

Risk Factors Comparison 2023-05-25 to 2022-05-26 Form: 10-K

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Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all of the other information in this Annual Report on Form 10-K, including the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our **condensed** consolidated financial statements and related notes, before making a decision to invest in our common stock. The risks and uncertainties described below may not be the only ones we face. If any of the risks actually occur, our business, operating results, financial condition and prospects could be materially and adversely affected. In that event, the market price of our common stock could decline, and you could lose all or part of your investment. Risks Related to Our Business and Industry We have experienced rapid ~~subscription~~ revenue growth in recent periods **which**, and our recent growth rates may not be indicative of our future growth. We have experienced rapid ~~subscription~~ revenue growth in recent periods. **From Our annual revenue grew 25 %, 32 % and 29 % in the year years ended March 31, 2020 2023 , 2022 and 2021, respectively, compared to the prior year ended March 31, 2021, our subscription revenue grew 34 %, from \$ 487. 8 million to \$ 655. 2 million, respectively. From the year ended March 31, 2021 to the year ended March 31, 2022, our subscription revenue grew 33 %, from \$ 655. 2 million to \$ 870. 4 million, respectively. From the year ended March 31, 2020 to the year ended March 31, 2021, subscription revenue as a percentage of total revenue grew from 89 % to 93 %, respectively. From the year ended March 31, 2021 to the year ended March 31, 2022, subscription revenue as a percentage of total revenue grew from 93 % to 94 %, respectively.** This ~~subscription~~ revenue growth may not be indicative of our future ~~subscription~~ revenue growth, and we may not be able to sustain revenue growth consistent with recent history, or at all. We believe our ability to continue to increase our revenue depends on **several a number of** factors, including, but not limited to: • our ability to attract new customers and retain and increase sales to existing customers; • our ability to continue to expand customer adoption **and usage** of our Dynatrace ® platform; • our ability to develop our existing platform **and**, introduce new **solutions, and enhance and improve existing** solutions on our platform; • continued growth of cloud- based services and solutions; • our ability to continue to develop **offerings and offer products** and solutions that **are superior to our customers prefer over** those of our competitors; • our ability to **hire and** retain **customers sufficient numbers of sales and marketing, R & D, and general and administrative personnel**; **and** • our ability to expand into new geographies and markets, including the business intelligence, data analytics, and application security markets **; and** • ~~our ability to hire and retain sufficient numbers of sales and marketing, research and development and general and administrative personnel~~, and expand our global operations. If we are unable to achieve any of these ~~requirements~~, our ~~subscription~~ revenue growth ~~will could~~ be adversely affected. Our quarterly and annual operating results may be adversely affected due to a variety of factors, which could make our future results difficult to predict. Our annual and quarterly revenue and operating results have fluctuated significantly in the past and may vary significantly in the future due to a variety of factors, many of which are outside of our control. Our financial results in any one quarter may not be meaningful and should not be relied upon as indicative of future performance. If our revenues, earnings, or operating results fall below the expectations of investors or securities analysts in a particular quarter, or below any guidance that we may provide, the price of our common stock could decline. We may not be able to accurately predict our future billings, revenues, earnings, or operating results. Some of the important factors that may cause our operating results to fluctuate from quarter to quarter or year to year include: • fluctuations in the demand for our solutions, **and** the timing of purchases by our customers, **and the length of the sales cycles**, particularly **for** larger purchases; • fluctuations in the rate of utilization by customers of the cloud to manage their business needs, or a ~~slowdown slow-down~~ in the migration of enterprise systems to the cloud; **• the impact of recessionary pressures or uncertainties in the global economy, or in the economies of the countries in which we operate, on our customers’ purchasing decisions and the length of our sales cycles**; • our ability to attract new customers and retain existing customers; • **our ability to expand into new geographies and markets, including the business intelligence, data analytics, and application security markets**; • the budgeting cycles and internal purchasing priorities of our customers; • changes in customer renewal rates, churn, and our ability to cross- sell additional solutions to our existing customers and our ability to up- sell additional quantities of previously purchased ~~products offerings~~ to existing customers; • the seasonal buying patterns of our customers; • the payment terms and contract term length associated with our product sales and their effect on our billings and free cash flow; • changes in customer requirements or market needs; • the emergence of significant privacy, data protection, systems and application security or other threats, regulations or requirements applicable to the use of enterprise systems or cloud- based systems that we are not prepared to meet or that require additional investment by us; • changes in the demand and growth rate of the market for **observability software intelligence, monitoring**, application security, and analytics solutions; • our ability to anticipate or respond to changes in the competitive landscape, or improvements in the functionality of competing solutions that reduce or eliminate one or more of our competitive advantages; • our ability to timely develop, introduce and gain market acceptance for new solutions and product enhancements; • our ability to adapt and update our ~~products offerings~~ and solutions on an ongoing and timely basis in order to maintain compatibility and efficacy with the frequently changing and expanding variety of software and systems that our ~~products offerings~~ are designed to monitor; • our ability to maintain and expand our relationships with strategic technology partners ~~who own, operate~~, and offer the major platforms on which applications operate, with which we must interoperate and remain compatible, and from which we must obtain certifications and endorsements in order to maintain credibility and momentum in the market; • our ability to control costs, including our operating expenses; • our ability to efficiently complete and integrate any acquisitions or business combinations that we may undertake in the future; • general economic, industry, and

market conditions, both domestically and in our foreign markets, including regional or geopolitical conflicts or other disruptions to commerce; • the emergence of new technologies or trends in the marketplace, or a change in the trends that are important to our strategy and the value of our platform in the marketplace; • foreign currency exchange rate fluctuations; • the timing of revenue recognition for our customer transactions, and the effect of the mix of time-based licenses, SaaS subscriptions and services perpetual licenses on the timing of revenue recognition; • extraordinary expenses, such as litigation or other dispute-related settlement payments; and • future accounting pronouncements or changes in our accounting policies. Any one of the factors referred to above or the cumulative effect of some of the factors referred to above may result in our operating results being below our expectations and the expectations of securities analysts and investors and any guidance that we may provide, or may result in significant fluctuations in our quarterly and annual operating results, including fluctuations in our key performance indicators. This variability and unpredictability could result in our failure to meet our business plan or the expectations of securities analysts or investors for any period. In addition, a significant percentage of our operating expenses are fixed in nature in the short term and based on forecasted revenue trends. Accordingly, in the event of revenue shortfalls, we are generally unable to mitigate the negative impact on margins in the short term. Market adoption of the software intelligence solutions that we offer for observability, application performance monitoring, digital experience monitoring, infrastructure monitoring, AIOps, business intelligence and analytics, and application security is relatively new and may not grow as we expect, which may harm our business and prospects. The utilization of software intelligence solutions, such as that we offer on the Dynatrace® platform, for observability, application performance monitoring, digital experience monitoring, infrastructure monitoring, AIOps, business intelligence and analytics, and application security is relatively new. We believe our future success will depend in large part on the growth, if any, in the demand for software intelligence observability and security solutions that utilize analytics and automation at their core, particularly the demand for enterprise-wide solutions and our ability to provide solutions that meet such ever-evolving needs. We currently target the markets for observability, APM, application security performance monitoring (“APM”), infrastructure monitoring, AIOps log management and analytics, DEM, digital experience monitoring, business intelligence and analytics, and automation application security. It is difficult to predict customer demand, adoption, churn and renewal rates for our new and existing solutions, the rate at which existing customers expand their usage of our solutions, and the size and growth rate of the market for our solutions. Expansion in our addressable market depends on a number of factors, including the continued and growing reliance of enterprises on software applications to manage and drive critical business functions and customer interactions, increased use of microservices and containers, as well as the continued proliferation of mobile applications, large data sets, cloud computing and the Internet of Things. If our solutions do not achieve widespread adoption, we are not able to develop new solutions that meet customer needs, or there is a reduction in demand for software intelligence observability and security solutions generally, it could result in reduced customer purchases, reduced renewal rates, and decreased revenue, any of which will adversely affect our business, operating results and financial condition. Our business is dependent on overall demand for software intelligence observability and security solutions and therefore reduced spending on those software intelligence solutions or overall adverse economic conditions may negatively affect our business, operating results, and financial condition. Our business depends on the overall demand for software intelligence observability and security solutions, particularly demand from mid- to large-sized accounts worldwide, and the purchase of our solutions by such organizations is often discretionary. In recent months, we have observed continued economic uncertainty in the United States and abroad and lengthening sales cycles. In an economic downturn or during periods of economic or political instability, we believe that our customers or prospects may reduce their operating or IT budgets, which could cause them to defer or forego purchases of software intelligence observability and security solutions, including ours. Customers may delay or cancel IT projects or seek to lower their costs by renegotiating vendor contracts or renewals. To the extent purchases of software intelligence observability and security solutions are perceived by existing customers and potential customers to be discretionary, our revenue may be disproportionately affected by delays or reductions in general IT spending. Weak or turbulent global economic conditions or a reduction in software intelligence observability and security spending, even if general economic conditions remain unaffected, could adversely impact our business, operating results and financial condition in a number of ways, including longer sales cycles, lower prices for our solutions, reduced subscription renewals and lower revenue. In addition, any negative economic effects or instability resulting from changes in the political environment and international relations in the United States or other key markets as well as resulting regulatory or tax policy changes may adversely affect our business and financial results. As the market for software intelligence observability and security solutions is new and continues to develop, trends in spending remain unpredictable and subject to reductions due to the changing technology environment and customer needs as well as uncertainties about the future. The effects of the ongoing COVID-19 pandemic have materially affected how we and our customers are operating our businesses, and the duration and extent to which the pandemic and any related economic downturn will impact our future results of operations and overall financial performance remains uncertain. The global COVID-19 pandemic, and the related adverse public health developments, including orders to shelter-in-place, travel restrictions, and mandated business closures, have adversely affected workforces, organizations, customers, economies, and financial markets globally, leading to an economic downturn and increased market volatility. It also disrupted the normal operations of many businesses, including our business, and many of our customers' businesses. As a result of the ongoing COVID-19 pandemic, we limited occupancy or temporarily closed our global offices, and suspended or limited company-related travel. A majority of all Dynatrace employees globally are continuing to work from home, and we changed many previously in-person employee, customer or industry events to virtual-only, such as our annual Sales Kickoff and Perform 2021. We also changed how we spend on marketing and lead generation activities, putting an increased focus on digital, on-line marketing and lead generation. We are returning to in-person events, such as Sales Kickoff 2022, where a large number of our employees are gathered in a single venue and may be exposed to or be infected by the coronavirus, which could have a negative impact on our productivity. The conditions caused by the ongoing COVID-19

pandemic may affect our customers' and prospective customers' businesses, and may have an adverse impact on their ability or willingness to spend on software platforms or purchase our offerings or the timing of their purchasing decisions. The impact of the pandemic on our customers or prospective customers could also result in pricing discounts or extended payment terms; reductions in the amount or duration of customers' subscription contracts or term licenses; or increase customer attrition rates. All of the foregoing could adversely affect our future sales, operating results and overall financial performance. While the Federally-imposed vaccine mandate has been rendered unenforceable, in the event that we are in the future required by the laws of the countries within which we operate to ensure that substantially all of our employees within those countries are fully vaccinated, some of our employees who fail or refuse to comply may be suspended or terminated or they may resign their employment, which could have a negative impact on our productivity, employee morale, sales, operating results and overall financial performance. If fail to comply with these requirements, our sales within those countries could be negatively impacted, and we could be exposed to additional legal claims. The duration and extent of the impact from the ongoing COVID-19 pandemic depends on future developments that cannot be accurately predicted at this time, such as the continued transmission rate of the virus, the extent and effectiveness of current and future containment actions including actions that are mandated by local, regional and national governments, agencies and health authorities, the disruption caused by such actions, the efficacy of vaccines and rates of vaccination in various states and countries, the emergence of coronavirus variants such as the "omicron" variant and others as yet unknown, and the impact of these and other factors on our employees, customers, partners, vendors and the global economy. If we are **fail to innovate and do** not able to respond to and manage the impact of such events effectively, our business will be harmed. To the extent the ongoing COVID-19 pandemic adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described in this "Risk Factors" section, including, in particular, risks related to our ability to secure customer renewals, the addition of new customers and increased revenue from existing customers, risks that our operating results could be negatively affected by changes in the sizes or types of businesses that purchase our platform and the risk that weakened global economic conditions may harm our industry, business and results of operations. If we cannot successfully execute on our strategy and continue to develop and effectively market solutions that anticipate and respond to the needs of our customers, our business, operating results, and financial condition may suffer. The **market** **markets** for software intelligence **observability and security** solutions **are** is at an early stage of development and is characterized by constant change and innovation, and we expect **it** **them** to continue to rapidly evolve. Moreover, many of our customers operate in industries characterized by changing technologies and business models, which require them to develop and manage increasingly complex software application and IT infrastructure environments. Our future success, if any, will be based on our ability to consistently provide our customers with a unified, real-time view into the performance of their software applications and IT infrastructure, provide notification and prioritization of degradations and failures, perform root cause analysis of performance issues, and analyze the quality of their end users' experiences and the resulting impact on their businesses and brands. If we do not respond to the rapidly changing needs of our customers by developing and making available new solutions and solution enhancements that can address evolving customer needs on a timely basis, our competitive position and business prospects will be harmed, **and our revenue growth and margins could decline**. In addition, the process of developing new technology is complex and uncertain, and if we fail to accurately predict customers' changing needs and emerging technological trends, our business could be harmed. We believe that we must continue to dedicate significant resources to our research and development efforts, including significant resources to developing new solutions and solution enhancements before knowing whether the market will accept them. For example, we **have** made significant investments in our new application security offering **and in developing our Grai™ core technology, AutomationEngine, and AppEngine**. Our new solutions and solution enhancements, ~~including our new application security offering,~~ could fail to attain sufficient market acceptance for many reasons, including: • delays in developing and releasing new solutions or enhancements to the market; • delays or failures to provide updates to customers to maintain compatibility between Dynatrace® and the various applications and platforms being used in the customers' applications and multicloud environments; • failures to accurately predict market or customer demands, **priorities, and practices, including other technologies utilized by customers in their environments and partners that they prefer to work with**; • **the introduction or anticipated introduction of competing products by existing and emerging competitors**; • **the** inability of our sales and marketing teams or those of our partners to sell solutions for new markets and product categories; • defects, errors, or failures in the design or performance of our new solutions or solution enhancements; • negative publicity about the performance or effectiveness of our solutions; • ~~the introduction or anticipated introduction of competing products by our competitors~~; and • the perceived value of our solutions or enhancements relative to their cost. In addition to developing new solutions or enhancements using internal resources, we may acquire technologies from a third party, or acquire another company. ~~Such~~ **Any** acquisition ~~(s)~~ **of this type** could be unsuccessful for a variety of reasons, require significant management attention, disrupt our business, dilute stockholder value, and adversely affect our results of operations. For a description of **some of the** risks related to potential acquisitions, **please see the risk below under entitled "Risks Related to Legal** **We may acquire other businesses, Regulatory products or technologies in the future which could require significant management attention, Accounting disrupt our business or result in operating difficulties, dilute stockholder value, and Tax Matters** **adversely affect our results of operations.**" -To the extent we are not able to continue to execute on our business model to timely and effectively develop or acquire and market applications to address these challenges and attain market acceptance, our business, operating results, and financial condition will be adversely affected. Further, we may make changes to our solutions that our customers do not value or find useful. We may also discontinue certain features, begin to charge for certain features that are currently free, or increase fees for any of our features or usage of our solutions. If our new solutions, enhancements, or pricing strategies do not achieve adequate acceptance in the market, our competitive position will be impaired, our revenue may decline or grow more slowly than expected and the negative impact on our operating results may be particularly acute, and we may not receive a return on our investment in the upfront research and development,

