



NOMINATING AND GOVERNANCE COMMITTEE POLICIES AND PROCEDURES FOR DIRECTOR CANDIDATES

1. Stockholder Recommendations

It is the policy of the Board of Directors (the “Board”) of Veeva Systems Inc. (the “Company”) to consider recommendations for candidates to the Board from stockholders.

Stockholder recommendations for candidates to the Board must be received by December 31st of the year prior to the year in which the recommended candidates will be considered for nomination, must be directed in writing to Veeva Systems Inc., 4280 Hacienda Drive, Pleasanton, CA 94588, Attention: Corporate Secretary, and must include the candidate’s name, home and business contact information, detailed biographical data and qualifications, information regarding any relationships between the candidate and the Company within the last three years and evidence of the recommending person’s ownership of Company stock. Such recommendations must also include a statement from the recommending stockholder in support of the candidate, particularly within the context of the criteria for membership on the Board, including issues of character, judgment, diversity, age, independence, expertise, corporate experience, other commitments and the like, personal references, and an indication of the candidate’s willingness to serve.

2. Stockholder Nominations

Stockholder nominations to the Board must meet the requirements set forth in the Company’s Bylaws. Under these requirements, nominations for election to the Board may be made at a meeting of stockholders by any stockholder entitled to vote in the election of directors who provides timely written notice to the Secretary of the Company. This notice must contain specified information concerning the nominee and concerning the stockholder proposing the nomination. In order to be timely, a stockholder’s notice must be delivered to or mailed and received by the Secretary of the Company at the principal executive offices of the Company not less than one hundred twenty (120) calendar days before the one-year anniversary of the date on which the Company first mailed its proxy statement to stockholders in connection with the previous year’s annual meeting of stockholders.

3. Identifying and Evaluating Nominees for Director

The Nominating and Governance Committee (the “Committee”) considers candidates for the Board, including those candidates recommended by stockholders. The Committee’s general criteria and process for evaluating and identifying the candidates that it selects, or recommends to the full Board for selection, as director nominees, are as follows:

- The Committee oversees an annual evaluation of the performance of the Board as a whole and evaluates the performance of individual members of the Board annually in preparation for the Company’s annual proxy statement and meeting of stockholders.
- In its evaluation of director candidates, including the members of the Board eligible for re-election, the Committee seeks to achieve a balance of knowledge, experience and capability on the Board and considers the following:
 - the current size and composition of the Board and the needs of the Board and the respective committees of the Board;
 - character, judgment, diversity, independence, expertise, corporate experience, length of service, other commitments and the like; and
 - such other factors as the Committee may consider appropriate.
- While the Committee has not established specific minimum qualifications for director candidates, the Committee believes that candidates and nominees should embody a Board that is comprised of directors who (i) are predominantly independent, (ii) are of high integrity, (iii) have broad, business-related knowledge and experience at the policy-making level in business, government or technology, including their understanding of the software industry and the Company’s business in particular, (iv) have individual qualifications and experience that would increase the overall effectiveness of the Board, and (v) meet other requirements as may be required by applicable rules, such as financial literacy or financial expertise with respect to Audit Committee members.
- With regard to candidates who are properly recommended by stockholders or by other means, the Committee will review the qualifications of any such candidate, which review may, in the Committee’s discretion, include interviewing references for the candidate, performing background checks, direct interviews with the candidate, or other actions that the Committee deems necessary or proper.
- In evaluating and identifying candidates, the Committee has the authority to retain and terminate any third-party search firm that is used to identify director candidates, and has the authority to approve the fees and retention terms of any search firm.
- The Committee will apply these same principles when evaluating candidates to the Board who may be appointed initially by the full Board to fill vacancies or add additional directors prior to the annual meeting of stockholders at which directors are elected.
- After completing its review and evaluation of director candidates, the Committee selects, or recommends to the full Board for selection, the director nominees.