



AGENDA

SERVICENOW, INC. 2019 ANNUAL MEETING OF SHAREHOLDERS

www.virtualshareholdermeeting.com/NOW2019

June 12, 2019, 9:00 a.m. (Pacific Time)

John Donahoe, President and Chief Executive Officer,
Russell Elmer, General Counsel and Corporate Secretary,
and
Lou Larsen, as Inspector of Elections

-
1. Welcome and Introduction of Directors, Management and Others
 2. Requirements of Annual Meeting
 3. Voting Procedures
 4. Proposals and Voting
 - i. Election of directors
 - ii. Advisory resolution to approve the compensation of named executive officers
 - iii. Ratification of the appointment of independent registered public accounting firm
 5. Preliminary Results
 6. Questions & Answers
 7. Adjournment

2019 ANNUAL MEETING OF SHAREHOLDERS OF SERVICENOW, INC.

RULES OF PROCEDURE JUNE 12, 2019

We welcome you to the 2019 Annual Meeting of Shareholders of ServiceNow, Inc. (the “Company”). In fairness to all shareholders attending the meeting and in the interest of having a fair, informative, orderly and constructive meeting, the following procedures will apply:

1. This annual meeting will be a virtual meeting. If you would like to attend the virtual meeting, please go to www.virtualshareholdermeeting.com/NOW2019 15 minutes prior to the start of the meeting. Shareholders as of the record date (April 15, 2019) may log in by entering the 16-digit control number sent to them previously. The meeting will begin at 9:00 a.m. (Pacific Time).

Attendance at the annual meeting is limited to shareholders (or their proxy holders) of record on April 15, 2019.

2. The business of the meeting will follow the order shown on the Agenda, available on the virtual annual meeting platform. In order to prevent possible confusion, we recommend that if you have previously voted by returning a proxy to us, you permit your proxy to stand. However, if you wish to revoke your proxy and vote virtually or if you have not voted, you will be given the opportunity to vote virtually before the polls are closed. Only holders of record of the Company’s common stock on April 15, 2019 are entitled to participate in and vote virtually at the meeting.
3. Shareholder questions submitted prior to or during the annual meeting via the “Ask a Question” tool on the virtual annual meeting platform will be addressed during a brief question and answer session. We will answer questions as they come in and address those asked in advance, as time permits. We have committed to publishing and answering each question received on the Investor Relations section of our website following the meeting. The meeting is not to be used as a forum to present general economic, political or other views that are not directly related to the business of the Company.
4. Please note that under the advance notice provisions of our Bylaws, proposals cannot be properly brought before this meeting unless they are submitted in accordance with those procedures set forth in our Bylaws. Since we previously received no proposals from shareholders, in accordance with these advance notice provisions no additional proposals may be submitted for consideration at this Meeting.
5. If there is any matter that is of individual concern to a shareholder and that is not an appropriate subject matter for general discussion, please defer discussion of such matter until after the meeting. At that time or some other mutually convenient time, an officer of the Company will be available to discuss such matters with individual shareholders.
6. Recording of this meeting is prohibited, unless specifically approved in writing by the Chairman.
7. The Chairman of the meeting shall have the authority necessary to preside over the meeting and may make any and all determinations with respect to the conduct of the meeting and procedures to be followed during the meeting.
8. The purpose of this meeting is to permit shareholders to ask questions and learn more about the Company. Therefore, comments that are derogatory to individuals or otherwise disruptive or in bad taste, will not be permitted and may be the basis for expulsion from the meeting.

9. Messages and interactions from shareholders in violation of these rules will be disregarded. In the event of disorder, the Chairman may immediately adjourn the meeting and declare the polls open for such period of time as he may determine to receive votes by proxy or online ballot via the virtual annual meeting platform on items of business properly before the meeting.

Thank you for your cooperation.