

**CHARTER OF THE TRANSACTION COMMITTEE
OF THE BOARD OF DIRECTORS
OF VEEVA SYSTEMS INC.**

Effective as of March 19, 2024

ARTICLE I. PURPOSE

The purpose of the Transaction Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Veeva Systems Inc. (the “**Company**”) is to evaluate, recommend, and approve strategic transactions involving the Company and its businesses and to assist the Board in its oversight thereof. This charter (the “**Charter**”) sets forth the authority and responsibility of the Committee in fulfilling its purpose.

ARTICLE II. MEMBERSHIP

The Committee will consist of two or more members of the Board, with the exact number determined by the Board. All members of the Committee will be appointed by, and will serve at the discretion of, the Board. A majority of the Committee will:

- be an “independent director” as defined under the applicable rules, regulations, and listing requirements of the New York Stock Exchange (the “**NYSE**”), as amended from time to time (the “**Exchange Rules**”), except as may otherwise be permitted by the Exchange Rules; and
- meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

ARTICLE III. RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee in serving its purpose are set forth below. These duties are set forth as a guide with the understanding that the Committee will carry them out in a manner that is appropriate given the Company’s needs and circumstances. The Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

1. Evaluate Proposed Transactions

Review and evaluate with the Company management and make recommendations to the Board regarding proposed strategic transactions for the Company and its businesses, including, but not limited to, mergers, acquisitions, divestitures, joint ventures, investments, and other similar transactions (“**Potential Transactions**”). The Committee may also review, consider, and make recommendations to the Board regarding financing, advisors, and employee retention or compensation arrangements associated with such transactions when and as it deems appropriate.

2. Approve Certain Transactions

Approve Potential Transactions up to a specified dollar limit and in accordance with any other relevant parameters established by the Board from time to time and then in effect, including any associated financing, employee retention, or compensation arrangement. Notwithstanding the

above, the Committee shall have the discretion to require full Board approval for any Potential Transaction. Prior to execution of a definitive agreement, the Committee shall inform the full Board of the Potential Transaction under consideration to offer an opportunity for questions or comments from the full Board.

3. Review of Composition and Performance

Evaluate the Committee's composition and performance on an annual basis and provide related feedback as part of the Board annual self-evaluation.

4. Review of this Charter

Review and reassess the adequacy of this charter annually and recommend to the Board any changes the Committee determines are appropriate.

5. Other Actions

Perform any other activities required by applicable law, rules or regulations, including the Securities Exchange Act of 1934, as amended (the "**Commission Rules**") and the Exchange Rules, and take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose.

ARTICLE IV. STUDIES AND ADVISERS

In discharging its responsibilities, the Committee may conduct, direct, supervise, or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full and unrestricted access to all books, records, documents, facilities, and personnel of the Company. The Committee has the sole authority to retain and terminate its own independent legal counsel and other consultants, accountants, experts and advisers to assist the Committee in connection with its functions, including any studies or investigations. The Committee will have the sole authority to approve the fees and other retention terms of such advisers. The Company will also provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any legal and other consultants, accountants, experts, and advisers retained by the Committee; and
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

ARTICLE V. MEETINGS AND ACTIONS

Meetings of the Committee will be held from time to time, as determined appropriate by the Board or the Committee. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the "**Chair**"); if the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair, in consultation with the other members of the Committee, will set the dates, time, places and agenda for Committee meetings. The Chair or any other member of the Committee may call meetings of the Committee by notice and the Committee may act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held in person or via telephone or video conference. Subject to the requirements of this charter, applicable law, the Exchange Rules and the Commission Rules,

the Committee and the Chair may invite any director, executive or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may meet in executive session at its discretion and may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Chair will designate a secretary for each meeting, who need not be a member of the Committee. The Company shall provide the Committee such staff support as it may require.

ARTICLE VI. MINUTES AND REPORTS

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The Committee will report regularly to the Board with respect to its activities, including on significant matters related to the Committee's responsibilities and the Committee's deliberations and actions. The minutes of the Committee and actions by the unanimous written consent of the Committee members will be made available to the other members of the Board.

ARTICLE VII. DELEGATION OF AUTHORITY

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules, the Commission Rules, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees.

ARTICLE VIII. COMPENSATION

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair. Such fees may include retainers or per meeting fees and will be paid in such form of consideration as is determined by the Board in accordance with applicable law, the Exchange Rules and the Commission Rules.

ARTICLE IX. PUBLICATION

The Company shall make this charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Exchange Act or listed on the NYSE, shall publish it on the Company's web site.

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The Board has formed the Committee to assist the Board in directing the Company's affairs and this charter has been adopted in furtherance of this purpose. While this charter should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.