

**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE  
BOARD OF DIRECTORS  
OF  
FIVE9, INC.**

**(As Re-Adopted by the Board of Directors on February 12, 2021)**

**1. Purpose; Duties.** The primary purposes of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Five9, Inc. (the “*Company*”) are to: (a) assist the Board in meeting its responsibilities with regard to oversight and determination of executive compensation, including the compensation of the Company’s Chief Executive Officer; (b) to approve, adopt, amend and administer or provide for the administration of the Company’s (i) equity-based or equity-linked compensation plans, and (ii) bonus or other incentive plans and deferred compensation plans in which the Company’s executive officers, as such term is defined in Rule 3b-7 under the Exchange Act (defined below) (the “*Executive Officers*”) participate, and (c) any such other actions within the scope of this charter (this “*Charter*”) as the Committee or Board deems necessary or appropriate.

**2. Membership; Appointment.** The size of the Committee shall be determined by the Board, but it shall consist of no fewer than three members. Each member of the Committee shall satisfy the applicable independence requirements set forth in the rules of the Nasdaq Stock Market (“*Nasdaq*”) and any other requirements imposed by applicable law, regulations or rules. In addition, each member shall be a “non-employee director” for purposes of Rule 16b-3 promulgated under the Securities Exchange Act of 1934 (the “*Exchange Act*”). In determining whether a Board member is eligible to serve on the Committee, the Board must consider all factors specifically relevant to determining whether the Board member has a relationship to the Company that is material to the Board member’s ability to be independent from management in connection with the duties of a Committee member or that would impair the Board member’s ability to make independent judgments about the Company’s executive compensation. These factors must include but are not limited to (i) the source of compensation of the Board member, including any consulting, advisory or other compensatory fee paid by the Company to the Board member and (ii) whether the Board member is affiliated with the Company, a subsidiary of the Company or any affiliate of the Company or a subsidiary of the Company.

The members of the Committee will be appointed by and serve at the discretion of the Board. Committee members may be removed at any time by a majority vote of independent directors. The Board will appoint the Chairperson of the Committee. If the Board fails to appoint a Chairperson, the members of the Committee may designate a Chairperson by majority vote of the full Committee.

**3. Specific Responsibilities and Duties.** The Board delegates to the Committee the express authority to do the following, to the fullest extent permitted by applicable law, rules and regulations, and the Company's charter and bylaws:

(a) The Committee will develop and implement the Company's compensation policies and programs for Executive Officers<sup>1</sup>.

(b) The Committee will review and approve, at least annually, corporate goals and objectives relevant to the compensation of the Chief Executive Officer and the other Executive Officers of the Company and, in its discretion, review individual goals and objectives relevant to the compensation of the Chief Executive Officer and the other Executive Officers.

(c) The Committee will evaluate the performance of the Chief Executive Officer and the other Executive Officers in the light of those corporate and applicable individual goals and objectives. The Committee will approve the calculation of the Chief Executive Officer's and the other Executive Officers' incentive compensation based on the applicable performance metrics used in evaluating the Chief Executive Officer and the other Executive Officers. The Committee will determine and approve compensation levels for the Executive Officers, including the Chief Executive Officer, based on those evaluations and any other factors as it deems appropriate, including the compensation paid to similarly situated executives in comparable companies. The Committee will review and approve, as appropriate (i) base salary, (ii) cash incentive bonus opportunities, (iii) long-term incentive compensation, including any equity or equity-linked compensation, and (iv) any other material compensation, perquisites, and special or supplemental benefits for the Company's Chief Executive Officer and other Executive Officers. No officer may be present during voting by the Committee on his or her compensation.

(d) The Committee may approve, adopt or amend, or make recommendations to the Board with respect to the approval, adoption and amendment of, all cash- and equity-based incentive compensation plans in which any Executive Officer of the Company participates.

(e) The Committee will administer the Company's cash-based incentive compensation plans for Executive Officers and equity-based incentive compensation plans, and will provide for the administration of any other plans adopted by the Board that contemplate administration by the Committee. The Committee or a subcommittee (or their designees) shall approve all grants of stock options and other equity-based awards, subject to the terms and conditions of applicable plans and law (for the avoidance of doubt, the Committee or a subcommittee may delegate to one or more officers of the Company its authority to approve grants of stock options and other equity-based awards, subject to the terms and conditions of such delegation and applicable plans and law). The Committee's administrative authority shall include the authority to approve the acquisition by the Company of shares of the Company's stock from any plan participant.

(f) The Committee will review and approve any proposed employment agreement with, and any proposed severance or retention plans or agreements applicable to, any Executive Officer of the Company. The Committee shall review and approve any other material severance

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<sup>1</sup> [NTD: Already defined above.]

or termination payments proposed to be made to any Executive Officer of the Company. The Committee may approve the titles and responsibilities, changes in titles and responsibilities, and the termination, appointment or election of the Company's Executive Officers (other than the appointment, termination or change in the title or responsibilities of the Chief Executive Officer, which shall only be approved by the Board).

