

## ZUORA, INC.

### CORPORATE GOVERNANCE GUIDELINES

As adopted on March 6, 2018

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “**Board**”) of Zuora, Inc. (“**Zuora**”) to promote the effective functioning of the Board and its committees, to promote the interests of stockholders, and to ensure a common set of expectations as to how the Board, its various committees, individual directors and management should perform their functions. The Board intends that these guidelines serve as a flexible framework within which the Board may conduct its business, rather than as a set of binding obligations. These Corporate Governance Guidelines are not intended to change or interpret any federal or state law or regulation, including the General Corporation Law of the State of Delaware, or the Certificate of Incorporation or Bylaws of Zuora. These Corporate Governance Guidelines are subject to modification from time to time by the Board pursuant to the recommendations of the Nominating and Corporate Governance Committee of the Board (the “**Committee**”).

#### I. Role of the Board

The business and affairs of Zuora will be managed by or under the direction of the Board. The Board elects corporate officers, acts as the management team’s advisor and is expected to monitor the performance of Zuora (in relation to its financial objectives, major goals, strategies and competitors). The Board regularly reviews Zuora’s long-term strategic business plans with the officers and other pertinent issues affecting the business of Zuora. The Board assesses risks facing Zuora and management’s approach to addressing such risks. The Board is also responsible for oversight of Zuora’s program to prevent and detect violations of law, regulation or company policies and procedures. The Board reviews and, if appropriate, approves significant transactions.

#### II. Independence of the Board

The Board will be comprised of a majority of directors who, in the business judgment of the Board, qualify as independent directors (“**Independent Directors**”) under the applicable rules, regulations and listing standards of the stock exchange upon which Zuora’s securities are listed for trading, as such rules, regulations and listing standards may be amended from time to time, and these Corporate Governance Guidelines. No director will qualify as independent unless the Board affirmatively determines that the director has no material relationship with Zuora (either directly or as a partner, stockholder or officer of an organization that has a relationship with Zuora). The Board may adopt and disclose categorical standards to assist it in determining director independence.

#### III. Size of the Board

Zuora’s Bylaws provide that the Board will have such number of directors as are set by resolution of the Board. The Board will periodically review the size of the Board, which may be increased or decreased if determined to be appropriate by the Board.

#### IV. Board Meetings

There are at least four regularly scheduled meetings of the Board, held quarterly each year, plus special meetings as required by the needs of Zuora. A director is expected to spend the time and effort necessary to properly discharge such director’s responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and committees on which such director sits, and to review prior to meetings material distributed in advance for such meetings. A director who is unable to attend a meeting

(which it is understood will occur on occasion) is expected to notify the Secretary of Zuora, who will then notify the Chairperson of the Board (the “**Chairperson**”) or the Chair of the appropriate committee in advance of such meeting.

## **V. Chairperson of the Board; Lead Independent Director**

The Board does not require the separation of the offices of the Chairperson and the Chief Executive Officer. The Board will be free to choose its Chairperson in any way that it considers in the best interests of Zuora. The Committee will periodically consider the Board’s leadership structure and make such recommendations to the Board with respect thereto as the Committee deems appropriate. When the Chief Executive Officer retires or resigns from that position, he or she should offer his or her resignation from the Board and all committees thereof. The Committee will assess the appropriateness of the former Chief Executive Officer remaining on the Board.

When the positions of Chairperson and Chief Executive Officer are held by the same person, the Board will designate a Lead Independent Director by a majority vote of the Independent Directors. In cases in which the Chairperson and Chief Executive Officer are the same person, the Chairperson schedules and sets the agenda for meetings of the Board in consultation with the Lead Independent Director, and the Chairperson or, if the Chairperson is not present, the Lead Independent Director chairs such meetings. In addition, the Lead Independent Director (i) presides over executive sessions of the Independent Directors, (ii) serves as a liaison between the Chairperson and the Independent Directors, (iii) consults with the Chairperson regarding information sent to the Board in connection with its meetings, (iv) has the authority to call special meetings of the Board, (v) is available under appropriate circumstances for consultation and direct communication with stockholders and (vi) performs such other functions and responsibilities as requested by the Board from time to time. The Lead Independent Director will encourage direct dialogue between all directors (particularly those with dissenting views) and management.

If no Chairperson or Lead Independent Director is elected, the Chief Executive Officer will preside at meetings of the Board.

## **VI. Selection of Directors**

The Board is classified into three classes, with the members of each class up for election once every three years. The Board will be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Committee is responsible for identifying, evaluating and recommending candidates to the Board for Board membership. The Committee may use outside consultants to assist in identifying candidates. When formulating its Board membership recommendations, the Committee will also consider advice and recommendations from stockholders, management, and others as it deems appropriate.

