

Liftoff Compensation Committee Charter

1. Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board of Directors”) of Liftoff Mobile, Inc. (the “Company”) shall provide assistance to the Board of Directors by, among other things:

- establishing and reviewing the overall compensation philosophy of the Company;
- setting, reviewing and approving, or making recommendations to the Board of Directors regarding the compensation for the Company’s executive officers and directors;
- reviewing and approving, or recommending to the Board of Directors, new or modified executive compensation programs; and
- monitoring incentive and equity-based compensation plans.

2. Structure and Processes

Membership Requirements

The Committee shall be composed of two or more members of the Board of Directors, each of whom shall be determined by the Board of Directors to meet the criteria for independence set forth in Nasdaq Listing Rule 5606(d)(2)(A) and Rule 10C-1(b)(1) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), subject to an election by the Company to rely on the exemption available to “controlled companies” and the transition periods applicable to initial public offerings or as may otherwise be permitted by the Nasdaq Listing Rules.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors, and each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal, retirement, disqualification, or death. The members of the Committee may be removed, with or without cause, by action of the Board of Directors.

Chairperson

The Board of Directors shall designate one member of the Committee to serve as its chairperson (the “Chairperson”). The Chairperson shall chair all regular sessions of the Committee and is responsible for setting the agendas for Committee meetings. In the absence of the Chairperson, the Committee shall select another member to preside.

Delegation to Subcommittees

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority held by the Committee under this Charter as the Committee deems appropriate; provided, however, that when appropriate to satisfy the requirements of Section 16b-3 of the Exchange Act, any such subcommittee shall be composed solely of two or more members that have been determined to be “Non-Employee Directors” within the meaning of Rule 16b-3 under the Exchange Act.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of cash or options or other equity securities to any non-executive officer (as defined below) of the Company under the Company’s incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plan; provided that such delegation is in compliance with the plan and the laws of the state of the Company’s jurisdiction.

3. Meetings

The Committee shall meet periodically as circumstances dictate. The chairperson of the Board of Directors or any member of the Committee may call meetings of the Committee. The same procedural rules concerning notice of meetings, actions by unanimous consent or telephonic meetings, and meetings held by other means of remote communication, and other procedural matters, shall apply to Committee meetings as they apply to meetings of the Board of Directors under the Company’s certificate of incorporation or bylaws.

As part of its review and establishment of the performance criteria and compensation of executive officers (where “executive officer” has the same meaning specified for the term “officer” in Rule 16a-1(f) under the Exchange Act), the Committee may meet separately with any officers, as it deems appropriate. However, the Committee should also meet regularly without the executive officers present, and shall deliberate and vote with respect to any such officers’ compensation without such officer being present.

All non-management directors who are not members of the Committee may attend meetings of the Committee and may participate in discussions at those meetings, but may not vote. Additionally, the Committee may invite to its meetings any director, member of management, and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the members of the Committee shall constitute a quorum for the transaction of business, unless the Committee shall consist of two members, in which event one member shall constitute a quorum, and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

4. Responsibilities and Duties

The following functions are expected to be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as are consistent with its purpose and as may be required or appropriate in light of changing business, legislative, regulatory, legal, or other conditions or circumstances. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to meet with and seek any information it requires from the employees, officers, and directors of the Company. The Committee may, in its sole discretion, retain, obtain the advice of and terminate any compensation consultant, legal counsel, or other adviser to the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of any compensation consultant, legal counsel, or other adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, legal counsel, or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Subject to an election by the Company to rely on the exemption available to controlled companies, the Committee shall undertake an independence assessment prior to selecting any compensation consultant, legal counsel, or other advisers that will provide advice to the Committee taking into consideration all factors relevant to such adviser's independence from management, including the factors set forth in Nasdaq Rule 5605(d)(3)(D) or as may otherwise be required by Nasdaq from time to time.

It is expected that the Committee will evaluate, on at least an annual basis, whether any work provided by any compensation consultant retained by the Committee raises any conflict of interest. Finally, it is expected that the Committee will pre-approve any services to be provided to the Company or its subsidiaries by any compensation consultant retained by the Committee.

