

BLACKLINE, INC.
CHARTER FOR THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF
BLACKLINE, INC.

(Adopted by the Board of Directors on September 27, 2016; Effective as of October 28, 2016)

1. PURPOSE

The Compensation Committee (the “**Committee**”) is a standing committee of the Board of Directors (the “**Board**”) of BlackLine, Inc. (the “**Company**”). The purpose of the Committee is to:

- (a) adopt, amend and administer the compensation policies, plans and benefits programs for all officers reporting under Section 16 of the Securities Exchange Act of 1934 and other members of the executive team (“**Executives**”);
- (b) provide oversight of and administer the Company’s equity compensation and executive incentive compensation plans and programs;
- (c) (i) evaluate the Chief Executive Officer’s performance, and (ii) review and approve the compensation of the Chief Executive Officer and the other Executives, including compensation plans, policies, programs and arrangements not available to employees generally; and
- (d) evaluate and make recommendations to the Board regarding the compensation of the Board members, taking into account their independence status.

The objectives of the executive compensation programs are to attract, incentivize and retain executive management in a manner that is tied to achieving the Company’s business objectives and aligning the interests of the Company’s executives with the long-term interests of stockholders. The executive compensation programs will be determined based on a number of factors that the Committee believes most appropriately aligns these interests, including primary factors such as the competitive market data of comparable technology peer companies and other companies with whom we compete for talent, the achievement of our overall financial results, individual contributions, individual experience and qualifications and a compensation philosophy of “pay for performance.”

2. MEMBERSHIP

- (a) Composition. The Committee members will be appointed by, and will serve at the discretion of, the Board. The Committee will consist of at least two members of the Board, one of whom will be appointed as chair. Committee members must meet the following criteria (as well as any additional criteria required by the stock exchange upon which its shares are listed (the

“**Exchange Rules**”), the Securities and Exchange Commission (the “**SEC**”) and any other applicable rules); provided, however, that the Company may avail itself of any phase-in rules or interpretations applicable to newly-listed companies in conjunction with an initial public offering:

(i) each member will be an independent director in accordance with (i) the compensation committee requirements of the Exchange Rules and (ii) the applicable rules of the SEC, in each case, subject to any applicable grace period from such requirements available to the Company under the Exchange Rules or the rules of the SEC; and

(ii) such other qualifications as established by the Board from time to time.

(b) Meetings. The Committee will establish its own meeting schedule and will meet at least twice per year and at other times as it deems appropriate to fulfill its responsibilities. The Committee may meet with any officer, employee or other person in executive session as it deems advisable.

The Committee may invite to its meetings other directors, members of management, advisors and such other persons as the Committee determines is appropriate. No Executive may be present during portions of any meeting when his or her performance or compensation is being deliberated or determined.

The Committee will maintain written minutes of its meetings, which will be filed with the Board meeting minutes. The Committee may act by unanimous written consent (which may include electronic consent), and copies of any actions taken by written consent will be filed in the minute book. The Committee will regularly report to the Board on the actions and recommendations of the Committee.

3. RESPONSIBILITIES AND DUTIES

The duties and responsibilities of the Committee shall include the following, along with any other matters the Board may delegate to the Committee from time to time:

(a) Executive and Other Compensation

(i) review and approve for the Chief Executive Officer and the other Executives (A) annual base salary, (B) annual incentive bonus, including the specific targets and payouts, (C) equity compensation, (D) any employment agreement, severance arrangement, or change in control arrangement, (E) any signing bonus or payment of relocation costs and (F) any other benefits or compensation arrangements not available to employees generally;

(ii) adopt, amend and administer incentive compensation plans for Executives;

(iii) review and approve corporate goals and objectives relevant to the compensation of the CEO and other Executives and evaluate their performance in light thereof;

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(iv) evaluate on a periodic basis the competitiveness of (i) the Company's overall compensation philosophy and (ii) the compensation of the CEO and the other Executives as compared to selected peer companies as reviewed and approved by the Committee on an annual basis; and

(v) adopt, amend and administer the equity compensation plans (including the reservation of shares for issuance thereunder), including the review and grant of stock option and other equity- based or equity-linked grants to the Executives and other eligible individuals in the Company's service, and periodically review the Company's equity plan status, including outstanding grants, cancellations, the remaining shares available for grant under the plans and equity burn rate;

(vi) review, approve and administer any of the Company's employee benefit plans that the Committee deems appropriate, including by adopting, amending and terminating such plans;

(vii) oversee the Company's overall compensation philosophy and any compensation plans and benefits programs that the Committee deems appropriate, and make recommendations to the Board with respect to improvements or changes to such plans or programs or the termination or adoption of plans or programs when appropriate; and

(viii) periodically review the impact of tax and accounting rules and any changes to those rules on the Company's compensation programs.

(b) Executive Performance

(i) evaluate at least annually, in consultation with the other members of the Board, the performance of the CEO, and determine the CEO's compensation in light thereof; and

(ii) oversee the evaluation, at least annually, of the performance of the Executives other than the CEO.

(c) Director Compensation

(i) evaluate and make recommendations to the Board for approval by the Board regarding the adequacy and effectiveness of non-employee director compensation, including consideration of other peer companies, trends and developments in non-employee director compensation and independence status.

(d) Review and Authority

(i) periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Nominating and Corporate Governance Committee for review and recommendation for approval by the full Board;

(ii) annually assess its own performance;

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(iii) review and approve the Compensation Discussion and Analysis for inclusion in the annual proxy statement;

(iv) prepare the Compensation Committee Report for inclusion in the annual proxy statement of the Company;

(v) if applicable, review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory votes on executive compensation (any such vote, a “**Say-on-Pay Vote**”), taking into account the results of the most recent stockholder-advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay-Vote to be included in the annual proxy statement; and

(vi) review and discuss annually with management the risks arising from the Company’s compensation philosophy and practices applicable to all employees to determine whether they are reasonably likely to have a material adverse effect on the Company, whether they encourage excessive risk-taking and to evaluate compensation policies and practices that could mitigate such risks.

The Committee may, in its sole discretion, retain and terminate, as appropriate, any compensation consultant, outside legal or other advisors (each, an “**Advisor**”) to advise or assist the Committee in the performance of any of the responsibilities and duties set forth in this Charter, taking into account the independence factors set forth in the applicable rules of the SEC and the Exchange Rules. The Committee may retain, or receive advice from, any Advisor it prefers, including Advisors that are not independent, after considering the requisite independence factors. Notwithstanding the foregoing, the Committee is not required to assess the independence of any Advisor that acts in a role limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees and/or (ii) providing information that is not customized for a particular 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 evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

The Committee will be directly responsible for the appointment, compensation and oversight of any consultants and advisors retained by the Committee, including sole authority to approve related fees and retention terms for such consultants and advisors. The Committee shall also seek the input of the Chief Executive Officer with respect to the performance evaluation and compensation of Executives other than the Chief Executive Officer. The Company will provide the Committee with appropriate funding, as the Committee determines, for the payment of compensation to any compensation consultant, outside counsel, and other advisors as the Committee deems appropriate, and administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

4. DELEGATION

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Subject to the terms and conditions of the Amended and Restated Stockholders Agreement, the Committee may delegate authority to one or more directors or subcommittees or to members of management, to the extent permitted by applicable law and as the Committee deems appropriate. 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.