



LOYALTY VENTURES INC. COMPENSATION COMMITTEE CHARTER

Function

The Compensation Committee (the “*Committee*”) is a committee of the Board of Directors (the “*Board*”) of Loyalty Ventures Inc. (the “*Company*”). Its primary function is to assist the Board in fulfilling its oversight responsibilities by reviewing and providing oversight of the Company’s (1) executive compensation and benefit plans and (ii) strategies and policies related to human capital management.

Responsibilities

In addition to such other duties as the Board may from time-to-time assign, the Committee shall:

Compensation Related Disclosures

- Prepare (or cause to be prepared) annually a report of the Committee for inclusion in the Company’s annual meeting proxy statement in accordance with the applicable rules of the United States Securities and Exchange Commission (“*SEC*”).
- Review and discuss with management the Company’s Compensation Discussion and Analysis and recommend to the Board whether the Compensation Discussion and Analysis should be included in the Company’s annual report on Form 10-K and/or annual meeting proxy statement, as appropriate.

Executive Compensation and Benefit Plan Matters

- Review and approve Company goals and objectives relevant to compensation of the Chief Executive Officer (“*CEO*”), annually evaluate the CEO’s performance in light of such goals and objectives, and, together with the other independent directors of the Board, determine and approve the CEO’s compensation level based on such evaluation. In determining the long-term equity incentive component of the CEO’s compensation, the Committee may consider, among other factors, the Company’s performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the realized or realizable value of prior awards to the Company’s CEO.
- Review and approve all compensation for officers of the Company who have been designated by the Board as “officers” for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and the rules thereunder (each an “*Executive Officer*” and collectively, the “*Executive Officers*”).
- Review and approve equity- and non-equity-based incentive compensation plans, including the ability to adopt, amend and terminate such plans.
- Administer the Company’s equity-based compensation plans, including approving the grants and vesting of equity awards under such plans to the Company’s Executive Officers.

- Periodically, and as and when appropriate, review and approve the following as they affect the current or prospective Executive Officers (including any applicable statutory requirements): (a) any employment agreements and severance arrangements; (b) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (c) any special or supplemental compensation and benefits for any Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
- Review and approve the implementation, enforcement or revision of any clawback policy allowing the Company to recoup compensation paid to Executive Officers and other employees.
- Determine stock ownership guidelines for the Executive Officers and directors and monitor compliance with such guidelines.
- Oversee the risk assessment of the Company’s compensation arrangements applicable to the Company’s Executive Officers and other employees, and review and discuss at least annually the relationship between risk management policies and practices and compensation and evaluate whether the Company’s compensation practices, policies and programs could mitigate unnecessary or excessive risk taking and whether any risks arising from such practices, policies and programs are reasonably likely to have a material adverse effect on the Company.
- Periodically review director compensation practices in relation to comparable companies and recommend to the Board, as appropriate, revisions to the Company’s director compensation practices.
- Advise the Board regarding the stockholder advisory votes that are required by applicable SEC rules on executive compensation and golden parachutes, including the frequency of such votes.
- Consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act and any other feedback garnered through the Company’s ongoing stockholder outreach that may be in effect from time-to-time when determining compensation policies and making decisions on executive compensation.

Human Capital Management

- Review and approve the Company’s compensation philosophy, programs and plans for employees, upon review of relevant information.
- Review and discuss with management key aspects of management’s human capital management strategies, including the Company’s initiatives, policies and practices related to recruiting, retention, career development and employee engagement and effectiveness.
- Periodically review the Company’s employee diversity, equity and inclusion (“*DE&I*”) initiatives, policies and practices, including with respect to recruiting, retention, career development and DE&I-related internal communications.
- Review and discuss with management the Company’s succession planning for Executive Officers (including the CEO and key direct reports not otherwise designated as Executive

Officers).

- Oversee the Company's reporting on human capital management in the Company's annual report on Form 10-K and/or annual meeting proxy statement.

General

- Review and approve any additional services to be performed for the Company or its affiliates by a compensation consultant or its affiliates during a fiscal year in which the Committee has retained such compensation consultant to provide advice or recommendations on the form or amount of executive and director compensation.
- Review, oversee and make recommendations to the Board regarding stockholder proposals for inclusion in the Company's proxy materials relating to executive compensation, human capital and related governance matters.
- Monitor compensation and compensation-related regulatory developments and trends and solicit independent advice where appropriate.
- Regularly report Committee actions to the Board with such recommendations as the Committee deems appropriate.
- Review this Committee charter annually and recommend any proposed changes to the Board for approval.
- Evaluate the performance of the Committee at least annually, through participation in the annual Board and committee self-assessment program administered and overseen by the Board's corporate governance and nominating committee, the results of which shall be reviewed by that committee and reported to the Board.

Membership

The Committee shall consist of at least two independent members of the Board, as such independence is defined by the rules and regulations of the Nasdaq Stock Market ("*Nasdaq*") and the SEC, and as affirmatively determined by the Board. Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent otherwise required by law or subsequently determined by the Committee. The members of the Committee and the chair shall be appointed and may be removed at any time, with or without cause, by the Board.

The duties and responsibilities of a member of the Committee are in addition to those duties set out for a member of the Board. Nothing contained in this charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

Meetings and Operations

The Committee shall meet at least four times a year or more frequently as circumstances require. Additional meetings may also be held at such other times as shall be reasonably requested by the Committee chair. The Committee chair shall approve the agenda for the Committee's meetings, and any member may suggest items for the Committee's consideration. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may take action by unanimous written consent in lieu of a meeting. The Committee may hold executive sessions at which no Company management personnel are present. The Committee may invite to its meetings any Company management personnel, including the CEO, and such other persons as it deems appropriate in order to carry out its duties and responsibilities; provided, however, the Committee shall meet in executive session on compensation matters pertaining to the CEO.

Minutes of each meeting are to be prepared and sent to Committee members and the Company's directors who are not members of the Committee. If the secretary or assistant secretary of the Company has not taken the minutes, the minutes should be sent to such officer for permanent filing after approval.

Authority

The Committee has the authority to retain, at the Company's expense, independent legal counsel, compensation consultants and other advisors, as the Committee deems necessary or appropriate to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee shall have the sole authority to retain, oversee the work of and terminate any such advisors and to approve the fees and other retention terms of such advisors. The Company must provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, independent legal counsel or any other advisor retained by the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. Prior to selecting such legal counsel, compensation consultants or other advisors, the Committee will consider factors identified in SEC and Nasdaq regulations with respect to the advisor's independence. The Committee will also evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. The Committee shall have unrestricted access to Company management personnel as well as all information relevant to its responsibilities.

Delegation of Authority

The Committee may delegate any of its responsibilities set forth under this charter or directed to the Committee by the Board, to one or more sub-committees comprised of one or more members of the Committee, provided that such delegation is permitted under applicable laws, rules and regulations. To the extent required, any such subcommittee must consist solely of at least two members of the Committee who are non-employee directors for the purposes of Rule 16b-3 promulgated under the Exchange Act, as in effect from time to time.

September 2022