

**BLACKLINE, INC.**  
**CHARTER FOR THE STRATEGIC COMMITTEE**  
**OF THE BOARD OF DIRECTORS**  
**OF**  
**BLACKLINE, INC.**

**1. PURPOSE**

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

(a) evaluate, consider, and review the Company’s stockholder engagement plan, strategies, and related matters (“**Stockholder Engagement Matters**”) and, as appropriate, recommend to the Board for approval corporate actions and other matters with respect to Stockholder Engagement Matters and to take such other actions with respect to such Stockholder Engagement Matters as the Committee may deem necessary, appropriate, desirable, useful, helpful, or convenient in connection therewith or that may be incidental or ancillary to the power and authorities delegated to the Committee by the Board; and

(b) explore, evaluate, consider, review, negotiate and, as appropriate, recommend to the Board for approval a potential business combination transaction or other similar strategic transaction involving the Company (together with any alternatives thereto, a “**Potential Transaction**”), and to take such other actions with respect to a Potential Transaction as the Committee may deem necessary, appropriate, desirable, useful, helpful or convenient in connection with a Potential Transaction or that may be incidental or ancillary to the power and authorities delegated to the Committee by the Board.

Notwithstanding anything to the contrary in this charter, the Committee shall not have any power or authority to cause the Company or any other person to enter into any definitive agreement providing for a Potential Transaction (which power and authority, for the avoidance of doubt, shall be exclusively retained by the Board).

**2. MEMBERSHIP**

(a) Composition. The Committee members will be appointed by, and will serve at the discretion of, the Board. The Committee has the authority to designate its own Chairperson.

(b) Meetings. The Committee will establish its own meeting schedule. 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.

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 from time to time as to material developments.

### **3. RESPONSIBILITIES AND DUTIES**

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

- (a) To evaluate, consider, and review Stockholder Engagement Matters;
- (b) As appropriate, to recommend to the Board for approval corporate actions and other matters with respect to Stockholder Engagement Matters;
- (c) To supervise, authorize, and direct any discussions with stockholders and other third parties, as applicable, in connection with Stockholder Engagement Matters, and supervise, authorize, and direct the Company's management and the Company's and the Board's counsel, financial advisors and other advisors, consultants, agents, designees, and other representatives in connection with any such discussions;
- (d) To take or approve any and all actions the Committee may deem necessary, appropriate, desirable, useful, helpful or convenient in connection with Stockholder Engagement Matters, or that may be incidental or ancillary to the power and authorities delegated to the Committee by the Board;
- (e) To explore, evaluate and consider potential counterparties to a Potential Transaction, and to authorize and direct the Company's management and counsel, advisors, consultants, agents, designees, and other representatives to engage in discussions and negotiations regarding a Potential Transaction with potential counterparties;
- (f) To explore, evaluate, consider, review, negotiate, and, as appropriate, recommend to the Board for approval the terms and conditions of a Potential Transaction;
- (g) To supervise and direct discussions and negotiations, and authorize and direct the Company's management and the Company's and the Board's counsel, financial advisors and other advisors, consultants, agents, designees, and other representatives to engage in discussions and negotiations, in connection with a Potential Transaction and any proposal in connection therewith, including with respect to definitive agreements, letter of intents, term sheets, exclusivity agreements, or other agreement relating to or in connection with a Potential Transaction; and
- (h) To take or approve any and all actions that the Committee may deem necessary, appropriate, desirable, useful, helpful or convenient in connection with a Potential Transaction or that may be incidental or ancillary to the power and authorities delegated to the Committee by the Board, including the power and authority to cause the Company to adopt any long range plan or assessment of the value of the Company.

The Committee is empowered to seek assistance from the officers, employees, counsel, advisors, consultants, agents, designees and other representatives of the Company, each of whom is hereby directed to cooperate with and provide assistance to the Committee and its members, counsel, financial advisors and other advisors, consultants, agents, designees and other representatives, to take direction from the Committee and to provide the Committee and its counsel, advisors, consultants, agents, designees and other representatives with such information and materials, including the books, records, projections and financial statements of the Company, as such persons may request.

The Committee is authorized and empowered to engage, oversee, terminate, pay and direct any counsel, financial advisors and other advisors, consultants, agents, designees and other representatives on behalf of the Company, as may be advisable to assist and advise it in performing its responsibilities and duties as delegated by the Board.

The Company will provide the Committee with appropriate funding, as the Committee determines, for the payment of compensation to any counsel, financial advisors and other advisors, consultants, agents, designees and other representatives, on behalf of the Company or the Committee, as the Committee deems appropriate, and administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

#### **4. DELEGATION**

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.

#### **5. REIMBURSEMENT OF EXPENSES**

Members of the Committee shall be reimbursed for any out-of-pocket expenses incurred by such member in connection with such member's service on the Committee in accordance with the Company's usual practice.