



Nominating and Corporate Governance Committee Charter

I. PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Definitive Healthcare Corp. (the “Company”) to: (i) identify and screen individuals qualified to serve as directors and recommend to the Board candidates for nomination for election at the annual meeting of stockholders or to fill Board vacancies; (ii) develop, recommend to the Board and review the Company’s Corporate Governance Guidelines; (iii) coordinate and oversee the annual self-evaluation of the Board and its committees; and (iv) review on a regular basis the overall corporate governance of the Company and recommend improvements for approval by the Board where appropriate.

II. COMMITTEE MEMBERSHIP

Composition. The Committee shall consist of at least two (2) members of the Board. Committee members shall be appointed by the Board upon the recommendation of the Committee. Any member may be removed from the Committee by the Board, with or without cause, at any time.

Chair. The Chair of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting. The Chair, in consultation with the Committee members and members of management, will determine the frequency and length of Committee meetings and develop the Committee’s agenda.

Independence. Each member of the Committee shall be “independent” in accordance with the applicable rules of the Nasdaq Stock Market (“Nasdaq”), subject to an election by the Company to rely on any available exemption or transition period.

III. AUTHORITY

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter it determines to be necessary or appropriate to the accomplishment of its purposes.

The Committee will have the authority, to the extent it deems necessary or appropriate in its sole discretion, to retain and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultant, legal counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee also shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.

IV. COMMITTEE MEETINGS

The Committee shall meet on a regularly scheduled basis at least two times per year and additionally as circumstances dictate. The same procedural rules concerning notice of meetings, actions by unanimous consent or telephonic meetings and meetings held by other means of remote communication, and other procedural matters, shall apply to Committee meetings as apply to meetings of the Board under the Company's bylaws and other governing documents. A majority of the Committee membership will be a quorum for the transaction of business unless the committee shall consist of two members, in which event one member shall constitute a quorum. The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.

All non-employee directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may request any officer or employee of the Company, the Company's outside counsel or other advisors, including any compensation consultant, and such other persons as it deems appropriate in order to carry out its responsibilities, to attend a Committee meeting. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

V. DELEGATION

The Committee, by resolution approved by a majority of the Committee, may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the SEC and Nasdaq.

VI. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes in such manner as the Committee determines is appropriate.

A. Nominating and Governance Oversight

1. Director Qualifications. The Committee shall develop and recommend to the Board criteria for identifying and evaluating director candidates, and periodically review such criteria.

2. Director Nominations. Subject to paragraph 8 below, the Committee shall seek and identify individuals believed to be qualified to become members of the Board (consistent with criteria approved by the Board and taking into consideration individuals identified by stockholders on the same basis as other nominees), review, screen and evaluate the qualifications of, and recommend to the Board qualified director nominees for appointment, election or reelection to the Board at each annual stockholders' meeting and as necessary to fill vacancies and newly created directorships. The Committee may establish such procedures for the submission of Board candidates recommended for the Committee's consideration as it deems appropriate.

3. Independence and Conflicts. The Committee shall consider questions of independence and possible conflicts of interest of members of the Board and executive officers, including as they relate to directorships at other public companies. Review any outside directorships in other public companies held by any executive officer of the Company.

4. Assessment of Incumbent Directors. The Committee shall oversee evaluations of the Board, its committees, and Board members, including assessing the contribution and independence of incumbent directors to determine whether to recommend them for reelection to the Board. The Committee will annually review each director's time commitments and ability to properly discharge their duties, as described in the Company's Corporate Governance Guidelines.

5. Board Size and Composition. The Committee shall assess periodically the size and composition of the Board as a whole and recommend any appropriate changes to the Board.

6. Board Leadership. The Committee shall review the Board's leadership structure in light of the specific characteristics or circumstances of the Company and recommend any changes to the Board for approval. The Committee shall recommend to the Board as necessary and appropriate an individual to serve as lead director of the Board, if applicable, as described in the Company's Corporate Governance Guidelines.

7. Committee Structure. The Committee shall review periodically the committee structure of the Board and recommend to the Board for approval the appointment of directors to Board committees and assignment of committee chairs.

8. Stockholders Agreement. To the extent there is a stockholders agreement to which the Company is a party (as such may be amended from time to time), governing the composition of the Company's Board, the Committee will act appropriately to nominate individuals to serve as directors, to fill vacancies on the Board and to comply with such other matters as may be specified in such agreement, in each case, in accordance with such stockholders agreement.

9. Director Orientation. The Committee shall develop, oversee and coordinate with management on appropriate director orientation programs.

10. Board and Committee Evaluations. The Committee shall recommend to the Board and its committees the methodology for and coordinate and oversee the self-evaluation of the role and performance of the Board and its committees.

11. Certificate of Incorporation and Bylaws. The Committee shall review the adequacy of the certificate of incorporation and bylaws of the Company and recommend to the Board, as conditions dictate, proposed amendments to the certificate of incorporation and bylaws.

12. Corporate Governance Guidelines. The Committee shall develop and recommend to the Board, and periodically review and recommend modifications to, the Corporate Governance Guidelines and other governance policies of the Company.

13. Stockholder Engagement and Proposals. The Committee shall review on a periodic basis, and as necessary when specific issues arise, the Company's stockholder engagement plan, if any, and relations with the Company's stockholders generally. The Committee shall review annually any stockholder proposals submitted for inclusion in the Company's proxy statement and recommend to the Board any statements by the Company in response. Consider stockholder nominees for election to the Board at the Company's annual meeting of stockholders.

14. ESG Oversight. The Committee shall provide oversight of the Company's general corporate environmental, social and governance ("ESG") principles applicable to the Company and shall periodically review and assess the Company's activities, policies and programs concerning such principles, and shall recommend any changes deemed appropriate to the Board for its consideration.

15. Emerging Practices. The Committee shall review, and report on or make recommendations to the Board about, when considered appropriate, significant emerging corporate governance issues and practices.

16. Indemnification. The Committee shall review and make recommendations regarding directors' and officers' indemnification and insurance matters.

B. Self-Evaluation, Reporting and Other

1. Self-Evaluation. The Committee shall conduct a periodic self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter.

2. Charter Review. The Committee shall review and assess the adequacy of this charter on an annual basis and recommend to the Board such amendments of this charter as the Committee deems appropriate.

3. Minutes; Reporting. The Committee will maintain written minutes of its meetings, which shall be filed with the minutes of Board meetings. The Committee shall report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests.

4. Other. The Committee shall undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.

Last updated by the Board on September 6, 2023.