

# CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF FIVE9, INC.

(As Re-Adopted by the Board of Directors on February 15, 2024)

## Purposes

The primary purposes of the Nominating and Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Five9, Inc. (the “*Company*”) are to (1) identify individuals qualified to become Board members, consistent with criteria approved by the Board, (2) recommend director nominees for Board approval for the next annual meeting of the Company’s stockholders or a special meeting of the Company’s stockholders, or to fill a vacancy on the Board, (3) develop, maintain and recommend to the Board a set of corporate governance guidelines applicable to the Company and oversee corporate governance matters, including any changes thereto, and (4) oversee the evaluation of the Board and its committees.

## Composition

The Committee shall consist of no fewer than three members, each of whom shall meet the independence requirements set forth in the rules of the Nasdaq Stock Market (“*Nasdaq*”) and any other requirements imposed by the Company’s bylaws and applicable laws, rules and regulations. The Board will select the members and the chair of the Committee. If the Board fails to appoint a chair, the members of the Committee may designate a chair by a majority vote of the full Committee. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

## Duties and Responsibilities

The Committee will:

- *Qualifications of Directors*: periodically assess, develop and communicate with the full Board concerning the appropriate criteria for nominating and appointing directors, including taking into account the Board’s size and composition, including diversity disclosure standards under the Nasdaq listing or other applicable rules; corporate governance policies; applicable listing standards, laws, rules and regulations; the Company’s Nominating Policy, attached hereto as Annex A; and other factors considered appropriate by the Board.
- *Director Nominees*: identify, screen, interview and recommend to the Board the director nominees for the next annual meeting of the Company’s stockholders or a special meeting of the Company’s stockholders, or to fill a vacancy on the Board, in each case in accordance with the Nominating Policy, attached hereto as Annex A.
- *Board Leadership Structure*: review and consider the Board’s leadership structure, including the Chairman and Lead Independent Director roles (as applicable), and make recommendations to the Board with respect thereto as the Committee deems appropriate.

- *Retention of Search Firm*: have sole authority to retain and terminate any search firm used to identify director candidates and to approve the search firm's fees and other retention terms.
- *Committee Appointments*: if and when requested periodically by the Board or at its own initiative, assess and recommend to the Board the composition of each Board committee.
- *Other Directorships*: review, as necessary, any executive officer's request to accept a directorship position with another company.
- *Governance Policies*: develop, assess and make recommendations to the Board concerning corporate governance matters, including appropriate revisions to the Company's certificate of incorporation, bylaws, corporate governance policies, committee charters and the Nominating Policy.
- *Environmental, Social and Governance ("ESG")*: evaluate and oversee the implementation of the Company's environmental, climate change, diversity and governance programs and the integration of ESG principles and strategies throughout the Company. The Committee will also review and assess policies, practices, disclosures and reports, risk assessments and risk management regarding ESG matters, including corporate social responsibility and sustainability. The Committee will also meet with key Company executives to review and support specific ESG initiatives, including the development of metrics surrounding environmental and climate change, sustainability, diversity and governance.
- *Board and Committee Evaluations*: oversee an annual evaluation of the Board and its committees and each director and committee member.
- *Orientation and Education*: develop with management and monitor the process of orienting new directors and continuing education for all directors.
- *Board Reports*: at each regular quarterly meeting of the Board, report its activities and any recommendations to the Board (as appropriate) in such a manner and at such times as the Committee or the Board deems appropriate.
- *Independence Evaluation*: the Committee will conduct an annual evaluation of each director's independence according to Nasdaq rules, applicable law and the Company's corporate governance guidelines and will present its evaluations to the Board to enable the Board to make a determination on each director's independence.
- *Other Functions*: perform any other activities consistent with this charter, Nasdaq rules, the Company's bylaws and applicable laws, rules and regulations.

## **Meetings**

- The Committee will meet as often as necessary to carry out its responsibilities. The Committee may also hold special meetings or act by unanimous written consent (which may be provided in writing or by electronic transmission) as the Committee may decide.
- The Committee, as it may determine to be appropriate, may meet in separate executive sessions with other directors, the chief executive officer and other Company employees, agents, attorneys or representatives invited by the Committee.

## **Procedures**

- The Committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this charter, the Company's bylaws or Nasdaq rules.
- The chair or a majority of the Committee members may call meetings of the Committee. Unless the Committee or the Board adopts other procedures, the provisions of the Company's bylaws applicable to meetings of Board committees will govern meetings of the Committee. The Committee shall keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the corporate records.

## **Access and Resources**

The Committee is at all times authorized to have direct, independent access to the Company's other directors, management, legal and other advisors and personnel, as well as books, records and facilities to carry out the Committee's purposes, duties and responsibilities. The Committee is authorized to communicate in confidence with any of these individuals. The Committee is authorized to conduct investigations, and to retain, at the expense of the Company, independent legal, accounting, financial, governance or other professional consultants selected by the Committee, for any matters relating to the purposes of the Committee. The Company shall provide for adequate funding, as determined by the Committee, for payment of compensation to the advisers engaged by 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.

## **Annual Review**

At least annually, the Committee shall (1) review this charter with the Board and recommend any changes to the Board, (2) review the charters of the Audit and Compensation committees of the Board and recommend any changes to the Board, (3) review the Corporate Governance Guidelines and recommend any changes to the Board, and (4) 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 to conduct such evaluation) to the Board.

## Annex A

### **FIVE9, INC. NOMINATING POLICY**

#### **Process for Evaluating and Selecting Potential Director Candidates**

The Nominating and Governance Committee (the “*Committee*”) is responsible for (1) identifying individuals qualified to become members of the Board of Directors (the “*Board*”) of Five9, Inc. (the “*Company*”), and (2) recommending director nominees to the Board for the next annual meeting of the Company’s stockholders or a special meeting of the Company’s stockholders, or to fill a vacancy on the Board. The Committee is also responsible for periodically assessing, developing and communicating with the full Board concerning the appropriate criteria to be utilized in evaluating potential director nominees.

