



Corporate Governance Guidelines

I. Duties and Responsibilities of the Board of Directors

The role of the Board of Directors (the “Board”) of Definitive Healthcare Corp. (the “Company”) is to direct and oversee the management of the business and affairs of the Company in the Company’s best interests including the interest of all of its stockholders in the long-term health and overall success of the business. The Board delegates the day-to-day management of the Company to the Chief Executive Officer (the “CEO”) and other senior executives of the Company, and provides guidance to and oversight of management.

These guidelines should be interpreted in the context of all applicable laws and the Company’s certificate of incorporation and other corporate governance documents (each as amended, restated and in effect). These guidelines are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Board may modify these guidelines from time to time.

A. The Role of the Board of Directors

The Board generally fulfills its role (directly or by delegating certain responsibilities to its committees) by:

1. Providing guidance to the CEO and other executives;
2. Selecting, regularly evaluating and fixing the compensation of the CEO and other executive officers;
3. Planning for CEO succession and guiding and overseeing management development;
4. Reviewing and approving strategic plans and providing guidance to management in formulating corporate strategy;
5. Reviewing and approving the Company’s financial objectives and major corporate plans and actions including material capital expenditures and transactions outside the ordinary course of business);
6. designing and reviewing governance structures and practices to position the Board to fulfill its duties effectively and efficiently;
7. Overseeing risk management, internal and external audit processes, financial reporting, and disclosure controls and procedures;
8. Reviewing and overseeing the Company’s strategic plans, objectives and risks relating to sustainability, environmental, social and governance matters;
9. Reviewing major changes in accounting principles and practices;
10. Overseeing compliance and promoting the ethical culture of the Company; and
11. Performing such other functions as the Board believes appropriate or necessary, or as otherwise prescribed by rules or regulations.

B. Care, Candor and Avoidance of Conflicts

The Company's directors recognize their obligation individually and collectively to pay careful attention and to be properly informed. This requires regular attendance at, and preparation for, meetings of the Board and its committees including the advance review of circulated materials, and active participation in Board and committee discussions. The directors also recognize that candor and avoidance (or in circumstances where conflicts are unavoidable or related person transactions are in the interests of the Company, the appropriate handling) of conflicts in fact and in perception are hallmarks of accountability owed to the Company and its stockholders. Directors have a personal obligation to disclose personal or business interests that involve an actual potential or apparent conflict of interest to the CEO/Chair of the Board or the Chief Legal Officer ("Chief Legal Officer") prior to any Board decision related to the matter and, if in consultation with the Audit Committee and legal counsel it is determined that a conflict exists or the perception of a conflict is likely to be significant, the Audit Committee shall determine how to address, in accordance with the Company's Code of Business Conduct and Ethics, Related Person Transaction Policy, any other applicable Company policies and any related disclosure obligations. The Directors having a conflict, potential conflict or apparent conflict are expected to recuse themselves from the discussion and the vote related to the matter.

C. Integrity and Conduct

Each director is expected to act with integrity and adhere to the policies in the Company's Code of Business Conduct and Ethics and all other applicable Company policies (including but not limited to these Corporate Governance Guidelines). Any waiver of the requirements of the Code of Business Conduct and Ethics for any director or executive officer must be approved by the Board and promptly disclosed as required by applicable law.

D. Confidentiality

Each director shall keep confidential all non-public information that he or she receives in connection with serving on the Board and directors shall not use such information for personal benefit or the benefit of persons or entities outside the Company nor may they disclose this information for any purpose without express permission.

Confidential information includes, but is not limited to, information regarding the strategy, business, finances and operations of the Company (or any of the Company's suppliers, customers or other constituents), minutes, reports and materials of the Board and its committees, and other documents identified as confidential by the Company. The proceedings and deliberations of the Board and its committees are also confidential non-public information and are subject to strict protection.

