

CHARTER OF THE NOMINATING AND ESG COMMITTEE
OF THE BOARD OF DIRECTORS OF
QUALYS, INC.

(Last updated on February 21, 2022)

PURPOSE

The purpose of the Nominating and ESG Committee (the “**Committee**”) is to ensure that the board of directors (the “**Board**”) of Qualys, Inc. (the “**Company**”) is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company has and follows appropriate corporate governance standards. To carry out this purpose, the Committee shall:

- Assist the Board in identifying individuals who are qualified to become members of the Board in accordance with criteria approved by the Board and select, or recommend to the Board that the Board select, specified individuals as the director nominees for each meeting of stockholders at which directors are to be elected.
- Review and make recommendations on Board committee structure and composition.
- Develop and recommend to the Board corporate governance policies applicable to the Company.
- Oversee the evaluation of the Board.
- Oversee the Company’s environmental, social and governance (“ESG”) activities.

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. The members of the Committee shall meet the independence requirements of the securities exchange on which the Company is listed and such other qualifications as may be established by the Board from time to time.
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 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. Board Composition, Evaluation and Nominating Activities. The Committee shall:

- Determine the qualifications, qualities, skills and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director, including issues of character, integrity, judgment, diversity (including gender and race), experience of particular relevance to the Company and Board, independence, age, area of expertise, length of service, potential conflicts of interest and other time commitments and the like (the “**Director Criteria**”).
- Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval consistent with the Director Criteria.
- Search for, identify, evaluate and select, or recommend for the selection of the Board, candidates to fill new positions or vacancies on the Board consistent with the Director Criteria, and review any candidates recommended by stockholders, provided such stockholder recommendations are made in compliance with the Company’s bylaws and its stockholder nominations and recommendations policies and procedures. The Committee, in addressing the overall composition of the Board, will also consider the diversity of a director candidate based on broader factors such as diversity of perspective, experience and expertise, as well as factors commonly associated with diversity such as diversity of gender, race or national origin.
- Develop and review periodically the policies and procedures for considering stockholder nominees for election to the Board.
- Evaluate the performance of individual members of the Board eligible for re-election, and select, or recommend for the selection of the Board, the director nominees by class for election to the Board by the stockholders at the annual meeting of stockholders or any special meeting of stockholders at which directors are to be elected.
- Consider the Board’s leadership structure, including the separation of the Chairman and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.
- Evaluate and recommend termination of membership of individual directors for cause or other appropriate reasons.
- Evaluate the “independence” of directors and director nominees against the independence requirements of the securities exchange on which the Company is listed, applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws.

2. Board Committees. The Committee shall:

- Review periodically the structure and composition of each committee of the Board and make recommendations to the Board for changes to the committees of the Board, including changes in structure, composition or mandate of committees, as well as the creation or dissolution of committees.
- Recommend to the Board persons to be members and chairpersons of the various committees.

3. Corporate Governance. The Committee shall:

- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company.
- Oversee and periodically review the Company's ESG activities, programs and public disclosure.
- Review annually the corporate governance guidelines approved by the Board and their application, and recommend any changes deemed appropriate to the Board for its consideration.
- Oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the Company's corporate governance framework, including its certificate of incorporation and bylaws.
- Oversee the Board's annual performance and self-evaluation process, including, without limitation, conducting surveys of director observations, suggestions and preferences regarding how effectively the Board and each committee operates.
- Evaluate the participation of members of the Board in orientation and continuing education activities in accordance with applicable listing standards.
- Review and discuss with management the disclosure regarding the operations of the Committee, director independence, the Company's director nomination process and other corporate governance matters, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K.
- Review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal.

4. Conflicts of Interest. The Committee shall:

- Consider questions of possible conflicts of interest of Board members and of corporate officers.
- Review actual and potential conflicts of interest of Board members and corporate officers, other than related party transactions reviewed by the Audit Committee, and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or the taking of a corporate opportunity.

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 other 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 meetings of the Board.
- 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 Committee shall have the authority, in its sole discretion, to select and retain any internal or independent counsel, search firms and any other expert consultants or advisors to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee shall set the compensation and oversee the work of any such consultants or advisors. The Company will provide appropriate funding, as determined by the Committee, to pay any such search firms or any other outside advisors hired by the Committee and any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.

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. If designated, each such 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.