

DYNATRACE, INC. COMPENSATION COMMITTEE CHARTER

I. General Statement of Purpose

The purpose of the Compensation Committee of the Board of Directors (the “**Compensation Committee**”) of Dynatrace, Inc. (the “**Company**”) is to discharge the Board’s responsibilities relating to compensation of the Company’s directors and executive officers, oversee the Company’s overall compensation structure, policies and programs, and review the Company’s processes and procedures for the consideration and determination of director and executive officer compensation. The primary objective of the Compensation Committee is to develop and implement compensation policies and plans that ensure the attraction and retention of key management personnel, the motivation of management to achieve the Company’s corporate goals and strategies, and the alignment of the interests of management with the long-term interests of the Company’s stockholders.

II. Composition

The number of individuals serving on the Compensation Committee shall be fixed by the Board from time to time but shall consist of no fewer than three members, each of whom shall satisfy the independence standards established pursuant to Section 303A of the New York Stock Exchange Listed Company Manual, subject to any applicable exceptions in the New York Stock Exchange Listed Company Manual. In determining the members of the Compensation Committee, the Board will consider whether the members qualify as “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).

The Board shall appoint the members of the Compensation Committee annually and may replace or remove them at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Compensation Committee. Vacancies, for whatever reason, may be filled only by the Board. The Board shall designate one member of the Compensation Committee to serve as chair of the Compensation Committee (the “**Chair**”).

III. Meetings

The Compensation Committee shall meet as often as it determines appropriate to carry out its responsibilities, which meetings may be in person or by video or telephone conference or such other means by which all participants in the meeting can hear each other. A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation Committee may act by vote of a majority of members present at a meeting. The Compensation Committee may also act by unanimous written consent (which may include electronic consent) in lieu of a meeting to the extent permitted by the Company’s bylaws, as may be adopted and amended by the Board from time to time. The Chair of the Compensation Committee, in consultation with the other members and management, may set meeting agendas consistent with this Compensation Committee Charter (the “**Charter**”).

IV. Compensation Committee Activities

The Compensation Committee's purpose and responsibilities shall be to:

A. Review of Charter

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

B. Processes and Procedures for Considering and Determining Director and Executive Officer Compensation

- Review and reassess periodically (and where appropriate, make such recommendations to the Board as the Compensation Committee deems advisable with regard to) the Company's processes and procedures for considering and determining director and executive officer compensation, and review and discuss with management the description, if any, of such processes and procedures to be included in the Company's proxy statement or annual report on Form 10-K.
- Review and assess the results of the most recent stockholder advisory vote on executive compensation and, to the extent the Compensation Committee deems appropriate, take such results into consideration in connection with its review and approval of compensation for executive officers.

C. Compensation Governance Matters, Disclosure and Reporting

- Review the alignment of the Company's compensation and benefit programs with the Company's efforts related to sustainability and other factors determined by the Compensation Committee.
- Review and discuss with management, on at least an annual basis, management's assessment of whether risks arising from the Company's compensation policies and practices and benefit programs for all employees, including non-executive employees, are reasonably likely to have a material adverse effect on the Company. The Compensation Committee shall review the Corporation's incentive compensation programs to determine whether they encourage excessive or unnecessary risk-taking and review and discuss the relationship between risk management policies and practices and compensation and evaluate methods to mitigate any such risk.
- Review compliance with, on an annual basis, and administer the Company's Executive Officer and Non-Employee Director Stock Ownership Policy.
- Adopt and administer a compensation recovery policy including, without limitation, a policy designed to comply with any rules or regulations adopted by the Securities and Exchange Commission and NYSE pursuant to Section 10D of the Exchange Act, in order to make determinations as and when required under such policy.

- Review and discuss with management the Compensation Discussion and Analysis, if any, to be included in the Company’s proxy statement or annual report on Form 10-K (“**CD&A**”).
- Based on its review and discussions with management, recommend to the Board that the CD&A, if and when required, be included in the Company’s proxy statement or annual report on Form 10-K.
- Prepare the Compensation Committee Report to be included in the Company’s proxy statement or annual report on Form 10-K in accordance with the rules and regulations of the Securities and Exchange Commission, the New York Stock Exchange rules, and any other rules and regulations applicable to the Company.

D. Annual Evaluation of the Compensation Committee

- Perform an annual evaluation of the Compensation Committee and report the results to the Board.

