



Human Capital Management & Compensation Committee Charter

I. Purpose

The Human Capital Management & Compensation Committee (the “Committee”) is established by the Board of Directors (the “Board”) of Definitive Healthcare Corp. (the “Company”) to assist the Board in overseeing the Company’s employee compensation philosophy and practices, setting executive officer compensation, administering incentive and equity-based compensation plans that require Board and/or stockholder approval and overseeing the Company’s compensation-related disclosures required by the Securities and Exchange Commission (“SEC”).

II. Committee Membership

Composition. The Committee shall consist of at least three (3) members of the Board. Committee members shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance 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”), taking into account such additional independence requirements specific to membership on the Committee, subject to an election by the Company to rely on any available exemption or transition period.

III. Authority to Retain Advisers and Other Resources

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 or obtain the advice of consultants, outside legal counsel and other advisers, including any compensation consultant used to assist in the evaluation of director or executive compensation. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, outside legal counsel or other adviser retained by the Committee, and the Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisers. Subject to any exemption available under applicable Nasdaq listing standards, the Committee will assess the independence of consultants, outside legal counsel and other advisers that provide advice to the Committee, prior to selecting or receiving advice from them, in accordance with applicable Nasdaq listing standards.

It is expected that the Committee will assess at least annually whether the work of compensation consultants involved in determining or recommending executive or director compensation (whether retained by the Committee or management) has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement. Finally, it is expected that the Committee will pre-approve any services to be provided to the Company or its subsidiaries by any of the Committee's compensation consultants.

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 written 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 members of the Committee 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. The affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action 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.

If and when appropriate to satisfy the requirements of Section 16b-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), any such subcommittee shall be composed solely of two or more members that have been determined to be "non-employee directors" within the meaning of Rule 16b-3 under the Exchange Act.

The Committee may delegate to one or more officers of the Company the authority to grant, amend, and/or administer awards of cash or options or other equity securities to any non-executive officer (as defined below) of the Company under the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate. Any such delegation must be made in accordance with the terms of the relevant plan, the bylaws and applicable state law.

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. Compensation Oversight

1. **Compensation Philosophy.** The Committee shall oversee the Company's overall compensation philosophy, practices and objectives.
2. **Compensation of Chief Executive Officer.** The Committee shall review and approve, or recommend to the full Board, corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), including annual performance objectives, if any. The Committee will evaluate the CEO's performance in light of such goals and objectives and, either review and approve, or recommend to the full Board, the CEO's compensation. The CEO may not be present during voting or deliberations on his or her compensation.
3. **Compensation of Other Executive Officers.** The Committee shall review and approve, or recommend to the full Board, corporate goals and objectives relevant to the compensation of the executive officers other than the CEO, including annual performance objectives, if any. The Committee shall oversee the evaluation of the performance of the executive officers other than the CEO, and either review and approve, or recommend to the full Board, the compensation of the executive officers other than the CEO, including annual salary, bonus, equity-based incentives and other benefits, direct and indirect ("executive officer" means any officer covered in Rule 16a-1(f) under the Exchange Act).

The Committee shall review and approve, or recommend to the full Board, compensation arrangements for persons newly hired as executive officers and compensation changes for employees promoted into such roles.

4. **Development and Non-CEO Succession Planning.** The Committee shall review and discuss with the Board and the Company's executive officers, including the CEO, plans for executive officer development and succession strategy and plans for executive officers other than the CEO.
5. **Employment and Post-Employment Arrangements.** The Committee shall review and approve, or recommend to the full Board, any employment or post-employment agreement or arrangement (including severance and change in control benefits) applicable to any executive officers.
6. **Equity and Other Incentive Plans.** The Committee shall review and approve, or recommend to the full Board, the adoption of equity-based compensation plans for the Company and its subsidiaries, as well as any other incentive plans requiring Board and/or stockholder approval, and any modification of any such plans.
7. **Plan Administration.** The Committee shall administer all equity-based plans Board and/or stockholder-approved incentive compensation plans and that may be adopted by the Company from time to time, with such authority and powers as are set forth in the applicable plan documents, in each case subject to applicable policies adopted by the Board.
8. **Equity-Based Awards and Related Policies.** The Committee shall review and approve, or recommend to the full Board, all equity-based awards, including pursuant to the Company's equity-based plans, subject to the ability of the Committee to delegate authority pursuant to this charter. If the Board or Committee determines to be necessary or appropriate, establish and periodically review the Company's policies for equity grant timing.
9. **Retirement Plans.** The Committee shall review and approve, or recommend to the full Board, the adoption of any employee retirement plan, and any material modification of any such plan.

10. **Risk Assessment.** The Committee shall review at least annually whether risks arising from the Company's compensation policies and practices for all employees, including non-executive officers, are reasonably likely to have a material adverse effect on the Company.
 11. **Executive Compensation Disclosure.** The Committee shall review and discuss with management the "Compensation Discussion and Analysis" disclosure required by SEC regulations and determine whether to recommend to the Board, as part of any required report of the Committee to the Board, that such disclosure be included in the Company's Annual Report on Form 10-K and proxy statement.
 12. **Director Compensation.** The Committee shall periodically review compensation for service on the Board and its committees, and submit any modifications to the Board for approval.
 13. **Stock Ownership.** The Committee shall 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.
 14. **Clawback and Recoupment.** The Committee shall establish and oversee the Company's clawback policies allowing the Company to recoup compensation paid to employees.
 15. **Compensation Proposals; Engagement.** The Committee shall oversee the Company's submission to a stockholder vote of matters relating to compensation, including any advisory votes on executive compensation and the frequency of such votes, and discuss the results of any advisory votes on executive compensation with respect to the Company's named executive officers. The Committee shall oversee the Company's engagement with stockholders regarding executive compensation matters, including reviewing and evaluating the results of advisory votes on executive compensation.
 16. **Regulatory Compliance.** The Committee shall monitor the Company's regulatory compliance with respect to compensation matters.
- B. Talent Development and Corporate Culture.** The Committee shall review and discuss with management the Company's policies and practices related to its management of human capital resources and corporate culture, including talent development, retention, overall employee wellness and engagement of Company personnel. **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, and maintain minutes or other records of Committee meetings and activities.
 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 amended by the Board of Directors September 11, 2025