

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
ELASTIC N.V.**

(Adopted on September 18, 2018; Effective upon the effectiveness
of the registration statement relating to the Company's initial public offering)

PURPOSE

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors (the "**Board**") of Elastic N.V. (the "**Company**") is to:

- Assist the Board in identifying individuals who are qualified to become members of the Board ("**Directors**") 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 general meeting of the Company (the "**General Meeting**") at which Directors are to be elected.
- Recommend members for each Board committee.
- Develop and monitor corporate governance policies applicable to the Company, including the Company's Corporate Governance Guidelines.
- Oversee the evaluation of the Board of the Company.

COMPOSITION

1. Membership and Appointment. The Nominating and Corporate Governance Committee shall consist of at least two non-executive directors of the Board (the "**Non-Executive Directors**"). Members of the Nominating and Corporate Governance Committee shall be appointed by the Board and may be removed by the Board in its discretion.
2. Qualifications. The members of the Nominating and Corporate Governance Committee must meet the independence requirements of the securities exchange on which the Company's securities are listed and such other qualifications as may be established by the Board from time to time; provided, however, that the Company may avail itself of any phase-in rules or interpretations applicable to newly-listed companies in connection with an initial public offering. In addition, a majority of the members of the Nominating and Corporate Governance Committee shall meet the independence requirements of the Dutch Corporate Governance Code (the "**Code**").
3. Chairperson. The Board may designate a chairperson of the Nominating and Corporate Governance Committee.
4. Company Secretary. The Company Secretary will act as secretary to the Audit Committee. The Company Secretary may delegate his duties, or a part thereof, under this Audit Committee Charter, to a deputy appointed by him in consultation with the Chairman of the Audit Committee.

RESPONSIBILITIES

The following are the principal recurring responsibilities of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board may request.

1. Board Composition, Evaluation and Nominating Activities. The Nominating and Corporate Governance Committee shall:
 - Identify, recruit and recommend to the Board qualified candidates for election as Directors (in accordance with the Director Criteria, as defined below) and recommend a slate of nominees for election as Directors at the annual General Meeting.
 - Annually facilitate the assessment of the Board's performance as a whole and of the individual Directors, and the performance of the Board committees as required by applicable law, regulations and the corporate governance listing standards.
 - Oversee the Board's evaluation of executive officers.
 - 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 (the “**Director Criteria**”).
 - Determine the appointment procedures for Directors.
 - Review and make recommendations on matters involving the general operations of the Board, including evaluating the size, composition, organization and governance of the Board and its committees, determining future requirements and making recommendations regarding the composition profile to the Board for approval consistent with the Director Criteria.
 - Consider the Board’s leadership structure and make such recommendations to the Board with respect thereto as the Nominating and Corporate Governance Committee deems appropriate.
 - Evaluate and recommend termination of membership of individual Directors for cause or for other appropriate reasons.
 - Evaluate and recommend for approval to the Board the “independence” of Directors and Director nominees against the independence requirements of the securities exchange on which the Company’s securities are listed, applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws, as well as the independence requirements as included in the Code.
 - Approve, or recommend to the Board for approval, and periodically review the policies and procedures for Director candidates, shareholder communications policy and external communications policy, and approve, or recommend to the Board for approval, any changes deemed appropriate.

2. Board Committees. The Nominating and Corporate Governance Committee shall:
- Review annually the structure and composition of each committee of the Board and make recommendations, if any, 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 Nominating and Corporate Governance Committee shall:
- Develop and recommend to the Board corporate governance guidelines as set forth in the Board Rules, and implement and monitor such guidelines.
 - Oversee compliance with legal and regulatory requirements applicable to the Company.
 - Supervise the selection criteria and appointment procedure for senior management.
 - 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 Articles of Association and Board rules.
 - Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees, and to oversee the conduct of this annual evaluation.
 - Conduct a periodic review of the Company's succession planning process for the Chief Executive Officer, Executive Directors and Non-Executive Directors and any other members of the Company's executive management team, report its findings and recommendations to the Board, and assist the Board in evaluating potential successors to the Chief Executive Officer, Executive Directors and Non-Executive Directors or other members of the Company's executive management team.
 - Evaluate the participation of Directors in orientation and continuing education activities in accordance with applicable listing standards and the Code.
 - Review the disclosure included in the Company's proxy statement regarding the Company's director nomination process and other corporate governance matters.
 - Review any proposals properly submitted by shareholders for inclusion on the agenda of a General Meeting and make recommendations to the Board regarding action to be taken in response to each such proposal.
 - Review and discuss with the Board the disclosure regarding the operations of the Nominating and Corporate Governance Committee and Director independence, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K.

4. Conflicts of Interest. The Nominating and Corporate Governance Committee shall:
 - Consider questions of possible conflicts of interest of Directors and of corporate officers.
 - Review actual and potential conflicts of interest of 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.
5. Committee Charter Review. The Nominating and Corporate Governance Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended changes to the charter to the Board following which the Board can decide whether to implement the changes.
6. Performance Review. The Nominating and Corporate Governance Committee shall review and assess the performance of the Nominating and Corporate Governance Committee on an annual basis.

MEETINGS AND PROCEDURES

1. Meetings.
 - The Nominating and Corporate Governance Committee will meet at least two times per year at such times and places as the Committee determines. The chairperson of the Nominating and Corporate Governance Committee shall preside at each meeting. The chairperson will approve the agenda for the Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee members present. The Nominating and Corporate Governance Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting.
 - The Nominating and Corporate Governance Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.
 - The Nominating and Corporate Governance 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.
2. Reporting to the Board. The Nominating and Corporate Governance Committee shall report regularly to the Board regarding its activities and recommendations. The Nominating and Corporate Governance Committee shall provide the Board with a report on its deliberations and findings and how the duties of the Nominating and Corporate Governance Committee were carried out in the previous financial year. The report shall discuss the composition of the Nominating and Corporate Governance Committee, the number of committee meetings and the main items discussed at such meetings.
3. Authority to Retain Advisors. The Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee shall set the compensation and oversee the work of any such independent counsel, search firm, consultant or advisor. The Company will provide appropriate funding, as determined by the

Nominating and Corporate Governance Committee, to pay any such independent counsel, search firm, consultant or advisor hired by the Nominating and Corporate Governance Committee and any administrative expenses of the Nominating and Corporate Governance Committee that are necessary or appropriate in carrying out its activities.

4. Subcommittees. The Nominating and Corporate Governance Committee may form subcommittees for any purpose that the Nominating and Corporate Governance Committee deems appropriate and may delegate to such subcommittees such power and authority as the Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Nominating and Corporate Governance Committee as a whole.
5. Compensation. Members of the Nominating and Corporate Governance Committee shall receive such fees, if any, for their service as committee members as may be determined by the Board in its sole discretion in accordance with the Company's remuneration policy.
6. Compliance. The Board may occasionally decide at its sole discretion not to comply with the provisions of this Charter, subject to applicable law and regulations.
7. Amendments. The Board may at all times amend this Charter and/or revoke any powers granted to the Nominating and Corporate Governance Committee.
8. Website. This Charter, and amendments hereto, and the composition of the Nominating and Corporate Governance Committee shall be posted on the Company's website.