

SALESFORCE.COM, INC.

CORPORATE GOVERNANCE GUIDELINES

As Adopted by the Board of Directors on December 2, 2004
and Amended and Restated by the Board of Directors on April 26, 2005,
December 6, 2007, September 30, 2008, December 10, 2009, March 16, 2010,
January 10, 2011, March 14, 2013, June 4, 2015, September 10, 2015 and March 16, 2016

Role of Board and Management

The Board of Directors, which is elected by the stockholders, is the ultimate decision-making body of the Company except with respect to those matters reserved to the stockholders. It selects the senior management team, which is charged with the conduct of the Company's business. Having selected the senior management team, the Board acts as an advisor and counselor to senior management and ultimately monitors its performance.

The fundamental role of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. In fulfilling that responsibility, the directors may reasonably rely on the honesty and integrity of the Company's senior management and expert legal, accounting, financial and other advisors.

Director Qualifications and Responsibilities

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board from time to time the appropriate skills and characteristics required of a director in the context of the overall composition of the Board and existing and future needs of the Company. This assessment should include consideration of background, skills (such as understanding of technology, finance and marketing), business experience and expected contributions to the Board. Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of our stockholders. They must also have an inquisitive and objective perspective and mature judgment. The Nominating and Corporate Governance Committee's goal should be to assemble a Board of Directors that brings to the Company a variety of perspectives and skills derived from high quality business and professional experience. Directors should have experience in positions with a high degree of responsibility, be leaders in the companies or institutions with which they are affiliated, and be selected based upon contributions they can make. Directors must have sufficient time available, in the judgment of the Nominating and Corporate Governance Committee, to perform all Board and Committee responsibilities. Board members are expected to prepare for and participate in all Board and applicable Committee meetings.

Director Independence

The Board believes that, as a matter of policy and consistent with applicable laws, rules and regulations, the Board should consist of a substantial majority of independent directors. In no event will the Board consist of less than a majority of independent directors.

In making a determination regarding a director's independence, the Board shall consider all relevant facts and circumstances, including the director's commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships,

and such other criteria as the Board may, in its discretion, determine relevant. No director will qualify as independent unless the Board of Directors has affirmatively determined that the director has no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). Further, a director will not be considered independent if he or she does not meet the applicable criteria for director independence under New York Stock Exchange (NYSE) rules.

In addition, members of the Audit Committee and Compensation Committee are expected to meet heightened independence and qualification requirements as applicable under NYSE and SEC rules.

Limits on Director Outside Activities

Directors must be willing to devote sufficient time to carry out their duties and responsibilities effectively, and should be committed to serving on the Board for an extended period of time. Each director is expected to ensure that other commitments do not conflict with or materially interfere with this or her service as a director. Directors are expected to avoid any action, position or interest that conflicts with an interest of the Company, or gives the appearance of a conflict.

To help ensure directors are able to devote sufficient time to carry out their duties and responsibilities effectively, each director shall serve on no more than five outside boards of directors of for-profit public or private companies, except pursuant to a waiver granted by the Nominating and Corporate Governance Committee.

Change in Director Responsibilities

Directors should provide their irrevocable resignations from the Board, in substantially the form attached hereto as Exhibit A, which will be effective upon the occurrence of both (i) a significant change in their circumstances, including a change of their principal occupation, business occupation or job responsibilities, and (ii) Board acceptance of such resignation. Directors shall notify the Board promptly after the occurrence of a significant change in their circumstances and the facts related thereto. The Board, and specifically the Nominating and Corporate Governance Committee, shall review the facts surrounding each such significant change and make a recommendation to the Board as to the continued appropriateness of board membership under the new circumstances or whether the Board should accept any such tendered resignations.

The Board shall nominate for election or re-election as director of the Company only candidates who agree to tender the irrevocable resignations as provided in the preceding paragraph.

Term Limits

The Board does not believe it should establish term limits. While term limits could have some benefits, they create the significant disadvantage of losing the contributions of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. The Board annual self-evaluation process is an important determinant for continuing service.

Majority Voting; Advance Resignation as Prerequisite to Director Nomination

In accordance with the Company's bylaws, unless the number of director nominees exceeds the number of directors to be elected at the meeting, a nominee for director must receive more votes cast for than against his or her election or reelection in order to be elected or reelected to the Board. The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for reelection. The Board shall nominate for election or reelection as director only candidates who agree to tender, promptly following the stockholders' meeting at which they are elected or reelected as director, irrevocable resignations in substantially the form attached as Exhibit B that will be effective upon (i) the failure to receive the required vote at the next stockholders' meeting at which they face reelection and (ii) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with this guideline.

