

DATTO HOLDING CORP.
MERGERS & ACQUISITIONS COMMITTEE
CHARTER
(Adopted on March 8, 2021)

I. Membership

The Mergers and Acquisitions Committee (the “Committee”) of Datto Holding Corp. (the “Company”) shall consist of at least two directors from the Company’s board of directors (the “Board”). Each member of the Committee shall serve on the Committee until the annual meeting of stockholders is concluded for the year in which such member’s term expires and a successor is duly elected and qualified or until his or her earlier death, resignation or removal. The Board may add or remove a member to or from the Committee with or without cause at any time.

II. Purpose

The purpose of the Committee is to assist the Board and management in reviewing, assessing and negotiating the terms of potential acquisitions, strategic investments, joint ventures and divestitures (“transactions”).

III. Structure and Operations

The Board shall designate one of the members of the Committee as Chair of the Committee. The Committee shall meet periodically (but not less frequently than annually) at such times as it determines to be necessary or appropriate and shall periodically report to the Board regarding any issues, recommendations or findings as it deems appropriate. The Chair of the Committee or any two Committee members shall have the power to call a meeting of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may also act in writing by the unanimous consent of its members in lieu of a meeting. The Committee may invite members of management or others to its meetings. The Committee may designate a non-voting Secretary or Acting Secretary for the Committee, who shall assist in the administration of meetings and prepare the minutes of such meetings, as requested by the Committee. The Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without the presence of management.

IV. Authority and Resources

The Committee shall have the authority to retain outside legal or other advisors to assist in the discharge of its responsibilities hereunder as determined by the Committee. The Company shall pay such third parties retained by the Committee such compensation, including without limitation usual and customary expenses and charges, as shall be determined by the Committee. The Company also shall pay such ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties as shall be determined by the Committee.

V. Responsibilities

The responsibilities of the Committee shall include the following, along with any other matters as the Board may delegate to the Committee from time to time:

1. Review and provide guidance to management and the Board with respect to the Company's transaction strategies.
2. Provide advice to management in connection with the identification and evaluation of transactions.
3. Consult with management in connection with execution of any non-binding offers, proposals, letters of intent and similar documents with respect to proposed transactions.
4. Provide advice regarding management's due diligence process with respect to proposed transactions.
5. Subject to the Board's approval of the transaction, consult with management regarding the terms of each transaction.
6. Provide a report of its meetings and activities to the Board on a regular basis, and report regularly to the Board (or the independent directors of the Board, as applicable) on such issues as the Committee may determine are appropriate.

* * * *