

CLARIVATE ANALYTICS PLC

COMPENSATION COMMITTEE CHARTER

(As of May 13, 2019)

I. Purpose

The purpose of the Compensation Committee (the “**Committee**”) is to oversee the discharge of the responsibilities of the Board of Directors (the “**Board**”) of Clarivate Analytics Plc (the “**Company**”) relating to compensation of the Company’s executive officers and directors.

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the New York Stock Exchange (the “**NYSE**”), except as otherwise permitted by applicable NYSE rules, including those for a “controlled company” as defined by the NYSE rules, and meet all other eligibility requirements of applicable laws. 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 bylaws that are applicable to the Committee.

All directors that are not members of the Committee may attend meetings of the Committee in an observer role; *provided* that such directors may not attend any meeting or portion of a meeting that is an executive session limited solely to independent director members of the Board, compensation consultants, legal counsel or other advisors, as the Board may designate.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration all factors, including any applicable factors under NYSE rules, relevant to the adviser’s independence from management. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities

consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable NYSE rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

IV. Duties and Responsibilities

1. *CEO Compensation.* The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the Chief Executive Officer's compensation.

2. *Other Executive Officer Compensation.* The Committee will review and set or make recommendations to the Board regarding the compensation of the executive officers other than the Chief Executive Officer.

3. *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding the adoption or amendment of the Company's incentive compensation and equity-based plans and arrangements. The Committee will also administer such plans and will have the authority to make and modify awards under such plans. Any award made to an individual who is subject to the requirements of Section 16 (if applicable) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), will be reviewed and approved by a committee of two or more members of the Board who are "nonemployee directors" as defined in Rule 16b-3(d)(1) under the Exchange Act.

4. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report.

5. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

6. *Committee Self-Evaluation.* The Committee must annually perform an evaluation of the performance of the Committee.

7. *Review of this Charter.* The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. 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. The Committee also has the authority to authorize an officer of the Company to grant rights or options to officers (other than executive officers) and employees, in a manner that is in accordance with applicable law.

VI. 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.