

## PHREESIA, INC.

### CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “**Board**”) of Phreesia, 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, New York Stock Exchange (“**NYSE**”) and the Company’s certificate of incorporation, as amended, restated or otherwise modified from time to time (the “**Certificate of Incorporation**”) and the Company’s bylaws, as amended, restated or otherwise modified from time to time (the “**Bylaws**”). The Board and the Nominating and Corporate Governance Committee of the Board may review and amend these guidelines from time to time.

#### I. DIRECTOR QUALIFICATION STANDARDS

- A. **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 responsibility for developing and recommending to the Board for its consideration and approval such criteria for prospective director candidates as the Nominating and Corporate Governance Committee deems necessary or advisable. The Nominating and Corporate Governance 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 and Corporate Governance 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.

At a minimum, the Nominating and Corporate Governance Committee must be satisfied that each Nominating and Corporate Governance Committee-recommended nominee meets the following minimum qualifications:

- The nominee shall have experience at a strategic or policymaking level in a business, government, non-profit or academic organization of high standing.
- The nominee shall be highly accomplished in such nominee’s respective field, with superior credentials and recognition.
- The nominee shall be well regarded in the community and shall have a long-term reputation for high ethical and moral standards.
- The nominee shall have sufficient time and availability to devote to the affairs of the Company, particularly in light of the number of boards of directors on which such nominee may serve.
- To the extent such nominee serves or has previously served on other boards, the

nominee shall have a demonstrated history of actively contributing at board meetings.

- B. **Process For Identifying and Selecting Directors:** The Board has delegated to the Nominating and Corporate Governance Committee the responsibility of identifying suitable candidates for nomination to the Board (including candidates to fill any vacancies that may occur and candidates recommended by securityholders) and assessing their qualifications in light of the policies and principles in these corporate governance guidelines and the Nominating and Corporate Governance Committee's charter. The Nominating and Corporate Governance 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.

In identifying prospective director candidates, the Nominating and Corporate Governance Committee may consider all facts and circumstances that it deems appropriate or advisable, including, among other things, the diversity of such candidate, such candidate's skills, such candidate's depth and breadth of business experience or other background characteristics, such candidate's independence and the needs of the Board.

- C. **Independence:** At least a majority of the members of the Board shall meet the independence standards of the NYSE Listed Company Manual. In addition, the Company desires to further encourage independence on its Board and, to reflect its commitment to independence, aims to have a Board in which at least two-thirds of its directors meet the independence standards of the NYSE Listed Company Manual.

At least annually, the Board will 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 such director's responsibilities as an independent director. Directors must notify the Chair of the Nominating and Corporate Governance Committee in connection with any significant change in employment status so that the potential for conflicts or other factors compromising the director's ability to perform such director's duties may be fully assessed.

- D. **Limit on Number of Other Boards:** Carrying out the duties and fulfilling the responsibilities of a director requires a significant commitment of an individual's time and attention. Directors are expected to be fully committed to devoting all such time as is necessary to fulfill their Board responsibilities. For any additional new directorships after April 30, 2023, without specific approval from the Board, (i) a director may not serve on more than four public company boards (including the Company's Board) and (ii) a director who also serves as an executive officer of the Company or any other public company may not serve on more than three public company boards (including the Company's Board). Additionally, directors should advise the lead independent director

of the Board (the “**Lead Independent Director**”), and if a Lead Independent Director has not been appointed, then the chair of the Nominating and Corporate Governance Committee before accepting a seat on the board of another for-profit corporation, particularly those that may result in significant time commitments or a change in the director’s relationship to the Company.

- E. **Tenure**: The Nominating and Corporate Governance Committee considers a director’s tenure in the context of the overall mix of tenures of the Board, and will seek to maintain an average tenure of ten years or less for the directors with each director’s tenure measured from the date of the Company’s initial public offering.
- F. **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 and Corporate Governance Committee in light of relevant factors in connection with assessments of candidates for nomination to be directors.
- G. **Succession**: The Nominating and Corporate Governance Committee shall be responsible for developing succession plans for the Board as appropriate in light of relevant facts and circumstances.
- H. **Consideration of Diversity**: The Board believes that diversity in its membership should represent a diverse mix of skills, industry experience, backgrounds (including race, ethnicity and gender), ages and other unique characteristics. In evaluating director candidates, the Board considers diversity as it deems appropriate given the current needs of the Board and the Company. To reflect this commitment in identifying potential director candidates, the Nominating and Corporate Governance Committee will include in its initial list of director candidates for consideration in connection with any vacancy (or new director search) one or more such qualified diverse candidates; if a search firm is used, the Nominating and Corporate Governance Committee shall instruct the search firm to do the same.

## II. DIRECTOR RESPONSIBILITIES

- A. **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. 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.
- B. **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 and Corporate Governance Committee and the Board in connection with assessments of director candidates for renomination as directors.

- C. **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 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.

### III. BOARD STRUCTURE

- A. **Size of Board:** The Board reserves the right to increase or decrease the size of the Board, subject to any relevant provisions in the Bylaws or Certificate of Incorporation, 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. The Board will review from time to time the appropriateness of its size.
- B. **Board Leadership:** The Board shall fill the chairperson of the Board (the "Chairperson"), the Lead Independent Director, if applicable, and/or Chief Executive Officer ("CEO") positions based upon the Board's view of what is in the best interests of the Company. The CEO and Chairperson may be, but need not be, the same person, whereas the CEO and the Lead Independent Director cannot be the same person.
- C. **Committees:** The Board intends at all times to have an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance 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), subject to phase-in periods. The Board retains discretion to form new committees or disband current committees depending upon the circumstances.
- D. **Executive Sessions:** The non-management directors will 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. If the Chair of the Board is a non-management director and an independent director, then the Chair of

the Board will preside at these meetings. If the Chair of the Board does not so qualify, then the director who presides at these meetings will be chosen by the non-management directors. In either case, the director who presides at these meetings, and such director's name, or the process by which he or she is selected, will be disclosed, if required by SEC rules, in the annual proxy statement or, if the Company does not file an annual proxy statement, in the Company's annual report on Form 10-K filed with the SEC. 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.

- E. **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.
- F. **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.

#### **IV. DIRECTOR COMPENSATION**

The form and amount of director compensation will be reviewed periodically, but at least annually, by the Compensation Committee, which shall make recommendations to the Board based on such review. The Board shall retain the ultimate authority to determine the form and amount of director compensation.

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

#### **V. PERFORMANCE EVALUATION OF THE BOARD AND COMMITTEES**

The Board may conduct a self-evaluation periodically for the purpose of determining whether it and its committees are functioning effectively, and each committee of the Board may conduct a self-evaluation periodically for the purpose of determining whether it is functioning effectively. These evaluations will consider the performance of the Board or the committee, as the case may be, as a unit. The Nominating and Corporate Governance Committee will oversee any such evaluation process.

## VI. MISCELLANEOUS

- A. **Communications with Stockholders and Other Outside Interested Parties:** The Board believes that the 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. The Board and the Nominating and Corporate Governance Committee will oversee the Company's stockholder engagement practices (unless and until the Board designates another committee to assist the Board in overseeing such practices).
- B. **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 under applicable law and/or the Certificate of Incorporation and/or the Bylaws.
- C. **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 as it deems appropriate.

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*Initially adopted June 5, 2019.*

*Last approved by the Nominating & Corporate Governance Committee on March 13, 2023 and by the Board on March 21, 2023.*