

**LIVERAMP HOLDINGS, INC.**  
**TALENT AND COMPENSATION COMMITTEE CHARTER**

**Purpose**

This charter (“Charter”) governs the operations of the Talent and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of LiveRamp Holdings, Inc. (the “Company”). The Committee shall provide assistance to the Board in fulfilling its oversight responsibility related to human capital management, the compensation of the Company’s senior executives and the Company’s stock-based plans.

**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 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.

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**

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 its appointment from the Board, the Committee will:

1. Annually review and make a recommendation to the full Board regarding the Chief Executive Officer (the “CEO”)’s goals and objectives.
2. Annually make a recommendation to the full Board regarding the CEO’s compensation, taking into consideration the CEO’s performance against existing goals and objectives. The

CEO and any other directors who are not independent, if any, may not be present during any voting or deliberations on the CEO's compensation.

3. In determining the recommended long-term incentive component of the CEO's compensation, consider objective criteria, including but not limited to the Company's performance and relative shareholder return, the value of incentive awards made to CEOs at comparable companies, and the awards given to the CEO in past years.
4. Annually review and approve, in consultation with the CEO, the compensation of the Company's other executive officers (i.e., those officers required to file reports pursuant to Section 16 of the Securities Exchange Act of 1934, as amended, other than the CEO) of the Company, including their incentive compensation plans and equity-based compensation plans.
5. Periodically review the Company's compensation policies and programs for all employees, and consider whether the policies and programs are philosophically aligned with the executive officers' compensation policies and programs.
6. Periodically determine and oversee the share ownership guidelines applicable to senior executives of the Company and the Board.
7. At least annually, oversee management's periodic review and assessment of any risks arising from the Company's compensation policies and programs (i.e., whether compensation of the Company's employees encourages unnecessary or excessive risk-taking, and whether such risks, if any, are reasonably likely to have a material adverse effect upon the Company) and evaluate compensation policies and practices that could mitigate any risks that are present.
8. Periodically review and evaluate the competitiveness and appropriateness of the Company's change of control, severance, retirement, deferred compensation programs, senior leadership benefits and perquisites.
9. Periodically review and approve the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees.
10. Periodically review and approve new executive compensation programs and total compensation levels.
11. Periodically review and approve the companies included in the compensation comparator group based on criteria the Committee deems appropriate.
12. Periodically review the impact of tax and accounting rule changes.
13. Annually review and discuss with senior management the Compensation Discussion & Analysis to be included in the Company's proxy statement or annual report on Form 10-K as required by the SEC, and based on such review and discussion, determine whether or not to recommend that the Compensation Discussion & Analysis be included in the report.
14. Assist the Board in its oversight of human capital management, including corporate culture, diversity and inclusion, recruiting, retention, attrition and talent management.
15. Oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the shareholder approval of equity compensation plans to the extent required under applicable NYSE rules.

16. Annually produce the Compensation Committee Report in the Company's proxy statement or annual report on Form 10-K as required by the SEC.
17. Undertake all further actions and discharge all further responsibilities imposed upon the Committee from time to time by the Board, the federal securities laws, and the rules and regulations of the SEC and NYSE.

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.

### **Consultants, Legal Counsel and Other Advisors**

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other advisor (each, an "Advisor") and shall be directly responsible for the appointment, compensation, and oversight of the work of any such Advisor retained by the Committee. Such responsibility includes the sole authority to retain or terminate, and to determine the terms of engagement and the extent of funding necessary for payment of reasonable compensation to, compensation consultants, independent legal counsel and other advisors retained by the Committee. The Company will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Advisor(s) retained by the Committee.

The Committee may select or receive advice from any Advisor that it prefers, including Advisors that are not independent; provided, however, that prior to selecting or receiving advice from any Advisor (other than in-house legal counsel), and at least annually thereafter, the Committee shall take into consideration the following factors (as well as any other factors that may be required from time to time under the rules of the NYSE or the SEC):

1. the provision of other services to the Company by the person that employs the Advisor;
2. the amount of fees received from the Company by the person that employs the Advisor, as a percentage of the total revenue of the person that employs the Advisor;
3. the policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest;
4. any business or personal relationship of the Advisor with a member of the Committee;
5. any stock of the Company owned by the Advisor; and
6. any business or personal relationship of the Advisor or the person employing the Advisor with an executive officer of the Company.

The Committee need not conduct the foregoing assessment for an Advisor acting in a role limited to those activities for which such an assessment is not required under the rules of the NYSE.

### **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.