

Compensation Committee Charter

(As Last Amended on August 22, 2018)

Purpose

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Cornerstone OnDemand, Inc. (the "Company") shall be to:

- provide oversight of the Company's compensation policies, plans and benefits programs;
- assist the Board in discharging its responsibilities relating to (i) oversight of the compensation of the Company's Chief Executive Officer (the "CEO") and other executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act")), (ii) approving and evaluating the executive officer compensation plans, policies and programs of the Company and (iii) evaluating and approving director compensation;
- assist the Board in administering the Company's equity compensation plans for its employees, directors and other service providers; and
- oversee the management of risks associated with the Company's compensation policies and programs.

The compensation programs for the Company's executive officers shall be (i) designed to attract, motivate and retain talented executives responsible for the success of the Company, (ii) determined within a competitive framework and (iii) based on the achievement of the Company's overall financial results, individual contributions and a compensation philosophy of "pay for performance". In furtherance of these purposes, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

Membership

The Committee members shall be appointed by, and shall serve at the discretion of, the Board. Each member of the Committee shall be appointed by the Board to serve until such member's successor is duly appointed or until such member's earlier retirement, resignation or removal. The Board may remove any member of the Committee at any time with or without cause. The Committee shall consist of no fewer than two members of the Board. The Board may designate one member of the Committee as its chair.

Members of the Committee must meet the following criteria, as well as any additional criteria required by applicable law, the rules and regulations of the Securities and Exchange Commission (the "SEC"), and the listing standards of The Nasdaq Stock Market ("Nasdaq"):

- the independence requirements of Nasdaq; and
- such other qualifications as established by the Board from time to time.

To the extent practicable, it is expected that members of the Committee shall meet the "non-employee director" definition of Rule 16b-3 promulgated under Section 16 of the Exchange Act.

Responsibilities and Duties

Executive and Other Compensation

The responsibilities and duties of the Committee shall include:

- Annually reviewing and approving for the CEO and the executive officers of the Company: (i) the annual base salary, (ii) the annual incentive bonus, including the specific goals and amount, (iii) equity compensation, (iv) any employment agreement, severance arrangement and change in control agreement/provision, (v) any signing bonus or payment of relocation costs and (vi) any other significant benefits, compensation or arrangements not available to employees generally. One of the Committee's objectives shall be to use compensation to align the interests of the executive officers with the long-term interests of the Company's stockholders, thereby incentivizing management to increase stockholder value. In evaluating and determining CEO and other executive officer compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote"), as required by Section 14A of the Exchange Act;
- Reviewing and approving corporate goals and objectives relevant to the compensation of the CEO and the executive officers of the Company, evaluating performance in the light thereof, and considering factors related to the performance of the Company, including accomplishment of the Company's long-term business and financial goals;
- Acting as Administrator of the Company's equity compensation plans for its employees, directors and other service providers;
- Providing oversight of the Company's overall compensation plans and benefits programs and making recommendations to

- the Board with respect to improvements or changes to such plans or the adoption of new plans when appropriate;
- Evaluating, on a periodic basis, the competitiveness of (i) the compensation of the CEO and the executive officers of the Company and (ii) the Company's overall compensation plans;
 - Reviewing and discussing with management the risks arising from the Company's compensation policies and practices related to all employees that are reasonably likely to have a material adverse effect on the Company and making recommendations to the Board with respect to such policies and practices to mitigate such risks;
 - Evaluating, on an annual basis, the Company's compensation plans for its directors, consulting with independent outside consultants and/or with the Human Resources department when appropriate;
 - Making recommendations to the Board regarding director compensation. In evaluating and making recommendations regarding director compensation, the Committee shall consider director compensation practices of the Company's then current peer group;
 - Reviewing and making recommendations to the Board with respect to directors' stock option grants or other equity awards under the Company's equity incentive plans;
 - Overseeing the administration of, and periodically reviewing, any stock ownership guidelines applicable to directors or the executive officers of the Company;
 - Reviewing and recommending to the Board for approval any equity award granting policy; and
 - Reviewing and recommending to the Board for approval the frequency with which the Company will conduct Say-on-Pay votes, taking into account the results of the most recent stockholder advisory vote on the frequency of Say-on-Pay votes required by Section 14A of the Exchange Act, and reviewing and approving the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay vote to be included in the Company's annual proxy statement.

Authority to Engage Advisors

In addition to the responsibilities and duties described above, the Committee has the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, legal counsel or other advisor retained by the Committee. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of reasonable compensation to its compensation consultants, legal counsel or other advisors and to otherwise perform its duties and responsibilities under this Charter.

The Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor to the Committee (other than in-house legal counsel) only after taking into consideration the factors specified in the listing standards of Nasdaq and the applicable rules of the SEC, as in effect from time to time. The Committee may retain, or receive advice from, any compensation consultant, legal counsel or other advisor that it prefers, including advisors that are not deemed independent, after considering the factors specified in the listing standards of Nasdaq and the applicable rules of the SEC, as in effect from time to time. Notwithstanding the foregoing, the Committee is not required to conduct an independence assessment for a compensation consultant, legal counsel or other advisor that acts in a role limited to the following activities: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees and/or (ii) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the advisor and about which the advisor does not provide advice.

The Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant, legal counsel or other advisor to the Committee, and the authority granted to the Committee pursuant to this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. Any advisors retained by the Committee will report directly to the Committee and may be terminated in the discretion of the Committee.

Compliance and Governance

The Committee shall annually review this Charter and recommend any proposed changes to the Board. To the extent required by the Exchange Act and the rules and regulations of the SEC, the Committee will review the Company's Compensation Discussion and Analysis ("CD&A") and related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K or proxy statement, as applicable, and produce the Committee report on executive officer compensation required to be included in the Company's annual report on Form 10-K or proxy statement, as applicable. The Committee will also review the Company's director compensation information to be included in the Company's annual report on Form 10-K or proxy statement, as applicable.

Meetings

The Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines. The Committee may establish its own meeting schedule, which it will provide to the Board. The Company may invite to its meetings other Board members, members of the Company's management team and such other persons as the Committee

deems appropriate in order to carry out its responsibilities. Neither the CEO nor any other officer of the Company may be present during deliberations of the Committee regarding the compensation of the CEO or such other officer, as applicable. The Committee is governed by the same rules regarding meetings (including meetings in person, by telephone, or by electronic communications), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Minutes

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

Reports

The Committee shall make regular reports to the full Board on the actions and recommendations of the Committee.

Subcommittees

The Committee may delegate its authority to subcommittees or individuals as the Committee deems appropriate, except to the extent such delegation would violate an applicable tax, corporate or securities law, regulation or listing standard of Nasdaq. If designated, any subcommittee or other individuals, as applicable, 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. Unless modified by action taken after the date this Charter is approved, the Committee delegates to a subcommittee of the Committee made up of those members of the Committee who are "non-employee directors" under Rule 16b-3 of the Exchange Act the nonexclusive authority to take any actions that require the approval or certification of a compensation committee made up solely of non-employee directors to exempt the grant and exercise of stock options from short-swing profit liability under Section 16 of the Exchange Act.

Compensation

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.