

# TWILIO INC.

## AMENDED AND RESTATED CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “**Board**”) of Twilio 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 rules of any stock exchange on which the Company’s securities are listed (the “**Exchange**”) and the Company’s Amended and Restated Certificate of Incorporation (as amended from time to time, the “**Certificate of Incorporation**”) and the Company’s bylaws (as amended from time to time, the “**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 Corporate Governance 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 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. The Company is committed to a policy of inclusiveness. Accordingly, the Nominating Committee will include, and request that any search firm that it engages include, in each initial director search pool qualified candidates who reflect diverse backgrounds, including diversity of gender and race/ethnicity. In identifying prospective director candidates, the Nominating Committee may consider all other 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 or other background characteristics, his or her independence and the needs of the Board and the long-term interests of its stockholders.

**Independence:** At least a majority of the members of the Board shall meet the independence standards of the Listed Company Manual of the New York Stock Exchange (“**NYSE**”) (or any successor provision thereto). 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 Other Board Service:** Carrying out the duties and fulfilling the responsibilities of a director require a significant commitment of an individual's time and attention. The Board does not believe, however, that explicit limits on the number of other boards of directors on which the directors may serve, or on other activities the directors may pursue, are appropriate. The Board, however, 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. Service on other boards of directors and/or committees should be consistent with the Company's conflict of interest policies and all applicable laws, rules and regulations. Directors must advise the Chair of the Nominating Committee (or if such director is the Chair of the Nominating Committee, then the other members of the Nominating Committee) in connection with an invitation to join the board of directors of another company, whether public or private. Directors must regularly update the Company 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.

**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 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.

## 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 act with integrity and demonstrate a commitment to the Company, its values, business and long-term stockholder value. 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 Chief Executive Officer or senior management.

**Attendance at Meetings:** Each member of the Board is expected to make reasonable efforts to attend regularly scheduled meetings of the Board and to participate in telephone conference meetings or other special meetings of the Board. In the event that directors are unable to make 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 when reasonably practicable.

**Director Compensation:** The form and amount of director compensation will be reviewed periodically by the Compensation Committee of the Board. The Compensation Committee will make such recommendations to the Board as it deems advisable with respect to the compensation of the directors.

The Company's officers shall not receive additional compensation for their service as directors.

**Director Minimum Stock Holding Requirements:** From time to time, the Board or the Nominating Committee shall re-evaluate the Company's stock ownership guidelines and determine appropriate minimum stock holding requirements for members of the Board, and the relevant time frame for a member of the Board to accumulate such minimum stock holding.

### 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 Bylaws, 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 Chair of the Board and Chief Executive Officer positions based upon the Board's view of what is in the best interests of the Company. The Chief Executive Officer and Chair may, but need not be, the same person. If the Board does not have an independent Chair, a lead independent director ("**Lead Independent Director**") will be appointed by the Board. The Lead Independent Director will be responsible for calling and presiding over executive sessions, determining the agenda and serving as chair of such executive sessions, reporting to the Chair of the Board regarding feedback from such executive sessions, serving as spokesperson for the Company as requested, and performing such other responsibilities as may be designated by a majority of the independent directors from time to time. If a Lead Independent Director is appointed, the Lead Independent Director's identity will be disclosed in the Company's annual proxy statement and/or published on the investor relations page of the Company's website.

**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 generally meet at regularly scheduled executive sessions without management participation and at least once each year an executive session with only independent directors present shall be held. The “**non-management directors**” are directors who are not Company employees, including both independent directors and such directors who are not independent directors by virtue of a material relationship, former status or family membership, or for any other reason. If the Chair of the Board is a non-management director and an independent director, then the Chair of the Board will preside over these executive sessions. If the Chair of the Board does not so qualify, then, as set forth above, the Lead Independent Director will preside over these executive sessions. If the Lead Independent Director is unable to preside over executive sessions or the non-management directors select another director to preside over executive sessions, the director who presides at these executive sessions, and such director’s name, or the process by which such director is selected, will be disclosed in the Company’s annual proxy statement. 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.

**Director Orientation and Continuing Education:** The Company will conduct an orientation program for each new Director. The orientation will include presentations by senior management 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 conduct. The Nominating Committee will be responsible for periodically providing materials or briefing sessions for continuing Directors on topics that will assist them in discharging their duties.

**Conflicts of Interest:** Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, including any “related person transaction,” the director will report all facts regarding the matter to the Chair of the Audit Committee (or if such director is the Chair of the Audit Committee, then to the other members of the Audit Committee). Any material conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director must disclose the interest to the Board, excuse themselves from discussion and abstain from voting on the matter.

