

ADTHEORENT HOLDING COMPANY, INC.

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE
OF THE BOARD OF DIRECTORS**

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of AdTheorent Holding Company, Inc., a Delaware corporation (the “*Company*”), shall be to (i) oversee all aspects of the Company’s corporate governance functions on behalf of the Board; (ii) make recommendations to the Board regarding corporate governance issues; (iii) identify, review and evaluate candidates to serve as directors of the Company consistent with criteria approved by the Board; (iv) serve as a focal point for communication between such candidates, non-committee directors and the Company’s management; (v) recommend to the Board for selection candidates to the Board to serve as nominees for director for the annual meeting of stockholders and to fill any vacancies on the Board and any committees thereof; (vi) review and evaluate incumbent directors; and (vii) make other recommendations to the Board regarding affairs relating to the directors of the Company, including, in consultation with the Compensation Committee of the Board, director compensation.

COMPOSITION

Except as otherwise permitted by the rules of The Nasdaq Stock Market LLC (“*Nasdaq*”) applicable to nominating committees, the Committee shall consist of at least two members of the Board, with the exact number determined by the Board.

No Committee member shall be an employee of the Company and each member shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board. All members of the Committee shall satisfy the independence requirements of Nasdaq and the Securities and Exchange Commission (the “*SEC*”), when and as required by Nasdaq or the SEC, subject to any exceptions permitted by these requirements, including that the members of the Committee shall not be required to meet the independence requirements of Nasdaq during any period in which the Company is a “controlled company” within the meaning of Nasdaq’s listing standards, unless the Board otherwise determines not to rely on Nasdaq’s “controlled company” exemption. If the Company ceases to be a “controlled company” or the Board determines not to rely on Nasdaq’s “controlled company” exemption, the members of the Committee shall meet the independence requirements of Nasdaq within the periods required by Nasdaq’s phase-in rules applicable to companies who cease to be “controlled companies.”

The members of the Committee shall be appointed by the Board in accordance with the Bylaws of the Company, as they may be amended from time to time (the “*Bylaws*”), based on recommendations from the Committee, and shall serve at the discretion of the Board. The Board may remove any member of the Committee at any time with or without cause, and vacancies occurring on the Committee shall be filled by the Board. The Chairperson of the Committee (the “*Chairperson*”) shall be appointed by the Board and shall preside at all meetings of the Committee.

If a Chairperson is not designated or present at a meeting, the members of the Committee may designate a Chairperson by majority vote of the Committee membership.

The Committee members, in agreeing to serve on the Committee pursuant to this Charter, do so in reliance on, among other things, the indemnification agreements between the Company and each member and the provisions of the Company's Certificate of Incorporation, as may be amended from time to time (the "*Certificate of Incorporation*"), and the Bylaws, which (1) provide indemnification for their benefit, and (2) provide that, to the fullest extent permitted by law, no director shall be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director.

MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate. Special meetings of the Committee may be called by the Chairperson of the Committee or the Chairperson of the Board. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Bylaws that are applicable to the Committee. The Chairperson shall prepare and/or approve an agenda in advance of each meeting. A majority of the Committee members constitute a quorum. In addition to the members of the Committee, the other members of the Board, the executive officers and other employees of the Company, as well as outside advisors, may be invited to participate in Committee meetings, or portions thereof. The Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Bylaws, which shall constitute a valid action of the Committee if it has been executed by each Committee member and shows the date of execution.

The Committee shall maintain written minutes of its meetings and copies of its actions by unanimous written consent, and shall cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The minutes of the Committee and actions by unanimous written consent of the Committee members shall be made available to the other members of the Board. The Committee, through the Chairperson, shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board.

AUTHORITY

The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as executive search firms to help identify director candidates, in each case at the expense of the Company. The Committee shall have sole authority to approve fees, costs, compensation and other terms of engagement of such outside resources and advisors. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder. The Committee shall also have the authority to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties. The Committee has the authority to conduct any investigation appropriate to fulfill its responsibilities. Each member of the Committee shall have full access to all books, records,

facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have the authority to require that any of the Company's personnel, counsel or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special legal, accounting or other advisors and consultants. 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. The operation of the Committee shall be subject to the Bylaws and Section 141 of the General Corporation Law of the State of Delaware, each as in effect from time to time. The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

OPERATING PRINCIPLES AND PROCESSES

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- *Communication* – Regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is viewed as important for strengthening the Committee's knowledge of relevant current and prospective corporate governance issues.
- *Committee Education/Orientation* – Developing with management and participating in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company will enhance the effectiveness of the Committee.