If an incumbent director fails to receive the required vote for reelection, the Nominating and Corporate Governance Committee will act on an expedited basis to determine whether to accept or reject the director's resignation or whether other action should be taken, and will submit such recommendation for prompt consideration by the Board. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept or reject a director's resignation or whether other action should be taken.

Size of Board

The Board reviews from time to time the appropriate size of the Board. The Board will consider changing its size to accommodate outstanding candidates, to satisfy specific governance needs, or to otherwise promote the best interests of the Company.

Separation of Chairman and CEO

The Board elects its Chairman and appoints the Company's Chief Executive Officer according to its view of what is best for the Company at any given time. The

Board does not believe there should be a fixed rule as to whether the offices of Chairman and CEO should be vested in the same person or two different people, or whether the Chairman should be an employee of the Company or should be elected from among the non-employee directors. The needs of the Company and the individuals available to play these roles may dictate different outcomes at different times, and the Board believes that retaining flexibility in these decisions is in the best interests of the Company.

Executive Sessions of Non-Management and Independent Directors

The non-management directors of the Board will periodically meet in executive sessions without management present, including at any time requested by a non-management director. If the non-management directors include directors who are not independent as defined by applicable listing standards of the NYSE, the independent members of the Board of Directors will meet without non-independent directors present at least once annually, and at any time requested by an independent director.

Lead Independent Director

The Lead Independent Director shall be elected for a two-year term to act as the Presiding Director and serve as a liaison between the independent members of the Board and the Chairman and Chief Executive Officer. The Lead Independent Director will have such other authority as generally held by a lead independent director and as the independent directors shall determine from time to time. Unless otherwise determined by the Board, the Lead Independent Director shall be the Chairman of the Nominating and Corporate Governance Committee.

Presiding Director

The Presiding Director shall chair the Board's executive sessions of non-management and independent members of the Board of Directors. The Presiding Director shall be the Lead Independent Director, or in such person's absence, the Chairman of the Audit Committee.

Board Access to Management

The independent members of the Board shall have access to, and are encouraged to contact, Company employees in order to obtain the information necessary to fulfill their duties. The Board may establish a process for such inquiries. Management is encouraged to invite Company employees to Board meetings where management participation will provide the Board with additional insight into the matters being considered.

Retention of Advisors/Consultants

The Board and each Committee of the Board shall have the authority to retain outside financial, legal or other advisors as they deem appropriate, and shall have the

authority to obtain advice, reports or opinions from internal and external counsel and advisors, without consulting with or obtaining approval from any officer of the Company.

Board and Committee Evaluation

The Board and each Committee will perform annual self-evaluations. In connection therewith, the directors will be requested to provide their assessments of the effectiveness of the Board and the Committees on which they serve. The evaluations may utilize an oral or written assessment questionnaire developed by the Nominating and Corporate Governance Committee. The individual assessments will be summarized and reported for discussion to the full Board and the Committees.

Communications with Directors

Stockholders and other interested parties may communicate with any and all Company directors regarding bona fide concerns or questions by transmitting correspondence by mail, facsimile or email, addressed as follows:

[Individual Director][Lead Independent Director][Presiding Director][Chairman of the Board][Board of Directors]
c/o Corporate Secretary
The Landmark @ One Market, Suite 300
San Francisco, CA 94105 or
Fax: (415) 901-7040 or
Email Address: CorporateSecretary@salesforce.com

The Corporate Secretary will periodically forward such communications or a summary thereof to the Board or the applicable director or directors.

Director Attendance at Annual Meetings of Stockholders

The Company will make reasonable efforts to schedule its annual meeting of stockholders at a time and date to maximize attendance by directors taking into account the directors' schedules. All directors are expected to attend the Company's annual meeting of stockholders absent an unavoidable and irreconcilable conflict.

Director Compensation

The Nominating and Corporate Governance Committee shall periodically review the compensation for non-employee directors. The Nominating and Corporate Governance Committee shall be responsible for approving changes in the compensation for non-employee directors, and shall be guided by the following goals:

- directors should be fairly compensated for the work required in discharge of their duties;
- compensation should align the directors' interests with the long-term interests of stockholders; and

- the compensation policy should be easy for stockholders to understand.

Stock Ownership Guidelines for Non-Management Directors

The Board believes that directors should be stockholders in order to align their interests with the long-term interests of the Company's stockholders. Each non-management director will be required to attain, by the fifth anniversary of such director's initial election to the Board, and maintain throughout such director's tenure, a minimum share ownership position of the lesser of (i) 7,500 shares of the Company's common stock or (ii) such number of shares of the Company's common stock having an aggregate value of \$400,000 based on the market price of such common stock as of the first trading day of the Company's then-current fiscal year. The number of shares necessary to meet this requirement will be adjusted proportionately in the event of a stock split, reverse stock split, stock dividend or similar recapitalization.