sales and marketing, and other expenses that we incur in connection with new solutions or solution enhancements. In addition, should customers incur damages as a result of our solutions' failure to perform as expected, for example by failing to detect security risks, the affected customer (s) may seek to terminate their contracts with or recover their damages from us and we may be exposed to reputational harm. If our platform and solutions do not effectively interoperate with our customers' existing or future IT infrastructures, installations of our solutions could be delayed or canceled, which would harm our business. Our success depends on the interoperability of our platform and solutions with third- party operating systems, applications, cloud platform, data, and devices that we have not developed and do not control. Any third- party changes in such operating systems, applications, cloud platforms, data or devices that degrade the functionality of our platform or solutions or give preferential treatment to competitive software could adversely affect the adoption and usage of our platform. We may not be successful in adapting our platform or solutions to operate effectively with these systems, applications, cloud platforms, data, or devices. If it is difficult for our customers to access and use our platform or solutions, or if our platform or solutions cannot connect a broadening range of applications, data, and devices, then our customer growth and retention may be harmed, and our business and operating results could be adversely affected. Multicloud deployments utilize multiple third- party platforms and technologies, and these technologies are updated to new versions at a rapid pace. As a result, we deliver frequent updates to our solutions designed to maintain compatibility and support for our customers' changing technology environments and ensure our solutions' ability to continue to monitor the customer- customers' s- applications. If our solutions fail to work with any one or more of these technologies or applications, or if our customers fail to install the most recent updates and versions of our solutions that we offer, our solutions will be unable to continuously monitor our customer- customers' s- critical business applications. Ensuring that our solutions are up- to- date and compatible with the technology and multicloud platforms utilized by our customers is critical to our success. We have formed alliances with many technology and cloud platform providers to provide updates to our solutions to maintain compatibility. We work with technology and cloud platform providers to understand and align updates to their product roadmaps and engage in early access and other programs to ensure compatibility of our solutions with the technology vendor' s generally available release. If our relations with our technology partners degrades or ceases we may be unable to deliver these updates, or if our customers fail to install the most recent updates and versions of our solutions that we offer, then our customers' ability to benefit from our solution may decrease significantly and, in some instances, may require the customer to de- install our solution due to the incompatibility of our solution with the customer' s applications. Our **If we are unable to acquire new customers or retain and expand our relationships with existing customers, our** future revenues and operating results will be harmed ~~if we are unable to acquire new customers, if our customers do not renew their contracts with us, or if we are unable to expand sales to our existing customers or develop new solutions that achieve market acceptance~~. To continue to grow our business, it is important that we **continue need** to attract new customers ~~to purchase and increase deployment, use- usage, and consumption of~~ our solutions **by existing customers**. Our success in attracting new **customers and expanding our relationships with existing** customers depends on numerous factors, including our ability to: • offer a compelling **software intelligence, unified observability and security platform, together with advanced AIOps, that provides answers and intelligent automation from data at and- an solutions- enormous scale**; • execute our sales and marketing strategy; • effectively identify, attract, ~~on- board- onboard~~, train, develop, motivate and retain new sales, marketing, professional services, and support personnel in the markets we pursue; • develop or expand relationships with technology partners, systems integrators, resellers, online marketplaces, and other partners, including **strategic alliances and cloud- focused partnerships with GSIs, including Deloitte and DXC, and** hyperscalers such as **AWS Amazon Web Services, GCP Google Cloud Platform, Microsoft- Azure, IBM Red Hat and others**, some of which may also compete with us; • expand into new geographies and markets, including the business intelligence and data analytics market; • deploy our platform and solutions for new customers; and • provide quality customer support and professional services. Our customers have no obligation to renew their ~~maintenance, SaaS and /- or term- license~~ agreements, and our customers may decide not to renew these agreements with a similar contract period, at the same prices and terms or with the same or a greater number of licenses. Although our customer retention rate has historically been strong, some of our customers have elected not to renew their agreements with us, and it is difficult to accurately predict long- term customer retention, churn and expansion rates. Our customer retention and expansion rates may decline or fluctuate as a result of a number of factors, including our customers' satisfaction with our solutions platform, our customer support and professional services, our prices and pricing plans, the competitiveness of other software products and services, reductions in our customers' spending levels, **customer concerns about macroeconomic trends,** user adoption of our solutions, deployment success, utilization rates by our customers, new product releases and changes to our product offerings. If our customers do not renew their ~~maintenance, SaaS and /- or term- license~~ agreements, or renew on less favorable terms, our business, financial condition, and operating results may be adversely affected. ~~Our ability to increase revenue also depends in part on our ability to increase deployment of our solutions by existing customers~~. Our ability to increase sales to existing customers depends on several factors, including their experience with implementing and using our platform and the existing solutions they have implemented, their ability to integrate our solutions with existing technologies, and our pricing model. A failure to increase sales to existing customers could adversely affect our business, operating results, and financial condition. Failure to effectively expand our sales and marketing capabilities could harm our ability to execute on our business plan, increase our customer base, and achieve broader market acceptance of our applications. Our ability to increase our customer base and achieve broader market acceptance of our solutions will depend to a significant extent on the ability of our sales and marketing organizations to work together to drive our sales pipeline and cultivate customer and partner relationships to drive revenue growth. We have invested in and plan to continue expanding our sales and marketing organizations, both **domestically in the United States** and internationally. We also plan to dedicate significant resources to sales and marketing programs, including lead generation activities and brand awareness campaigns, such as our industry events, webinars, and user events with an increased investment in digital or online activities. If we are unable to

effectively identify, hire, ~~on-board~~ onboard, train, develop, motivate, and retain talented sales personnel or marketing personnel or if our new sales personnel or marketing personnel or online investments are unable to achieve desired productivity levels in a reasonable period of time, our ability to increase our customer base and achieve broader market acceptance of our ~~applications~~ offerings could be harmed. We face significant competition, which may adversely affect our ability to add new customers, retain existing customers, and grow our business. The markets in which we compete are highly competitive, fragmented, evolving, complex and defined by rapidly changing technology and customer demands, and we expect competition to continue to increase in the future. A number of companies, some of which are larger and have more resources than we do, have developed or are developing products and services that currently, or in the future may, compete with some or all of our solutions. ~~This~~ **We have also been expanding the scope of our solutions to include new offerings and we increasingly compete with other companies in new and adjacent markets.** ~~competition~~ Competition could result in increased pricing pressure, reduced profit margins, increased sales and marketing expenses and our failure to increase, or loss of, market share, any of which could adversely affect our business, operating results, and financial condition. We compete either directly or indirectly with ~~observability~~ APM vendors such as Datadog and Splunk, application performance monitoring vendors such as Cisco, Brocade, and New Relic, infrastructure monitoring vendors such as Datadog and Nagios, ~~log~~ Digital Experience Management ~~management~~ vendors such as Akamai, **DEM vendors, security vendors, open source and Catchpoint commercial open source vendors**, point solutions from public cloud providers such as Amazon Web Services (“AWS”), Microsoft Azure and Google Cloud Platform **IT operations management, AIOps and other business intelligence and monitoring and analytics providers with offerings that provide cover** some portion of the ~~services~~ capabilities that we provide. Our competitors may have longer-term and more extensive relationships with our existing and potential customers that provide them with an advantage in competing for business with those customers. Further, to the extent that one of our competitors establishes or strengthens a cooperative relationship with, or acquires one or more software application performance monitoring, data analytics, compliance, or network visibility vendors, it could adversely affect our ability to compete. We may also face competition from companies entering our market, which has a relatively low barrier to entry in some segments, including large technology companies that could expand their platforms or acquire one of our competitors. Many existing and potential competitors enjoy substantial competitive advantages, such as: **• greater larger sales and brand recognition marketing budgets and resources longer operating histories; • longer-term and more extensive relationships with existing and potential customers, and access to larger customer bases,** which often provide incumbency advantages; **• broader global distribution and presence; • larger sales and marketing budgets and resources; • the ability to integrate or bundle competitive offerings with other products, offerings and services;** ~~• greater brand recognition and longer operating histories;~~ **• lower labor and development costs; • greater resources to make acquisitions; • larger and more mature intellectual property portfolios; and • substantially greater financial, technical, management and other resources.** Additionally, in certain circumstances, and particularly among large technology companies that have complex and large software application and IT infrastructure environments, customers may elect to build in-house solutions to address their ~~software intelligence~~ **observability and security** needs. Any such in-house solutions could leverage open source software, and therefore be made generally available at little or no cost. These competitive pressures in our markets or our failure to compete effectively may result in fewer customers, price reductions, fewer orders, reduced revenue and gross profit, and loss of market share. Any failure to meet and address these factors could materially and adversely affect our business, operating results, and financial condition. If the prices we charge for our solutions and services are unacceptable to our customers, our operating results will be harmed. As the market for our solutions matures, or as new or existing competitors introduce new products, offerings or services that compete with ours, we may experience pricing pressure and be unable to renew our agreements with existing customers or attract new customers at prices that are consistent with our current pricing model and operating budget. If this were to occur, it is possible that we would have to change our pricing model or reduce our prices, which could harm our revenue, gross margin and operating results. Pricing decisions may also impact the mix of adoption among our licensing and subscription models, and negatively impact our overall revenue. Moreover, large global accounts, which we expect will account for a large portion of our business in the future, may demand substantial price concessions. If we are, for any reason, required to reduce our prices, our revenue, gross margin, profitability, financial position, and cash flow may be adversely affected. We expect our billings and revenue mix to vary over time, which could harm our gross margin, cash flows, and operating results. Our ~~billings~~ **historical expansion with customers has typically been achieved by executing additional contracts, each with unique pricing and anniversary dates. We are transitioning revenue mix may vary over time due to a program that combines number of factors, including these: the mix of subscriptions and services and the agreements with one single anniversary date, which may result in variability in the timing and amounts of our billings which could impact our operating results, including our deferred revenue and our remaining performance obligations. In addition, our transition away from perpetual licenses will continue to have the effect of reducing our deferred revenue balance.** Our gross margins, cash flows, and operating results could also be harmed by further changes in billings and revenue mix and costs, together with numerous other factors, including ~~entry into new lower margin markets or growth in lower margin markets;~~ entry into markets with different pricing and cost structures; pricing discounts; and increased price competition, and in **response to macroeconomic conditions**. Any one of these factors or the cumulative effects of certain of these factors may result in significant fluctuations in our revenues, billings, gross margin, and operating results. This variability and unpredictability could result in our failure to meet internal expectations or those of securities analysts or investors for a particular period. If we fail to meet or exceed such expectations for these or any other reasons, the market price of our common stock could decline. If we are unable to maintain successful relationships with our partners, or if our partners fail to perform, our ability to market, sell, and distribute our applications and services will be limited, and our business, operating results, and financial condition could be harmed. In addition to our sales force, we rely on partners, including our strategic partners, to

increase our sales and distribution of our software and services. We also have independent software vendor partners whose integrations may increase the breadth of the ecosystem in which our solutions can operate, and the size of the market that our solutions can address. We also have partnerships with **GSIs, including Deloitte and DXC, and** hyperscalers such as **AWS Amazon Web Services, GCP Google Cloud Platform, Microsoft Azure, IBM Red Hat** and others, on which many of our customers depend, and through which our customers may be able to procure and deploy our **solution solutions**. We are dependent on these partner relationships to contribute to enabling our sales growth. We expect that our future growth will be increasingly dependent on the success of our partners and our partner relationships, and if those partnerships do not provide such benefits, our ability to grow our business will be harmed. If we are unable to scale our partner relationships effectively, or if our partners are unable to serve our customers effectively, we may need to expand our services organization, which could adversely affect our results of operations. Our agreements with our partners are generally non-exclusive, meaning our partners may offer products from several different companies to their customers or have their products or technologies also interoperate with products and technologies of other companies, including products that compete with our offerings. Moreover, some of our partners also compete with us, and if our partners do not effectively market and sell our offerings, choose to use greater efforts to market and sell their own products or those of our competitors or fail to meet the needs of our customers, our ability to grow our business and sell our offerings will be harmed. Many of our customers are also customers of hyperscalers, such as **AWS Amazon Web Services, GCP Google Cloud Platform, Microsoft Azure, or IBM Red Hat**. If our solutions fail to interoperate effectively with the hyperscalers' products, or if our **partnership partnerships (s)** with one or more of these hyperscalers is not successful or is terminated, our ability to sell additional products **or offerings** to these customers and our ability to grow our business will be harmed. Furthermore, our partners may cease marketing our offerings with limited or no notice and with little or no penalty, and new partners could require extensive training and may take several months or more to achieve productivity. The loss of a substantial number of our partners, our possible inability to replace them or our failure to recruit additional partners could harm our results of operations. Our partner structure could also subject us to lawsuits or reputational harm if, for example, a partner misrepresents the functionality of our offerings to customers or violates applicable laws or our corporate policies. We believe ~~that our~~ **the Dynatrace®** brand is integral to our future success and if we fail to cost-effectively **promote or protect maintain and enhance** our brand, our business and competitive position may be harmed. We believe that maintaining and enhancing ~~our~~ **the Dynatrace®** brand and increasing market awareness of our company and our solutions are critical to achieving broad market acceptance of our existing and future solutions and are important elements in attracting and retaining customers, partners, and employees, particularly as we continue to expand internationally and introduce new **products capabilities and enhancements**. In addition, independent industry analysts, such as Gartner and Forrester, often provide reviews of our solutions, as well as those of our competitors, and perception of our solutions in the marketplace may be significantly influenced by these reviews. We have no control over what these or other industry analysts report, and because industry analysts may influence current and potential customers, our brand could be harmed if they do not provide a positive review of our solutions or view us as a market leader. The successful promotion of ~~our~~ **the Dynatrace®** brand and the market's awareness of our solutions and platform will depend largely upon our ability to continue to offer enterprise-grade **software intelligence observability and security** solutions, our ability to be thought leaders in application intelligence, our marketing efforts, and our ability to successfully differentiate our solutions from those of our competitors. We have invested, and expect to continue to invest, substantial resources to promote and maintain our brand and generate sales leads, both **domestically in the United States** and internationally, but there is no guarantee that our brand development strategies will enhance the recognition of our brand or lead to increased sales. If our efforts to promote and maintain our brand are not cost-effective or successful, our operating results and our ability to attract and retain customers, partners and employees may be adversely affected. In addition, even if our brand recognition and customer loyalty ~~increases~~ **increase**, this may not result in increased sales of our solutions or higher revenue. Our sales cycles can be long, unpredictable and vary seasonally, which can cause significant variation in the number and size of transactions that close in a particular quarter. ~~Our results of operations may fluctuate, in part, because of the resource-intensive nature of our sales efforts, the length and variability of the sales cycle for our platform and the difficulty in making short-term adjustments to our operating expenses.~~ Many of our customers are large **accounts enterprises**, whose purchasing decisions, budget cycles and constraints, and evaluation processes are unpredictable and out of our control. **During recessionary times, or when there is volatility or uncertainty in the global economy or in the economies of the countries in which we operate, our sales cycles may be elongated and our customers' purchasing decisions may be delayed or cancelled.** The length of our sales cycle, from initial evaluation to payment for our subscriptions, can range from several months to over a year and can vary substantially from customer to customer. Our sales efforts involve significant investment of resources in field sales, partner development, marketing, and educating our customers about the use, technical capabilities, and benefits of our platform and services. Customers often undertake a prolonged evaluation process, which frequently involves not only our platform, but also those of other companies or the consideration of internally developed alternatives, including those using open-source software. Some of our customers initially deploy our platform on a limited basis, with no guarantee that they will deploy our platform widely enough across their organization to justify our substantial pre-sales investment. As a result, it is difficult to predict exactly when, or even if, we will make a sale to a potential customer or if we can increase sales to our existing customers. ~~Large individual sales have, in some cases, occurred in quarters subsequent to those we anticipated, or have not occurred at all. If our sales cycle lengthens or our substantial upfront investments do not result in sufficient revenue to justify our investments, our operating results could be adversely affected.~~ We have experienced seasonal and end-of-quarter concentration of our transactions and variations in the number and size of transactions that close in a particular quarter, which impacts our ability to grow revenue over the long term and plan and manage cash flows and other aspects of our business and cost structure. Our transactions vary by quarter, with the third fiscal quarter typically being our largest. In addition, within each quarter, a significant portion of our transactions occur in the last two weeks of that quarter. **Large individual sales may also**

