

# BLACKLINE, INC.

## CORPORATE GOVERNANCE GUIDELINES

Adopted by the Board of Directors as of September 27, 2016; Effective as of October 28, 2016.

The Board of Directors (the “**Board**”) of BlackLine, Inc. (the “**Company**”) has adopted the following Corporate Governance Guidelines (the “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders in a manner that is consistent with its fiduciary duties.

### 1. THE BOARD

#### (a) Role

It is the principal duty of the Board to exercise its powers in accordance with its fiduciary duties to the Company and in a manner it reasonably believes to be in the best interests of the Company and its stockholders. It is also the Board’s duty to oversee senior management in the competent and ethical operation of the Company. To satisfy this duty, the directors will take a proactive, focused approach to their position, and set standards to ensure that the Company is committed to business excellence, ethical and honest conduct and highest levels of integrity. Directors bring to the Company a wide range of experience, knowledge and judgment, and will use their skills and competencies in the exercise of their duties as directors of the Company.

#### (b) Size

The number of directors that constitutes the Board will be fixed from time to time by a resolution adopted by the Board in conformity with the Company’s Amended and Restated Certificate of Incorporation (the “**Certificate**”) and Amended and Restated Bylaws (the “**Bylaws**”). The Board periodically reviews the size of the Board to ensure that the current number of directors most effectively supports the Company.

#### (c) Composition

There will at all times be a majority of independent directors on the Board. An “independent director” is a person who meets the definition of independent director under the applicable rules of the stock exchange upon which its shares are listed (the “**Exchange Rules**”) and does not have any other relationship with the Company that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out director responsibilities.

#### (d) Lead Independent Director

If the Board does not have an independent Chair, a lead independent director will be appointed by the Board. The lead independent director will be responsible for calling separate meetings of the independent directors, determining the agenda and serving as chair of meetings of independent directors, reporting to the Chief Executive Officer and Board Chair regarding

feedback from executive sessions, serving as spokesperson for the Company as requested, and performing such other responsibilities as may be designated by a majority of the independent directors from time to time. If a lead independent director is appointed, his or her identity will be disclosed in the Company's annual proxy statement or published in the Corporate Governance section of the Company's external website.

**(e) Executive Sessions**

The non-employee directors will meet in executive sessions without management directors or management present on a periodic basis but no less than two times a year. "Non-employee directors" are all directors who are not Company employees, including both independent directors and such directors who are not independent directors by virtue of a material relationship, former status or family membership, or for any other reason.

In addition, if the non-employee directors include directors who are not independent directors, the independent directors will also meet on a periodic basis but no less than two times a year in an independent director executive session.

**(f) Director Qualifications**

The Board determines periodically, as appropriate, the desired Board qualifications, expertise and characteristics, including such factors as business experience and diversity; and with respect to diversity, the Board may consider such factors as differences in professional background, education, skill, and other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board.

The Board evaluates each individual in the context of the membership of the Board as a group, with the objective of having a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of background and experience in the various areas. Each director should be an individual of high character and integrity. In determining whether to recommend a director for re-election, the independent directors of the Board's also consider the director's past attendance at meetings, participation in and contributions to the activities of the Board and the Company and other qualifications and characteristics determined by the Board.

Each director must ensure that other existing and anticipated future commitments do not materially interfere with the members' service as a director.

**(g) Limitation on Other Board Service**

Directors should advise the Board of any invitations to join the board of directors of any other public company prior to accepting the directorship. No director should serve on more than four additional public company boards. Our Chief Executive Officer will not serve on more than two additional public company Boards. The Board will have the opportunity to review the appropriateness of the continued service of a director who changes the role, position or areas of responsibility that he or she held when he or she was elected to the Board.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies set forth below.

**(h) Selection of New Directors**

Our Board is divided into three classes. As a result, approximately one-third of the Board will stand for election for a three-year term by the stockholders of the Company each year at the Company's annual meeting of stockholders. Each year, at the Company's annual meeting of stockholders, the Board will recommend, in accordance with the Certificate and Bylaws, a slate of directors for election by the stockholders. In accordance with the Certificate and the Bylaws, the Board will also be responsible for filling vacancies or newly-created directorships on the Board that may occur between annual meetings of stockholders. The independent directors are responsible for identifying and screening candidates for Board membership, and recommending candidates to the entire Board for Board membership and nominees are recommended to the Board by independent directors constituting a majority of the Board's independent directors in a vote in which only independent directors participate.

**(i) Directors Who Become Aware of Circumstances that May Adversely Reflect Upon the Director or the Company**

When a director, including any director who is currently an officer or employee of the Company, becomes aware of circumstances that may adversely reflect upon the director, any other director, or the Company, the director should notify the Board of such circumstances. The Board will consider the circumstances, and may in certain cases request the director to cease the conflicting activity, or in more severe cases, request that the director submit his or her resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

**(j) Term Limits**

Term limits may result in the loss of long-serving directors who over time have developed unique and valuable insights into the Company's business and therefore can provide a significant contribution to the Board. Because each director is periodically subject to election by the Company's stockholders, the Board does not believe it is in the best interests of the Company to establish term limits.

**(k) Compensation**

The compensation of directors will be approved by the Board upon recommendation of the Compensation Committee. Senior management of the Company or a compensation consultant will report once a year to the Compensation Committee regarding the status of the Company's director compensation in relation to comparable companies. This report will include consideration of employee status and both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to organizations in which a non-employee director is involved. Following a review of the report, the Compensation Committee will recommend any changes in director compensation to the Board, which will then approve the director compensation. The Company's employees will not receive additional compensation for their service as directors.

