

CLARIVATE ANALYTICS PLC
CORPORATE GOVERNANCE GUIDELINES

(As of May 13, 2019)

The Board of Directors (the “**Board**”) of Clarivate Analytics Plc (the “**Company**”) has adopted the following Corporate Governance Guidelines (the “**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. The 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

Except as otherwise permitted by the applicable New York Stock Exchange (“**NYSE**”) rules, including those for a “controlled company” as defined by the NYSE rules, the Board will be comprised of a majority of directors who qualify as independent directors (the “**Independent Directors**”) as required under NYSE rules.

B. 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.

C. Director Qualification Standards and Additional Selection Criteria

The Nominating and Corporate Governance Committee, in recommending director candidates, and the Board, in nominating director candidates, other than any director candidates designated pursuant to 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) (the “**Shareholders Agreement**”) or the Director Nomination Agreement, dated as of May 13, 2019, entered into between the Company and Jerre Stead (the “**Director Nomination Agreement**”) (for so long as such agreements are in effect), will evaluate candidates in accordance with the qualification standards set forth in Attachment A to these Corporate Governance Guidelines. In addition, the Nominating and Corporate Governance Committee and the Board may also consider the additional selection criteria listed in Attachment A.

D. 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.

E. Service on Other Boards

The Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such activities. However, as set forth in the Audit Committee charter, no Audit Committee member may simultaneously service on the audit committee of more than two other public companies, 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. In addition, other than with respect to any directors and director candidates designated pursuant to the Shareholders Agreement or the Director Nomination Agreement (for so long as such agreements are in effect), for whom the Nominating and Corporate Governance Committee does not provide a recommendation to the Board, the Nominating and Corporate Governance Committee may take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors. Prior to accepting any position on the board of directors of any organization, whether for-profit or not-for-profit, current directors should notify the Chairman of the Nominating and Corporate Governance Committee. The Chairman of the Nominating and Corporate Governance Committee shall review the proposed board membership to ensure compliance with applicable laws and policies.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies.

F. 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 or employee of the Company, resigns or materially changes his or her position with his or her employer or becomes aware of circumstances that may adversely reflect upon the director or the Company, such director should offer to resign from the Board. In the case of any director designated by and affiliated with Onex Partners Advisor LP ("**Onex**"), Baring Private Equity Asia Group Limited ("**Baring**") or Churchill Capital Corp ("**Churchill**"), then Onex, Baring or Churchill will recommend to the Board whether such resignation should be accepted. In the case of any other director, the Nominating and Corporate Governance Committee will recommend to the Board whether such resignation should be accepted.

G. 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.

H. 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 in 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 Related Party Transactions Policy; and
- ensuring that the business of the Company is conducted so as to further the long-term interests of its shareholders.

I. 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 Nominating and Corporate Governance Committee will review and make recommendations to the Board regarding the cash and equity compensation of directors. The Company's executive officers do not receive additional compensation for their service as directors.

Except as otherwise permitted by the applicable NYSE rules, including those for a "controlled company" as defined by the NYSE rules, members of the Audit Committee 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.

J. Share Ownership

The Company encourages directors to own the Company's ordinary shares. However, the number of the Company's ordinary shares owned by any director is a personal decision and, at this time, the Board has chosen not to adopt a policy requiring ownership by directors of a minimum number of shares.

K. 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 Chairman of the Board, or if neither is available or neither is appropriate, directly by the director.

L. Board Access to Independent Advisors

The Board committees may hire independent advisors as set forth in their applicable 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.

M. Self-Evaluation

The Nominating and Corporate Governance Committee will oversee an annual assessment of the Board and its committees.

II. BOARD MEETINGS

A. Frequency of Meetings

The Board will meet at least four (4) times annually. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings.

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 and attend 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 Chairman of the Board or the Chairman 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 (4) standing committees: (i) the Audit Committee, (ii) the Compensation Committee, (iii) the Nominating and Corporate Governance Committee and (iv) the Risk 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. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

IV. SUCCESSION PLANNING

The Executive Chairman of the Board and the Board (or a committee delegated 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.

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CLARIVATE ANALYTICS PLC

ATTACHMENT A

Director Qualification Standards and Additional Selection Criteria

Director Qualification Standards:

The Nominating and Corporate 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 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 whether there are potential conflicts of interest with the candidate’s other personal and professional pursuits.

The Board should monitor the mix of specific experience, qualifications and skills of its directors 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.