



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER OF DIGITAL TURBINE, INC.

I. PURPOSE

Acting pursuant to Section 141 of the Delaware General Corporation Law and Article III of the Company's Bylaws, the Board of Directors (the "Board") of Digital Turbine, Inc. (the "Company") has established a Nominating and Corporate Governance Committee (the "Committee") whose purpose is to seek and recommend to the Board qualified candidates for election or appointment to the Company's Board and to oversee the corporate governance policies and procedures of the Company.

II. COMPOSITION

The Committee shall be comprised solely of "independent" directors in accordance with the applicable rules and regulations of the Securities and Exchange Commission (the "SEC") and the Nasdaq Stock Market. The members of the Committee will be appointed by and serve at the discretion of the Board.

III. POLICIES AND PROCEDURES

In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible in order to be able to best react to changing conditions, and to help ensure that the director nomination and corporate governance practices of the Company meet or exceed all applicable legal and business standards. In addition, the Committee will:

- Determine whether to investigate any matter brought to its attention within the scope of its duties.
- Meet in an executive session at least annually, and more frequently as circumstances dictate.
- Report the results of and any recommendations from each Committee meeting to the Board.

IV. MEETINGS

The Committee shall meet on a regular basis and shall hold special meetings as circumstances require.

Meetings shall be called by the chairperson of the Committee at the request of any member of the Committee or any member of the Board. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall



constitute a quorum. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee.

V. RESPONSIBILITIES AND DUTIES

The responsibilities of the Committee shall include:

- Screening and recommending to the Board qualified candidates for election or appointment to the Board.
- Considering all candidates recommended by the Company's stockholders in accordance with the procedures set forth in the Company's bylaws and annual proxy statement.
- Recommending the number of members that shall serve on the Board.
- Evaluating and reviewing the independence of existing and prospective directors.
- Developing and recommending to the Board a set of corporate governance guidelines applicable to the Company, and reviewing such guidelines from time to time as the Committee deems appropriate and recommending changes for approval by the Board.
- Reviewing and reporting to the Board corporate governance matters.
- Establishing procedures for the Committee to exercise oversight of the evaluation of the Board and management.
- Reviewing the Company's Code of Business and Ethical Conduct from time to time and, if appropriate, recommending changes for approval by the Board.
- Developing and recommending to the Board a chief executive officer ("CEO") succession plan, reviewing the succession plan periodically with the CEO and recommending to the Board any changes or actions that may be necessary or desirable.
- Assisting the Board in developing and evaluating potential candidates for officer positions, including the CEO, and overseeing the development of other executive succession plans.
- Developing and overseeing a director orientation program for new directors and continuing director education for continuing directors.
- Reviewing this Charter at least annually and recommending any changes to the Board.

VI. RESOURCES AND AUTHORITY

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of legal counsel, outside search firms, or other advisors or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.

Adopted May 20, 2021