



## CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

(AS AMENDED ON FEBRUARY 28, 2024)

---

### I. Purpose.

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Outbrain Inc. (the “**Company**”) is to provide assistance to the Board in fulfilling its responsibility to manage Board nominations and composition and other responsibilities for the Board and Board committees in accordance with the Company’s Corporate Governance Guidelines.

### II. Structure.

#### A. *Membership*

The Committee shall consist of at least two (2) members of the Board that are “independent” of the Company. As such, each director shall be free from any relationship that, as determined by the Board, would interfere with the exercise of his or her objective judgment and will meet the required standards for independence, as established by applicable rules and regulations of the Nasdaq Stock Market (“**Nasdaq**”) and the U.S. Securities and Exchange Commission (the “**SEC**”). The members of the Committee shall be appointed by the Board, and the Chair of the Committee shall be designated by the Board.

#### B. *Rules of Procedure*

1. The Committee may determine its own rules of procedure with respect to the call, place, time and frequency of its meetings. In the absence of such rules, the Committee will meet at the call of its Chair, as appropriate to accomplish the purposes of the Committee, and the Committee must hold at least one (1) meeting each calendar year.
2. Notice of meetings of the Committee shall be given as provided in the bylaws of the Company.
3. A quorum for the Committee shall be a majority of its members.

C. *Minutes and Reports*

The Committee shall maintain written minutes or other records of its meetings and activities. Minutes of each meeting of the Committee shall be made available to each member of the Committee and other members of the Board and will be filed with the corporate records of the Company.

**III. Matters Relating to the Board of Directors.**

A. The Committee will identify, evaluate and recommend candidates qualified to become Board members or nominees for directors of the Board consistent with criteria approved by the Board. In consultation with Company senior management, the Committee will review the qualifications of director candidates for the Board from all sources received. In fulfilling that responsibility, the Committee may review biographical data from potential candidates, request information from candidates, request Company management to solicit recommendations from other directors, or any other source provided, and, if the Committee deems it appropriate, interview candidates who are not currently directors or members of the Board or senior management.

B. The Committee, in consultation with Company senior management, may develop guidelines for the composition of the Board. It may include in those guidelines recommendations concerning:

1. Ideal size;
2. The mix of inside/outside directors;
3. Appropriate consideration of diversity;
4. Industry experience and other skills;
5. Avoidance of actual or potential conflicts of interest;
6. Independence, as defined by the SEC and Nasdaq, and any other relevant regulatory requirements; and
7. The scope of geographic representation.

C. The Committee periodically will review with the Board the skills and characteristics required of the members in the context of the then current membership of the Board.

D. When vacancies on the Board occur between the Company's annual meetings of stockholders, the Committee will consult with Company senior management and consider the size of the Board to determine if a replacement is then appropriate and make a recommendation to the Board.

E. The Committee may develop and maintain a pool of qualified candidates for the Board, especially for unplanned vacancies. Nominations will be sought from the entire Board and the Company's senior management. The Committee may, at the Company's expense, select and retain a consultant or search firm to identify director candidates and to approve the consultant or search firm's fees.

F. The Committee annually will review and assess the Board's performance and review its findings with the Board in accordance with the Company's Corporate Governance Guidelines.

G. The Committee annually will recommend to the Board for nomination the slate of director candidates to be proposed for election by the stockholders at the Company's annual meeting of stockholders.

H. The Committee annually will consult with each incumbent director whose term expires at the next annual meeting of stockholders to determine if the director desires to seek reelection and to determine if incumbents are to be considered to be nominated for reelection.

I. From time to time as deemed appropriate, the Committee will review the Company's Corporate Governance Guidelines and may from time to time recommend amendments thereto to the Board.

#### **IV. Committees.**

On an annual basis, the Committee will review the compliance of each committee of the Board taking into consideration each committee's structure, size and composition rules, as well as each committee's performance according to its chartered mandate. The Committee will recommend changes to the composition of the various committees as appropriate. The Committee will further consider and recommend to the Board the establishment of new committees or combine or disband existing committees, consistent with legal and other obligations, and the evolution of the Company.

#### **V. Stockholder Matters.**

The Committee periodically will review the Company's amended and restated certificate of incorporation and amended and restated bylaws in effect and make recommendations to the Board with the objective of promoting ongoing good corporate governance. The Committee also will review the procedures and communication plans for stockholder meetings to ensure that the rights of stockholders in the Company are protected and that required information concerning the Company is being adequately presented.

#### **VI. Environmental, Social and Governance Matters Oversight.**

The Committee will oversee and monitor the Company's strategy, policies, commitments and initiatives with respect to environmental, social and governance ("ESG") matters. The various committees of the Board, as well as the full Board, oversee ESG matters associated with their respective areas of responsibility. For example, oversight of a range of human capital management activities is the responsibility of the Compensation and Human Capital Management Committee. Oversight of the Company's information technology risk and cybersecurity is the responsibility of the Audit Committee.

#### **VII. Responsibilities of the Committee.**

The Committee, through its Chair, will present the Committee's recommendations to the Board for the Board's consideration and periodically review with the Board the Committee's own activities and determinations pursuant to Section X of this charter below.

#### **VIII. Resolutions and Written Consents.**

All proposed resolutions will be discussed and voted upon at the Board meetings or adopted by unanimous written consent of the Board.

#### **IX. Additional Authority.**

The Committee shall have the authority, at its discretion, to call upon the Chair of the Board to provide internal assistance from officers and other employees of the Company as may be appropriate to fulfill the Committee's duties and responsibilities hereunder.

**X. Performance Review and Charter.**

The Committee shall review this charter periodically and recommend any changes to the Board. The Committee shall conduct an annual evaluation of its performance in carrying out its responsibilities hereunder.

**XI. Disclosure of Charter.**

This Charter shall be made available on the Company's website and to any stockholder who otherwise requests a copy.