



**DUN & BRADSTREET HOLDINGS, INC.**

**Corporate Governance and Nominating Committee Charter**

**I. Committee Membership**

The Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Dun & Bradstreet Holdings, Inc. (the “Company”) shall consist of such number of members of the Board as may be determined by the Board from time to time. The Committee shall be composed of directors who do not have any material relationship with the Company and meet all applicable independence requirements of the New York Stock Exchange. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

Members of the Committee shall be appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

**II. Committee Purpose and Responsibilities**

The purpose and responsibilities of the Committee shall be to:

- A. Make recommendations to the Board from time to time as to changes to the size of the Board or any committee thereof that the Committee believes to be advisable.
- B. Identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board, the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the event of a Board vacancy (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. In selecting or recommending candidates, the Committee shall take into consideration the goals and criteria approved by the Board, as described in the Company’s Corporate Governance Guidelines, and such other factors as it deems appropriate. The Committee shall consider all candidates recommended by the Company’s shareholders in accordance with the procedures set forth in the Company’s annual proxy statement.
- C. Review the independence of each director in light of the independence criteria of the New York Stock Exchange and any other independence standards applicable to directors, and make a recommendation to the Board with respect to each director’s independence.

- D. Identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and make recommendations to the Board with respect thereto. In nominating a candidate for committee membership, the Committee should consider any responsibilities and any qualifications set forth in the applicable committee's charter, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members. The committee will consider the characteristics of directors and director nominees with the goal of maintaining a mix of skills, background, gender diversity, ethnic diversity, and tenure on the board to support and promote the Company's strategic vision.
- E. Develop and recommend to the Board the corporate governance principles applicable to the Company, and review the Company's Corporate Governance Guidelines at least once per year and recommend to the Board any changes to such Guidelines.
- F. Oversee the evaluation of the performance of the Board and its committees on a continuing basis, and assist the Board in conducting an annual self-evaluation. The Committee shall also oversee the Board's continuing evaluation of management.
- G. Review the overall corporate governance of the Company and report to the Board on a regular basis, and not less than once per year, on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests.
- H. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

### **III. Committee Structure and Operations**

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet at least once per year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

#### **IV. Delegation to Subcommittee**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

#### **V. Performance Evaluation**

The Committee shall conduct an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The Committee shall also review its charter annually and approve any improvements necessary or desirable to the Committee.

#### **VI. Resources and Authority of the Committee**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority, in its sole discretion, to select, retain, terminate, and approve the fees and other retention terms of any search firm to identify director candidates, or any special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management, and the Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such search firm, special counsel or other expert or consultant retained by the Committee.