

**GUIDEWIRE SOFTWARE, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

**As Revised December 9, 2025**

These guidelines have been adopted by the Board of Directors (the “**Board**”) of Guidewire Software, Inc. (the “**Company**”) for the purpose of establishing the corporate governance policies pursuant to which the Board intends to conduct its oversight of the business of the Company in accordance with its fiduciary responsibilities. These guidelines should be interpreted in the context of all applicable laws and the Company’s certificate of incorporation, bylaws and other corporate governance documents.

**1. Role of the Board**

The role of the Board is to oversee the performance of the chief executive officer (“**CEO**”) and other senior management in the competent and ethical operation of the Company on a day-to-day basis and assure that the long-term interests of stockholders are being served.

**2. Selection of Chairman of the Board and CEO**

The Board shall fill the Chairman 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.

**3. Lead Independent Director**

In order to facilitate communication between management and the Board, in the event that the Chairman of the Board is not an independent director, the Board should elect a lead independent director, who will have the responsibility to schedule and prepare agendas for meetings of independent directors. The lead independent director will communicate with the CEO/Chairman, disseminate information to the rest of the Board in a timely manner and raise issues with management on behalf of the independent directors when appropriate.

**4. Board Committees**

*Standing Committees:* The Board currently has five standing committees: Audit, Compensation, Nominating and Corporate Governance, Risk, and Business Opportunities. New committees may be formed as determined by the Board.

*Committee Membership:* All of the members of the standing committees will meet the then-effective criteria for independence established by the New York Stock Exchange (“NYSE”), and in the case of the Audit Committee as defined by the Sarbanes-Oxley Act of 2002 and the independence definition set forth in Rule 10A-3 of Exchange Act of 1934, as amended.

*Standing Committee Member Assignments:* The Board appoints the members and chairs of each standing committee upon recommendation by the Nominating and Corporate Governance Committee, annually.

*Standing Committee Charters:* Each standing committee will have its own charter, which will set forth the purpose, membership requirements, authority and responsibilities of the committee.

*Meetings and Agenda:* The chairman of the committee will determine, in consultation with standing committee members and members of management, and in accordance with the standing committee's charter, the frequency and length of standing committee meetings and the standing committee's agenda. Each standing committee will establish, to the extent foreseeable and practical, a schedule of agenda items to be discussed during the year. The schedule for each standing committee will be furnished to the full Board.

## **5. Director Responsibilities**

The fundamental role of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. In fulfilling that responsibility, directors reasonably may rely on the honesty and integrity of the Company's senior management and expert legal, accounting, financial and other advisors.

*Annual Meeting Attendance:* All directors are invited to attend the Company's annual meeting of stockholders.

*Scheduling of Board Meetings and Attendance:* The Board will meet at least four times per year. Directors are expected to prepare for, attend and participate in all Board and applicable committee meetings, and to spend the time needed to meet as often as necessary to discharge their obligations properly.

*Agenda:* At the beginning of each year the Board will set, to the extent foreseeable and practicable, a schedule of agenda items to be discussed during the year. Any director may suggest items to be included on the agenda or raise subjects at a Board meeting that are not on the agenda for that meeting. An agenda for each Board meeting, along with information and data that is important to the Board's understanding of the business to be conducted at the Board meeting, should be distributed to directors in advance of the meeting, so that Board meeting time may be focused on questions that the Board has about the materials. Certain matters may be discussed at the meeting without advance distribution of written materials, as appropriate.

*Director Resignation Policy:* The Company's amended and restated bylaws provide that the vote required for the election of a director by the stockholders shall, except in a contested election, be the affirmative vote of a majority of the votes cast in favor of or against the election of a director nominee at a meeting of stockholders. Prior to any non-contested election of directors, any incumbent director seeking to become a nominee to the Board for election or re-election must tender an irrevocable resignation to the Board that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they face election and (ii) the Board's acceptance of such resignation. If such incumbent director receives a greater number of votes cast against his or her election than in favor of his or her election, the Nominating and Corporate Governance Committee will consider such director's offer to resign and will make a recommendation to the Board on whether to accept or reject the resignation or whether other action should be taken. The director whose offer to resign is under consideration shall not

participate in any deliberation or vote of the Nominating and Corporate Governance Committee or Board regarding that offer to resign. Notwithstanding the foregoing, in the event that no nominee for director receives the vote required in the Company's amended and restated certificate of incorporation and amended and restated bylaws, the Nominating and Corporate Governance Committee shall make a final determination as to whether to recommend to the Board whether to accept any or all offers to resign, including those offers to resign from members of the Nominating and Corporate Governance Committee, or whether to recommend other action. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation, including the incumbent director nominee's qualifications, the incumbent director nominee's past and expected future contributions to the Company, the overall composition of the Board, and whether accepting the tendered resignation would cause the Company to fail to meet any applicable rule or regulation (including NYSE listing requirements and federal securities laws). The Board will consider the recommendation of the Nominating and Corporate Governance Committee and publicly disclose its decision, within ninety (90) days following certification of election results. If an incumbent director nominee's resignation is not accepted, he or she will continue to hold office until the next annual meeting and until his or her successor shall be duly elected and qualified. If a director's offer to resign is accepted by the Board, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting vacancy or may decrease the size of the Board pursuant to the Company's amended and restated certificate of incorporation and amended and restated bylaws.

Further, a candidate to be appointed by the Board to fill a vacancy on the Board shall, prior to such candidate's appointment, tender an irrevocable resignation to the Board that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which such director faces election and (ii) the acceptance by the Board of such resignation.

