



Corporate Governance Guidelines

These Corporate Governance Guidelines (these “Guidelines”) have been adopted by the Board of Directors (the “Board”) of Thoughtworks Holding, Inc. (“Thoughtworks” or the “Company”). These Guidelines, in conjunction with the Company’s Restated Certificate of Incorporation (the “Certificate”) and Restated Bylaws (the “Bylaws”) and the charters of the committees of the Board, form the framework for the governance of Thoughtworks.

Role of the Board of Directors

The Board serves as the final decision-making body of Thoughtworks. The Board is elected by the shareholders to oversee the business of the Company, support the interests of stakeholders, and further the Company's commitment to best practices in corporate governance. The Board oversees the Chief Executive Officer (“CEO”) and other senior management in the operation of the Company to ensure the short- and long-term goals and interests of the Company are being served. The Board also oversees the Company’s environmental, social and governance (“ESG”) standards. The Board ensures that all business activity is compliant with applicable laws and regulations to promote an ethical environment.

The fundamental responsibility of the Directors is to exercise their business judgment on matters of critical and long-term significance to the Company in furtherance of what they reasonably believe to be in the best interest of Thoughtworks.

Qualifications of Directors

The Board, in conjunction with the Nominating and Governance Committee, shall evaluate candidates for nomination to the Board.* The Nominating and Governance Committee will take the Board’s composition into consideration to ensure a wide range of skills, knowledge, and diversity are present on the Board. While all directors should possess knowledge and skills in business, the Board targets a wide array of qualities and experiences in its directors.

Attached to these Guidelines as Appendix A are the General Criteria for Nomination to the Board which has been adopted by the Nominating & Corporate Governance Committee (the “General Criteria”). The General Criteria set the qualifications that the Board looks for in determining candidates for election to the Board. Board appointments will be made on merit, in the context of the qualifications which the Board as a whole requires to be effective. The Board aims to establish diverse perspectives, experiences and backgrounds, such as geographic, age, gender, race and ethnicity in all decisions.

* Consistent with the Director Nomination Agreement entered into on September 17, 2021 by and between Thoughtworks and Turing EquityCo II L.P.

Size of The Board

The Company's Certificate grants the authority to the Board to determine the appropriate size for the Board. The Board will review the size of the Board periodically.

Director Independence

An “independent” director is a director who meets the Nasdaq Stock Market (“Nasdaq”) definition of independence, as determined by the Board. Committee members shall be subject to any additional independence requirements applicable to directors serving on these committees under the Nasdaq listing standards and any other standards that may be required by applicable law or regulation from time to time.

The Board shall perform an annual review of the independence of all directors and nominees, based upon the recommendation of the Nominating and Governance Committee. Each director, and any nominee, shall provide the Board full information regarding his/her business and other relationships with the company and its affiliates, including executive officers, to enable the Board to make its determinations. Directors shall inform the Board of any material changes in their circumstances or relationships that might affect the Board’s determination.

Selection of Chair and Lead Independent Director

The Board views the selection of the Chair as one of its most important responsibilities. The Board shall decide whether the Chair will be an officer of the Company based on the composition of the Board. The Board shall come to a majority decision to elect a Chair.

If the Chair of the Board is an employee of the company, independent directors shall appoint from among them a Lead Independent Director to preside over all independent directors. The appointment shall be approved by the Board following a majority vote from all independent directors. The Lead Independent Director will preside over the executive sessions of non-employee directors as well as board meetings if the Chair is not present. The Lead Independent Director will consult with the Chair on agendas for board meetings. The Lead Independent Director has the authority to call for any executive sessions or board meetings. The Lead Independent Director shall be in contact with the Chair and shareholders when necessary.

Term of Office

Each Director shall be appointed for three year terms and until their successor is elected.

The Board does not believe in setting term limits for directors because directors who still meet the qualifications and still possess industry knowledge and expertise are valuable to the

Company and the Board. Directors will be reviewed annually to ensure they still meet the necessary qualifications to be a Board member.

