

**LIVERAMP HOLDINGS, INC.  
AUDIT / FINANCE COMMITTEE  
CHARTER**

**Purpose**

This charter ("Charter") governs the operations of the Audit/Finance Committee (the "Committee") of the Board of Directors (the "Board") of LiveRamp Holdings, Inc. (the "Company"). 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. In discharging that obligation, members shall be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors to the fullest extent permitted by law.

*Audit Functions* - The Committee assists the Board in monitoring: (i) the integrity of the financial statements of the Company, (ii) the independent auditor qualifications and independence, (iii) the performance of the internal audit function and independent auditors, (iv) certain risks, and (v) the compliance by the Company with legal and regulatory requirements.

*Finance Functions* - The Committee monitors the primary policies and initiatives affecting the Company's financial strategies.

**Organization**

The Committee shall be comprised of at least three directors. All members of the Committee shall meet the independence requirements of directors and audit committee members, 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 ("SEC") and the New York Stock Exchange ("NYSE"), as determined by the Board after consideration of all factors determined to be relevant by the NYSE and 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 Governance/Nominating Committee of the Board. 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.

All members of the Committee shall have sufficient financial experience and ability to enable them to discharge their responsibilities, including the ability to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement, as determined by the Board in accordance with the

NYSE rules. At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication so as to qualify as an "audit committee financial expert" in accordance with SEC rules.

No member of the Committee shall serve simultaneously on the audit committees of more than three (3) public companies, unless the Board determines that such simultaneous service will not impair the ability of such member to effectively serve on the Committee and the Company discloses such determination in its annual proxy statement.

No member of the Committee may have participated in the preparation of the financial statements of the Company or any of the Company's current subsidiaries at any time during the past three years.

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

## **Responsibilities**

### **A. Audit**

The Committee is responsible for overseeing the Company's financial reporting process on behalf of the Board. In fulfilling this duty, the Committee will:

1. Manage both the external and internal audit process:
  - a. External
    - i. The Committee shall no less than annually review and approve the engagement of the independent auditor to audit the annual financial statements of the Company. The Committee may meet with management and solicit its views as to the engagement of the independent auditor, but the Committee shall retain the ultimate authority and responsibility for the auditor's engagement.
    - ii. To the extent required by applicable law, the Committee shall approve in advance all audit services to be performed by the independent auditor and any fees associated with these services, as well as any non-audit and tax services that may be performed by the independent auditor and any associated fees. The Committee may delegate the authority to grant pre-approvals of non-audit services that may be performed by the independent auditor to one or more of its members; provided, however, that if the fees for any such engagement are in excess of \$150,000, pre-approval by the full Committee will be required. The decisions of any such designee will be reported to the Committee at its next regularly scheduled meeting.
    - iii. The Committee shall have a clear understanding with management and the independent auditor that the independent auditor is ultimately accountable to the Committee as the representative of the Company's shareholders. The Committee shall have the ultimate authority and responsibility to evaluate, compensate, oversee and replace the independent auditor, who shall report

directly to the Committee. At least annually, the Committee shall review and assess the existing independent auditor's performance and determine whether to re-engage the independent auditor for future audits or consider other audit firms. In doing so, the Committee shall consider the quality and efficiency of the independent auditor's historical and recent performance on the Company's audit, the independent auditor's capability and expertise, the quality and candor of communications and discussions with the independent auditor, the ability of the independent auditor to remain independent, the tenure of the independent auditor, external data relating to audit quality and performance (including recent Public Company Accounting Oversight Board ("PCAOB") reports on the independent auditor and its peer firms), the appropriateness of fees charged by the independent auditor and any other factors as the Committee deems appropriate.

