

ZENDESK, INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “**Board**”) of Zendesk, Inc. (the “**Company**”) has adopted the corporate governance guidelines set forth below to assist and guide the Board in the exercise of its responsibilities. These guidelines should be interpreted in accordance with any requirements imposed by applicable federal or state law or regulation, the New York Stock Exchange (the “**NYSE**”) and the Company’s Certificate of Incorporation and By-laws. The Board may review and amend these guidelines from time to time.

I. DIRECTOR CRITERIA AND SELECTION

- **Director Criteria:** The Board shall consider and approve from time to time the criteria that it deems necessary or advisable for prospective Director candidates. The Board shall have full authority to modify such criteria from time to time as it deems necessary or advisable.

The Board has delegated to the Nominating and Corporate Governance Committee (the “**Nominating Committee**”) the responsibility for developing and recommending to the Board for its consideration and approval such criteria for prospective Director candidates as the Nominating Committee deems necessary or advisable. The Nominating Committee will recommend to the Board from time to time such criteria for its consideration and approval.

- **Process For Identifying and Selecting Directors:** The Board has delegated to the Nominating Committee the responsibility of identifying suitable candidates for nomination to the Board (including candidates to fill any vacancies that may occur) and assessing their qualifications in light of the policies and principles in these corporate governance guidelines and the committee’s charter. The Nominating Committee will recommend prospective Director candidates for the Board’s consideration and review the prospective candidates’ qualifications with the Board.

In identifying prospective Director candidates, the Nominating Committee may consider all facts and circumstances that it deems appropriate or advisable, including, among other things, such factors as character, ethics, integrity, judgment, diversity, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company’s business and industry, other commitments and the size and composition of the Board.

- **Majority Voting; Advance Resignation as Prerequisite to Director Nomination:** In accordance with the Company’s By-laws, any election of directors by stockholders in which the number of persons properly nominated to serve as directors is equal to the number of directors to be elected shall be determined by the vote of the majority of the votes cast. The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for reelection. The Board shall nominate for election or reelection as director, and will appoint to fill vacancies and new directorships,

only candidates who have tendered, in advance of such nomination, an irrevocable resignation that will be effective upon (i) the failure to receive the required vote at the next stockholders' meeting at which they face reelection and (ii) Board acceptance of such resignation.

If an incumbent director fails to receive the required vote for reelection, the Nominating Committee will act on an expedited basis to determine whether to accept the director's resignation and will submit such recommendation for consideration by the Board on an expedited basis. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.

- **Independence**: At least a majority of the members of the Board shall meet the independence requirements set forth in Section 303A.01 and 303A.02 of the NYSE Listed Company Manual. The Board will periodically evaluate all relationships between the Company and each Director in light of relevant facts and circumstances for the purposes of determining whether a material relationship exists that might signal a conflict of interest or otherwise interfere with such Director's ability to satisfy his or her responsibilities as an independent Director.
- **Limit on Number of Other Boards**: The Board does not believe that explicit limits on the number of other boards of directors on which the Directors may serve, or on other activities the Directors may pursue, are appropriate. However, since carrying out the duties and fulfilling the responsibilities of a Director require a significant commitment of an individual's time and attention, the Board recognizes that excessive time commitments can interfere with an individual's ability to perform his or her duties as a Director effectively. In connection with its assessment of Director candidates for nomination, the Nominating Committee will assess whether the performance of any Director has been or is likely to be adversely impacted by excessive time commitments, including service on other boards of directors. Directors must notify the Chair of the Nominating Committee in connection with accepting a seat on the board of directors of another business corporation so that the potential for conflicts or other factors compromising the Director's ability to perform his duties may be fully assessed.
- **Term and Age Limits**: The Board does not believe that arbitrary limits on the number of consecutive terms a Director may serve or on the Directors' ages are appropriate in light of the substantial benefits resulting from a sustained focus on the Company's business, strategy and industry over a significant period of time. Each individual's performance will be assessed by the Nominating Committee in light of relevant factors in connection with assessments of candidates for nomination to be Directors.
- **Succession**: The Nominating Committee shall be responsible for developing succession plans for the Board as appropriate in light of relevant facts and circumstances.
- **Directors Who Change Job Responsibility**: The Board does not believe Directors who retire or change their principal occupation or business association should necessarily

leave the Board. However, promptly following any such event, the Director should notify the Nominating Committee, so that there is an opportunity for the Board, through the Nominating Committee, to review the continued appropriateness of Board membership under the new circumstances.

