

**LOYALTY VENTURES INC.  
CORPORATE GOVERNANCE & NOMINATING COMMITTEE CHARTER**

**Function**

---

The Corporate Governance & Nominating 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 providing review and oversight of corporate governance and nominating matters, including: (1) developing and recommending to the Board a set of corporate governance guidelines; (2) identifying individuals qualified to become Board members and recommending to the Board the director nominees for each annual meeting of stockholders; (3) recommending to the Board a Board chair and the chair and members for each Board committee; (4) overseeing and receiving management reports on the Company’s environmental, social and governance (“*ESG*”) and sustainability strategies, policies, guidelines and practices; and (5) administering and leading the Board in its annual self-assessment performance review of the Board and its committees.

**Responsibilities**

---

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

**Corporate Governance**

- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and the Board. Review at least annually the Company’s corporate governance guidelines to ensure that they reflect best practices and are appropriate for the Company and the Board, and recommend any proposed changes to the Board for approval.
- Administer and oversee the annual self-assessment performance review of the Board and its committees (including the Committee) and review and report the results of the review to the Board.
- Periodically review and recommend changes to the Company’s bylaws as they relate to corporate governance issues.
- Monitor compliance with and enforcement of the provisions of the Company’s Code of Ethics (the “*Code*”), and, together with Company management personnel, review the Code periodically and recommend any changes to the Board.
- Review the Code of Ethics for the Board of Directors and Code of Ethics for Senior Financial Officers periodically and recommend any changes to the Board.

**Board Candidates and Nominees**

- Review with the Board the desired experience, mix of skills and other qualities, including diversity of race, ethnicity, gender or other demographics, to assure appropriate Board composition, taking into account the current Board members and the specific needs of the Company and the Board.
- Include, in every pool from which Board nominees are chosen, both women and underrepresented minority candidates.

- Develop criteria and procedures for selecting directors, including for reviewing potential nominees proposed by stockholders, and identify individuals qualified to become Board members, consistent with criteria approved by the Board.
- When the circumstances require, conduct candidate searches, interview prospective candidates and conduct inquiries into their background and qualifications, arrange programs to introduce the candidates to the Company, its management and operations, and confirm the appropriate level of interest of such candidates.
- Recommend to the Board, with input from the Company’s chief executive officer (“*CEO*”), qualified director candidates who bring the background, knowledge, experience, skill sets, expertise and other demographic characteristics that would strengthen and increase the diversity of the Board.
- Review the suitability for continued service as a director of each Board member before recommending the nomination of such director for an additional term.
- Review any director resignation letter tendered in connection with a substantial change in status of a director, such as an employment change, in accordance with the Company’s corporate governance guidelines and recommend to the Board, the action, if any, to be taken.
- Recommend to the Board a slate of nominees for election by the stockholders at each meeting of stockholders at which directors will be elected, as well as prospective director candidates in the event of a vacancy or newly created directorship on the Board or a change in Board composition needs or requirements.
- Work with Company management personnel to develop, maintain and provide an orientation program for new directors and continuing education opportunities for directors.

### **Board and Committees**

- Review, monitor and make recommendations regarding the size and composition of the Board and its committees to ensure that the requisite number of directors are “independent directors” within the meaning of any rules and laws applicable to the Company.
- Establish and review policies pertaining to the roles, responsibilities, tenure and removal of directors.
- Review and consider possible conflicts of interest that may arise between the Company and any director.
- Review periodically, with the participation of the CEO, the composition, size, purpose, structure and operations of each of the Board committees, including the creation of additional committees or elimination of existing committees, and recommend to the Board changes, as appropriate, in the responsibilities, membership and chair of each committee.
- Recommend on an annual basis the chair and members for each Board committee and a member of the Board to serve as chair of the Board.
- Recommend that the Board establish such standing or special committees as may be necessary or appropriate to address ethical, legal or other matters that may arise.

## **ESG/Sustainability**

- Oversee the Company's ESG/sustainability strategies and receive reports from and advise Company management personnel on the Company's ESG/sustainability strategies, policies, guidelines and programs.
- Oversee, review and discuss with Company management personnel key aspects of those ESG/sustainability strategies, including the Company's initiatives, policies, guidelines and practices related to ESG/sustainability.
- Periodically receive reports from Company management personnel on the Company's employee diversity, equity and inclusion initiatives, policies and practices and, where appropriate, discuss such reports with the compensation committee.
- Review the Company's reporting on ESG/sustainability to be included in the Company's annual meeting proxy statement.

## **General**

- Review, oversee and make recommendations to the Board regarding stockholder proposals for inclusion in the Company's annual meeting proxy statement relating to corporate governance and nominating matters.
- Monitor corporate governance and nominating-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 charter annually and recommend any proposed changes to the Board for approval.

## **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 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 required by law or determined appropriate by the Committee to satisfy regulatory standards. 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.

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, consultants and other advisors, and one or more executive search firms, 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 search firms and 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 independent legal counsel or any other consultant or advisor retained by the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. 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.

*November 2021*