



**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE  
BOARD OF DIRECTORS OF SNOWFLAKE INC.**

**PURPOSE**

The purpose of the Nominating and Governance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Snowflake Inc. (the "**Company**") is to assist the Board with respect to corporate governance matters, including:

- advising the Board on corporate governance matters and Board performance matters, including developing and recommending governance principles and policies for the Company;
- identifying, evaluating, and recommending candidates qualified to become Board members or nominees for directors of the Board consistent with criteria approved by the Board;
- overseeing the evaluation of the Board and its committees; and
- making other recommendations to the Board relating to the directors of the Company.

**MEMBERSHIP**

The members of the Committee, including the chairperson of the Committee (the "**Chair**"), will be appointed by and serve at the discretion of the Board. Each member will serve until the earliest of such member's resignation, removal, or death. The members of the Committee may be removed, with or without cause, by a majority vote of the Board, and vacancies occurring on the Committee for any reason will be filled by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee.

The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings.

The Board will determine the exact size of the Committee. The Committee will consist of at least two members of the Board, and each member of the Committee will:

- satisfy the independence requirements imposed by the Securities and Exchange Commission (the "**SEC**") and the rules, regulations, and requirements of the stock exchange that lists the Company's stock, taking into account any exceptions permitted by such stock exchange (the "**Exchange Rules**");
- be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member;
- meet any other qualifications determined by the Board; and
- meet any other requirements imposed by applicable law and the Exchange Rules.

## RESPONSIBILITIES

The Committee's responsibilities described below are a guide and should remain flexible to account for changing circumstances and needs. The Committee may supplement or, unless required by law or the Exchange Rules, deviate from its duties, as appropriate, and establish policies and procedures consistent with applicable rules and regulations. The Committee's authority to fulfill these responsibilities is not exclusive, and the Board retains all authority to fulfill any responsibilities in accordance with applicable law and the Exchange Rules.

The Committee will have the following responsibilities:

- 1. Board Composition.** The Committee will monitor and evaluate the composition, organization, and size of the Board. In addition, the Committee will determine the desired qualifications, expertise, and characteristics of Board members, with the goal of developing a highly qualified Board with a diversity of perspectives, backgrounds and experience. On an ongoing basis, the Committee will consider Board composition factors.
- 2. Recruiting.** The Committee will identify, recruit, and evaluate qualified candidates for Board membership to fill new or vacant positions on the Board. The Committee will use criteria approved by the Board, including consideration of the potential conflicts of interest, director independence, and other requirements.
- 3. Director Appointments.** The Committee will recommend to the Board all director appointments.
- 4. Board and Committee Structure.** The Committee will oversee the Board's committee structure and operations, including authority to delegate to subcommittees and reporting to the Board. The Committee will evaluate individual directors' interests, and director independence, experience, and other requirements imposed by the SEC and the Exchange Rules. The Committee will annually recommend to the entire Board the composition and chair of each committee.
- 5. Nominating Policies.** The Committee will have the power and authority to establish any policies, requirements, criteria, and procedures relating to its activities. The Committee's power and authority includes establishing policies and procedures to facilitate stockholder communications with the Board. The Committee will also have the power and authority to make any disclosures required by applicable law arising from the exercise of its authority, or resulting from any of its actions and recommendations.
- 6. Committee Reports.** The Chair will regularly report to the Board about the Committee's activities, actions and recommendations.
- 7. Stockholder Nominations.** The Committee will consider director nominations properly submitted by the Company's stockholders in accordance with the procedures set forth in the Company's Amended and Restated Bylaws, as may be amended from time to time, or determined by the Committee from time to time. In addition, the Committee will make recommendations to the Board with respect to formal procedures for stockholder communications with members of the Board, as the Committee deems appropriate.

**8. Director Elections.** The Committee will recommend to the Board all nominees to be proposed by the Board for election by the Company's stockholders, including recommendation of a slate of director nominees to be proposed by the Board for election at each annual meeting of stockholders and recommendation of director nominees to be elected by the stockholders to fill interim director vacancies. For clarity, the Committee will also recommend director appointments by the Board in accordance with Section 3.

**9. Board and Management Assessment.** The Committee will establish a process for the self-assessments required to be performed by the Committee and any other Board committees (the "**Committee Self-Assessments**"). The Committee will periodically review the performance of the Board, including Board committees (including as reported in the Committee Self-Assessments) and management. As appropriate, the Committee will make recommendations to the Board and management for areas of improvement. The Committee will also assess the independence of directors in accordance with the requirements imposed by the SEC and the Exchange Rules.

**10. Continuing Education.** The Committee may institute plans or programs for the continuing education of directors and orientation of new directors, as it deems appropriate.

**11. Corporate Governance Principles.** The Committee will develop a set of corporate governance principles for the Company for approval by the Board and periodically review and assess the Company's corporate governance, and, as appropriate, will recommend changes to the Board for its consideration.

**12. Procedures for Information Dissemination.** The Committee will periodically review the processes and procedures used by the Company to provide information to the Board and its committees and the scope of such information and make recommendations to the Board and management for improvement as appropriate. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant, and appropriately detailed information to the Board and its committees on a timely basis.

**13. Other Matters.**

- Committee Self-Assessment. The Committee will annually evaluate its performance and the adequacy of this Charter, using the process established by the Committee.
- General Authority. The Committee will perform such other functions and have such other powers as may be necessary or appropriate in complying with applicable law, rules, regulations, or this Charter.

**ACCESS, ADVISORS, AND EXPENSES**

The Committee may conduct or authorize studies of, or investigations into, matters within the Committee's scope of responsibility, with full access to all books, records, documents, facilities, and personnel of the Company.

The Committee has the authority, at the Company's expense, to retain and terminate legal, accounting, or other outside advisors or consultants of its choice to assist the Committee in connection with its functions, including any studies or investigations, and shall have direct oversight of the work performed by such advisers and shall approve the compensation and any other retention terms of any such advisers. Specifically, the Committee may retain search firms to help it identify and evaluate director candidates.

The Committee may also pay, at the Company's expense, ordinary administrative expenses it deems appropriate in carrying out its duties.

#### **MEETINGS AND MINUTES**

The Committee will meet whenever its members deem a meeting necessary or appropriate. The Chair, in consultation with the other members of the Committee, will determine dates, times, and places of Committee meetings. 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.

The Committee will maintain written minutes of its meeting. The Committee may act by unanimous written consent in lieu of a meeting in accordance with the Company's Amended and Restated Bylaws, as may be amended from time to time; when it does so, those actions will be filed in the minute book.

#### **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.

#### **DELEGATION**

The Committee may form and delegate authority to one or more subcommittees to the extent allowed under applicable law. By delegating an issue to a subcommittee, the Committee does not surrender any authority over that issue. Although the Committee may act on any issue that has been delegated to a subcommittee, doing so will not limit or restrict future action by the subcommittee on any matters delegated to it. By approving this Charter, the Board delegates authority to the Committee with respect to these responsibilities.



#### **CHARTER HISTORY**

Approved by the Board of Directors on September 4, 2019.

Amended by the Board of Directors on August 21, 2020.