

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

**(As Re-Confirmed by the Board of Directors on March 14, 2019)**

**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 that the Board select 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, (3) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, including any changes thereto, and (4) oversee the evaluation of the Board and its committees.

**Composition**

The Committee shall consist of no fewer than two 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 the Board’s size and composition, 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 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.
- *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, 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.
- *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*: regularly report its activities and any recommendations to the Board in such a manner and at such times as the Committee or the Board deems appropriate.
- *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 at least 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 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 standing committees of the Board and recommend any changes to the committees, (3) review the Corporate Governance Guidelines and recommend any changes to the Board, and (4) the members of the Committee shall 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 that the Board select 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. 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, skills, perspectives and experiences.
- 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 serve on the Board.
- The composition of Board and whether the prospective nominee will add to or complement the Board’s existing strengths.

### **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: (1) all information relating to the individual recommended that is required to be disclosed pursuant to Regulation 14A under the Securities Exchange Act of 1934 (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (2) the name(s) and address(es) of the stockholders making the nomination and the amount of the Company's securities that are owned beneficially and of record by such stockholder(s); (3) appropriate biographical information (including a business address and a telephone number) and a statement as to the individual's qualifications, with a focus on the criteria described above; (4) a representation that the stockholder of record is a holder of record of stock of the Company entitled to vote on the date of submission of such written materials, and (5) any material interest of the stockholder in the nomination.

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 should not be viewed as 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 approved by the Committee.