- iv. The Committee will be responsible for ensuring the independent auditor's independence from the Company. The Committee shall discuss with the independent auditor its independence from management and the Company and shall review the written disclosures and the letter from the independent auditor required by applicable requirements of the PCAOB. The Committee shall at least annually assess all relationships between the independent auditor and the Company, in order to assess the independent auditor's independence.
- v. The Committee shall discuss with the independent auditor the matters required to be discussed under the standards of the PCAOB.
- vi. The Committee shall ensure that the independent auditor's lead partner responsible for the audit and the partner responsible for review of the audit are adhering to all applicable rotation requirements. The Committee shall also review the auditor's internal quality control procedures. At least annually, the Committee will also review the audit firm's most recent internal or peer review report of its adherence to industry standard quality practices and procedures as well as its most recent PCAOB Inspection Report. The audit firm's report shall describe the independent auditor's internal quality-control procedures and any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues.
- vii. After reviewing the foregoing report and as part of the annual evaluation of the independent auditor described in section A(1)(a)(iii) hereof, the Committee shall review and evaluate the lead partner of the independent auditor. The Committee shall also take into account the opinions of management and the internal audit function. The Committee shall discuss with the independent auditor any disclosed relationships as required by the applicable PCAOB requirements, and their impact on the independent auditor's objectivity and independence. The Committee shall present its conclusions with respect to the independent auditor to the Board.

b. Internal

The Committee shall oversee the internal audit function of the Company, including approving a charter for the internal audit function which shall detail the responsibilities of the internal audit function. The Committee shall also review the

responsibilities, functions, qualifications, budget, performance and objectivity of the internal audit function, and shall review the scope and results of internal audits. In order to maintain the independence of the internal audit function, the Committee will have sole discretion over the internal auditor(s) and will manage the internal audit plan of the Company. The Committee will meet with the internal audit team on a regular basis and will make a report to the Board of any significant findings of the Committee, including without limitation, any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the independent auditors, and the performance of the internal audit function.

2. Establish procedures for the receipt, retention and confidential treatment of complaints regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters, in accordance with applicable provisions of the federal securities laws and the rules and regulations of the SEC and NYSE.
3. Review with management and the independent auditor the interim financial statements to be included in the Company's Quarterly Reports on Form 10-Q, including their judgment about the quality, not just the acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements. Also, the Committee shall discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the independent auditor under generally accepted auditing standards, the federal securities laws, and the rules and regulations of the SEC and NYSE.
4. Review with management and the independent auditor the financial statements to be included in the Company's Annual Report on Form 10-K (or the annual report to stockholders if distributed prior to the filing of Form 10-K), including their judgment about the quality, not just the acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements. The Committee shall review the scope and timing of the annual audit of the Company's financial statements. Also, the Committee shall discuss the results of the annual audit, including the independent auditor's opinion on the audited financial statements, and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards, the federal securities laws, and the rules and regulations of the SEC and NYSE.
5. Review with management and the independent auditors the disclosures in the Company's periodic reports under "Management's Discussion and Analysis of Financial Condition and Results of Operations," including any significant changes in the Company's selection or application of accounting principles, the development, selection and disclosure of critical accounting policies, practices and estimates, analyses of the effect of alternative accounting treatments on the Company's financial statements, and the use of "pro forma" or "non-GAAP financial measures."
6. Recommend to the Board whether the audited financial statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations" should be included in the Company's Form 10-K.
7. Review with management and the independent auditor the Company's quarterly earnings press releases, as well as guidance and other financial information (paying attention to any use of "pro forma" or "adjusted" non-GAAP information) provided to analysts, rating agencies and other constituencies in the investment community. The

Committee's responsibility to discuss earnings releases, financial information and earnings guidance may be done generally through discussions of the types of information to be disclosed and the type of presentation to be made. Without relieving the full Committee of its responsibility to undertake the foregoing general discussion, the Chair shall discuss with management and the independent auditor each of the Company's earnings releases, financial information and earnings guidance prior to public dissemination.

8. Monitor the ongoing review of the Company's systems of internal controls over financial reporting to ensure an adequate internal control structure is in place and functioning properly within the various operating systems of the Company.
9. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's consolidated financial statements, including any significant change in the selection or application of accounting principles, analyses of the effects of alternative GAAP methods on the financial statements, any major issues as to the quality and adequacy of internal controls (including any significant deficiencies or material weaknesses in the design or operation of the Company's internal controls), and any special steps adopted in light of any identified material control deficiencies.
10. Meet separately with management, the independent auditor and internal auditor, with and without management present, to discuss the results of their examinations, including any audit problems and difficulties and management's response, any restrictions on the scope of the independent auditor's activities or access to requested information, any accounting adjustments that were noted or proposed by the independent auditor but were "passed", any communications between the independent auditor and its national office with respect to accounting or auditing issues presented by the engagement, and any "management" or "internal control" letters issued or proposed to be issued by the independent auditor. Such discussion shall also include the responsibilities, budget and staffing of the Company's internal audit function. Further, the Committee shall be responsible for resolving any disagreements between management and the independent auditor or the internal auditor regarding financial reporting.
11. Discuss the effect of any material off-balance sheet arrangements on the financial statements of the Company with the independent auditor.
12. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies that raise material issues regarding the Company's financial statements or accounting policies.
13. Review with the Company's Chief Financial Officer or chief legal officer any matter that could have a significant impact on the Company's financial statements or compliance procedures.
14. Review the Company's disclosure controls and procedures, and the quarterly assessments of such controls and procedures by the Chief Executive Officer and Chief Financial Officer.
15. Issue annually any committee report regarding the Company's audited financial statements and independent auditor that is required by SEC rules to be included in the Company's proxy statement or annual report to stockholders.

