

THRYV HOLDINGS, INC.

Board of Directors Audit Committee Charter

(As adopted by the Board of Directors on September 3, 2020)

Purpose

The primary purposes of the Audit Committee (the “Committee”) are to assist the Board of Directors (the “Board”) of Thryv Holdings, Inc. (the “Company”) in its oversight of:

1. the integrity of the Company’s financial statements, its accounting and financial reporting processes, and its systems of internal controls;
2. the Company’s compliance with legal and regulatory requirements;
3. the Company’s independent registered public accounting firm’s (the “independent auditor”) qualifications, independence and performance;
4. the performance of the Company’s internal audit function;
5. the Company’s risk management processes; and
6. the Company’s tax and treasury functions.

The Committee also has the purpose of preparing an audit committee report as required by the Securities and Exchange Commission (“SEC”) to be included in the Company’s annual proxy statement.

Composition

The Board (or any other committee pursuant to delegated authority) shall appoint (and remove) all members and the chair of the Committee (the “Committee Chair”). The Committee shall consist of at least three members, each of whom shall be independent and financially literate in accordance with the requirements of Rule 10A-3 of the Securities Exchange Act of 1934 and the rules of the Nasdaq (“Nasdaq”). In addition, at least one member of the Committee must be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have accounting or related financial management expertise. If any Committee member serves on two or more other audit committees of public companies, then the Board must consider whether or not such other service would

impair such member's effectiveness in his or her service to the Committee and publicly disclose such determination.

Meetings and Reports to the Board

The Committee shall schedule at least four regular meetings per year, which ordinarily would correspond to the fiscal quarters and applicable financial reporting schedule of the Company. Meetings may be held in person, by telephone conference or by other communications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting will constitute presence in person at such meeting. A majority of the Committee members at a meeting will constitute a quorum of the Committee and the vote of a majority of the members present thereat will be the act of the Committee. The Committee may also act by unanimous written consent. The Committee Chair or a majority of members of the Committee may call meetings of the Committee at any time. The Committee Chair will preside at all meetings of the Committee at which he or she is present. The Committee Chair, or in his or her absence, the Chair of the Board, shall appoint another independent member of the Committee to serve as Committee Chair at any meeting at which the Committee Chair is not present. The Committee Chair shall be responsible to set the agendas for Committee meetings, although all members are welcome to submit proposed agenda items to the Committee Chair. The Committee Chair shall report regularly on the Committee's activities and actions to the Board.

All non-management directors who are not also members of the Committee may attend meetings of the Committee, but shall not be entitled to vote on matters coming before the Committee for action. Upon the invitation of the Committee, representatives of the Company's management, the independent auditor, and others, as appropriate, may attend any meeting. The Committee shall periodically hold private meetings and executive sessions with the Company's management, internal auditors and independent auditor. A director, who has a material interest in any related person transaction or is a party to a related person transaction, must not participate in any vote on the matter, except where the Committee has expressly determined that it is appropriate for him or her to do so. Such director may participate in a discussion of the matter; provided that, the Board is afforded an opportunity to discuss the matter without such director present.

Duties and Responsibilities

The Committee shall have and may exercise the powers of the Board in matters relating to the following duties and responsibilities, to the fullest extent permitted by law:

Financial Statements and Disclosures

1. Meet with management and the Company's independent auditor in order to discuss:
(a) all critical accounting policies and practices of the Company, (b) all alternative treatments of financial information under generally accepted accounting principles and policies related to material items that have been discussed among the Company's management and the independent auditor, including alternative disclosures and

treatments, and the treatment preferred by the independent auditor, and (c) all other material written communications between the independent auditor and the Company's management, such as any management letter, management representation letter, reports on observations and recommendations on internal controls engagement letters, independence letters, schedules of unadjusted audit differences and a listing of adjustments and reclassifications not recorded, if any.

2. Review and discuss with the Company's management and independent auditor: significant accounting estimates and judgments made in connection with the preparation of the financial statements, financial statement presentation and changes in accounting principles; major issues as to the adequacy of the Company's internal controls and any internal control recommendations arising out of the financial statement audit; and the effect of regulatory and accounting initiatives and any off balance sheet structures.
3. Review and discuss with the Company's independent auditors and management the annual audited financial statements and quarterly financial statements (including the related notes), the form of audit opinion to be issued by the auditors on the financial statements including any critical audit matters ("CAMs") and any related CAM disclosure arising from the current period audit, and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's annual report on Form 10-K before the Form 10-K is filed, and any other matters required to be reviewed under applicable legal, regulatory or Nasdaq requirements.
4. To recommend to the Board that the audited financial statements be included in the Company's Form 10-K and whether the Form 10-K should be filed with the SEC; and to produce the audit committee report required to be included in the Company's proxy statement.
5. Discuss with management and the independent auditor, as appropriate, earnings press releases and financial information and earnings guidance provided to analysts and to rating agencies.
6. Prepare and publish the Committee report required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K. After review, recommend to the Board acceptance and inclusion of the annual audited financial statements in the Company's annual report on Form 10-K.

Financial Oversight

7. Review and discuss with management the annual and interim budgeting process and the underlying assumptions, trends and analyses used in the Company's budgeting and forecasting process.

8. Discuss with management from time to time annual pension plan funding obligations, expense authorization levels, the Company's tax planning strategies and provide oversight on the Company's Information Technology strategies and initiatives.

