executive bonus program and equity-based compensation plans. The Committee may also make recommendations to the Board regarding any other Board responsibilities relating to executive compensation. 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 determined by the Board. Each member of the Committee will:

- be an “independent director” as defined under the applicable rules, regulations and listing requirements of the stock exchange upon which the Company’s securities are listed for trading (the “**Exchange Rules**”), except as may otherwise be permitted by the Exchange Rules;
- be “independent” as defined in any other rules and regulations (the “**Commission Rules**”) promulgated by the Securities and Exchange Commission (the “**Commission**”) under Section 10C of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), except as may otherwise be permitted by the Commission Rules;
- be a “non-employee director,” as defined in Rule 16b-3 under Section 16 of the Exchange Act;
- be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a member of the Committee; and
- 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 the Board and will serve until the earlier of such member’s 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 meetings and conduct the proceedings of Committee meetings.

III. RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee in serving the purposes outlined in Section I of this Charter 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.

1. Annually review the Company's overall compensation strategy, including base salary, incentive compensation and equity-based grants.

2. Annually review and approve the goals and objectives to be considered in determining the compensation of the Company's Chief Executive Officer (the "**CEO**") and other "executive officers" as defined under Rule 3b-7 and "officers" as defined under Rule 16a-1(f) promulgated under the Exchange Act (the "executive officers" and "officers" excluding the CEO, the "**Executive Officers**"), and evaluate their performance in light of these goals and objectives.

With respect to the CEO, the independent members of the Board shall determine and approve the CEO's overall compensation based on the Committee's evaluation of the performance of the CEO in light of the Company's goals and objectives. With respect to the Executive Officers, the Committee will have the sole authority, subject to any approval by the Board which the Committee or legal counsel determines to be desirable or is required by applicable law or the Exchange Rules, to determine and approve (i) the salary paid to the Executive Officers, (ii) the grant of all cash-based incentive compensation and equity-based compensation to the Executive Officers, (iii) the entering into or amendment or extension of any offer letter, employment contract or similar arrangement with the Executive Officers, (iv) the entering into or amendment or extension of any severance or change in control arrangements with the Executive Officers and (v) any other compensation arrangements with the Executive Officers.

In connection with its evaluation of CEO and Executive Officer compensation, the Committee will consider the results of the most recent stockholder advisory vote on executive compensation (a "say on pay" vote). The Committee also may take account of the recommendations of the CEO with respect to the compensation of the Executive Officers. The CEO may not be present during voting or deliberations regarding the CEO's compensation. In determining the long-term incentive component of CEO and Executive Officer compensation, the Committee may consider multiple factors, including the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the CEO and Executive Officers in past years.

3. Review and approve or make recommendations to the Board with respect to adoption and approval of, or amendments to, the Company's executive bonus program and all equity-based incentive compensation plans and arrangements, and the cash amounts and aggregate numbers of shares reserved for issuance thereunder.

4. Review and approve policies and procedures relating to perquisites and expense accounts of the CEO and Executive Officers.

5. Administer and interpret the Company's executive bonus program and equity-based compensation plans and agreements thereunder, including establishing parameters for delegated authority to issue equity awards. The Committee may adopt an equity award policy and delegate to the CEO, including in conjunction with one or more officers (the "**Equity Award Committee**"), within the limits imposed by such policy and applicable law and the Exchange Rules, the authority to approve cash awards or make equity grants to employees of the Company or of any subsidiary of the Company who are not the CEO, Executive Officers or directors of the Company, provided, that, in the case of grants of stock options or stock appreciation rights, the price per share of any grant made by the CEO, including in conjunction with one or more officers, is no less than the fair market value of the Company's common stock on the date of grant. The Committee members shall be informed at the next regularly scheduled Committee meeting of any equity grants made pursuant to this provision, which notice shall include each grantee's name, grant date, type of award, exercise price (if applicable) and number of shares.

6. Meet with the CEO annually to discuss the incentive compensation programs to be in effect for the Executive Officers and, where appropriate, for other employees of the Company or any Company subsidiary for such fiscal year, and the corporate goals and objectives relevant to those programs and performance targets applicable to the Executive Officers and, where appropriate, other employees of the Company or any subsidiary.

7. Administer and, if deemed necessary, amend the Company's 401(k) plan and any deferred compensation plans (collectively, the "**Designated Plans**"), and, if desired, delegate the routine administration of the Designated Plans to an administrative committee consisting of employees of the Company named by the Committee.

8. Recommend to the Board, for determination by the Board, the form and amount of cash-based and equity-based compensation to be paid or awarded to the Company's non-employee directors, including compensation for service on the Board or on committees of the Board.

9. Review with management the Company's major compensation-related risk exposures and the steps management has taken to monitor or mitigate such exposures.

10. Consider and make recommendations to the Board regarding the frequency with which stockholder "say on pay" votes should occur.

