

CHARTER OF THE COMPENSATION AND TALENT COMMITTEE
OF THE BOARD OF DIRECTORS OF
QUALYS, INC.

(Last updated on February 3, 2022)

PURPOSE

The purpose of the Compensation and Talent Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Qualys, Inc. (the “**Company**”) shall be to:

- Provide oversight of the Company’s compensation policies and plans and benefits programs, and overall compensation philosophy.
- Discharge the Board’s responsibilities relating to oversight and approval of the compensation of the Company’s Chief Executive Officer (“**CEO**”) and other individuals who are “officers” as defined in Rule 16a-1(f) (the “**Executive Officers**”) under Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).
- Administer the Company’s equity compensation plans, including the granting of equity awards pursuant to such plans or outside of such plans.
- Discharge the Board’s responsibilities relating to the development and implementation of policies and strategies regarding talent diversity and inclusion.

The Committee shall seek to ensure that the Company structures its compensation plans, policies and programs as to attract and retain the best available personnel for positions of substantial responsibility with the Company, to provide incentives for such persons to perform to the best of their abilities for the Company and to promote the success of the Company’s business. The Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company’s annual report on Form 10-K or proxy statement.

The Committee has the authority to undertake the specific duties and responsibilities as are enumerated in or consistent with this charter and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

COMPOSITION

1. Membership and Appointment. The Committee shall consist of at least two members of the Board. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion.
2. Qualifications. Members of the Committee must meet the following criteria, as well as any additional criteria required by applicable law, the rules and regulations of the U.S. Securities and Exchange Commission (“**SEC**”) or the securities exchange on which the Company’s securities are listed or such other qualifications as may be established by the Board from time to time:

- Each member of the Committee shall meet the independence requirements of the listing standards of the securities exchange on which the Company is listed.
 - Each member of the Committee shall be a “non-employee director” as defined in Rule 16b-3 promulgated under Section 16 of the Exchange Act.
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 Committee members.

RESPONSIBILITIES

The following are the principal recurring responsibilities of the Committee. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board or the Committee deem appropriate. In making its determinations, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation (“**Say-on-Pay Vote**”) required by Section 14A of the Exchange Act and will seek the input of the Board as the Committee deems appropriate. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. Set Compensation for Executive Officers. The Committee shall:
 - Review and approve annually the corporate goals and objectives applicable to the compensation of the Chief Executive Officer of the Company (the “**CEO**”), evaluate the CEO’s performance in light thereof, and consider factors related to the performance of the Company in approving the compensation level of the CEO. The CEO may not be present during deliberations or voting on such matters.
 - Review and approve annually the CEO’s (1) base salary, (2) incentive bonus, including the specific goals and amount, (3) equity compensation, (4) any employment agreement, severance arrangement or change of control protections and (5) any other benefits, compensation or similar arrangements (including, without limitation, perquisites and any other form of compensation such as a signing bonus or payment of relocation costs). The CEO may not be present during deliberations or voting on such matters.
 - In consultation with the CEO, review annually and approve items (1) through (5) in the previous bullet for the Executive Officers. An Executive Officer may not be present during deliberations or voting on such matters with respect to such Executive Officer.
 - Review and approve any compensatory contracts or similar transactions or arrangements with current or former executive officers of the Company, including consulting arrangements, employment contracts, severance or termination arrangements, which shall include any benefits to be provided in connection with a change of control. In this regard, the Committee shall have the power and authority to adopt, amend and terminate such contracts, transactions, or arrangements.
2. Oversee Compensation Plans and Programs. The Committee shall:
 - Review, approve and administer annual and long-term incentive compensation plans for service providers of the Company, including the CEO and Executive Officers, including:

- Establishing performance objectives and certifying performance achievement;
- Evaluating the competitiveness of such plans;
- Reviewing and approving all equity incentive plans and grant awards pursuant to such plans; and
- Adopting, amending and terminating any such plans.
- Administer the Company's equity incentive plans, including:
 - Granting equity-based or equity-linked awards to eligible individuals (including grants to the CEO and Executive Officers in compliance with Rule 16b-3 promulgated thereunder) in accordance with procedures and guidelines as may be established by the Board or the Committee;
 - Amending equity-based or equity-linked awards granted thereunder; and
 - Adopting, amending and terminating such plans, including recommending to the Board changes in the number of shares reserved for issuance thereunder, subject to obtaining any required stockholder approval.
- Review, approve and administer all of the Company's employee benefit plans that the Committee deems appropriate, which includes the ability to adopt, amend and terminate such plans.
- Oversee the Company's overall compensation philosophy, compensation plans and benefits programs, and make recommendations to the Board with respect to improvements or changes to such plans or programs or the termination or adoption of plans or programs when appropriate.
- In connection with executive compensation programs:
 - Review and approve new executive compensation programs;
 - Review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s);
 - Establish and periodically review policies for the administration of executive compensation programs; and
 - Take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.
- Periodically review executive compensation programs and total compensation levels, including:
 - Conducting comparative analyses of total compensation relative to market;

