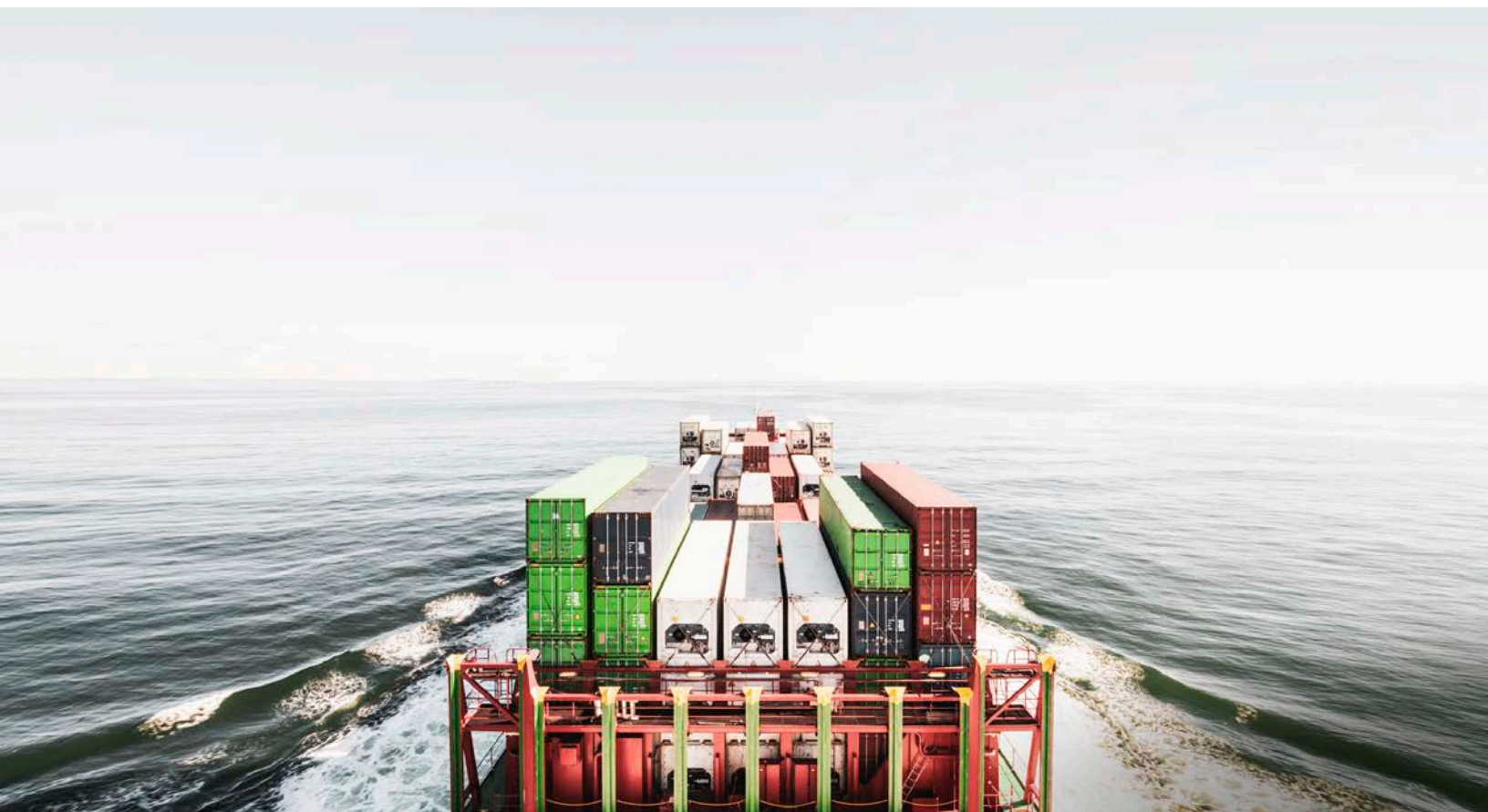


# Corporate Governance Guidelines

**Board of Directors of E2open Parent Holdings, Inc.  
Adopted July 8, 2022**





## PURPOSE

The board of directors (the “Board”) of E2open Parent Holdings, Inc. (the “Company”) has adopted these Corporate Governance Guidelines (these “Guidelines”) as a general framework to assist the Board in carrying out its responsibility for the business and affairs of the Company to be managed by or under the direction of the Board.