II. Board Independence

The Company defines an "independent" director in accordance with Rule 5605(a)(2) of the Nasdaq Stock Market ("Nasdaq"). The Board shall be comprised of at least a majority of independent directors in accordance with Nasdaq listing standards. The Board shall make an affirmative determination annually as to the independence of each director. The Nasdaq independence definition includes a series of objective tests, such as that the director is not an employee of the Company and has not engaged in various types of business dealings with the Company. Because it is not possible to anticipate or explicitly provide for all potential conflicts of interest that may affect independence, the Board is also responsible for determining affirmatively, as to each independent director, that no material relationships exist that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the Board will broadly consider all relevant facts and circumstances, including information provided by the directors and the Company with regard to each director's business and personal activities as they may relate to the Company and the Company's management. As the concern is independence from management, the Board does not view ownership of even a significant amount of stock, by itself, as a bar to an independence finding. Each director shall notify the Board of any change in circumstances that may put his or her independence at issue.

In the event of such notification, the Board will evaluate such director's independence as promptly as practicable thereafter.

III. Board Leadership

The Board does not have a fixed policy regarding the separation of the officers of Chair of the Board and CEO, and believes that it should maintain the flexibility to select the Chair of the Board and its leadership structure, from time to time, based on the criteria that it deems in the best interests of the Company and its stockholders. When the Chair and the Chief Executive Officer are the same individual, or when the Chair otherwise does not qualify as an independent director, the independent directors may select from among the independent directors a Lead Independent Director with such responsibilities as determined by the Board.

IV. Lead Director

Whenever the Chair of the Board is also the CEO or is a director who does not otherwise qualify as an "independent director", the independent directors may elect from among themselves a Lead Director of the Board. Following nomination by the Nominating and Corporate Governance Committee, the Lead Director will be elected by a plurality vote and should generally serve in such capacity for a minimum of one year. Service as Lead Director, however, generally should not exceed five consecutive years but is subject to the Board's discretion to set other guidelines in specific instances. The responsibilities of the Lead Director (if one has been elected) shall be determined from time to time by the Board, upon the recommendation of the Nominating and Corporate Governance Committee.

V. Executive Sessions

To encourage and enhance communication among the independent directors of the Board, the independent directors will have regularly scheduled meetings at which only independent directors are present. It is contemplated that executive sessions will occur at least twice a year, and perhaps more frequently, in conjunction with regularly scheduled board meetings.

VI. Formal Evaluation of the Chief Executive Officer

The Board has delegated to the Human Capital Management & Compensation Committee (the "Compensation Committee") the task of evaluating the CEO annually and reporting its recommendations to the Board. The Chair of the Compensation Committee together with the Chair of the Board, if such person is an independent director, communicate the Board's conclusions to the CEO.

The evaluation is based on objective criteria including performance of the business, accomplishment of long-term strategic objectives, development of management, and other factors that the Board and Compensation Committee agree are appropriate in assessing the CEO's performance. The evaluation is used in determining the CEO's compensation.

VII. Management Development and Succession Planning

The Board oversees the succession planning process for the senior executive team and the Company's program for management development. The Board periodically reviews plans for executive officer development, and succession strategy and plans for executive officers. The Board considers from time to time as appropriate potential successors to the CEO in the event of his or her resignation, retirement or disability. The CEO reports from time to time to the Board on succession planning and management development.

VIII. Director Nomination, Qualification and Election

A. Selection of Board Nominees

Currently, the Board is divided into three classes of approximately equal size. Each year, at the Annual Meeting of Stockholders, the Board proposes a slate of director nominees for a particular class to stockholders for election to a term of three years, subject to any obligations and procedures governing the nomination of directors to the Board that may be set forth in any stockholders agreement to which the Company is a party. Stockholders may also recommend candidates for election to the Board, as described below. The Board has delegated the process of screening potential director candidates to the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee is responsible for periodically reviewing with the Board the appropriate criteria that directors are required to fulfill (including experience, qualifications, attributes, skills and other characteristics) in the context of the current make-up of the Board and the needs of the Board given the circumstances of the Company. In identifying and screening director candidates, the Nominating and Corporate Governance Committee considers whether the candidates fulfill the criteria for directors approved by the Board, including integrity, objectivity, independence, sound judgment, leadership, courage and diversity of experience (for example, in relation to finance and accounting, strategy, risk management, technical expertise, policy-making, etc.). In addition, the Company recognizes and embraces the benefits of having a diverse Board. In evaluating the Board's composition, the Nominating and Corporate Governance Committee will consider diversity among other relevant considerations, including, but not limited to, diversity of educational background, professional experience, skills, knowledge and length of service.

