



JAMF HOLDING CORP.

CORPORATE GOVERNANCE GUIDELINES

EFFECTIVE DATE: APRIL 29, 2025

The following Corporate Governance Guidelines (these “Guidelines”) have been adopted by the Board of Directors (the “Board”) of Jamf Holding Corp. (the “Company”) to assist the Board in the exercise of its responsibilities to the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s Certificate of Incorporation, Bylaws and other corporate governance documents, and are intended to serve as a flexible framework within which the Board, assisted by its Committees, may conduct its business and not as a set of legally binding obligations. These Guidelines are subject to modification by the Board, and the Board shall be able, in the exercise of its discretion, to deviate from these Guidelines from time to time, as the Board may deem appropriate or as required by applicable listing rules, laws and regulations.

Director Qualifications

The Board will have a majority of directors who meet the criteria for independence of the NASDAQ Global Select Market (“NASDAQ”). In order for a director to qualify as independent, the Board must affirmatively determine that such director is independent and disclose that determination, to the extent required. The Compensation and Nominating Committee is responsible for developing the criteria for, and reviewing periodically with the Board, the requisite skills and characteristics of new Board members, as well as the composition of the Board as a whole. These criteria will include members’ independence, as well as consideration of diversity, age, skills and experience, in the context of the needs of the Board. The Compensation and Nominating Committee also will consider a combination of factors for each nominee, including (a) the nominee’s ability to represent all stockholders without a conflict of interest, (b) the nominee’s ability to work in and promote a productive environment, (c) whether the nominee has sufficient time and willingness to fulfill the substantial duties and responsibilities of a director, (d) whether the nominee has demonstrated the high level of character, ethics and integrity expected by the Company, (e) whether the nominee possesses the broad professional and leadership experience and skills necessary to effectively respond to the complex issues encountered by a publicly-traded company, (f) the nominee’s ability to apply sound and independent business judgment and (g) the diverse attributes of the nominee, such as differences in background, qualifications and personal characteristics. Nominees for directorship will be recommended to the Board for approval by the Compensation and Nominating Committee in accordance with these criteria, the policies, principles and requirements in its Certificate of Incorporation, and any applicable stockholders or related agreement. The

invitation to join the Board should be extended on behalf of the Board by the Chairperson of the Board (the “Chair”), if any, or such other director designated by the Board.

Directors shall be elected annually, on a three year rotating basis by class, and the size of the Board shall be set from time to time, consistent with the Bylaws, Certificate of Incorporation, the Director Nomination Agreement and any other applicable stockholders or related agreement.

It is the sense of the Board that individual directors who experience a change in their employment or relationship with the Company or any other changed circumstance that could affect the director’s independence, qualifications or availability should volunteer to resign from the Board. It is not the sense of the Board that in every instance the directors who retire from, or change, such responsibility or occupation should necessarily leave the Board. There should, however, be an opportunity for the Board to review the continued appropriateness of Board membership under the circumstances. Any employee of the Company who is a director shall volunteer to resign from the Board when such individual ceases to be employed by the Company.

Directors should not serve on more than five other boards of public companies in addition to the Company’s Board. No director that is an executive officer of a public company may serve on more than two public company boards (including the Company’s Board). No member of the Audit Committee may serve simultaneously on the audit committee of more than three public companies (including the Company’s Audit Committee). Directors are expected to advise the Chair, if any, and if none, the entire Board in advance of accepting an invitation to serve on another public company board or assignment to any other public company’s audit or compensation committee. No director may be nominated to a new term if he or she would be age 74 or older at the time of the election, unless such director is also the Chief Executive Officer of the Company. No director shall serve as a director, officer or employee of a competitor of the Company.

The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they have the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. In order to ensure the appropriate balance between members with new and different perspectives and those with a deep understanding of the Company built up over many years, the Compensation and Nominating Committee will review a director’s continuation on the Board each time such director’s term of office expires. This will also allow each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board.

Director Responsibilities

The basic responsibility of the directors is to exercise sound business judgment and to act in a manner they reasonably believe to be the best interests of the Company and its stockholders. In discharging that obligation, directors are entitled to rely on the honesty and integrity of the Company’s senior executives and its outside advisors and auditors.

Below is an overview of the Board's responsibilities:

- Setting the direction of the Company and monitoring management to ensure that the Company achieves its objectives;
- Identifying the stakeholders relevant to the Company;
- Reviewing, monitoring and approving the overall operating, financial and strategic plans, operating goals and performance of the Company;
- Reviewing the outside activities of executive officers;
- Selecting, evaluating, retaining and compensating the Company's Chief Executive Officer and overseeing succession planning;
- Evaluating the performance of Company's other executive officers and reviewing and approving the compensation plans, policies and arrangements for executive officers and other officers;
- Evaluating the compensation plans, policies and programs for officers and employees to ensure they are appropriate, competitive and properly reflect the Company's objectives and performance;
- Overseeing policies and compliance with laws;
- Facilitating communication between the Company's stockholders and directors;
- Reviewing the major risks facing the Company and helping develop strategies to address these risks;
- Implementing and overseeing internal control over financial reporting and disclosure controls and procedures;
- Monitoring and managing potential conflicts of interest;
- Discussing the Company's position on issues related to sustainability and environmental, social and governance issues;
- Reviewing the process by which financial and non-financial information about the Company is provided to management, the Board and the Company's stockholders;
- Overseeing the Company's corporate culture and providing advice and counsel to management regarding any significant cultural challenges facing the Company and evaluating management's efforts to align corporate culture with the Company's stated values and long-term strategy; and
- Establishing policies designed to maintain the financial, legal and ethical integrity of the Company.

