

**LIVERAMP HOLDINGS, INC.**  
**GOVERNANCE / NOMINATING COMMITTEE**  
**CHARTER**

**Purpose**

This charter ("Charter") governs the operations of the Governance/Nominating Committee (the "Committee") of the Board of Directors (the "Board") of LiveRamp Holdings, Inc. (the "Company"). As part of the Company's governance and oversight process, the Committee has been appointed by the Board to assist with the development and implementation of the Company's Corporate Governance Principles, to determine the composition of Board committees, to monitor a process to assess Board effectiveness, to assist the Board in identifying potential Board candidates, and to recommend nominees for director to the Board for each annual meeting of shareholders.

**Organization**

The Committee shall be comprised of at least three directors. All members of the Committee shall meet the independence requirements of and satisfy any other criteria imposed on members of the Committee pursuant to the federal securities laws and the rules and regulations of the Securities and Exchange Commission (the "SEC") and the New York Stock Exchange (the "NYSE"), as determined by the Board after consideration of all factors determined to be relevant under the rules and regulations of the NYSE and the SEC and such other qualifications as may be established by the Board from time to time.

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 or to the chair of the Committee (the "Chair") when appropriate and in the best interests of the Company, and when such delegation would not violate applicable law, regulation or NYSE or SEC requirements. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's Bylaws that are applicable to the Committee, and may establish its own meeting schedules, which it shall provide to the Board.

The members of the Committee shall be appointed annually by the Board, upon the recommendation of the Committee. Each member of the Committee shall serve until his or her successor is duly appointed by the Board or until his or her earlier resignation, removal or death. The Chair shall be appointed by the Board. The Board may at any time and in its complete discretion remove any member of the Committee and may fill any vacancy in the Committee.

**Responsibilities**

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.

**A. Governance**

In discharging its appointment from the Board, the Committee will:

1. Develop and annually review the Company's Corporate Governance Principles and recommend changes, if any, to the Board for adoption.

2. At least semi-annually, review and report to the Board with regard to matters of corporate responsibility and sustainability performance, including potential long and short-term trends and impacts to the Company's business of environmental, social and governance ("ESG") issues, including the Company's public reporting on these topics.
3. Annually review the succession plan of the Company's Chief Executive Officer ("CEO"), make recommendations to the Board regarding the plan and/or assist in evaluating potential successors to the CEO, as necessary.
4. Annually review the composition of the Board to determine whether there are areas of expertise, background or perspective which need to be addressed for the Board to better exercise its governance and advisory responsibilities for the benefit of the Company and its shareholders.
5. Annually evaluate the "independence" of directors and director nominees against the independence requirements of the NYSE, applicable rules and regulations of the SEC, and other applicable laws.
6. Annually review the Board's committee and leadership structure and recommend committee slates, committee chairs, and the Board chair to the Board for its approval, and recommend additional committee members to fill vacancies as needed.
7. Annually review and make recommendations to the Board with respect to the compensation of directors, including equity-based compensation.
8. Annually develop and recommend to the Board for its approval a self-evaluation process for the Board as a whole, the committees of the Board, and the individual board members. The Committee shall oversee the annual self-evaluation process.
9. Annually oversee the evaluation of the management of the Company and report such evaluation to the Board.
10. Periodically review the adequacy of the Company's ethics compliance programs, director orientation programs, and director continuing education programs.
11. Periodically review the succession plans of other members of the Company's executive team, make recommendations to the Board regarding the plan and/or assist in evaluating potential successors for other members of the Company's executive team, as necessary.
12. Periodically review the policies and procedures for considering shareholder nominees for election to the Board.
13. Evaluate and recommend termination of membership of individual directors for cause or for other appropriate reasons.
14. Oversee the management of the Company's risks related to governance and executive succession planning.
15. Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

## **B. Nominating**

The entire Board shall be responsible for nominating candidates for election to the Board and for filling any vacancies on the Board that may occur between annual meetings of shareholders. The Committee shall be responsible for screening, reviewing the qualifications of and recommending candidates to the Board for membership upon the occurrence of a vacancy or for newly created positions on the Board and for evaluating the performance of individual members of the Board eligible for re-election. The Committee shall annually recommend to the Board the director nominees to be submitted for election at each annual meeting of shareholders. When formulating its membership recommendations, the Committee shall also consider (i) any advice and recommendations offered by the CEO or the shareholders of the Company pursuant to the procedures set forth in the Company's Corporate Governance Principles, (ii) the areas of expertise, qualifications, background and perspective of each Board member; and (iii) the candidates' service on boards and committees of other companies.

Nominees for director shall meet the qualifications set forth in the Company's Corporate Governance Principles. They shall be selected on the basis of broad experience, wisdom, integrity, ability to make independent analytical inquiries, understanding of the Company's business environment, and willingness to devote adequate time to Board duties. The Committee shall be responsible for assessing the appropriate balance of skills and characteristics required of Board members. The Committee, together with the full Board, shall use reasonable efforts to attract a diversified membership and shall ensure timely compliance with all applicable SEC and NYSE rules related to corporate governance matters.

In connection with each director nomination recommendation, the Committee shall consider the issue of continuing director tenure and take steps as may be appropriate to ensure that the Board maintains an openness to new ideas and a willingness to critically examine the status quo.

## **C. Other**

The Committee will annually review and assess the adequacy of this Charter and will recommend any proposed changes to the Board for approval. The Company shall make a copy of this Charter publicly available on its website, and shall disclose how to access this Charter in its proxy statement.

The Committee will annually review its own performance.

The Committee will undertake all further actions and discharge all further responsibilities imposed upon it from time to time by the Board, the federal securities laws, and the rules and regulations of the SEC and NYSE.

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. The Company shall provide appropriate funding, as determined by the Committee, for the payment of compensation to any advisers engaged by the Committee pursuant to this subsection. In particular, the Committee shall have the sole authority to retain and terminate search firms and background investigation firms to be used to identify and screen potential director candidates, and the Committee shall have the sole authority to approve such firms' fees and other retention terms.

## **Meetings**

The Committee will meet at least once a year or on a more frequent basis as necessary to carry out its responsibilities. The Chair (or acting Chair) may direct appropriate members of management and the corporate 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, minutes shall be kept of each meeting of the Committee, and a report of the Committee's activities and its recommendations shall be presented at the next regularly scheduled meeting of the Board.

A majority of the total number of Committee members shall constitute a quorum of the Committee. If a quorum is present, a majority of the members of the Committee present shall be empowered to act on behalf of the Committee.