

# CLARIVATE ANALYTICS PLC

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(As of May 13, 2019)

### I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) is to identify individuals qualified to become members of the Board of Directors (the “**Board**”) of Clarivate Analytics Plc (the “**Company**”) consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of shareholders, to develop and recommend to the Board a set of Corporate Governance Guidelines and to oversee the evaluation of the Board and management.

### 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 in the NYSE rules. 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.

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, legal counsel or other advisors, as the Board may designate.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

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, and the Company’s Amended and Restated Memorandum and Articles of Association.

#### IV. Duties and Responsibilities

1. *Director Nominees.* The Committee will consider persons recommended by its members, management, stockholders, investment bankers and others, and identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will not distinguish among nominees recommended by stockholders and other persons. Other than with respect to any directors and 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) for whom the Committee does not provide a recommendation to the Board, the Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company’s corporate governance guidelines.

3. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

4. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such corporate governance guidelines and recommend any proposed changes to the Board for approval.

5. *Board and Management Evaluations.* The Committee will oversee the annual self-evaluations of the Board and management.

6. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.

7. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company’s Amended and Restated Memorandum and Articles of Association, and the charters of the Company’s other committees.

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

9. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee.

10. *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.

**VI. Shareholders Agreement and Director Nomination Agreement**

For so long as the Shareholders Agreement and the Director Nomination Agreement are in effect, this Charter will be interpreted to be consistent with such agreements.