

CYXTERA TECHNOLOGIES, INC.

COMPENSATION COMMITTEE CHARTER

(As of July 29, 2021)

I. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Cyxtera Technologies, Inc. (the “Company”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers and directors.

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (“Nasdaq”), except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable laws. In addition, each Committee member shall be a “Non-Employee Director” as defined by Rule 16b-3 under the Securities Exchange Act of 1934 (with each member’s status in reference to Item 404(a) of Regulation S-K being determined pursuant to Note (4) to Rule 16b-3). Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair of the Committee is designated by the Board, the Committee may designate a Chair of the Committee by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Chair of the Committee will determine how often the Committee will meet. The Committee shall meet as often as necessary to enable it to fulfill its responsibilities.

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq and Securities and Exchange Commission rules. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this charter, the purposes of the Committee, the Company’s amended and restated bylaws and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

IV. Duties and Responsibilities

1. *Executive Officer Compensation.* The Committee will review and approve, or make recommendations to the Board regarding, the compensation of the Chief Executive Officer and the other executive officers of the Company, including salaries, bonuses, termination arrangements, and other executive officer benefits. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

2. *Director Compensation.* The Committee will review and approve, or make recommendations to the Board regarding, the compensation of the members of the Board.

3. *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements (the "Plans"). The Committee has full authority to administer the Plans (except to the extent the terms of a Plan require administration by the full Board), and to make grants of cash-based and equity-based awards under the Plans.

4. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("CD&A") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

5. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report, to the extent one is required.

6. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

7. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.

8. *Review of this Charter.* The Committee must annually review and reassess this charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee. To the extent permitted by applicable law and the applicable Plan, the Committee also may delegate to one or more executive officers of the Company the authority to grant, and make determinations and administer the Plan with respect to, equity-based awards under a Plan to employees and consultants of the Company who

are not officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended) or directors of the Company.

VI. Stockholders' Agreement

For so long as the Stockholders' Agreement entered into in connection the transactions contemplated by that certain Agreement and Plan of Merger, dated as of February 21, 2021, by and among the Company (formerly known as Starboard Value Acquisition Corp.) and the other parties thereto, is in effect, this Charter will be interpreted to be consistent with such Stockholders' Agreement.