II. DIRECTOR RESPONSIBILITIES AND COMPENSATION

- **Role of Directors**: The business and affairs of the Company are overseen by the Board, acting on behalf of the stockholders. The Board has delegated to the officers of the Company the authority and responsibility for managing the Company's everyday affairs. The Board has an oversight role and is not expected to perform or duplicate the tasks of the Chief Executive Officer or senior management.
- **Attendance at Meetings**: Each member of the Board is expected to make reasonable efforts to attend regularly scheduled meetings of the Board and to participate in telephone conference meetings or other special meetings of the Board. In the event that Directors are unable to make at least 75% of those regular or special meetings (together with the meetings of committees on which such Director serves), the Company will be required to disclose that fact in its annual proxy statement. Attendance and participation at meetings is an important component of the Directors' duties and, as such, attendance rates will be taken into account by the Nominating Committee in connection with their determination as to whether to recommend Director candidates for re-nomination as Directors.
- **Time Commitment; Advance Distribution and Review of Materials**: Directors are expected to spend the time needed and meet as frequently as the Board deems necessary or appropriate to discharge their responsibilities. Senior management is responsible for distributing in advance information and data that are important to the Board's understanding of the business to be conducted at a Board or Committee meeting to the Directors. Directors should review these materials in advance of the meeting when reasonably practicable.
- **Director Compensation**: The form and amount of Director compensation will be reviewed periodically, but at least annually, by the Compensation Committee, which shall make recommendations to the Board based on such review. The Board shall retain the ultimate authority to determine the form and amount of Director compensation.

The Company's executive officers shall not receive additional compensation for their service as Directors.

III. BOARD STRUCTURE AND PROCEDURES

- **Size of Board**: The Board reserves the right to increase or decrease the size of the Board, subject to any relevant provisions in the Company's Bylaws, depending on an assessment of the Board's needs and other relevant circumstances at any given time. The size of the Board may vary based upon the size of the business and the availability of qualified candidates. Board size should facilitate active interaction and participation by all Board members. The Board will review from time to time the appropriateness of its size.

- **Board Leadership:** The Board shall fill the Chair of the Board and Chief Executive Officer positions based upon the Board's view of what is in the best interests of the Company. The Chief Executive Officer and Chair may, but need not be, the same person. In the event that the Chair of the Board is not an independent director, as determined in accordance with the independence requirements set forth in the NYSE Listed Company Manual, the independent directors shall appoint an independent director to serve as the Lead Independent Director. The Lead Independent Director shall chair Board meetings in the absence of the Chair of the Board and perform such other functions and responsibilities as requested by the Board from time to time.
- **Committees:** The Board intends at all times to have an Audit Committee, a Compensation Committee, and a Nominating Committee. Each of these standing committees will have a written charter that sets forth the responsibilities of such committee and the qualifications for committee membership. The Board may from time to time establish additional committees as necessary or appropriate. Membership on such committees is limited to independent directors meeting the independence requirements of the NYSE Listed Company Manual, the Sarbanes-Oxley Act of 2002 and any other related rules or regulations promulgated by the Securities and Exchange Commission and the Internal Revenue Service (as applicable). The Board retains discretion to form new committees or disband current committees depending upon the circumstances.
- **Executive Sessions:** The non-management Directors will meet at regularly scheduled executive sessions without management participation and at least once each year an executive session with only independent directors present shall be held. As long as the Chair of the Board is a non-management director and an independent director, then the Chair of the Board will preside at these meetings. If the Chair of the Board does not so qualify, then the Lead Independent Director shall preside at these meetings. In either case, the Director who presides at these meetings, and his or her name, or the process by which he or she is selected, will be disclosed in the annual proxy statement or, if the Company does not file an annual proxy statement, in the Company's annual report on Form 10-K filed with the SEC. In order that interested parties may be able to make their concerns known to the non-management directors, the Company will also disclose a method for such parties to communicate directly and confidentially with the presiding Director or with the non-management Directors as a group.
- **Director Access to Management and Independent Advisors:** In carrying out its responsibilities, the Board, and each committee thereof, shall be entitled to rely on the advice and information that it receives from management and such experts, advisors and professionals with whom the Board, or any such committee, may consult. The Board, and each committee thereof, shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company, attend a meeting of the Board, or such committee, or meet with any members of or advisors to the Board. The Board or any committee thereof shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its or their responsibilities.

- **Director Orientation and Continuing Education:** The Company will conduct an orientation program for each new Director within a reasonable time period following the meeting at which the Director is elected. The orientation will include presentations by senior management designed to familiarize the new Director with the Company's business and strategic plans, key policies and practices, principal officers and management structure, auditing and compliance processes and its code of business conduct and ethics.

