

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE  
OF THE BOARD OF DIRECTORS OF DUCK CREEK TECHNOLOGIES, INC.**

**Adopted August 7, 2020**

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**I. PURPOSE OF THE COMMITTEE**

The purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Duck Creek Technologies, Inc., a Delaware corporation (the “Corporation”), are to identify and recommend to the Board individuals qualified to serve as directors of the Corporation and on committees of the Board; to advise the Board with respect to the Board composition, procedures and committees; to develop, recommend and advise the Board with respect to the corporate governance principles applicable to the Corporation; to oversee the evaluation of the Board and the Corporation’s management; and to perform such further functions as may be consistent with this charter of the Committee (this “Charter”) or assigned by applicable law, rule or regulation, the Corporation’s certificate of incorporation or bylaws, in each case, as amended from time to time, or the Board.

The above notwithstanding, the Corporation is a party to a stockholders agreement with Accenture LLP (“Accenture LLP”), Accenture Holdings, BV (“Accenture BV”, and together with Accenture LLP, the “Accenture Investors”) and Disco (Guernsey) Holdings L.P. Inc. (the “Apax Investor”), dated August 14, 2020 (the “Stockholders Agreement”), pursuant to which the Apax Investor (together with the Accenture Investors, the “Investor Parties”) have the right to designate a varying number of directors to the Board based on the proportionate interest which the Investor Parties hold in shares of the Corporation’s common stock, and the Committee’s duties and responsibilities, as set out in this Charter, shall be limited to the extent necessary to comply with the provisions of the Stockholders Agreement, as long as such agreement remains in effect.

**II. COMPOSITION OF THE COMMITTEE**

Except as otherwise permitted by applicable rules of the Nasdaq Stock Market LLC (the “Nasdaq”), and subject to the Stockholders Agreement, the Committee shall be comprised of two or more directors, as determined from time to time by resolution of the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”) and of Nasdaq, at such time as the Corporation is subject to these requirements and subject to applicable phase-in rules and any exemptions available to a “Controlled Company” as defined by the rules of Nasdaq that may be applicable, and any additional requirements that the Board deems appropriate.

The chairperson of the Committee shall be designated by the Board, provided that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson. Any vacancy on the Committee shall be filled by majority vote of

the Board. Any director serving on the Committee may be removed from the Committee at any time by the Board.

### **III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet (which may be telephonically or otherwise as set forth below) at least one time annually or more frequently as it shall determine is reasonably necessary to carry out its duties and responsibilities. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. Subject to the bylaws of the Corporation, a majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee may form subcommittees (including ad hoc committees) for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall periodically provide copies of such minutes to the Board and report regularly to the Board on its activities, as appropriate.

### **IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

#### ***A. Board Candidates and Nominees***

The Committee shall have the following goals and responsibilities with respect to Board candidates and nominees:

(i) To assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by stockholders or others. The Committee may, if it deems appropriate, establish procedures to be followed by stockholders in submitting recommendations for Board candidates.

(ii) To review the background and qualifications of individuals being considered as director candidates, the Committee shall look at the following attributes and criteria of candidates: experience, skills, expertise, diversity, personal and professional integrity, business judgment, time availability in light of other commitments, dedication, potential conflicts of interest and such other relevant factors that the Committee considers appropriate to enhance the Board's ability to manage and direct the affairs and business of the Corporation, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any requirements imposed by applicable law, regulation or Nasdaq listing requirements (if then so listed).

(iii) To recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the bylaws of the Corporation, which recommendations shall be consistent with the Board's criteria for selecting new directors established by the Board from time to time and with the Corporation's obligations under any agreement(s) entered into with stockholders granting to such stockholders the right to nominate directors to the Board.

(iii) To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a significant change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.

### ***B. Board Composition and Procedures***

The Committee shall have the following goals and responsibilities with respect to the composition and procedures of the Board as a whole:

(i) To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by Nasdaq (if then so listed).

(ii) To review periodically the size of the Board and to recommend to the Board any appropriate changes.

(iii) To make recommendations on the frequency and structure of Board meetings.

(iv) To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Corporation rule, guideline, procedure or corporate governance principle.

### ***C. Board Committees***

The following shall be the goals and responsibilities of the Committee with respect to the committee structure of the Board:

(i) To make recommendations to the Board regarding the size and composition of each standing committee of the Board of Directors, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.

(ii) To monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.

(iii) To review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and to report any recommendations to the Board.

(iv) To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

#### ***D. Corporate Governance***

The following shall be the goals and responsibilities of the Committee with respect to corporate governance:

(i) To develop and review periodically the corporate governance principles adopted by the Board to assure that they are appropriate for the Corporation and comply with the requirements of Nasdaq (if then so listed), and to recommend any desirable changes to the Board.

(ii) To consider any other corporate governance issues that arise from time to time and to develop appropriate recommendations for the Board.

(iii) To oversee the evaluation of the Board as a whole and management, to evaluate and periodically report to the Board on the performance and effectiveness of the Board, and to establish procedures to enable the Committee to exercise this oversight function.

#### **V. EVALUATION OF THE COMMITTEE**

The Committee shall, on an annual basis, evaluate its performance. The evaluation shall address all matters that the Committee considers relevant to its performance, including a review and assessment of the adequacy of this Charter, and shall be conducted in such manner as the Committee deems appropriate.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Corporation's or the Board's policies or procedures.

## **VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain, at the Corporation's reasonable expense, such independent counsel or other consultants or advisers as it deems reasonably necessary. Additionally, the Committee has the sole authority to retain and terminate any search firm to be used to identify director candidates and the sole authority to approve such firm's fees and other retention terms.

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Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.

This Charter may be amended at any time by resolution or written consent of the Board.

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