

# HORTONWORKS, INC.

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

### I. General Statement of Purpose

The purposes of the Nominating and Corporate Governance Committee of the Board of Directors (the “Nominating Committee”) of Hortonworks, Inc. (the “Company”) are as follows:

- identify individuals qualified to become members of the Board of Directors (the “Board”), consistent with criteria approved by the Board;
- recommend that the Board select the director nominees for election at each annual meeting of stockholders;
- develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, periodically reviewing such guidelines and recommending any changes thereto;
- oversee the annual performance evaluation of the Board and any committee thereof; and
- perform such other duties and responsibilities, consistent with this Nominating and Corporate Governance Committee Charter, the Company’s Amended and Restated Bylaws (the “Bylaws”), governing law, the rules and regulations for The NASDAQ Stock Market (“NASDAQ”), the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board.

### II. Composition

Pursuant to Rule 5605(e) of the Stock Market Rules of NASDAQ (the “NASDAQ Rules”), the Company’s Nominating Committee will be composed entirely of directors who satisfy the NASDAQ independence tests set forth in Rule 5605(a)(2) of the NASDAQ Rules. The number of independent directors serving on the Nominating Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall satisfy the independence standards established pursuant to Rule 5605(a)(2) of the NASDAQ Rules.

The members of the Nominating Committee shall be appointed annually by the Board and may be replaced or removed from the Nominating Committee by the Board at any time with or without cause. Resignation or removal of the Director from the Board, for any reason, shall automatically constitute resignation or removal, as applicable, from the Nominating Committee. Vacancies occurring on the Nominating Committee, for any reason, may be filled by the Board. The Board shall designate one member of the Nominating Committee to serve as Chair of the Nominating Committee.

### **III. Meetings**

The Nominating Committee shall meet as often as it determines is appropriate to carry out its responsibilities, but no less than once annually. The Nominating Committee may meet in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary or appropriate by the Nominating Committee. A majority of the members of the Nominating Committee shall constitute a quorum for purposes of a meeting, and the Nominating Committee may act by a vote of a majority of members present at such meeting. If, however, there are only two members, both members must be present to constitute a quorum. The Nominating Committee may also act by unanimous written consent.

### **IV. Nominating Committee Responsibilities**

The Nominating Committee's responsibilities shall be to:

#### **A. Review of Charter**

- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

#### **B. Annual Performance Evaluation of the Nominating Committee**

- Perform an annual performance evaluation of the Nominating Committee.

#### **C. Selection of New Directors**

- Recommend to the Board criteria for selecting new members of the Board and its committees. In addition to the requirements of the applicable Listing Rules and the Securities and Exchange Commission, such criteria shall include a prospective nominee's integrity, experience, judgment, independence, diversity and ability to commit sufficient time and attention to Board activities. Such criteria shall also include a description of any specific qualities, skills, or minimum qualifications that the Nominating Committee believes must be possessed by one or more of the Company's directors or committee members. The Nominating Committee shall periodically reassess the adequacy of such criteria and recommend any proposed changes to the Board for approval.
- Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by stockholders, in accordance with the Bylaws (a "Stockholder Nomination") and any policies or procedures with regard to the consideration of Stockholder Nominations.
- Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board or the Nominating Committee from time to time, recommend that the Board select the director nominees for election at each annual meeting of stockholders; provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for

election as a member of the Board, the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Nominating Committee; provided, however, that if any third party has the contractual or other right to nominate individuals for election to the Board and such individuals are required by contract or otherwise to qualify as “independent” directors under the Listing Rules or the applicable rules of the Securities and Exchange Commission, the Nominating Committee shall be responsible for assessing and determining such individuals’ independence in accordance with the Listing Rules and the applicable rules of the Securities and Exchange Commission.

- Recommend to the Board the directors for appointment to committees of the Board.
- Review all Stockholder Nominations and proposals submitted to the Company, determine whether the Stockholder Nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the Stockholder Nomination and the nominee satisfy all applicable eligibility requirements, and recommend to the Board appropriate action on each such Stockholder Nomination or proposal.

**D. Corporate Governance Guidelines**

- Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company that satisfy the standards established under Rule 5605 of the Listing Rules of NASDAQ.
- Review and reassess the adequacy of the Corporate Governance Guidelines periodically and recommend any proposed changes to the Board for approval.

**E. Evaluation of Board and Committees**

- Oversee the annual evaluation of the Board and its committees.

**F. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates**

- Exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Nominating Committee shall also have sole authority to approve any such search firm’s fees and other retention terms.

**V. General**

- The Nominating Committee may delegate its authority to members of management, subcommittees or the Chair of the Nominating Committee when it deems it appropriate and in the best interests of the Company, in each case, subject to compliance with the Listing Rules and the applicable rules of the Securities and Exchange Commission as in effect from time to time.

- The Nominating Committee shall make regular reports to the Board concerning areas of the Nominating Committee's responsibility.
- In carrying out its responsibilities, the Nominating Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Nominating Committee may consult. The Nominating Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Nominating Committee or meet with any members of or advisors to the Nominating Committee. The Nominating Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.
- The Nominating Committee may perform such other functions as may be requested by the Board from time to time.

Adopted: September 12, 2014

Last Amended: November 30, 2017