In discharging responsibilities as a director, a director is entitled to rely in good faith on reports or other information provided by Company management, independent auditors, and other persons as to matters the director reasonably believes to be within such other person’s professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

The Board’s principal responsibility is one of oversight. Management of the Company is responsible for implementing the Company’s strategic plan; identifying and managing risk; making and keeping the books and records of the Company; preparing the Company’s financial statements and determining that they are complete, accurate, and in accordance with generally accepted accounting principles; establishing satisfactory disclosure controls and internal control over financial reporting; and timely reporting to the Board. The independent auditor is responsible for auditing the Company’s financial statements and the effectiveness of the Company’s internal control over financial reporting. The Company’s internal and outside counsel are responsible for assuring compliance with laws and regulations and the Company’s corporate governance policies.

## BOARD COMPOSITION

Size: The Company’s bylaws currently provide that the authorized number of directors will be of such number of directors as shall from time to time be fixed exclusively by resolution adopted by the Board. The Board will periodically review the appropriate size of the Board.

Independence. A majority of the members of the Board shall be independent in accordance with the requirements of the rules of the NYSE.

Overboarding: No director may serve on more than four public company boards (including the Company’s Board). No director that is an executive officer of a public company may serve on more than two public company boards (including the Company’s Board). No member of the Audit Committee may serve simultaneously on the audit committee of more than three public companies (including the Company’s Audit Committee).

Election / Appointment / Term. The members of the Board shall be classified into three classes of directors with staggered three-year terms. Directors will be nominated for election based on the recommendations of the Nominating, Sustainability and Governance Committee except where the right to nominate a director legally belongs to a third party. The Board does not believe that it is advisable to establish term limits for its directors because term limits may deprive the Company of the contributions of directors who have a deep insight into the business of the Company and its operations.

**Mandatory Director Resignation.** The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. If an incumbent director fails to receive the required vote for re-election, then, within 90 days following certification of the shareholder vote, the Nominating, Sustainability & Governance Committee will act to determine whether to accept the director's resignation and will submit such recommendation for prompt consideration by the Board, and the Board will act on the Committee's recommendation. The Nominating, Sustainability & Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.

Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating, Sustainability & Governance Committee recommendation or Board action regarding whether to accept the resignation offer. Thereafter, the Board will promptly disclose its decision-making process and decision regarding whether to accept the director's resignation offer (or the reason(s) for rejecting the resignation offer, if applicable) in a Current Report on Form 8-K (or any successor report) furnished to the Securities and Exchange Commission.

**Selection of Board Nominees / Director Criteria:** The Board has overall responsibility for the selection of candidates for nomination or appointment to the Board. The Nominating, Sustainability and Governance Committee will recommend director candidates to the Board for nomination or appointment except where the right to nominate a director legally belongs to a third party. The Board's policy is to encourage selection of directors who will contribute to the Company's overall corporate goals. The Board and the Nominating, Sustainability and Governance Committee will annually review the experience and characteristics appropriate for Board members and director candidates in light of the Board's composition at the time, and the skills and expertise needed for effective operation of the Board and its committees.

The Director Criteria the Board considers, based on the recommendations of the Nominating, Sustainability and Governance Committee, will include:

1. **Ethics.** Directors should be persons of good reputation and character who conduct themselves in accordance with high personal and professional ethical standards, including the policies set forth in the Company's Code of Conduct and Ethics.
2. **Conflicts of Interest.** Each director should not, by reason of any other position, activity, or relationship, be subject to any conflict of interest that would impair the director's ability to fulfill the responsibilities of a member of the Board.
3. **Independence.** The Board will consider whether directors and nominees will be considered independent under the standards of the NYSE, and the heightened independence standards for audit committees and compensation committee under the securities laws.
4. **Diversity.** The Board will take into account a director's or potential director's ability to contribute to the diversity of background (such as race, gender, age and cultural background) and experience represented on the Board and will review its effectiveness in balancing these considerations when assessing the composition of the Board. As part of the search process for each new director, the Nominating, Sustainability & Governance Committee actively seeks out diverse candidates to include in the pool from which Board nominees are chosen.

