



ASANA, INC.
CORPORATE GOVERNANCE GUIDELINES

(Adopted on August 19, 2020; last amended & restated on May 24, 2023)

The Board of Directors (the “**Board**”) of Asana, Inc., a Delaware corporation (“**Asana**”), 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 Asana’s objectives for the benefit of its stockholders and in service to its mission and values. 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 Asana’s needs and will make adjustments to the size of the Board in their discretion.

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 Asana 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 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.

Board Leadership

The Board may select a chair of the Board (the “**Board chair**”) in the manner and on the criteria that the Board deems appropriate. In the event that the Board does not have an independent Board chair, the independent directors will designate a lead independent director. The name of the Board chair or lead independent director will be listed in our proxy statement. The independent chair or lead independent director if there is not an independent Board chair 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.



Selection of Directors

The Board will be responsible for nominating members for election to the Board by our stockholders. The Board is also responsible for filling any vacancies on the Board unless the vacancy is filled by our stockholders. The Nominating Committee is responsible for identifying, reviewing, evaluating, and recommending candidates to serve as members of the Board, in accordance with our charter and these Guidelines.

The Board is divided into three classes. As a result, approximately one-third of the Board will stand for election for a three-year term by our stockholders each year at our annual meeting of stockholders. Each year, at our annual meeting of stockholders, the Board will recommend a slate of directors for election by our stockholders. In accordance with our Bylaws, the Board will also be responsible for filling vacancies or newly-created directorships on the Board that may occur between annual meetings of stockholders. The Nominating Committee is responsible for identifying and screening candidates for Board membership, and recommending candidates to the entire Board for Board membership.

Asana's Corporate Secretary will be notified of all persons proposed to serve as potential candidates for nomination to the Board. For nominations of potential candidates made other than by the Board, the stockholder or other person making such nomination must comply with our Bylaws, including, without limitation, submission of the information or other materials required with respect to proposed nominees. Each potential candidate must provide a list of references and agree to be interviewed by members of the Nominating Committee or other directors at the discretion of the Nominating Committee, and to other review of the qualifications of a proposed nominee by Asana. Prior to nomination of any potential candidate by the Board, each member of the Board will have an opportunity to meet with the candidate. Upon request, any candidate nominated will agree in writing to comply with these Guidelines and all other of our policies and procedures applicable to the Board.

Board Membership Criteria

The Nominating Committee works with the Board to determine periodically, as appropriate, the desired qualifications, expertise, and characteristics, including such factors as business experience, diversity (including diversity of gender, race, ethnicity, age, sexual orientation and gender identity), professional background, education, skill, and other individual qualities and attributes, that contribute to the diverse mix of viewpoints and experience represented on the Board.

The Nominating Committee and the Board evaluate each director in the context of the composition of the Board overall, with the objective of having a Board that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of background and experience. Each director should be an individual of high character and integrity. In determining whether to recommend a director for reelection, the Nominating Committee also considers the director's past attendance at meetings, participation in and contributions to the activities of the Board and Asana.



Each director must ensure that other existing and anticipated future commitments do not materially interfere with the director's service as a director. Any employee director must submit their offer of resignation from the Board in writing to the Nominating Committee upon termination of employment with Asana. Upon change of their principal employer, any non-employee director must submit their offer of resignation from the Board in writing to the Nominating Committee. The Nominating Committee will consider the circumstances and make a recommendation to the Board as to whether to accept or reject the offer of resignation, or whether other action should be taken.

Candidates for director nomination are evaluated in the context of the current composition of the Board, our operating requirements, and the long-term interests of our stockholders. In conducting this assessment, the Nominating Committee and Board consider character, integrity, judgment, diversity, skills and areas of expertise, and other factors that they deem appropriate to maintain a balance of knowledge, experience, and capability on the Board.

Retirement Age

The Board does not believe that a fixed retirement age for directors is appropriate.

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 Asana to establish term limits.

Limits on Other Board Memberships

Directors should advise the Nominating Committee of any invitations to join the board of directors of any other public company prior to accepting the directorship in order to allow the Nominating Committee sufficient time to determine if the proposed directorship is a potential conflict of interest with such director's service on the Board. 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. 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 they held when 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 Asana, becomes aware of circumstances that may adversely reflect upon the director, any other director, or Asana, the director should notify the Chair of the Nominating Committee and the General Counsel 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 their 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 their 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 their present job should necessarily leave the Board, there should be an opportunity for the Nominating Committee to review their continuing qualifications.

B. ROLE OF THE BOARD OF DIRECTORS

Stockholders select directors to provide oversight and strategic guidance to the Chief Executive Officer (the “CEO”) and other senior management. A director’s responsibility is to fulfill their fiduciary duties of care and loyalty, and otherwise to exercise their business judgment in the best interests of Asana and our stockholders.