#### **Minimum Qualifications for Director Nominees**

The Committee has established the following minimum criteria for evaluating prospective board candidates:

- Reputation for integrity, strong moral character and adherence to high ethical standards.
- Holds or has held a generally recognized position of leadership in community and/or chosen field of endeavor and has demonstrated high levels of accomplishment.
- Demonstrated business acumen and experience, and ability to exercise sound business judgments and common sense in matters that relate to the current and long-term objectives of the Company.
- Ability to read and understand basic financial statements and other financial information pertaining to the Company.
- Commitment to understand the Company and its business, industry and strategic objectives.
- Commitment and ability to regularly attend and participate in meetings of the Board, Board committees and stockholders, number of other company boards on which the candidate serves, and ability to generally fulfill all responsibilities as a director of the Company.
- Willingness to represent and act in the interests of all stockholders of the Company rather than the interests of a particular group.
- Good health and ability to serve.
- For prospective non-employee directors, independence under applicable Securities and Exchange Commission (“*SEC*”) and stock exchange rules and the absence of any conflict of interest (whether due to a business or personal relationship) or legal impediment to, or restriction on, the nominee serving as a director.

- Willingness to accept the nomination to serve as a director of the Company.

### **Other Factors for Potential Consideration**

The Committee will also consider the following factors in connection with its evaluation of each prospective nominee:

- Whether the prospective nominee will foster a diversity of backgrounds, gender, skills, perspectives and experiences, including diversity disclosure standards under the Nasdaq listing rules and any other applicable disclosure rules.
- Whether the prospective nominee has expertise on ESG issues, including social responsibility, environmental, climate, sustainability and governance.
- Whether the prospective nominee has experience and expertise on cybersecurity issues.
- For potential audit committee members, whether the nominee possesses the requisite education, training and experience to qualify as “financially literate” or as an audit committee “financial expert” or equivalent standard under applicable SEC rules, as applicable.
- For incumbent directors standing for re-election, the incumbent director’s performance during his or her term, including the number of meetings attended, level of participation, overall contribution to the Company, number of other company boards on which the director serves and any changed circumstances affecting the individual director that may bear on his or her ability to continue to effectively serve on the Board.
- The composition of Board and whether the prospective nominee will add to or complement the Board’s existing skills, strengths and needs.

### **Process for Identifying, Evaluating and Recommending Nominees**

The Committee initiates the process by preparing a slate of potential candidates who, based on their biographical information and other information available to the Committee, appear to meet the criteria specified above and/or who have specific qualities, skills or experience being sought (based on input from the full Board).

- *Outside Advisors.* The Committee may engage a third-party search firm or other advisors to assist in identifying prospective nominees.
- *Stockholder Suggestions for Potential Nominees.* The Committee will consider suggestions of nominees from stockholders. Stockholders may recommend individuals for consideration by submitting the materials set forth below to the Company addressed to the chair of the Committee at the Company’s address. To be timely, the written materials must be submitted within the time permitted for submission of a stockholder proposal for inclusion in the Company’s proxy statement for the applicable meeting.

The written materials must include: (a) as to each person whom the stockholder proposes to nominate for election as a director (i) all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to and in accordance with Section 14(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules and regulations promulgated thereunder, and (ii) such person’s written consent to being named in the Company’s proxy statement and associated proxy card as a nominee of the stockholder and to serving as a director if elected; and (b) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is made (i) the name and address of such stockholder, as they appear on the Company’s books, and of such beneficial owner, (ii) the class or series and number of shares of capital stock of the Company which are owned beneficially and of record by such stockholder and such beneficial owner, (iii) a description of any agreement, arrangement or understanding with respect to the nomination between or among such stockholder and/or such beneficial owner, any of their respective affiliates or associates, and any others acting in concert with any of the foregoing (including their names), including, in the case of a nomination, the nominee, (iv) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the stockholder’s notice by, or on behalf of, such stockholder and such beneficial owners, whether or not such instrument or right shall be subject to settlement in underlying shares of capital stock of the Company, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such stockholder or such beneficial owner, with respect to securities of the Company, (v) a representation that the stockholder is a holder of record of stock of the Company entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business or nomination, (vi) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (a) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Company’s outstanding capital stock required to elect the nominee and/or (b) otherwise to solicit proxies or votes from stockholders in support of such nomination, and (vii) any other information relating to such stockholder and beneficial owner, if any, required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for the election of directors in an election contest pursuant to and in accordance with Section 14(a) of the Exchange Act and the rules and regulations promulgated thereunder and the Company’s bylaws.

The Committee will evaluate a prospective nominee suggested by any stockholder in the same manner and against the same criteria as any other prospective nominee identified by the Committee from any other source.

- *Nomination of Incumbent Directors.* The re-nomination of existing directors is not automatic, but should be based on continuing qualification under the criteria set forth above.
- *Management Directors.* The number of officers or employees of the Company serving at any time on the Board should be limited such that, at all times, a majority of the directors is “independent” under applicable SEC, stock exchange or over-the-counter market rules.

After reviewing appropriate biographical information and qualifications, first-time candidates will be interviewed by at least one member of the Committee and by the Chairman of the Board.

Upon completion of the above procedures, the Committee shall determine the list of potential candidates to be recommended to the full Board for nomination at the annual meeting or special meeting or to fill any vacancy.

The Board of Directors will select the slate of nominees (or in the case of a vacancy, select such nominee) only from candidates identified, screened and recommended by the Committee.