

PAGERDUTY, INC.

CORPORATE GOVERNANCE GUIDELINES

(Adopted on March 6, 2019; Effective upon the effectiveness of the registration statement relating to the Company's initial public offering)

The Board of Directors (the "**Board**") of PagerDuty, Inc. (the "**Company**") has established the following guidelines for the Board's conduct and operation. These guidelines are designed to give directors and management a flexible framework for effectively pursuing the Company's objectives for the benefit of its stockholders. That is why these guidelines should be interpreted in the context of all applicable laws, the Company's charter documents, and other policies.

A. BOARD COMPOSITION AND SELECTION

Size of the Board

The Board will establish the number of directors in accordance with the certificate of incorporation and bylaws of the Company. The Board and its Nominating and Corporate Governance Committee of the Board (the "**Nominating Committee**") will periodically review the appropriate Board size, which may vary to accommodate the availability of suitable candidates and the Company's needs.

Independence of Directors

There will at all times be a majority of independent directors on the Board. An "independent director" is a person who meets the definition of independent director under rules of the stock exchange on which the Company's securities are listed (the "**Exchange**") and does not have any other relationship with the Company that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out director responsibilities. Periodically as required by the rules of the Securities and Exchange Commission or the Exchange and based on information provided by Board members and advice of counsel, the Board or the Nominating Committee will affirmatively determine director independence. Directors may be asked from time to time to leave a Board meeting when the Board is considering a transaction in which the director (or another organization in which the director is a director or officer) has a financial or other interest.

Management Directors

The Board anticipates that the Chief Executive Officer will serve on the Board. The Board also anticipates that other members of management, who can assist the Board in fulfilling its responsibilities based on their experience and role at the Company, may serve on the Board.

Board Leadership

The Board may select a chairperson of the Board in the manner and on the criteria that the Board deems appropriate. In the event that the Company does not have an independent chairperson of the Board, the independent directors will designate a presiding director, who shall be an independent director. The name of the chairperson or presiding director will be listed in the Company's proxy statement. The independent chairperson or presiding director will be responsible for presiding over each executive session of non-management directors in which those directors meet without management participation and perform other duties as the Board may determine from time to time.

Selection of Directors

The Board will be responsible for nominating members for election to the Board by the Company's stockholders. The Board is also responsible for filling any vacancies on the Board unless the vacancy is filled by the stockholders. The Nominating Committee is responsible for identifying, reviewing, evaluating, and recommending candidates to serve as directors of the Company, in accordance with its charter and these guidelines.

Our Board is divided into three classes. As a result, approximately one third of the Board will stand for election for a three-year term by the stockholders of the Company each year at the Company's annual meeting of stockholders. Each year, at the Company's annual meeting of stockholders, the Board will recommend a slate of directors for election by the stockholders. In accordance with the Bylaws, the Board will also be responsible for filling vacancies or newly-created directorships on the Board that may occur between annual meetings of stockholders. The Nominating Committee is responsible for identifying and screening candidates for Board membership, and recommending candidates to the entire Board for Board membership.

The Company's Secretary will be notified of all persons proposed to serve as potential candidates for nomination to the Board. For nominations of potential candidates made other than by the Board, the stockholder or other person making such nomination must comply with the Company's Bylaws, including without limitation, submission of the information or other materials required with respect to proposed nominees. Each potential candidate must provide a list of references and agree (i) to be interviewed by members of the Nominating Committee or other directors in the discretion of the Nominating Committee, and (ii) to a background check or other review of the qualifications of a proposed nominee by the Company. Prior to nomination of any potential candidate by the Board, each member of the Board will have an opportunity to meet with the candidate. Upon request, any candidate nominated will agree in writing to comply with these Corporate Governance Guidelines and all other policies and procedures of the Company applicable to the Board.

Board Membership Criteria

The Nominating Committee works with the Board to determine periodically, as appropriate, the desired Board qualifications, expertise and characteristics, including such factors as business experience, diversity, professional background, education, skill, and other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board.

The Nominating Committee and the Board evaluate each director in the context of the composition of the Board overall, with the objective of having a Board that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of background and experience. Each director should be an individual of high character and integrity. In determining whether to recommend a director for reelection, the Nominating Committee also considers the director's past attendance at meetings, participation in and contributions to the activities of the Board and the Company.

Each director must ensure that other existing and anticipated future commitments do not materially interfere with the director's service as a director. Any employee director must submit his or her offer of resignation from the Board in writing to the Nominating Committee upon termination of employment with the Company. Upon change of his or her principal employer, any non-employee director must submit his or her offer of resignation from the Board in writing to the Nominating Committee. The Nominating Committee will determine whether to accept or reject such resignation and will make a recommendation to the Board as to whether to accept or reject the offer of resignation, or whether other action should be taken.

Candidates for director nomination are evaluated in the context of the current composition of the Board, our operating requirements, the long-term interests of our stockholders. In conducting this assessment, the Nominating Committee and Board consider character, integrity, judgment, diversity, skills and areas of expertise, and other factors that they deems appropriate to maintain a balance of knowledge, experience, and capability on the Board.

