

## **DEFINITIVE HEALTHCARE CORP.**

### **AUDIT COMMITTEE CHARTER**

#### **I. Purpose.**

This Audit Committee Charter (“Charter”) governs the operations of the Audit Committee (the “Committee”) of Definitive Healthcare Corp. (the “Company”) and its direct and indirect subsidiaries (collectively, “Definitive”). The Committee shall review and assess this Charter at least annually and shall submit any recommended changes to this Charter to the Board of Directors of the Company (the “Board”) for its consideration. Further, it shall be the responsibility of the Committee to (A) oversee: (i) the audits of the financial statements of the Company; (ii) the integrity of the Company’s financial statements, its financial reporting and disclosure practices; (iii) the Company’s processes relating to risk management and the soundness of the Company’s systems of internal control over financial reporting and accounting compliance and disclosure controls and procedures; (iv) the independent auditor’s qualifications, engagement, compensation, independence and performance, and the auditor’s conduct of the annual audit of the Company’s financial statements and any other services provided to the Company; (v) the performance of the Company’s internal audit function (as applicable)<sup>1</sup>; and (vi) the Company’s compliance with legal and regulatory requirements in connection with the foregoing; and (B) produce the annual report of the Committee required by the rules of the Securities and Exchange Commission (the “SEC”).

#### **II. Committee Membership.**

**Composition.** The Committee shall consist of at least three members of the Board. Committee members shall be appointed by the Board annually. Any member may be removed 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 and shall have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by the Board or 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.

**Independence.** Subject to any phase-in rules applicable to companies listed on the Nasdaq Stock Market (“Nasdaq”), each member of the Committee shall be an “independent” director in accordance with applicable listing standards of Nasdaq and Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as well as the Company’s Corporate Governance Guidelines. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

**Financial Literacy.** Each Committee member shall, in the judgment of the Board, be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement, and otherwise meet the financial literacy requirements of Nasdaq. At least one member shall be an “audit committee financial expert” as such term is

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<sup>1</sup> Nasdaq does not require listed companies to have an internal audit function.

defined under applicable SEC rules. Further, each Committee member must understand the role of the Board in providing oversight of the Company's controls.

**Service on Multiple Audit Committees.** No member of the Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.

### **III. Authority and Responsibilities**

#### **A. Financial Statement and Disclosure Matters**

1. The Committee or its Chairperson (as noted) shall review and discuss with management, the head of the internal audit function (as applicable) and the independent auditor the following matters:
  - a. the Company's annual audited and quarterly financial statements, and related notes and the "Management's Discussion and Analysis of Financial Condition and Results of Operations" proposed to be included in the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, together with the analyses prepared by management setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements (including analyses of the effects of alternative GAAP methods on the financial statements), and such other matters for which discussion shall be required by applicable auditing and related PCAOB standards. Based on such review and discussion, the Committee shall recommend to the Board whether such financial statements should be included in the Company's Annual Report on Form 10-K;
  - b. significant issues regarding financial statement presentations and accounting principles, the adequacy of the Company's internal controls, significant financial reporting considerations and judgments made in connection with the preparation of the Company's financial statements, and any special steps adopted in light of any significant deficiencies or material weaknesses;
  - c. the Company's significant accounting policies, principles, and practices and any significant changes in the selection or application of the Company's accounting and auditing principles and practices as suggested by the Company's independent auditor, internal auditors (as applicable) or management;
  - d. any material written communication between the independent auditor and management, such as any management letter issued by the independent auditor or schedule of unadjusted differences;
  - e. the overall audit strategy, including the progress and timing of the independent audit work, significant risks the auditor identified and significant changes to the planned audit strategy or identified risks,

any audit problems or difficulties encountered during the course of the audit work and management's response including any restrictions imposed by management on the scope of activities or access to requested information, any critical audit matters (CAMs) and related CAM disclosure arising from the current period audit, and any significant disagreement with management, and any other matters arising from the audit that are significant to the oversight of the Company's financial reporting process;

