



## Direct Digital Holdings, Inc.

### Charter of the Nominating and Corporate Governance Committee

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#### **Membership**

The Nominating and Corporate Governance Committee (the “**Committee**”) of the board of directors (the “**Board**”) of Direct Digital Holdings, Inc. (the “**Company**”) shall consist of three or more directors. Each member of the Committee shall be independent in accordance with the rules of The Nasdaq Stock Market LLC (“**NASDAQ**”) and the Company’s independence guidelines.

The members of the Committee shall be appointed by the Board based on recommendations from the nominating and corporate governance committee of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

#### **Purpose**

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, developing and maintaining the Company’s corporate governance policies and any related matters required by the federal securities laws.

#### **Duties and Responsibilities**

The Committee shall have the following authority and responsibilities:

To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “**Director Criteria**”).

To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall consider any director candidates recommended by the Company’s stockholders pursuant to the procedures set forth in the Company’s certificate of incorporation and/or by-laws or determined by the Committee from time to time.

To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board.

To oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including its certificate of incorporation and by-laws.

To review and assess the adequacy and effectiveness of the Company's corporate governance guidelines, to review these guidelines at least once a year and to recommend any changes to the Board.

To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.

To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen annually.

If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

To develop and recommend to the Board for approval a Company policy for the review and approval of related party transactions.

To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

To periodically review the Board's leadership structure and recommend changes to the Board, as appropriate, and make a recommendation to the independent directors regarding the appointment of a lead independent director, if the Board has a lead independent director.

To develop and recommend to the Board for approval a succession plan for the CEO and other key executive officers of the Company (the "**Succession Plan**"), to review the Succession Plan periodically with the CEO, develop and evaluate potential candidates for CEO and/or other executive positions, and recommend to the Board any changes to and any candidates for succession under the Succession Plan.

To review any director resignation letter tendered in accordance with the Company's director resignation policy set out in the Company's corporate governance guidelines, and evaluate and recommend to the Board whether such resignation should be accepted.

To develop, subject to approval by the Board, policies setting forth limits on the ability of (i) directors to serve on the boards of multiple other public companies and (ii) members of the Audit Committee to serve on the audit committees of multiple other companies, in each case, to the extent the Committee determines such policies are necessary or desirable, if at all, to ensure that the directors give sufficient attention and availability to our business.

### **Director Candidates Recommended by Stockholders**

The Committee also considers director candidates recommended by stockholders who submit a recommendation for the Committee's consideration by sending such recommendation to the Company at the attention of the Corporate Secretary. All such nominations must comply with the Company's certificate of incorporation, bylaws, applicable laws and regulations, and other rules, if any, specified in the Company's most recent proxy statement or on the Company's web site. Director candidates are approved and nominated by the Board based upon the recommendations of the Committee, and upon the Committee's and the Board's evaluation in light of relevant criteria approved by the Board. The chair of the annual meeting of stockholders may, if the facts warrant, determine and declare at the meeting that a stockholder nomination was not made in accordance with applicable procedures. If the chair makes such determination, the nomination shall be disregarded. For purposes of clarification, the foregoing is meant solely to provide guidelines for consideration of stockholder director nominees and shall not create any obligation on the part of the Committee to recommend any stockholder nominee to the Company's Board. Furthermore, the discretion as to whether to include a stockholder's director nominee in the Company's annual proxy statement shall be made by the Company's Board in its sole discretion taking into account such factors as it may deem relevant; provided, however, that the Company and the Board shall comply with all applicable laws and regulations promulgated by the Securities and Exchange Commission and the NASDAQ listing requirements from time to time regarding stockholder nominees for director, including but not limited to the use of a universal proxy card for contested director elections at stockholder meetings held after August 31, 2022.

### **Outside Advisors**

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm, and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

### **Structure and Operations**

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least once per year, or more frequently as determined by the Committee, at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

**Delegation of Authority**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

**Performance Evaluation**

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.