occur in quarters subsequent to those we anticipate, which may make it difficult to forecast our expected sales cycle. If expectations for our business turn out to be inaccurate, our revenue growth may be adversely affected over time and we may not be able to adjust our cost structure on a timely basis and our cash flows and results of operations may suffer. Any failure to offer high-quality customer support and professional services may adversely affect our relationships with our customers and our financial results. We typically bundle customer support with arrangements for our solutions and offer professional services for implementation and training. In deploying and using our platform and solutions, our customers may require the assistance of our services teams to resolve complex technical and operational issues. Increased customer demand for support, without corresponding revenue, could increase costs and adversely affect our operating results. We may also be unable to respond quickly enough to accommodate short-term increases in customer demand for support. If we fail to meet our service level commitments, which relate to uptime, or response times, escalation procedures, and time to problem resolution, or if we suffer extended periods of unavailability for our solutions, we may be contractually obligated to provide these customers with service credits or penalties, refunds for prepaid amounts related to unused subscription services, or we could face contract terminations **and be required to provide refunds of prepaid unused fees**. Our sales are highly dependent on our reputation and on positive recommendations from our existing customers. Any failure to maintain high-quality customer support and professional services, or a market perception that we do not maintain high-quality product support or services, could adversely affect our reputation, and our ability to sell our solutions to existing and new customers. Our ability to succeed depends on the experience and expertise of our senior management team. If we are unable to attract, retain, and motivate our **personnel leadership team**, our business, operating results, and prospects may be harmed. Our ability to succeed depends in significant part on the experience and expertise of our senior management team. **From time to time, including there may be changes in our senior management team resulting from the hiring or departure of executives. In the last two years, we hired a new Chief Executive Officer, Chief Financial Officer, General Counsel, and Chief People Officer, among other executive officers leadership changes**. All members of our senior management team are employed on an at-will basis, which means that they are not contractually obligated to remain employed with us and could terminate their employment with us at any time **(subject to any applicable notice periods)**. Accordingly, and **in spite despite** of our efforts to retain our senior management team, **they our Chief Executive Officer or any other member of our senior management team** could terminate **his or her their** employment with us at any time, which could disrupt our operations and negatively impact employee morale and our culture. After **his or her their** termination, such person could go to work for one of our competitors after the expiration of any applicable non-competition period, and the restrictions on non-competition may in any case be difficult to enforce depending on the circumstances. **As announced on May 18, 2022, our Chief Financial Officer, Kevin Burns, will be leaving the Company at the end of the calendar year 2022. We have initiated a search for a new Chief Financial Officer, and Mr. Burns will work with us to ensure a smooth transition.** The loss of our Chief Executive Officer or other senior executive officers or one or more members of our senior management team, particularly if closely grouped, could disrupt our operations, negatively impact employee morale and our culture, and adversely affect our ability to formulate and execute our business plan and thus, our business, operating results, and prospects could be adversely affected. If we fail to develop effective succession plans for our senior management team, and to identify, recruit, onboard, train and integrate strategic hires, our business, operating results, and financial condition could be adversely affected. We rely on highly skilled personnel and if we are unable to attract, retain, or motivate substantial numbers of qualified personnel or expand and train our sales force, we may not be able to grow effectively. Our success largely depends on the talents and efforts of key technical, sales, and marketing employees and our future success depends on our continuing ability to **efficiently and** effectively identify, hire, **on-board onboard**, train, develop, motivate, and retain highly skilled personnel for all areas of our organization. Competition in our industry is intense, and often leads to significant increased compensation and other personnel costs. In addition, competition for employees with experience in our industry can be intense, particularly in Europe, where our **research and development R & D** operations are concentrated and where other technology companies compete for management and engineering talent. Our continued ability to compete and grow effectively depends on our ability to attract substantial numbers of qualified new employees and to retain and motivate our existing employees. We believe that our corporate culture has contributed to our success, and if we cannot successfully maintain our culture as we grow, we could lose the innovation, creativity, and teamwork fostered by our culture. We believe that a critical component to our success has been **our a focus on maintaining an entrepreneurial and innovative** corporate culture. We believe our culture has contributed significantly to our abilities to innovate and develop new technologies, and to attract and retain employees. We have spent substantial time and resources in building our team while maintaining this corporate culture. **Over** **We have experienced rapid growth in our last two fiscal years, our total** employee headcount **increased approximately 51 %** and **we also expanded our** international **employee** presence. The rapid influx of large numbers of people from different business backgrounds in different geographic locations, and the **significant number** **substantial increase in the proportion of** employees who work **either** from home versus in our offices along with recent restrictions and requirement on **a hybrid our or remote basis** workplaces imposed by various governments and health authorities, may make it difficult for us to maintain our corporate culture of innovation. If our culture is negatively affected, our ability to support our growth and innovation may diminish. Our debt obligations **credit facility contain contains** restrictions that impact our business and expose us to risks that could adversely affect our liquidity and financial condition. **At In December 2022, we entered into a senior secured revolving credit facility in the aggregate amount of \$ 400. 0 million. As of** March 31, 2022 **2023**, we had approximately \$ 300 **384. 0 5** million available of aggregate indebtedness, as defined in the Credit Agreement, consisting of \$ 281. 1 million outstanding under **the credit** our first lien term loan facility, **with** \$ 15. **6 5** million of letters of credit outstanding under a \$ 25. 0 million letter of credit sub-facility and \$ 7. 2 million in unamortized debt issuance fees. Under our first lien term loan facility, we were required to repay approximately \$ 2. 4 million of principal at the end of each quarter and are required to pay accrued interest on the last day of each interest accrual period. During the second quarter of fiscal 2020, we repaid all outstanding borrowings and accrued

interest under our second-~~lien~~ term loan facility. Interest accrual periods under each loan facility are typically one month in duration. The actual amounts of our debt servicing payments vary based on the amounts of indebtedness outstanding, the applicable interest accrual periods and the applicable interest rates **and fee margins**, which vary based on prescribed formulas. Our cash paid for interest was approximately \$ 8. 4 million, \$ 12. 5 million, and \$ 39. 6 million during the years ended March 31, 2022, 2021, and 2020, respectively. The credit and guaranty agreement, which we refer to as our Credit Agreement, governing our term loan facility and our revolving credit facility, which we refer to as our Credit Facility, contains various **customary** covenants **(including a financial covenant requiring compliance with a maximum leverage ratio)** that are operative so long as our Credit Facility remains outstanding. The covenants, among other things, limit our and certain of our subsidiaries' abilities to: • incur additional indebtedness or guarantee indebtedness of others; • create additional liens on our assets; • pay dividends and make other distributions on our capital stock, and redeem and repurchase our capital stock; • make investments, including acquisitions; • make capital expenditures; • enter into mergers or consolidations or sell assets; • engage in sale and leaseback transactions; or • enter into transactions with affiliates. Our Credit Facility also contains numerous affirmative covenants, including financial covenants. Even if our Credit Facility is terminated, any additional debt that we incur in the future could subject us to similar or additional covenants. For a more detailed description of our indebtedness, see Note 9 to our consolidated financial statements. If we experience a decline in cash flow due to any of the factors described in this "Risk Factors" section or otherwise, we may have difficulty paying the interest and principal amount of our outstanding indebtedness and meeting the financial covenants set forth in our Credit Facility. If we are unable to generate sufficient cash flow or otherwise to obtain the funds necessary to make required payments under our **Credit credit Facility facility**, or if we fail to comply with the various **covenants and other** requirements of our **indebtedness set forth in the credit facility**, we could default under our **Credit credit Facility facility**. Our **Credit credit Facility facility** also contains provisions that trigger repayment obligations or an event of default upon a change of control, as well as various representations and warranties which, if breached, could lead to an event of default. Any such default that is not cured or waived could result in an acceleration of indebtedness then outstanding under our **Credit credit Facility facility**, an increase in the applicable interest rates under our **Credit credit Facility facility**, and a requirement that our subsidiaries that have guaranteed our **Credit credit Facility facility** pay the obligations in full, and would permit the lenders to exercise remedies with respect to all of the collateral that is securing our **Credit credit Facility facility**, including substantially all of our and **our-the** subsidiary guarantors' assets. We cannot be certain that our future operating results will be sufficient to ensure compliance with the covenants in our **Credit Agreement Facility** or to remedy any defaults under our **Credit Agreement Facility**. In addition, in the event of any default and related acceleration, we may not have or be able to obtain sufficient funds to make any accelerated payments. Any such default could have a material adverse effect on our liquidity, financial condition, and results of operations. **Our substantial level of indebtedness could materially and adversely affect our financial condition. We now have, and expect to continue to have, significant indebtedness that could result in a material and adverse effect on our business by:** • increasing our vulnerability to general adverse economic and industry conditions; • requiring us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions, research and development efforts and other general corporate purposes; • limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate; and • exposing us to the risk of increased interest rates as certain of our borrowings are, and may in the future be, at variable interest rates. The occurrence of any one of these events could have a material adverse effect on our business, financial condition, results of operations and ability to satisfy our obligations under our Credit Facility. We may need to refinance all or a portion of our indebtedness, including our Credit Facility, at or before maturity. We may not be able to accomplish any of these alternatives on terms acceptable to us, or at all. In addition, our existing Credit Agreement restricts us, and future credit agreements may restrict us, from adopting any of these alternatives. The failure to generate sufficient cash flow or to achieve any of these alternatives could materially adversely affect our ability to pay the amounts due under our Credit Agreement. Failure to maintain our credit ratings could adversely affect our liquidity, capital position, ability to hedge certain financial risks, borrowing costs and access to capital markets. Our credit risk is evaluated by the major independent rating agencies, and such agencies have in the past and could in the future downgrade our ratings. We cannot assure you that we will be able to maintain our current credit ratings, and any additional actual or anticipated changes or downgrades in our credit ratings, including any announcement that our ratings are under further review for a downgrade, may have a negative impact on our liquidity, capital position, ability to hedge certain financial risks and access to capital markets. In addition, changes by any rating agency to our outlook or credit rating could increase the interest we pay on outstanding or future debt. Risks Related to Information Technology, Intellectual Property, and Data Security and Privacy Security breaches, computer malware, computer hacking attacks, and other security incidents could harm our business, reputation, brand, and operating results. **We have in the past been, and may in the future be, the target and victim of cybersecurity attacks, including email phishing and other types of attacks. In general, Security security incidents have increased in sophistication and** have become more prevalent across industries and may occur on our systems, or on the systems of third parties we use to host our solutions or SaaS solutions that we use in the operation of our business, or on those third party hosting platforms on which our customers' host their systems. These security incidents may be caused by, or result in, but are not limited to, security breaches, computer malware or malicious software, ransomware, **phishing attacks**, computer hacking, denial of service attacks, security system control failures in our own systems or from vendors **that** we or our customers use, **email phishing**, software vulnerabilities, social engineering, sabotage, **malicious drive-by downloads**, and the **errors or** malfeasance of our own or our customers' **or vendors'** employees. **Although we have taken significant measures to detect, effectively remediate, and prevent future phishing and other attacks and security threats, we cannot be certain that our efforts will be effective to prevent and remediate all attacks and security threats. As a result, unauthorized access to, security breaches of, or denial- of- service attacks against our platform could result in the unauthorized access**

to, or use of, and / or loss of, such data, as well as loss of intellectual property, customer data, employee data, trade secrets, or other confidential or proprietary information. In particular, because we utilize a multi-tenant platform, any security breach could potentially affect a significant amount of our customers. The consequences of a security incident may be more severe if customers have chosen to configure our platform to collect and store confidential, personal, sensitive, or proprietary information. Our Such security incidents, whether intentional or otherwise, may result from actions of employees, hackers, criminals, nation states, vendors, contractors, customers determine, or other threat actors. We have experienced email phishing attacks that resulted in the compromise of a limited number of email accounts. Although -- through we have taken significant measures to detect, effectively remediate and prevent future phishing and other -- their configuration attacks and security threats, the nature of the we cannot be certain that our efforts will be effective to prevent and remediate all attacks and security threats. Cyber incidents have been increasing in sophistication and frequency and can include employees or third parties gaining access to employee or customer data processed by Dynatrace using stolen or inferred credentials, computer malware, viruses, spamming, phishing attacks, ransomware, card skimming code, and accordingly other -- the content deliberate attacks and attempts to gain unauthorized access. As a result, unauthorized access to, security breaches of the notices that, or denial-of-service attacks against our platform could result in the they provide unauthorized access to or use of, and / or loss of, such data -- subjects as well as the consents that they obtain, if they do in fact, obtain consent. As such, our risks are also affected by how our customers obtain consent or provide transparency to the individuals whose data is provided by the customer to Dynatrace. If our customers fail to comply with applicable law or fail to provide adequate notice or to obtain consent, we could be exposed to a risk of loss of intellectual property, customer data litigation or regulatory action, employee data and possible liability, trade secrets some or all of which may not be covered by insurance, and or our other confidential ability to operate or our proprietary information business may be impaired. We and certain of our service providers have experienced and may in the future experience disruptions, outages, and other performance problems on our internal systems due to service attacks, unauthorized access, or other security related incidents affecting personal information. Any security breach or loss of system control caused by hacking, which involves efforts to gain unauthorized access to information or systems, or to cause intentional malfunctions or loss, modification, or corruption of data, software, hardware or other computer equipment and the inadvertent transmission of computer malware could harm our business, operating results, and financial condition, and expose us to claims arising from loss or unauthorized disclosure of confidential or personal information or data and the related breach of our contracts with customers or others, or of privacy or data security laws. If an actual or perceived security incident occurs, the market perception of the effectiveness of our security controls could be harmed, our brand and reputation could be damaged, we could lose customers, and we could suffer financial exposure due to such events or in connection with remediation efforts, investigation costs, regulatory fines, including fines assessed under the European General Data Protection Regulation ("GDPR") or other privacy laws, private lawsuits and changed security control, system architecture and system protection measures. We may in the future experience disruptions, outages and other performance problems on the systems that we host for our customers due to service attacks, unauthorized access or other security related incidents. Any security breach or loss of system control caused by hacking, which involves efforts to gain unauthorized access to information or systems, or to cause intentional malfunctions or loss, modification or corruption of data, software, hardware or other computer equipment and the inadvertent transmission of computer malware could disrupt the services that we provide to our customers, harm our customers' business, operating results and financial condition, and expose us to claims from our customers for the damages that result, which could include, without limitation, claims arising from loss or unauthorized access, acquisition or disclosure of confidential or personal information or data and the related breach of privacy or data security laws. If an actual or perceived security incident occurs, the market perception of the effectiveness of our security controls could be harmed, our brand and reputation could be damaged, we could lose customers, and we could suffer financial exposure due to such events or in connection with remediation efforts, investigation costs, regulatory fines including fines assessed under GDPR or other privacy laws, private lawsuits and changed security control, system architecture and system protection measures. We have administrative, technical, and physical security measures in place, as well as policies and procedures in place to contractually require third parties to whom we transfer data to implement and maintain appropriate security measures. We also proactively employ multiple methods at different layers of our systems to defend against intrusion and attack and to protect our data. However, because the techniques used to obtain unauthorized access or to compromise or sabotage systems change frequently and generally are not identified until they are launched against or even penetrate a target, we may be unable to anticipate these techniques or to implement adequate preventative measures that will be sufficient to counter all current and emerging technology threats. We may therefore experience security breaches that may remain undetected for extended periods of time. Vendors' or suppliers' software or systems may be susceptible or vulnerable to breaches and attacks, which could compromise our systems. For example, in December 2020, it was widely reported that SolarWinds, an information technology company, was the subject of a cyberattack earlier in September 2019 where the SUNBURST malicious code was injected into builds of their Orion software platform that created security vulnerabilities to customers who use Orion. We used SolarWinds Orion software and upon learning of the incident, we took recommended actions to detect any unauthorized access as well as mitigate the compromised system. More recently, SolarWinds provided an update from its investigations regarding the deployment of the malicious tool into its build environment. While we do not believe at this time that the SolarWinds matter had a material impact on our systems or operations, should new or different information come to light establishing that the intrusion is broader than now known, it could have a broader impact on our systems and operations and we could incur significant costs in responding to such intrusion. This is likewise true in the event SolarWinds has an impact on our supply chain or vendors in ways that are not yet known. A vendor or other supply chain-related breach could spread to our own systems or affect our operations or financial systems in material ways that we cannot yet anticipate. A majority of our employees have the ability to work either partially or fully remote. Certain security systems in homes or other remote workplaces may be