External Audit

9. Select the independent auditor to examine the Company's accounts, controls and financial statements. The Committee shall have the sole authority and responsibility to select, evaluate, remove, compensate and oversee the work of any independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (including resolution of disagreements between management and the independent auditor regarding financial reporting). The independent auditor will report directly to the Committee. The Committee shall have the sole authority to approve all audit engagement fees and terms and the Committee, or a designated member of the Committee, must pre-approve any audit and non-audit service provided to the Company by the Company's independent auditor.
10. Review with the independent auditor, as appropriate, any audit problems or difficulties and management's response.
11. Discuss with the independent auditor the matters required to be disclosed pursuant to Public Company Accounting Oversight Board standards.
12. Obtain from the independent auditor assurance that Section 10A(b) of the Securities Exchange Act of 1934 has not been implicated.
13. Receive and review (at least annually) reports from the Company's independent auditor regarding: the firm's internal quality-control procedures; the firm's independence; and any material issues raised by the most recent internal quality control review, or peer review, of the firm or by any inquiry or investigation by governmental or professional authorities within the preceding five years relating to any audit conducted by the firm. The Committee will also review steps taken by the firm to address any findings in any of the foregoing reviews. Also, in order to assess auditor independence, the Committee will review at least annually all relationships between the independent auditor and the Company.
14. Review and oversee policies for the hiring of employees or former employees of the Company's independent auditor.

Internal Audit

15. Review, discuss with the Company's independent auditors, and approve the corporate internal audit function, including: (a) purpose, authority, structure and performance; (b) annual audit plan and scope, budget and staffing; and (c) appointment and replacement of the head of the internal audit function. Ensure that there are no undue

restrictions placed upon the internal audit function. The internal auditor will report functionally to the Committee and administratively to the CFO.

16. Meet regularly and separately, when appropriate, with management, the internal auditors and the independent auditor to discuss internal audit matters, including budget and staffing of the internal audit function and any issues that management, the internal auditors or the independent auditor believes warrant the Committee's attention.
17. Discuss with Company's management or internal auditors significant reports to the Company's management prepared by the internal auditors, significant disagreements, if any and management's response.

Risk Management

18. Discuss the Company's risk assessment and risk management policies and guidelines, including the Company's major financial, Information Technology and tax risk exposures and steps taken by management to monitor and control such exposures, including the Company's insurance programs.

Compliance and Regulatory Matters

19. Review the Company's compliance with applicable laws and regulations and to review and oversee the Company's policies, procedures and programs designed to promote and monitor legal and regulatory compliance.
20. Review disclosures made to the Committee about any significant deficiencies in the design or operation of internal controls over financial reporting or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls over financial reporting.
21. Discuss with legal counsel any legal matters brought to the Committee's attention that could be reasonably expected to have a material impact on the Company's financial statements.
22. Oversee, monitor, and make recommendations with respect to compliance with the Company's Code of Conduct. The Committee may delegate any of these responsibilities to the Company's management or other Company personnel as it deems appropriate.
23. Oversee, monitor, and make recommendations with respect to the development and maintenance of an "effective compliance and ethics program" within the meaning of the Federal Sentencing Guidelines.
24. Establish procedures for the receipt, retention and treatment of whistleblower complaints (anonymous or otherwise) regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees

and other interested parties of concerns or complaints regarding questionable accounting, auditing, sales, procurement or other business activities or matters, as well as other legal or compliance matters.

25. In cooperation with the Company's Chief Compliance Officer, review and approve related person transactions in accordance with the Company's Related Person Transaction Policy and applicable law.
26. To keep the independent auditor informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company, and to review and discuss with the independent auditor the independent auditor's evaluation of the Company's identification of, accounting for and disclosure of its relationships and transactions with related parties.

Self-Governance

27. Review and reassess the adequacy of this Charter at least annually and submit it to the Board for approval.
28. 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.

The Committee shall have and may exercise such other rights as may be ancillary to those specified herein or otherwise as delegated to the Committee by the Board, or as otherwise required by applicable law or Nasdaq listing standards.

It is not the duty of the Committee to prepare financial statements or disclosures, perform audits, design internal controls or determine the appropriate level of the Company's exposure to financial and other risks. The Committee's members are not auditors and do not certify the Company's financial statements. These tasks are performed by management, the internal auditors or the independent auditors of the Company, as appropriate.

Outside Consultants

The Committee, in discharging its responsibilities or otherwise, is empowered to study or investigate any matter of interest or concern that it deems appropriate. The Committee has sole authority to retain and terminate independent counsel, experts, and other advisors (accounting, financial, legal, or otherwise) that the Committee believes to be necessary or appropriate to carry out its duties, including the sole authority to approve any such counsel's, expert's, or advisor's fees and other retention terms. Any such independent counsel, experts, or other advisors retained by the Committee must satisfy the Independence Requirements and all other qualifications required by applicable law. The Committee may also use the services of the Company's legal counsel or other advisors to the Company. The Company will provide for appropriate funding, as determined by the

Committee, for payment of (a) compensation to the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, (b) compensation to any advisors employed by the Committee, and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee will have full access to Company management and other employees on request to discuss the businesses and affairs of the Company

Reliance Permitted

The Committee will act in reliance on the Company's management, independent auditors, internal auditors, advisors, and experts, as it deems necessary or appropriate to enable it to carry out its duties. Nothing in this Charter will, or will be deemed to, decrease or modify in any manner adverse to any Committee member such member's right to rely on statements and certifications made by the Company's officers, employees, agents, counsel, experts, or independent and internal auditors.

Adopted by the Board as of the 3rd day of September, 2020.