

Liftoff Nominating and Corporate Governance Committee Charter

1. Purpose

The Nominating and Corporate Governance 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:

- identifying individuals qualified to become directors, consistent with the criteria approved by the Board of Directors, from time to time, and selecting, or recommending that the Board of Directors select, the director nominees for the next annual meeting of stockholders or to fill vacancies or newly created directorships that may occur between such meetings;
- developing and recommending to the Board of Directors a set of corporate governance guidelines applicable to the Company and assisting the Board of Directors in complying with them;
- overseeing the evaluation of the Board of Directors and management;
- recommending members of the Board of Directors to serve on committees of the Board of Directors and evaluating the functions and performance of such committees;
- overseeing and evaluating programs and risks associated with Board organization, membership, and structure, and corporate governance;
- overseeing and approving the management continuity planning process; and
- Otherwise, taking a leadership role in shaping the corporate governance of the Company.

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 Rule 5605(a)(2), 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.

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.

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 shall also have the authority, in its sole discretion, to retain, oversee and terminate any outside legal counsel or other advisers for this purpose, including the authority to approve the fees payable to such legal counsel or other adviser and any other terms of retention. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such 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. The Committee also shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.

Board Selection, Composition, and Evaluation

1. Establish and recommend to the Board of Directors criteria for the selection of nominees for election as directors to serve on the Board of Directors.
2. Subject to paragraph 14 below, identify individuals believed to be qualified as candidates to serve on the Board of Directors and select, or recommend that the Board of Directors select, the nominees for all directorships to be filled by the Board of Directors or by the stockholders at an annual or special meeting. In identifying candidates for membership on the Board of Directors, the Committee shall take into account all factors it considers appropriate, which may include the criteria set forth in the Company's Corporate Governance Guidelines.
3. Review and make recommendations to the Board of Directors, or determine whether members of the Board of Directors should stand for re-election.
4. Consider matters relating to the retirement of members of the Board of Directors, including term limits or age limits, as well as the performance of such directors.

5. Review any notifications by a director of any material changes in employment, commitments, including memberships on any additional boards of directors, or of circumstances that may adversely reflect upon the director or the Company, in accordance with the Corporate Governance Guidelines. Based on this review, the Committee may recommend that the Board request such director to resign from the Board of Directors.
6. In the case of a director nominated to fill a vacancy on the Board of Directors due to an increase in the size of the Board of Directors, recommend to the Board of Directors, if applicable, the class of directors in which the director-nominee should serve and in accordance with any applicable provisions of the Company's certificate of incorporation, bylaws or any stockholders agreement to which the Company is a party.
7. Evaluate candidates for nomination for election to the Board of Directors, including evaluating candidates recommended by stockholders on a substantially similar basis as it considers other nominees. The Committee may adopt such procedures for the submission of stockholder recommendations as it deems appropriate.
8. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates to serve on the Board of Directors.
9. Consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers.
10. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board of Directors in order to ensure the Board of Directors has the requisite expertise and its membership consists of persons with sufficient diversity of viewpoints, skills, background, and experience to perform its oversight function effectively.
11. Periodically review the leadership structure of the Board of Directors and recommend to the Board of Directors, as appropriate, an individual to serve as a lead director of the Board of Directors as described in the Company's Corporate Governance Guidelines.
12. Oversee evaluations of the Board of Directors and evaluations conducted by the committees of the Board of Directors.

Committee Selection, Composition, and Evaluation

13. Recommend members of the Board of Directors to serve on the committees of the Board of Directors, including the chairperson of each committee, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.

14. Establish, monitor, and recommend the purpose, structure, and functions of the various committees of the Board of Directors, the qualifications and criteria for membership on each committee of the Board of Directors, and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board of Directors.
15. Periodically review the charter, composition, and performance of each committee of the Board of Directors and make recommendations to the Board of Directors for the creation of additional committees or the elimination of committees of the Board of Directors.
16. Make recommendations concerning any other aspect of the procedures of the Board of Directors that the Committee considers warranted, including procedures with respect to the waiver by the Board of Directors of any Company rule, guideline, procedure, or corporate governance principle.

Implementation of Provisions of the Stockholders Agreement

17. To the extent there is a stockholders agreement to which the Company is a party (as such may be amended from time to time), governing the composition of the Company's Board of Directors, act appropriately to nominate individuals to serve as directors of the Board of Directors, to fill vacancies on the Board of Directors and to comply with such other matters as may be specified in such agreement, in each case, in accordance with such stockholders agreement.

Corporate Governance

18. Review the adequacy of the certificate of incorporation and by-laws of the Company and recommend to the Board of Directors, as conditions dictate, proposed amendments to the certificate of incorporation and by-laws.
19. Review policies relating to meetings of the Board of Directors. This may include meeting schedules and locations, meeting agendas, and procedures for the delivery of materials in advance of meetings.
20. Oversee, review, and recommend to the Board of Directors any proposed changes to the Company's Corporate Governance Guidelines that the Committee considers necessary or desirable.
21. Review and make recommendations to the Board of Directors regarding directors' and officers' indemnification and insurance matters.

Continuity / Succession Planning Process

22. Oversee and approve the management continuity planning process. Review and evaluate the succession plans relating to the Chief Executive Officer and other executive officer

positions and make recommendations to the Board of Directors with respect to the selection of individuals to occupy these positions.

Reports

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