

**DYNATRACE, INC.**  
**CYBERSECURITY COMMITTEE OF THE BOARD OF DIRECTORS**  
**CHARTER**

**I. Purpose**

The Board of Directors (the “**Board**”) of Dynatrace, Inc. (the “**Company**”) has established the Cybersecurity Committee (the “**Committee**”) of the Board, reporting to the Board. The purpose of the Committee is to assist the Board with: oversight of the Company’s policies, plans, and programs relating to cybersecurity and data protection risks associated with its products, services, and business operations; providing feedback on cybersecurity related matters, including but not limited to strategies, objectives, capabilities, initiatives, and policies; and oversight of other tasks related to the Company’s cybersecurity functions as the Board may delegate to the Committee from time to time.

The Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in Section IV of this Charter and will perform such other functions as the Board may assign from time to time.

**II. Composition**

The Committee shall be comprised of one or more directors, all of whom are members of the Board, which shall also fix the size of the Committee. The members of the Committee will be appointed by the Board and will serve at the pleasure of the Board. Any vacancy on the Committee will be filled by, and any member of the Committee may be removed as such by, an affirmative vote of the majority of the Board. Subject to the provisions of the Company’s certificate of incorporation and/or the Company’s bylaws, unless the Board designates a chairperson of the Committee, the members of the Committee may designate a chairperson and change that designation by an affirmative vote of the majority of the full Committee membership. The chairperson shall be responsible for leadership of the Committee, including presiding over the meetings of the Committee and reporting to the Board. Subject to the provisions of the Company’s certificate of incorporation and/or the Company’s bylaws, the Board may remove or replace the chairperson of the Committee at any time by an affirmative vote of the majority of the Board. Notwithstanding the foregoing membership requirements and subject to applicable law, no action of the Committee will be invalid by reason of any such requirement not being met at the time the action is taken.

**III. Meetings**

The Committee will meet at the call of its chairperson or of any one of the members of the Committee, in each case on at least twenty-four hours personal, written, wireless, or electronic notice to each member. The Committee customarily conducts four meetings each year or such higher or lower number of meetings, including executive sessions, as the Committee may determine is appropriate (but no less than one annually).

At every meeting of the Committee, the presence of a majority of all the members shall constitute a quorum, and the affirmative vote of a majority of members present shall be necessary for the adoption by it of any resolution. The Committee may also act by unanimous written consent

in lieu of a meeting.

Meetings may, at the discretion of the Committee, include other directors, members of the Company's management, independent consultants or advisors, or such other persons as the Committee or its chairperson may determine. Those in attendance who are not members of the Committee may observe, but may not participate in, any discussion or deliberation unless invited to do so by the Committee, and in any event, are not entitled to vote at the meeting. The Committee may also exclude from its meetings any person it deems appropriate, other than members of the Committee.

Key members of the Company's Information Security Office who are designated by the Committee or such other officer(s) as may from time to time be designated by the Committee, shall act as management liaison to the Committee and shall work with the Committee chairperson to prepare an agenda for regularly scheduled meetings. The Senior Vice President and Chief Technology Officer, the VP Employee Digital Enablement and the General Counsel are hereby so designated. The Committee chairperson will make the final decision regarding the agenda for regularly scheduled meetings and shall develop the agenda for special meetings based on the information supplied by the persons requesting the special meeting.

The agenda and all materials to be reviewed at the meetings should be received by the Committee members as far in advance of the meeting day as practicable.

The Committee shall make regular reports to the Board about its activities and decisions, which may be made through the chairperson.

Except as expressly provided in this Charter, the Company's certificate of incorporation, the Company's bylaws, or the Corporate Governance Guidelines of the Company, the Committee may determine additional rules and procedures to govern it or any of its subcommittees, including designation of a chairperson *pro tempore* in the absence of the chairperson and designation of a secretary of the Committee or any meeting thereof.

#### **IV. Authority and Delegation and Responsibilities**

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority to subcommittees when it deems appropriate.

The Committee shall have the authority to retain and terminate outside counsel, advisors or other experts or consultants, as it deems appropriate, including complete authority to approve their fees and other retention terms. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to outside counsel, advisors, or other experts or consultants retained by the Committee. Any communications between the Committee and legal counsel while obtaining legal advice will be privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications. The Committee may require any officer or employee of the Company or any of its subsidiaries or the Company's outside legal counsel and any outside consultants or advisors to the Company to attend a meeting of the Committee or to meet with any member of or advisor or consultant to the Committee.

Without limiting the generality of the foregoing statements but subject to the Corporate Governance Guidelines, the principal responsibilities of the Committee are to review and advise on the following matters:

1. The effectiveness of the Company's cybersecurity programs and its practices for identifying, assessing, and mitigating cybersecurity risks across the Company's products, services, and business operations;
2. The Company's controls, policies and guidelines to prevent, detect, and respond to cyber-attacks or data breaches involving the Company's products, services, and business operations;
3. The Company's security strategy and technology planning processes;
4. The safeguards used to protect the confidentiality, integrity, availability and resiliency of the Company's products, services, and business operations;
5. The Company's cyber crisis preparedness, security breach and incident response plans, communication plans, and disaster recovery and business continuity capabilities;
6. The Company's compliance with applicable information security and data protection laws and industry standards;
7. The Company's cybersecurity budget, investments, training, and staffing levels to ensure they are sufficient to sustain and advance successful cybersecurity and industry compliance programs;
8. The threat landscape facing the Company and the Company's products, services, and business operations;
9. Any new or updated legal implications of security, data privacy, and/or other regulatory or compliance risks to the Company or the Company's products, services, and business operations; and
10. Other matters as the Committee chairperson or other members of the Committee determine relevant to the Committee's oversight of cybersecurity programs and risk assessment and management.

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*Adopted by the Board of Directors of Dynatrace, Inc. on January 22, 2021.*