- Quantifying maximum payouts to executives under performance-based incentive plans and total payments under a variety of termination conditions, including upon a change of control; and
 - The impact of tax and accounting rules changes.
 - To the extent required of the Company, review and recommend to the Board for approval the frequency with which the Company will conduct a Say-on-Pay Vote, taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company's proxy statement.
 - Evaluate director compensation and make recommendations to the Board regarding compensation and benefits, including equity awards, for directors for Board and committee service.
 - To the extent not handled by any other committee of the Board, review and discuss annually with management the risks arising from the Company's compensation philosophy and practices applicable to all employees to determine whether they encourage excessive risk-taking and to evaluate compensation policies and practices that could mitigate such risks.
3. Compliance and Governance Matters. The Committee shall:
- Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related disclosures required by the rules and regulations of the SEC, to the extent required of the Company. The Committee will also review and recommend the final CD&A to the Board for inclusion in the Company's annual report on Form 10-K or proxy statement, to the extent required of the Company.
 - Prepare the Committee Report required by the rules and regulations of the SEC to be included with the Company's annual report on Form 10-K or proxy statement.
 - Conduct a periodic review of the Company's succession planning process for the CEO and other members of the Company's executive management team, and report its findings and recommendations to the Board.

MEETINGS AND PROCEDURES

1. Meetings.

- The Committee will set its own schedule of meetings and will meet at least four times per year, with the option of holding additional meetings at such times as it deems necessary or appropriate. The chairperson of the Committee shall 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 the Company's bylaws.

- The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meeting of the Board.
 - As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee should meet separately at least on an annual basis with the CEO, the Company's principal human resources executive, and any other corporate officers as it deems appropriate. However, the Committee should meet regularly without such officers present, and in all cases such officers shall not be present at meetings at which their performance and compensation are being deliberated and determined.
 - The Committee may invite to its meetings any director, officer or employee of the Company 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, including non-management directors who are not members of the Committee.
2. Reporting to the Board of Directors. The Committee shall report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate.
3. Authority to Retain Advisors.
- The Compensation Committee will have the authority, in its sole discretion, to select and retain any compensation consultant, outside legal counsel and such other advisors as necessary or appropriate to assist with the execution of its duties and responsibilities as set forth in this charter. The Compensation Committee will be directly responsible for the appointment, compensation and oversight of the work of any compensation consultants, outside legal counsel and such other advisors retained by the Compensation Committee. The Company will provide appropriate funding, as determined by the Compensation Committee, to pay any such compensation consultant, outside legal counsel or any other outside advisors hired by the Compensation Committee and any administrative expenses of the Compensation Committee that the Compensation Committee determines are necessary or appropriate in carrying out its activities.
 - Prior to selecting and receiving advice from compensation consultants, outside legal counsel and other advisors (other than the Company's in-house legal counsel), the Compensation Committee will consider the independence factors set forth in the applicable rules of the SEC and the listing standards of the securities exchange on which the Company's securities are listed.
 - The Compensation Committee may retain, or receive advice from, any compensation advisor it prefers, including advisors that are not independent, after considering the requisite independence factors. Notwithstanding the foregoing, the Compensation Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of Executive Officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

- The Compensation Committee will evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.
4. Subcommittees. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. Specifically, at its discretion, the Committee shall have the authority to designate to a subcommittee the authority to grant equity awards to non-officer employees of the Company within guidelines established by the Compensation Committee from time to time. If designated, such subcommittee shall consist of a minimum of one member of the Company's Board, who may be the CEO. If designated, any subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.
 5. Committee Charter Review. The Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended changes to the charter to the Board for approval.
 6. Performance Review. The Committee shall review and assess the performance of the Committee on an annual basis.
 7. Compensation. Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.