

SOLARWINDS CORPORATION
CHARTER OF THE
TECHNOLOGY AND CYBERSECURITY COMMITTEE
OF THE BOARD OF DIRECTORS

As adopted on January 6, 2021

I. STATEMENT OF POLICY

The Technology and Cybersecurity Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of SolarWinds Corporation (the “*Company*”) has the responsibility and authority to assist the Board in fulfilling its oversight responsibilities with respect to the Company’s response to the recent cyberattack against the Company and related matters, and its information technology (“*IT*”) systems and cybersecurity generally.

II. ORGANIZATION

The Committee shall comprise three or more directors selected by the Board. Each member of the Committee shall be appointed by the Board and shall serve until his or her successor is duly appointed or until such member’s earlier resignation, removal or death. Any member of the Committee may be removed or replaced by the Board, and the Board shall fill any vacancies occurring on the Committee. Unless a chair is elected by the full Board, the members of the Committee may designate a chair by majority vote of the full Committee membership. The chair shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

III. MEETINGS

The Committee shall meet as often as it determines necessary or appropriate to fulfill its responsibilities hereunder. A majority of the members shall represent a quorum of the Committee. Formal action to be taken by the Committee shall be by unanimous written consent or by the affirmative vote of at least a majority of the members present (in person or by telephone or video conference call) at a meeting at which a quorum is present. The Committee may form and delegate authority to subcommittees, or to one or more members of the Committee, when appropriate. The Committee shall maintain written minutes of its formal meetings, which minutes will be distributed to the members of the Board and filed with the minutes of the meetings of the Board. The Committee may otherwise adopt its own rules and procedures as it determines necessary or appropriate.

IV. AUTHORITY

The Committee shall have full access to all books, records, facilities and personnel of the Company as it determines necessary or appropriate to fulfill its responsibilities hereunder. The Committee, at its discretion, has the authority to initiate investigations and to obtain advice and assistance from such legal, technical, cybersecurity, accounting or other outside advisors or consultants as the Committee deems necessary to fulfill its duties under this Charter. The Committee shall have the authority to engage and determine the compensation of any such advisors in its discretion and to pay any administrative expenses that the Committee determines are necessary or appropriate to fulfill its responsibilities hereunder. The Company shall provide appropriate funding, as determined by the Committee, to permit the Committee to perform its duties under hereunder and to pay the expenses of the Committee and the fees and expenses of any advisor or consultant engaged by the Committee.

The Committee may require any officer or employee of the Company or the Company's legal, technical, cybersecurity, accounting or other outside advisors or consultants to assist and cooperate with the Committee's responsibilities, including the requirement to attend any meeting of the Committee or to meet with any member of, or advisor or consultant to, the Committee.

The Committee also may perform such other activities consistent with this Charter, the Company's bylaws (as the same may be amended from time to time) and governing law, as the Committee or the Board deems necessary or appropriate. The Committee shall coordinate as appropriate or necessary with the Board and other committees of the Board.

V. RESPONSIBILITIES

The Committee's responsibilities shall include the following:

1. Providing guidance to the Board and oversight as appropriate with respect to the Company's material activities related to the recent cyberattack against the Company and related matters, including, without limitation, internal or third-party investigations, public or governmental disclosures, the Company's remediation efforts and the Company's policies and procedures with respect thereto.

2. Providing guidance to the Board on the Company's cybersecurity and other IT risks, controls and procedures and the Company's strategy to mitigate cybersecurity risks and potential breaches.

3. Reviewing and providing guidance to the Board on the integrity of the Company's IT systems' operational controls to ensure legal and regulatory compliance.

4. Reviewing periodically with management the Company's disaster recovery capabilities.

5. Annually reviewing the appropriateness and adequacy of the Company's cyber-insurance coverage.

6. Coordinating with the Board and other committees of the Board in overseeing the foregoing.

7. Performing such other functions as the Committee, in its discretion, determines necessary or appropriate to fulfill the foregoing responsibilities.

VI. COMMITTEE REPORTS

The Committee shall regularly report to the Board on the Committee's activities and actions and may refer to the Board any matter that the Committee believes should be addressed by the Board.

VII. ANNUAL REVIEW

The Committee shall review and reassess the adequacy of this Charter at least annually. The Committee shall also review on at least an annual basis the scope of responsibilities of the Committee, the Committee's performance of its duties and the Committee's membership requirements. Any proposed changes to this Charter or the scope of the Committee's responsibilities, where indicated, shall be referred to the Board for appropriate action.

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