16. Oversee the management of certain of the Company's risks, including the Company's exposures in the areas of finance and accounting; legal, regulatory and ethical compliance; internal controls; IT security; cybersecurity; insurance coverages; and business continuity plans. Without limiting the generality of the foregoing, such oversight will include an annual review of the Company's policies with respect to risk assessment and management regarding use of the Company's offerings, including the implications, if any, on the civil rights of classes of protected persons and the potential impact of such issues on the Company's business, operations and reputation, and, where appropriate, the Committee will direct management to take steps to monitor and protect against such exposures and policy concerns. The Committee will also review and discuss with management and the independent auditor reports regarding compliance with applicable laws, regulations and internal compliance programs.
17. On at least an annual basis, the Committee must discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any reports or complaints that raise material issues regarding the Company's financial statements or policies. The Committee must discuss with the Company's management any legal matters that may have a material impact on the financial statements or the Company's compliance procedures.
18. The Committee shall conduct a reasonable prior review, approve and provide oversight of all related-party transactions for potential conflicts of interest involving any director, or officer (including their immediate family members), or any affiliate of the Company, and shall review and monitor any other conflicts of interest situations involving such individuals where appropriate. No related-party transaction will be approved unless it is deemed to be commercially reasonable and in the best interests of, or not inconsistent with the best interests of, the Company and its stockholders.
19. The Committee shall review and discuss with management, including the Company's internal audit function, if applicable, and the Company's independent auditor, management's processes for identifying, monitoring and addressing enterprise risks, including approving an enterprise risk management charter which shall detail the responsibilities of the enterprise risk management function.
20. Perform such other duties and responsibilities as are consistent with this Charter.

## **B. Finance**

The Committee has the following authority and responsibilities regarding the Company's financial policies and goals:

1. Act in an advisory capacity to management and the Board in assessing the Company's financial strategies, prioritizing capital and financial commitments, and determining that the Company's financial resources are adequately allocated.
2. Evaluate and make recommendations to management regarding the Company's processes for approving and prioritizing capital and financial commitments, and assist in reviewing and monitoring related performance measurements.
3. Assist the Board in reviewing and evaluating acquisitions and divestitures.
4. Assist the Board in reviewing and evaluating large capital and unbudgeted expenditures that exceed management's authority under any applicable Company policies regarding delegation of authority.

5. Review and recommend to the Board, as requested, the Company's long-range financial plans, annual operating budgets, annual capital budgets and related performance measurements.
6. Review the capital structure of the Company and any proposed changes such as the issuance or redemption of long- and short-term debt, the issuance or repurchase of stock, and stock splits.
7. Review and recommend strategies related to hedging policies, dividends and tax matters.
8. Review other significant financial matters that may come before the Committee and the Board.

**C. Policy for Hiring Current or Former Employees of the Company's Independent Auditor**

Current or former employees of the Company's independent auditor are often valuable additions to Company management. Such individuals' familiarity with the Company's business and their personal rapport with Company employees may be attractive qualities when filling a key Company opening. To (1) ensure that the Company's hiring of such persons does not impair the independence of the Company's independent auditor, (2) ensure compliance with all applicable securities laws and regulations, NYSE requirements, accounting standards, accounting controls and audit practices, and (3) avoid any potential conflict of interest either in fact or appearance, the Committee restricts, in certain circumstances, the employment by the Company or any of its subsidiaries of an employee or a former employee of the Company's independent auditor.