(g) The Committee will review, or cause to be reviewed, and recommend to the Board appropriate director compensation programs for non-employee directors, the chair or executive chair of the Board, the lead independent director, Committee chairs, and Committee members, consistent with any applicable requirements of the listing standards and applicable laws for independent directors and including consideration of cash and equity components.

(h) The Committee will periodically conduct a risk assessment of the Company's compensation plans and programs and discuss with the Board whether such plans and programs are designed in a manner that creates incentives for employees to take inappropriate or excessive risk.

(i) The Committee will review and discuss with the Company's management the Compensation Discussion and Analysis ("**CD&A**") required by Item 402 of Regulation S-K. Based on such review and discussion, the Committee will determine whether to recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K and proxy statement for the annual meeting of the Company's stockholders.

(j) The Committee will provide, over the names of the members of the Committee, the Committee report required by Item 407 of Regulation S-K for the Company's Annual Report on Form 10-K and proxy statement for the annual meeting of the Company's stockholders (at such time when such requirement is applicable to the Company).

(k) The Committee will review and reassess the adequacy of this Charter on at least an annual basis (or more frequently as necessary) and recommend any proposed changes to the Board for approval (taking into account any changes suggested by the Nominating and Governance Committee of the Board (the "**NGC**")). The Committee will also publish the Charter as required by Nasdaq (or successor exchange) rules, applicable law and as otherwise deemed advisable by the Committee.

(l) At least annually, the members of the Committee will evaluate the Committee's performance, and report the results of this evaluation (or have such results reported by the Company's outside counsel or other third party engaged by the Committee or the NGC to conduct such evaluation) to the NGC or the Board.

(m) The Committee may make such determinations regarding executive compensation matters as necessary for compliance with regulatory guidance promulgated under the Dodd-Frank Wall Street Reform and Consumer Protection Act as such guidance is finalized.

(n) The Committee will oversee (or provide for the oversight of) broad-based ERISA-governed benefit plans and programs (including any 401K plan) on behalf of the Board and delegate plan administration to management or plan administrative committees as appropriate or as contemplated by the plan documents. The Committee will also review and approve the

adoption, termination, or material amendment or change to any such broad-based ERISA-governed benefit plans and programs (including any 401K plan).

(o) The Committee will perform any other activities consistent with this Charter, the Company's bylaws and governing law as the Committee or the Board deems necessary or appropriate.

**4. Meetings.** The Committee will meet with such frequency and at such times as its Chairperson, or a majority of the Committee, determines. A special meeting of the Committee may be called by the Chairperson and will be called promptly upon the request of any two Committee members. The agenda for each meeting will be prepared by the Chairperson (with the assistance of the Company) and circulated to each member of the Committee prior to the meeting date. Unless the Committee or the Board adopts other procedures, the provisions of the Company's bylaws applicable to meetings and actions by written consent of the Board will govern meetings of and actions by the Committee. At each regular quarterly meeting of the Board, the Committee will give a report regarding any actions taken by the Committee since the last regular meeting of the Board. As the Committee deems necessary and appropriate, any member of the Committee (or any subcommittee thereof) shall recuse himself or herself from the final determinations made by the Committee (or the applicable subcommittee) to avoid conflicts of interest or for other reasons deemed appropriate by the Committee.

**5. Minutes.** The Committee will keep minutes of each meeting.

**6. Reliance; Experts; Cooperation.**

6.1 The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are "non-employee directors" for purposes of Rule 16b-3 promulgated under the Exchange Act.

6.2 The Committee has the following specific responsibilities and authority with respect to the retention of advisers:

(a) The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser;

(b) The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee;

(c) The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee;

(d) The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

- (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an Executive Officer of the Company.

However, the Committee is not required to conduct an independence assessment for in-house legal counsel or a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under Regulation S-K Item 407(e)(3)(iii): (1) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of Executive Officers or Board members, and that is available generally to all salaried employees; or (2) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

(e) The Committee shall also have appropriate resources and authority to discharge its responsibilities under this Charter.

6.3 In carrying out its duties, the Committee is permitted and will act in reliance on management, the independent public accountants, internal auditors, and outside advisers and experts, as it deems necessary or appropriate.

6.4 The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.

6.5 The Committee will have unrestricted access to the independent registered public accountants, the internal auditors, internal and outside counsel, and anyone else in or engaged by the Company, and may require any officer or employee of the Company or the Company's outside counsel or independent registered public accountants to attend any meeting of the Committee or to meet with any members of, or consultants or advisers to, the Committee.

Nothing in this charter is intended to preclude or impair the protection provided in Section 141(e) of the General Corporation Law of the State of Delaware for good faith reliance by members of the Committee on reports or other information provided by others.