

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

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

PURPOSE

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors (the "Board") of PagerDuty, Inc., a Delaware corporation (the "Company") is to:

- assist the Board in identifying individuals who are qualified to become members of the Board in accordance with criteria approved by the Board and select, or recommend to the Board that the Board select, specified individuals as the director nominees for each meeting of stockholders at which directors are to be elected;
- recommend members for each Board committee;
- develop and maintain corporate governance policies applicable to the Company; and
- oversee the evaluation of the Board and its several committees.

COMPOSITION

- 1. Membership and Appointment.** The Nominating and Corporate Governance Committee shall consist of at least two (2) members of the Board. Members of the Nominating and Corporate Governance Committee shall be appointed by the Board and may be removed by the Board in its discretion.
- 2. Qualifications.** The members of the Nominating and Corporate Governance Committee must meet the independence requirements of the listing standards of the securities exchange on which the Company's securities are listed (the "**Exchange**") and such other qualifications as may be established by the Board from time to time; provided, however, that the Company may avail itself of any phase-in rules or interpretations applicable to newly-listed companies in connection with an initial public offering.
- 3. Chairperson.** The Board may designate a chairperson of the Nominating and Corporate Governance Committee. In the absence of that designation, the Nominating and Corporate Governance Committee may designate a chairperson by majority vote of the members of the Nominating and Corporate Governance Committee; provided that, the Board may replace any chairperson designated by the Nominating and Corporate Governance Committee at any time.

RESPONSIBILITIES

The following are the principal recurring responsibilities of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board may request.

1. Board Composition, Evaluation and Nominating Activities. The Nominating and Corporate Governance Committee shall:

- periodically determine the qualifications, qualities, skills and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the "**Director Criteria**");
- evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval consistent with the then applicable Director Criteria;
- search for, identify, evaluate and select, or recommend for selection by the Board, candidates to fill new positions or vacancies on the Board consistent with the then applicable Director Criteria;
- review and consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's certificate of incorporation and bylaws;
- evaluate the performance of individual members of the Board eligible for re-election, and recommend for the selection by the Board, the director nominees by class for election to the Board by the stockholders at the annual meeting of stockholders or any special meeting of stockholders at which directors are to be elected;
- consider the Board's leadership structure, including the separation of the Chairman and Chief Executive Officer roles and/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 Nominating and Corporate Governance Committee deems appropriate;
- develop and review periodically the policies and procedures for considering stockholder nominees for election to the Board;
- evaluate and recommend termination of membership of individual directors for cause or for other appropriate reasons; and
- evaluate the "independence" of directors and director nominees against the independence requirements of the Exchange, the applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws.

2. Board Committees. The Nominating and Corporate Governance Committee shall:

- periodically review the structure and composition of each committee of the Board and make recommendations, if any, to the Board for changes to the committees of the Board, including changes in structure, composition or mandate of committees, as well as the creation or dissolution of committees; and
- recommend to the Board persons to be members and chairpersons of the various committees.

3. Corporate Governance. The Nominating and Corporate Governance Committee shall:

- develop and recommend to the Board a set of corporate governance guidelines applicable to the Company;

- periodically review the corporate governance guidelines approved by the Board and their application, and recommend any changes deemed appropriate to the Board for its consideration;
- oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the Company's corporate governance framework, including its certificate of incorporation and bylaws;
- develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees, and oversee the conduct of this annual evaluation;
- conduct a periodic review of the Company's succession planning process for the chief executive officer ("**CEO**") and any other members of the Company's executive management team, report its findings and recommendations to the Board, and assist the Board in evaluating potential successors to the CEO or other members of the Company's executive management team;
- evaluate the participation of members of the Board in orientation and continuing education activities in accordance with applicable listing standards of the Exchange;
- review the disclosure included in the Company's proxy statement regarding the Company's director nomination process and other corporate governance matters;
- review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal; and
- review and discuss with management the disclosure regarding the operations of the Nominating and Corporate Governance Committee and director independence, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K.

4. Conflicts of Interest. The Nominating and Corporate Governance Committee shall:

- review and monitor compliance with the Company's Code of Business Conduct and Ethics and approve any changes deemed appropriate;
- consider questions of possible conflicts of interest of Board members and of corporate officers; and
- review actual and potential conflicts of interest of Board members and corporate officers, other than transactions with related persons reviewed by the Audit Committee of the Board, and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or the taking of a corporate opportunity.

5. Committee Charter Review. The Nominating and Corporate Governance Committee shall review and reassess the adequacy of this charter at least annually and shall submit any recommended changes to this charter to the Board for approval.

6. Performance Review. The Nominating and Corporate Governance Committee shall review and assess the performance of the Nominating and Corporate Governance Committee on an annual basis.

MEETINGS AND PROCEDURES

1. Meetings.

- The Nominating and Corporate Governance Committee will meet as often as it deems necessary or appropriate, but no less than two (2) times per year, at such times and places as the Nominating and Corporate Governance Committee determines. The chairperson of the Nominating and Corporate Governance Committee shall preside at each meeting. The chairperson will approve the agenda for the Nominating and Corporate Governance Committee's meetings, and any member may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the Nominating and Corporate Governance Committee members present. The Nominating and Corporate Governance Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws.
- The Nominating and Corporate Governance Committee will maintain written minutes of its meetings and actions by written consent, which minutes and actions will be filed with the minutes of the meetings of the Board.
- The Nominating and Corporate Governance Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

2. **Reporting to the Board of Directors.** The Nominating and Corporate Governance Committee shall report regularly to the Board regarding its activities, determinations and recommendations.

3. **Authority to Retain Advisors.** The Nominating and Corporate Governance Committee shall have the authority, in its sole discretion, to select and retain any internal or independent counsel, search firms and such other advisors (each, an "**Advisor**") to assist with the execution of its duties and responsibilities as set forth in this charter. The Nominating and Corporate Governance Committee shall set the compensation and oversee the work of any such Advisors. The Company will provide appropriate funding, as determined by the Nominating and Corporate Governance Committee, to pay any such Advisors hired by the Nominating and Corporate Governance Committee and any administrative expenses of the Nominating and Corporate Governance Committee that the Committee determines are necessary or appropriate in carrying out its activities.

4. **Subcommittees.** The Nominating and Corporate Governance Committee may form subcommittees for any purpose that the Nominating and Corporate Governance Committee deems appropriate and may delegate to such subcommittees such power and authority as the Nominating and Corporate Governance Committee deems appropriate. If designated, any such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Nominating and Corporate Governance Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Nominating and Corporate Governance Committee as a whole.

5. **Compensation.** Members of the Nominating and Corporate Governance Committee shall receive such fees or other compensation, if any, for their service as committee members as may be determined by the Board in its sole discretion.