The Legal Department will be responsible for periodically providing materials or briefing sessions for continuing Directors on topics that will assist them in discharging their duties.

IV. LEADERSHIP DEVELOPMENT

- **Annual Review of Chief Executive Officer:** The Compensation Committee will conduct a review at least annually of the performance of the Chief Executive Officer. The Compensation Committee will establish the evaluation process and determine the specific criteria on which the performance of the Chief Executive Officer is evaluated in accordance with the charter and principles of the Compensation Committee.
- **Succession:** The Compensation Committee shall work with the Chief Executive Officer to plan for Chief Executive Officer succession, as well as to develop plans for interim succession for the Chief Executive Officer in the event of an unexpected occurrence. The Compensation Committee shall also work with the Chief Executive Officer and appropriate members of management to plan for succession of each of the executives as well as to develop plans for interim succession of each of the executives in the event of an unexpected occurrence. In addition to the succession planning, there shall periodically be a report on management development by the Chief Executive Officer.

V. OTHER CORPORATE GOVERNANCE MATTERS

- **Annual Performance Evaluations of the Board and Committees:** The Board will conduct a self-evaluation at least annually for the purpose of determining whether it and its committees are functioning effectively, and each committee of the Board will conduct a self-evaluation at least annually for the purpose of determining whether it is functioning effectively. In addition, each member of the Board will conduct a self-evaluation of his or her performance at least annually. The Nominating Committee will oversee the evaluation process.
- **Communications with Outside Interested Parties:** The Board believes that the management should be responsible for communications with the press, media and other outside parties made on behalf of the Company, though individual Board members may, at the request of management or of the Board, communicate with outside parties on behalf of the Company.
- **No Limitation on Other Rights:** These guidelines are not intended to modify, extinguish or in any other manner limit the indemnification, exculpation and similar

rights available to the Directors of the Company under applicable law, contract and/or the Company's Certificate of Incorporation and/or its By-laws.

- **Securityholder Communication Policy**: The Board provides to every securityholder the ability to communicate with the Board, as a whole, and with individual Directors on the Board through an established process for securityholder communication (as that term is defined by the rules of the Securities and Exchange Commission) ("**Securityholder Communication**") in the form attached hereto as Appendix A:
- **Modifications to Guidelines**: Although these corporate governance guidelines have been approved by the Board, it is expected that these guidelines will evolve over time as customary practice and legal requirements change. In particular, guidelines that encompass legal, regulatory or exchange requirements as they currently exist will be deemed to be modified as and to the extent such legal, regulatory or exchange requirements are modified. In addition, the guidelines may also be amended by the Board at any time it deems appropriate.

Revised: February 2018

Appendix A

ZENDESK, INC.

SECURITYHOLDER COMMUNICATION POLICY

The Board of Directors (the “**Board**”) of Zendesk, Inc. (the “**Company**”) provides to the Company’s securityholders and other interested parties the ability to communicate with the Board, as a whole, and with individual directors on the Board through an established process for securityholder communication (as that term is defined by the rules of the Securities and Exchange Commission) (“**Securityholder Communication**”) as follows:

- For a Securityholder Communication directed to the Board as a whole, securityholders and other interested parties may send such communication to the attention of the Company’s Secretary at secretary@zendesk.com or via U.S. Mail or Expedited Delivery Service to the address listed below:

Zendesk, Inc.
989 Market Street, Suite 300
San Francisco, CA 94103 USA
Attn: Board of Directors c/o Secretary

- For a Securityholder Communication directed to an individual director in his or her capacity as a member of the Board, securityholders and other interested parties may send such communication to the attention of the individual director at secretary@zendesk.com or via U.S. Mail or Expedited Delivery Service:

Zendesk, Inc.
989 Market Street, Suite 300
San Francisco, CA 94103 USA
Attn: [**Name of Individual Director**] c/o Secretary

The Company’s Secretary shall review all incoming Security Communications and forward such communications to the appropriate member(s) of the Board. The Company’s Secretary will generally not forward communications that are unrelated to the duties and responsibilities of the Board, including communications that the Company’s Secretary determines to be primarily commercial in nature, product complaints or inquires, and materials that are patently offensive or otherwise inappropriate.

Proposals submitted by securityholders to be included in the Company’s annual proxy statement, pursuant to Rule 14a-8, and director nominations, pursuant to Rule 14a-11, of the Securities Exchange Act of 1934, as amended (and related communications) will not be viewed as a Securityholder Communication.

ADOPTED: April 2014