



**N-ABLE, INC.  
CHARTER OF THE  
CYBERSECURITY COMMITTEE  
OF THE BOARD OF DIRECTORS**

**November 3, 2021**

**I. STATEMENT OF POLICY**

The Cybersecurity Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of N-able, Inc. (the “*Company*”) has the responsibility and authority to assist the Board in fulfilling its oversight responsibilities with respect to Company’s information technology use and protection, including but not limited to data governance, privacy, compliance, and cybersecurity.

**II. ORGANIZATION**

The Committee shall comprise two or more directors selected by the Board. Each member of the Committee shall be appointed by the Board and shall serve until their 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.

In fulfilling its responsibilities, the Committee shall, to the extent permitted by law, be entitled to delegate duties or responsibilities to one or more subcommittees of the Committee comprised of one or more members of the Committee.

**III. MEETINGS**

The Committee shall meet as often as it deems necessary or appropriate to fulfill its responsibilities hereunder and, at least once during each fiscal year. The Committee may meet with management or individual directors at such time as it deems appropriate to discuss any matters before the Committee. The Committee shall meet periodically in executive session without the presence of management.

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 reviewing and advising on the following:

1. The effectiveness of the Company's cybersecurity and other information technology programs and its practices for identifying, assessing, and mitigating cybersecurity and information technology risks across the Company's products, services, and business operations;
2. The Company's controls, policies and guidelines to prevent, detect, and respond to cyber-attacks or data breaches involving the Company's products, services, and business operations;
3. The Company's security strategy and technology planning processes;

4. The safeguards used to protect the confidentiality, integrity, availability and resiliency of the Company's products, services, and business operations;

5. The Company's cyber crisis preparedness, security breach and incident response plans, communication plans, and disaster recovery and business continuity capabilities;

6. The Company's compliance with applicable information security and data protection laws and industry standards in relevant jurisdictions;

7. The Company's cybersecurity budget, investments, training, and staffing levels to ensure they are sufficient to sustain and advance successful cybersecurity and industry compliance programs;

8. The threat landscape facing the Company and the Company's products, services, and business operations;

9. Any new or updated legal implications of security, data privacy, and/or other regulatory or compliance risks to the Company or the Company's products, services, and business operations;

10. Periodically with management, the Company's disaster recovery capabilities;

11. The appropriateness and adequacy of the Company's cyber- insurance coverage at least annually;

12. Other matters as the Committee chairperson or other members of the Committee determine relevant to the Committee's oversight of cybersecurity programs and risk assessment and management.

## **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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