

# **SS&C TECHNOLOGIES HOLDINGS, INC.**

## **AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER**

Adopted November 19, 2025

### **A. Purpose**

The purpose of the Compensation Committee of the Board of Directors (the “Board”) of SS&C Technologies Holdings, Inc. (the “Company”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers.

### **B. Structure and Membership**

1. Number. Except as otherwise permitted by the applicable NASDAQ rules, the Compensation Committee shall consist of at least two members of the Board.
2. Independence. Except as otherwise permitted by the applicable NASDAQ rules, each member of the Compensation Committee shall be “independent” as defined by such rules. In addition, the Board may require that members must also qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).
3. Chair. Unless the Board elects a Chair of the Compensation Committee, the Compensation Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Compensation Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Compensation Committee shall be appointed by the Board, upon the recommendation of the Nominating and Governance Committee. The Board may remove members of the Compensation Committee from such committee, with or without cause.

### **C. Authority and Responsibilities**

#### **General**

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

#### **Compensation Matters**

1. Executive Officer Compensation. The Compensation Committee shall review and approve, or recommend for approval by the Board, the compensation of the Company's Chief Executive Officer (the "CEO") and the Company's other executive officers, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); employment and severance arrangements; change-in-control benefits and other forms of executive officer compensation. The Compensation Committee shall meet without the presence of the CEO when approving or deliberating on CEO compensation, but may, in its discretion, invite the CEO to be present during the approval of, or deliberations with respect to, other executive officer's compensation.
2. Plan Recommendations and Approvals. The Compensation Committee shall periodically review and make recommendations to the Board with respect to incentive-compensation and equity-based plans that are subject to approval by the Board. In addition, the Compensation Committee, or a majority of the independent directors serving on the Board, shall approve any tax-qualified, non-discriminatory employee benefit plans (and any parallel nonqualified plans) for which stockholder approval is not sought and pursuant to which options or stock may be acquired by officers, directors, employees or consultants of the Company.
3. Administration of Equity-Based Plans. The Compensation Committee shall exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options and other equity incentive awards thereunder (including the timing of such grants) and to make stock awards thereunder. To the extent permitted by applicable law and the provisions of a given equity-based plan, and consistent with the requirements of applicable law and such equity-based plan, the Compensation Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company. The Compensation Committee, or a majority of the independent directors serving on the Board, shall approve any inducement awards granted in reliance on the exemption from stockholder approval contained in NASDAQ Rule 5635(c)(4).
4. Oversight of Clawback Policies. The Compensation Committee shall have full authority and discretion in overseeing the administration of any Company policies regarding the recoupment, repayment or forfeiture of compensation (including in connection with a determination by the Board or the Audit Committee of the Board that the Company is required to restate its financial statements), as well as any such policies required to be adopted pursuant to applicable law or stock exchange requirement, and shall have authority pursuant to subsection (9) of this section to retain or obtain the advice of compensation consultants, legal counsel or other advisors in furtherance thereof and to otherwise utilize resources to be provided by

the Company in furtherance of the Compensation Committee's oversight authority hereunder.

5. Stock Ownership Guidelines. The Compensation Committee shall have full authority and discretion to establish and periodically review stock ownership and retention guidelines for executive officers and non-employee directors.
6. Director Compensation. The Compensation Committee shall periodically review and make recommendations to the Board with respect to director compensation.
7. Review and Discussion of Compensation, Discussion and Analysis; Recommendation to Board. The Compensation Committee shall review and discuss annually with management the Company's "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K (the "CD&A"). The Compensation Committee shall consider annually whether it will recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C. In addition, the Compensation Committee shall review and discuss annually with management any further disclosures related to executive compensation not contained in the CD&A, but provided elsewhere in the Company's proxy statement or Annual Report, as applicable.
8. Compensation Committee Report. The Compensation Committee shall prepare the annual Compensation Committee Report required by Item 407(e)(5) of Regulation S-K.
9. Compensation Consultants, Legal Counsel and Other Advisors. The Compensation Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisors. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Compensation Committee. The Compensation Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation, as determined by the Compensation Committee, of any compensation consultant, legal counsel or other advisor retained by the Compensation Committee. The Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor, only after taking into consideration the applicable factors affecting independence that are specified in NASDAQ Rule 5605(d)(3)(D).
10. Risk Assessment. The Compensation Committee shall oversee the review and assessment of the risks arising from the Company's compensation policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company. In connection with the Compensation Committee's oversight authority hereunder, the Compensation Committee shall have right

pursuant to subsection (8) of this section to retain or obtain the advice of compensation consultants, legal counsel or other advisors and to otherwise utilize resources to be provided by the Company in furtherance of the Compensation Committee's oversight authority hereunder.

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

**D. Procedures and Administration**

1. Meetings. The Compensation Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Compensation Committee may also act by unanimous written consent in lieu of a meeting. The Compensation Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Compensation Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom qualifies as a "non-employee director," as such term is defined from time to time in Rule 16b-3 promulgated under the Exchange Act.
3. Reports to Board. The Compensation Committee shall report regularly to the Board. At least annually, the Compensation Committee shall evaluate its own performance and report to the Nominating and Governance Committee of the Board on such evaluation.
4. Charter. At least annually, the Compensation Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Funding. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties.