

SS&C TECHNOLOGIES HOLDINGS, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Adopted November 15, 2023

A. Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of SS&C Technologies Holdings, Inc. (the “Company”) is to:

- review criteria (including the criteria set forth in Attachment A) for the selection of candidates to the Board, and identify individuals qualified to become Board members, consistent with such criteria approved by the Board;
- recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons (if any) to be elected by the Board to fill any vacancies on the Board;
- recommend to the Board the directors to be appointed to each committee of the Board, and the directors to be appointed as committee Chairs;
- make recommendations to the Board as to determinations of director independence;
- oversee the evaluation of the Board;
- review the Corporate Governance Guidelines for the Company and oversee compliance with such Guidelines; and
- oversee the Company’s practices and processes relating to the management and oversight of environmental, social and governance matters (“ESG Matters”).

B. Structure and Membership

1. Number. The Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. Except as otherwise permitted by the applicable NASDAQ rules, each member of the Committee shall be “independent” as defined by such rules.
3. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.

4. Compensation. The compensation of Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Committee from such Committee, with or without cause.

C. Authority and Responsibilities

General

The Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment.

Board and Committee Membership

1. Selection of Director Nominees. The Committee shall be responsible for (a) identifying individuals qualified to become Board members, consistent with the criteria approved by the Board, and (b) recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. The Committee shall review and evaluate information available to it regarding candidates recommended by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates. In evaluating current directors for re-nomination to the Board, the Committee shall also apply the same criteria.
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 Attachment A to this Charter. The Committee shall be responsible for reviewing with the Board the requisite skills and criteria for new Board members as well as the composition of the Board as a whole, and may recommend whether it may be appropriate to add directors after considering issues of judgment, diversity, age, skills, background and experience. The Committee shall have 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 shall have the authority to retain any other advisors that the Committee believes to be desirable and appropriate and shall have the authority to approve related fees and retention terms.
3. Selection of Committee Members. The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board and shall consider the rotation of committee members and committee chairs, as appropriate.

4. Succession Planning. The Committee shall review the succession plan for the Board and make recommendations to the Board as appropriate. The Committee shall also consider the Company's succession planning, including in the case of incapacitation, retirement or removal of the CEO.

Evaluating the Board

1. Developing Board Evaluation Process. At least annually, the Committee shall recommend to the Board an annual self-evaluation process.

Corporate Governance Matters

1. Reviewing the Corporate Governance Guidelines. At least annually, the Committee shall review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any changes to the Board. The Committee shall be responsible for any other tasks assigned to it in the Company's Corporate Governance Guidelines.

ESG Matters

1. ESG Matters Oversight. The Committee shall review the Company's processes and practices relating to the management and oversight of ESG Matters in coordination with other committees of the Board.

Other Responsibilities

1. Additional Duties. The Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.
3. Reports to the Board. The Committee shall report regularly to the Board.
4. Charter. At least annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

*Adopted by the Board of Directors
on November 15, 2023*

5. Funding. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

SS&C Technologies Holdings, Inc.

Attachment A to Nominating and Governance Committee Charter

CRITERIA FOR NOMINATION AS A DIRECTOR

General Criteria

1. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.
2. Nominees should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.
3. Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its committees.
4. Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include stockholders, employees, clients, governmental units, creditors and the general public, and to act in the interests of all stockholders.
5. Nominees should not have, nor appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all the Company's stockholders and to fulfill the responsibilities of a director.
6. Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law. The value of diversity on the Board should be considered. "Diversity" includes, but is not limited to, the categories set forth in this paragraph 6.

Application of Criteria to Existing Directors

The renomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the Nominating and Governance Committee shall consider the existing directors' performance on the Board and any committee.

Criteria for Composition of the Board

The backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities that shall assist the Board in fulfilling its responsibilities.