Retirement Age

The Board does not specify an age on director retirement.

Resignation or Refusal to Stand for Re-Election

Directors who intend to resign or not stand for reelection at the Company's annual shareholder meeting are required to notify the Board. The Director shall offer a letter of resignation to the Board, which will then be approved by a majority of the Board. Early notice allows the Board to follow proper notification standards for shareholders and allows for the Nominating and Governance Committee time to reevaluate the composition and qualifications of the Board.

Change of Status/Occupation

When the CEO or any other inside Director resigns from his/her position or otherwise departs from the company, they should offer their resignation from the Board at the same time that they resigns or otherwise departs from the Company. The Board will decide by majority vote whether the individual should continue to serve as a Director.

Director Service on Other Boards

Directors shall not serve on the boards of other companies if the service impedes the Director's ability to effectively serve on the Company's Board or creates any potential material conflicts.. No director may serve on the boards of more than four public companies, including the Company's Board. If the director is also an employee of the company, then they may only serve on the boards of no more than one other public company. Directors need the approval from the Board before serving on the board of other public companies. Directors who are considering joining any non-public boards must advise the Chair of the Board and the Chair of the Nominating and Governance Committee in advance of accepting any such other board membership. Directors who serve on the Audit Committee need written approval from a majority of the Board before serving on the Audit Committee for another company's board.

Director Education

Onboarding

Upon election into the Board, all new directors are required to participate in a comprehensive orientation program aimed at familiarizing new directors with the Company's industry, strategic plans, significant risk management issues, and financial standing. The program may include

presentations from senior management and visits to key offices and facilities. At the end, directors are expected to be able to make substantial contributions and insights to the Board.

Continuing Education

Directors are expected to keep current on issues affecting the Company and its industry and on developments with respect to their general responsibilities as Directors. Each Director should participate in continuing education throughout their tenure as a Director. Senior management may prepare educational programs for Directors on relevant Company matters during Board meetings and briefings. Additional educational programs may be necessary for committee members. With prior approval, Directors may attend continuing education programs to help them perform their duties better. The Company will reimburse each Director up to \$10,000 per year for the costs related to continuing education. Any such expenses over \$10,000 require pre-approval by the Chair. The Company will reimburse directors for reasonable expenses incurred in connection with these education programs.

Board Meetings

The Chair will notify directors of meetings dates as early as possible. Directors should be on call to meet at short notices under emergencies or special circumstances. Directors are expected to attend and come prepared to all meetings.

Executive Sessions

Independent Directors meet in executive sessions at each regularly scheduled Board meeting. The sessions are chaired by the Lead Independent Director if the CEO serves as Chair; otherwise, the sessions are chaired by the Chair. Any independent Director can request that an executive session be scheduled.

Setting the Agenda

The Chair in consultation with the Lead Independent Director, if any, establishes the agenda for each Board meeting, taking into account input and suggestions from other Directors and management. They also make suggestions to the appropriate Committee chair at any time. The agendas for Board meetings provide opportunities for the Company's management to make presentations to the Board.

Distribution of Materials

The Company is expected to distribute agendas and meeting materials to all Directors in advance of regularly scheduled meetings. However, certain matters may be discussed in meetings without prior distribution. Directors are expected to review all previously distributed material before meetings.

Attendance of Annual Meetings

The Board expects Directors to attend all meetings, including the annual shareholder meeting, board meetings, and committee meetings for which they serve.

Ethics, Conflicts and Board Conduct

Members of the Board shall act at all times in accordance with the Company's Code of Conduct, which is applicable to all Directors as well as all other Company personnel. This includes, in particular but without limitation, strict adherence to Company policies with respect to conflicts of interest, confidentiality, and ethical conduct in all business and personal dealings. Board members must be mindful of possible conflicts of interest, including anything that could impair their independence as a director under these Guidelines, and should discuss any issues with the CEO, the Chair and the Lead Director, if any. If a significant conflict arises and cannot be resolved, the Director would be expected to resign. The Board is further committed to full disclosure in accordance with all applicable requirements of potential conflicts and any waiver approved by the Board.

