

**CHARTER OF THE COMPENSATION COMMITTEE OF THE
BOARD OF DIRECTORS OF
FRESHWORKS INC.**

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

PURPOSE

The purpose of the Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Freshworks Inc., a Delaware corporation (the "**Company**"), is to aid the Board in meeting its responsibilities with regard to oversight and determination of executive compensation and leadership development.

The duties of the Committee will encompass oversight and evaluation of the Company's compensation policies and plans, benefits programs and overall compensation philosophy. The Committee has the delegated authority of the Board to undertake the specific duties and responsibilities described below. The Committee may supplement these duties and responsibilities as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities. The Committee will have the authority to undertake any other duties assigned by law or delegated to the Committee by the Board. The Committee will also prepare the report of the Committee required by the rules and regulations of the Securities and Exchange Commission (the "**SEC**").

The Committee will seek to ensure that the Company structures its compensation plans, policies and programs as to attract and retain the best available personnel for positions of substantial responsibility with the Company, to provide incentives for such persons to encourage high performance for the Company, to promote accountability and align employee interests with the interests of the Company's stockholders, and to promote the success of the Company's business, in each case in a manner that is consistent with the Company's overall plans and strategy. In reviewing and approving the Company's annual and long-term incentive compensation plans for Executive Officers and other senior executives, including equity incentive plans, the Committee will consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act.

COMPOSITION

1. Membership and Appointment. The Committee will consist of at least two (2) members of the Board. Members of the Committee will be appointed by the Board and may be removed by the Board in its discretion. Vacancies on the Committee will be filled by majority vote of the Board and additional members may be appointed by the Board from time to time.
2. Qualifications. Each member of the Committee must (a) meet the independence requirements of the listing standards of any securities exchange on which the Company's securities are listed and (b) be a "non-employee director" (as defined in Rule 16b-3 promulgated under Section 16 of the Exchange Act. In addition, each member of the Committee must satisfy any additional criteria required by applicable law, the rules and regulations of the SEC and any securities exchange on which the Company's securities are listed and such other qualifications as are established by the Board from time to time. In each case, the Company may avail itself of any phase-in rules or interpretations applicable to newly listed companies in connection with an initial public offering.

3. Chairperson. The Board may designate a chairperson of the Committee. In the absence of such designation by the Board, the Committee may designate a chairperson by majority vote of the members of the Committee.

RESPONSIBILITIES

The following are the principal recurring responsibilities and duties of the Committee. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible in order to best react to changing conditions and circumstances. The Committee may also perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board may request.

1. Compensation for Executive Officers. The Committee will:
 - Review and approve at least annually the Company's compensation principles and objectives, taking into consideration the competitiveness of the Company's cash and non-cash executive compensation programs for (a) the attraction and retention of corporate officers, (b) the motivation of corporate officers to achieve the Company's business objectives, and (c) the alignment of the interests of key leadership with the long-term interests of the Company's stockholders.
 - Review and approve at least annually the corporate goals and objectives applicable to the compensation of the CEO, develop a process for the performance evaluation of the CEO and evaluate the CEO's performance in light thereof, and consider factors related to the performance of the Company in approving the compensation level of the CEO.
 - Gather input from the Board, evaluate the performance of the Chief Executive Officer (the "CEO") in light of these goals and objectives and recommend the CEO's compensation level for the approval of the Board of Directors based on such evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee will consider all relevant factors, including the Company's performance and relative stockholder return and the value of similar awards to chief executive officers of comparable companies. The CEO may not be present during the voting or deliberations regarding his or her compensation.
 - Review, evaluate and approve annually all elements of compensation for (1) the Company's Executive Officers (as defined by Section 16a-1(f) under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**")); and (2) any other executive-level employees who report to the CEO (the "Key Employees"). Such elements of compensation shall include: (a) base salary, (b) incentive bonus, including the specific goals and amount, (c) equity compensation, and (d) any other benefits, compensation or similar arrangements (including, without limitation, perquisites and any other form of compensation such as a signing bonus, car or housing allowance or payment of relocation costs). Review and evaluation of items (a) through (d) for the Executive Officers and Key Employees, including any adjustment thereto, shall be done in consultation with the CEO.
 - Review and recommend to the Board for approval any employment, severance, or termination arrangement to be made with the Chief Executive Officer, including any amendments thereto.

