

HUBSPOT, INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “**Board**”) of HubSpot, Inc. (the “**Company**”) has adopted the corporate governance guidelines set forth below to assist and guide the Board in the exercise of its responsibilities. These guidelines should be interpreted in accordance with any requirements imposed by applicable federal or state law or regulation, the New York Stock Exchange (the “**NYSE**”) and Company’s certificate of incorporation and bylaws. The Board may review and amend these guidelines from time to time.

I. DIRECTOR CRITERIA AND SELECTION

- **Director Criteria:** The Board shall consider and approve from time to time the criteria that it deems necessary or advisable for prospective Director candidates. The Board shall have full authority to modify such criteria from time to time as it deems necessary or advisable.

The Board has delegated to the Nominating and ESG Committee (the “**Nominating Committee**”) the responsibility for developing and recommending to the Board for its consideration and approval such criteria for prospective Director candidates as the Nominating Committee deems necessary or advisable. The Nominating Committee has adopted policies and procedures for director candidates and will recommend to the Board from time to time such criteria for its consideration and approval. The Board may, however, rescind this delegation to the Nominating Committee and thereafter the Board shall have the responsibility for developing and approving from time to time such criteria for prospective Director candidates as it deems necessary or advisable.

- **Process For Identifying and Selecting Directors:** The Board has delegated to the Nominating Committee the responsibility of identifying suitable candidates for nomination to the Board (including candidates to fill any vacancies that may occur) and assessing their qualifications in light of the policies and principles in these corporate governance guidelines and the committee’s charter. The Nominating Committee will recommend prospective Director candidates for the Board’s consideration and review the prospective candidates’ qualifications with the Board. The Board shall retain the ultimate authority to nominate a candidate for election by the stockholders as a Director or to fill any vacancy that may occur.

In identifying prospective Director candidates, the Nominating Committee may consider all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the prospective Director candidate, his or her depth and breadth of business experience, other background characteristics (including diversity as described further in our Board Diversity Policy available on our investor relations website), his or her independence, and the needs of the Board.

- **Independence:** At least a majority of the members of the Board shall meet the independence requirements set forth in Section 303A.01 and 303A.02 of the New York Stock Exchange

Listed Company Manual. The Board will periodically evaluate all relationships between the Company and each director in light of relevant facts and circumstances for the purposes of determining whether a material relationship exists that might signal a potential conflict of interest or otherwise interfere with such director's ability to satisfy his or her responsibilities as an independent director.

- **Limit on Number of Other Boards:** Carrying out the duties and fulfilling the responsibilities of a Director requires a significant commitment of an individual's time and attention. Directors who also serve as chief executive officers, including as the Company's Chief Executive Officer, or in equivalent senior executive positions may not serve on more than two (2) boards of directors of public companies in addition to the Company's board. No Director may hold more than four (4) directorships of public companies (including Director's seat on the Board), unless otherwise agreed to by the Nominating Committee. The Board recognizes that excessive time commitments can interfere with an individual's ability to perform his or her duties effectively. In connection with its assessment of Director candidates for nomination, the Nominating Committee will assess whether the performance of any Director has been or is likely to be adversely impacted by excessive time commitments, including service on other boards of directors. Directors must notify the Chairperson of the Nominating Committee in connection with accepting a seat on the board of directors of another business corporation and regularly update the Chairperson of the Nominating Committee regarding directorships and similar positions, so that the potential for conflicts or other factors compromising the Director's ability to perform his or her duties may be fully assessed.
- **Term and Age Limits:** The Board does not believe that arbitrary limits on the number of consecutive terms a Director may serve or on the Directors' ages are appropriate in light of the substantial benefits resulting from a sustained focus on the Company's business, strategy and industry over a significant period of time. Each individual's performance will be assessed by the Nominating Committee in light of relevant factors in connection with assessments of candidates for nomination to be Directors.
- **Succession:** The Nominating Committee shall be responsible for developing succession plans for the Board as appropriate in light of relevant facts and circumstances.

II. DIRECTOR RESPONSIBILITIES AND COMPENSATION

- **Role of Directors:** The business and affairs of the Company are managed by or under the direction of the Board, acting on behalf of the stockholders. Directors must carry out their duties with integrity and demonstrate a commitment to the Company, its values, business and their fiduciary duties. The Board has delegated to the officers of the Company the authority and responsibility for managing the Company's everyday affairs. The Board has an oversight role and is not expected to perform or duplicate the tasks of the CEO or senior management.
- **Attendance at Meetings:** Each member of the Board is expected to make reasonable efforts to attend meetings of the Board, whether regular or special, and whether in-person, telephonic, or video-conferenced. In the event that Directors are unable to attend at least 75% of those regular or special meetings (together with the meetings of committees on which such Director

serves), the Company will be required to disclose that fact in its annual proxy statement. In addition, attendance and participation at meetings is an important component of the Directors' duties and, as such, attendance rates will be taken into account by the Nominating Committee in connection with assessments of Director candidates for renomination as Directors.

- **Time Commitment; Advance Distribution and Review of Materials:** Directors are expected to spend the time needed and meet as frequently as the Board deems necessary or appropriate to discharge their responsibilities. Senior management is responsible for distributing in advance information and data that are important to the Board's understanding of the business to be conducted at a Board or Committee meeting to the Directors. Directors should review these materials in advance of the meeting.
- **Director Compensation:** The form and amount of Director compensation will be reviewed periodically and determined by the Compensation Committee of the Board, except as otherwise determined by the Board. The Company's executive officers shall not receive additional compensation for their service as directors.

