



CORPORATE GOVERNANCE GUIDELINES

(As of May 7, 2024)

The Board of Directors (the “**Board**”) of Clarivate Plc (the “**Company**”) has adopted the following Corporate Governance Guidelines (these “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its shareholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s Amended and Restated Memorandum and Articles of Association and other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company and its shareholders or as required by applicable laws and regulations.

I. THE BOARD

A. *Independence of the Board*

The Board will be composed of a majority of directors who qualify as independent directors (“**Independent Directors**”) as required under New York Stock Exchange (“**NYSE**”) rules. The Nominating and Governance Committee will review and make a specific determination as to the independence of each director and director candidate based on criteria approved by the Board, and the Board will make an affirmative determination at least annually as to the independence of each director.

B. Board Leadership Structure

The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Board Chair and Chief Executive Officer in any way that is in the best interests of the Company at a given point in time. Currently, the positions of Board Chair and Chief Executive Officer are separate, and the Board Chair is an Independent Director.

The Board Chair oversees the planning of the annual Board calendar, and, in consultation with the Chief Executive Officer, schedules and sets the agenda for meetings of the Board and leads the discussion at such meetings. The Board Chair also presides at executive sessions of the Independent Directors, serves as a liaison between the Chief Executive Officer and the Independent Directors, sees that directors receive appropriate and timely information, assists the committee chairs in preparing agendas for their respective committee meetings, chairs the annual general meetings of

shareholders, is available in appropriate circumstances to speak on behalf of the Board, and performs such other functions and responsibilities as set forth in these guidelines or as requested by the Board from time to time. Board members are encouraged to suggest the inclusion of additional items on an agenda, and any director may request that an item be placed on an agenda. The Board Chair is responsible for creating and maintaining an effective working relationship with the members of management and the Board and encouraging dialogue between all directors and management.

The Board may make a determination as to the appropriateness of its current policies in connection with the recruitment and succession of the Board Chair and/or the Chief Executive Officer. At any time the Board Chair is not an Independent Director, the Board shall have a Lead Independent Director selected by the Independent Directors following a recommendation by the Nominating and Governance Committee. The authorities of the Lead Independent Director shall include the following:

- to preside at all meetings of the Independent Directors, including executive sessions;
- to be available for periodic consultation and direct communication with the Company's major shareholders;
- to assist in the recruitment of Board candidates;
- to have active involvement in Board evaluations;
- to have active involvement in establishing committee membership and committee chairs;
- to have active involvement in the evaluation of the Chief Executive Officer;
- to provide Board performance feedback to the Board Chair;
- to communicate with the Independent Directors between meetings, when appropriate;
- to recommend consultants and independent advisors to the Board as necessary or appropriate;
- to serve as interim Board Chair in the event of an unforeseen vacancy;
- to call meetings of the Independent Directors;
- to attend meetings of all committees of the Board;
- in collaboration with the Board Chair, to develop an annual Board agenda;
- in collaboration with the Board Chair, to develop Board meeting agendas, ensure critical issues are included and ensure that there is sufficient time for discussion of all

agenda items; and

- to advise the Board Chair on the quality, quantity, appropriateness and timeliness of information provided to the Board.

C. Separate Sessions of Independent Directors

The Independent Directors will meet in executive session without non-Independent Directors or management present on a regularly scheduled basis, but no less than twice per year.

D. Director Qualification Standards and Additional Selection Criteria

The Nominating and Governance Committee, in recommending director candidates, and the Board, in nominating director candidates, will evaluate candidates in accordance with the qualification standards set forth in Attachment A to these Guidelines and in accordance with the Company's Board of Directors Diversity, Equity and Inclusion Policy. In addition, the Nominating and Governance Committee and the Board may also consider the additional selection criteria listed in Attachment A.

The foregoing is subject to, and qualified by, the terms of any agreement binding the Company that relates to director nominations (a "**director nomination agreement**").

The Nominating and Governance Committee will recommend to the Board criteria for Board membership, which shall include the director qualification standards and additional selection criteria listed in Attachment A hereto and the Company's Board of Directors Diversity, Equity and Inclusion Policy.

E. Director Orientation and Continuing Education

Management will provide an orientation process for new directors, including background material on the Company and its business. As appropriate, management will provide opportunities for additional educational sessions for directors on matters relevant to the Company and its business.