- Review and approve any employment, severance, or termination arrangements to be made with the any Executive Officer or any Key Employee of the Company, including any amendments thereto.
 - Review and approve any change of control provision or any other arrangement that involves the acceleration of vesting of equity awards with any employee of the Company (other than the CEO, which would require approval of the Board of Directors).
 - Where needed, commission compensation surveys concerning levels of executive compensation payable in the Company's industry and related industries and evaluation of pay equity related thereto.
 - Approve grants of stock options and other equity incentive grants to the Executive Officers and Key Employees and, make recommendations to the Board of Directors on any equity awards to the CEO.
 - The Committee shall not cause the Company to make or arrange, directly or indirectly any extension, renewal or maintenance of credit, in the form of a personal loan to or for any director or executive officer (or equivalent thereof) of the Company. The Committee shall review and approve all such arrangements made with the CEO, Executive Officers or Key Employees to ensure no prohibited loans are made to such persons.
 - Assess risks associated with Company's compensation policies and report to the Board and the Audit Committee of the Board whether policies create risks that are reasonably likely to have a material adverse effect on Company.
 - Determine any guidelines for equity holding requirements for executives and non-employee directors and review compliance annually.
2. Compensation for Directors. The Committee will evaluate director compensation, including equity compensation, and make recommendations to the Board on the compensation and benefits arrangements for directors for the Board's approval.
3. Oversee Compensation Plans and Programs. The Committee will:
- Review, approve and oversee the administration of annual and long-term incentive compensation plans for service providers of the Company, including by: establishing policies and performance objectives and certifying performance achievement; reviewing periodically the operations of the Company's compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s); adopting, amending and terminating any such plans; and reviewing and approving new compensation programs.
 - Administer the Company's equity incentive plans. In its administration of such plans, the Committee may (i) grant stock options, restricted stock units, stock purchase rights or other equity-based or equity-linked awards to individuals eligible for such grants (including grants to Executive Officers other than the CEO) in accordance with procedures and guidelines as may be established by the Board (ii) delegate authority to management to grant equity awards to new hire employees or existing employees during the annual review refresh awards (other than the CEO, the Executive Officers or the Key Employees) pursuant to pre-established

guidelines as may be established by the Board and (iii) amend such stock options, restricted stock units, stock purchase rights or other equity-based or equity-linked awards; provided, however, that the Committee may not approve any action that is treated as a repricing of stock options or stock appreciation rights under generally accepted accounting principles without obtaining prior Board approval. The Committee may also adopt, amend and terminate such plans, including approving changes in the number of shares reserved for issuance thereunder subject to obtaining any required stockholder approval. Except to the extent prohibited by law, the Committee will have the authority to delegate the administration of the equity incentive plans and any other Company benefit plan to the management of the Company.

- Review, approve and administer all of the Company's employee benefit plans, which include the ability to adopt, amend and terminate such plans.
- Oversee the Company's overall compensation philosophy, compensation plans, benefits programs and general compensation guidelines for the Company's employees, and adopt, or make recommendations to the Board (as applicable) with respect to, improvements or changes to such plans or programs or the termination or adoption of plans or programs when appropriate.
- Periodically review executive compensation programs and total compensation levels, including the impact of tax and accounting rules changes and with respect to pay equity initiatives.
- If applicable, review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory votes on executive compensation ("**Say on Pay Votes**"), taking into account the results of the most recent stockholder advisory vote on the frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding Say on Pay Votes and the frequency of Say on Pay Votes to be included in the Company's proxy statement.
- Review and discuss annually with management the risks arising from the Company's compensation philosophy and practices applicable to all employees to determine whether they encourage excessive risk-taking and to evaluate compensation policies and practices that could mitigate such risks.
- If the Board adopts stock ownership guidelines applicable to members of the Board and/or Executive Officers, periodically review such guidelines and recommend any proposed changes to the Board.

