CARDLYTICS, INC.

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

PURPOSE

The primary purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Cardlytics, Inc. (the “Company”) shall be to (i) oversee the Company’s corporate governance functions on behalf of the Board; (ii) make recommendations to the Board regarding corporate governance issues; (iii) identify and evaluate candidates to serve as directors of the Company consistent with the criteria approved by the Board and review and evaluate the performance of the Board; (iv) serve as a focal point for communication between director candidates, non-committee directors and the Company’s management; (v) select or recommend to the Board for selection candidates to the Board, or, to the extent required below, to serve as nominees for director for the annual meeting of shareholders; (vi) oversee the Company’s environmental, social and governance policies and programs, including those relating to diversity, equity and inclusion (other than matters relating to employee compensation overseen by the Compensation Committee of the Board), and (vii) make other recommendations to the Board regarding affairs relating to the directors of the Company.

COMPOSITION

The Committee shall consist of at least two (2) members of the Board. The members of the Committee shall satisfy the independence requirements imposed by any stock exchange on which any of the Company’s capital stock is listed, including any exceptions permitted by such requirements, as determined by the Board. The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Committee’s chairperson shall be appointed by the Board, or if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company after each meeting. The Chairperson of the Committee shall report to the Board from time to time, or whenever so requested by the Board.

AUTHORITY

The Committee shall have 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 access to and shall communicate with
the Board, committee chairpersons, members of senior management and independent professional
advisors to the Board and its various committees, as applicable. The Committee shall have the
authority to obtain, at the expense of the Company, advice and assistance from internal or external
legal, accounting or other advisors and consultants, as well as sole authority to retain and terminate
executive search firms to help identify director candidates. The Committee shall have the authority
to approve fees, costs and other terms of engagement of such outside resources. The Committee
shall also have authority to pay, at the expense of the Company, ordinary administrative expenses
(including expenditures for external resources) that, as determined by the Committee, are
necessary or appropriate in carrying out its duties. The Committee shall have authority to require
that any of the Company’s personnel, counsel, accountants or investment bankers, 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, outside legal, accounting or other, advisors or
consultants.

The Committee may form and delegate authority to one or more subcommittees as
appropriate. Delegation by the Committee to any subcommittee shall not limit or restrict the
Committee on any matter so delegated, and, unless the Committee alters or terminates such
delegation, any action by the Committee on any matter so delegated shall not limit or restrict future
action by such subcommittee on such matters. The operation of the Committee shall be subject to
the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General
Corporation Law. The approval of this Nominating and Corporate Governance Committee Charter
shall be construed as a delegation of authority to the Committee with respect to the responsibilities
set forth herein.

RESPONSIBILITIES

To implement the Committee’s purpose, the Committee shall have the following
responsibilities. The Committee may supplement and, except as otherwise required by applicable
law or the requirements of any stock exchange on which any of the company’s capital stock is then
listed, deviate from these activities as appropriate under the circumstances:

1. **Director Nominations.** The Committee shall identify and evaluate candidates to
serve on the Company’s Board consistent with the criteria approved by the Board, including
consideration of the potential conflicts of interest as well as applicable independence and other
requirements. The Committee shall also have responsibility for reviewing, evaluating and
considering the recommendation for nomination of incumbent directors for re-election 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 or to serve as nominees for director for the annual
meeting of stockholders. The Committee shall also have the power and authority to consider
recommendations for Board nominees and proposals submitted by the Company’s stockholders
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 law in the course of exercising its authority.

2. **Board and Management Assessment.** The Committee shall periodically review
the performance of the Board, including Board committees, and management, and shall make
recommendations to the Board and management, as applicable, for areas of improvement as it
deems appropriate. The Committee shall also consider and assess the independence of directors,
including consideration of any independence requirements imposed by any stock exchange on
which any of the Company’s capital stock is then listed.

3. **Board Committee Nominations.** The Committee shall oversee the Board’s
committee structure and operations, including authority to delegate to subcommittees and
committee reporting to the Board. The Committee, after due consideration of the interests,
independence and experience of the individual directors and the independence and experience
requirements of any stock exchange on which any of the company’s capital stock is then listed,
the rules and regulations of the SEC and applicable law, shall recommend to the entire Board
annually the chairpersonship and membership of each committee.

4. **Continuing Education.** The Committee shall institute such plan or program as it
may deem appropriate for the continuing education of directors.

5. **Corporate Governance Guidelines, Code of Conduct and Other Governance
Policies.** The Committee shall periodically review and assess the Company’s corporate
governance guidelines, code of conduct and other material governance-related policies of the
Company, and shall recommend any changes deemed appropriate to the Board for its
consideration.

6. **Management Succession.** The Committee shall periodically review with the Board
and Chief Executive Officer the plans for succession for the Company’s Chief Executive Officer
and other executive officers (as defined in Rule 3b-7 under the Securities Exchange Act of 1934,
as amended, as it sees fit, and make recommendations to the Board with respect to the selection of
appropriate individuals to succeed to these positions.

7. **Procedures for Information Dissemination.** The Committee shall periodically
review the processes and procedures used by the Company to provide information to the Board
and its committees and make recommendations to the Board and management for improvement as
appropriate. 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. **Environmental, Social and Governance Matters.** The Committee will periodically
review with management the Company’s environmental, social and governance policies and
programs, including those relating to diversity, equity and inclusion (other than matters relating to
employee compensation overseen by the Compensation Committee of the Board).

9. **Human Capital Management.** The Committee will periodically review matters
relating to human capital management, including the Company’s policies and strategies regarding
recruiting, retention, career development and progression, diversity and inclusion, and other
employment practices. If and as the Committee determines to be necessary or appropriate, the
Committee will make recommendations to the Board regarding the Company’s human capital
management policies and strategies.
10. **Committee Self Assessment; Charter.** The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also periodically assess the adequacy of this charter and shall recommend any proposed changes to the Board for its consideration.

11. **General Authority.** The Committee shall perform such other functions and have such other powers as may be necessary or appropriate in the discharge of the foregoing.

Adopted by the Board of Directors: May 26, 2017
Last Amended: October 25, 2023