

CLARIVATE ANALYTICS PLC

RISK COMMITTEE CHARTER

(As of May 13, 2019)

I. Purpose

The purpose of the Risk Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) of Clarivate Analytics Plc (the “**Company**”) in fulfilling its oversight responsibilities with respect to the Company’s risk management process. The Company’s management is responsible for establishing and maintaining policies and activities related to risk management and the Board is responsible for overseeing such process. The Committee is responsible for determining which risks need to be included on the Board’s agenda for discussion.

II. Composition

The Committee must consist of at least two directors. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s Amended and Restated Memorandum and Articles of Association that are applicable to the Committee.

The Committee shall meet at least quarterly and at any time upon the request of a member of the Committee. All directors that are not members of the Committee may attend meetings of the Committee in an observer role.

The Committee shall have authority to retain outside counsel, risk management consultants or other experts, including authority to approve the fees payable to such advisors and any other terms of retention. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

IV. Coordination

The Chair of the Committee shall coordinate with the chairs of the other committees of the Board with respect to the responsibilities assigned by the Board or the Committee and by applicable regulatory requirements on each of the committees in assisting the Board in its oversight of the Company's risk management.

V. Duties and Responsibilities

1. *Primary Responsibilities:* The Committee shall have the authority and responsibilities specifically delegated to it by the Board from time to time, including the following authority and responsibilities:
 - to oversee management's policies and activities relating to the identification, evaluation, management and monitoring of the Company's critical enterprise risks, including risks associated with the Company's strategic initiatives, business plans and capital structure (the "**Enterprise Risks**");
 - to review and discuss with management the significant Enterprise Risks, the steps management is taking to assess and manage such risks and the adequacy of the Company's resources and infrastructure to fulfill its risk management responsibilities;
 - to oversee compliance with legal and regulatory requirements with respect to the conduct of the Company's business, except for those specific compliance matters under the jurisdiction of other Committees of the Board, as determined by the Board;
 - to review periodic reports from management pertaining to the Company's business lines, products and services, including any major risks with respect to such business lines, products and services, as the Committee deems appropriate;
 - to review periodic reports from management pertaining to cyber security programs and data protection controls and such other appropriate information security reports as the Committee deems appropriate;
 - to review periodic reports from management pertaining to corporate sustainability strategy and initiatives;
 - to review any material complaints received through the Company's Code of Conduct hotline (other than complaints regarding accounting, internal accounting controls or auditing matters, which shall be reviewed by the Audit Committee in accordance with the procedures established by it under such policy);
 - to review periodic reports from management on selected risk topics as the Committee deems appropriate from time to time encompassing major risks other than those delegated by the Board to other committees of the Board in their respective charters or otherwise; and

- to assign for review to other committees of the Board such selected risk topics identified by the Committee as the Committee determines is appropriate for effective oversight of such risks.
2. *Reports to the Board of Directors:* The Committee shall report its actions and any recommendations to the Board as needed, and shall regularly report to the Board regarding risk oversight processes and any Enterprise Risks that have the potential to significantly impact the Company's ability to execute its strategic priorities and achieve its performance goals.
 3. *Committee Self-Evaluation.* The Committee must, at least annually, perform an evaluation of the performance of the Committee.
 4. *Review of this Charter.* The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

VI. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

VII. Shareholders Agreement and Director Nomination Agreement

For so long as the Amended and Restated Shareholders Agreement, dated as of January 14, 2019, entered into among Camelot Holdings (Jersey) Limited, the Company, the Onex Shareholders (as defined therein) and the Baring Shareholders (as defined therein) and the Director Nomination Agreement, dated as of May 13, 2019, entered into between the Company and Jerre Stead are in effect, this Charter will be interpreted to be consistent with such agreements.

VIII. Limitations Inherent in the Committee's Role

While the Committee is responsible for reviewing the Company's oversight framework (i.e., policies and procedures with respect to risk assessment and management), it is the responsibility of the Chief Executive Officer and senior management to assess and manage the Company's exposure to risk.