- f. all practical alternate treatments of material financial information presented within the Company's financial statements prepared in accordance with United States generally accepted accounting principles ("GAAP") that have been discussed with management, the ramifications of the use of such alternative treatments, and the treatment preferred by the independent auditor;
  - g. other policies and procedures adopted by the Company to fulfill its responsibilities regarding the presentation of financial statements in accordance with GAAP and applicable rules and regulations of the SEC, including the proper explanation of any non-GAAP and key performance measures, and any related reconciliations thereof;
  - h. the accounting treatment to be applied in respect of significant new transactions or other significant events not in the ordinary course of the Company's business;
  - i. any communications or consultation between the independent audit team and outside the engagement team (for example, independent auditor's national office) respecting difficult or contentious matters or significant audit or accounting issues being raised in connection with the independent auditor's engagement by the Company for the independent audit;
  - j. the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, if any, affecting the Company's financial statements;
  - k. the matters required to be discussed by Statement on Auditing Standards No. 61, "Communication with Audit Committees," as then in effect; and
2. The Committee should ensure clear lines of responsibility with the independent auditor, including the direct line reporting relationship with the Committee.
  3. The Committee or its Chairperson shall discuss with management and the independent auditor and, prior to issuance, review the Company's earnings press releases, if any, including the financial information, use of any "pro forma," "adjusted," or other non-GAAP information and key performance indicators, and earnings guidance (if any) to be disclosed in such releases, as

well as any other significant financial information to be provided to banks, analysts, and credit rating agencies, if any.

4. The Committee shall review and discuss with management, the head of the internal audit function (as applicable) and the independent auditor the Company's significant financial and other risk exposures, the Company's policies and processes with respect to risk assessment and risk management, and assess the steps management has taken to monitor and control such exposures, except with respect to those risks for which oversight has been assigned to other committees of the Board or retained by the Board. The Committee shall review and discuss with management the Company's risk assessment and enterprise risk management guidelines and policies, which will be developed by management over time, and reviewed and approved by the Committee. The Committee shall review the Company's annual disclosures concerning the role of the Board in the risk oversight of the Company.
5. The Committee shall review and, if appropriate, approve or ratify any related-party transactions with Company's management or Board members and other significant conflicts of interest, in each case in accordance with the Company's Related Person Transaction Policy.
6. The Committee shall review and discuss with management (i) the types of information to be included in the Company's environmental, social and governance ("ESG") disclosures within the financial reporting framework; (ii) the alignment of the Company's financial reporting and ESG disclosures; and (iii) the internal controls and procedures related to ESG disclosures, including any assurance being provided by the independent auditor or other third party with respect to ESG disclosures.

**B. Oversight of the Company's Relationship with the Independent Auditor**

1. The Committee shall be directly and solely responsible for the appointment, evaluation, compensation, retention, replacement, and oversight of the work of the independent auditor (including resolution of any disagreements between management and the independent auditor regarding financial reporting) and any other accounting firm retained by the Committee related to the preparation and issuance of an audit report on the Company's consolidated financial statements or related work or performing other audit, review or attestation services for the Company, and the independent auditor and any other such accounting firm is ultimately accountable to, and shall report directly to, the Committee.
2. The Committee may, in its discretion, seek stockholder ratification of the public accounting firm selected to be the Company's independent auditor.
3. The Committee is exclusively authorized and directed to consider and, in its discretion, pre-approve all audit and permissible non-audit engagements proposed to be carried out for the Company by the independent auditor or by any other firm proposed to be engaged by the Company as its independent auditor, including the fees and material terms thereof; provided, however, the Chairperson may elect to pre-approve any permissible tax and non-audit related engagements with the independent auditor, provided that such

approvals are presented to the Committee at a subsequent meeting. The Committee shall consult with management but shall not delegate these responsibilities to management.

