

# SS&C TECHNOLOGIES HOLDINGS, INC.

## Corporate Governance Guidelines

Adopted November 16, 2022

### 1. **Size and Composition of the Board and Board Membership Criteria; Director Qualifications**

The Nominating and Governance Committee of SS&C Technologies Holdings, Inc. (the “Company”) shall review with the Board of Directors (the “Board”) the skills and criteria for Board membership, including the criteria set forth in Attachment A to the charter of the Nominating and Governance Committee, and shall recommend individuals for membership on the Company’s Board. In making its recommendations, the Nominating and Governance Committee shall:

- review candidates’ qualifications for membership on the Board based on the criteria approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or Nasdaq rules for Audit Committee and Compensation Committee membership purposes);
- evaluate current directors for re-nomination to the Board; and
- periodically review, with the Board, the composition of the Board as a whole in light of the current challenges and needs of the Board and the Company, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, skills, background and experience.

#### Board Size

In accordance with the Company’s by-laws, the number of Board members that constitute the Board shall be fixed from time to time by a resolution adopted by the Board. The Board may periodically review its size and change it at any time.

#### Independence

A majority of the Board shall be comprised of directors meeting the independence requirements of Nasdaq at a minimum. The Board shall make an affirmative determination at least annually as to the independence of each director.

#### Term Limits

It is the policy of the Board to avoid term limits which have the disadvantage of discontinuing the availability and contributions of directors who have developed experience with, and insight into, the Company and its needs over time.

### Retirement Age

The current mandatory retirement age for directors is 75, *provided* that this mandatory retirement age shall not apply to the directors presently serving on the Board as of the date of the initial adoption of the Corporate Governance Guidelines on November 16, 2022. No director who is or would be over such age at the annual meeting when his or her current term would end may be nominated to a new term, unless the Board waives the mandatory retirement age for a specific director in exceptional circumstances. Such waiver must be renewed annually.

### Simultaneous Service on Other Public Company Boards

A director must notify the Chair of the Nominating and Governance Committee prior to accepting any invitation to serve on another public company board, or any private company or non-profit board, that is expected to require significant commitments of time.

An independent director may not serve on more than four public company boards, including the Company's Board, and an independent director who is also the CEO of another public company may not serve on more than two public company boards, including the Company's Board.

### Changes in Primary Employment

If a director significantly changes his or her primary employment during his or her tenure, then that director must offer to tender his or her resignation to the Chair of the Nominating and Governance Committee. The Nominating and Governance Committee shall evaluate the continued appropriateness of Board membership under the new circumstances and, subject to its discretion, may make a recommendation to the Board as to any action to be taken with respect to such offer.

### Conflicts of Interest

If an actual or potential conflict of interest develops because of a change in the business of the Company, or in a director's circumstances (for example, significant and ongoing competition between the Company and a business with which the director is affiliated), then the director shall act in accordance with the Company's Code of Business Conduct and Ethics, and shall report the matter immediately to the Board for evaluation and appropriate resolution.

If a director has a personal interest in a matter before the Board, then the director shall disclose the interest to the Board, shall recuse himself or herself from participation in the discussion and shall not vote on the matter.

## **2. Director Responsibilities**

The Board acts as the ultimate decision-making body of the Company and advises and oversees management, who are responsible for the day-to-day operations and management of the Company. In fulfilling this role, each director must act in what he or she reasonably believes to be in the best interests of the Company and must exercise his or her business judgment.

### Participation at and Preparation for Board Meetings

The Company expects directors to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company. Directors are expected to regularly attend Board meetings and the meetings of the committees on which they serve and to prepare

themselves for these meetings. Directors are also expected to attend the Company's annual meeting with shareholders.

In order for the Board to exercise fully its oversight functions, management provides the Board with access to information regarding the Company and the markets in which the Company operates. This information comes from a variety of sources, including management presentations and reports about the performance and operations of the business, security analysts' reports, competitive and peer companies' information and interaction with senior management and other employees. Any written materials that assist directors in preparing for a Board or committee meeting shall generally be distributed to the directors in advance of the meeting, to the extent possible, and directors are expected to review such materials prior to the meeting.

### Company Performance and Strategy

The Board reviews the Company's financial performance on a regular basis at Board meetings and through periodic updates, with a particular focus on peer and competitive comparisons. The Board also reviews the Company's long-term strategy and assesses its competitive position.

### **3. Board Agenda**

The Chair of the Board shall determine the frequency and length of Board meetings and shall set the agenda for each Board meeting. Board members are encouraged to suggest the inclusion of additional items on an agenda, and any director may request that an item be placed on an agenda.

