



BlackLine, Inc.

Ticker : BL

Country of Operation : USA

Meeting Date : 5/10/2023

Meeting Type : Annual

| Item # | Proposal Text | Proponent | Mgmt Rec | Vote Instruction | Vote Rationale |
|--------|--|------------|----------|------------------|---|
| 1 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | Against | Pay and performance misalignment for the period under review. The Net income performance target was set below both the previous year's target (\$29.4 million) and achievement (\$36.5 million). Given PSUs are measured over one-year performance periods and both STI and LTI utilize overlapping metrics, this resulted in NEOs earning maximum payout for the Net income metric based on the same performance. Further, the CEOs target award value increased significantly in addition to a retention award of \$12M, which represents a ,240% increase from his FY21 award. The proxy does not disclose a rationale for the increase. |