The Company will not make any loans or extensions of credit to Directors. No Independent Director or their immediate family member may provide personal services for compensation to the Company other than the compensation paid pursuant to the Non-Employee Director Compensation Policy.

The proceedings and deliberations of the Board and its Committees are confidential. Each Director will maintain the confidentiality of all proprietary, privileged or otherwise protected information about the Company and other entities that the Director obtains in connection with his or her service as a Director, except where the disclosure is authorized or required by law.

Board Interactions with Third Parties

Management speaks for the Company. Individual Directors may, at the request of the management, meet or communicate with various parties that are involved with the Company. The CEO shall be the primary spokesperson for the company. The Chair also will act as

spokesperson for the company consistent with his/her role and the responsibilities that he/she is expected to perform by the Board and the CEO.

The Board and each committee of the Board has the authority to engage independent legal, financial or other advisors as it may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance, but each committee will notify the Chair and the Lead Director, if any, of any such action. Management of the Company will cooperate with any such engagement and will ensure that the Company provides adequate funding.

Shareholders may communicate with the members of the Board individually or with the Board as a group by writing to Thoughtworks, 200 E. Randolph, 25th Floor, Chicago, Illinois 60601. The Secretary shall promptly forward significant shareholder communications and keep a record of all shareholder communications that he or she deems not to be significant and report such communications to the Board on a periodic basis, but not less frequently than quarterly.

Board Access to Employees

Directors are encouraged and provided opportunities to talk directly to any member of management or any other employee regarding any questions or concerns the Director may have. Directors interact with members of management and other employees in connection with Board meetings, briefings, dinners, receptions, and tours of company operations and facilities or at the request of a Director.

Standing Committees

The Board has established three committees: the Nominating and Governance Committee, the Audit Committee, and the Compensation and Talent Committee. As mandated by the Nasdaq Standards, the Audit Committee and the Compensation and Talent Committee must be composed solely of independent Directors. The Board has the authority to establish committees or eliminate existing committees. Each committee of the Board shall have the authority and responsibilities set forth in the Company's Bylaws, the Board resolutions, and any applicable charter. Each committee has a written charter that sets forth the purposes and responsibilities of the committee as well as qualifications for committee membership. All committees must be composed of at least three Directors, and directors may serve on more than one committee. All committees must give regular reports to the Board with details of their activities and concerns.

Committee Assignments

The Nominating and Governance Committee shall make recommendations to the Board for appointments to the committees. The Board will make final appointments after a majority

decision is reached. The Board will also designate the Chair and alternate standing committee members. The Board does not believe in setting formal rules for rotations.

Committee Chairs

Each committee shall be Chaired by an independent Director, appointed by the Nominating and Governance Committee. Committee Chairs are responsible for leading committee meetings and reporting all relevant activities to the Board. Committee Chairs will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter and shall develop the agenda for each committee meeting.

Evaluation of Board Performance

Board Evaluations

The Board shall conduct a periodic self-evaluation to determine whether the Board and its committees are functioning properly. The Nominating and Governance Committee leads the evaluations and is responsible for reporting the results to the Board and management executives. Each Director may be required to submit responses through a survey or other means and assess the effectiveness of the Board.

Committee Evaluations

Each committee may also be required to periodically assess the committee and its members' effectiveness through evaluations that will be reported to the Nominating and Governance Committee.

Individual Director Evaluations

The Nominating and Governance Committee shall also evaluate and report to the Board on the performance of individual directors, whose performance is reviewed in connection with standing for re-election.

Succession Planning

At least annually, the Compensation and Talent Committee will review candidates for all senior management positions to assess the candidates who are available for these positions and understand the development plans being utilized to strengthen the skills and qualifications of the candidates.

The succession planning process includes consideration of both ordinary course succession, in the event of planned promotions and retirements, and planning for situations where the CEO or

another member of senior management unexpectedly becomes unable to perform the duties of their positions.

