



COMPENSATION AND HUMAN CAPITAL MANAGEMENT
COMMITTEE CHARTER
OF
DIGITAL TURBINE, INC.

I. PURPOSE

The Compensation and Human Capital Management Committee (the “Committee”) of the Board of Directors (the “Board”) of Digital Turbine, Inc. (the “Company”) will be responsible for (i) overseeing and, as appropriate, determining the annual salaries and other compensation of the Executive Officers (defined below) of the Company and the Company’s general employee compensation and other policies, (ii) providing assistance and recommendations with respect to the compensation policies and practices of the Company, and (iii) assisting with the administration of the Company’s compensation plans.

II. COMPOSITION

The Committee will consist of a minimum of two members of the Board, all of whom shall be independent directors in accordance with the applicable rules and regulations of the Securities and Exchange Commission (the “SEC”) and the Nasdaq Stock Market. Each member of the Committee must be a “non-employee director,” as defined in Rule 16b-3 under the Securities Exchange Act of 1934 (as amended, the “Exchange Act”).

The members of the Committee will be appointed by and serve at the discretion of the Board. The Committee’s chairperson shall be designated by the full Board or, if the Board does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

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 corporate compensation 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

To fulfill its responsibilities and duties, the Committee shall:

- On an annual basis, without the participation of the Chief Executive Officer (“CEO”) during voting or deliberations, (i) review and approve the corporate goals and objectives with respect to compensation for the CEO, (ii) evaluate the CEO’s performance in light of the established goals and objectives, and (iii) subject to any contractual commitments, set the CEO’s compensation, including salary, bonus, incentive and equity compensation.
- On an annual basis, (i) review and approve the evaluation process and compensation structure for the Company’s officers other than the CEO, (ii) review the CEO’s evaluation of the performance and his recommendations concerning the compensation, including salary, bonus, incentive and equity compensation, of other officers and (iii) subject to any contractual commitments, approve the other Executive Officers’ compensation.
- Review and approve any employment agreement or severance or termination agreement or arrangement to be made with any executive officers (as defined under the Exchange Act) of the Company (“Executive Officers”).
- On an annual basis, and more frequently as matters are brought to the attention of the Committee, review and oversee the Company’s policies relating to the compensation of, and other matters relating to, its employees generally, including providing guidance to management on policies, programs and initiatives focusing on diversity and inclusion.
- As appropriate, approve the grants of stock options and other equity incentives to employees (under the Company’s option plans or otherwise), make recommendations to the Board with respect to incentive compensation plans and equity-based plans and administer any incentive plans and bonus plans that include officers of the Company.

- At least annually, review the Company's executive compensation plans in light of the Company's goals and objectives with respect to such plans and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, executive compensation plans.
- At least annually, review the goals and objectives of the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.
- Annually, evaluate the appropriate level of compensation for Board and board committee service by non-employee directors.
- Review and make recommendations to the Board concerning the frequency of holding stockholder advisory votes on approval of executive compensation.
- Consider the results of the most recent stockholder advisory vote on executive compensation as required by Section 14A of the Exchange Act and, to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of executive officer compensation.
- Review and discuss with management the proposed compensation related disclosures for the Company's annual proxy statement or annual report on Form 10-K, and based on such review and discussion, produce an annual report on executive compensation for inclusion in the Company's proxy statement as required by SEC rules and regulations.
- Oversee the management of risks related to the Company's executive compensation and overall compensation and benefit strategies, plans, arrangements, practices and policies. In addition, review compensation arrangements for the Company's employees to evaluate whether incentive and other forms of pay encourage unnecessary or excessive risk taking, and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and the Company's compensation arrangements.
- Review this Charter at least annually and recommend any changes to the Board.

VI. ADVISERS

The Committee has the authority, at the Company's expense, to obtain advice and seek assistance from internal and external legal, accounting and other advisors and to retain and terminate such advisors on such terms, including compensation, as the Committee may determine.

In particular, the Committee:

- May in its sole discretion retain and terminate any compensation advisers, compensation consultants, or independent legal counsel and other advisers retained to provide advice relating to compensation (“Compensation Advisers”) as the Committee deems necessary to assist in carrying out its responsibilities; and
- Shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Advisers retained by the Committee, with the reasonable compensation of such Compensation Advisers being borne by the Company.

The Committee may select or receive advice from a Compensation Adviser, including one that is not independent, only after taking into consideration the following factors:

- The Compensation Adviser’s or the Compensation Adviser’s firm’s provision of other services to the Company;
- Any business or personal relationships between the Compensation Adviser and members of the Committee;
- Any business or personal relationships between the Company’s executive officers and the Compensation Adviser or the Compensation Adviser’s firm;
- The Compensation Adviser’s ownership of the Company’s stock;
- The amount of fees received from the Company by the Compensation Adviser’s firm, as a proportion of the firm’s revenue; and
- Conflict of interest policies and procedures of the Compensation Adviser’s firm.

The Committee shall not be required to undertake an “independence” analysis for in-house legal counsel and for consultants, counsel or other advisers whose role is limited to (i) consulting on any broad-based employee benefit plans that do not discriminate in scope, terms or operation in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or (ii) providing advice that either is not customized for the Company or that is customized based on parameters that are not developed by the adviser and about which the adviser does not provide advice.

Nothing herein requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation consultant, legal counsel or other compensation adviser. The Committee may select or receive advice from any compensation consultant, legal counsel or other compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.



Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

* * *

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