less secure than those used in our offices, which may subject us to increased security risks, including cybersecurity-related events, and expose us to risks of data or financial loss and associated disruptions to our business operations. We may also be exposed to risks associated with the locations of remote workers, including exposure to compromised internet infrastructure. If we are unable to effectively manage the cybersecurity and other risks of remote work, our business could be harmed or otherwise negatively impacted. Because data security is a critical competitive factor in our industry, we make statements in our privacy policies, our online product documentation and in our marketing materials, describing the security of our platform, including descriptions of certain security measures we employ or security features embedded within our products offerings. In addition, our customer contracts include commitments related to security measures and data protection. Should any of these statements be untrue, become untrue, or be perceived to be untrue, even if through circumstances beyond our reasonable control, or if any of these security measures or features prove to be ineffective or are perceived to be ineffective, we may face claims, including claims of unfair or deceptive trade practices or breach of regulations including GDPR, brought by the U. S. Federal Trade Commission, state, local, or foreign regulators (e. g., a European Union- based data protection authority) or private litigants. If any unauthorized access to our systems or data, security and breach, or significant denial of contract. While service attack occurs or is believed to have occurred, our reputation and brand could be damaged, we believe that could be required to expend significant capital and other resources to alleviate problems caused by such actual or perceived breaches or attacks and remediate our systems, and we maintain could be exposed to a risk sufficient amount of loss, litigation or regulatory action and possible liability, some or all of which may not be covered by insurance, and our ability to cover certain operate our business may be impaired. We have in the past experienced, and may in the future experience, data security - related risks and incidents affecting personal information, our insurance coverage may not always cover all costs as well as denial of service attacks against our or platform losses. In addition, we cannot be certain that sufficient insurance will continue to be available to us on commercially acceptable terms in the future. Any large, successful claim that exceeds our insurance coverage or any changes in insurance availability and requirements could have a material adverse impact on our financial condition and reputation. Interruptions or disruptions with the delivery of our SaaS solutions, or third- party cloud- based systems that we use depend on in our operations, may adversely affect our business, operating results, and financial condition. Our business and continued growth depends on the ability of our customers to access our platform and solutions, particularly our cloud- based solutions, at any time and within an acceptable amount of time. In addition, our ability to access certain third- party SaaS solutions is important to our operations and the delivery of our customer support and professional services, as well as our sales operations. We have experienced, and may in the future experience, service disruptions, outages, and other performance problems both in the delivery of our SaaS solutions, and in third- party SaaS solutions we use due to a variety of factors, including infrastructure changes, malicious actors including disgruntled employees, human or software errors, or capacity constraints. We have experienced disruptions, outages, or performance problems in the past causing some of our services to be unavailable for a limited period of time. While none of these occurrences have been material to our business, future events could be more impactful. We utilize a multi- tenant structure, meaning that, generally, our customers are hosted on a shared platform. As such, any interruption in service could affect a significant number of our customers. In some instances, we or our third- party service providers may not be able to identify the cause or causes of these performance problems within an acceptable period of time. It may become increasingly difficult to maintain and improve the performance of our SaaS solutions as they become more complex. If our SaaS solutions are unavailable or degraded or if our customers are unable to access features of our SaaS solutions within a reasonable amount of time or at all, our business would be adversely affected. In addition, if any of the third- party SaaS solutions that we use were to experience a significant or prolonged outage or security breach, our business could be adversely affected. We currently host our Dynatrace® solutions on primarily using AWS, and we are expanding to include other cloud infrastructure hyperscaler providers, such as Microsoft AWS, Azure and Google GCP. Our Dynatrace® solutions reside on hardware operated by these providers. Our operations depend on protecting the virtual cloud infrastructure hosted in AWS by a hyperscaler by maintaining its configuration, architecture, features, and interconnection specifications, as well as the information stored in these virtual data centers and which third- party internet service providers transmit. Although we have disaster recovery plans, including the use of multiple AWS hyperscaler locations, any incident affecting AWS a hyperscaler's infrastructure that may be caused by fire, flood, severe storm, earthquake, or other natural disasters, actual or threatened public health emergencies (e. g., COVID-19), cyber- attacks, terrorist or other attacks, and other similar events beyond our control could negatively affect our platform and our ability to deliver our solutions to our customers. A prolonged AWS hyperscaler service disruption affecting our SaaS platform for any of the foregoing reasons would negatively impact our ability to serve our customers and could damage our reputation with current and potential customers, expose us to liability, cause us to lose customers, or otherwise harm our business. We may also incur significant costs for using alternative equipment or taking other actions in preparation for, or in reaction to, events that damage the AWS hyperscaler services we use. AWS has Hyperscalers have the right to terminate our agreement agreements with them upon material uncured breach following on 30 days' prior written notice. If any of In the event that our AWS hyperscaler service agreements are terminated, or there is a lapse of service, we would experience interruptions in access to our platform as well as significant delays and additional expense in arranging new facilities and services and / or re- architecting our solutions for deployment on a different cloud infrastructure, which would adversely affect our business, operating results, and financial condition. Because users are able to configure our platform to collect and store confidential, personal or proprietary information, security concerns could result in additional cost and liability to us or inhibit sales of our products. Our risks are significantly affected by the data that customers elect to monitor and how they configure the tools available to them to mask personal data. Our customers determine the notices that they provide to data subjects as well as the consents that they obtain, if they do in fact, obtain consent. As such, our risks are also affected by how our customers obtain consent or provide transparency to the individuals whose data is collected. If our customers fail to

comply with applicable law or fail to provide adequate notice or to obtain consent we could be exposed to a risk of loss, litigation or regulatory action and possible liability, some or all of which may not be covered by insurance, and our ability to operate our business may be impaired. Real or perceived errors, failures, defects, or vulnerabilities in our solutions could adversely affect our financial results and growth prospects. Our solutions and underlying platform are complex, and in the past, we or our customers have discovered software errors, failures, defects, and vulnerabilities in our solutions after they have been released, including after new versions or updates are released. Our solutions and our platform are often frequently deployed and used in large-scale computing environments with different operating systems, system management software and equipment and networking configurations, which have in the past, and may in the future, cause errors in, or failures of, our solutions or other aspects of the computing environment into which they are deployed. In addition, deployment of our solutions into complicated, large-scale computing environments have in the past exposed, and may, in the future, expose undetected errors, failures, defects, or vulnerabilities in our solutions. Despite testing by us, errors, failures, defects, or vulnerabilities may not be found in our solutions until they are released to our customers or thereafter. Real or perceived errors, failures, defects, or vulnerabilities in our solutions (in particular, any failure of our application security offering to perform as warranted) could result in, among other things, negative publicity and damage to our reputation, lower renewal rates, loss of or delay in market acceptance of our solutions, loss of competitive position, or claims by customers for losses sustained by them or expose us to breach of contract claims, regulatory fines, and related liabilities. If vulnerabilities in our solutions are exploited by adversaries third parties, our customers could experience damages or losses for which our customers seek to hold us accountable. In the case of real or perceived errors, failures, defects, or vulnerabilities in our solutions giving rise to claims by customers, we may be required, or may choose, for regulatory, contractual, customer relations, or other reasons, to expend additional resources in order to help correct the problem. Assertions by third parties of infringement or other violations by us of their intellectual property rights, or other lawsuits brought against us, could result in significant costs and substantially harm our business, operating results, and financial condition. Patent and other intellectual property disputes are common in the markets in which we compete. Some companies in the markets in which we compete, including some of our competitors, own large numbers of patents, copyrights, trademarks, and trade secrets, which they may use to assert claims of infringement, misappropriation, or other violations of intellectual property rights against us, our partners, our technology partners, or our customers. As the number of patents and competitors in our market increase, allegations of infringement, misappropriation, and other violations of intellectual property rights may also increase. Our broad solution portfolio and the competition in our markets further exacerbate the risk of additional third-party intellectual property claims against us in the future. Any allegation of infringement, misappropriation, or other violation of intellectual property rights by a third party, even those without merit, could cause us to incur substantial costs and resources defending against the claim, could distract our management from our business, and could cause uncertainty among our customers or prospective customers, all of which could have an adverse effect on our business, operating results, and financial condition. We cannot assure you that we are not infringing or otherwise violating any third-party intellectual property rights. Furthermore, companies that bring allegations against us may have the capability to dedicate substantially greater resources to enforce their intellectual property rights and to defend against similar allegations that may be brought against them than we do. We have received, and may in the future receive, notices alleging that we have misappropriated, misused, or infringed other parties' intellectual property rights, including allegations made by our competitors, and, to the extent we gain greater market visibility, we face a higher risk of being the subject of intellectual property infringement assertions. There also is a market for acquiring third-party intellectual property rights and a competitor, or other entity, could acquire third-party intellectual property rights and pursue similar assertions based on the acquired intellectual property. They may also make such assertions against our customers or partners. An adverse outcome of a dispute may require us to take several adverse steps such as to pay substantial damages, including potentially treble damages, if we are found to have willfully infringed a third party's patents or copyrights; cease making, using, selling, licensing, importing, or otherwise commercializing solutions that are alleged to infringe or misappropriate the intellectual property of others; expend additional development resources to attempt to redesign our solutions or otherwise to develop non-infringing technology, which may not be successful; enter into potentially unfavorable royalty or license agreements in order to obtain the right to use necessary technologies or intellectual property rights or have royalty obligations imposed by a court; or indemnify our customers, partners, and other third parties. Any damages or royalty obligations we may become subject to, any prohibition against our commercializing our solutions as a result of an adverse outcome could harm our business and operating results. Additionally, our agreements with customers and partners include indemnification provisions, under which we agree to indemnify them for losses suffered or incurred as a result of allegations of intellectual property infringement and, in some cases, for damages caused by us to property or persons or other third-party allegations. Furthermore, we have agreed in certain instances to defend our partners against third-party claims asserting infringement of certain intellectual property rights, which may include patents, copyrights, trademarks, or trade secrets, and to pay judgments entered on such assertions. Large indemnity payments could harm our business, operating results, and financial condition. Failure to protect and enforce our proprietary technology and intellectual property rights could substantially harm our business, operating results, and financial condition. The success of our business depends on our ability to protect and enforce our proprietary rights, including our patents, trademarks, copyrights, trade secrets, and other intellectual property rights, throughout the world. We attempt to protect our intellectual property under patent, trademark, copyright, and trade secret laws, and through a combination of confidentiality procedures, contractual provisions, and other methods, all of which offer only limited protection. However, the steps we take to protect our intellectual property may be inadequate. We will not be able to protect our intellectual property if we are unable to enforce our rights or if we do not detect unauthorized use of our intellectual property. Despite our precautions, it may be possible for unauthorized third parties to copy our technology and use information that we regard as proprietary to create products, offerings, and services that compete with ours. In the past, we have been made aware of public postings of portions of our source code. It is possible that released

source code could reveal some of our trade secrets, and impact our competitive advantage. Some license provisions protecting against unauthorized use, copying, transfer, reverse engineering, and disclosure of our technology may be unenforceable under the laws of certain jurisdictions and foreign countries. Further, the laws of some countries do not protect proprietary rights to the same extent as the laws of the United States, and in some countries, there may not be sufficient legal processes available to us, in a timely fashion or at all, to enable us to effectively protect our intellectual property. In expanding our international activities, our exposure to unauthorized copying and use of our technology and proprietary information may increase. As of March 31, 2022-2023, we had 98-115 issued patents, 75-80 of which are in the United States, and 35-42 pending applications, of which 22-25 are in the United States. Our issued patents expire at various dates through September- July 2040-2041. The process of obtaining patent protection is expensive and time-consuming, and we may not be able to prosecute all necessary or desirable patent applications at a reasonable cost or in a timely manner. We may choose not to seek patent protection for certain innovations and may choose not to pursue patent protection in certain jurisdictions. Furthermore, it is possible that our patent applications may not result in issued patents, that the scope of the claims in our issued patents will be insufficient or not have the coverage originally sought, that our issued patents will not provide us with any competitive advantages, and that our issued patents and other intellectual property rights may be challenged by others or invalidated through administrative process or litigation. In addition, issuance of a patent does not guarantee that we have an absolute right to practice our patented technology, or that we have the right to exclude others from practicing our patented technology. As a result, we may not be able to obtain adequate patent protection or to enforce our issued patents effectively. In addition to patented technology, we rely on our unpatented proprietary technology and trade secrets. Despite our efforts to protect our proprietary technology and trade secrets, unauthorized parties may attempt to misappropriate, reverse engineer, or otherwise obtain and use them. The contractual provisions that we enter into with employees, consultants, partners, vendors, and customers may not prevent unauthorized use or disclosure of our proprietary technology or trade secrets and may not provide an adequate remedy in the event of unauthorized use or disclosure of our proprietary technology or trade secrets. Moreover, policing unauthorized use of our technologies, solutions and intellectual property is difficult, expensive, and time-consuming, particularly in foreign countries where the laws may not be as protective of intellectual property rights as those in the United States and where mechanisms for enforcement of intellectual property rights may be weak. We may be unable to determine the extent of any unauthorized use or infringement of our solutions, technologies, or intellectual property rights. From time to time, legal action by us may be necessary to enforce our patents and other intellectual property rights, to protect our trade secrets, to determine the validity and scope of the intellectual property rights of others, or to defend against allegations of infringement or invalidity. Such litigation could result in substantial costs and diversion of resources and could negatively affect our business, operating results, financial condition, and cash flows. If we are unable to protect our intellectual property rights, our business, operating results, and financial condition will be harmed. Our use of open source technology could impose limitations on our ability to commercialize our solutions and platform and application intelligence software platform. We use open source software in our solutions and platform and expect to continue to use open source software in the future. Although we monitor our use of open source software to avoid subjecting our solutions and platform to conditions we do not intend, we may face allegations from others alleging ownership of, or seeking to enforce the terms of, an open source license, including by demanding release of the open source software, derivative works, or our proprietary source code that was developed using such software. These allegations could also result in litigation. The terms of many open source licenses have not been interpreted by U. S. courts. As a result, there is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to commercialize our solutions. In such an event, we could be required to seek licenses from third parties to continue offering our solutions, to make our proprietary code generally available in source code form, to re-engineer our solutions, or to discontinue the sale of our solutions if re-engineering could not be accomplished on a timely basis, any of which could adversely affect our business, operating results, and financial condition. Our participation in open source initiatives may limit our ability to enforce our intellectual property rights in certain circumstances. As part of our strategy to broaden our target markets and accelerate adoption of our products offerings, we contribute software program code to certain open source projects, managed by organizations such as Microsoft, Google, and Cloud Native Computing Foundation. We also undertake our own open source initiatives to promote “open innovation” and “enterprise openness,” meaning that we make technologies available under open source licenses with the goal of exchanging insights and experience with other experts in the community, broadening the adoption of our platform by our customers, and providing our partners with the ability to leverage their own technologies through the Dynatrace® platform. In some cases, we accept contributions of code from the community, our customers, and partners. When we contribute to a third-party managed open source project, the copyrights, patent rights, and other proprietary rights in and to the technologies, including software program code, owned by us that we contribute to these projects are often licensed to the project managers and to all other contributing parties without material restriction on further use or distribution. If and to the extent that any of the technologies that we contribute, either alone or in combination with the technologies that may be contributed by others, practice any inventions that are claimed under our patents or patent applications, then we may be unable to enforce those claims or prevent others from practicing those inventions, regardless of whether such other persons also contributed to the open source project (even if we were to conclude that their use infringes our patents with competing offerings), unless any such third party asserts its patent rights against us. This limitation on our ability to assert our patent rights against others could harm our business and ability to compete. In addition, if we were to attempt to enforce our patent rights, we could suffer reputational injury among our customers and the open source community. Any actual or perceived failure by us to comply with stringent and evolving privacy laws or regulatory requirements in one or multiple jurisdictions, privacy, and information security policies and / or contractual obligations could result in proceedings, actions, or penalties against us. We are subject to U. S. federal, state, and international laws, regulations, and standards relating to the collection, use, disclosure, retention, security, transfer, and other processing of personal data. The legal and regulatory framework frameworks for