Setting Compensation for Executive Officers and Directors

1. Establish and review the overall compensation philosophy of the Company.
2. Review and approve, or recommend to the Board of Directors for approval, corporate goals and objectives relevant to the compensation of the Chief Executive Officer and other executive officers, evaluate such officers' performance in light of those goals and objectives, and either determine and approve, or recommend to the Board of Directors

for approval, such officers' compensation level based on this evaluation, including annual salary, bonus, equity-based incentives and other benefits, direct and indirect.

3. In connection with executive compensation programs:
 - review and approve, or recommend to the Board of Directors, new or modified executive compensation programs;
 - review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are effective in achieving their intended purpose(s);
 - establish and periodically review policies for the administration of executive compensation programs; and
 - Take steps to modify any executive compensation program to enhance the alignment of payments and benefits with executive and corporate performance and the Company's business strategy.
4. Review and approve the list of companies to be included in any compensation peer group used to benchmark pay levels based on criteria the Committee deems appropriate.
5. Review and recommend to the Board of Directors the form and amount of director compensation.
6. Review and approve or recommend to the Board of Directors any employment or service-related contracts or transactions involving current or former directors and executive officers of the Company, and any related compensation, including consulting arrangements, employment contracts, severance, or termination arrangements.

Monitoring Incentive and Equity-Based Compensation Plans

7. Review and approve, or recommend to the Board of Directors, the Company's long-term incentive plans and, to the extent subject to the approval of the Board of Directors, incentive-compensation plans, and administer the plans in accordance with their terms or oversee the activities of the individuals responsible for administering those plans, as applicable.
8. Review and approve, or recommend to the Board of Directors, all equity-based awards, including pursuant to the Company's equity-based plans, subject to the ability of the Committee to delegate authority pursuant to Section II of this Charter.

9. Review and approve, or recommend to the Board of Directors, guidelines relating to the Company's use of equity compensation, including equity usage and dilution.
10. Monitor compliance by executive officers with applicable rules and guidelines established in connection with the exercise of delegating authority to make grants or awards under the Company's equity-based plans.
11. Review, approve and administer any stock ownership guidelines for directors and executive officers of the Company.
12. Review, approve and administer any "clawback" policy of the Company, including any such policy required by SEC and Nasdaq rules.

General

13. Oversee and periodically review with management the Company's strategies, policies and practices with respect to human capital management, including with respect to matters such as workplace environment and culture, employee engagement and performance, and talent acquisition, development, and retention.
14. Review the Company's merit increase, promotion, and incentive budgeting frameworks to assess their alignment with the Company's compensation philosophy.
15. Consider, on at least an annual basis, whether risks arising from the Company's compensation and other human capital management policies and practices for all employees, including non-executive officers, are reasonably likely to have a material adverse effect on the Company.
16. Oversee management's approach to internal compensation practices, including pay equity and compensation-related risks, as the Committee deems appropriate.
17. Oversee the Company's submission to a stockholder vote of matters relating to compensation, including any applicable advisory votes on executive compensation and the frequency of such votes, incentive and other compensation plans, and amendments to such plans and discuss the results of any applicable advisory votes on executive compensation with respect to the Company's named executive officers.
18. Review and monitor any employee retirement, profit-sharing, and benefit plans.
19. Establish and periodically review policies in the area of senior management perquisites.
20. Consider policies and procedures pertaining to the expense accounts of senior executives.

Reports

21. Review and discuss with management the “Compensation Discussion and Analysis” (the “CD&A”) to the extent required to be included in the Company’s annual proxy statement or annual report on Form 10-K, in accordance with the rules of the Securities and Exchange Commission (the “SEC”) and, based on that review and discussion, determine whether or not to recommend to the Board of Directors that the CD&A be included in the Company’s annual proxy statement or annual report on Form 10-K, as applicable.
22. To the extent applicable, prepare the compensation committee report on executive officer compensation as required by the SEC to be included in the Company’s annual proxy statement or annual report on Form 10-K filed with the SEC.
23. Report regularly to the Board of Directors, including:
 - following meetings and unanimous consents of the Committee; and
 - with respect to such other matters as are relevant to the Committee’s discharge of its responsibilities.

The Committee shall provide such recommendations to the Board of Directors as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

24. Maintain minutes or other records of meetings and activities of the Committee.

5. Evaluation

It is expected that the Committee will review and evaluate its performance at least annually, including by reviewing its compliance with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any proposed changes to this Charter that the Committee considers necessary or desirable. The Committee may conduct such evaluations and reviews in such manner as it deems appropriate.

Effective Date: June 3, 2026