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

The directors shall also be entitled (i) to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, (ii) to the benefits of indemnification to the fullest extent permitted by law and the Company's Certificate of Incorporation, Bylaws and any indemnification agreements and (iii) to exculpation as provided by state law and the Company's Certificate of Incorporation and Bylaws. The Board is authorized to conduct investigations, and to retain, at the expense of the Company, independent legal, accounting, investment banking, or

other professional advisers selected by the Board, for any matters relating to the purpose or responsibilities of the Board.

Directors are expected to attend the annual meeting of stockholders and all or substantially all of the Board meetings and meetings of committees on which they serve. The Board anticipates that the Company's Chief Executive Officer will be nominated to serve on the Board. The Board may also appoint or nominate other members of the Company's management whose experience and role at the Company are expected to help the Board fulfill its responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. Directors are also expected to comply with stock ownership guidelines, as they may be in effect from time to time. Members of the Board are expected to devote sufficient time and attention to prepare for, attend and participate in Board meetings and meetings of committees on which they serve, including advance review of meeting materials that may be circulated prior to each meeting.

The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of these proceedings and deliberations. Each director shall also maintain the confidentiality of all proprietary, privileged or otherwise protected information obtained in connection with his or her service as a director and may use such information only for the purpose of his or her service as a director.

At times when the Board has elected a Chair, the offices of Chair and Chief Executive Officer may be at times combined and at times separated. The Board has discretion in combining or separating the positions as it deems appropriate in light of prevailing circumstances. The Board believes that the combination or separation of these offices should continue to be considered as part of the succession planning process.

The Chair or a director to be designated by the Board will establish the agenda for each Board meeting. At the beginning of the year, the Chair or such director will establish a schedule of agenda subjects to be discussed during the year (to the degree this can be foreseen). Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board and/or committee meeting each year. The Board shall meet at least quarterly at such times and places as it deems necessary to fulfill its responsibilities.

The Chair or a director to be designated by the Board shall review and approve meeting schedules to assure that there is sufficient time for discussion of all agenda items and shall approve all information sent to the Board.

The non-management directors will have the opportunity to meet in executive session as often as they deem appropriate, but it is the sense of the Board that the non-management directors shall meet in executive session at least annually. The Chair (or another member of the Board if the Chair is the Chief Executive Officer) or a director to be designated by the Board shall preside at these meetings and his or her name will be disclosed in the annual proxy statement. In order that

interested parties may be able to make their concerns known to the non-management directors, the Company shall disclose a method for such parties to communicate directly with the Chair (or another member of the Board if the Chair is the Chief Executive Officer) or such director.

The Board believes that the CEO and other appropriate members of management speak for the Company and are responsible for communications with the press, analysts, regulators, and other constituencies on behalf of the Company. From time to time members of the Board may be requested to communicate with one or more of those constituencies. Such communication should be coordinated with the Company's Investor Relations or Corporate Communications departments, as applicable. In no event shall any Board member disclose any material non-public information concerning the Company.

The Board should understand the principal risks associated with the Company's business on an ongoing basis and it is the responsibility of management to assure that the Board and its committees are kept well informed of these changing risks on a timely basis. It is important that the Board oversee the key risk decisions of management, which includes comprehending the appropriate balance between risks and rewards.

Board Committees

The current standing committees of the Board are the Audit Committee and the Compensation and Nominating Committee.

The Board will have at all times an Audit Committee and a Compensation and Nominating Committee (or separate Nominating and Compensation Committees). Committee members shall at all times satisfy all legal and regulatory requirements applicable to the respective committees, including NASDAQ rules and listing standards relating to independence, financial literacy and the like. The Board may, from time to time, establish or maintain such additional committees as the Board deems necessary or appropriate.. In order for a director to qualify as independent, the Board must affirmatively determine that such director is independent, and disclose that determination, to the extent required. Subject to the terms and conditions of the Director Nomination Agreement and any other applicable stockholders or related agreement, committee members will be appointed by the Board upon recommendation of the Compensation and Nominating Committee, which shall consider the expertise of individual directors among other matters. In addition, It is the sense of the Board that consideration should be given to rotating committee members periodically and rotating committee chairs approximately every five years, but the Board does not feel that rotation should be mandated as a policy and the Board will evaluate the value of experience and continuity when considering member and chair rotation. Committee members and chairs may be rotated in response to changes in membership of the Board and in all cases should be rotated only if rotation is likely to increase committee performance.