F. Outside Activities

The Board does not believe that its members should generally be prohibited from service on boards of other organizations, whether for-profit or not-for-profit, acting as officers of such other organizations or advising or providing consulting services to such other organizations. However, the Board believes that reasonable limits on such activity (an "**Outside Activity**") are advisable in order to ensure adequate time is available for Board members to focus on the Company and its business. For that reason, the Board has determined that no non-management director may serve on the board of more than three other public companies, in addition to the Company's Board. Prior to committing to or engaging in any Outside Activity not previously committed to and engaged in as of

the date of these Guidelines (an “**Existing Activity**”), a director is obligated to notify the Chair of the Nominating and Governance Committee, who will review the proposed Outside Activity, in consultation with the other members of such Committee when appropriate. A director will not commit to or engage in an Outside Activity (other than an Existing Activity) that the Nominating and Governance Committee determines in its judgment (i) may conflict with or create the appearance of conflict with the interests of the Company; (ii) may not be consistent with these Guidelines or the Company’s policies, including its conflict of interest policies; (iii) may render such director ineligible to serve as an Independent Director; or (iv) may otherwise be inconsistent with the demands of service on the Board.

As set forth in the Audit Committee charter, no Audit Committee member may simultaneously serve on the audit committee of more than two other public companies in addition to the Company’s Board, unless the Board determines that such simultaneous service would not impair the ability of the member to effectively serve on the Audit Committee and this determination is disclosed, in accordance with NYSE rules, either on the Company’s website or in the Company’s proxy statement.

In addition, the Board has also determined that the Company’s Chief Executive Officer and each of its executive officers may only serve on the board of one other public company, in addition to the Company’s Board.

The Nominating and Governance Committee will periodically review the directors’ Outside Activities (including Existing Activities) in order to determine whether any director’s Outside Activities may raise concerns of the type described in this Section F, and if so, the Nominating and Governance Committee shall recommend to such director and the Board any measures that may be appropriate to resolve or mitigate such concerns.

The foregoing is subject to, and qualified by, the terms of any director nomination agreement.

G. Directors Who Resign or Materially Change Their Current Positions With Their Own Company or Become Aware of Circumstances That May Adversely Reflect Upon the Director or the Company

When a director, including any director who is currently an officer of the Company, resigns or is subject to a significant change in his or her primary employment or becomes aware of circumstances that may adversely reflect upon the director or the Company, such director should offer to resign from the Board. The Nominating and Governance Committee will evaluate the continued appropriateness of Board membership under the new circumstances and recommend to the Board whether such resignation should be accepted.

The foregoing is subject to, and qualified by, the terms of any director nomination agreement.

H. *Term Limits*

As each director is periodically subject to election by shareholders, the Board does not believe it is in the best interests of the Company to establish term limits at this time. Additionally, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

I. *Director Responsibilities*

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- exercising their business judgment in good faith;
- acting in what they reasonably believe to be the best interest of all shareholders;
- becoming and remaining well-informed about the Company's business and operations and general business and economic trends affecting the Company;
- reporting any related party transactions (or anticipated related party transactions) and complying with the Company's policies governing related party transactions; and
- ensuring that the business of the Company is conducted so as to further the long-term interests of its shareholders.

J. *Compensation*

The Board believes that director compensation should fairly pay directors for work required in a business of the Company's size and scope, and that compensation should align directors' interests with the long-term interests of shareholders. The Human Resources and Compensation Committee will review and make recommendations to the Board regarding the cash and equity compensation of directors based on such factors as the Human Resources and Compensation Committee deems appropriate and in the best interests of the Company with a view toward attracting and retaining qualified directors, such as a comparison of the board compensation practices of comparable companies, the awards given to directors in past years, the Company's performance, shareholder return and the value of similar equity-based awards relative to such targets at comparable companies, and the cost to the Company of such compensation. The Human Resources and Compensation Committee shall also evaluate the possibility that directors' independence may be compromised or impaired for Board or committee purposes if director compensation exceeds customary levels,

including if the Company makes substantial charitable contributions to an organization with which a director is affiliated. The Company's officers do not receive additional compensation for their service as directors. In addition, any director nominated pursuant to a director nomination agreement does not receive compensation for his or her service except as contemplated by such agreement, unless otherwise determined by the Board.

Members of the Audit Committee and Human Resources and Compensation Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation, including any compensation for service on committees of the Board and the receipt of equity incentive awards.