III. BOARD STRUCTURE AND PROCEDURES

- **Size of Board:** The Board reserves the right to increase or decrease the size of the Board, subject to any relevant provisions in the Company's by-laws, depending on an assessment of the Board's needs and other relevant circumstances at any given time. The size of the Board may vary based upon the size of the business and the availability of qualified candidates. Board size should facilitate active interaction and participation by all Board members. The Board will review from time to time the appropriateness of its size.
- **Board Leadership:** The Board shall fill the Chairperson of the Board and CEO positions based upon the Board's view of what is in the best interests of the Company. The CEO and Chairman may, but need not be, the same person.
- **Lead Independent Director:** If the Chairperson of the Board is not an independent director, then the non-management directors shall annually elect one independent director to serve as the lead independent director (the "**Lead Independent Director**"). The Lead Independent Director shall be identified in the Company's proxy statement and on its website. The Lead Independent Director's responsibilities shall be to preside over meetings of the Board at which the Chairperson is not present, facilitate information flow and communication between the Directors and the Chairperson, and to perform such other duties as determined by the Board.
- **Committees:** The Board intends at all times to have an Audit Committee, a Compensation Committee and a Nominating Committee. Each of these standing committees will have a written charter that sets forth the responsibilities of such committee and the qualifications for committee membership. The Board may from time to time establish additional committees as necessary or appropriate. Membership on such committees is limited to independent directors meeting the independence requirements of the NYSE Listed Company Manual, the Sarbanes-Oxley Act of 2002 and any other related rules or regulations promulgated by the Securities

and Exchange Commission and the Internal Revenue Service (as applicable). The Board retains discretion to form new committees or disband current committees depending upon the circumstances.

- **Executive Sessions:** The non-management Directors will meet at all regularly scheduled executive sessions without management participation and at least twice each year an executive session with only independent directors present shall be held. As long as the Chairperson of the Board is a non-management director and an independent director, then the Chairperson of the Board will preside at these meetings. If the Chairperson of the Board does not so qualify, then the Lead Independent Director will preside at such meetings. In either case, the director who presides at these meetings, and his or her name, or the process by which he or she is selected, will be disclosed in the annual proxy statement or, if the Company does not file an annual proxy statement, in the Company's annual report on Form 10-K filed with the SEC. In order that interested parties may be able to make their concerns known to the non-management directors, the Company will also disclose a method for such parties to communicate directly and confidentially with the presiding Director or with the non-management Directors as a group.
- **Director Access to Management and Independent Advisors:** In carrying out its responsibilities, the Board, and each committee thereof, shall be entitled to rely on the advice and information that it receives from management and such experts, advisors and professionals with whom the Board, or any such committee, may consult. The Board, and each committee thereof, 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 Board, or such committee, or meet with any members of or advisors to the Board. The Board or any committee thereof 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 or their responsibilities.
- **Directors Who Change Job Responsibility:** The Board does not believe Directors who retire or change their principal occupation or business association should necessarily leave the Board. However, promptly following any such event, such Director should notify the Nominating Committee, so that there is an opportunity for the Board, through the Nominating Committee, to review the continued appropriateness of Board membership under the new circumstances.
- **Director Orientation and Continuing Education:** The Company will conduct an orientation program for each new Directors. The orientation will be designed to familiarize the new Director with the Company's business and strategic plans, key policies and practices, principal officers and management structure, auditing and compliance processes and its code of business conduct and ethics. The Chief Financial Officer and General Counsel will be responsible for periodically providing materials or briefing sessions for continuing Directors on topics that will assist them in discharging their duties. The Board encourages Directors to periodically pursue continuing education opportunities (including those directly offered by HubSpot) in the form of programs, sessions or materials with respect to the responsibilities of Directors of public companies, topics relevant to committee service, and/or regulatory topics and trends, and will reimburse Directors for reasonable expenses incurred in connection with

such continuing education opportunities.

- **Management Succession**: The Nominating Committee shall be responsible for developing a CEO succession plan for consideration by the Board and reporting on such plan to the Board.

IV. OTHER CORPORATE GOVERNANCE MATTERS

- **Annual Performance Evaluations of the Board and Committees**: The Board will conduct a self-evaluation at least annually for the purpose of determining whether it and its committees are functioning effectively, and each committee of the Board will conduct a self- evaluation at least annually for the purpose of determining whether it is functioning effectively. The Nominating Committee will oversee the evaluation process.
- **Communications with Outside Interested Parties**: The Board believes that the management should be responsible for communications with the press, media and other outside parties made on behalf of the Company, though individual Board members may, at the request of management or of the Board, communicate with outside parties on behalf of the Company.
- **No Limitation on Other Rights**: These guidelines are not intended to modify, extinguish or in any other manner limit the indemnification, exculpation and similar rights available to the Directors of the Company under applicable law and/or the Company's certificate of incorporation and/or its by-laws.
- **Modifications to Guidelines**: Although these corporate governance guidelines have been approved by the Board, it is expected that these guidelines will evolve over time as customary practice and legal requirements change. In particular, guidelines that encompass legal, regulatory or NYSE requirements as they currently exist will be deemed to be modified as and to the extent such legal, regulatory or NYSE requirements are modified. In addition, the guidelines may also be amended by the Board at any time it deems appropriate.

Last reviewed and amended: December 14, 2021