## **VII. Board Membership Criteria**

Nominees for director will be selected on the basis of, among other things, independence, integrity, diversity, skills, financial and other expertise, breadth of experience, knowledge about Zuora’s business or industry, willingness and ability to devote adequate time and effort to Board responsibilities in the context of the existing composition, other areas that are expected to contribute to the Board’s overall effectiveness, and needs of the Board and its committees.

The Committee will be responsible for developing and recommending to the Board for determination: (i) any specific minimum qualifications that the Committee believes must be met by a Committee-recommended nominee for a position on the Board, (ii) any specific qualities or skills that the Committee believes are necessary for one or more of the Board members to possess and (iii) the desired

qualifications, expertise and characteristics of Board members, with the goal of developing an experienced and highly qualified Board. In evaluating potential candidates for the Board, the Committee considers these factors in light of the specific needs of the Board at that time.

#### **VIII. Other Public Company Directorships**

The Committee, in making its recommendations, will consider the number of other public company boards and other boards (or comparable governing bodies) of which a prospective nominee is a member, as well as his or her other professional responsibilities. Incumbent directors should advise the Chairperson or Chair of the Committee in advance of accepting an invitation to serve on another public company board. No director will serve on more than five public company boards, including the Board. The Chief Executive Officer will not serve on more than two public company boards, including the Board. Directors also are expected to limit the number of other boards, including non-profits, on which they serve in order to devote adequate time and effort to their Board responsibilities. Additionally, the Committee will advise the Board as to whether any member of the Audit Committee will be permitted to sit upon the audit committees of more than three other public companies, taking into account Zuora's needs at such time and the qualifications and demands upon the time of such person. The Board will thereupon determine whether such service impairs such member's ability effectively serve on the Audit Committee.

#### **IX. Conflicts of Interest**

The Board expects its directors to act ethically at all times and acknowledge their adherence to the policies comprising Zuora's Global Code of Business Conduct and Ethics. If a conflict of interest arises for a director, that person will promptly inform the Chair of the Committee, who, together with the Chairperson, will determine if the matter should be resolved by the Committee or if it needs to be brought to the attention of the full Board. If it is determined that a conflict of interest would materially impact a director's ability to fulfill his or her duties as director and the conflict cannot be adequately addressed in another manner, this will be communicated back to the director who will, if requested, resign from the Board.

#### **X. Retirement Age**

The Board does not believe that a fixed retirement age for directors is necessary or appropriate.

#### **XI. Director Tenure**

There are no limits on the number of three-year terms that may be served by a director. However, in connection with evaluating recommendations for nomination for re-election, the Committee will consider director tenure, together with such other criteria determined by the Committee, in light of the specific needs of the Board at that time.

#### **XII. Number and Composition of Board Committees**

The Board currently has the following standing committees: Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. The purpose and responsibilities for each of these committees will be outlined in committee charters adopted by the Board. Each of these committees will be composed entirely of Independent Directors satisfying applicable legal, regulatory and stock exchange requirements, including any additional independence requirements, necessary for an assignment to any such committee.

After consultation with the Committee, the Board may, from time to time, form a new committee or subcommittee, re-allocate responsibilities of one committee to another committee or subcommittee or disband a current committee (subject to the applicable rules, regulations and listing standards of the stock

exchange upon which Zuora's securities are listed for trading) or subcommittee depending on circumstances. In addition, the Board may determine to form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

All committees formed by the Board will be chaired by Independent Directors, except where the Board, pursuant to the recommendation of the Committee, determines otherwise.

### **XIII. Executive Sessions of Independent Directors**

The Independent Directors of Zuora will meet in executive session without management on a regularly scheduled basis either before or after regularly scheduled Board meetings. The Chairperson or, if the Chairperson and the Chief Executive Officer are the same person, the Lead Independent Director will preside at such executive sessions. Any Independent Director can request that an additional executive session be scheduled.

### **XIV. Director Compensation**

Non-employee directors are eligible to receive reasonable compensation for their service on the Board and its committees, as well as reimbursement of reasonable expenses incurred in connection with their service. Employee directors are not paid additional compensation for their services as directors. The Compensation Committee reviews the form and amount of any cash-based and equity-based compensation to be paid or awarded to non-employee directors for service on the Board and its committees and provides a recommendation to the Board, for determination by the Board, as to such compensation based upon, among other things, the Compensation Committee's consideration of the responsibilities and time commitment of Zuora's directors, as well as information regarding the compensation paid by peer companies. The Compensation Committee will periodically review the level and form of, and, if it deems appropriate, recommend to the Board changes in, director compensation.

### **XV. Director and Senior Executive Stock Ownership**

The Compensation Committee, working with the Committee, periodically assesses the appropriateness of stock ownership guidelines for directors and senior executives, including whether and to what extent directors and senior executives should be restricted from selling stock acquired through equity compensation.

