LiveRamp
2020 Annual Meeting of Stockholders

Tuesday, August 11, 2020
11:30 a.m. PDT
www.virtualshareholdermeeting.com/RAMP2020
Cautionary Statement

This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including, without limitation, regarding LiveRamp’s (the "Company") future business prospects. These statements involve risks and uncertainties that could cause the Company’s actual results to differ materially, including, but not limited to competitive pressures, adverse economic conditions, uncertainties resulting from the COVID-19 pandemic and governmental regulations.

These issues and other factors that may be identified from time to time in the Company’s reports filed with the SEC could cause actual results to differ materially from those indicated in the forward-looking statements.

For a detailed discussion of these and other risk factors, please refer to the Company’s most recent Annual Report on Form 10-K and other filings the Company makes from time to time with the Securities and Exchange Commission (the "SEC"), which are available on the SEC’s Web site (http://www.sec.gov).

Investors are cautioned not to place undue reliance on the Company's forward-looking statements, which speak only as of the date such statements are made. The Company does not undertake any obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after the date of this press release, or to reflect the occurrence of unanticipated events.
We Ask for Your Support
Our Board and management team value your support and encourage you to vote with us on the following ballot items at the 2020 Annual Meeting

2020 LiveRamp Management Proxy Vote Recommendations

✓ FOR Election of Directors

✓ FOR Advisory Vote to Approve Named Executive Officer Compensation

✓ FOR Ratification of Independent Registered Public Accountant

CEO Incentives Align with Business Transformation

• Our executive compensation program aligns the interest of our officers with those of our stockholders and considers stockholder feedback when making compensation decisions
  ✓ FY20 CEO target compensation was 93% “at-risk” and performance-based
  ✓ Short- and long-term metrics align with Board and management’s objectives for a successful standalone LiveRamp company
  ✓ Designed to hold our executive officers accountable for delivering on the financial objectives communicated to stockholders

• Our Compensation Committee carefully designed a one-time performance-based award for our CEO, aligned with driving stockholder value creation
  ✓ Intended to address the Compensation Committee’s concerns about the retentive hold of our CEO’s outstanding unvested equity
  ✓ Subject to significant vesting periods and challenging performance hurdles aligned with transformation goals
  ✓ Our CEO did not receive the “transformational” awards granted to other NEOs in connection with the sale of AMS to promote retention and motivate focus on a successful pivot of the business
LiveRamp at a Glance

As the leading data connectivity platform powered by core identity capabilities and an unparalleled network, we enable companies and their partners to better connect, control and activate data to transform customer experiences and generate more valuable business outcomes.

- Global technology company with a vision of making it **safe and easy for companies to use data effectively**
- Provide **best-in-class enterprise data connectivity platform** to help organizations better leverage customer data
- Operate an **enterprise SaaS model**, generating recurring, subscription-based revenue
- Continue to deliver **new products and capabilities to our customers:**
  - Scaled the **Authenticated Traffic Solution**
  - Accelerated **Advanced TV** opportunity with acquisition of Data Plus Math
  - Launched **Safe Haven** solution

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**LiveRamp Platform**

- Data Access
- Identity
- Connectivity
- Data Stewardship

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- **770+ Direct Subscription Clients**
- **550 Partners in our ecosystem**
- **16 Offices Worldwide**
- **1,150 Employees**
Response to the COVID-19 Pandemic

We have taken proactive steps during these unprecedented times and remain firmly committed to prioritizing our employees, customers and communities.

**EMPLOYEES**

- Seamlessly transitioned 1,150 employees to working remotely
- Focus on employee engagement by increasing communications, all-hands meetings, virtual events and employee feedback surveys
- Providing tools and resources needed to serve our customers in a virtual environment

**CUSTOMERS**

- Supporting customers and partners by offering products and solutions to help businesses become more resilient, efficient and innovative
- Committed to providing critical infrastructure required for companies to connect, control and activate data to deliver customer value and drive measurable return on investment

**COMMUNITIES**

- Stepped up our Data for Good efforts to support nonprofits on the frontlines of the crisis
- Launched a no-cost initiative to enable healthcare companies to use our products to recruit health care workers to telehealth platforms and to reach out to patients with personalized information in a time of crisis
Sound Execution Against Growth Initiatives in FY20

We drove tremendous innovation for customers, extended our data governance capabilities, and delivered on financial promises to stockholders

**KEY BUSINESS AND FINANCIAL HIGHLIGHTS**

- Total revenue of $381M, up 33% YoY
- Subscription revenue of $306M, up 29% YoY
- Marketplace & other revenue of $75M, up 53% YoY
- Returned significant value to shareholders, repurchasing 4.4M shares of our common stock for ~$182M under our repurchase program
- Cash and cash equivalents of $718M, with no debt at fiscal year-end
- Organic growth: Direct customers increased by 17% YoY and added dozens of new partners; launched new second-party data collaboration business
- M&A activity: Successfully integrated acquisitions of Faktor and Data Plus Math into our portfolio