RESPONSIBILITIES

The Committee's functions and procedures should remain flexible to most effectively address changing circumstances. To implement the Committee's purposes and policies, the Committee shall have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee, and shall be charged with the following duties and responsibilities, with the understanding, however, that the Committee may supplement and, unless prohibited by applicable laws, regulations and rules or the requirements of Nasdaq or the SEC, deviate from these activities as appropriate under the circumstances:

1. ***Director Nominations.*** The Committee has the responsibility of identifying, reviewing and evaluating candidates to serve on the Company's Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee shall have primary responsibility for determining the minimum qualifications for service on the Board and the right to modify the qualifications from time to time. The Committee shall also have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for reelection to the Board, as well as monitoring the size of the Board. The Committee shall also recommend to the Board for selection

candidates to the Board to serve as nominees for director for the annual meeting of stockholders and to fill any vacancies on the Board and any committees thereof. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's stockholders pursuant to the procedures described in the Bylaws or proxy statement for an annual meeting of stockholders of the Company, and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable laws, regulations and rules in the course of exercising its authority.

2. ***Board and Director Assessment.*** The Committee shall periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment shall include evaluation of the Board's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup, including the reelection of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment (including having sufficient time to devote to the Company and level of participation), skills, diversity and expertise appropriate for the Company. In assessing the directors, both individually and collectively, the Committee may consider the current needs of the Board, its committees and the Company to maintain a balance of knowledge, experience, diversity and capability in various areas. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by Nasdaq. The results of these reviews shall be provided to the Board for further discussion as appropriate.

3. ***Board Committee Nominations.*** The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of Nasdaq, the rules and regulations of the SEC and other applicable laws, regulations and rules, shall evaluate the performance of the members of the committees of the Board, review the composition of such committees and recommend to the entire Board annually the chairpersonship and membership of each committee.

4. ***New Director Orientation and Continuing Education.*** The Committee shall consider instituting a new director orientation plan or program and a plan or program for the continuing education of directors as it deems necessary, and oversee and maintain any such plans or programs.

5. ***Corporate Governance Guidelines; Policy Statements and Code of Conduct and Ethics.*** If deemed appropriate by the Committee, the Committee shall develop a set of corporate governance guidelines to be applicable to the Company, shall periodically review and assess these guidelines and their application, and shall recommend any changes deemed appropriate to the Board for its consideration. The Committee shall periodically review the Board's leadership structure to address whether it is appropriate given the specific characteristics and circumstances of the Company. Further, the Committee shall periodically review Company policy statements to determine their adherence to the Company's Code of Business Conduct and Ethics.

6. **Review of Certificate of Incorporation and Bylaws.** The Committee shall periodically review and assess the Certificate of Incorporation and Bylaws, and shall recommend any proposed changes to the Board for its consideration and approval.

7. **Procedures for Information Dissemination.** The Committee shall oversee and review the processes and procedures used by the Company to provide information to the Board and its committees. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

8. **Non-Employee Director Compensation.** The Committee shall assist the members of the Compensation Committee of the Board or the Board, as requested, in determining the compensation paid to non-employee directors for their service on the Board and its committees.

9. **Proxy Disclosures.** The Committee shall review the disclosure included in the Company's proxy or information statements regarding the Company's director nomination process, Board leadership structure and role in risk oversight and other corporate governance matters.

10. **Management Succession.** The Committee shall periodically review with the Chief Executive Officer the plans for succession to the offices of the Company's Chief Executive Officer and other executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

11. **Corporate Responsibility and Sustainability.** To review and oversee matters of corporate responsibility and sustainability, including potential long- and short-term trends and impacts to the Company's business of environmental, social, and governance issues, and the Company's public reporting on these topics.

12. **Committee Self-Assessment.** The Committee shall review, discuss and assess its own performance and composition at least annually.

13. **Charter Review.** At least annually, this Charter will be reviewed and reassessed by the Committee. The Committee will be responsible for the review of the compliance procedures in place to implement this Charter and will recommend clarifications or necessary changes to this Charter to the Board for approval.

Adopted on [December 22], 2021

Effective on [December 22], 2021