E. Incentive-Compensation and Equity-Based Plans

- Review and approve the terms and conditions of performance-based incentive plans and awards, including such plans and awards that pay out in cash or in equity (provided that the adoption of any new equity-based incentive plan shall be recommended to the Board for approval).
- Serve as the Administrator of the Company’s incentive equity plans, including the 2019 Equity Incentive Plan (the “**Equity Plan**”).
- Administer the Company’s broad-based incentive bonus plans, including the annual short-term incentive (“**STI**”) plan.
- Determine the measures on which performance-based incentive compensation and equity awards are based; review and approve the achievement of those metrics and the resulting payouts.
- Review and approve grants and awards under incentive-based compensation plans and equity-based plans, in each case consistent with the terms of such plans.
- Adopt and maintain policies and procedures for the grant of equity-based awards, including the Company’s Equity Award Grant Policy as may be in effect from time to time.

F. Matters Related to Compensation of the Company’s Chief Executive Officer and Other Officers

CEO Compensation

- Review and establish the objectives and performance criteria for the Company’s Chief Executive Officer (the “**CEO**”) each fiscal year (or other period as desired).

- Evaluate the CEO's performance in light of the objectives and performance criteria that were set for the CEO.
- Based on the Compensation Committee's evaluation of the CEO's performance, and after consultation with the Board, determine and approve the CEO's annual compensation, including salary, annual incentive compensation and equity compensation.
- In determining the long-term incentive component of the CEO's compensation, consider the Company's performance and stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards made by the Company to the CEO in past years.
- Review annually the aggregate amount of compensation being paid or potentially payable to the CEO.
- Exclude the CEO during voting or deliberations regarding the CEO's compensation.

Compensation of other Company Officers

- Determine the compensation, including salary, annual incentive compensation and equity compensation, of all officers of the Company other than the CEO. For this purpose, the term "officer" has the meaning defined in Rule 16a-1 promulgated under the Exchange Act, and shall also include such additional members of senior management as the Compensation Committee determines.
- Review annually the aggregate amount of compensation being paid or potentially payable to the Company's officers.

Employment Arrangements

- For the CEO, review annually and recommend to the Board, (a) any employment agreements, severance arrangements and change in control agreements or provisions, in each case, when and if appropriate, and (b) any special or supplemental benefits.
- For all Company officers other than the CEO, review annually and approve, (a) any employment agreements, severance arrangements and change in control agreements or provisions, in each case, when and if appropriate, and (b) any special or supplemental benefits.
- For all Company employees other than the CEO, approve all arrangements involving the amendment or acceleration of equity awards.

G. Matters Related to Compensation of the Directors of the Company

- Review and make such recommendations to the Board as it deems advisable regarding the compensation of the directors of the Company, including compensation under any equity-based plans.

- Review annually and administer the Company's Non-Employee Director Compensation Policy.

H. Matters Related to Compensation Consulting Firms or Other Outside Advisers

- Retain or obtain the advice of compensation consultants, legal counsel and/or other advisers.
- Have sole responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser (each, a "**Consultant**") it retains (payment, as determined by the Compensation Committee, of reasonable compensation to any such Consultant to be funded by the Company); and
- Before selecting a Consultant consider all factors relevant to the Consultant's independence from management of the Company, including the following:
 - The provision of other services to the Company by the Consultant's employer;
 - The amount of fees received from the Company by the Consultant's employer, as a percentage of the total revenue of the Consultant's employer;
 - The policies and procedures of the Consultant's employer that are designed to prevent conflicts of interest;
 - Any business or personal relationship of the Consultant with a member of the Compensation Committee;
 - Any stock of the Company owned by the Consultant; and
 - Any business or personal relationship of Consultant or the Consultant's employer with an executive officer of the Company.

The foregoing shall not apply to inside legal counsel or to a Consultant whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on a broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the Consultant and about which the Consultant does not provide advice.

- Prohibit the Company from engaging a compensation consultant engaged by the Compensation Committee, or an affiliate of any such compensation consultant, to provide any other services to the Company without the approval of the Compensation Committee.

V. General

- The Compensation Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members to carry out its responsibilities.
- The Compensation Committee shall make regular reports to the Board on matters for which it has responsibility.
- In carrying out its responsibilities, the Compensation Committee shall be entitled to rely on advice and information it receives from management and any experts, advisors and professionals with whom it may consult.
- The Compensation Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company meet with the Compensation Committee or its members or advisers.
- The Compensation Committee may perform such other functions the Board may request from time to time.

As amended on July 5, 2025.