## **6. Code of Conduct, Conflicts of Interests, Related Party Transactions and Complaints Process**

The Nominating and Corporate Governance Committee and the Audit Committee shall periodically review the Company's Code of Business Conduct and Ethics, which is applicable to directors, officers and employees; consider questions of possible conflicts of interest of Board members and corporate officers; review actual and potential conflicts of interest (including corporate opportunities) of Board members and corporate officers; and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or corporate opportunity. Directors may be asked from time to time to leave a Board meeting when the Board is considering a transaction in which the director (or another organization in which the director is a director or officer) has a financial or other interest.

The Audit Committee shall review and approve any proposed related party transactions in compliance with the Company's policies and the NYSE rules and must report material related party transactions to the full Board, monitor compliance with the Company's financial code of ethics and oversee the Company's procedures for handling complaints regarding accounting or auditing matters.

## **7. Executive Sessions**

It is the policy of the Board to hold executive sessions without the presence of management, including the CEO, and other non-independent directors at least four times per year. Such sessions will generally be held following regularly scheduled meetings and at such other times as requested by an independent director. The Chairman of the Board or Lead Independent Director shall preside at executive sessions.

In addition, the Audit Committee of the Board is to meet periodically with the Company's independent auditors without management present at such times as it deems appropriate.

## **8. Board Access to Management and Independent Advisors**

Board members should have full access to members of management, either as a group or individually, and to Company information that they believe is necessary to fulfill their obligations as Board members. The Board as a whole should also have access to any independent advisor retained by the Company, and the Board may hire any independent advisor it considers necessary to discharge its responsibilities. The Board committees may hire independent advisors as set forth in their applicable charters.

## **9. Board Compensation Review**

The Compensation Committee or Nominating and Corporate Governance Committee will conduct an annual review of director compensation and approve changes as appropriate. Employee directors do not receive additional compensation for their service as directors.

## **10. Size of the Board**

The size of the Board is established in accordance with the Company's Certificate of Incorporation, as amended from time to 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.

## **11. Composition of Board**

Except as otherwise permitted by the applicable NYSE rules, the Board will be comprised of a majority of independent directors. Within that policy, the mix of Board members should provide a range of expertise and perspective in areas relevant to the Company's business.

## **12. Board Definition of "Independence" for Directors**

A director shall be considered "independent" for purposes of serving on the Board if he or she meets the criteria for independence established by the NYSE rules. A director shall be considered "independent" for purposes of serving on a Board committee based on the definition of independence used in that committee's charter, which shall conform to any requirements established for such a committee by the NYSE rules and any applicable Securities and Exchange Commission rules.

### **13. Board Membership Criteria and Selection**

The Nominating and Corporate Governance Committee should review on an annual basis, in the context of recommending a slate of directors for stockholder approval, the composition of the Board, including issues of character, integrity, judgment, age, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company's business, other commitments and the like. Selection of new directors requires recommendation of a candidate by the Nominating and Corporate Governance Committee to the full Board, which has responsibility for naming new members in the event of a vacancy or expansion of the Board between annual meetings of stockholders.

The Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such activities. However, the Nominating and Corporate Governance Committee may take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors. Prior to accepting any position on the board of directors of any organization, whether for-profit or not-for-profit, current directors should notify the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will review the proposed board membership to ensure compliance with applicable laws and policies. Service on other boards and/or committees should be consistent with the Company's conflict of interest policies.

### **14. Notifying a Director of Non-Inclusion on a Proposed Slate of Directors**

Any proposal to decrease the size of the Board, or to substitute a new director for an existing director, should be made first by the Nominating and Corporate Governance Committee, then approved by the full Board. After receipt of a recommendation from the Nominating and Corporate Governance Committee, the Chairman of the Board or the lead independent director should notify the director of such recommendation prior to the meeting of the Board at which the slate of nominees is proposed to be approved.

### **15. Assessing Board and Committee Performance**

The Nominating and Corporate Governance Committee should establish an annual process for permitting the Board and each committee to conduct an assessment of its performance and effectiveness during the prior year. Each committee and the full Board will consider and discuss the findings of the assessments.

### **16. Annual Election of Directors**

Directors shall be subject to election at the annual meeting of stockholders in accordance with the terms of service specified in the Company's Certificate of Incorporation. However, the Board may fill vacancies or add new directors at any time as provided in the Company's charter documents.

## **17. 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, the Director should notify the Nominating and Corporate Governance Committee, so that it can review and advise the Board regarding the continued appropriateness of the director's Board membership.

## **18. Director Orientation and Continuing Education**

The Company will conduct an orientation program for each new director. 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 Company encourages directors to participate in continuing education programs focused on the Company's business and industry, committee roles and responsibilities, and legal and ethical responsibilities of board members.

## **19. Formal Evaluation and Compensation of the CEO and Other Executive Officers**

The Compensation Committee will, on an annual basis, conduct a formal evaluation of the CEO and the other executive officers, with appropriate input from other Board members. The results of the evaluation should be communicated to the CEO by the Chairman of the Board or the lead independent director and the chairman of the Compensation Committee.

## **20. Succession Planning**

The Nominating and Corporate Governance Committee, in consultation with the full Board, is primarily responsible for CEO succession planning. In addition, it shall monitor management's succession plans for other key executives. Succession planning can be critical in the event the CEO or other key executives should cease to serve for any reason, including resignation or unexpected disability. In addition, the Board believes that establishment of a strong management team is the best way to prepare for an unanticipated executive departure.

## **21. Board Interaction with Third Parties**

The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that Board members would do this with knowledge of management and, in most instances, only at the request of management.

## **22. Periodic Review of Guidelines**

The Nominating and Corporate Governance Committee and the Board should review these guidelines periodically.

### **23. Amendments and Waivers**

The Board may amend, waive, suspend or repeal any of these Corporate Governance Guidelines at any time, with or without public notice as it deems necessary or appropriate, in the exercise of the Board's judgment or fiduciary duties.