1. The Company shall not hire or permit to serve on its Board any current partner, principal, shareholder or professional employee of the Company's independent auditor.
2. The Company shall not hire a former partner, principal, shareholder or professional employee of its independent auditor for a position with the Company in a financial reporting oversight role (as defined below) if such individual was the lead or concurring partner, or any other member of the audit engagement team (as defined below) who provided more than ten hours of audit, review or attest services for the Company, unless in each case such person ceased being a member of the audit engagement team at least two years prior to the Company's extension of an offer to such person. As used in this Section C, (a) "financial reporting oversight role" means a role in which a person is in a position to or does exercise influence over the contents of the Company's financial statements or other financial information included in the Company's reports to the SEC or over anyone who prepares such financial statements or other information, and (b) "audit engagement team" means all partners, principals, shareholders and professional employees who participate in an audit, review or attestation engagement of the Company, including audit partners and all persons who consult with others on the audit engagement team during the audit, review or attestation engagement regarding technical or industry specific issues, transactions or events.
3. The Company shall not hire a former partner, principal, shareholder or professional employee of its independent auditor for a position with the Company in which the person is in a position to or does exercise more than minimal influence over the

contents of the accounting records of the Company or over anyone who prepares the accounting records of the Company (an “accounting role”) or a financial reporting oversight role unless such individual:

- does not influence the independent auditor’s operations or financial policies;
  - has no capital balances in the independent auditor; and
  - has no financial arrangement with the independent auditor (other than retirement benefits permitted by Rule 2-01(c)(2)(iii)(A)(3) of Regulation S-X).
4. The Company shall not hire the spouse, spousal equivalent, parent, dependent, nondependent child or sibling of any “covered person” (as defined in Rule 2-01(f) of Regulation S-X) of the independent auditor for a position with the Company in an accounting role or a financial reporting oversight role.

As provided in Rule 2-01(c)(2)(iii)(B)(2) of Regulation S-X, Section C shall not be applicable to (1) individuals employed by the Company as a result of a business combination between an entity that is also an audit client of the independent auditor and the Company, provided that employment was not in contemplation of the business combination and the Committee is aware of the prior employment relationship, or (2) individuals employed by the Company due to an emergency or other unusual circumstance, provided that the Committee determines that the relationship is in the best interest of the stockholders.

#### **D. Other**

The Committee will annually review and assess the adequacy of this Charter, and will recommend changes, if any, 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, and report to the Board on an annual basis the results of its self-performance evaluation.

The Committee must review with the full Board any issues that arise regarding: (a) the quality or integrity of the Company’s financial statements; (b) the Company’s compliance with legal or regulatory requirements; (c) the performance and independence of the Company’s independent auditor; and (d) the performance of the internal audit function, if applicable.

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 will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee, payment of reasonable compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall be given full access to the chairperson of the Board, management, the independent auditor and, if applicable, the internal auditor, as well as the Company’s books, records, facilities and other personnel.



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.

### **Meetings**

The Committee will meet at least four times per year or on a more frequent basis as necessary to carry out its responsibilities. In addition, the Committee shall meet with the independent auditor, internal auditor and management on at least a quarterly basis. The Chair (or acting Chair) shall preside at each meeting of the Committee, but 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, minutes shall be prepared for the meeting and a report of the Committee's activities and its recommendations shall be presented at the next regularly scheduled meeting of the Board. Notwithstanding the foregoing, the Committee will meet at any time that the independent auditors or internal audit function believe communication to the Committee is required.

### **Limitations**

While the Committee has the responsibilities and powers as set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete, accurate and in accordance with generally accepted accounting principles and applicable rules and regulations. Management is responsible for preparing the Company's financial statements, and the independent auditor is responsible for auditing and reviewing those financial statements. Management is responsible for preparing the Company's periodic SEC reports, as well as all earnings releases and any accompanying guidance that may be issued. The Committee is responsible for assisting the Board in overseeing the conduct of these activities by management and the independent auditor. The Committee, in performing its oversight functions, shall be entitled to rely upon the representations of management and the independent and internal auditors as to factual matters communicated orally to the Committee or contained in any document prepared by management and/or the independent and the internal auditors. The Committee is not responsible for providing any expert or special assurance as to the financial statements or other financial information provided by the Company to its stockholders or others or as to the independent auditor's work.