

FRESHWORKS INC.
CORPORATE GOVERNANCE GUIDELINES

(Adopted August 5, 2021; Effective upon the effectiveness of the registration statement relating to the Company's initial public offering)

The Board of Directors (the "**Board**") of Freshworks Inc., a Delaware corporation (the "**Company**"), has established these guidelines (these "**Guidelines**") for the Board's conduct and operation. These Guidelines are designed to give directors and management a flexible framework for effectively pursuing the Company's objectives for the benefit of its stockholders. That is why these Guidelines should be interpreted in the context of all applicable laws, as well as our charter documents and other policies.

A. BOARD COMPOSITION AND SELECTION

Size of the Board

The Board will establish the number of directors in accordance with our certificate of incorporation and bylaws. The Board and the Nominating and Corporate Governance Committee of the Board (the "**Nominating Committee**") will periodically review the appropriate Board size, which may vary to accommodate the availability of suitable candidates and the Company's needs.

Independence of Directors

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 rules of any stock exchange on which our securities are listed (the "**Exchange**") 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. Periodically, as required by the rules of the Securities and Exchange Commission or the Exchange and based on information provided by Board members and advice of counsel, the Board or the Nominating Committee will affirmatively determine director independence. Directors may be asked from time to time to leave a Board meeting when the Board is considering a transaction in which the director (or another organization for which the director is a director or officer) has a financial or other interest.

Term Limits

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

Retirement Age

Mandatory retirement ages for directors may result in discontinuing the availability and contributions of directors who are otherwise capable and valuable members of the Board. Because each director is periodically subject to election by our stockholders, the Board does not believe it is in the best interests of the Company to establish a mandatory retirement age.

Simultaneous Service on Other Public Company Boards

Carrying out the duties and fulfilling the responsibilities of a director requires a significant commitment of an individual's time and attention. Directors should advise the Nominating Committee of any invitations to join the board of directors of any other company prior to accepting the directorship so that the potential for conflicts or other factors compromising the director's ability to perform his or her duties may be fully assessed. No director should serve on more than four (4) additional public company boards without the approval of the Board. No member of the Audit Committee of the Board (the "**Audit Committee**") shall simultaneously serve on the audit committees of more than two (2) other public companies, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee and we disclose such determination in our annual proxy statement. In connection with its assessment of director candidates for nomination, the Nominating Committee and the Board will assess whether the performance of any director has been or is likely to be adversely impacted by excessive time commitments, including service on other boards of directors. The Board, through the Nominating Committee, 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. In addition, service on other boards and/or committees should be consistent with our conflict of interest policies.

Directors Who Have a Change in Job Responsibility or Other Circumstances

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 Nominating Committee of such circumstances. The Nominating Committee 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. A director who retires or materially changes his or her present job (other than an ordinary course promotion) should notify the Board and the Nominating Committee. While the Board does not believe any director who retires or materially changes his or her present job should necessarily leave the Board, there should be an opportunity for the Nominating Committee to review their continuing qualifications.

Management Directors

We anticipate that our Chief Executive Officer will serve on the Board. We also anticipate that other members of management, who can assist the Board in fulfilling its responsibilities based on their experience and role at the Company, may serve on the Board.

Conflicts of Interest

If an actual or potential conflict of interest develops because of a change in the business of the Company, or in a director's circumstances (for example, significant and ongoing competition between the Company and a business with which the director is affiliated), the director should report the matter immediately to the chairperson of the Nominating Committee for evaluation and appropriate resolution.

If a director has a personal interest in a matter before the Board, the director shall disclose the interest to the full Board, shall recuse himself or herself from participation in the discussion and shall not vote on the matter.