4. The Committee shall, at least annually, evaluate the independent auditor's (including a review and evaluation of the lead partner of the independent auditor team) qualifications, performance, and independence (consistent with applicable legal and regulatory requirements). In connection with its review of the independent auditor's independence, the Committee shall ensure the receipt of and review formal written statements from the independent auditor delineating all relationships between the independent auditor and the Company, consistent with applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") regarding the independent auditor's communications with the Committee concerning independence. The Committee shall engage in an active dialogue with the independent auditor concerning any disclosed relationships or services that may impact the objectivity and independence of the auditor and take, or recommend that the Board take, appropriate action to oversee and ensure the independence of the auditor. The Committee shall report its conclusions to the Board, taking into account the opinions of management and the internal auditors, if any. The Committee shall ensure the rotation of audit partners as may be required by law or regulatory authority. The Committee shall specifically review and discuss with the independent auditor any tax or valuation services performed by the independent auditor on behalf of the Company or its affiliates and its impact upon the independent auditor's independence.
5. The Committee shall obtain and review a report from the independent auditor at least annually regarding (a) the auditor's internal quality-control procedures, (b) any material issues raised by the most recent quality-control review, PCAOB inspection, or other PCAOB review of the firm, or peer review of the auditing firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, and (c) any steps taken to deal with any such issues.
6. The Committee shall set policies for the Company's hiring of employees or former employees of the independent auditor.
7. The Committee shall meet with the independent auditor and management prior to the annual independent audit or any quarterly reviews to be performed by the independent auditor to discuss the planning, scope and staffing of the audit or such quarterly reviews.
8. The Committee shall review the scope of the annual audit or interim review (including the level of involvement with unaudited quarterly or other interim-period information), and discuss the results, including, without limitation, the independent auditor's report and all matters required to be communicated to the Committee by the independent auditor in accordance with applicable auditing standards.

### **C. Controls and Procedures**

1. The Committee shall provide oversight of management's design and maintenance of the Company's internal control over financial reporting and disclosure controls and procedures. Prior to the filing of the Company's Annual Report on Form 10-K, the Committee shall review with the independent auditor, management and the head of the internal audit function(as applicable): the Company's annual assessment and report and the independent auditor's report on the effectiveness of the Company's internal control over financial reporting; any "material weakness" or "significant deficiency" in the design or operation of internal control over financial reporting, any steps taken to resolve any such control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting; and any related significant findings and recommendations of the independent auditor or internal audit function, together with management's responses (including, in the case of the independent auditor, any concerns regarding matters within the scope of, and compliance with, Section 10A of the Exchange Act).
2. Prior to the filing of the Company's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, the Committee shall review and discuss with management and the independent auditor the certifications and any related disclosures made by the Company's Chief Executive Officer and Chief Financial Officer in the Company's periodic reports about the results of their evaluation of the effectiveness of disclosure controls and procedures and any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting, and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.
3. As applicable, the Committee shall review with the independent auditor the responsibilities, budget, staffing, effectiveness and performance of the internal audit function, including the structure, qualification and activities of the internal audit function and the scope of internal audit responsibilities in relation to the independent auditor's duties. The internal auditor, including any outside firm providing internal audit services, reports directly to the Committee. The Committee shall review and assess the annual internal audit plan, the process used to develop the plan, and the status of activities, significant findings, recommendations and management's response. The Committee shall recommend for Board approval all matters related to responsibilities, budget and staffing of the internal audit function and the head of the internal audit function.

### **D. Risk Management, Compliance and Ethics**

1. The Committee shall review and approve procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (b) the confidential, anonymous submission by employees of the Company or its affiliates of concerns regarding questionable accounting or auditing matters. The Committee shall review any such significant complaints or concerns.

2. The Committee shall review controls and risk around information security and data privacy and shall approve procedures and security measures undertaken to strengthen and support compliance in this area.
3. The Committee shall review periodically: (a) legal and regulatory matters that may have a material impact on the Company's financial statements; (b) the Company's Code of Business Conduct and Ethics (the "Code") and make recommendations to the Board for such changes to the Code as the Committee may deem necessary or appropriate from time to time; and (c) together with management, compliance with requests for waivers under the Code by directors or executive officers of the Company.
4. The Committee shall review and approve Company policies dictating appropriate authorization levels and amounts for spending and delegation thresholds for capital and operating expenditures in the business.
5. The Committee shall review and, as appropriate, discuss with management and the independent auditor, any correspondence received by the Company from regulators or governmental agencies, or any employee complaints, submissions or published reports, that raise material issues regarding the Company's financial statements or accounting policies.
6. The Committee shall review and approve the decision by the Company and its subsidiaries to enter into swaps, as defined in Section 1a(47) of the Commodity Exchange Act and applicable regulations and rules ("Swaps").