11. For so long as the Company is subject to the periodic reporting requirements of the Exchange Act: (i) review any disclosure in the annual reports or the proxy statements for the Company's annual meetings regarding the Company's compensation policies and practices as they relate to its risk management prepared in response to the requirements of Item 402(b) and (s) of Regulation S-K promulgated by the Commission (or any successor disclosure items) and the narrative disclosure related to compensation consultants in determining or recommending the amount or form of executive and director compensation whose work has raised any conflict of interest in response to the requirement of Item 407(e)(3)(iv) of Regulation S-K promulgated by the Commission (or any successor disclosure items)), and any other "say on pay" voting material to be included in the proxy statement, (ii) based on such review and discussion, recommend to the Board whether such disclosure should be included in the Company's annual report on Form 10-K, proxy statement, information statement or similar document, and (iii) prepare a report of the Committee for inclusion in the annual report or the proxy statement for the Company's annual meeting in accordance with the rules and regulations of the Commission.

12. Periodically consider and, if determined to be appropriate, make recommendations to the Board regarding adoption of a Company policy regarding recovery of incentive-based compensation that is based on financial information required to be reported under the Exchange Act (or other federal securities laws) following restatement of such financial information.

13. Periodically review the Company's procedures with respect to employee loans. 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, CEO, or Executive Officer (or equivalent thereof) of the Company. The Committee will assist the Board and management of the Company in complying with this prohibition.

14. Review and approve the selection of the Company's peer companies for compensation assessment purposes

15. Annually review and reassess the adequacy of this Charter and recommend to the Board any changes to this Charter that the Committee considers necessary or advisable.

16. Perform any other activities required by applicable law, rules or regulations, including the Commission Rules and the Exchange Rules, and take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose.

IV. STUDIES AND ADVISORS

The Committee, in discharging its responsibilities, may conduct or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full access to all books, records, facilities and personnel of the Company. The Committee has the sole authority and right, at the expense of the Company, to retain and terminate search firms, consultants, accountants, legal counsel, experts and other advisors of its choice to assist the Committee in connection with its functions, including any studies or investigations. In connection with the retention of such advisors (other than in-house legal counsel), the Committee shall consider factors related to the independence of such advisors, including with respect to each such advisor (or the advisor's employer): (i) the provision of other services to the Company by such advisor (or their employer); (ii) the amount of fees received from the Company, as a percentage of the total revenue of such advisor (or their employer); (iii) the policies and procedures of such advisor (or their employer) that are designed to prevent conflicts of interest; (iv) any business or personal relationship of such advisor (or their employer) with a member of the Committee or the CEO or an Executive Officer; (v) any shares of Company capital stock or other Company securities owned by such advisor (or their employer); and (vi) such other factors as the Committee deems relevant or may be required from time to time by the Commission Rules or the Exchange Rules; provided, that, nothing herein requires that compensation advisors must be independent, only that the enumerated independence factors be considered before selecting or otherwise receiving advice from such an advisor. The Committee shall also evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

The Committee will have the sole authority to approve the fees and other retention terms of such advisors. The Company will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any compensation and other consultants, accountants, legal counsel, experts and other advisors retained by the Committee;
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions; and
- the commission of any necessary studies or surveys concerning the levels of executive compensation payable in the industry in which the Company is engaged and in other related industries or obtaining recommendations from outside/independent consultants concerning comparable compensation programs.

Irrespective of the retention of compensation and other consultants, accountants, legal counsel, experts and other advisors to assist the Committee, the Committee shall exercise its own judgment in fulfillment of its functions.

The Committee is not required to assess the independence of any consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

V. MEETINGS, ACTIONS WITHOUT A MEETING AND STAFF

Meetings of the Committee will be held from time to time, as determined appropriate by the Committee. 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 by notice in accordance with the Company's Bylaws. 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. The Committee also may act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws. Subject to the requirements of this Charter, applicable law, the Exchange Rules and the Commission Rules, the Committee and the Chair may invite any director, executive or employee of the Company, or such 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. The Chair will designate a secretary for each meeting, who need not be a member of the Committee. The Secretary of the Company shall provide the Committee such staff support as it may require.

VI. MINUTES AND REPORTS

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. 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. The minutes of the Committee and actions by the unanimous written consent of the Committee members will be made available to the other members of the Board.

VII. DELEGATION OF AUTHORITY

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules, the Commission 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.

VIII. COMPENSATION

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair. Such fees may include retainers or per meeting fees and will be paid in such form of consideration as is determined by the Board in accordance with applicable law, the Exchange Rules and the Commission Rules.

IX. PUBLICATION

The Company shall make this Charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Exchange Act, shall publish it on the Company's website.

X. ANNUAL PERFORMANCE EVALUATION

The Committee will conduct a self-evaluation at least annually of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter.