

DYNATRACE, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. General Statement of Purpose

The purposes of the Nominating and Corporate Governance Committee (the “**Nominating Committee**”) of the Board of Directors (the “**Board**”) of Dynatrace, Inc. (the “**Company**”) are to:

- identify individuals qualified to become Board members, consistent with criteria approved by the Board;
- recommend to the Board the director nominees for election or appointment to the Board;
- develop and recommend to the Board corporate governance guidelines and periodically review those guidelines and recommend any changes;
- oversee an annual evaluation of the Board and its committees; and
- provide oversight of the company’s sustainability strategy and reporting; review and assess the Company’s policies and practices regarding sustainability matters.

II. Composition

The Company’s Nominating Committee will be composed entirely of directors who satisfy the independence tests under the New York Stock Exchange (“**NYSE**”) Listed Company Manual, subject to any applicable exceptions in the NYSE Listed Company Manual. The number of directors serving on the Nominating Committee shall be fixed by the Board from time to time but shall consist of no fewer than two directors.

The members of the Nominating Committee shall be appointed annually by the Board and may be replaced or removed by the Board 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 Nominating Committee. Vacancies, for whatever reason, may be filled by the Board. The Board shall designate one member of the Nominating Committee to serve as Chair of the Nominating Committee.

III. Meetings

The Nominating Committee shall meet as often as it deems appropriate. The Nominating Committee may meet 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 Nominating Committee shall constitute a quorum for purposes of a meeting, and the Nominating Committee may act by a vote of a majority of members present at a meeting. The Nominating 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.

IV. Nominating Committee Activities

The Nominating Committee's 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. Annual Performance Evaluation of the Nominating Committee

- Evaluate its performance annually and report the results to the Board.

C. Selection of New Directors

- Recommend to the Board for its consideration and approval criteria for Board and committee membership, which shall include a description of any specific qualifications that the Nominating Committee believes must be met by a nominee, and a description of any specific qualities or skills the Nominating Committee believes one or more of the directors should possess or demonstrate, and periodically reassess such criteria and submit any proposed changes to the Board for approval. The current criteria for Board membership are set forth in Exhibit A hereto.
- Establish a policy and guidelines with regard to the consideration of director candidates recommended by stockholders, as set forth in Exhibit A hereto.
- Upon identifying individuals qualified to become members of the Board, consistent with the criteria approved by the Board, recommend to the Board the nominees for election at each annual meeting of stockholders or for appointment to the Board in between each such meeting; provided that, if the Company is legally required by contract or otherwise to provide third parties the ability to nominate individuals for election or appointment to the Board, the selection and nomination of such nominees shall not be the responsibility of the Nominating Committee.
- Recommend to the Board for its approval the directors to be appointed as members of Board committees.
- Review all stockholder nominations and proposals submitted to the Company under the Securities Exchange Act of 1934, as amended, or otherwise, and any proposal relating to the procedures for making nominations or electing directors, to determine whether the nomination or proposal was submitted in a timely manner and otherwise complies with the requirements of the Company's bylaws and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements. The Nominating Committee shall recommend action to the Board on each such nomination or proposal.

D. Corporate Governance Guidelines and Sustainability

- Develop and recommend to the Board for its approval Corporate Governance Guidelines satisfying the standards established under the NYSE Listed Company Manual.
- Periodically review and reassess the adequacy of the Corporate Governance Guidelines and Code of Business Conduct and Ethics and recommend any changes to the Board for approval.
- Provide oversight of the Company's sustainability strategy and reporting.
- Periodically review and assess the Company's policies and practices regarding sustainability matters.

E. Evaluation of the Board of Directors

- Oversee an annual evaluation of the Board and its committees, including individual directors.

F. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates

- Exercise sole authority on whatever terms it approves to retain and terminate a search firm or firms to assist it in identifying director candidates.

G. Succession Planning

- Oversee the development of a succession plan for the Chief Executive Officer and review and discuss with the Board succession plans for the Chief Executive Officer and other key officers of the Company.