CEO Review and Selection

The Compensation and Talent Committee initiates the performance review to evaluate the CEO's actions towards the business goals and objectives. The committee, in accordance with the Board, will discuss the evaluation following its completion with the CEO.

The Board is responsible for selecting and removing the CEO. In selecting a CEO, the Board may consider candidates from within or outside of the Company.

Board Compensation

The Board has adopted a Non-Employee Director Compensation Policy for the compensation of independent directors. A portion of the directors' compensation may be in the form of cash, and a portion may be in the form of equity-based compensation. The Board, under the guidance from the Compensation and Talent Committee, will determine the appropriate compensation based upon the Company's size, scope, and revenue. The Compensation and Talent Committee will review the form and amount of director compensation annually and recommend any changes to the Board.

Stock Ownership Requirements

It is the recommendation of the Board that all Directors, consistent with their responsibilities to the shareholders of Thoughtworks as a whole, hold an equity interest in Thoughtworks to further align their interests with Thoughtworks. The Board has adopted the Stock Ownership Guidelines set forth in Appendix B.

Review of Corporate Governance Guidelines

The Nominating and Governance Committee shall review these Guidelines at least annually and report recommendations for revisions to the Board. During this period, each director, as well as senior management, may suggest changes to these Guidelines. All revisions must be approved by a majority vote from the Board.

Communicating Concerns to the Board

The Company has established several means for interested parties to communicate concerns about the Company's conduct or practices to the Board. If the concern relates to the Company's

business ethics or conduct, financial statements, accounting practices or internal controls, or to securities law matters, the concern may be submitted to the Chair of the Audit Committee, in care of the Secretary. All such concerns will be forwarded to the Chair of the Audit Committee for review. The Company's Code of Conduct and underlying policies prohibit any retaliation or other adverse action against anyone for raising a concern in good faith. If anyone nevertheless prefers to raise a concern in an anonymous manner, they may do so. The Company also has established internal mechanisms for communicating concerns or questions to the Company's compliance officers, including email to compliance@thoughtworks.com or by phone, the details of which can be accessed here: integrity.thoughtworks.com.

The Board directs management to post these Guidelines on the company's website. The Board solicits comments and suggestions on these Guidelines; they may be directed to the Board % Secretary, Thoughtworks, 200 East Randolph, 25th Floor, Chicago, IL 60601.

Adopted November 2, 2022

APPENDIX A

General Criteria for Nomination to the Board

- ***Ethical and Reputable.*** Directors should be of the highest ethical character and share the values of Thoughtworks as reflected in the Code of Conduct. Directors should have reputations, both personal and professional, consistent with the image and reputation of Thoughtworks. Each Director should have the ability to exercise sound business judgment.
- ***Independent.*** All outside Directors on the Board should be and remain “independent,” not only as that term may be legally defined in the Securities and Exchange Commission and Nasdaq Stock Market rules and regulations, but also without the appearance of any conflict in serving as a Director. In addition, Directors should be independent of any particular constituency and be able to represent all shareholders of the Company.
- ***Accomplished.*** Directors should be highly accomplished in their respective fields, with superior credentials and recognition. In selecting Directors, the Board should generally seek active and former leaders of complex organizations who have demonstrated breadth and depth of management and leadership experience, preferably in a senior leadership role. The Board seeks Directors who have significant experience in:
 - General management and business operations
 - The technology and professional services industries
 - Finance
 - Risk management
 - Human capital management
 - Strategy development
 - ESG strategy implementation and oversight

Each Director should have relevant expertise and experience, and be able to offer advice and guidance to the CEO and other members of management based on that expertise and experience. Directors should be able to develop a good working relationship with other Board members and contribute to the Board’s working relationship with senior management of the Company.