Director Orientation and Continuing Education

Upon request by the Board of Directors, the Nominating and Corporate Governance Committee shall develop and maintain an orientation and continuing education program for new directors that will comply with any continuing education requirements developed by the NYSE.

Committees

The Board will at all times have an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. All members of these committees will be independent directors under the criteria established by the NYSE and, as applicable, the SEC. The Board may from time to time establish additional committees as necessary or appropriate. Committee members will be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee. Consideration should be given to rotating committee members periodically, but rotation should not be mandated as a policy.

The Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee will each have its own charter setting forth the purpose and duties of the committee and the authority granted to such committee by the Board, and these charters will be made publicly available, such as through posting on the Company's website.

The Chairman of each committee, in consultation with the committee members and senior management, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chairman of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

Stock Ownership Guidelines for Executive Officers

The Board believes that executive officers should be stockholders in order to align their interests with the long-term interests of the Company's stockholders. The CEO will be required to attain by the later of March 14, 2018 or the fifth anniversary of his or her appointment as CEO, and to maintain throughout his or her tenure, a minimum share ownership position of the lesser of (i) 112,000 shares of the Company's common stock or (ii) such number of shares of the Company's common stock having an aggregate value of four times his or her annual salary, based on the salary in effect as of, and the market price of such common stock as of, the first trading day of the Company's then-current fiscal year. The number of shares necessary to meet this requirement will be adjusted proportionately in the event of a stock split, reverse stock split, stock dividend or similar recapitalization.

The non-CEO executive officers will be required to attain by the later of March 14, 2018 or the fifth anniversary of such executive officer's initial appointment as an executive officer, and to maintain throughout such executive officer's tenure, a minimum share ownership position with an aggregate value equal to 1.5 times such executive officer's annual salary, based on the salary in effect as of, and the market price of such common stock as of, the first trading day of the Company's then-current fiscal year. The number of shares necessary to meet this requirement will be adjusted proportionately in the event of a stock split, reverse stock split, stock dividend or similar recapitalization.

Recoupment of Performance-Based Compensation

If the Company restates its reported financial results, the Board will review the performance-based awards made to the executive officers, and, to the extent required by the provisions of the Dodd-Frank Act or any other clawback provision required by law or the listing standards of the NYSE, the Company will seek to recover or cancel any such awards that were awarded as a result of achieving performance targets that would not have been met under the restated financial results. The Company continues to monitor the rule-making actions of the Securities and Exchange Commission and the NYSE with respect to the implementation and disclosure of clawback policies. The Company will amend its recoupment policy in the future as required by applicable law.

CEO Evaluation

As set forth in more detail in its charter, the Compensation Committee conducts a review at least annually of the performance of the CEO and establishes the specific performance goals and objectives as to which the performance of the CEO is evaluated.

Succession Planning

The Nominating and Corporate Governance Committee shall 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. The Committee shall report its recommendation to the Board.

Exhibit A

Form of Resignation – Changes in Director Responsibilities

Attention: The Chairperson of the Board of Directors of salesforce.com, inc. (the
 “Board”)

 In accordance with the Corporate Governance Guidelines of salesforce.com, inc., a Delaware corporation (the “Company”) regarding changes in director responsibilities, I hereby tender my resignation as a director of the Company, provided that this resignation shall be effective only in the event that (i) there is a significant change in my personal circumstances, including a change of my principal occupation, business occupation or job responsibilities, and (ii) the Board accepts this resignation following the occurrence of such significant change in my personal circumstances.

 This resignation may not be withdrawn by me at any time.

Very truly yours,

Director

Dated: _____

Exhibit B

Form of Resignation – Majority Voting in Director Elections

Attention: The Chairperson of the Board of Directors of salesforce.com, inc. (the
 “Board”)

 In accordance with the Corporate Governance Guidelines of salesforce.com, inc., a Delaware corporation (the “Company”), regarding majority voting in director elections, I hereby tender my resignation as a director of the Company, provided that this resignation shall be effective only in the event that (i) I fail to receive a sufficient number of votes for reelection at a meeting of the stockholders of the Company in which the majority voting rule applies for the election of directors (the “Applicable Stockholders’ Meeting”) and (ii) the Board accepts this resignation following my failure to be reelected at the Applicable Stockholders’ Meeting.

 This resignation shall be irrevocable by me. The Board may by resolution provide that this resignation shall expire on a specified date and thereafter be of no force and effect. I recognize that this letter of resignation may remain in force so long as I am a director of the Company.

Very truly yours,

Director

Dated: _____