5. *Business and Professional Activities*. Directors should maintain a professional life active enough to keep them in contact with the markets and/or the industry in which the Company is active. When a director's principal occupation or business association changes substantially during his or her tenure as a director, that director shall tender his or her resignation for consideration by the Nominating, Sustainability & Governance Committee. The Nominating, Sustainability & Governance Committee will recommend to the Board the action, if any, to be taken with respect to the resignation.
6. *Experience, Qualifications and Skills*. Directors should have the educational background, experience, qualifications and skills relevant for effective management and oversight of the Company's management, which may include experience at senior executive levels in comparable companies, public service, professional service firms, or educational institutions.
7. *Time / Participation*. Directors should have the time and willingness to carry out their duties and responsibilities effectively, including time to study informational and background materials and to prepare for meetings. Directors should attempt to arrange their schedules to allow them to attend all scheduled Board and committee meetings. The Board will consider the participation of and contributions to the activities of the Board for any director recommended for re-nomination.
8. *Board Evaluation*. The Board will consider the results of the annual Board evaluation in its Board refreshment strategy.
9. *Tenure / Retirement*. The Board does not believe that there should be a fixed term or retirement age for directors but will consider each director's tenure and the average tenure of the Board.

## BOARD STRUCTURE AND OPERATIONS

Board Leadership. The Board will periodically appoint a chairperson of the Board. Both independent and management directors, including the CEO, are eligible for appointment as the chairperson. If the chairperson is not an independent director, the Board will designate a lead independent director. The Company will appropriately disclose the name of the chairperson and any lead independent director or method by which interested parties may contact the independent directors. The Board will conduct an annual assessment of its leadership structure to determine that the leadership structure is the most appropriate for the Company, considering the recommendations of the Nominating, Sustainability and Governance Committee.

Board Committees. The committees of the Board will include the Audit Committee, Compensation Committee, the Nominating, Sustainability and Governance Committee, and the Risk Committee. The Board may, from time to time, establish additional committees, considering the recommendations of the Nominating, Sustainability and Governance Committee.

Meetings. The Board shall meet at least quarterly at such times and places as it deems necessary to fulfill its responsibilities. The agenda and materials for Board meetings will be prepared at the direction of the Board chairperson in consultation with other Board members. The Board shall keep minutes of its proceedings. The Board is governed by the rules regarding



meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements set out in the Company's Bylaws.

Executive Sessions. Independent directors will meet on a regularly scheduled basis in executive sessions without the CEO or other members of the Company's management. The Board may invite any individuals to its meetings as it deems appropriate. However, the Board shall meet regularly without such individuals present.

Attendance. Board members are expected to devote sufficient time and attention to prepare for, attend and participate in Board meetings and meetings of committees on which they serve, including advance review of meeting materials that may be circulated prior to each meeting. Board members are expected to attend at least 75% of all scheduled meetings, whether telephonic or in-person.

Onboarding / Education: The Company will provide new members of the Board with appropriate onboarding briefings, and the full Board with educational resources and opportunities related to fiduciary duties and other matters as may be appropriate or requested by the Board.

Outside Advisors: The Board shall have the authority, in its sole discretion, to retain and terminate investment banks, outside legal counsel, and such other advisors as it deems necessary to fulfill its duties and responsibilities. However, the Board shall not be required to implement or act consistently with the advice or recommendations of any investment bank, outside legal counsel or other advisor, and the authority granted in these Corporate Governance Guidelines shall not affect the ability or obligation of the Board to exercise its own judgment in fulfillment of its duties. The Board shall set the compensation and retention terms and oversee the work of any investment bank, outside legal counsel or any other advisors. Any communications between the Board and its outside legal counsel will be privileged communications.

Funding: The Board shall receive appropriate funding from the Company, as determined by the Board, for the payment of compensation to any investment bank, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Board that are necessary or appropriate in carrying out its duties.

Delegation of Authority: The Board shall have the authority to delegate any of its responsibilities, along with the authority to act in relation to such responsibilities, to one or more committees as the Board may deem appropriate in its sole discretion.

Books and Records: The Board will have access to the Company's books, records, facilities and personnel.