K. Share Ownership

The Board believes that the Independent Directors should have a significant equity interest in the Company. Each Independent Director should hold ordinary shares of the Company with a market value of at least five times the Board's annual cash retainer. Share units for which receipt of the underlying ordinary shares has been deferred will count towards the holding guidelines. An Independent Director has five years from the time of initial appointment to achieve the holding guidelines.

A director nominated pursuant to a director nomination agreement who does not receive compensation for his or her service is not subject to the holding guidelines.

L. Board Access to Senior Management

The Board will have complete access to Company management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Board Chair, or if neither is available or neither is appropriate, directly by the director.

M. Board Access to Independent Advisors

Board committees may hire independent advisors as set forth in their respective charters. The Board as a whole shall have access to any independent advisor retained by the Company, and the Board may hire any independent advisor it considers necessary to discharge its responsibilities.

N. Self-Evaluation

The Nominating and Governance Committee will oversee an annual assessment of the Board and its committees. The collective evaluation shall be presented by the Chair of the Nominating and Governance Committee to the full Board for discussion. This

process shall also include annual self-assessments by each Board committee, relying on a review process similar to that used by the Board.

II. BOARD MEETINGS

A. Frequency of Meetings

The Board will meet at least four times annually. In addition, special meetings may be called from time to time as determined by the needs of the business.

B. Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for, attend and participate in meetings of the Board and all committees on which the director sits (including separate meetings of the non-management directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting of the Board or a committee of the Board is expected to notify the Board Chair or the Chair of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference in the case of an in-person meeting.

C. Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

III. COMMITTEE MATTERS

The Board currently has four standing committees: (i) the Audit Committee, (ii) the Human Resources and Compensation Committee, (iii) the Nominating and Governance Committee and (iv) the Finance Committee. Each committee will perform its duties as assigned by the Board in compliance with the Company's Amended and Restated Memorandum and Articles of Association and the committee's charter. The Board may, from time to time, establish or maintain additional committees as it deems appropriate and in the best interests of the Company.

The Nominating and Governance Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee in light of the current needs of the Board, the Company and each committee of the Board, and determine whether it may be appropriate to add or

remove individuals after considering issues of judgment, diversity (including gender, nationality, geography and race/ethnicity), age, tenure, skills, background, attendance and experience.

IV. MANAGEMENT SUCCESSION PLANNING

The Board, or a committee designated by the Board, will (i) work on a periodic basis with the Chief Executive Officer to evaluate the Company's succession plans upon the Chief Executive Officer's retirement and in the event of an unexpected occurrence, and (ii) periodically review the performance of the Chief Executive Officer.

Director Qualification Standards and Additional Selection Criteria

Director Qualification Standards:

The Nominating and Governance Committee (for purposes of this section only, the “**Committee**”), in recommending director candidates for election to the Board, and the Board, in nominating director candidates, will consider candidates who have the highest ethical standards, a strong sense of professionalism, intense dedication to serving the interests of the shareholders and the ability to make mature business judgments.

Additional Selection Criteria:

In evaluating director candidates, the Committee and the Board may also consider the following criteria as well as any other factor that they deem to be relevant:

- A. The candidate’s experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- B. The candidate’s experience as a board member of another publicly held company;
- C. The candidate’s professional and academic experience relevant to the Company’s industry;
- D. The candidate’s achievements in business, education and public services;
- E. The strength of the candidate’s leadership skills;
- F. The candidate’s experience in finance and accounting and/or executive compensation practices;
- G. Whether the candidate has the time required for preparation, participation and attendance at Board meetings and committee meetings, if applicable; and
- H. The candidate’s geographic background, gender, age and ethnicity.

The Committee and the Board may require certain skills or attributes, such as financial or accounting experience, to meet specific board needs that arise from time to time (including the requirements of the New York Stock Exchange as well as skills or attributes deemed relevant by the Securities and Exchange Commission) and will also consider the overall experience and makeup of its members to obtain a broad and diverse mix of board members. In addition, the Committee and the Board will consider the candidate’s independence and whether there are potential conflicts of interest with the candidate’s other personal and professional pursuits, including any Outside Activities.

The Nominating and Governance Committee shall periodically review the mix of specific experience, qualifications and skills of the Company's directors and determine whether it may be appropriate to add or remove individuals in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company's business and structure.

The foregoing is subject to, and qualified by, the terms of any director nomination agreement.