H. Continuing Education

- Periodically provide, or arrange for the provision of, materials or briefing sessions for continuing directors on topics that will assist them in discharging their duties.

I. General

- Establish and delegate authority to subcommittees consisting of one or more of its members, when it deems appropriate to discharge its responsibilities.
- Report regularly to the Board on matters for which it has been given responsibility.
- In performing its responsibilities, rely on advice and information it receives from management and any experts, advisers and other professionals whom it may consult.

- 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 the Committee or its members or advisers.
- Have the authority on whatever terms it approves to engage legal, accounting and other advisers to assist it in performing its responsibilities.
- Perform such other functions as the Board may request from time to time.

As amended on July 5, 2025.

Exhibit A

POLICY AND GUIDELINES FOR CONSIDERING DIRECTOR CANDIDATES

The Nominating and Corporate Governance Committee (the “**Nominating Committee**”) of the Board of Directors (the “**Board**”) of Dynatrace, Inc. (the “**Company**”) and the Board, as applicable, have adopted this policy and guidelines in accordance with proxy disclosure requirements set forth in rules adopted by the Securities and Exchange Commission (“**SEC**”) and the New York Stock Exchange.

I. Recommendations and Nominations

A. Candidate Recommendations

The Nominating Committee is responsible for identifying individuals qualified to become members of the Board and its committees and recommending to the Board the director nominees for election to the Board at the next annual or other properly convened meeting of stockholders or for appointment to the Board. The Nominating Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chief Executive Officer, other executive officers, third-party search firms, or any other source it deems appropriate. The Nominating Committee shall also consider a candidate properly recommended or offered for nomination by a stockholder as a nominee for election to the Board.

Stockholder recommendations for director candidates must be submitted in writing to Dynatrace, Inc., Attention: Secretary, 280 Congress Street, 11th Floor, Boston, MA 02210. Stockholder recommendations for director candidates must include the following information:

- The name and address of record of the stockholder and how many shares of the Company the stockholder owns beneficially or of record; and
- The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five full fiscal years of the recommended director candidate.

B. Stockholder Candidate Nominations

A stockholder desiring to nominate a person directly for election to the Board at an annual meeting of stockholders must meet the deadlines and other requirements in the Company’s bylaws and all applicable laws and regulatory requirements. The Secretary of the Company will provide a copy of the Company’s bylaws upon written request from a stockholder.

II. Identifying and Evaluating Nominees for Director

The Nominating Committee will use the following guidelines to identify and evaluate any individual recommended for nomination to the Board:

- The current size and composition of the Board and the needs of the Board and its respective committees; and
- Any other factors that the Nominating Committee considers appropriate.

Relevant factors to be used by the Nominating Committee include, but are not limited to, character, integrity, judgment, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company's business and industry, conflicts of interest, personal background, and other commitments. The Nominating Committee need not assign any particular weight or priority to any one factor.

The Nominating Committee expects any nominee for a position on the Board to possess or demonstrate:

- High standards of personal and professional ethics and integrity;
- Proven achievement and competence in the nominee's field and the ability to exercise sound business judgment;
- Skills that are complementary to those of members of the existing Board;
- The ability to assist and support management and make significant contributions to the Company's success; and
- An understanding of the fiduciary responsibilities required of a director and a commitment to devote the time and energy necessary to perform those responsibilities.

If the Nominating Committee decides that an additional or replacement director is required, it may do whatever it considers appropriate to evaluate a director candidate, including interviewing the candidate and the stockholder(s) recommending the candidate, engaging an outside search firm to identify potential candidates and gather additional information, and relying on the knowledge of the members of the Nominating Committee, other directors and management.

III. Decision by Board of Directors

After receiving the Nominating Committee's recommendations, the Board will have final authority to determine the candidates to be nominated or appointed by the Board.

IV. Modification of this Policy and Guidelines

This policy and guidelines may be modified at any time by the Committee or the Board.