The day-to-day business of the Company is carried out by its employees, managers and officers, under the direction of the CEO and the oversight of the Board, to enhance the long term value of the Company for the benefit of stockholders. The Board and management also recognize that creating long term enterprise value is advanced by considering the interests and concerns of other stakeholders, including the Company’s employees, customers, creditors and suppliers as well as the community generally.

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 actively participate on the committees on which they serve. 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 Asana, our values, business, and long-term stockholder value.

C. DIRECTOR ORIENTATION AND 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.



D. 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 generally consistent with market practices of similarly situated companies. In determining compensation, the effect of such compensation arrangements on a director’s independence and objectivity will be considered. Company employees will not receive additional compensation for their service on the Board.

E. STOCK OWNERSHIP GUIDELINES

Pursuant to the Company’s stock ownership guidelines, each director and officer of the Company, including the CEO, as well as certain other senior employees as determined by the Compensation Committee of the Board from time to time, are required to achieve and maintain equity in the Company equal to a multiple of their annual base cash compensation over a period of time determined by the Committee.

F. BOARD MEETINGS

Attendance and Preparation

The Board will meet on a periodic basis, in person or by means of conference telephone or other remote communications, 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 Asana’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 Board chair or lead independent director or committee chair, as applicable, and our CEO in advance of the meeting.

Agenda

Our CEO and Board chair or lead independent director (in consultation with other members of management, if desired) 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.

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 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 make presentations and provide insight into items being discussed by the Board that involve the invitee. 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. “*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 chair of the appropriate committee, if present, will make such a report. Minutes of committee meetings will be maintained in the minute books of Asana and will be available to any director.

G. 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 chairs 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 chair will not be rotated on a mandatory or regular basis unless the Board determines that rotation is in the best interests of Asana.

Committee Meetings and Agenda

Each committee chair, 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.

H. 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 Asana's expense, independent legal, financial or other advisors that they may deem necessary or advisable in performing their responsibilities, without consulting or obtaining advance approval of any officer.

I. ANNUAL SELF-EVALUATION

The Nominating Committee will oversee an annual self-evaluation by the Board and each committee of the Board. The Nominating Committee will be responsible for establishing the evaluation criteria and implementing the process for this evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

The Nominating Committee will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and for current directors seeking re-election in an effort to further the interests of Asana and our stockholders in a manner consistent with our mission and core values.

J. LEADERSHIP DEVELOPMENT

Annual Review of Chief Executive Officer

The Compensation Committee will conduct a review at least annually of the performance of our CEO. The Compensation Committee will establish the evaluation process and determine the



specific criteria on which the performance of our CEO is evaluated in accordance with the charter and principles of the Compensation Committee.

Succession Planning

The Compensation Committee will work with our CEO to plan for CEO succession, as well as to develop plans for interim succession for our CEO in the event of an unexpected occurrence. The Compensation Committee will also work with our CEO 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 CEO.

K. STOCKHOLDER-DIRECTOR COMMUNICATIONS

The Board believes that stockholders should have an opportunity to send communications to non-management members of the Board. Any such communication should be made in accordance with our Policies and Procedures for Stockholder Communications to Independent Directors.

L. BOARD RESPONSIBILITIES

A director should discharge their duties, including duties as a member of any committee of the Board on which they serve, in good faith and in a manner the director reasonably believes to be in the best interests of Asana and our stockholders. Board members will comply with the laws and requirements of the Exchange and other applicable regulatory agencies and with all of our policies and guidelines, including, without limitation, our Code of Business Conduct and Ethics.

Each director is expected to disclose promptly to the Board and respond promptly and accurately to periodic questionnaires or other inquiries from Asana regarding any existing or proposed relationships with Asana, including compensation and stock ownership, which could affect the independence of the director. Each director is also expected to promptly inform the Board of any material change in such information, to the extent not already known by the Board.

Directors have an obligation to protect and keep confidential all of our non-public information unless we have authorized public disclosure or unless otherwise required by applicable law. Confidential information includes all non-public information entrusted to or obtained by a director by reason of their position on the Board. This includes information regarding our strategy, business, finances, and operations, and will include minutes, reports and materials of the Board and committees, as well as other documents identified as confidential by Asana. The obligations described above continue even after service on the Board has ended.

Directors may not use confidential information for personal benefit or to benefit other persons or entities other than Asana. Unless authorized by Asana or applicable law, directors will refrain from disclosing confidential information to anyone outside Asana. These obligations continue even after service on the Board has ended. Any questions or concerns about potential disclosures



should be directed to our General Counsel, who then may communicate with our CEO and/or the Nominating Committee regarding the potential disclosures.

From time to time, Board members who are partners or employees of an entity that holds our stock (or employees of an entity that manages an entity that holds our stock) may acquire knowledge of a potential transaction (such as an investment transaction) or other matter that may be an opportunity of interest for both Asana and the entity. If the Board member learned of such opportunity other than in connection with his or her service as a member of our Board, then, so long as the Board member has acted reasonably and in good faith with respect to the best interests of Asana, it will not be deemed a violation of these Guidelines.

M. 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.