Term Limits

Term limits may result in the loss of long-serving directors who over time have developed unique and valuable insights into the Company's business and therefore can provide a significant contribution to the Board. Because each director is periodically subject to election by the Company's stockholders, the Board does not believe it is in the best interests of the Company to establish term limits.

Limits on Other Board Memberships

Directors should advise the Nominating Committee of any invitations to join the board of directors of any other public company prior to accepting the directorship. No director should serve on more than four (4) additional public company boards without the approval of the Board. No member of the Audit Committee shall simultaneously serve on the audit committees of more than two (2) other public companies, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee and the Company discloses such determination in its annual proxy statement. The Board, through the Nominating Committee, will have the opportunity to review the appropriateness of the continued service of a director who changes the role, position or areas of responsibility that he or she held when he or she was elected to the Board. In addition, service on other boards and/or committees should be consistent with the Company's conflict of interest policies.

Directors Who Have a Change in Job Responsibility or Other Circumstances

When a director, including any director who is currently an officer or employee of the Company, becomes aware of circumstances that may adversely reflect upon the director, any other director, or the Company, the director should notify the Nominating Committee of such circumstances. The Nominating Committee will consider the circumstances, and may in certain cases request the director to cease the conflicting activity, or in more severe cases, request that the director submit his or her resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board. A director who retires or materially changes his or her present job (other than an ordinary course promotion) should notify the Board and the Nominating Committee. While the Board does not believe any director who retires or materially changes his or her present job should necessarily leave the Board, there should be an opportunity for the Nominating Committee to review their continuing qualifications.

B. ROLE OF THE BOARD OF DIRECTORS

Stockholders select directors to provide oversight and strategic guidance to senior management. A director's responsibility is to fulfill his or her fiduciary duties of care and loyalty, and otherwise to exercise his or her business judgment in the best interests of the Company and its stockholders. Board service requires significant time and attention. More specifically, the Board has responsibilities to review, approve, and monitor fundamental financial and business strategies, assess our major risks, and consider ways to address those risks, select and oversee management, and establish and oversee processes to maintain our integrity. To fulfill their duties, directors must prepare for meetings and discussions with management, participate in Board meetings, review relevant materials, and serve on committees. The Company expects directors to maintain an attitude of constructive involvement and oversight, ask relevant and incisive questions, and demand honest and accurate answers. Directors must act with integrity and demonstrate a commitment to the Company, our values, business, and long-term stockholder value.

C. DIRECTOR ORIENTATION AND EDUCATION

The Nominating Committee may implement an orientation process for directors that includes background material on our policies and procedures, meetings with senior management, and visits to our facilities. We may also offer continuing education programs to assist the directors in maintaining the level of expertise necessary to perform their duties.

D. DIRECTOR COMPENSATION

The Compensation Committee of the Board will review and recommend to the Board the type and amount of director compensation for Board and committee service for non-management directors in accordance with applicable legal and regulatory guidelines. Compensation for non-management directors and committee members should be designed to be aligned with the long-term interests of the stockholders and consistent with market practices of similarly situated companies. In determining compensation, the effect of such compensation arrangements on a director's independence and objectivity will be considered. Company employees will not receive additional compensation for their service on the Board.

E. BOARD MEETINGS

Attendance and Preparation

The Board will meet on a periodic basis, in person or by teleconference, at such times and places as the Board determines. In addition, special meetings may be called from time to time. Directors are expected to attend each meeting and to invest the time and effort necessary to understand the Company's business and financial strategies and challenges. The basic duties of the directors include being prepared for and attending Board meetings and actively participating in Board discussions. Directors are also expected to make themselves available outside of Board meetings for advice and consultation. A director who is unable to attend a Board or committee meeting should notify the chairperson of the Board or presiding director or committee chairperson, as applicable, and the Chief Executive Officer in advance of the meeting.

Agenda

The Chief Executive Officer and chairperson or presiding director will create a schedule of topics to be discussed during the year and an agenda for each Board meeting. Each Board member is encouraged to suggest topics for the agenda at any time, and each Board member is free to raise subjects that are not on the agenda.

Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for review of the agenda and materials. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

Annual Meeting of Stockholders Attendance

Each director is strongly encouraged to attend the Company's annual meetings of stockholders.

Attendance of Non-Directors

The Board encourages invitations to management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) make presentations and provide insight into items being discussed by the Board that involve the invitee and (ii) bring managers with high potential into contact with the Board. Attendance of any non-directors at Board meetings is at the discretion of the Board.

Executive Sessions

The non-employee directors will meet in executive sessions without management directors or management present on a periodic basis but no less than one time a year. "Non-employee directors" are all directors who are not Company employees, including both independent directors and such directors who are not independent directors by virtue of a material relationship, former status or family membership, or for any other reason.

In addition, if the non-employee directors include directors who are not independent directors, the independent directors will also meet on a periodic basis but no less than one time a year in an independent director executive session.