### **4. Board Leadership**

The Company's current leadership structure includes the combined offices of a Chair of the Board and CEO. The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chair of the Board and CEO in any way that is in the best interests of the Company at a given point in time, including combining or separating the two offices. The Board may make a determination as to the appropriateness of its current policies in connection with the recruitment and succession of the CEO.

### **5. Lead Independent Director**

When the Company has a combined Chair of the Board and CEO, an independent director shall be designated by the Board based on the recommendation of the Nominating and Governance Committee, as the Lead Independent Director. The Lead Independent Director shall assume the following responsibilities:

- preside at all meetings of the Board at which the Chair of the Board is not present, including executive sessions of the independent directors; and
- serve as liaison between the Chair of the Board and the independent directors.

### **6. Board Committees**

The Board shall have at all times an Audit Committee, a Compensation Committee and a Nominating and Governance Committee. Subject to any changes that the Board may make from time to time:

- the Audit Committee shall generally be responsible for overseeing the integrity of the Company's accounting and financial reporting processes, its independent auditor, its internal audit function and compliance by the Company with legal and regulatory requirements;
- the Compensation Committee shall generally be responsible for overseeing the Company's compensation and benefits policies for executive officers and directors; and
- the Nominating and Governance Committee shall generally be responsible for identifying qualified Board candidates, recommending director nominees and appointments to Board committees, evaluating directors' performance and overseeing the Company's Corporate Governance Guidelines.

Each of the Audit Committee, Compensation Committee and Nominating and Governance Committee shall operate pursuant to its own written charter. These charters shall, among other things, set forth the purpose and responsibilities of the particular committee, the procedures for committee member appointment and removal and committee structure and operations, as well as reporting to the Board.

Only independent directors meeting the independence requirements of Nasdaq and, for Audit Committee members, Rule 10A-3 of the Securities Exchange Act of 1934 and any related rules promulgated by the Securities and Exchange Commission, may serve on these three committees. All committee members shall be appointed by the Board, based upon the recommendation of the Nominating and Governance Committee.

The Board may, from time to time, delegate additional responsibilities to its existing Board committees or designate new Board committees, all in accordance with the Company's by-laws and subject to applicable law.

## **7. Board Member Access to Management and Independent Advisors**

Board members shall have access to management and employees of the Company and to its internal and outside counsel and auditors. Any meetings or contacts that a director wishes to initiate may be arranged through the Chair of the Board or the Corporate Secretary.

Executive officers and other members of senior management are expected to be present at Board meetings at the invitation of the Board. The Board encourages senior management to make presentations and to invite to Board meetings managers and other employees who can provide additional insight into the items being discussed. The Board also encourages senior management to include in Board meetings individuals that senior management believes may become prospective leaders of the Company.

The Board and each of its committees in accordance with its charter is authorized to hire independent legal, financial or other advisors as they may consider necessary, for which the Company shall pay the fees and expenses, without conferring with or obtaining the approval of management or, in the case of committees, the Board, in accordance with their charter.

## **8. Director Communications with Third Parties**

All requests for communications with individual directors or the Board by shareholders, analysts, media outlets and other interested parties shall initially be made to the Corporate Secretary. Generally, management speaks for the Company, and the Chair of the Board speaks on behalf of the Board. Other communications between individual directors and interested parties may be held at the request of the Board or the Chair of the Board.

**9. Director Compensation**

The Compensation Committee shall review and recommend to the Board compensation for the Company's directors.

**10. Director Orientation and Continuing Education**

All new members of the Board shall be required to participate in the Company's orientation program for directors. The orientation program will include discussions with and presentations by senior management and visits to Company offices, and provide new directors with a review of the Company's financial position, an overview of the industry in which the Company operates and competes and an introduction to the regulatory and legal environment that affects the Company's business and governs directors' fiduciary duties.

All directors will be offered the opportunity, and are encouraged, to participate in continuing education programs with any associated expenses to be reimbursed by the Company.

**11. Senior Management Evaluation and Succession Planning**

The Compensation Committee shall evaluate the performance of senior management of the Company and shall present its findings to the Board. The Board shall review the Compensation Committee's report in order to ensure that senior management's performance is satisfactory and that senior management is providing the best leadership for the Company in the long- and short-term.

The Nominating and Governance Committee shall consider the Company's succession planning, including in the case of the incapacitation, retirement or removal of the CEO.

**12. Board Self-Evaluation**

The Board shall establish and conduct an annual self-evaluation to determine whether it is functioning effectively.