**FY20 REVENUE TOTAL: $381M**

- Subscription: 80%
- Marketplace: 20%

**GROSS PROFIT IMPROVEMENT**

- FY19: $165M
- FY20: $228M

**TOTAL STOCKHOLDER RETURN**

- RAMP +69%
- Russell 2000 +7%

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1 Total Stockholder Return ("TSR") for the period 07/28/2017 to 07/28/2020, benchmarked against the Russell 2000; TSR is calculated assuming dividend reinvestment
Performance-Based CEO Compensation Design

Our executive compensation program promotes a strong link between our financial, operational, and strategic performance and the incentives we use to motivate and reward our executives.

<table>
<thead>
<tr>
<th>Award Type</th>
<th>Metric</th>
<th>Target</th>
<th>Performance Period</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Base Salary</strong></td>
<td>Cash</td>
<td>Evaluated annually based on position, qualifications / experience, performance, market comparators and internal equity</td>
<td></td>
</tr>
<tr>
<td><strong>Annual Incentive</strong></td>
<td>Cash</td>
<td>Adj. Revenue (70%)</td>
<td>$365.8M</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Adj. EBIT (30%)</td>
<td>($39.6M)</td>
</tr>
<tr>
<td><strong>Long-Term Incentive</strong></td>
<td>PSUs (60%)</td>
<td>Revenue Growth (70%)</td>
<td>Above 28% year-over-year growth</td>
</tr>
<tr>
<td></td>
<td>Relative TSR (30%)</td>
<td>Performance above 60th percentile and capped at target for negative TSR</td>
<td>3-year compared to Russell 2000</td>
</tr>
<tr>
<td></td>
<td>RSUs (40%)</td>
<td>Stock Price</td>
<td>Based on stock price and contingent on continued employment</td>
</tr>
</tbody>
</table>

1 Annual refresh equity award weighting is 60% PSUs and 40% RSUs; inclusion of one-time performance grant weighting is 79% PSUs and 21% RSUs
Compensation Decisions to Support Transformation

Our FY20 compensation program was designed to strengthen our CEO’s retentive hold, support a long-term commitment to the Company and align with stockholders’ interests

- Following the sale of AMS, investors expressed concerns about losing key executive talent at the Company, and the need for incentives to ensure retention and continuity

- In FY20, our Compensation Committee granted a special one-time performance-based award to our CEO, intended to address concerns about the retentive hold of our CEO’s outstanding and unvested equity awards

- Our CEO did not receive the “transformational” equity award granted to other NEOs at the time of the AMS sale to ensure retention during the business transformation

- The Committee determined this award should be entirely performance-based and will benefit our CEO only if there is sustained value creation for our stockholders

### Performance Metrics Directly Aligned to Stockholder Interests

<table>
<thead>
<tr>
<th>Performance Metric</th>
<th>Weighting</th>
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<tbody>
<tr>
<td>Three-Year Revenue CAGR</td>
<td>70%</td>
</tr>
<tr>
<td>Relative TSR against Russell 2000 Index</td>
<td>30%</td>
</tr>
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- Pre-determined metrics incentivize short- and long-term sustained growth
- Accountability for delivering on financial objectives communicated to stockholders
- Appropriately balances the goals of attracting, motivating, rewarding, and retaining, therefore promoting stability in our leadership team
# Strong Compensation Governance Profile

Compensation policies and practices are consistent with our executive compensation philosophy and designed to serve stockholders’ long-term interests

<table>
<thead>
<tr>
<th>WHAT WE DO</th>
<th>WHAT WE DO NOT DO</th>
</tr>
</thead>
<tbody>
<tr>
<td>✔️ Strong link between pay and performance</td>
<td>❌ Encourage unreasonable risk taking</td>
</tr>
<tr>
<td>✔️ Significant portion of equity awards are performance-based and “at-risk”</td>
<td>❌ Provide significant perquisites</td>
</tr>
<tr>
<td>✔️ Conduct annual compensation review and compensation-related risk assessment</td>
<td>❌ Permit hedging or pledging of our equity securities</td>
</tr>
<tr>
<td>✔️ Retain independent compensation consultant</td>
<td>❌ Provide excise tax gross-ups</td>
</tr>
<tr>
<td>✔️ Maintain clawback policy</td>
<td>❌ Pay dividends or dividend equivalents on unvested equity awards</td>
</tr>
<tr>
<td>✔️ Provide “double trigger” change-in-control agreements</td>
<td>❌ Permit stock option repricing without prior stockholder approval</td>
</tr>
<tr>
<td>✔️ Maintain stock ownership guidelines</td>
<td>❌ Provide guaranteed bonuses</td>
</tr>
<tr>
<td>✔️ Regular stockholder engagement</td>
<td>❌ Provide “single trigger” change-in-control arrangements</td>
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