B. DIRECTOR RESPONSIBILITIES

Stockholders select directors to provide oversight and strategic guidance to senior management. A director's responsibility is to fulfill his or her fiduciary duties of care and loyalty, and otherwise to exercise his or her business judgment in the best interests of the Company and our stockholders. Board service requires significant time and attention. More specifically, the Board has responsibilities to review, approve and monitor fundamental financial and business strategies, assess our major risks, and consider ways to address those risks, select and oversee management, and establish and oversee processes to maintain our integrity. To fulfill their duties, directors must prepare for meetings and discussions with management, participate in Board meetings, review relevant materials and serve on committees. We expect directors to maintain an attitude of constructive involvement and oversight, ask relevant and incisive questions, and demand honest and accurate answers. Directors must act with integrity and demonstrate a commitment to the Company, our values, business and long-term stockholder value.

C. BOARD LEADERSHIP

The Board may select a chairperson of the Board in the manner and on the criteria that the Board deems appropriate. In the event that the Board does not have an independent chairperson, the independent directors will designate a lead independent director. The name of the chairperson or lead independent director will be listed in our proxy statement. The independent chairperson or lead independent director will be responsible for presiding over each executive session of non-management directors in which those directors meet without management participation and perform other duties as the Board may determine from time to time.

D. BOARD MEETINGS

Attendance and Preparation

The Board will meet on a periodic basis, in person or by teleconference, at such times and places as the Board determines. In addition, special meetings may be called from time to time. Directors are expected to attend each meeting and 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 chairperson of the Board or lead independent director or committee chairperson, as applicable, and our Chief Executive Officer in advance of the meeting.

Agenda

Our Chief Executive Officer and chairperson, in consultation with the lead independent director, will create a schedule of topics to be discussed during the year and an agenda for each Board meeting. Each Board member is encouraged to suggest topics for the agenda at any time, and each Board member is free to raise subjects that are not on the agenda. The Chief Executive Officer or chairperson, in consultation with the lead independent director, will determine the frequency and length of board meetings based upon the relevant agendas.

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.

Annual Meeting of Stockholders Attendance

Each director is strongly encouraged to attend our annual meetings of stockholders.

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.

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 one time a year. If a Lead Independent Director has been appointed by the Board, the lead Independent Director shall preside at each executive session. "**Non-employee directors**" are all directors who are not our 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 one time a year in an independent director executive session.

Committee Reports

At each regular Board meeting, if requested by the Board, each committee will present a brief summary of the principal subjects discussed, any conclusions reached and the final actions of the committee. The chairperson of the appropriate committee, if present, will make such report. Minutes of committee meetings will be maintained in the minute books of the Company and will be available to any director.

E. BOARD COMMITTEES

Number of Committees; Independence of Members

The Board currently has three standing committees: the Audit Committee, the Compensation Committee and the Nominating Committee. The Audit Committee, the Compensation Committee and the Nominating Committee are each composed of independent directors. 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 our Bylaws and the committee's charter.

Assignment and Rotation of Committee Members

Based on the recommendation of the Nominating Committee, the Board appoints committee members and committee chairpersons 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 chairperson will not be rotated on a mandatory or regular basis unless the Board determines that rotation is in the best interests of the Company.

Committee Meetings and Agenda

Each committee chairperson, in consultation with that committee's members, will determine the processes frequency, length and agenda for each committee meeting and the appropriate attendees in light of that committee's charter, the authority delegated by the Board to that committee, and the legal, regulatory, accounting and governance principles applicable to that committee's functions.

Responsibilities of Committees

Subject to any changes that the Board may make from time to time:

- the Audit Committee shall generally be responsible for overseeing the integrity of the Company's financial statements, its independent auditor, its internal audit function and compliance by the Company with legal and regulatory requirements;
- the Compensation Committee shall generally be responsible for overseeing the Company's executive compensation and benefits policies, evaluating executive officer performance and compensation and reviewing the Company's management succession plan; and
- the Nominating Committee shall generally be responsible for identifying qualified Board candidates, recommending director nominees and appointments to Board committees, evaluating Board performance, overseeing director compensation and overseeing these Guidelines.