- ***Dedicated to Diversity.*** Directors should be selected so that the Board of Directors is a diverse body, with diversity reflecting differences in skills, regional and industry experience, background, race, ethnicity, gender and other unique characteristics. Accordingly, the Board is committed to seeking out highly qualified women and minority candidates as well as candidates with diverse backgrounds, skills and experiences as part of the search process for each Director.
- ***Committed to Thoughtworks.*** Each Director should have sufficient time to dedicate to Thoughtworks’s business.

APPENDIX B
Stock Ownership Guidelines

The Board of Directors (“Board”) of Thoughtworks Holding, Inc. (the “Company”) believes that the Company’s Directors* and executive officers should maintain a meaningful equity interest in the Company to promote long-term interests of the Company, achieve strategic goals, and align stockholder and executive interests. The Compensation Committee has adopted these stock ownership guidelines (“Guidelines”) whereby any Director or “officer,” as defined in Rule 16a-1 under the Securities Exchange Act of 1934, as amended, and any other senior executive as designated by the Board (collectively, the “Executive Officers”) are required to maintain a minimum stake in the Company’s common stock as set forth in these Guidelines.

I. Ownership

Role	Minimum Stock Ownership Requirement
Non-Employee Director	3x Cash Retainer
CEO	5x Base Salary
Other Section 16	2x Base Salary

The minimum share ownership levels for each Director and Executive Officer will be determined annually using the Director’s cash retainer or Executive Officer’s annual base salary as of June 30 of the applicable year (each such date, a “Measurement Date”). Compliance with the Guidelines will be determined by using the greater of (i) the price on the date of grant or (ii) the price on the Measurement Date.

II. Determining Stock Ownership

The following may be used in determining stock ownership:

- Shares owned directly (including through open market purchases) or restricted stock units (“RSUs”);
- Shares owned directly or RSUs held by a spouse or immediate family member residing in the individual’s household; and
- Shares or RSUs held in trust for the benefit of the individual, the individual’s spouse, and/or the individual’s immediate family residing in the individual’s household.

Any shares held prior to the Director or Executive Officer’s date of appointment will count towards the ownership requirement.

* Directors who are employees of Apex Partners, L.L.P. are not subject to these Stock Ownership Guidelines.

III. Compliance/Timing

The applicable level of Company stock ownership is expected to be satisfied within five years after an individual first becomes subject to these Guidelines (the “Compliance Date”) and maintained thereafter for as long as the individual remains a Director or Executive Officer. Each individual will be notified annually of their minimum share ownership requirement, current holdings, and whether he or she must hold any additional shares to meet these Guidelines. The Compensation Committee will evaluate whether exceptions should be made in the case of any Director or Executive Officer who, due to his or her unique financial circumstances, would incur an undue hardship by complying with these Guidelines.

IV. Consequences of Not Satisfying Requirement

In the event that an individual does not satisfy the Guidelines as of any Measurement Date (including at any time prior to the Compliance Date), then the individual must thereafter retain 50% of all vested shares acquired pursuant to any equity award granted by the Company (whether by option exercise, stock award, upon the vesting of restricted stock units, or otherwise, in each case net of shares sold or withheld to pay the exercise price or to pay any taxes related to the equity awards as applicable) until such time as the individual satisfies the stock ownership guidelines, measured as of any subsequent date on which the individual wishes to dispose of shares. If the Director or Executive Officer satisfies the Guidelines as of a Measurement Date (the “applicable Measurement Date”), then the individual may not, after the applicable Measurement Date and through the next Measurement Date, dispose of any shares if the individual would not have satisfied the Guidelines as of the applicable Measurement Date if such shares had been disposed of prior to the applicable Measurement Date.

V. Effective Date

The Guidelines become effective January 1, 2023. If an individual becomes a Director or an Executive Officer after the effective date of the Guidelines, the Guidelines will apply to such individual commencing on the date he or she becomes a Director or Executive Officer.

VI. Amendment

These Guidelines will be reviewed periodically and may be amended from time to time by the Compensation Committee.

* Directors who are employees of Apax Partners, L.L.P. are not subject to these Stock Ownership Guidelines.