privacy, data protection and security issues worldwide is rapidly evolving and as a result, implementation standards, potential fines, enforcement practices, and litigation risks are likely to remain uncertain for the foreseeable future. In addition, the United States, state legislatures continue to propose and pass comprehensive privacy legislation. For example, California enacted the California Consumer Privacy Act (“CCPA”), which was amended by a ballot initiative, the California Privacy Rights Act (“CPRA”) in November 2020. The newly amended version of the CCPA became effective on January 1, 2023. Among other things, the CCPA gives California residents rights to access and delete their personal information, opt out of certain personal information sharing, and receive detailed information about how their personal information is used. The CCPA provides for civil penalties for violations, as well as a private right of action for data breaches that is expected to increase data breach litigation. It is not yet fully clear how the recently amended CCPA will be interpreted. The effects of the recently amended CCPA are potentially significant and may require us to modify our data collection or contracts with customers include specific processing practices and policies and to incur substantial costs and expenses to comply and increase our potential exposure to regulatory enforcement and / or litigation. Certain other state laws impose similar privacy obligations regarding the protection of confidentiality and the permitted uses of personally identifiable and we also anticipate that more states will increasingly enact legislation similar to other the CCPA proprietary information. Internationally, The CCPA has prompted a number of proposals for new federal and state-level privacy legislation, and in some states efforts to pass comprehensive privacy laws have been successful. The existence of comprehensive privacy laws in different states in the country, if enacted, will add additional complexity, variation in requirements, restrictions, and potential legal risk, require additional investment of resources in compliance programs, impact strategies and the availability of previously useful data, and has resulted in and will result in increased compliance costs and / or changes in business practices and policies. Outside of the United States, virtually every jurisdiction in which we operate has established its own privacy, data protection and / or data security legal framework with which we or our customers must comply, including, but not limited to, the European Union (“EU”). In the EU, data protection laws are stringent and continue to evolve, resulting in possible significant operational costs for internal compliance and risk to our business. The EU has adopted the GDPR, which imposed became effective and enforceable across all then-current member states of the EU on May 25, 2018 and contains numerous requirements and changes from prior EU law, including more robust obligations upon covered on data processors and heavier documentation requirements for data protection compliance programs by companies. Specifically, the GDPR introduced numerous privacy-related changes for companies operating in the EU, including heightened notice and consent requirements, greater rights of data subjects (e.g., the “right to be forgotten”), increased data portability for EU consumers, additional data breach notification and data security requirements, requirements for engaging third-party processors, and increased fines for non-compliance. Serious breaches of In particular, under the GDPR, fines (and similar data protection regulations in the United Kingdom) may result in monetary penalties of up to 20 million euros or up to 4% of the worldwide annual global revenue and fines up to 2% of annual worldwide revenue can the noncompliant company, whichever is greater, could be imposed for other violations of certain of the GDPR’s requirements, such as failure to accurately maintain required documentation as a data processor or controller under Article 30 and other provisions of the GDPR. The GDPR also confers a private right of action on data subjects and consumer associations to lodge complaints with supervisory authorities, seek judicial remedies and obtain compensation for damages. The GDPR applies to any company established in the EU as well as any company outside the EU that processes personal data in connection with the offering of goods or services to individuals in the EU or that engages in the monitoring of their behavior. Moreover, the GDPR requirements apply not only to third-party transactions, but also to transfers of information between us and our subsidiaries, including employee information. In addition, further to the UK’s exit from the EU on January 31, 2020, the GDPR ceased to apply in the UK at the end of the transition period on December 31, 2020. However, as of January 1, 2021, the UK’s European Union (Withdrawal) Act 2018 incorporated the GDPR (as it existed on December 31, 2020 but subject to certain UK specific amendments) into UK law, referred to as the UK GDPR. The UK GDPR and the UK Data Protection Act 2018 set out the UK’s data protection regime, which is independent from but aligned to the EU’s data protection regime. Non-compliance with the UK GDPR may result in monetary penalties of up to £17.5 million or 4% of worldwide revenue, whichever is higher. In addition to the GDPR, the EU also is considering the Regulation on Privacy and Electronic Communications (“ePrivacy Regulation”) which would replace the current an existing ePrivacy Directive. The Originally planned to be adopted and implemented at the same time as the GDPR, the ePrivacy Regulation is focused on privacy regarding electronic has been delayed but could be enacted sometime in the relatively near future. While the proposed regulation contains protections for those using communications services (for example, protections against online tracking technologies), the potential timing of its enactment significantly later than the GDPR means that additional time and data processed by electronic communications services. The effort may need to be spent addressing differences between the ePrivacy Regulation and the GDPR. New rules related to the ePrivacy Regulation are likely to include enhanced consent requirements in order to use communications content and communications metadata, as well as obligations and restrictions on the processing of data from an end-user’s terminal equipment, which may negatively impact our product offerings and our relationships with our customers. Preparing for and complying with the evolving application of the GDPR and the ePrivacy Regulation (if and when it becomes effective) has required and will continue to require us to further modify some of our substantial operational costs and may require us to change our business data practices. Despite our efforts to bring practices into compliance with the GDPR and before the effective date of the ePrivacy Regulation, we may not be successful either due to internal or external factors such as resource allocation limitations. Non-compliance could result in additional costs proceedings, fines or for penalties against us by governmental entities, customers, data subjects, consumer associations or our others company. In addition Even without the new ePrivacy Regulation in force, the proposed EU Digital Services regulators have, in recent months, demonstrated increased scrutiny of companies’ compliance with cookie consent requirements,

with the French Commission Nationale de l'Informatique et des Libertés, recently fining Google and Facebook up to a combined 210 million euros for cookie violations under the ePrivacy Directive. Regulatory enforcement activity appears likely to increase in the future, especially following enactment of the ePrivacy Regulation. Additionally, the GDPR and the UK GDPR impose strict rules on the transfer of personal data outside of the EU/UK to countries that do not ensure an adequate level of protection, like the United States (so-called "third countries"). Recent Guidance from the Court of Justice of the European Union has stated that, although cross-border data transfers may be legitimized through use of the Standard Contractual Clauses (SCCs) approved by the European Commission or binding corporate rules, transfers made pursuant to these and other alternative transfer mechanisms need to be analyzed on a case-by-case basis to ensure EU standards of data protection are met in the jurisdiction where the data importer is based. There continue to be concerns about whether these transfer mechanisms will face additional challenges, and European regulators have issued recent guidance that imposes significant new diligence requirements on transferring data outside the EU, including under an approved transfer mechanism. This guidance requires an "essential equivalency" assessment of the laws of the destination country. If essentially equivalent protections are not available in the destination country, the exporting entity must then assess if supplemental measures can be put in place that, in combination with the chosen transfer mechanism, would address the deficiency in the laws and ensure that essentially equivalent protection can be given to the data. While we have taken steps to mitigate the impact on us with respect to transfers of data, such as implementing standard contractual clauses with our customers, subsidiaries and subprocessors, the validity of these transfer mechanisms remains uncertain. Complying with this guidance as it exists today and evolves will be expensive and time-consuming and may ultimately prevent us from transferring personal data outside the EU, which would cause significant business disruption for ourselves and our customers and potentially require the changes in the way our products are configured, hosted and supported. Additionally, on June 4, 2021, the EC issued new forms of standard contractual clauses for data transfers from controllers or processors in the EU/EEA (or otherwise subject to the GDPR) to controllers or processors established outside the EU/EEA (and not subject to the GDPR). The new standard contractual clauses replace the standard contractual clauses that were adopted previously under the EU Data Protection Directive. The UK is not subject to the EC's new standard contractual clauses but has published a draft version of a UK-specific transfer mechanism, which, once finalized, will enable transfers from the UK. We will be required to implement these new safeguards when conducting restricted data transfers under the EU and UK GDPR and doing so will require significant effort and cost. Most recently, on March 25, 2022, EU Commission and the U. S. White House announced that an agreement on Privacy Shield 2.0 has been reached. However, it is too soon to tell how the future of Privacy Shield 2.0 will evolve and what impact it will have on our cross-border activities. In the United States, California enacted the California Consumer Privacy Act ("CCPA **DSA**"), on June 28, 2018, which became effective on January 1, 2020. The CCPA gives California residents rights to access and **Digital Markets** delete their personal information, opt out of certain personal information sharing and receive detailed information about how their personal information is used. The CCPA provides for civil penalties for violations, as well as a private right of action for data breaches that is expected to increase data breach litigation. The CCPA may increase our compliance costs and potential liability. Additionally, a new California ballot initiative, the California Privacy Rights Act ("CPRA **DMA**") was passed in November 2020. Effective starting on January 1, 2023, the CPRA imposes additional obligations on companies covered by the legislation and will significantly modify the CCPA, including by expanding consumers' rights with respect to certain sensitive personal information. The CPRA also creates a new state agency that will be vested with authority to implement and enforce the CCPA and the CPRA. The effects of the CCPA and the CPRA are potentially significant and may require us to modify our data collection or processing practices and policies and to incur substantial costs and expenses in an effort to comply and increase our potential exposure to regulatory enforcement and/or litigation. Certain other state laws impose similar privacy obligations and we also anticipate that more states will increasingly enact legislation similar to the CCPA. The CCPA has prompted a number of proposals for new federal and state-level privacy legislation and in some states efforts to pass comprehensive privacy laws have been successful. For example, on March 2, 2021, Virginia enacted the Consumer Data Protection Act, or CDPA. The CDPA will become effective January 1, 2023. The CDPA will regulate how businesses (which the CDPA refers to as "controllers") collect and share personal information. While the CDPA incorporates many similar concepts of the CCPA and CPRA, there are also several key differences in the scope, application, and enforcement of the law that will change the operational practices of controllers. The new law will impact how controllers collect and process personal sensitive data, conduct data protection assessments, transfer personal data to affiliates, and respond to consumer rights requests. Also, on July 8, 2021, Colorado's governor signed the Colorado Privacy Act, or CPA, into law. The CPA is rather similar to Virginia's CPDA but also contains additional requirements. The new measure applies to companies conducting business in Colorado or who produce or deliver commercial products or services intentionally targeted to residents of the state that either: (1) control or process the personal data of at least 100,000 consumers during a calendar year; or (2) derive revenue or receive a discount on the price of goods or services from the sale of personal data and process or control the personal data of at least 25,000 consumers. Moreover, in March 2022, Utah's governor signed the Utah Consumer Privacy Act (UCPA) into law and in May 2022, Connecticut Governor Lamont signed the Connecticut Data Privacy Act (CTDPA) into laws. The UCPA and CTDPA draw heavily upon their predecessors in Virginia and Colorado. With the CTDPA, Connecticut became the fifth state to enact a comprehensive privacy law. A number of additional other states have proposed bills for comprehensive consumer privacy laws and it is quite possible that certain of these bills will pass. The existence of comprehensive privacy laws in different states in the country, if enacted, will add additional **further** complexity, variation in requirements, restrictions and potential legal risk, require additional investment of resources in compliance programs, impact strategies and the availability of previously useful data, and has resulted in and will result in increased compliance costs **consumer protection** and **technology regulation** or changes in business practices and policies. The existence of comprehensive privacy laws in different states in the country would make our compliance obligations more complex and costly and may increase the likelihood that we may be subject to enforcement actions or otherwise incur liability for noncompliance.

Many jurisdictions outside of Europe where we do business directly or through ~~master~~-resellers today and may seek to expand our business in the future, are also considering and / or have enacted comprehensive data protection **and / or cybersecurity** legislation. These include Australia, Brazil, China, Japan, Mexico, and Singapore. **• We are subject to various data transfer rules related to our ability to transfer data from one country to another. This may limit our ability to transfer certain data or require us to guarantee a certain level of protection when transferring data from one country to another. • We are also continue subject to see jurisdictions imposing data localization laws in certain countries** that may, for example, require personal information of citizens to be collected, stored, and modified only within that country. These and similar regulations may interfere with our intended business activities, inhibit our ability to expand into those markets, require modifications to our ~~products~~-offerings or services, or prohibit us from continuing to offer services in those markets without significant additional costs. **• Current or future laws, regulations, and ethical considerations related to the use of AI technology and ML may impact our ability to provide insights from data and use certain data to develop our offerings. These factors may also impose burdensome and costly requirements on our ability to utilize data in innovative ways.** The regulatory framework **both in the United States and internationally** governing the collection, processing, storage, use and sharing of certain information, particularly financial and other personal information, is rapidly evolving and is likely to continue to be subject to uncertainty and varying interpretations. It is possible that these laws may be interpreted and applied in a manner that is inconsistent with laws in other jurisdictions or which our existing data management practices or the features of our services and platform capabilities. We therefore cannot yet fully determine the impact these or future laws, rules, regulations, and industry standards may have on our business or operations. **• Our contracts with customers include specific obligations regarding the protection of confidentiality and the permitted uses of personally identifiable and other proprietary information. We also publicly post documentation regarding our practices concerning the collection, processing, use, and disclosure of data. Although we endeavor to comply with our published policies and documentation, we may at times fail to do so or be alleged to have failed to do so.** Any failure or perceived failure by us, or any third parties with which we do business, to comply with our posted privacy policies **and product documentation**, changing consumer expectations, evolving laws, rules and regulations, industry standards, or contractual obligations to which we or such third parties are or may become subject, may result in actions or other claims against us by governmental entities or private actors, the expenditure of substantial costs, time and other resources or the imposition of significant fines, penalties or other liabilities, **which could, individually or in the aggregate, materially and adversely affect our business, financial condition, and results of operations.** In addition, any such action, particularly to the extent we were found to be guilty of violations or otherwise liable for damages, would damage our reputation and adversely affect our business, financial condition, and results of operations. Additionally, our customers may be subject to differing privacy laws, rules, and legislation, which may mean that they require us to be bound by varying contractual requirements applicable to certain other jurisdictions. Adherence to such contractual requirements may impact our collection, use, processing, storage, sharing, and disclosure of various types of information, including financial information and other personal information, and may mean we become bound by, or voluntarily comply with, self-regulatory or other industry standards relating to these matters that may further change as laws, rules, and regulations evolve. Complying with these requirements and changing our policies and practices may be onerous and costly, and we may not be able to respond quickly or effectively to regulatory, legislative, and other developments. These changes may in turn impair our ability to offer our existing or planned features, products, and services and / or increase our cost of doing business. As we expand our customer base, these requirements may vary from customer to customer, further increasing the cost of compliance and doing business.

Risks Related to Legal, Regulatory, Accounting, and Tax Matters Tax matters, including changes in tax laws, rules, regulations, and treaties, could impact our effective tax rate and our results of operations. **We operate in over 30 countries around publicly post documentation regarding our practices concerning the collection world and, processing as a multinational corporation, we are subject to income and non-income-based taxes, including payroll, sales, use, value-added, net worth, property, and disclosure of data goods and services taxes, in both the United States and various non-U.S. jurisdictions. Our effective tax rate has fluctuated in the past and is likely to fluctuate in the future. Our effective tax rate is affected by the allocation of revenues and expenses to different jurisdictions and the timing of recognizing revenues and expenses. In addition, in the ordinary course of our global business, there are many intercompany transactions and calculations where the ultimate tax determination is uncertain. The amount of taxes that we endeavor pay is subject to comply our interpretation of applicable tax laws in the jurisdictions in which we file and changes to tax laws. Significant judgment is required in determining our worldwide provision for income taxes and other tax liabilities, and in determining the realizability of tax attributes such as foreign tax credits and other domestic deferred tax assets. From time to time, we are subject to regular tax audits, examinations, and reviews in the ordinary course of business. While we believe that our tax estimates are reasonable and we have complied with our published policies and documentation all applicable income tax laws, there can be no assurance that a governing tax authority will not have a different interpretation and require us to pay additional taxes. If any amounts that we may ultimately pay to a tax authority differ materially from amounts that we previously recorded, it could negatively affect our financial results and operations for the period at times fail to issue and on an ongoing basis. We do so not collect sales and use, value added, and similar taxes in all jurisdictions in which we have sales, based on or our belief that such taxes are not applicable in certain of those jurisdictions. Sales and use, value added, and similar tax laws and rates vary greatly by jurisdiction. Certain jurisdictions in which we do not collect such taxes may assert that such taxes are applicable, which could result in tax assessments, penalties, and interest, and we may be alleged required to have failed to do so collect such taxes in the future. Such tax assessments** Any failure or perceived failure by us to comply with our privacy policies or any applicable privacy, security or data protection, information security or consumer protection related laws, regulations, orders or industry standards could expose us to costly litigation, significant awards, fines or judgments, civil and / or criminal penalties or

