

Focusing on Employees and Customers During Unprecedented Business and Market Uncertainty



Ensuring Employee Health and Safety

- We offer employees 30 days of pay for pandemic-related absences plus 4 wellbeing paid rest days
- We reimburse certain expenses related to remote working
- We offer counseling, coaching and digital wellness



Supporting Customers and Partners

- We granted payment concession requests
- We negotiated changes to contract durations



Helping Organizations

- Our Global Restart program is designed to guide businesses through ways that data can most effectively support their return to work
- Our Remote Work Insights (RWI) is a solution designed to ease uncertainty and challenges of a distributed workforce



Helping Communities

- We built publicly available interactive COVID-19 tracking dashboards
- We developed a COVID-19 testing management platform with a coalition of private, public and non-profit partners

Corporate Governance

We believe that good corporate governance promotes the long-term interests of our stockholders, strengthens our Board and management accountability and leads to better business performance. For these reasons, we are committed to maintaining strong corporate governance practices.

The “Corporate Governance at Splunk” section beginning on page 10 describes our governance practices, which include the following highlights:

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| <ul style="list-style-type: none"> • 100% Independent Committee Members • Independent Chair • Majority Voting for Directors with Resignation Policy • Annual Board and Committee Evaluation • Board Continuing Education Program • Proxy Access Bylaws • Director Change in Circumstances with Resignation Policy • Qualified Diverse Candidate Pool Policy • Board Risk Oversight • Periodic Review of Committee Charters and Governance Policies • Regular Meetings of Independent Directors Without Management Present | <ul style="list-style-type: none"> • Formal CEO Evaluation Process • Clawback Policy • Annual Say-on-Pay Vote • Stockholder Engagement Program • Stock Ownership Guidelines for Directors and Officers • Anti-Hedging and Anti-Pledging Policy • Code of Conduct for Directors, Officers and Employees • Succession Planning Process • Inaugural Environmental, Social and Governance (“ESG”) Update • Inaugural Diversity & Inclusion Annual Report |
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Stockholder Engagement

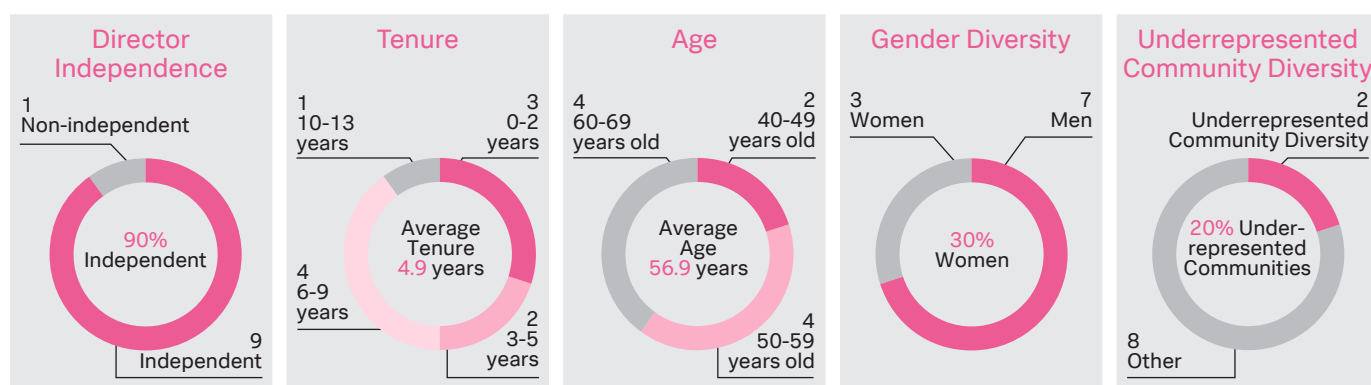
We believe that effective corporate governance includes regular, constructive conversations with our stockholders. We are committed to maintaining an active dialogue to understand the priorities and concerns of our stockholders and believe that ongoing engagement builds mutual trust and understanding with our stockholders. Stockholder engagement and feedback are critical components of our corporate governance practices and inform our decisions and programs.

Over the past several years, in response to stockholder feedback, and as part of our ongoing evaluation of best practices, the Board has incorporated enhancements to our executive compensation program and corporate governance practices such as those depicted in the timeline. In fiscal 2021, we solicited the views of institutional stockholders representing approximately 73% of our shares and engaged in substantive discussions with stockholders representing approximately 25% of our shares. These discussions have helped ensure that our Board’s decisions are informed by stockholder objectives.

Director Nominees and Other Directors

Ensuring the Board is composed of directors who bring diverse viewpoints and perspectives, exhibit a variety of skills, experience, and backgrounds, and effectively represent the long-term interests of stockholders is a top priority of our Board and Nominating and Corporate Governance Committee. The Board believes periodic assessment of directors is integral to an effective governance structure and aims to strike a balance between ensuring that we retain directors with deep knowledge of the Company while adding directors who bring a fresh perspective. We have added three new directors since 2019, enhancing the Board's breadth and depth of experience and diversity, while taking into account the Company's evolving business model, the macro technology business environment and the changing governance landscape. See below for summary information about our Board and each director nominee and continuing director as of May 1, 2021. For purposes of the information below, a director is a member of an underrepresented community under California AB 979, defined as "an individual who self-identifies as Black, African American, Hispanic, Latino, Asian, Pacific Islander, Native American, Native Hawaiian, or Alaska Native, or who self-identifies as gay, lesbian, bisexual or transgender." See pages 14 to 18 for more information.

Current Board Overview



		Class	Age	Director Since	Current Term Expires	Expiration of Term for Which Nominated	Committees		
2021 Director Nominees	Sara Baack* Chief Product Officer, Equinix	III	49	2017	2021	2024			
	Sean Boyle* COO and CFO, Wildlife Studios Limited	III	53	2020	2021	2024	+		
	Douglas Merritt President and CEO, Splunk	III	57	2015	2021	2024			
	Graham Smith* Chair, Splunk	III	61	2011	2021	2024	+		
Continuing Directors	Mark Carges* Former CTO, eBay	I	59	2014	2022	—			
	Elisa Steele* Independent Board Member	I	54	2017	2022	—			
	Sri Viswanath* CTO, Atlassian	I	45	2019	2022	—			
	Patricia Morrison* Former EVP, Customer Support Services, and CIO, Cardinal Health	II	61	2013	2023	—			
	Stephen Newberry* Former Chairman, Lam Research	II	67	2013	2023	—			
	General Dennis Via* EVP, Booz Allen Hamilton and Retired Four-Star U.S. Army General	II	63	2020	2023	—			

* Independent director



Audit Committee



Compensation Committee



Nominating and Corporate Governance Committee

● Chair

● Member

+

Audit Committee Financial Expert