

THRYV HOLDINGS, INC.

Board of Directors Nominating and Corporate Governance Committee Charter

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

Purpose

The primary purposes of the Nominating and Corporate Governance Committee (the “Committee”) are to assist the Board of Directors (the “Board”) of Thryv Holdings, Inc., a Delaware corporation (the “Company”), in the discharge of its responsibilities to the Company and its shareholders by implementing sound corporate governance principles and practices, including among other things:

1. establishing criteria and qualifications for Board members, assessing Board membership needs, identifying individuals qualified to become Board members, and recommending to the Board the director nominees to be elected by the Company’s stockholders;
2. recommending to the Board the director nominees to serve on Board committees;
3. developing, and recommending to the Board a set of corporate governance policies, guidelines and procedures for the Company;
4. overseeing evaluations of the Board’s and each Board committee’s effectiveness; and
5. fulfilling any other responsibilities set forth in this Charter and any additional duties that may be assigned to the Committee by the Board from time to time.

Composition

The members of the Committee and the chair of the Committee (the “Committee Chair”) shall be appointed by the Board. The Committee shall consist of at least two members. Members should have sufficient knowledge and familiarity in the area of corporate governance to be able to properly discharge the duties and responsibilities of the Committee. The Board may remove any member from the Committee at any time with or without cause.

Meetings and Reports to the Board

The Committee shall schedule at least two regular meetings per year. 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 member of the Committee to serve as Committee Chair at any meeting at which the Committee Chair is not present. Meetings of the Committee may also be attended by representatives of the Company's management, other Board members, outside consultants, and others, as appropriate, at the invitation of the Committee. The Committee shall meet in executive session at least once on an annual basis. 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, including at each Board meeting that follows any Committee meeting. Except as set forth above, the procedural mechanics for Committee meetings are the same as those set forth for the Board of Directors in Article III of the Company's Bylaws.

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:

- Corporate Governance Guidelines: The Committee shall formulate, review at least once a year, revise (as required or appropriate from time to time), recommend to the Board for adoption and monitor a set of Corporate Governance Guidelines in accordance with Nasdaq Listing Rules and other applicable regulatory requirements.
- Board Composition and Functioning: The Committee has responsibility for:
 - (i) assessing Board membership needs;
 - (ii) identifying and screening individuals qualified to become members of the Board, consistent with criteria approved by the Board;
 - (iii) recommending to the Board candidates to fill vacancies on the Board which occur between annual meetings of shareholders or for election at annual meetings;
 - (iv) recommending to the Board procedures for identifying candidates, criteria regarding qualifications for Board membership and candidate nomination procedures;
 - (v) recommending to the Board criteria regarding the composition of the Board, the total size of the Board and the proportion of employee and non-employee directors;
 - (vi) recommending to the Board committee memberships and chairs;
 - (vii) consulting with the Board annually regarding the independence of each member of the Board;
 - (viii) in consultation with the Audit Committee, administering policies on corporate responsibility and ethical business practices

- (ix) otherwise assisting the Board in matters affecting the functioning of the Board;
 - (x) monitoring corporate governance developments and recommending to the Board appropriate responses, including changes to the Corporate Governance Guidelines and/or this Charter;
 - (xi) re-assessing the adequacy of this Charter annually and recommending any proposed changes to the Board for approval;
 - (xii) recommending to the Board processes and procedures with respect to annual Board and committee evaluations, and overseeing evaluations of the Board's and each committee's effectiveness;
 - (xiii) annually reviewing and evaluating the performance of the Committee, including compliance with this Charter; and
 - (xiv) establishing Board and committee meeting schedules for adoption by the Board.
- Governance Disclosures: The Committee shall:
 - (i) review all shareholder proposals submitted for inclusion in the Company's annual proxy materials or for consideration at any shareholders meeting, and make recommendations on such proposals to the full Board, as appropriate; and
 - (ii) review and approve the corporate governance disclosures to be included in the Company's annual proxy statement or annual report on Form 10-K.
 - Other: The Committee's additional duties and responsibilities shall include determining and reviewing non-management director and officer stock ownership guidelines and overseeing compliance with such guidelines, if any. 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 of Directors, or as otherwise required by applicable law or Nasdaq Listing Rules.

Delegation

The Committee may delegate the authority granted hereunder, subject to applicable limitations under applicable law or Nasdaq Listing Rules. Such delegation may include delegation to a subcommittee, in order to ensure compliance with legal and regulatory obligations, to ensure timely decision making or for other purposes. Such delegation may also include delegation to management.

Board Chair

The Chair of the Board will consult with the Committee Chair and other members of the Committee from time to time with respect to certain of the Committee's responsibilities, as further described in the Company's Corporate Governance Guidelines.

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. The Committee may also use the services of the Company's legal counsel or other advisors to the Company. The Committee also has the sole authority to retain and terminate any search firm engaged to identify qualified director candidates, including the sole authority to approve such firm's fees and other retention terms. The Company will provide appropriate funding, as determined by the Committee, to cover the professional fees and costs of any such counsel, expert, search firm, or other advisors that has been approved by the Committee.

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 and approved by the Board of Directors on the 3rd day of September 2020.