

**SALESFORCE.COM, INC.**

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE**

**OF THE BOARD OF DIRECTORS**

(Revised December 11, 2018)

**I. STATEMENT OF POLICY**

This Charter specifies the scope of the responsibilities of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of salesforce.com, inc. (the “Company”) and the manner in which those responsibilities shall be performed, including its structure, processes and membership requirements.

The primary responsibilities of the Committee are to (i) identify individuals qualified to become Board members, consistent with criteria approved by the Board; (ii) select, or recommend to the Board, director nominees for each election of directors; (iii) develop and recommend to the Board criteria for selecting qualified director candidates; (iv) consider committee member qualifications, appointment and removal; (v) oversee corporate governance matters generally, including the development and recommendation to the Board of corporate governance guidelines applicable to the Company, and (vi) provide oversight in the evaluation of management, the Board and each committee.

**II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS**

The Committee shall be comprised of two or more directors, each of whom shall satisfy the independence requirements established by the rules of the New York Stock Exchange.

The members of the Committee shall be appointed initially by the Board and then subsequently on the recommendation of the Nominating and Corporate Governance Committee and shall serve until their successors are duly elected and qualified or their earlier resignation or removal. Any member of the Committee may be removed or replaced by the Board either acting on its own initiative or on the recommendation of the Nominating and Corporate Governance Committee. Unless a chair is elected by the full Board, the members of the Committee may designate a chair by majority vote of the full Committee membership. The Committee may, from time to time, delegate duties or responsibilities to subcommittees or to one member of the Committee.

A majority of the members shall represent a quorum of the Committee, and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee. Any actions taken by the Committee during any period in which one or more members fail for any reason to meet the membership requirements set forth above shall be nonetheless duly authorized actions of the Committee for all corporate purposes.

The Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, accountants or other advisors as appropriate to perform its duties hereunder, and to determine the terms, costs and fees for such engagements. Without limitation, the Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates and to determine and approve the terms, costs and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to assist the Committee in performing its duties hereunder shall be borne by the Company.

### **III. MEETINGS**

The Committee shall meet as often as it deems necessary to fulfill its responsibilities hereunder, and may meet with management or individual directors at any time it deems appropriate to discuss any matters before the Committee.

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

### **IV. COMMITTEE AUTHORITY AND RESPONSIBILITY**

To fulfill its responsibilities and duties hereunder, the Committee shall:

#### **A. Nominating Functions**

1. Evaluate and select, or recommend to the Board, director nominees for election or appointment to the Board, except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or propose such nomination, unless required by contract or requested by the Board.
2. Determine criteria for selecting new directors, including desired board skills and attributes required of a director in the context of the current make-up of the Board, and identify and actively seek individuals qualified to become directors.
3. Consider any nominations of director candidates validly made by stockholders.
4. Review and make recommendations to the Board concerning qualifications, appointment and removal of committee members.
5. Review and make recommendations to the Board concerning Board and committee compensation.
6. Recommend to the Board whether to accept or reject a director's resignation, or take other action, in the event an incumbent director fails to receive the required vote for reelection at a meeting of the Company's stockholders as specified under the Company's Bylaws and corporate governance guidelines.

B. Corporate Governance Functions

1. Oversee corporate governance generally, including developing and recommending for Board approval, and reviewing on an ongoing basis the adequacy of, the corporate governance guidelines applicable to the Company. Such guidelines shall include, at a minimum, director qualification standards, director responsibilities, committee responsibilities, director access to management and independent advisors, director compensation, director orientation and continuing education, management succession and annual performance evaluation of the Board and committees.
2. As requested, consult with the Audit Committee regarding its adoption of a Code of Business Conduct and Ethics applicable to all employees and directors and required by the rules of the New York Stock Exchange.
3. Review, at least annually, the Company's compliance with the New York Stock Exchange corporate governance listing requirements, and report to the Board regarding the same.
4. Assist the Board in developing criteria for the evaluation of Board and committee performance including the development of an oral or written assessment.
5. Conduct a periodic review of the Company's succession planning, including policies and principles for CEO selection and succession in the event of an emergency or the retirement of the CEO, and report the recommendation to the Board.
6. Periodically review the Board's leadership structure and recommend changes to the Board as appropriate, and make a recommendation to the independent directors regarding the appointment or reappointment of the lead independent director, any such appointment or reappointment to occur upon vacancy and otherwise at least every two years.
7. Oversee and periodically review the Company's environmental, social and governance programs, including the Company's policies and practices concerning (i) corporate social responsibility, (ii) environmental sustainability and (iii) corporate political contributions and lobbying activities.
8. Evaluate the Committee's own performance on an annual basis.
9. If requested by the Board, assist the Board in its evaluation of the performance of the Board and each committee of the Board.
10. Review and recommend to the Board changes to the Company's Certificate of Incorporation and Bylaws as needed.
11. As requested by the Board, develop orientation materials for new directors and corporate governance-related continuing education for Board members.
12. Make reports to the Board regarding the foregoing, as appropriate.

13. Review and reassess the adequacy of this Charter as appropriate and recommend any proposed changes to the Board for approval.

14. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation and Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.