negative publicity, and could materially and **interest or future requirements may** adversely affect our business, financial condition and results of operations. **Tax** The publication of our privacy policy and other documentation that provide promises and assurances about privacy and security can subject us to potential state and federal action if they are found to be deceptive, unfair, or misrepresentative of our actual practices, which could, individually or in the aggregate, materially and adversely affect our business, financial condition and results of operations. Changes in U. S. tax law could adversely affect our business and financial condition. The laws, rules, and regulations dealing with U. S. federal, state, and local income taxation are constantly under review by persons involved in the legislative process and by **tax authorities** the Internal Revenue Service and the U. S. Treasury Department. Changes to tax laws (which changes may have retroactive application) could adversely affect us or holders of our common stock. **For example, changes in tax laws, rules, regulations, treaties, rates, changing interpretation of existing laws or regulations, the impact of accounting for share-based compensation, the impact of accounting for business combinations, changes in our international organization, and changes in overall levels of income before tax, can impact our tax liability.** In recent years, many changes have been made to applicable tax laws and changes are likely to continue to occur in the future. For example, the Tax Cuts and Jobs Act was enacted in 2017 and made significant changes to corporate taxation, including the reduction of the corporate tax rate from a top marginal rate of 35 % to a flat rate of 21 %, the limitation of the tax deduction for net interest expense to 30 % of adjusted taxable income (except for certain small businesses), the limitation of the deduction for net operating losses from taxable years beginning after December 31, 2017 to 80 % of current year taxable income and the elimination of net operating loss carrybacks generated in taxable years ending after December 31, 2017 (though any such net operating losses may be carried forward indefinitely), the requirement to capitalize and amortize research and development expenditures for fiscal years beginning after December 31, 2021, and the modification or repeal of many business deductions and credits, in each case, as modified by the CARES Act (as defined below). In addition, on March 27, 2020, former President Trump signed into law the “Coronavirus Aid, Relief, and Economic Security Act” (the “CARES Act”), which included certain changes in tax law intended to stimulate the U. S. economy in light of the ongoing COVID-19 coronavirus outbreak, including temporary beneficial changes to the treatment of net operating losses, interest deductibility limitations and payroll tax matters. Under the CARES Act, the limitation of the tax deduction for net operating losses to 80 % of taxable income applies only to taxable years beginning after December 31, 2020 and net operating losses generated in 2018, 2019 and 2020 may be carried back five taxable years. Further, under the CARES Act, the limitation of the tax deduction for net interest expense to 30 % of adjusted taxable income is increased to 50 % of adjusted taxable income for 2019 and 2020. It cannot be predicted whether, when, in what form, or with what effective dates, new tax laws may be enacted, or regulations and rulings may be enacted, promulgated, or issued under existing or new tax laws, which could result in an increase in our or our shareholders’ tax liability or require changes in the manner in which we operate in order to minimize or mitigate any adverse effects of changes in tax law or in the interpretation thereof. The spin-off **offs** of Compuware and the spin-off of SIGOS **in 2019** were taxable transactions for us, and we are subject to tax liabilities in connection with such transactions. **In 2019, as part of a corporate reorganization, Compuware and SIGOS were spun out of our corporate structure.** Neither the spin-off of Compuware (the “Compuware Spin-Off”) nor the spin-off of SIGOS (the “SIGOS Spin-Off”) qualified as a tax-free spin-off under Section 355 or other provisions of the Internal Revenue Code (“the Code”). Corporate-level U. S. federal, state, and local taxes were paid by us in connection with the Compuware **Spin-spin - Off-off** and in connection therewith, Compuware distributed to us \$ 265. 0 million pursuant to a **Master Structuring structuring Agreement-agreement**. These taxes were generally based upon the gain computed as the difference between the fair market value of the Compuware assets distributed and the adjusted tax basis in such assets. The actual amount of our tax liability relating to the Compuware **Spin-spin - Off-off** included on the filed tax returns was \$ 231. 8 million. We did not have sufficient losses available to fully offset the gain we realized as a result of the Compuware **Spin-spin - Off-off**. We do not believe we incurred any material tax liabilities in connection with the SIGOS **Spin-spin - Off-off** because the estimated fair market value of the SIGOS assets was materially similar to the adjusted tax basis in such assets. If the Internal Revenue Service or other taxing authorities were to successfully challenge in an audit or other tax dispute the amount of taxes owed in connection with **either** the Compuware **or SIGOS Spin-spin - off Off or the SIGOS Spin-Off**, we could be liable for additional taxes, including interest and penalties. We would be responsible for any such additional amounts, and for the costs of responding to such challenge, which would not be reimbursed to us by Compuware. While we have obtained an insurance policy that provides coverage if the Internal Revenue Service or other taxing authorities assert that additional taxes are owed in connection with the Compuware **Spin-spin - Off-off**, such policy is subject to certain limitations and exclusions, and we cannot offer any assurances that such policy will fully cover any additional taxes owed by us. We did not obtain a tax insurance policy relating to the SIGOS **Spin-spin - Off-off**. Any tax liabilities determined to be owed by us relating to **either** the Compuware **Spin-spin - off Off or the SIGOS Spin-Off** following an audit or other tax dispute may adversely affect our results of operations. Federal and state fraudulent transfer laws may permit a court to void Compuware’s distribution to us to partially satisfy the estimated tax liability incurred by us from the Compuware **Spin-spin - Off-off**. **On July 31, 2019 As mentioned in the risk factor immediately above**, Compuware distributed \$ 265. 0 million to us **in 2019** to partially or wholly satisfy the estimated tax liability incurred by us in connection with the Compuware **Spin-spin - Off-off**. **Such-This** distribution might be subject to challenge under federal and state fraudulent conveyance laws even if the distribution was completed. Under applicable laws, the distribution could be voided as a fraudulent transfer or conveyance if, among other things, the transferor received less than reasonably equivalent value or fair consideration in return for, and was insolvent or rendered insolvent by reason of, the transfer. We cannot be certain as to the standards **that** a court would use to determine whether or not Compuware was insolvent at the relevant time. In general, however, a court would look at various facts and circumstances related to the entity in question, including evaluation of whether or not (i) the sum of its debts, including contingent and unliquidated liabilities, was greater than the fair market value of all of its assets; (ii) the present fair market value of its assets was less than the amount that would be required to pay its probable liability on its existing debts,

including contingent liabilities, as they become absolute and mature; or (iii) it could pay its debts as they become due. If a court were to find that the distribution was a fraudulent transfer or conveyance, the court could void the distribution. In addition, the distribution could also be voided if a court were to find that it is not a legal distribution or dividend under applicable corporate law. The resulting complications, costs, and expenses of either finding could materially adversely affect our financial condition and results of operations. We are subject to a number of risks associated with global sales and operations. Revenue from customers located outside of the United States represented 49-44% of our total revenue, 49% and 45% for the fiscal years-year ended March 31, 2022-2023. As of March 31, 2021-2023 and 2020, respectively approximately 65% of our employees were located outside of the United States. As a result, our global sales and operations are subject to a number of risks and additional costs, including the following:

- increased expenses associated with international sales and operations, including establishing and maintaining office space and equipment for our international operations;
- fluctuations in exchange rates between currencies in the markets where we do business, including the recently strengthened dollar, and other controls, regulations, and orders that might restrict our ability to repatriate cash;
- volatility, uncertainties, and recessionary pressures in the global economy or in the economies of the countries in which we operate;
- difficulties in penetrating new markets due to existing competition or local lack of recognition of the Dynatrace @ brand;
- risks associated with trade restrictions and additional legal requirements, including the exportation of our technology or source code that is required in many of the countries in which we operate;
- greater risk of unexpected changes in regulatory rules, regulations and practices, tariffs and tax laws and treaties;
- compliance with United States and foreign import and export control and economic sanctions laws and regulations, including the Export Administration Regulations administered by the United States U. S. Department of Commerce's Bureau of Industry and Security and the executive orders and laws implemented by the United States U. S. Department of the Treasury's Office of Foreign Asset Controls;
- compliance with anti-bribery laws, including the United States U. S. Foreign Corrupt Practices Act ("FCPA") and the U. K. Anti-Bribery Act, and a heightened risk of unfair or corrupt business practices in certain geographies, and of improper or fraudulent sales arrangements that may impact financial results and result in restatements of, or irregularities in, financial statements;
- compliance with privacy, data protection, and data security laws of many countries and jurisdictions, including the EU's GDPR, which became effective in May 2018, and the CCPA which became effective on January 1, 2020;
- heightened risk of unfair or corrupt business practices in certain geographies, and of improper or fraudulent sales arrangements that may impact financial results and result in restatements of, or irregularities in, financial statements;
- limited or uncertain protection of intellectual property rights in some countries and the risks and costs associated with monitoring and enforcing intellectual property rights abroad;
- greater difficulty in enforcing contracts and managing collections in certain jurisdictions, as well as longer collection periods;
- management communication and integration problems resulting from cultural and geographic dispersion;
- difficulties hiring local staff, differing employer / employee relationships, and the potential need for country-specific benefits, programs, and systems;
- social, economic, and political instability, epidemics and pandemics, terrorist attacks, wars, geopolitical conflicts, disputes and security concerns in general; and
- potentially adverse tax consequences.

These and other factors could harm our ability to generate future global revenue and, consequently, materially impact our business, results of operations, and financial condition. Continued uncertainty in the U. S. and global economies, particularly Europe, along with uncertain geopolitical conditions, could negatively affect sales of our products-offerings and services and could harm our operating results. As our business has grown, we have become increasingly subject to the risks arising from adverse changes in the domestic and global economies. Uncertainty in the macroeconomic environment and associated global economic conditions, as well as geopolitical disruption, may result in extreme volatility in credit, equity, and foreign currency markets. These conditions, including changes in inflationary pressures, rising interest rates, lower consumer confidence or uneven or lower spending, volatile capital markets, financial and credit market fluctuations, political turmoil, natural catastrophes, epidemics, warfare, including the ongoing war in Ukraine, and terrorist attacks on the United States or elsewhere, may also adversely affect the buying patterns of our customers and prospective customers, including the size of transactions and length of sales cycles, which would adversely affect our overall pipeline as well as our revenue growth expectations. For example, we have recently seen lengthening sales cycles, which may affect our future revenues and results of operations. In addition, increased economic uncertainty in the United States and abroad could lead to periods of economic slowdown or recession, continued inflation and higher interest rates, and the occurrence of such events, or public perception that any of these events may occur, could result in a general decrease in spending on technology or other business interruptions. We cannot predict the timing, strength, or duration of any economic slowdown, instability, or recovery, generally or within the technology industry. If macroeconomic or geopolitical conditions deteriorate or if the pace of recovery slows or is uneven, our overall results of operations could be adversely affected. We continue to invest in our international operations. There are significant risks with overseas investments, and our growth prospects in these regions are uncertain. Increased volatility, further declines in the European credit, equity, and foreign currency markets or geopolitical disruptions, including the military conflict between Russia and Ukraine, could cause delays in or cancellations of orders or have other negative impacts on our business operations in Europe (where a significant amount of our R & D operations are concentrated) and other regions throughout the world. If tensions between the United States, members of NATO and Russia continue to escalate and create global security concerns, it may result in an increased adverse impact on regional and global economies and increase the likelihood of cyber-attacks. Deterioration of economic or geopolitical conditions in the countries in which we do business could also cause slower or impaired collections on accounts receivable. In addition, we could experience delays in the payment obligations of our worldwide reseller customers if they experience weakness in the end-user market, which would increase our credit risk exposure and harm our financial condition. As in March 2022, we announced that on March 7, 2022, we have suspended all business in Russia and Belarus. Although we do not have material operations in Ukraine, Russia, or Belarus, geopolitical instability in the region, new sanctions, and enhanced export controls may impact our ability to

sell or export our platform in Ukraine, Russia, Belarus and surrounding countries. While we do not believe the overall impact to be material to our business results, if the conflict and scope of sanctions expand further or persist for an extended period of time, our business could be harmed. Because we recognize revenue from our SaaS subscriptions and term licenses over the subscription or license term, downturns or upturns in new sales and renewals may not be immediately reflected in our operating results and may be difficult to discern. For customers who purchase a subscription to our Dynatrace platform, whether they purchase a SaaS subscription, or a term license, we generally recognize revenue ratably over the term of their subscription. For customers who purchase a perpetual license, we generally recognize the license revenue ratably over three years. Thus, substantially all of the revenue we report in each quarter from the Dynatrace platform, which constituted over 90 % of our total revenue reported for the year-quarter ended March 31, 2022-2023, is derived from the recognition of revenue relating to contracts entered into during previous quarters. Consequently, a decline in new or renewed customer contracts in any single quarter may have a small impact on our revenue for that quarter. However, such a decline will negatively affect our revenue in future quarters. Accordingly, the effect of significant downturns in sales and market acceptance of our solutions, and potential changes in our rate of renewals, may not be fully reflected in our results of operations until future periods. In addition, a significant majority of our costs are expensed as incurred, while revenue is recognized over the life of the agreement with our customer. As a result, increased growth in the number of our customers could continue to result in our recognition of more costs than revenue in the earlier periods of the terms of our agreements. Our revenue recognition policy and other factors may distort our financial results in any given period and make them difficult to predict. Under accounting standards update No. 2014- 09 (Topic 606), Revenue from Contracts with Customers (“ ASC 606 ”), we recognize revenue when our customer obtains control of goods or services in an amount that reflects the consideration that we expect to receive in exchange for those goods or services. Our subscription revenue consists of (i) SaaS agreements, (ii) term- based licenses for the Dynatrace ® platform which are recognized ratably over the contract term, (iii) Dynatrace ® perpetual license revenue that is recognized ratably or over the term of the expected optional maintenance renewals, which is generally three years, and (iv) maintenance and support agreements. A significant increase or decline in our subscription contracts in any one quarter may not be fully reflected in the results for that quarter, but will affect our revenue in future quarters. Furthermore, the presentation of our financial results requires us to make estimates and assumptions that may affect revenue recognition. In some instances, we could reasonably use different estimates and assumptions, and changes in estimates are likely to occur from period to period. See the section titled “ Management ’ s Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies and Estimates — Revenue Recognition ” included in Part II, Item 7 of this Annual Report. Given the foregoing factors, our actual results could differ significantly from our estimates, comparing our revenue and operating results on a period- to- period basis may not be meaningful, and our past results may not be indicative of our future performance. Changes in existing financial accounting standards or practices, or taxation rules or practices, may harm our operating results. Changes in existing accounting or taxation rules or practices, new accounting pronouncements or taxation rules, or varying interpretations of current accounting pronouncements or taxation practice could harm our operating results or result in changes to the manner in which we conduct our business. Further, such changes could potentially affect our reporting of transactions completed and reported before such changes are effective. United States U. S. Generally Accepted Accounting Principles (“ GAAP ”) are subject to interpretation by the Financial Accounting Standards Board (“ FASB ”), the Securities and Exchange Commission, and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or a change in these interpretations could have a significant effect on our reported financial results and could affect the reporting of transactions completed before the announcement of a change. For example, ASC 606 is a newly adopted standard for revenue recognition in which the FASB’ s Emerging Issues Task Force has taken up certain topics which may result in further guidance which we would need to consider in our related accounting policies. Economic conditions and regulatory changes following the United Kingdom’ s exit from the EU could have a material adverse effect on our business and results of operations. The United Kingdom, or U. K., formally left the European Union, or the EU, on January 31, 2020, typically referred to as “ Brexit. ” Pursuant to the formal withdrawal arrangements agreed between the U. K. and EU, the U. K. was subject to a transition period until December 31, 2020 during which EU rules continued to apply. On December 24, 2020 the EU and the U. K. reached a Trade and Cooperation Agreement, provisionally applicable since January 1, 2021, which sets out preferential arrangements in areas such as trade in goods and in services, digital trade, intellectual property, public procurement, aviation and road transport, energy, fisheries, social security coordination, law enforcement and judicial cooperation in criminal matters, thematic cooperation and participation in EU programs. The uncertainty concerning the U. K.’ s legal, political and economic relationship with the EU after the transition period may be a source of instability in international markets, create significant currency fluctuations and otherwise adversely affect trading agreements or similar cross- border cooperation arrangements, whether economic, tax, fiscal, legal, regulatory or otherwise. While the full effects of Brexit will not be known for some time, Brexit could cause disruptions to, and create uncertainty surrounding, our business and results of operations. For example, following the transition period, the U. K. could lose the benefits of global trade agreements negotiated by the EU on behalf of its members, which may result in increased trade barriers that could make our doing business in the EU and the European Economic Area more difficult. Ongoing global market volatility and a deterioration in economic conditions due to uncertainty surrounding the future relationship between the U. K. and EU could significantly disrupt the markets in which we operate and lead our customers to closely monitor their costs and delay capital spending decisions. Additionally, Brexit has resulted in the strengthening of the U. S. dollar against foreign currencies in which we conduct business. Although this strengthening has been somewhat ameliorated by the implementation of the transition period, because we translate revenue denominated in foreign currency into U. S. dollars for our financial statements, during periods of a strengthening U. S. dollar, our reported revenue from foreign operations is reduced. As a result of Brexit and the continued negotiations between the U. K. and EU, there may be further periods of volatility in the currencies in which we conduct business. The effects of Brexit will depend on any agreements the U. K. makes to retain access to EU

