

## **SERVICESTOURCE INTERNATIONAL, INC.**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

Adopted February 9, 2011, effective as of  
the closing of the Company's initial public offering and amended February 17, 2016

#### **PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the "*Committee*") of the Board of Directors (the "*Board*") of ServiceSource International, Inc. (the "*Company*") shall be to review and make recommendations to the Board on matters concerning corporate governance, Board composition, identification, evaluation and nomination of director candidates, Board committees, stockholder proposals and conflicts of interest.

In furtherance of these purposes, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

#### **MEMBERSHIP**

The Committee members shall be appointed by, and shall serve at the discretion of, the Board. The Committee shall consist of no fewer than two members of the Board. The Board may designate one member of the Committee as its chair. Members of the Committee shall not have a relationship with the Company or its affiliates that may interfere with the exercise of their independence, and shall otherwise be deemed "Independent Directors" as defined by the listing standards of the Nasdaq Stock Market, Inc. (the "*Nasdaq Rules*"); provided, however, that the Company may avail itself of any phase-in rules applicable to newly-listed companies in connection with an initial public offering.

#### **AUTHORITY**

In discharging its oversight responsibilities, the Committee may conduct or authorize investigations into, or studies of, any matters of interest or concern that the Committee or Board deem appropriate. In connection with this responsibility, the Committee shall have unrestricted access to the Company's facilities, personnel, books and records.

The Committee may form and delegate authority to subcommittees when appropriate.

In performing its duties, the Committee shall have the authority, at the Company's expense, to retain, hire and obtain advice, reports or opinions from internal or external legal counsel and expert advisors.

Moreover, the Committee shall have the authority, at the Company's expense, to retain and terminate any search firm to be used to identify or recruit Board nominees. In each case, the Committee shall have sole authority to approve related fees and retention terms, and the Company shall provide the Committee with adequate funding to allow the Committee to perform its duties under this Charter.

#### **RESPONSIBILITIES AND DUTIES**

The responsibilities and duties of the Committee shall include:

##### ***Corporate Governance Generally***

- Reviewing annually the principles of corporate governance approved by the Board to ensure that they remain relevant and are being complied with, and recommending changes to the Board as necessary;
- At least annually, assess the Company's overall processes for compliance with significant applicable legal, ethical and regulatory requirements;
- Reviewing proposed changes to the Company's Certificate of Incorporation and Bylaws and making recommendations to the Board and ensuring they comply with applicable laws, regulations, Nasdaq Rules and sound governance principles;
- Determining the manner in which stockholders may send communications to the Board (as a whole or individually), as well as the process by which stockholder communications will be relayed to the Board and what the Board's response, if any, should be;
- Reviewing periodically the succession planning for the Chief Executive Officer and other executive officers, reporting its findings and recommendations to the Board and working with the Board in evaluating and nominating potential successors to these executive management positions;
- Reviewing governance-related stockholder proposals and recommending Board responses;
- Overseeing compliance by the Board and its committees with applicable laws and regulations, including those promulgated by the Securities and Exchange Commission and the Nasdaq Rules;
- Reviewing the charter and processes of the Committee, and ensuring other Board committees review and update their charters on an annual basis;
- Working with the Board and Company management to improve the effectiveness of joint Board and Company management business and operational activities, including communications, decision making, strategic planning, and other business processes;

***Board Composition, Evaluation and Nominating Activities***

- Overseeing the Board evaluation process, including conducting annual evaluations of the performance and effectiveness of the Board as a whole and each Board committee, evaluating the performance of Board members eligible for re-election and reporting results and recommended actions to the Board, Chairman or Lead Independent Director of the Board, as applicable;
- Reviewing and making recommendations to the Board regarding the composition and size of the Board and its committees and determine the relevant criteria (including any minimum qualifications) for Board membership, including issues of character, integrity, judgment, diversity, age, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company's business, other commitments and the like;
- Establishing and periodically reviewing policies and procedures for the submission of candidates for election to the Board (including recommendations by stockholders of the Company) in compliance with applicable laws and regulations;

- Establishing procedures for identifying and evaluating nominees for Director;
- Reviewing and recommending candidates for election to the Board at the annual meeting of stockholders in compliance with the Company's policies and procedures for consideration of Board candidates;
- Identifying, considering and recommending candidates to fill new positions or vacancies on the Board, including any potential stockholder nominees--in performing these duties, the Committee shall have the authority, at the Company's expense, to retain and terminate any search firm to be used to identify Board candidates and shall have authority to approve the search firm's fees and other retention terms;
- Reviewing the disclosure included in the Company's proxy statement regarding the Company's nomination process and other corporate governance matters;
- Making recommendations for orientation of new Board members and continuing education of Board members;
- Reviewing changes in the Directors' status and appointments or positions with other companies, as it may affect the Directors' ability to serve on the Board;
- Reviewing and making recommendations to the Board regarding director independence determinations with respect to continuing and prospective Directors;

#### ***Board Committees***

- Periodically reviewing the charter and composition of each Board committee and making recommendations to the Board for the creation of additional Board committees or the change in mandate or dissolution of Board committees;
- Recommending to the Board persons to be members and the chair of the various Board committees;

#### ***Conflicts of Interest***

- Reviewing and overseeing the administration of the Company's Code of Business Conduct and Ethics for the CEO and Senior Financial Officers;
- Considering questions of possible conflicts of interest of Board members and of corporate officers; and
- Reviewing actual and potential conflicts of interest of Board members and corporate officers, other than related party transactions reviewed by the Audit Committee, and approving or prohibiting any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity.

#### **MEETINGS**

The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities. The Committee may meet either in person or telephonically, and at such times

and places as the Committee determines. The Committee may establish its own meeting schedule, which it will provide to the Board. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. The Committee may also act by unanimous written consent of its members (including electronic consent).

#### **MINUTES**

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

#### **REPORTS**

The Chair of the Committee shall make regular reports to the full Board on the actions and recommendations of the Committee.

#### **COMPENSATION**

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.