**(l) Conflicts of Interest**

Except as set forth in the Certificate, directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director will report all facts regarding the matter to the Board (or, if the conflict of interest constitutes a “related person transaction,” to the chair of the Audit Committee). Any material conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director must disclose the interest to the Board, excuse himself or herself from discussion, and abstain from voting, on the matter. This section is subject to certain limited exceptions set forth in our certificate of incorporation and bylaws.

**(m) Interaction with the Press, Members and Others**

The Board believes that management speaks for the Company. Each director should refer all inquiries from the press, members or others regarding the Company’s operations to management. Individual Board members may, from time to time at the request of the management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Board Chair or the Lead Independent Director in compliance with the External Communications Policy.

**(n) Board Access to Senior Management**

The Board has access to management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company.

**(o) Board Access to Independent Advisors**

The Board committees may hire independent advisors, such as auditors, compensation consultants, legal counsel and other advisors. The Board as a whole will have access to these advisors and other independent advisors that the Company retains or that the Board considers necessary or advisable in performing its responsibilities.

**(p) Director Orientation and Continuing Education**

The directors and the Company are committed to ensuring that all directors receive orientation and continuing education.

**(q) Annual Self-Evaluation**

The Board will oversee a periodic self-evaluation by the Board, each committee and each Board member. The Board will be responsible for establishing the evaluation criteria and implementing the process for this evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

The Board will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and for current directors seeking re-election in an effort to further the interests of the Company and its stockholders in a manner consistent with the Company's mission and core values.

## **2. BOARD MEETINGS; STOCKHOLDER MEETINGS, INVOLVEMENT OF SENIOR MANAGEMENT**

### **(a) Board Meeting Attendance**

The Board will meet at least four times annually. In addition, special meetings may be called from time to time. Directors are expected to attend each meeting (and, in no event, fewer than 75% of the meetings), to invest the time and effort necessary to understand the Company's business and financial strategies and challenges. The basic duties of the directors include being prepared for and attending Board meetings and actively participating in Board discussions. Directors are also expected to make themselves available outside of board meetings for advice and consultation. A director who is unable to attend a Board or committee meeting should notify the Board Chair or committee chair and the Chief Executive Officer in advance of the meeting.

### **(b) Annual Stockholder Meeting Attendance**

Each director is strongly encouraged to attend each annual stockholder meeting.

### **(c) Attendance of Non-Directors**

The Board encourages invitations to management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) make presentations and provide insight into items being discussed by the Board that involve the invitee and (ii) bring managers with high potential into contact with the Board. Attendance of any non-directors at Board meetings is at the discretion of the Board.

### **(d) Advance Receipt of Meeting Materials**

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for review of the agenda and materials. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

## **3. COMMITTEE MATTERS**

### **(a) Number, Name, Responsibilities and Independence of Committees**

The Board currently has two (2) standing committees: Audit and Compensation. The Audit and Compensation Committees should each be composed of independent directors, *provided, however*, that the Company may avail itself of any applicable phase-in rules. From

time to time, the Board may form or disband an ad hoc or standing Board committee, depending upon the circumstances. Each committee will perform its duties as assigned by the Board in compliance with the Bylaws and the committee's charter.

**(b) Assignment and Rotation of Committee Members**

The Board appoints committee members and committee chairs in accordance with applicable law and according to criteria set forth in the applicable committee charter and other criteria that the Board determines to be relevant to the responsibilities of each committee. Committee membership and the position of committee chair will not be rotated on a mandatory or regular basis unless the Board determines that rotation is in the best interest of the Company.

**(c) Frequency of Committee Meetings and Agendas**

The committee chairs and appropriate members of management, in accordance with the committee's charter and, as appropriate, in consultation with the committee members, will determine the frequency and length of the committee meetings and develop the meeting agendas. Committee chairs will summarize committee discussions and actions with the full Board.

**(d) Committee Charters**

Each committee will periodically review its charter and recommend to the Board any changes it deems necessary.

**4. LEADERSHIP DEVELOPMENT**

**(a) Annual Review of Chief Executive Officer**

The Compensation Committee, with input from the non-employee directors, 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.

**(b) Succession Planning**

The Board will 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 Board will 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 should periodically be a report on management development by the Chief Executive Officer.

## **5. STOCKHOLDER-DIRECTOR COMMUNICATIONS**

### **(a) Policy**

The Board believes that stockholders should have an opportunity to send communications to the Board.

### **(b) Procedures**

Any communication from a stockholder to the Board generally or a particular director should be in writing and should be delivered to the Chief Legal Officer by registered or overnight (e.g., FedEx) mail at the principal executive office of the Company. Each communication should set forth (i) the name and address of the stockholder, as it appears on the Company's books, and if the stock is held by a nominee, the name and address of the beneficial owner of the stock, and (ii) the class and number of shares of the Company's stock that are owned of record by the record holder and beneficially by the beneficial owner.

The Chief Legal Officer will, in consultation with appropriate directors as necessary, generally screen communications from stockholders to identify communications that (i) are solicitations for products and services, (ii) relate to matters of a personal nature not relevant for the Company's stockholders to act on or for the Board to consider or (iii) matters that are of a type that render them improper or irrelevant to the functioning of the Board or the Company.

## **6. INTERPRETATION**

These Guidelines should be interpreted and construed in the context of all applicable laws and the Certificate, the Bylaws and other corporate governance documents.

## **7. AMENDMENT**

The Company is committed to continuously reviewing and updating our policies, and the Company therefore reserves the right to amend these Guidelines at any time, for any reason, subject to applicable law.