## **BOARD DUTIES AND RESPONSIBILITIES**

A director is expected to discharge his or her director duties, including duties as a member of a committee on which the director serves, in good faith and in a manner the director reasonably





believes to be in the best interests of the Company. The authority and responsibilities of the Board shall include:

1. Strategic Plan: To set the direction of the Company and monitor management to ensure that the Company achieves its objectives; to review, monitor and approve the overall operating, financial and strategic plans, operating goals and performance of the Company.
2. Reporting and Compliance Systems. To ensure that Company management maintains an effective system for timely reporting to the Board or appropriate Board committees and to the public as required on the following: (1) the Company's financial and business plans, strategies and objectives; (2) the financial results and condition of the Company and its business segments; (3) significant accounting, regulatory, competitive, litigation and other external issues affecting the Company; and (4) systems of control which promote accurate and timely reporting of financial information to stockholders and compliance with laws and corporate policies.
3. Risk Oversight. To understand the principal risks associated with the Company's business on an ongoing basis, and oversee the key risk decisions of management, which includes comprehending the appropriate balance between risks and rewards.
4. Disclose Relationships. To disclose promptly to the Board any existing or proposed relationships with the Company (other than service as a Board member or on Board committees) which could be required to be disclosed or could affect the independence of the director under applicable listing standards, including direct relationships between the Company and the director and his or her family members, and indirect relationships between the Company and any business, nonprofit or other organization in which the director is a general partner or manager, officer, or significant stockholder, or is materially financially interested.
5. Shareholder Engagement: To ensure that the Company maintains an active dialogue with shareholders so that their perspectives are thoughtfully considered; and to review shareholder proposals properly submitted and, based on the recommendations of the Nominating, Sustainability and Governance Committee, respond as appropriate.
6. Annual Shareholders Meeting: To attend the Company's annual shareholders meeting unless unusual circumstances make attendance impractical.
7. Corporate Culture: To devise and maintain a human capital management system and a corporate culture that promote compliance with legal and regulatory requirements and the ethical conduct of the Company's business.
8. Sustainability: To promote the long-term sustainable growth of the Company, including considering the social and environmental goals of the Company.
9. Compensation: To select, evaluate, and compensate the Company's CEO and other executive officers and to approve the compensation of directors, based on the recommendations of the Compensation Committee.

10. CEO Evaluation: To annually review the performance of the CEO. The independent Chairman works with the Compensation Committee to coordinate the annual performance evaluation of the CEO. The Chairman of the Compensation Committee gathers and consolidates input from all nonemployee directors, and then, based on the factors set forth below as well as such other factors as are deemed appropriate, presents the results of the review to the Board and to the CEO in a private feedback session. Based on such input, the Compensation Committee also assesses CEO performance annually in connection with recommending to the independent directors CEO compensation. Factors to be considered in assessing CEO performance include strategic vision and leadership, external representation of HP and management of external relationships, executive officer leadership development and succession planning, financial and operational performance, employee morale and motivation, and an effective working relationship with the Board.
11. Management Succession Planning. To plan for succession of the CEO, including in relation to senior management selection and succession planning that is undertaken by the Nominating, Sustainability & Governance Committee. As part of this process, the Board annually reviews the NSG Committee's recommendation of candidates for senior management positions to see that qualified candidates are available for all positions and that development plans are being utilized to strengthen the skills and qualifications of the candidates. The criteria to be used when assessing the qualifications of potential CEO successors include, among others, strategic vision and leadership, operational excellence, financial management, executive officer leadership development, ability to motivate employees, and an ability to develop an effective working relationship with the Board.
12. Board Evaluation. To review the results of the annual board evaluation conducted by the Nominating, Sustainability and Governance Committee to determine whether the Board and its committees are functioning effectively.
13. Corporate Governance Documents: To review and approve any amendments to the Company's certificate of incorporation, bylaws, code of conduct and ethics, these corporate governance guidelines, and other corporate governance policies, based on the recommendations of the Nominating, Sustainability and Governance Committee.

## **DIRECTOR ACCESS TO OFFICERS AND EMPLOYEES**

Directors have full and free access to officers and employees. Any meetings or contacts that a director wishes to initiate may be arranged directly by the director or through the CEO. The directors should seek to ensure that any such contact is not unreasonably disruptive to the business operations.

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