The Committee shall review and approve the decision by the Company and its subsidiaries to enter into Swaps that are exempt from the requirements of section 2(h)(1) and 2(h)(8) of the Commodity Exchange Act ("Exempt Swaps"), pursuant to section 2(h)(7) of the Commodity Exchange Act and applicable regulations and rules (the "End-User Exception"). The Audit Committee must set appropriate policies governing use of Swaps, Exempt Swaps, and the End-User Exception by the Company and its subsidiaries. The Audit Committee must review and approve the decision to use Exempt Swaps, and the policies governing the use of Exempt Swaps, at least annually or more often upon a triggering event, including but not limited to a change in the Company's hedging policy.

7. The Company's CFO or General Counsel (or such individual's designee) shall bring to the attention of the Committee and the Committee shall discuss with such individual any legal matters that may have a material impact on the financial statements.

#### **E. General**

1. The Committee shall review any issues that arise with respect to the quality or integrity of the Company's financial statements, the performance and independence of the Company's independent auditor, the performance of the any internal audit function, or any other matters that become known to the Committee that may have a material impact on the Company's financial statements or internal controls.

2. The Committee shall annually submit an audit committee report for inclusion where necessary in the proxy statement relating to the annual meeting of stockholders and/or annual report of the Company.
3. The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter.
4. The Committee shall report regularly to the Board regarding the activities and recommendations and any other matters the Committee deems appropriate or Board requests.
5. The Committee shall have the authority, to the extent it deems appropriate to fulfill its responsibilities under this Charter, to retain direct and oversee the activities of, and to terminate the engagement of, special legal, accounting, or other consultants or advisors to advise the Committee without seeking Board approval, and any such or other adviser or consultant hired to assist the Committee shall be accountable to the Committee.
6. The Company shall provide the Committee with appropriate funding, as determined by the Committee, for the payment of (a) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (b) compensation to any independent counsel or other advisers retained by the Committee in carrying out its duties; and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties
7. 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 including any member of management and/or the independent auditor at any time as deemed necessary by the Committee

#### **IV. Limitation of Committee's Role**

While the Committee has the responsibilities and powers set forth in this Charter, or otherwise as the Board may delegate or assign to the Committee from time to time, it is not the duty of the Committee to plan or conduct audits, to establish or maintain disclosure controls or procedures, or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the independent auditor. Furthermore, while the Committee is responsible for reviewing the Company's guidelines and policies with respect to risk assessment and management, it is the responsibility of management to determine the appropriate level of the Company's exposure to risk. Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the members of the Board of the Company or members of the Committee.

#### **V. Meetings**

The Committee shall meet at least four times per year, and as often as it determines advisable to fulfill the Committee's authority and responsibilities listed above. The Committee shall determine the calendar dates for the meetings of the Committee and the Chairperson shall set the agenda for

each meeting. The Committee shall meet with management (such as the Chief Executive Officer, Chief Financial Officer, or General Counsel, if applicable), the independent auditor, and the internal auditor, including any outside firm providing internal audit services (as applicable) in separate executive sessions at least quarterly. At the end of each of the Committee's regularly scheduled meetings, and more frequently as deemed necessary, the Committee shall meet in private session with only the Committee members. The Chairperson shall designate a secretary for each meeting who shall record minutes of all formal actions of the Committee. Meetings of the Committee may be called by the Chairman of the Board or the Chairperson upon notice given at least forty-eight hours prior to the meeting, or upon such shorter notice as agreed to by the Committee members, including the waiver thereof. Meetings of the Committee may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other. A majority of the Committee members, present in person or by phone, shall constitute a quorum sufficient for the taking of any action by the Committee. For the avoidance of doubt, if the Committee consists of an even number of members, a majority shall be one more than half. A majority of those members present shall decide any question brought before the Committee except to the extent otherwise required by the Company's governing documents. The Committee may act by written consent to the extent permitted and in accordance with the governing documents of the Company.

## **VI. Delegation of Duties**

The Committee has delegated pursuant to this Charter and may delegate by resolution approved by a majority of the Committee, certain authority of the Committee under this Charter to the Chairperson when it deems such delegation appropriate and in the best interests of the Company.

In fulfilling its responsibilities, the Committee shall also be entitled to delegate, by resolution approved by a majority of the Committee, any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's governing documents, applicable law, and the rules and regulations of the SEC and Nasdaq.

Adopted by the Board on November 16, 2022.