

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE 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 Nominating and Corporate Governance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Freshworks Inc., a Delaware corporation ("**Freshworks**"), is to:

- review and evaluate the size, composition, function and duties of the Board consistent with its needs;
- recommend criteria for the selection of candidates to the Board and its committees, and identify individuals qualified to become Board members consistent with such criteria;
- recommend to the Board director nominees for election at the next annual or special meeting of stockholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- recommend members for each Board committee;
- make recommendations to the Board as to the determinations of director independence;
- develop and maintain corporate governance policies applicable to Freshworks; and
- oversee the evaluation of the Board and its committees.

COMPOSITION

1. **Membership and Appointment.** The Committee will consist of at least two (2) members of the Board, with the exact number determined by the Board. Members of the Committee will be appointed by the Board and may be removed by the Board in its discretion. The Committee, in consultation with the Chairperson of the Committee, shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur.
2. **Qualifications.** The members of the Committee must meet the independence requirements of the listing standards of the securities exchange on which Freshworks' securities are listed (the "**Exchange**"), except as may otherwise be permitted by the rules of the Exchange and subject to any applicable exemptions and transition provisions, and such other qualifications as may be established by the Board from time to time; provided, however, 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 that designation, the Committee may designate a chairperson by majority vote of the members of the

Committee; provided that, the Board may replace any chairperson designated by the Committee at any time.

RESPONSIBILITIES

The following are the principal recurring responsibilities of the Nominating and Corporate Governance Committee. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board may request.

1. **Board Composition, Evaluation and Nominating Activities.** The Committee will:
 - periodically determine the qualifications, qualities, skills and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “*Director Criteria*”);
 - periodically evaluate the current size, composition, organization and governance of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee and make recommendations to the Board whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background, experience or based on other future requirements consistent with the then applicable Director Criteria;
 - periodically review, as appropriate, the service of all directors on the boards of other public companies with consideration to the substantial time commitment required of directors and make such recommendations to the Board as it may deem advisable;
 - search for, identify, evaluate and select, or recommend for selection by the Board, candidates to fill new positions or vacancies on the Board consistent with the then applicable Director Criteria (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or applicable rules and regulations for Audit Committee or other committee membership purposes);
 - develop and review periodically the policies and procedures for considering stockholder nominees for election to the Board;
 - review and consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of Freshworks’ certificate of incorporation and bylaws;
 - lead the Board in an annual self-evaluation to determine whether it and its committees are functioning effectively and to evaluate the performance of the Board in light of the corporate goals and objectives, including evaluating the performance of individual members of the Board eligible for re-election to determine whether each such director will be nominated for re-election;
 - recommend for the selection by the Board, the director nominees by class for election to the Board by the stockholders at the annual meeting of stockholders or any special meeting of stockholders at which directors are to be elected;

- consider the Board’s leadership structure, including the separation of the Chairman and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate;
- evaluate and recommend termination of membership of individual directors for cause or for other appropriate reasons; and
- evaluate the “independence” of directors and director nominees against the independence requirements of the Exchange, the applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws.

2. **Board Committees.** The Nominating and Corporate Governance Committee will:

- periodically review the structure and composition of each committee of the Board and make recommendations, if any, to the Board for changes to the committees of the Board, including changes in structure, composition or mandate of committees, rotation of committee membership, as well as the creation or dissolution of committees;
- evaluate the “independence” of the members of each committee of the Board against the independence requirements of the Exchange or any other stock exchange on which any class of the Company’s common stock is listed, the applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws, including any enhanced independence, financial literacy and financial expertise standards that may be required under law or the rules of the Exchange or such other applicable exchange; and
- recommend to the Board persons to be members and chairpersons of the various committees.

3. **Corporate Governance.** The Nominating and Corporate Governance Committee will:

- develop and recommend to the Board a set of corporate governance guidelines applicable to Freshworks;
- periodically review the corporate governance guidelines approved by the Board and their application, and recommend any changes deemed appropriate to the Board for its consideration;
- review policies as requested by Freshworks’ management, and recommend material revisions to the Board or management for approval;
- oversee Freshworks’ corporate governance practices, including reviewing and recommending to the Board for approval any changes to Freshworks’ corporate governance framework, including its certificate of incorporation, bylaws and Code of Business Conduct & Ethics;
- develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees, and oversee the conduct of this annual evaluation;

- evaluate the participation of members of the Board in orientation and continuing education activities in accordance with applicable listing standards of the Exchange;
 - review the disclosure included in Freshworks' proxy statement regarding Freshworks' director nomination process and other corporate governance matters;
 - review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal;
 - periodically consider procedures for stockholder communications with members of the Board; and
 - review and discuss with management the disclosure regarding the operations of the Committee and director independence, and recommend that this disclosure be included in Freshworks' proxy statement or annual report on Form 10-K.
4. **Conflicts of Interest.** The Nominating and Corporate Governance Committee will:
- consider questions of possible conflicts of interest of Board members and of corporate officers;
 - review potential conflicts of interest involving members of the Board, including whether such director or directors may vote on any issue as to which they may be a conflict; and
 - review actual and potential conflicts of interest of Board members and corporate officers, other than transactions with related persons reviewed by the Audit Committee of the Board, and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or the taking of a corporate opportunity.
5. **Delegation.** When appropriate and permissible under legal or regulatory requirements, the Committee may delegate authority to one or more directors or authorized officers of Freshworks, who need not be members of the Committee. The Committee will not delegate any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.
6. **Committee Charter Review.** The Committee will review and reassess the adequacy of this charter at least annually and will submit any recommended changes to this charter to the Board for approval.
7. **Performance Review.** The Committee will review and assess the performance of the Committee on an annual basis.

MEETINGS AND PROCEDURES

1. Meetings.

- The Committee will meet as often as it deems necessary or appropriate, but no less than two (2) times per year, at such times and places as the Committee determines. The chairperson of the Committee will preside at each meeting. The chairperson will approve the agenda for the Committee's meetings, and any member may suggest items for consideration. If a chairperson is not designated or present, an acting chair 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 Freshworks' bylaws. A quorum of the Committee for the transaction of business will be a majority of its members.
- The Committee will maintain written minutes of its meetings and actions by written consent, which minutes and actions will be filed with the minutes of the meetings of the Board.
- The Committee may invite to its meetings any Freshworks director, officer or employee and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

2. Reporting to the Board of Directors. The Committee will report regularly to the Board regarding its activities, determinations and recommendations.

3. Authority to Retain Advisors. The Committee will have the authority, in its sole discretion, to select and retain any internal or independent counsel, search firms and such other advisors (each, an "Advisor") to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee will set the compensation and oversee the work of any such Advisors. Freshworks will provide appropriate funding, as determined by the Committee, to pay any such 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. In selecting any such Advisors, the Committee will take into account factors that may be required by applicable law or listing standards or that it otherwise considers appropriate.

4. Compensation. Members of the Committee will receive such fees or other compensation, if any, for their service as committee members as may be determined by the Board in its sole discretion.

5. Duly Authorized Actions. 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 in this charter will be nonetheless duly authorized actions of the Committee for all corporate purposes, except to the extent required by law or determined necessary by the Committee to satisfy regulatory or listing standards.