The Nominating and Corporate Governance Committee values the input of stockholders in identifying director candidates. The Nominating and Corporate Governance Committee considers recommendations for Board candidates submitted by stockholders using the same criteria it applies to recommendations from the Committee, directors and members of management. Stockholders may submit recommendations by providing the person's name and appropriate background and biographical information in writing to the Nominating and Corporate Governance Committee at Definitive Healthcare Corp., Attn: Chief Legal Officer, 492 Old Connecticut Path, Suite 401, Framingham, MA 01701.

Invitations to serve as a nominee are extended by the Board via the Chair of the Board and the Chair of the Nominating and Corporate Governance Committee.

E. Director Renomination

The Board periodically refreshes its membership to ensure that its composition remains appropriate given the Company's needs over time. The Board may renominate a director, based on the recommendation of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee formally reviews the performance of each director in determining whether to renominate directors for election.

F. Commitment and Limits on Other Activities

Because of the time commitment associated with board service, directors are expected to limit the number of public company boards on which they serve to between two and four (including the Company's Board), with the lower limit applying to directors who are executive officers of the Company or at any other public company. Directors must advise the Chair of the Board, or the Chair of the Nominating and Corporate Governance Committee and the Chief Legal Officer in advance of accepting an invitation to serve on another board.

G. Review of Director and Officer Status

The Company shall periodically review (at least annually) the status of each director and executive officer of the Company. Such review shall be performed through the distribution and receipt of a Directors' and Officers' Questionnaire (the "D&O Questionnaire") to be sent annually to each director and executive officer. The Chief Legal Officer (or his or her designee) shall review (in consultation with the Company's outside legal counsel, as appropriate) all D&O Questionnaires to assist in making any required disclosures in the Company's filings with the Securities and Exchange Commission and to confirm, among other matters, the continued independence of each independent director. New directors or executive officers shall complete a D&O Questionnaire prior to serving as a director or officer of the Company. The review of the completed D&O Questionnaire shall consider, among other things, the director's or officer's outside business dealings and any relationship he/she may have with the Company, outside of serving as a director or executive officer of the Company.

H. Notice Upon a Job Change or Other Significant Events

When a director's principal occupation or business association changes from the position such director held when originally invited to join the Board, the director must promptly submit a notice to the Chair of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will review whether it would be appropriate for the director to continue serving on the Board and recommend to the Board any action to be taken with regard thereto. Directors are also expected to inform the Chair of the Nominating and Corporate Governance Committee of other events that could reasonably be perceived to be relevant to consideration about ongoing independence.

I. Failure to Receive Majority Vote

Any nominee for director in an uncontested election who fails to receive a majority of the votes cast at a stockholder meeting must tender his or her resignation to the Board from the Board and all committees thereof. A director nominee shall have failed to receive the affirmative vote of a majority of votes cast if the number of "withhold" votes in respect of such director nominee's election exceeds the number of votes "for" such director nominee's election (excluding broker non-votes). The Nominating and Corporate Governance Committee shall assess the appropriateness of such nominee continuing to serve as a director and shall recommend to the Board the action to be taken with respect to such tendered resignation. Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer. In determining whether or not to recommend that the Board accept any resignation offer, the Nominating and Corporate Governance Committee may consider all factors believed relevant by its members. The Board will act on the Nominating and Corporate Governance Committee's recommendation and publicly disclose its decision and rationale within 90 days from the publication of the election results.

IX. Retirement Age and Term Limits for Directors

The Board does not have a policy to impose a retirement age or term limits for directors because such a policy may deprive the Board of the service of directors who have developed, through valuable experience over time, increasing insight both generally and as well as specifically with respect to the Company and its operations. It is expected that the Board will consider the tenure of continuing directors when selecting or recommending for selection those candidates to be nominated for election to the Board.

X. Director Orientation And Continuing Education

The Board has delegated to the Nominating and Corporate Governance Committee the oversight of the Company's orientation program for new directors.

All directors are encouraged to attend director development programs and conferences that relate to director duties or other corporate governance topics or to other topics relevant to the work of the Board.