markets following the transition period. The measures could potentially disrupt the markets we serve and may cause us to lose customers and employees. In addition, Brexit could lead to legal uncertainty and potentially divergent national laws and regulations as the U. K. determines which EU laws to replace or replicate, which could present new regulatory costs and challenges. Any of these effects of Brexit could materially adversely affect our business, results of operations and financial condition. We may face exposure to foreign currency exchange rate fluctuations. We have transacted in foreign currencies and expect to transact in foreign currencies in the future. In addition, ~~we our international subsidiaries~~ maintain assets and liabilities that are denominated in currencies other than the functional operating currencies of ~~these our global~~ entities. Accordingly, changes in the value of foreign currencies relative to the U. S. dollar will affect our revenue and operating results due to transactional and translational remeasurement that is reflected in our earnings. As a result of such foreign currency exchange rate fluctuations, **which have been prevalent over recent periods**, it could be more difficult to detect underlying trends in our business and results of operations. In addition, to the extent that fluctuations in currency exchange rates cause our results of operations to differ from our expectations or the expectations of our investors, the trading price of our common stock could be adversely affected. We do not currently maintain a program to hedge transactional exposures in foreign currencies. However, in the future, we may use derivative instruments, such as foreign currency forward and option contracts, to hedge certain exposures to fluctuations in foreign currency exchange rates. The use of such hedging activities may not offset any or more than a portion of the adverse financial effects of unfavorable movements in foreign exchange rates over the limited time the hedges are in place. Moreover, the use of hedging instruments may introduce additional risks if we are unable to structure effective hedges with such instruments. Our sales to government entities are subject to a number of challenges and risks. We sell our solutions to U. S. federal and state and foreign governmental agency customers, often through our resellers, and we may increase sales to government entities in the future. Sales to government entities are subject to a number of challenges and risks, **including constraints on the budgetary process, including changes in the policies and priorities of the particular government, continuing resolutions, adherence to government audit and certification requirements, debt ceiling disruptions, deficit-reduction legislation, and any shutdown or default of the particular government**. Selling to government entities can be highly competitive, expensive and time consuming, often requiring significant upfront time and expense without any assurance that these efforts will generate a sale. Contracts and subcontracts with government agency customers are subject to procurement laws and regulations relating to the award, administration, and performance of those contracts. ~~Recent guidelines and regulations require that substantially all of our employees in the United States be fully vaccinated. As we enforce this policy, some of our employees who fail or refuse to comply may be suspended or terminated, which could have a negative impact on our productivity, employee morale, sales, operating results and overall financial performance. If we experience difficulties or delays in complying with these guidelines, our sales to the U. S. Federal government could be negatively impacted, and if we fail to comply we could be debarred from selling to the U. S. Federal government.~~ Government demand and payment for our solutions are affected by public sector budgetary cycles and funding authorizations, with funding reductions or delays adversely affecting public sector demand for our solutions. We may be subject to audit or investigations relating to our sales to government entities, and any violations could result in various civil and criminal penalties and administrative sanctions, including termination of contracts, refunds of fees received, forfeiture of profits, suspension of payments, fines, and suspension or debarment from future government business including business with governmental agencies across the country involved. Government entities may have statutory, contractual, or other legal rights to terminate contracts with our distributors and resellers for convenience, **non-appropriation**, or due to a default. Any of these risks relating to our sales to governmental entities could adversely impact our future sales and operating results. We may acquire other businesses, products, or technologies in the future which could require significant management attention, disrupt our business **or result in operating difficulties**, dilute stockholder value, and adversely affect our results of operations. ~~Our~~ As part of our business growth strategy..... “ Risk Factors ” section, our growth depends upon our ability to enhance our existing **products offerings** and our ability to introduce new **products offerings** on a timely basis. We intend to continue to address the need to develop new **products offerings** and enhance existing **products offerings** both through internal ~~research and development~~ **R & D**, and also through the acquisition of other companies, product lines, technologies, and personnel. We expect to continue to consider and evaluate a wide array of potential acquisitions as part of our overall business strategy, including, but not limited to, acquisitions of certain businesses, technologies, services, products, and other assets and revenue streams (collectively, “**Acquisitions**”). At any given time, we may be engaged in discussions or negotiations with respect to one or more **Acquisitions acquisitions**, any of which could, individually or in the aggregate, be material to our financial condition and results of operations. There can be no assurance that we will be successful in identifying, negotiating, and consummating favorable **Acquisition acquisition** opportunities, **and we may not be able to complete such acquisitions on favorable terms. If we do complete acquisitions, we may not ultimately strengthen our competitive position or achieve our goals, and any acquisitions we complete could be viewed negatively by our customers, securities analysts, and investors, and could be disruptive to our operations**. Acquisitions may involve additional significant challenges, uncertainties, and risks, including, but not limited to: • challenges of, **difficulties, or increased costs associated with** integrating new employees, systems, technologies, and business cultures; • ~~failure of to develop the acquired acquisition to advance our~~ **business adequately strategy and failure to achieve the acquisition’s anticipated benefits or synergies**; • disruption of our ongoing operations and, diversion of our management’s attention, **and increased costs and expenses associated with pursuing acquisition opportunities**; • inadequate data security, cybersecurity, and operational and information technology **compliance and** resilience; • failure to identify, or our underestimation of, commitments, liabilities, deficiencies, and other risks associated with acquired businesses or assets; • inconsistency between the business models of our ~~Company~~ **company** and the acquired company, and potential exposure to new or increased regulatory oversight and uncertain or evolving legal, regulatory, and compliance requirements; • **the potential loss of key management, other employees, or customers of the acquired business**; • potential reputational risks that could arise from transactions with, or investments in,

companies involved in new or developing businesses or markets, which may be subject to uncertain or evolving legal, regulatory, and compliance requirements; **failure of the Acquisitions to advance our business strategy and of its anticipated benefits to materialize**; potential impairment of goodwill or other acquisition-related intangible assets; and **the potential for Acquisitions acquisitions** to result in dilutive issuances of our equity securities or significant additional debt **acquire**. **Any The** integration process **for an acquired business** may require significant time and resources, and we may not be able to manage the process successfully. We may not successfully evaluate or utilize the acquired technology or personnel, or accurately forecast the financial impact of an acquired business, including accounting charges. We may have to pay cash, incur debt, or issue equity securities to pay for any such acquisitions, each of which could adversely affect our financial condition or the value of our common stock. The sale of equity or issuance of debt to finance any such acquisitions could result in dilution to our stockholders. The incurrence of indebtedness would result in increased fixed obligations and could also include covenants or other restrictions that would impede our ability to manage our operations. ~~Acquisitions and other~~. Acquisitions may also heighten many of the risks described in this “Risk Factors” section. Acquisitions are inherently risky, may not be successful, and may harm our business, results of operations, and financial condition. Our business is subject to a wide range of laws and regulations and our failure to comply with those laws and regulations could harm our business, operating results, and financial condition. Our business is subject to regulation by various **U. S.** federal, state, local, and foreign governmental agencies, including agencies responsible for monitoring and enforcing employment and labor laws, workplace safety, product safety, environmental laws, consumer protection laws, privacy, cybersecurity and data protection laws, anti-bribery laws, import and export controls, federal acquisition regulations and guidelines, federal securities laws, and tax laws and regulations. In certain foreign jurisdictions, these regulatory requirements may be more stringent than those in the United States. These laws and regulations are subject to change over time and we must continue to monitor and dedicate resources to ensure continued compliance. Non-compliance with applicable regulations or requirements could subject us to litigation, investigations, sanctions, mandatory product recalls, enforcement actions, disgorgement of profits, fines, damages, civil and criminal penalties, or injunctions. If any governmental sanctions are imposed, or if we do not prevail in any possible civil or criminal litigation, our business, operating results, and financial condition could be materially adversely affected. In addition, responding to any action will likely result in a significant diversion of management’s attention and resources and an increase in professional fees. Enforcement actions and sanctions could harm our business, operating results, and financial condition. We are subject to governmental export, import, and sanctions controls that could impair our ability to compete in international markets ~~due to licensing requirements~~ and subject us to liability if we are not in compliance with applicable laws. Our solutions are subject to export control and economic sanctions laws and regulations, including the U. S. Export Administration Regulations administered by the U. S. Commerce Department’s Bureau of Industry and Security and the economic and trade sanctions regulations administered by the U. S. Treasury Department’s Office of Foreign Assets ~~Controls~~ **Control**. Exports, re-exports, and transfers of our software and services must be made in compliance with these laws and regulations. Obtaining the necessary authorizations, including any required license ~~for a particular sale~~, may be time-consuming, is not guaranteed and may result in the delay or loss of sales opportunities. **Various countries regulate the import of encryption technology.** Changes in the encryption or other technology incorporated into our solutions or in applicable export or import laws and regulations may delay the introduction and sale of our solutions in international markets, prevent customers from deploying our solutions or, in some cases, prevent the export or import of our solutions to certain countries, regions, governments, or persons altogether. Changes in sanctions, export, or import laws and regulations, in the enforcement or scope of existing laws and regulations, or in the countries, regions, governments, persons, or technologies targeted by such laws and regulations, could also result in decreased use of our solutions or in our ability to sell our solutions in certain countries. Even though we take precautions to prevent our solutions from being provided to restricted countries or persons, our solutions could be provided to those targets by our resellers or customers despite such precautions, and our customers may choose to host their systems including the Dynatrace platform using a hosting vendor that is a restricted person. The decreased use of our solutions or limitation on our ability to export or sell our solutions could adversely affect our business, while violations of these export and import control and economic sanctions laws and regulations could have negative consequences for us and our personnel, including government investigations, administrative fines, civil and criminal penalties, denial of export privileges, incarceration, and reputational harm. Due to the global nature of our business, we could be adversely affected by violations of ~~the U. S. Foreign Corrupt Practices Act, the U. K. Bribery Act or similar~~ **anti-bribery, anti-money laundering and similar** laws in other jurisdictions in which we operate. **We are subject to the** ~~The global nature of our business creates various domestic and local regulatory challenges. The Foreign Corrupt Practices Act (“FCPA,”) the U. K. Bribery Act and similar other~~ **anti-bribery, corruption and anti-money laundering** laws in other jurisdictions. **These laws** generally prohibit U. S.-based companies, **their employees,** and their intermediaries from making **or offering** improper payments for ~~or the purpose of obtaining or retaining business to non-U. S. officials, or in the case of the U. K. Bribery Act, to any person. In addition, U. S.-based companies are required to maintain records that accurately and fairly represent their~~ **other benefits to** transactions and ~~have an adequate system of internal accounting controls. We operate in areas that experience corruption by government officials and~~ **others** in certain circumstances **the private sector. As we increase our sales and operations outside of the United States and increase our use of third parties,** compliance with anti-bribery **such as partners, resellers, agents and other intermediaries, our risks under these** laws may conflict with local customs and practices. Changes in applicable laws could result in increased **increases** regulatory requirements and compliance costs that could adversely affect our business, financial condition and operating results. Although we take steps to ensure compliance **by adopting policies and conducting training,** we cannot guarantee that our employees, **partners,** resellers, agents, or other intermediaries will not engage in prohibited conduct that could render us responsible under ~~the these FCPA, laws. Non-compliance with the these U. K. Bribery Act laws~~ **could subject us to investigations,** or **sanctions, settlements, prosecution,** other **enforcement actions** similar laws or

regulations in the jurisdictions in which we operate. If we are found to be in violation of these anti-bribery laws (either due to acts or inadvertence of our employees, **disgorgement** or due to the acts or inadvertence of **profits, significant fines, damages, others- other civil and**), we could suffer criminal or civil penalties or **injunctions, suspension and / or debarment from contracting with specified persons, the loss of export privileges, reputational harm, adverse media coverage, and other collateral consequences. Any investigations, actions and / or** sanctions, which could have a material adverse effect **negative impact** on our business. Our international operations subject us to potentially adverse tax consequences. As a multinational corporation, we are subject to income taxes as well as non-income-based taxes, such as payroll, sales, use, value-added, net worth, property and goods and services taxes, in both the United States and various foreign jurisdictions. Our domestic and international tax liabilities are subject to the allocation of revenues and expenses in different jurisdictions and the timing of recognizing revenues and expenses. Additionally, the amount of income taxes paid is subject to our interpretation of applicable tax laws in the jurisdictions in which we file and changes to tax laws. Significant judgment is required in determining our worldwide provision for income taxes and other tax liabilities, and in determining the realizability of tax attributes such as foreign tax credits and other domestic deferred tax assets. From time to time, we are subject to income and non-income tax audits. While we believe we have complied with all applicable income tax laws, there can be no assurance that a governing tax authority will not have a different interpretation of the law and assess us with additional taxes. Should we be assessed with additional taxes, there could be a material adverse effect on our business, operating results, and financial condition. Our future effective tax rate may be affected by such factors as changes in tax laws, regulations, or rates, changing interpretation of existing laws or regulations, the impact of accounting for share-based compensation, the impact of accounting for business combinations, changes in our international organization, and changes in overall levels of income before tax. In addition, in the ordinary course of our global business, there are many intercompany transactions and calculations where the ultimate tax determination is uncertain. Although we believe that our tax estimates are reasonable, we cannot ensure that the final determination of tax audits or tax disputes will not be different from what is reflected in our historical income tax provisions and accruals. Taxing authorities may successfully assert that we should have collected or in the future should collect sales and use, value added or similar taxes, and we could be subject to liability with respect to past or future sales, which could adversely affect our results of operations. We do not collect sales and use, value added and similar taxes in all jurisdictions in which we have sales, based on our belief that such taxes are not applicable. Sales and use, value added, and similar tax laws and rates vary greatly by jurisdiction. Certain jurisdictions in which we do not collect such taxes may assert that such taxes are applicable, which could result in tax assessments, penalties and interest, and we may be required to collect such taxes in the future. Such tax assessments, penalties, and interest or future requirements may adversely affect our results of operations.

Risks Related to Our Common Stock The trading price of our common stock has been, and may continue to be, volatile and you could lose all or part of your investment. Our initial public offering occurred in August 2019, and we effected follow-on public offerings by selling stockholders in December 2019, February 2020, June 2020 and August 2020. There has only been a public market for our common stock for a short period of time. Our share price has been and in the future may be subject to substantial volatility. Technology stocks have historically experienced high levels of volatility. The trading price of our common stock has fluctuated substantially **and will likely continue to be volatile**. Since shares of our common stock were sold in our initial public offering in August 2019 at a price of \$ 16.00 per share, our stock price has fluctuated significantly, ranging from an intraday low of \$ 17.05 to an intraday high of \$ 80.13 **between our initial public offering in 2019 through March 31, May 22, 2022-2023**.

Factors that could cause fluctuations in the trading price of our common stock include the following:

- announcements of new products, **offerings** or technologies, commercial relationships, acquisitions, or other events by us or our competitors;
- changes in how customers perceive the benefits of our platform;
- shifts in the mix of billings and revenue attributable to **perpetual licenses, term licenses and SaaS subscriptions, licenses and services** from quarter to quarter;
- departures of our Chief Executive Officer, Chief Financial Officer, **other one or more** executive officers, senior management or other key personnel;
- price and volume fluctuations in the overall stock market from time to time;
- fluctuations in the trading volume of our shares or the size of our public float;
- sales of large blocks of our common stock, including by the Thoma Bravo Funds;
- actual or anticipated changes or fluctuations in our operating results;
- whether our operating results meet the expectations of securities analysts or investors;
- changes in actual or future expectations of investors or securities analysts;
- litigation, data breaches, or security incidents involving us, our industry or both;
- regulatory developments in the United States, foreign countries or both;
- general economic conditions and trends; and
- major catastrophic events in our domestic and foreign markets.

