

## **DYNATRACE, INC.**

### **EXECUTIVE OFFICER AND NON-EMPLOYEE DIRECTOR STOCK OWNERSHIP POLICY**

Dynatrace, Inc. (the “Company”) believes that its non-employee directors and senior executive officers should have a meaningful and direct ownership stake in the Company that will align their interests with those of our stockholders and will promote a long-term perspective in managing the Company. As a result, the Company has adopted this Executive Officer and Non-employee Director Stock Ownership Policy (the “Policy”) to provide for such appropriate level of equity ownership in the Company.

#### **I. Participation**

The Policy applies to each of the Company’s non-employee directors (each, a “Director” and collectively, the “Directors”), the Company’s chief executive officer (the “CEO”) and each of the Company’s officers who are subject to Section 16 of the Securities Exchange Act of 1934, as amended (each, a “Section 16 Officer” and collectively, the “Section 16 Officers” and together with the CEO and Directors, the “Covered Persons”).

#### **II. Stock Ownership Requirements**

##### **a. Directors:**

Each Director is required, by the first Determination Date that occurs on or after the fifth anniversary of his or her first election to the Board of Directors of the Company (the “Board”) or, if later, the five-year anniversary of the effective date of this Policy, to own a number of shares of Company common stock (as determined in accordance with Section IV below) having an aggregate value equal to at least five (5) times the amount of the annual cash retainer that the Company pays such Director for regular service on the Board, but not including any annual cash retainers paid for Board committee service (the “Director Stock Ownership Requirement”). Each Director is subject to the Director Stock Ownership Requirement for as long as he or she continues to serve on the Board.

##### **b. Executive Officers:**

The CEO and Section 16 Officers are each required, by the first Determination Date that occurs on or after the fifth anniversary of his or her date of hire or promotion, or, if later, the five-year anniversary of the effective date of this Policy, to own a number of shares of Company common stock (as determined in accordance with Section IV below) having an aggregate value equal to at least the amount specified below (the “Executive Stock Ownership Requirement” and together with the Director Stock Ownership Requirement, the “Stock Ownership Requirements”):

- CEO: Five (5) times his or her annual base salary.
- Section 16 Officers (other than the CEO): Two (2) times his or her annual base salary.

Each of the CEO and Section 16 Officers is each subject to the Executive Stock Ownership Requirement for as long as he or she continues to be the CEO or a Section 16 Officer, respectively.

### **III. Determination Date**

Compliance with the Policy will be determined on an annual basis on the last day of each fiscal year (the “Determination Date”) beginning March 31, 2027, with compliance to be assessed based on the 30-day average closing price of the Company’s common stock as reported on The New York Stock Exchange ending on the trading day immediately preceding the Determination Date.

### **IV. Shares Included in Ownership Calculation**

Only shares of common stock of the Company that are owned in the following forms will be considered in determining whether each Covered Person’s Stock Ownership Requirement has been met:

- Shares owned directly by the Covered Person; and/or
- Shares “beneficially owned” by the Covered Person that are held in a grantor trust (or similar instrument) for the benefit of the Covered Person and/or his or her immediate family members, but only to the extent that the Covered Person has the power to vote and dispose of such shares.

For purposes of the Policy and for the avoidance of doubt, shares of Company common stock underlying unexercised options and shares of Company common stock underlying unvested restricted stock units and other unvested, unsettled and/or unexercised equity awards will not be considered when determining whether a Covered Person’s Stock Ownership Requirement has been met.

### **V. Failure to Comply with Ownership Requirements**

Failure of a Covered Person to meet the applicable Stock Ownership Requirement may result in a reduction in his or her future equity grants, and/or restrictions on the Covered Person’s right to sell Company common stock, as determined in the discretion of the Compensation Committee of the Board (the “Compensation Committee”).

### **VI. Exceptions for Complying with Ownership Requirements**

Exceptions from complying with the Stock Ownership Requirements may be made, in the sole discretion of the Compensation Committee (upon the recommendation of the CEO with respect to the Section 16 Officers) (i) in the event where compliance would place a severe hardship on a Covered Person or prevent a Covered Person from complying with a court order to transfer shares of Company common stock (i.e., in connection with a divorce) or (ii) in the event significant price fluctuations in the shares of Company common stock occurs.

### **VII. Administration**

The Compensation Committee will have the full power and authority to interpret the Policy and to adopt such rules for the administration, interpretation and application of the Policy as are consistent herewith and to interpret, amend or revoke any such rules. Any decision or action taken by the Compensation Committee with respect to the administration, interpretation or application of the Policy will be conclusive and binding on all persons. No member of the Compensation Committee shall be personally liable for any action or determination made in good faith with respect to the Policy or to any settlement of any dispute between a Covered Person and the Company. The Compensation Committee

shall be entitled to rely upon the advice, opinions or valuations of any attorneys, consultants, accountants, appraisers, brokers or other persons.

The Company reserves the right to modify or amend the Policy at any time.

The Company shall report to the Compensation Committee at least annually on whether the Covered Persons have satisfied the Stock Ownership Requirements.

\*\*\*\*\*

*Adopted by the Board of Directors on July 14, 2021*