XI. Stock Ownership Guidelines

The Board may from time to time establish minimum share ownership guidelines applicable to non-employee directors and executive officers to further align their interests with those of the Company's stockholders. The Compensation Committee will periodically review Company stock ownership of directors and executive officers and, if appropriate, establish and oversee stock ownership and/or retention guidelines for directors and/or executive officers.

XII. Board Agenda, Materials, Information And Presentations

The Chair of the Board, with input from senior members of management and approval from the Lead Director (if one has been elected), establishes the agenda for each Board meeting. Each director is encouraged to suggest to the Chair of the Board item(s) for the agenda or additional information to be provided to directors.

Information and data that is important to the Board's understanding of the business is distributed in writing to the Board within a sufficient time for review. Management is expected to provide material that is concise, yet appropriately detailed for the circumstances. The Board will provide reasonable advance notice of topics to enable management to provide the requested materials.

XIII. Director Access To Senior Managers and Independent Advisers

The Board and its committees may retain independent advisers to assist them in carrying out their activities when and as needed, and the Company shall provide adequate resources to compensate such advisers. Directors have complete access to senior management and to Board and committee advisers. Directors are expected to use good judgment to ensure that this contact is not distracting to the business operation of the Company, and that independent advisers are used efficiently.

The Board expects that certain senior managers will be invited to attend portions of Board meetings. Should the Chair and CEO wish to suggest that a senior manager attend on a regular basis, such suggestion is made to the Board for its concurrence.

XIV. Board Communication With Stockholders and Others

Generally, certain members of management are authorized to speak publicly for the Company in accordance with the Company's Regulation FD and other communications policies. In circumstances where it is appropriate for the Board to communicate separately from the Company's management, the Chair of the Board speaks for the Board, although there may be circumstances when another director, such as a committee chair or the Lead Director (if one has been elected), may be asked to participate in and lead a communication effort. Directors are expected to take special care in all communications concerning the Company, in light of strict confidentiality requirements and laws prohibiting insider trading, tipping and avoidance of selective disclosure.

XV. Standing Board Committees

The Board currently has three committees: Audit, Compensation and Nominating and Corporate Governance. Each committee has its own charter, which sets forth the responsibilities of each committee, the qualifications of its members and the procedures of the committee. Each committee will conduct a self-assessment as set forth in its respective charter. Subject to applicable regulations and listing standard requirements, the Board retains discretion to form new committees or disband current committees depending upon the circumstances.

The Nominating and Corporate Governance Committee recommends the appointment of directors to various committees and the appointment of committee chairs, for Board approval.

XVI. Director Compensation

The Compensation Committee recommends to the Board for approval general principles for determining the form and amount of director compensation and, subject to such principles, evaluates annually the status of Board compensation in relation to comparable U.S. companies (in terms of size, business sector, etc.), reporting its findings and recommendations to the Board for approval.

XVII. Board and Committee Performance Evaluations

It is expected that the Board will periodically conduct a self-evaluation to determine whether it and its committees are functioning effectively. This self-evaluation should consider the mix of skills and experience that each director brings to the Board to assess whether the Board has the necessary tools to perform its oversight function effectively.

It is also expected that each committee of the Board will periodically review and evaluate its performance, including by reviewing its compliance with its respective charter, and report the results to the Board. In addition, each committee of the Board will review and reassess, as required under Nasdaq listing standards and the respective committee charters, the adequacy of its respective charter and recommend to the Board any changes that such committee considers necessary or desirable.

XVIII. Communicating With The Board

Anyone who would like to communicate with, or otherwise make his or her concerns known directly to the chair of the Board or of any committee of the Board, any then-serving Lead Director or the director designated by the non-management or independent directors as the presiding director, or to the non-management or independent directors as a group, by writing to Definitive Healthcare Corp., Attn: Chief Legal Officer, 492 Old Connecticut Path, Suite 401, Framingham, MA 01701, who will forward such communications to the appropriate party.

XIX. Corporate Governance Guidelines

The Nominating and Corporate Governance Committee reviews these Guidelines periodically and recommends amendments to the Board as necessary.

These Guidelines are posted on the Company's website.

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