F. BOARD ACCESS TO MANAGEMENT; USE OF OUTSIDE ADVISORS

Board members will have access to Company management in the ordinary course and in order to fulfill their duties and responsibilities. Board members are expected to use their judgment to ensure that this contact is not distracting to our operations or to management's duties and responsibilities.

The Board and each committee of the Board will have the power to hire, at the Company's expense, independent legal, financial or other advisors that they may deem necessary or advisable in performing their responsibilities, without consulting or obtaining the advanced approval of any officer.

G. DIRECTOR COMMUNICATIONS WITH THIRD PARTIES

Unless otherwise indicated in these Guidelines or the Company's policies, all requests for communications with individual directors or the Board by stockholders, analysts, or media outlets shall initially be made to the Corporate Secretary at 2950 S. Delaware Street, Suite 201, San Mateo, CA 94403. Each communication should set forth (i) the name and address of the stockholder, as it appears on the Company's books, and, if the Company's common stock is held by a nominee, the name and address of the beneficial owner of the Company's common stock, and (ii) the number of shares of the Company's common stock that are owned of record by the record holder and beneficially by the beneficial owner. Our Corporate Secretary or Legal Department, in consultation with appropriate directors as necessary, will review all incoming stockholder communications (except for mass mailings, product complaints or inquiries, job inquiries, business solicitations and patently offensive or otherwise inappropriate material). If appropriate, our Corporate Secretary or Legal Department will route such communications to the appropriate director(s) or, if none is specified, to the Chairperson of the Board or the lead independent director if the Chairperson of the Board is not independent.

Generally, management speaks for the Company, and the chairperson speaks on behalf of the Board. Other communications between individual directors and interested parties may be held, at the request of the Board, the Chief Executive Officer and the chairperson.

H. DIRECTOR COMPENSATION

The Compensation Committee of the Board (the "**Compensation Committee**") will review and recommend to the Board the type and amount of director compensation for Board and committee service for non-management directors in accordance with applicable legal and regulatory guidelines. Compensation for non-management directors and committee members should be designed to be aligned with the long-term interests of our stockholders and consistent with market practices of similarly situated companies. In so reviewing and approving director compensation, the Compensation Committee shall, among other things:

- identify corporate goals and objectives relevant to director compensation;
- evaluate the performance of the Board in light of such goals and objectives and set director compensation based on such evaluation and such other factors as the Nominating Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation);
- determine any long-term incentive component of director compensation based on the awards given to directors in past years, the Company's performance, stockholder return and the value of similar incentive awards relative to such targets at comparable companies and such other factors as the Nominating Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation); and
- evaluate the possibility that directors' independence may be compromised or impaired for Board or committee purposes if director compensation exceeds customary levels, including if the Company makes substantial charitable contributions to an organization with which a director is affiliated.

Company employees will not receive additional compensation for their service on the Board.

I. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The Nominating Committee may implement an orientation process for directors that includes background material on our policies and procedures, meetings with senior management and visits to our facilities. We may also offer continuing education programs to assist the directors in maintaining the level of expertise necessary to perform their duties.

J. MANAGEMENT EVALUATION AND SUCCESSION

Annual Review of Chief Executive Officer

The Compensation Committee will conduct a review at least annually of the performance of our Chief Executive Officer. The Compensation Committee will establish the evaluation process and determine the specific criteria on which the performance of our Chief Executive Officer is evaluated in accordance with the charter and principles of the Compensation Committee.

Succession Planning

The Nominating Committee will work with our Chief Executive Officer to plan for Chief Executive Officer succession, as well as to develop plans for interim succession for our Chief Executive Officer in the event of an unexpected occurrence. The Nominating Committee will also work with our Chief Executive Officer and appropriate members of management to plan for succession of each of the executives and 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 to the Board on management development by our Chief Executive Officer.

K. REVIEW OF GOVERNANCE GUIDELINES

The Board and the Nominating Committee will periodically review and assess the adequacy of these Guidelines and recommend any proposed changes to the Board for approval.