

**LIVERAMP HOLDINGS, INC.
EXECUTIVE COMMITTEE
CHARTER**

Purpose

This charter ("Charter") governs the operations of the Executive Committee (the "Committee") of the Board of Directors (the "Board") of LiveRamp Holdings, Inc. (the "Company"). The Committee exists for the purpose of aiding the Board in handling matters which, in the opinion of the chairperson of the Committee, should not be postponed until the next regularly scheduled meeting of the Board.

Organization

The Committee shall be comprised of at least three directors: The Chief Executive Officer, who shall serve as chair; the non-Executive Chairman of the Board or Lead Independent Director; and at least one other director.

The Committee shall be subject to the provisions of the Company's Bylaws relating to committees of the Board, including those provisions relating to removing committee members and filling vacancies. The Committee may form and delegate authority to subcommittees when appropriate.

Responsibilities / Scope of Authority

The members of the Committee shall exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. The Committee is responsible for exercising the powers of the Board in the management of the business and affairs of the Company with regard to urgent matters which arise between regularly scheduled Board meetings, to the extent authorized by the Board. The Committee is also responsible for acting upon any matters which have been specifically referred to it by the Board for resolution. In discharging its appointment from the Board, the Committee shall act within the boundaries set forth by resolution of the Board dated August 4, 2005, under which the Committee may:

1. Approve transactions on behalf of the Company, including but not limited to the borrowing of money, the issuance of bonds, notes or other such obligations, the investing of corporate funds, the buying, selling or leasing of property, the acquisition (for cash and/or through the issuance of shares of the Company) of new businesses, and the disposition of existing businesses; *provided, however*, that the total dollar value of any single such transaction is not in excess of five percent of the Company's total assets.
2. Adopt a certificate of ownership and merger pursuant to Section 253 or any successor provision of the Delaware General Corporation Law with respect to any of the Company's subsidiaries, 90% or more of whose stock is owned by the Company.
3. Determine questions of general policy with regard to the business of the Company.
4. Appoint officers of the Company, provided that the full Board shall approve the slate of executive officers at least once annually.

Under the August 4, 2005 Board resolution, the Committee may *not* do any of the following: (i) amend the Company's certificate of incorporation or bylaws; (ii) adopt an agreement of merger or consolidation (other than with respect to a 90%-owned subsidiary); (iii) recommend to the

Company's shareholders the sale, lease or exchange of all or substantially all of the Company's property and assets; (iv) recommend to the shareholders a dissolution of the Company or a revocation of a dissolution; (v) authorize the issuance of stock in connection with a public offering; or (vi) declare dividends.

The Committee will annually review and assess the adequacy of this Charter and will recommend any proposed changes to the Board for approval.

The Committee will annually review its own performance.

In carrying out its responsibilities, the Committee may draw on the expertise of management and the corporate staff and, when appropriate, may hire outside legal, accounting or other experts or advisors to assist the Committee with its work.

Meetings

The Committee will meet only as necessary to handle matters which, in the opinion of the chairperson of the Committee, should not be postponed until the next regularly scheduled meeting of the Board, or matters which the full Board has referred to the Committee for resolution. The chairperson (or acting chair) may direct appropriate members of management and staff to prepare agendas and related background information for each Committee meeting. Any background materials, together with the agenda, will be distributed to the Committee members in advance of the meeting. Following each Committee meeting, a report of the Committee's activities and its recommendations shall be presented at the next regularly scheduled meeting of the Board.