### **XVI. Board Access to Officers and Employees**

The Board has full and free access to officers and employees of Zuora. Any meetings or contacts that the Board or an individual director wishes to initiate may be arranged through Zuora's Chief Executive Officer or Secretary or directly by the Board or such director. The Board will use its judgment to ensure that any such contact is not disruptive to the business operations of Zuora and may, to the extent not inappropriate, copy the Chief Executive Officer on any written communications between any directors and an officer or employee of Zuora.

The Board may invite management and/or advisors of Zuora to attend, from time to time, meetings of the Board (or a portion thereof).

### **XVII. Attendance at Annual Meeting of Stockholders**

It is Zuora policy that directors are invited and encouraged to attend the Annual Meeting of Stockholders, either in person or telephonically.

## **XVIII. Director Orientation and Continuing Education**

Zuora will provide for an orientation process for new directors that includes background material, meetings with senior management and visits to Zuora facilities. The Board encourages all directors to stay abreast of developing trends for directors from the variety of sources available. Directors may be expected, based on the recommendations of the Committee, to participate in continuing educational programs relating to Zuora's business, corporate governance or other issues pertaining to their directorships in order to maintain the necessary level of expertise to perform their responsibilities as directors.

## **XIX. Evaluation of Board Performance**

The Board and each of its committees will conduct a self-evaluation at least annually. The Committee will oversee an annual self-evaluation of each individual director's performance, the Board's performance and the operation and composition of each committee of the Board.

The Committee will utilize the results of this self-evaluation process to determine if the Board and its committees are functioning effectively and in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees.

## **XX. Chief Executive Officer and Executive Officer Performance Review**

The Compensation Committee will annually review and approve the goals and objectives to be considered in determining the compensation of the Chief Executive Officer (the "**CEO**") and other executive officers, and evaluate their performance in light of these goals and objectives. With respect to the CEO, Independent Directors shall determine and approve the CEO's overall compensation based on the Compensation Committee's evaluation of the performance of the CEO in light of Zuora's goals and objectives. With respect to the executive officers, the Compensation Committee will have the sole authority, subject to any approval by the Board which the Compensation Committee or legal counsel determines to be desirable or as required by applicable rules and regulations, 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.

## **XXI. Succession Planning**

The Board, working with the Committee, plans for Chief Executive Officer succession and reviews senior management selection and succession planning in order to assure the orderly functioning and transition of the management of Zuora, in the event of emergency or retirement of the Chief Executive Officer. As part of this process, the Independent Directors, in consultation with the Chief Executive Officer, assess management needs and abilities of potential successors.

The Board will be responsible for identifying potential candidates for, and selecting, the Chief Executive Officer. In identifying potential candidates for, and selecting, the Chief Executive Officer, the Board will consider, among other things, a candidate's experience, understanding of Zuora's business environment, leadership qualities, knowledge, skills, expertise, integrity and reputation in the business community.

## **XXII. Change in Director's Status**

Directors must inform the Chairperson or Lead Independent Director of any change in his or her principal occupation or business association or status as a member of the board of any other public company, including retirement. An Independent Director must inform the Chairperson or Lead Independent Director of any change in circumstance that may cause his or her status as an Independent Director to change. The Committee will consider the circumstances in each case and may make a recommendation to the Board that the director submit his or her resignation, at which time, the Board (excluding the director in question) will determine the Committee's recommendation and make a determination regarding the continued appropriateness of Board or committee membership by such director.

## **XXIII. Authority to Retain and Access Advisors**

The Board and each of its committees have the authority and ability, at Zuora's expense, to (i) retain and terminate independent advisors as the Board and any such committee deems necessary, and (ii) access any accounting, financial, legal or other advisors currently engaged by Zuora.

## **XXIV. Employee and Stockholder Communications with the Board**

Employees may communicate concerns about Zuora's conduct, or about its accounting, internal accounting controls or auditing matters, by following the procedures outlined in Zuora's Whistleblower and Complaint Policy.

Stockholders and other interested parties may communicate with the Board as a whole, the Lead Independent Director or the independent directors as a group by writing to the Board, c/o General Counsel, Zuora, Inc., 3050 South Delaware Street, Suite 301, San Mateo, California 94403. All mail received will be opened and communications that relate to matters that are within the scope of the responsibilities of the Board, other than solicitations, junk mail and frivolous or inappropriate communications, will be forwarded to the Chairman of the Board, the Lead Independent Director or the independent directors as a group, as applicable. If the correspondence is addressed to the Board, the Chairman will share it with the other Board members if he or she determines it is appropriate for the Board to review such correspondence.

## **XXV. Amendments**

The Board may amend these Corporate Governance Guidelines, or grant waivers in exceptional circumstances, provided that any such modification or waiver may not be a violation of any applicable law, rule or regulation and further provided that any such modification or waiver is appropriately disclosed.