

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

As adopted on March 6, 2018

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:

- 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 free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member; 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 earliest 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 Committee meetings and conduct the proceedings of those meetings.

III. RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee in serving the purpose 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.

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 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. Identify, consider and assist in recruiting qualified candidates for Board membership, consistent with criteria approved by the Board.
4. Oversee inquiries into the backgrounds and qualifications of potential candidates for membership on the Board.
5. 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.
6. Consider nominations (a) properly submitted by the Company's stockholders in accordance with the procedures set forth in the Company's Certificate of Incorporation and/or Bylaws or (b) validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's Certificate of Incorporation and/or Bylaws, as applicable.
7. 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

8. Develop and recommend to the Board one or more global codes of conduct and ethics (the "***Global Codes of Business Conduct and Ethics***") applicable to the Company, including to all of its directors, officers and employees, and oversee the establishment of procedures for the prompt internal reporting of violations of the Global Codes of Business Conduct and Ethics.
9. Consider waivers of the Global Codes of Business Conduct and Ethics (other than transactions that are subject to review by the Board as a whole); provided, that, any waivers of the Global Codes of Business Conduct and Ethics for directors or executive officers must be approved by the Board.
10. Review, assess, consider and recommend to the Board a set of corporate governance guidelines and any future changes thereto ("***Corporate Governance Guidelines***").
11. Review and assess at least annually the adequacy of any Corporate Governance Guidelines, the Global Codes of Business Conduct and Ethics and any other compliance policies that the Committee deems appropriate, and recommend revisions for approval by the Board.
12. 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.

13. 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.

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

15. 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. If requested by the Board, the Committee will evaluate potential successors to executive officer positions and review strategies to accelerate the readiness of candidates identified for these positions, including an overall assessment of executive talent. The Committee will also review other leadership and management processes upon request of the Board.

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

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 required under the federal securities laws, the rules and regulations promulgated by the Commission under the Securities Exchange Act of 1934, as amended (the "**Commission Rules**"), and the Exchange Rules.

18. 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.

19. Review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any changes to this Charter that the Committee considers necessary or advisable.

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

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 will 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. LEGATION 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 will 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, will publish it on the Company's website.

X. ANNUAL PERFORMANCE EVALUATION AND CHARTER REVIEW

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.