Committee Reports

At each regular Board meeting, if requested by the Board, each committee will present a brief summary of the principal subjects discussed, any conclusions reached, and the final actions of the committee. The chairperson of the appropriate committee, if present, will make such report. Minutes of committee meetings will be maintained in the minute books of the Company and will be available to any director.

F. BOARD COMMITTEES

Number of Committees; Independence of Members

The Board currently has three standing committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. The Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee are each composed of independent directors. From time to time, the Board may form or disband an ad hoc or standing Board committee, depending upon the circumstances. Each committee will perform its duties as assigned by the Board in compliance with the Bylaws and the committee's charter.

Assignment and Rotation of Committee Members

Based on the recommendation of the Nominating Committee, the Board appoints committee members and committee chairpersons in accordance with applicable law and according to criteria set forth in the applicable committee charter and other criteria that the Board determines to be relevant to the responsibilities of each committee. Committee membership and the position of committee chairperson will not be rotated on a mandatory or regular basis unless the Board determines that rotation is in the best interests of the Company.

Committee Meetings and Agenda

Each committee chairperson, in consultation with that committee's members, will determine the processes frequency, length, and agenda for each committee meeting and the appropriate attendees in

light of that committee's charter, the authority delegated by the Board to that committee, and the legal, regulatory, accounting and governance principles applicable to that committee's functions.

G. BOARD ACCESS TO MANAGEMENT; USE OF OUTSIDE ADVISORS

Board members will have access to Company management in the ordinary course and in order to fulfill their duties and responsibilities. Board members are expected to use their judgment to ensure that this contact is not distracting to our operations or to management's duties and responsibilities.

The Board and each committee of the Board will have the power to hire, at the expense of the Company, independent legal, financial, or other advisors that they may deem necessary or advisable in performing their responsibilities, without consulting or obtaining the advanced approval of any officer.

H. ANNUAL SELF-EVALUATION

The Nominating Committee will oversee an annual self-evaluation by the Board and each committee of the Board. The Nominating Committee will be responsible for establishing the evaluation criteria and implementing the process for this evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

The Nominating Committee will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and for current directors seeking re-election in an effort to further the interests of the Company and its stockholders in a manner consistent with the Company's mission and core values.

I. LEADERSHIP DEVELOPMENT

Annual Review of Chief Executive Officer

The Compensation Committee will conduct a review at least annually of the performance of the Chief Executive Officer. The Compensation Committee will establish the evaluation process and determine the specific criteria on which the performance of the Chief Executive Officer is evaluated in accordance with the charter and principles of the Compensation Committee.

Succession Planning

The Nominating Committee will work with the Chief Executive Officer to plan for Chief Executive Officer succession, as well as to develop plans for interim succession for the Chief Executive Officer in the event of an unexpected occurrence. The Nominating Committee will also work with the Chief Executive Officer and appropriate members of management to plan for succession of each of the executives as well as to develop plans for interim succession of each of the executives in the event of an unexpected occurrence. In addition to the succession planning, there should periodically be a report to the Board on management development by the Chief Executive Officer.

J. STOCKHOLDER-DIRECTOR COMMUNICATIONS

The Board believes that stockholders should have an opportunity to send communications to non-management members of the Board. Any such communication should be made in accordance with the Company's Policies and Procedures for Stockholder Communications to Independent Directors.

K. BOARD RESPONSIBILITIES

A director should discharge his or her duties, including duties as a member of any committee of the Board on which he or she serves, in good faith and in a manner the director reasonably believes to be in the best interests of the Company and its stockholders. Board members will comply with the laws and requirements of the Exchange and other applicable regulatory agencies and with all policies and guidelines of the Company, including without limitation, the Company's Code of Business Conduct and Ethics.

Each director is expected to disclose promptly to the Board and respond promptly and accurately to periodic questionnaires or other inquiries from the Company regarding any existing or proposed relationships with the Company, including compensation and stock ownership, which could affect the independence of the director. Each director is also expected to promptly inform the Board of any material change in such information, to the extent not already known by the Board.

Directors have an obligation to protect and keep confidential all of our non-public information unless the Company has authorized public disclosure or unless otherwise required by applicable law. Confidential information includes all non-public information entrusted to or obtained by a director by reason of his or her position on the Board. This includes information regarding our strategy, business, finances, and operations, and will include minutes, reports, and materials of the Board and committees, and other documents identified as confidential by the Company. The obligations described above continue even after service on the Board has ended.

Directors may not use such confidential information for personal benefit or to benefit other persons or entities other than the Company. Unless authorized by the Company or applicable law, directors will refrain from disclosing confidential information to anyone outside the Company. These obligations continue even after service on the Board has ended. Any questions or concerns about potential disclosures should be directed to the Company's General Counsel, who then may communicate with the Chief Executive Officer or the Nominating Committee regarding the potential disclosures.

L. REVIEW OF GOVERNANCE GUIDELINES

The Board and the Nominating Committee will periodically review and assess the adequacy of these guidelines and recommend any proposed changes to the Board for approval.