4. Compliance and Governance Issues. The Committee will:
 - Review and discuss annually with management the Compensation Discussion and Analysis (the “**CD&A**”) and other compensation disclosures to the extent required to be included in the Company’s proxy statement and other filings with the SEC. The Committee will also review and recommend the final CD&A to the Board for inclusion in the Company’s Annual Report on Form 10-K or proxy statement, to the extent required.
 - Prepare annually the Committee report required for inclusion in the Company’s proxy statement and Annual Report on Form 10-K, to the extent required.
 - Oversee the Company’s submissions to stockholders on executive compensation matters, including Say on Pay Votes and the frequency of Say on Pay Votes, incentive and other executive compensation plans, and amendments to such plans (to the extent required under the listing standards of any securities exchange on which the Company’s securities are listed) and, in consultation with the Nominating and Corporate Governance Committee of the Board (or its designees) as needed, oversee engagement with proxy advisory firms and other stockholder groups on executive compensation matters.

5. Advice to Management. The Committee will:
 - Provide advice to management on: guidelines for the compensation of Key Employees, philosophy around incentive programs of all kinds, employee compensation and benefit plans generally; leadership development efforts; and employee engagement, including company culture and values.
 - Conduct a periodic review of the Company’s succession planning process for the CEO and, in consultation with the CEO, all Executive Officers, Key Employees and any other senior executives, report its findings and recommendations to the Board, and assist the Board in evaluating potential successors to the CEO, Executive Officers, Key Employees and other senior executives.

MEETINGS AND PROCEDURES

1. Meetings.
 - The Committee will set its own schedule of meetings and will meet at least two (2) times per year, with the option of holding additional meetings at such times as it deems necessary or appropriate. A majority of the total authorized number of members of the Committee will constitute a quorum for the transaction of business. The chairperson of the Committee will preside at each meeting. The chairperson will approve the agenda for the Committee’s meetings and any member of the Committee may suggest items for consideration. If a chairperson is not designated or present, an acting chairperson may be designated by the Committee members present. The Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company’s Bylaws.

- The Committee will keep written minutes of its proceedings, which minutes will be filed with the minutes of the meetings of the Board.
 - The Committee may invite to its meetings any director, officer or employee of the Company and such other persons, including but not limited to legal counsel, compensation and benefits consultants and other outside experts or advisors, as it deems appropriate in order to carry out its responsibilities. Such persons shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. Notwithstanding the foregoing, the Chief Executive Officer may not be present during voting or deliberations concerning his or her compensation, and the Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Committee. No Executive Officer may be present during portions of any meeting during which his or her performance and compensation are being determined.
2. Reporting to the Board of Directors. Reports of meetings of the Committee will be made to the Board at its next regularly scheduled meeting, accompanied by any recommendations to the Board.
3. Authority to Retain Advisors.
- The Committee may select and retain any compensation consultants, independent legal counsel or other advisors as necessary to assist with the execution of its duties and responsibilities as set forth in this charter and approve terms of all arrangements with such advisors. The Committee will set the compensation and oversee the work of any compensation consultants, outside legal counsel and such other advisors retained by the Committee. The Company will provide appropriate funding, as determined by the Committee, to pay any such compensation consultants, outside legal counsel or any other outside advisors hired by the Committee and any administrative expenses of the Committee that the Committee determines are necessary or appropriate in carrying out its activities.
 - Prior to selecting, retaining, and receiving advice from any compensation consultants or independent legal advisors, the Committee must take into consideration the independence factors set forth in the listing standards of the securities exchange on which the Company's securities are listed and the applicable rules and regulations of the SEC, as in effect from time to time. The Committee may retain or receive advice from any compensation advisor it prefers, including advisors that are not independent, after considering the requisite independence factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of Executive Officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by such consultant or advisor, and about which such consultant or advisor does not provide advice.
 - The Committee will annually review arrangements with the Committee's consultants and advisors, including a performance assessment.

4. Subcommittees. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.
5. Committee Performance and Charter Review. The Committee will review its own performance annually. The Committee will also review and reassess the adequacy of this charter at least annually and submit any recommended changes to this charter to the Board for approval.
6. Compensation. Members of the Committee will receive such fees, if any, for their service as members of the Committee as may be determined by the Board in its sole discretion from time to time.