In addition, if the market for technology stocks or the stock market in general experiences a loss of investor confidence, the trading price of our common stock could decline for reasons unrelated to our business, operating results, or financial condition. The trading price of our common stock might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. In the past, following periods of volatility in the trading price of a company's securities, securities class action litigation has often been brought against that company. If securities analysts were to downgrade our stock, publish negative research or reports or fail to publish reports about our business, our competitive position could suffer, and our stock price and trading volume could decline. The trading market for our common stock, to some extent, depends on the research and reports that securities analysts may publish about us, our business, our market or our competitors. We do not have any control over these analysts. If one or more of the analysts who cover us should downgrade our stock or publish negative research or reports, cease coverage of our company or fail to regularly publish reports about our business, our competitive position could suffer, and our stock price and trading volume could decline. We previously identified a material weakness in our internal control **controls** over financial reporting **or** and may identify additional material weaknesses in the future or **our disclosure controls** otherwise fail to maintain an **and procedures are not** effective system of internal controls, **we may not be able to accurately report our financial results, prevent fraud or file our periodic reports in a timely manner**, which may result **cause investors to lose confidence** in material misstatements of our **reported** financial statements **information and may lead to a decline in or our**

stock price cause us to fail to meet our periodic reporting obligations. As a public company, we are required to maintain internal control over financial reporting and **disclosure** to report any material weaknesses in such internal control **controls and procedures**. Section 404 of the Sarbanes-Oxley Act of 2002 (the “Sarbanes-Oxley Act”) requires that we evaluate and determine the effectiveness of our internal control over financial reporting and **provide a management report on our internal control over financial reporting. Our testing, or the subsequent testing by** our independent registered public accounting firm is required to audit such internal control. In connection with the audit of our financial statements as of and for the fiscal year ended March 31, **may reveal deficiencies** 2020, we and our independent registered public accounting firm identified a material weakness in our internal control over financial reporting. **This that are deemed to be** material weakness **weaknesses** was related. **If we are not able to comply with the requirements of Section 404 of the Sarbanes-Oxley Act in a timely manner, or if we or our** accounting for income taxes **firm identify deficiencies** in connection with the preparation and review of our global tax provision, and particularly in the area of realizability of tax attributes such as foreign tax credits and other domestic deferred tax assets. During the fiscal year ended March 31, 2021, we completed the remediation measures related to the material weakness and have concluded that our internal control over financial reporting was effective as of March 31, 2021. Completion of remediation does not provide assurance that our remediation **are deemed to be material weaknesses, the market price of or our** other controls will continue **stock would likely decline and we could be subject** to operate properly **lawsuits, sanctions, or investigations by regulatory authorities, including SEC enforcement actions, and we could be required to restate our financial results, any of which would require additional financial and management resources**. If **material weaknesses in our** we are unable to maintain effective internal control over financial reporting **are discovered** or disclosure controls and procedures, our **or** ability to record **occur in the future**, **our consolidated** process and report financial information accurately, and to prepare financial statements within required time periods **may contain material misstatements and we** could be adversely affected **required to restate our financial results**, which could materially and adversely affect our business, **results of operations, and financial condition, restrict our ability to access the capital markets, require us to expend significant resources to correct the material weakness,** subject us to litigation **finances, penalties or judgments, harm or our reputation** investigations requiring management resources and payment of legal and other expenses, negatively affect **or otherwise cause a decline in** investor confidence in our financial statements and adversely impact our stock price. Sales of substantial amounts of our common stock in the public markets, or the perception that such sales could occur, could reduce the market price of our common stock. Sales of a substantial number of shares of our common stock in the public market, or the perception that such sales could occur, could adversely affect the market price of our common stock and may make it more difficult for you to sell your common stock at a time and price that you deem appropriate. For example, **our largest shareholder, the Thoma Bravo Funds, sold approximately 14.8 million shares of our common stock in February 2023. As of May 22, 2023,** the Thoma Bravo Funds beneficially own **owned 29 approximately 23 . 5-9** % of our common stock **and**, **under** Under applicable federal securities laws, **the Thoma Bravo Funds** may sell **such additional** shares in the public market without our advance knowledge or participation. If Thoma Bravo were to dispose of a substantial portion of our shares in the public market, whether in a single transaction or a series of transactions, it could reduce the trading price of our common stock. In addition, any such sales, or the possibility that these sales may occur, could make it more difficult for us to sell shares of our common stock in the public market in the future. Our issuance of additional capital stock in connection with financings, acquisitions, investments, our stock incentive plans, or otherwise will dilute all other stockholders. We may issue additional capital stock in the future that will result in dilution to all other stockholders. We may also raise capital through equity financings in the future. As part of our business strategy, we may acquire or make investments in complementary companies, products, **offerings** or technologies and issue equity securities to pay for any such acquisition or investment. Any such issuances of additional capital stock may cause stockholders to experience significant dilution of their ownership interests and the per share value of our common stock to decline. Thoma Bravo has significant influence over matters requiring stockholder approval, which may have the effect of delaying or preventing changes of control, or limiting the ability of other stockholders to approve transactions they deem to be in their best interest. Thoma Bravo, as the ultimate general partner of the Thoma Bravo Funds, beneficially **owns owned** in the aggregate **29 approximately 23 . 5-9** % of our issued and outstanding shares of common stock as of **March 31 May 22, 2022-2023**. As a result, Thoma Bravo will continue to be able to exert significant influence over our operations and business strategy as well as matters requiring stockholder approval. These matters may include: • the composition of our board of directors, which has the authority to direct our business and to appoint and remove our officers; • approving or rejecting a merger, consolidation, or other business combination; • raising future capital; and • amending our charter and bylaws, which govern the rights attached to our common stock. Additionally, for so long as Thoma Bravo beneficially owns at least (i) 20 % (but less than 30 %) of our outstanding shares of common stock, Thoma Bravo will have the right to nominate a number of directors to our board of directors equal to the lowest whole number that is greater than 30 % of the total number of directors (but in no event fewer than two directors); (ii) 10 % (but less than 20 %) of our outstanding shares of common stock, Thoma Bravo will have the right to nominate a number of directors to our board of directors equal to the lowest whole number that is greater than 20 % of the total number of directors (but in no event fewer than one director); and (iii) at least 5 % (but less than 10 %) of our outstanding shares of common stock, Thoma Bravo will have the right to nominate one director to our board of directors. This concentration of ownership of our common stock could delay or prevent proxy contests, mergers, tender offers, open-market purchase programs, or other purchases of our common stock that might otherwise result in the opportunity for stockholders to realize a premium over the then-prevailing market price of our common stock. This concentration of ownership may also adversely affect our share price. Thoma Bravo may pursue corporate opportunities independent of us that could present conflicts with our and our stockholders’ interests. Thoma Bravo is in the business of making or advising on investments in companies and holds (and may from time to time in the future acquire) interests in or provides advice to businesses that may directly or indirectly compete with our business or be suppliers or customers of ours. Thoma

Bravo may also pursue acquisitions that may be complementary to our business and, as a result, those acquisition opportunities may not be available to us. Our charter provides that none of our officers or directors who are also an officer, director, employee, partner, managing director, principal, independent contractor, or other affiliate of Thoma Bravo will be liable to us or our stockholders for breach of any fiduciary duty by reason of the fact that any such individual pursues or acquires a corporate opportunity for its own account or the account of an affiliate, as applicable, instead of us, directs a corporate opportunity to any other person, instead of us or does not communicate information regarding a corporate opportunity to us. We do not intend to pay dividends on our common stock and, consequently, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock. We have never declared or paid any dividends on our common stock. We intend to retain any earnings to finance the operation and expansion of our business, and we do not anticipate paying any cash dividends in the foreseeable future. As a result, you may only receive a return on your investment in our common stock if the market price of our common stock increases. **Any determination to pay dividends in the future will be at the discretion of our board of directors. Accordingly, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments.** Our charter and bylaws contain anti-takeover provisions that could delay or discourage takeover attempts that stockholders may consider favorable. Our charter and bylaws contain provisions that could delay or prevent a change in control of our company. These provisions could also make it difficult for stockholders to elect directors who are not nominated by the current members of our board of directors or take other corporate actions, including effecting changes in our management. These provisions include: • a classified board of directors with three-year staggered terms, which could delay the ability of stockholders to change the membership of a majority of our board of directors; • directors may only be removed for cause, and subject to the affirmative vote of the holders of 66 2 / 3 % or more of our outstanding shares of capital stock then entitled to vote at a meeting of our stockholders called for that purpose; • the ability of our board of directors to issue shares of preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer; • allowing only our board of directors to fill vacancies on our board of directors, which prevents stockholders from being able to fill vacancies on our board of directors; • a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of our stockholders; • the requirement that a special meeting of stockholders may be called only by our board of directors, the ~~chairperson~~ **chair** of our board of directors, our ~~chief~~ **Chief executive Executive officer Officer** or our president (in the absence of a ~~chief~~ **Chief executive Executive officer Officer**), which could delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of directors; • the requirement for the affirmative vote of holders of at least 66 2 / 3 % of the voting power of all of the then outstanding shares of the voting stock, voting together as a single class, to amend the provisions of our charter relating to the management of our business (including our classified board structure) or certain provisions of our bylaws, which may inhibit the ability of an acquirer to effect such amendments to facilitate an unsolicited takeover attempt; • the ability of our board of directors to amend the bylaws, which may allow our board of directors to take additional actions to prevent an unsolicited takeover and inhibit the ability of an acquirer to amend the bylaws to facilitate an unsolicited takeover attempt; • advance notice procedures with which stockholders must comply to nominate candidates to our board of directors or to propose matters to be acted upon at a stockholders' meeting, which may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of us; and • a prohibition of cumulative voting in the election of our board of directors, which would otherwise allow less than a majority of stockholders to elect director candidates. Our charter also contains a provision that provides us with protections similar to Section 203 of the Delaware General Corporation Law, and prevents us from engaging in a business combination, such as a merger, with an interested stockholder (i. e., a person or group who acquires at least 15 % of our voting stock) for a period of three years from the date such person became an interested stockholder, unless (with certain exceptions) the business combination or the transaction in which the person became an interested stockholder is approved in a prescribed manner. However, our charter also provides that transactions with Thoma Bravo, including the Thoma Bravo Funds, and any persons to whom any Thoma Bravo Fund sells its common stock, will be deemed to have been approved by our board of directors. We may issue preferred stock, the terms of which could adversely affect the voting power or value of our common stock. Our charter authorizes us to issue, without the approval of our stockholders, one or more classes or series of preferred stock having such designations, preferences, limitations and relative rights, including preferences over our common stock respecting dividends and distributions, as our board of directors may determine. The terms of one or more classes or series of preferred stock could adversely impact the voting power or value of our common stock. For example, we might grant holders of preferred stock the right to elect some number of our directors in all events or on the happening of specified events or the right to veto specified transactions. Similarly, the repurchase or redemption rights or liquidation preferences we might assign to holders of preferred stock could affect the residual value of our common stock. Our bylaws designate **certain specified courts** the Court of Chancery of the State of Delaware as the **sole and** exclusive forum for certain **disputes between us and** litigation that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us **or our directors, officers, or employees**. Pursuant to our bylaws, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware ~~is~~ **will be** the sole and exclusive forum for state law claims for (1) any derivative action or proceeding brought on our behalf ~~;~~ (2) any action asserting a claim of, or **a claim** based on, a breach of a fiduciary duty owed by any of our ~~current or former~~ directors, officers, or other employees to us or our stockholders ~~;~~ (3) any action asserting a claim ~~against us or any of our current or former directors, officers, employees, or stockholders arising pursuant to any provision of the Delaware General Corporation Law,~~ **our certificate of incorporation or our bylaws;** ~~or~~ (4) **any action to interpret, apply, enforce, or determine the validity of our certificate of incorporation or bylaws;** or (5) any action asserting a claim governed by the internal affairs doctrine (collectively, the "Delaware Forum Provision"). ~~In addition, our bylaws provide that~~

The Delaware Forum Provision does not apply to any causes person or entity purchasing or otherwise acquiring any interest in shares of **action arising under** our common stock is deemed to have notice of and consented to the foregoing provisions; provided, however, that stockholders will not be deemed to have waived our compliance with the federal securities **Securities laws and Act of 1933, as amended, or the rules and regulations thereunder Securities Exchange Act of 1934, as amended**. Our bylaws further provide that **, unless we consent in writing to the selection of an alternative forum,** the U. S. federal **District district courts** Court for the District of Massachusetts will be the sole and exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act of 1933, as amended (the “ Securities Act ” and such provision of our bylaws, the “ Federal Forum Provision ”). **In addition , as our bylaws provide that any person our- or principal executive offices are located entity purchasing or otherwise acquiring any interest in Waltham shares of our common stock is deemed to have notice of and consented to the foregoing provisions; provided , Massachusetts however, that stockholders cannot and will not be deemed to have waived our compliance with the federal securities laws and the rules and regulations thereunder**. The Delaware Forum Provision and the Federal Forum Provision may impose additional litigation costs on stockholders who assert the provision is not enforceable and may impose more general additional litigation costs in pursuing **the any such claims identified above** , particularly if the stockholders do not reside in or near the State of Delaware or the Commonwealth of Massachusetts. Additionally, the Delaware Forum Provision and **the** Federal Forum Provision in our bylaws may limit our stockholders’ ability to **obtain bring a favorable claim in a** judicial forum **that it finds favorable** for disputes with us **or our directors, officers, or other employees, which may discourage the filing of lawsuits against us and our directors, officers, and employees, even though an action, if successful, might benefit our stockholders** . In addition, while the Delaware Supreme Court **ruled in March 2020 that and other state courts have upheld the validity of federal forum selection provisions purporting to require claims under the Securities Act be brought in federal court are “ facially valid ” under Delaware law**, there is uncertainty as to whether courts in other states will enforce our Federal Forum Provision ; and we may incur additional costs of litigation **should such enforceability be challenged**. If the Federal Forum Provision is found to be unenforceable in an action, we may incur additional costs associated with resolving such an action. The Federal Forum Provision may also impose additional litigation costs on stockholders who assert that the provision is not enforceable or invalid. The Court of Chancery of the State of Delaware **or the U. S. federal district courts** may also reach different judgments or results than would other courts, including courts where a stockholder considering an action may be located or would otherwise choose to bring the action, and such judgments may be more or less favorable to us than our stockholders. **General Risk Factors A pandemic, epidemic or outbreak of an infectious disease, such as the COVID- 19 pandemic, may materially affect how we and our customers are operating our businesses and our financial results. We are subject to risks related to public health crises such as the COVID- 19 pandemic. The COVID- 19 pandemic and policies and regulations implemented by governments in response to the COVID- 19 pandemic, most of which have been lifted, have had a significant impact, both directly and indirectly, on global businesses and commerce and indirect effects such as worker shortages and supply chain constraints continue to impact segments of the economy. Future global health concerns could also result in social, economic, and labor instability in the countries in which we or the third parties with whom we engage operate. The impact to our business from any future pandemics or health epidemics depends on multiple factors that cannot be accurately predicted, such as its duration and scope, the extent and effectiveness of containment actions, the disruption caused by such actions, and the efficacy and rates of vaccines. Future pandemics or health epidemics could have severe impacts on our business and our customers’ and prospective customers’ businesses, for example, by adversely impacting their timing, ability, or willingness to spend on software platforms or purchase our offerings. Negative effects of pandemics, health epidemics, or infectious disease outbreaks on our customers or prospective customers could lead to pricing discounts or extended payment terms, reductions in the amount or duration of customers’ subscription contracts or term licenses, or increase customer attrition rates. Any of the foregoing could adversely affect our productivity, employee morale, future sales, operating results, and overall financial performance. Pandemics, health epidemics, or outbreaks of infectious diseases may also have the effect of heightening many of the other risks described in this “ Risk Factors ” section. Climate change may have a long- term negative impact on our business. The long- term effects of climate change on the global economy and the technology industry in particular are unclear. However, there are inherent climate- related risks such as natural disasters, floods, fire, infrastructure disruptions, and geopolitical instability that have the potential to disrupt and impact our business and the third parties with which we conduct business. In addition, changes in federal and state legislation and regulation on climate change could result in increased capital expenditures to comply with these new laws. Numerous treaties, laws, and regulations have been enacted or proposed in an effort to regulate climate change, including regulations aimed at limiting greenhouse gas emissions and the implementation of “ green ” building codes. These laws and regulations may result in increased operating costs across various levels of our supply chain, which could cause us to increase costs to satisfy service obligations to our customers. We may also incur costs associated with increased regulations or investor requirements for increased environmental and social disclosures and reporting, including reporting requirements and standards or expectations regarding the environmental impacts of our business. The cost of compliance with, or failure to comply with, such laws and regulations could result in increased compliance costs, and any untimely or inaccurate disclosure could adversely affect our reputation, business, or financial performance.**