

TECHNOLOGY AND CYBERSECURITY COMMITTEE CHARTER
of the Technology and Cybersecurity Committee of Ellie Mae, Inc.

This Technology and Cybersecurity Committee Charter (the “Charter”) was adopted by the Board of Directors (the “Board”) of Ellie Mae, Inc., a Delaware corporation (the “Company”), on December 19, 2014, and was most recently amended and restated on February 15, 2017.

I. Purpose

The purpose of the Technology and Cybersecurity Committee of the Board (the “Committee”) shall be to assist the Board in fulfilling its corporate governance and oversight responsibilities relating to the Company’s technology, information systems and information security (hereafter referred to as “IT”). In this role the Committee has no executive responsibility, but is responsible for performing its duties in accordance with this Charter.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. The Committee shall report regularly to, and review with, the Board any issues that arise with respect to the performance, quality or integrity of the Company’s IT systems, the Company’s compliance with legal or regulatory requirements, or any other matter the Committee determines is necessary or advisable to report to the Board.

While the Committee has the authority, powers, and responsibilities set forth in this Charter, it is not the duty of the Committee to: (i) set IT strategy for the Company; (ii) monitor the daily operation of the Company’s IT activities; or (iii) be responsible for the day-to-day operation of the IT operations. These are the responsibilities of the Company’s management and the appropriate IT support organizations.

II. Membership

The Committee shall consist of no fewer than two (2) members of the Board. The members of the Committee, including the Chairperson of the Committee (the “Chair”), shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board.

III. Meetings and Procedures

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee. Committee meetings may be held telephonically to the extent permitted under applicable laws and regulations; however, polling of Committee members is not permitted in lieu of meetings. Unless otherwise restricted by the Company’s bylaws, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting

if all members of the Committee consent thereto in writing or by electronic transmission, and such writing or electronic transmission is filed with the minutes of the Committee.

The Committee shall meet at least four (4) times annually and more frequently as the Committee deems desirable. Meetings of the Committee may be called by the Chair upon notice given at least twenty-four (24) hours prior to the meeting, or upon such shorter notice as shall be approved by the Committee.

Committee observers appointed by the Nominating and Corporate Governance Committee may attend and observe meetings of the Committee and receive advance notice of and materials related to the meetings, may participate in any discussion or deliberation, and in any event shall not be entitled to vote. All non-management directors (who are neither members, nor committee observers of the Committee) may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote.

The Committee shall have the appropriate resources and authority to request, at its discretion, in its meetings the attendance of members of the Company's management and Technology Advisory Board, representatives of the Company's IT vendors, any other technical personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate, although the Committee is not obligated to provide advance notice of and materials related to the meetings to such persons. Notwithstanding the foregoing, the Chairman of the Committee may exclude from Committee meetings any persons the Chairman deems appropriate, including without limitation, attendees, invitees, and, to the fullest extent permitted by the General Corporation Law of the State of Delaware, any non-management director who is not a member or a committee observer of the Committee.

In addition, the Committee is authorized to designate a member to be present at each meeting of the Company's Technology Advisory Board (the "Technology Advisory Board").

The Committee shall have the appropriate resources and authority to retain any independent counsel, experts or advisors (IT-related or otherwise) that the Committee believes to be necessary to carry out its duties or otherwise appropriate. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall have the appropriate resources and authority to conduct or authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Committee. The Company shall have full access to all books, records, facilities and personnel of the Company to conduct such investigations.

IV. Powers and Responsibilities

1. The Committee has the authority to review and provide oversight on matters related to the Company's IT strategy, operations, policies and controls, including but not limited to IT

strategy and projects, product development, risk management, IT security, regulatory matters, and internal IT controls.

2. The Committee will receive reports from management or other third parties (including the Company's internal IT auditors) concerning the Company's IT strategy and operations, focusing on IT security (including the Company's information security program, security risks, security incidents and information security technology investments), cloud service capacity, and product reliability, but may also receive reports from management concerning, among other things, strategic alignment of IT with the Company's business objectives, project performance, technical operations performance, significant technology investments, major architectural decisions, risk assessment and management, internal IT controls, regulatory matters, recommendations for future activities, and future trends in technology that may affect the Company's strategic plans.

3. The Committee shall oversee the Company's efforts to comply with all regulatory requirements relating to the matters contemplated in this Charter, including but not limited to the implementation of any remediation or other measures in response to regulatory agency findings, including the findings of member agencies of the Federal Financial Institutions Examination Council.

4. The Committee shall oversee the development, implementation and maintenance of an information security program, and review the information security program at least annually.

5. In carrying out its oversight responsibilities, each Committee member is entitled to rely on the integrity and expertise of those persons providing information to the Committee and on the accuracy and completeness of such information, absent actual knowledge of inaccuracy.

6. The Committee shall report periodically to the Board on matters within the scope of the Committee, as well as any special issues that merit the attention of the Board.

7. The Committee shall refer to the Audit Committee or Nominating and Corporate Governance Committee of the Board any matters that have come to the attention of this Committee that are relevant for noting or consideration, or which should be dealt with by such other Committees, including, with respect to the Audit Committee, any matters relating to internal controls.

8. The Committee shall have the authority to discuss with the Company's chief legal officer or outside counsel any legal matters brought to the Committee's attention arising from, or that could reasonably be expected to have a material impact on, the Company's IT operations.

9. The Committee shall at least annually perform an evaluation of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter.

10. The Committee shall at least annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.