Each committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations

and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance.

The chair of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The chair of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. At the beginning of the year each committee will establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). The schedule for each committee will be furnished to all directors.

The Board and each committee will have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance, and the Company shall bear all fees and expenses associated with any such retention. However, the Board shall not be required to implement or act consistently with the advice or recommendations of any investment bank, outside legal counsel or other advisor, and the authority granted in these Guidelines shall not affect the ability or obligation of the Board to exercise its own judgment in fulfillment of its duties. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

Director Access to Officers and Employees

Directors have full and free access to officers and employees of the Company, as well as the Company's outside auditors, legal counsel and other professional advisors. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Secretary or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent not inappropriate, copy the Chief Executive Officer on any written communications between a director and an officer or employee of the Company. Each director is entitled to inspect the Company's books and records and obtain such other data and information as the director may reasonably request; inspect facilities as reasonably appropriate for the performance of director duties and to receive notice of all meetings in which a director is entitled to participate, and copies of all Board and committee meeting minutes.

The Board welcomes regular attendance at each Board meeting of senior officers of the Company. If the Chief Executive Officer wishes to have additional Company personnel attend on a regular basis, this suggestion should be brought to the Board for approval.

Director Compensation; Charitable Contributions

The form and amount of director compensation will be determined by the Compensation and Nominating Committee in accordance with its charter, which will conduct an annual review of director compensation. Director compensation shall be in an amount which is competitive with the market and is geared towards attracting and retaining highly-qualified, independent professionals to represent the Company's stockholders. The Compensation and Nominating Committee will consider a director's compensation when determining such director's

independence. A Director who is also an officer of the Company shall not receive additional compensation for such service as a Director.

The Company will make charitable contributions in line with established priorities and practices, and the recipients of these charitable contributions may include organizations affiliated with directors. However, the Company will not make charitable contributions at the request (or on behalf) of any independent director.

Director Orientation and Continuing Education

New directors may and are encouraged to participate in an orientation program that may include discussions with senior management, visits to Company facilities and the provision of information regarding the business, plans, organization, financial statements, risk management issues and key policies and procedures of the Company. Each Board member should maintain the necessary level of qualifications to perform the responsibilities of a director and member of any committee of which such person is a member. The Company may offer continuing education programs to assist the directors in maintaining their qualifications. The Board expects that the Company will provide at least one continuing education presentation per year. The Secretary shall be responsible for coordinating the education programs for directors and for keeping the Board abreast of corporate governance developments.

Resignation

Any notice of resignation by a Director must be given in writing concurrently to both the Chair of the Board and the Corporate Secretary. Any such resignation shall take effect at the time specified in the notice or, if not so specified, immediately upon receipt.

Chief Executive Officer Evaluation and Management Succession

The Compensation and Nominating Committee shall review and approve corporate goals and objectives relevant to Chief Executive Officer compensation and shall evaluate the Chief Executive Officer's performance in light of these goals and objectives. The Compensation and Nominating Committee shall recommend to the Board the Chief Executive Officer's compensation level or changes to such level based on the evaluation of the Chief Executive Officer's performance and any other factors the Committee deems relevant. The Compensation and Nominating Committee shall make a report to the Board on succession planning at least once annually. The entire Board will work with the Compensation and Nominating Committee to evaluate potential successors to the Chief Executive Officer and other officers. The Chief Executive Officer or other officer should make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

Annual Performance Evaluation

The Compensation and Nominating Committee shall administer annual performance evaluations of the Board and its committees, including a review of the Compensation and Nominating

Committee, and present its evaluations to the Board for further review and evaluation by the Board. The assessment will focus on the Board's and the committees' contributions to the Company and specifically focus on areas in which the Board or management believes that the Board could improve.

Management Responsibilities

The Board's governance and oversight functions do not relieve the primary responsibilities of the Company's management to (1) make and keep books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) devise and maintain an effective system of internal accounting controls; (3) devise and maintain effective disclosure controls and procedures and internal controls over financial reporting; (4) prepare financial statements that are accurate and complete and fairly present the financial condition, results of operation and cash flows of the Company; and (5) devise and maintain systems, procedures and corporate culture which promote compliance with legal and regulatory requirements and the ethical conduct of the Company's business.

Executive management has the primary responsibility to establish policies concerning the Company's communications with investors, the press, customers, suppliers and employees.

Management will assure that the Company's website will include a copy of these guidelines, copies of the charters of the Audit and Compensation and Nominating Committees and, if applicable, other key committees of the Board, and a copy of the Company's Code of Ethics.

Management will also include in the Company's annual report to stockholders statements to the effect that this information is available on the Company's website and in print to any stockholder who requests it.

Amendments, Modifications and Waivers

These guidelines shall be reviewed periodically by the Compensation and Nominating Committee, as well as consider other corporate governance principles that may, from time to time, merit consideration by the Board, and the Board will make appropriate changes based on the Committee's recommendations.