#### **IV. LEADERSHIP DEVELOPMENT**

**Annual Review of Chief Executive Officer:** The Compensation Committee will conduct a review at least annually of the performance of the Chief Executive Officer. The Compensation Committee will establish the evaluation process and determine the specific criteria on which the performance of the Chief Executive Officer is evaluated in accordance with the charter and principles of the Compensation Committee.

**Succession:** The Board will work with the Chief Executive Officer to plan for Chief Executive Officer succession, as well as to develop plans for interim succession for the Chief Executive Officer in the event of an unexpected occurrence. The Board will also work with the Chief Executive Officer and appropriate members of management to plan for succession of each of the executives as well as to develop plans for interim succession of each of the executives in the event of an unexpected occurrence. In addition to the succession planning, there should periodically be a report on management development by the Chief Executive Officer.

## V. 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. These evaluations will consider the performance of the board or the committee, as the case may be, as a unit.

**Communications with Outside Interested Parties:** The Board believes that 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. If comments from the Board are appropriate, they should generally come from the Chair of the Board or the Lead Independent Director, and only in compliance with the Company's Corporate Communications and Social Media Policy. Each director should refer all inquiries from the press or other third parties regarding the Company's operations to management.

**Review of Code of Conduct:** The Board will periodically review and approve the Company's Code of Conduct, which is applicable to the Company's directors, officers, employees and contractors, consultants and agents.

**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 Bylaws.

**Securityholder Communication Policy:** The Board provides to every securityholder the ability to communicate with the Board, as a whole, non-management directors as a group or individual Directors on the Board through an established process for securityholder communication (as that term is defined by the rules of the Securities and Exchange Commission) in the form attached hereto as Appendix A.

**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 Exchange requirements as they currently exist will be deemed to be modified as and to the extent such legal, regulatory or Exchange requirements are modified. In addition, the guidelines may also be amended by the Board at any time it deems appropriate.

ADOPTED: January 25, 2016

AMENDED AND RESTATED: April 14, 2018, March 4, 2020, March 17, 2021, June 6, 2021, March 16, 2022, and June 14, 2023

## Appendix A

### TWILIO INC.

#### SECURITYHOLDER COMMUNICATION POLICY

The Board of Directors (the “Board”) of Twilio Inc. (the “Company”) provides to every securityholder the ability to communicate with the Board, as a whole, non-management directors as a group or individual directors on the Board through an established process for securityholder communication (as that term is defined by the rules of the Securities and Exchange Commission) (“Securityholder Communication”) as follows:

- For a Securityholder Communication directed to the Board as a whole or non-management directors as a group, securityholders may send such communication to the attention of the Company’s Chief Legal Officer via Mail or Expedited Delivery Service to the address listed below or by email to [investors@twilio.com](mailto:investors@twilio.com):

Twilio Inc.  
101 Spear Street, Fifth Floor  
San Francisco, CA 94105  
Attn: Chief Legal Officer

- For a Securityholder Communication directed to an individual director in his or her capacity as a member of the Board, securityholders may send such communication to the attention of the individual director via Mail or Expedited Delivery Service to the address listed below or by email to [investors@twilio.com](mailto:investors@twilio.com):

Twilio Inc.  
101 Spear Street, Floor  
San Francisco, CA 94105  
Attn: Name of Individual Director

The Company’s Chief Legal Officer, Chief Financial Officer or any Vice President, Legal, in consultation with appropriate directors as necessary, will review all incoming Securityholder Communications and screen for those that (1) are solicitations for products and services, (2) relate to matters of a personal nature not relevant for the Company’s securityholders to act on or for the Board to consider, and (3) matters that are of a type that render them improper or irrelevant to the functioning of the Board or the Company, including without limitation, mass mailings, product complaints or inquiries, job inquiries, business solicitations and patently offensive or otherwise inappropriate material. If appropriate, the Company’s Chief Legal Officer, Chief Financial Officer or a Vice President, Legal, will route such Securityholder Communications to the appropriate director(s) or, if none is specified, to the Chair of the Board or the Lead Independent Director (if one is appointed), if the Chair of the Board is not independent.

Company's Chief Legal Officer, Chief Financial Officer or Vice President, Legal, may decide in the exercise of his, her or its judgment whether a response to any Securityholder Communication is necessary and shall provide a report to the Nominating Committee on a quarterly basis of any Securityholder Communications received for which the Chief Legal Officer, Chief Financial Officer or Vice President, Legal has responded.

Communications from an officer or director of the Company and proposals submitted by securityholders to be included in the Company's annual proxy statement, pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended (and related communications) will not be viewed as a Securityholder Communication. Communications from an employee or agent of the Company will be viewed as Securityholder Communication only if such communications are made solely in such employee's or agent's capacity as a securityholder.

ADOPTED: January 25, 2016

AMENDED: March 16, 2022 and June 14, 2023