

Thoughtworks Holding, Inc.

Nominating and Governance Committee Charter

- **Version:** 1_0

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Purpose

Thoughtworks purpose is to create an extraordinary impact on the world through our culture and technology excellence. The Nominating and Governance Committee (the “Nominating and Governance Committee”) of the board of directors (the “Board”) of Thoughtworks Holding, Inc. (the “Company”) supports this purpose by:

- identifying and assessing persons qualified to become Board members, consistent with the qualification standards and criteria approved by the Board and as required by the regulations and standards of the Nasdaq, Inc. (“Nasdaq”) Listing Rules;
- recommending to the Board a slate of director nominees for election or reelection at the annual meeting of stockholders;
- recommending to the Board the structure and membership of Board committees;
- recommending to the Board persons to fill Board and committee vacancies that occur between annual meetings of stockholders;
- overseeing the evaluation of the Board; and
- overseeing the Company’s “Environmental, Social and Governance” program and making other recommendations to the Board relative to corporate governance issues.

Membership

Membership Requirements: The Nominating and Governance Committee shall consist of three or more directors appointed by the Board. The Board shall designate one member of the Nominating and Governance Committee as the chairperson (the “Chairperson”) of the committee by majority vote of the full Board.

Independence: The Company currently is a “controlled company” as defined in the rules of Nasdaq. As a result of the Company’s controlled company status, the Nominating and Governance Committee is not required to be composed solely of independent directors. At such time as the Company is no longer a controlled company, and after any permissible phase-in period, each member of the Nominating and Governance Committee shall be independent in accordance with the rules of Nasdaq.

Appointment/Term/Removal: Subject to the terms and conditions of that certain Director Nomination Agreement dated September 17, 2021, among the Company and certain stockholders of the Company (the “Director Nomination Agreement”), the members of the Nominating and Governance Committee shall be appointed by the Board. The members of the Nominating and Governance Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Nominating and Governance Committee at any time with or without cause.

Structure and Operations

Leadership: The Chairperson will chair all meetings of the Nominating and Governance Committee and is responsible for setting the agendas for meetings. In the absence of the Chairperson, the Nominating and Governance Committee shall select another member to preside for that meeting.

Meetings: The Nominating and Governance Committee shall meet at least two times during each fiscal year of the Company at such times and places as it deems necessary to fulfill its responsibilities. The Chairperson of the Board or the Chairperson may call a meeting of the Nominating and Governance Committee. The Nominating and Governance Committee may meet via telephone or videoconference.

The agenda for Nominating and Governance Committee meetings will be prepared by the Chairperson in consultation with the other Nominating and Governance Committee members. The Nominating and Governance Committee shall keep minutes of its proceedings and report regularly to the Board regarding its discussions and actions and shall make recommendations to the Board as appropriate. A majority of the members of the Nominating and Governance Committee (or, for the avoidance of doubt, in the case of the committee consisting of two members, then two members) shall constitute a quorum for the transaction of business. The Nominating and Governance Committee may act only upon approval of a majority of its members constituting a quorum. The action of the Nominating and Governance Committee at a meeting at which a quorum is present shall be the act of the Nominating and Governance Committee. The Nominating and Governance Committee may also act in writing by the unanimous consent of its members. The Nominating and Governance Committee is otherwise governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board.

The Nominating and Governance Committee may invite any members of management to its meetings as it deems appropriate. All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Nominating and Governance Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Onboarding/Education: The Company will provide new members of the Nominating and Governance Committee with an appropriate onboarding program, and the full Nominating and Governance Committee with educational resources and opportunities related to corporate governance and such other matters as may be appropriate or requested by the Nominating and Governance Committee.

Outside Advisors: The Nominating and Governance Committee shall have the authority, in its sole discretion, to retain and terminate a director search firm, outside legal counsel and such

other advisors as it deems necessary to fulfill its duties and responsibilities under this Nominating and Governance Committee Charter (this “Charter”). However, the Nominating and Governance Committee shall not be required to implement or act consistently with the advice or recommendations of the director search firm, outside legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Nominating and Governance Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Nominating and Governance Committee shall set the compensation and retention terms and oversee the work of the director search firm, outside legal counsel or any other advisors. Any communications between the Nominating and Governance Committee and its outside legal counsel will be privileged communications.

Any director search firm or any other advisors retained by the Nominating and Governance Committee shall be independent as determined in the discretion of the Nominating and Governance Committee.

Funding: The Nominating and Governance Committee shall receive appropriate funding from the Company, as determined by the Nominating and Governance Committee in its capacity as a committee of the Board, for the payment of compensation to any director search firm, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Nominating and Governance Committee that are necessary or appropriate in carrying out its duties.

Delegation of Authority: Subject to the terms and conditions of the Director Nomination Agreement, the Nominating and Governance Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Nominating and Governance Committee may deem appropriate in its sole discretion.

Books and Records: The Nominating and Governance Committee will have access to the Company’s books, records, facilities and personnel.

Duties and responsibilities

The Nominating and Governance Committee shall have the following authority and responsibilities:

Board Selection, Composition and Evaluation

1. Director Qualifications: To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “Director Criteria”). To periodically review and, if desirable, recommend changes to the criteria for the selection of new directors as adopted by the Board from time to time as set forth in the corporate governance guidelines.
2. Director Nominee Identification/Screening: To identify, screen and recommend individuals qualified to become members of the Board, consistent with the Director Criteria. To identify

and recommend to the Board only those candidates that the Nominating and Governance Committee believes are qualified to become Board members consistent with the criteria for selection of new directors adopted from time to time by the Board and shall consider the performance of incumbent directors in determining whether to recommend them for reelection. To review the contributions of incumbent directors in determining whether to recommend that the Board nominate them for reelection to the Board.

3. Director Independence: To develop and recommend to the Board for approval standards for determining whether a director is independent.
4. Board Inclusion and Diversity: To review the size of the Board and ensure that qualified director candidates with a diversity of gender, ethnicity, tenure, skills and experience are included in each pool of candidates from which Board nominees are chosen.
5. Shareholder Director Nominations: To consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's bylaws and described in the Company's proxy statement.
6. Third Party Director Nomination Rights: To fill vacancies on the Board or to recommend the appointment or election of members to the Board in accordance with any stockholders agreement (as such may be amended from time to time) or the Director Nomination Agreement governing the composition of the Board or the Company's committees (including the Nominating and Governance Committee). Nominating and Governance Committee oversight of director nominations shall not apply in cases where the right to nominate a director legally belongs to a third party.
7. Director Nominee Approval: To make recommendations to the Board regarding the selection and approval of the nominees for director to be filled by the Board of Directors or submitted to a stockholder vote at an annual or special meeting of stockholders, in each case, subject to the Director Nomination Agreement.
8. Board Leadership: To review the Board's leadership structure and recommend changes to the Board as appropriate.
9. Board Committee Membership and Structure: Subject to the Director Nomination Agreement, to review the Board's committees sizes, structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee Chairperson annually. To periodically review and, if desirable, recommend to the Board changes in the number, responsibilities and membership of the Board committees, and recommend that the Board establish any special committees as necessary to properly address ethical, legal or other matters that may arise from time to time.
10. Board and Committee Vacancies: Subject to the Director Nomination Agreement, to propose to the Board director candidates to fill vacancies on the Board or on Board committees in the

event of a director's resignation, death or retirement, a change in Board or committee composition requirements, or expansion of the Board or committee.

11. Board Evaluations: To review the appropriateness of a director's continued Board and committee membership in light of any change in the director's employment, relationship with the Company or any other changed circumstance that could affect the director's independence, qualifications or availability.

Corporate Governance

12. Environmental, Social and Governance ("ESG"): To review the Company's policies, programs and initiatives related to ESG and provide guidance to the Board and management on ESG matters.
13. Shareholder Proposals: To review shareholder proposals and recommend Board responses.
14. Shareholder Engagement: To oversee engagement with stockholders and proxy advisory firms, and to review proxy advisory firm policies and voting recommendations.
15. Corporate Governance Documents: To renew, propose changes to the Board, or develop, as needed, the Company's certificate of incorporation, bylaws, code of ethics, corporate governance guidelines, and any diversity, sustainability or other corporate governance policies.
16. Corporate Governance Disclosure: To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Nominating and Governance Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
17. Corporate Governance Trends: To review emerging corporate governance trends and practices, and to recommend changes to the Company's corporate governance practices to the Board.
18. Outside Directorships: To review and approve, as appropriate, any requests from directors or officers to stand for election to any outside for-profit boards of directors.
19. Board and Management Performance Evaluation: To develop, subject to approval by the Board, a process for an annual evaluation of the Board and, as may be deemed appropriate, its committees as well as management and to oversee the conduct of this annual evaluation.
20. Committee Performance Evaluation: At such time as the Company is no longer a controlled company, to conduct an annual evaluation of the performance of its duties under this Charter

and to present the results of the evaluation to the Board. The Nominating and Governance Committee shall conduct this evaluation in such manner as it deems appropriate.

21. Committee Charter Review: To review this Charter at least annually and recommend any proposed changes to the Board for approval.

Reports

22. Reports and Minutes: Report regularly to the Board including: (i) periodically following meetings of the Nominating and Governance Committee; and (ii) with respect to such other matters as are relevant to the Nominating and Governance Committee's discharge of its responsibilities. The Nominating and Governance Committee shall provide such recommendations to the Board as the Nominating and Governance Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairperson or any other member of the Nominating and Governance Committee designated by the Nominating and Governance Committee to make such report. The Nominating and Governance Committee shall maintain minutes or other records of meetings and activities of the Nominating and Governance Committee.