

LivePerson, Inc.
Nominating and Corporate Governance
Committee Charter

The Board of Directors (the “Board”) of LivePerson, Inc. (the “Company”) has adopted this Charter (the “Charter”) of the Nominating and Corporate Governance Committee (the “Nominating and Corporate Governance Committee”) of the Board.

Purpose of the Committee

The purpose of the Nominating and Corporate Governance Committee is to:

- identify individuals qualified to serve as members of the Board, recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons (if any) to be elected by the Board to fill any vacancies on the Board;
- evaluate the performance of the Board;
- develop and recommend to the Board corporate governance guidelines and provide oversight with respect to evaluation of Board members, corporate governance and ethical conduct; and
- carry out any related matters delegated by the Board or required by federal securities laws or the Nasdaq Global Select Market (“Nasdaq”).

This Charter has been approved by the Board and may be amended by the Board from time to time in compliance with applicable laws, rules and regulations, including the applicable rules of the U.S. Securities and Exchange Commission (the “SEC”) and Nasdaq.

Structure and Membership

1. Number. The Nominating and Corporate Governance Committee shall be comprised of at least two (2) members of the Board. .
2. Independence. At any time during which the Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), each of the members of the Nominating and Corporate Governance Committee shall meet the independence requirements of each stock exchange on which the Company’s shares are listed for trading or otherwise publicly quoted (except as otherwise permitted under such rules).
3. Chair. Unless the Board elects a chair of the Nominating and Corporate Governance Committee, the Nominating and Corporate Governance Committee may elect a chair (the “Chairperson”) by majority vote. The Chairperson shall preside at each meeting and is

responsible for setting the agenda at such meeting. In the event that the Chairperson is not present at a meeting, the Nominating and Corporate Governance Committee members present at that meeting shall delegate one of its members as the acting-Chairperson at such meeting.

4. Compensation. The compensation of Nominating and Corporate Governance Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Nominating and Corporate Governance Committee shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee and each member of the Nominating and Corporate Governance Committee shall serve at the pleasure of the Board and may be replaced by the Board. The Board will also appoint members of the Nominating and Corporate Governance Committee as vacancies or newly created positions occur. A member of the Nominating and Corporate Governance Committee may be removed, with or without cause, by a majority vote of the Board.
6. Resignation. Nominating and Corporate Governance Committee members may resign by giving written notice to the Board. A Nominating and Corporate Governance Committee member may resign committee membership without resigning from the Board, but a member shall cease automatically to be a member of the Nominating and Corporate Governance Committee upon either ceasing to be a member of the Board or, at any time such member is required by law, rule, regulation or the corporate governance standards of Nasdaq to be independent, ceasing to be independent.
7. Action. A majority of the total number of then-serving members of the Nominating and Corporate Governance Committee shall constitute a quorum for the transaction of business at Nominating and Corporate Governance Committee meetings. The approval of a majority of such quorum shall constitute a valid act of the Nominating and Corporate Governance Committee at a duly held Nominating and Corporate Governance Committee meeting. Subject to the requirements of any applicable law, regulation or Nasdaq rule, any action required or permitted to be taken at a meeting of the Nominating and Corporate Governance Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Nominating and Corporate Governance Committee. Such written consent shall have the same force as a unanimous vote of the Nominating and Corporate Governance Committee.

Members of the Nominating and Corporate Governance Committee may participate in a meeting of the Nominating and Corporate Governance Committee by means of telephone conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Authority and Responsibilities

The authority delegated to the Nominating and Corporate Governance Committee is set forth below. This description of authority is intended as a guide and the Nominating and Corporate Governance Committee may act and establish policies and procedures that are consistent with these guidelines or are necessary or advisable, in its discretion, to carry out the intent of the Board in delegating such authority and to fulfill the responsibilities of the Nominating and Corporate Governance Committee hereunder. The Nominating and Corporate Governance Committee is charged by the Board with the authority and responsibility to:

1. Oversee Board succession planning.
2. Identify and evaluate individuals, including individuals proposed by the Company's stockholders, qualified to serve as members of the Board, consistent with criteria approved by the Board, as set forth in Attachment A to this Charter.
3. Determine and periodically review the qualifications, qualities, skills and other expertise required to be a director and developing, and recommending to the Board for its approval, criteria to be considered in selecting nominees for director.
4. Review with the Board, on an annual basis, the independence, skills and characteristics of Board members, and the skills and characteristics of the Board as a whole, in determining whether to recommend incumbent directors in the class subject to election for re-election.
5. Recommend to the independent directors of the Company nominees for election as directors of the Company at the next annual or special meeting of the Company's stockholders at which directors are to be elected and, if required by applicable SEC or Nasdaq requirements, considering any director candidates recommended by the Company's stockholders.
6. Identify, evaluate and recommend to the independent directors of the Company individuals to fill any vacancies or newly created directorships that may occur between meetings of the Company's stockholders at which directors are to be elected.
7. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible director candidates.
8. Identify, evaluate and annually recommend to the Board the chairmanship, membership, size and composition of each committee of the Board, including any necessary "independence" or other qualification determinations as may be required by applicable SEC and Nasdaq rules, and to make recommendations to the Board regarding individual directors to fill any committee vacancies.
9. Cause to be prepared and recommend to the Board the adoption of corporate governance policies and related matters, including a Code of Ethics for the Chief Executive Officer and

Senior Financial Officers, and regularly review and assess such corporate governance policies, and recommend changes for approval by the Board.

10. Review any proposed changes to the Company's certificate of incorporation, bylaws and other documents affecting the rights of the Company's stockholders or otherwise affecting the Company's corporate governance and make recommendations to the Board with respect to any such changes.
11. Review stockholder proposals, if any, and recommend proposed company responses for inclusion in the proxy statement or otherwise.
12. Establish and oversee a process for the annual evaluation of the Board and each standing committee thereof.
13. Oversee executive management succession planning.
14. Review requests from directors in advance of accepting an invitation to (i) serve on another for-profit board of directors, or (ii) serve on more than three public company audit committees.
15. Oversee the Company's compliance with any applicable reporting requirements of the SEC relating to director nominations, director independence and corporate governance and review and discuss with management any related disclosure.
16. Delegate such of its authority and responsibilities as the Nominating and Corporate Governance Committee deems proper to members of the Nominating and Corporate Governance Committee or a subcommittee.
17. To review any director resignation letter, and evaluate and recommend to the Board whether such resignation should be accepted.
18. Engage and terminate search firms, independent counsel and other advisers as the Nominating and Corporate Governance Committee determines necessary to carry out its responsibilities under this Charter.
19. Cause the officers of the Company to provide such funding as the Nominating and Corporate Governance Committee shall determine to be appropriate for payment of compensation to any legal counsel or other advisers engaged by the Nominating and Corporate Governance Committee, and payment of ordinary administrative expenses of the Nominating and Corporate Governance Committee that are necessary or appropriate in carrying out its duties.
20. Perform such other activities and functions as are required by law, applicable stock exchange rules or provisions in the Company's charter documents, or as are otherwise necessary and advisable, in its or the Board's discretion, to the efficient discharge of its duties hereunder.

The Board has simultaneously reserved to itself all authority delegated under this Charter to the Nominating and Corporate Governance Committee. This reservation of authority does not in any way limit the Nominating and Corporate Governance Committee's authority to act definitively on matters delegated to it under this Charter.

Procedures and Administration

1. Meetings. The Nominating and Corporate Governance Committee shall meet at least annually, or more frequently as the Chairperson of the Board or any member of the Nominating and Corporate Governance Committee deems appropriate. Special Meetings may be convened as the Nominating and Corporate Governance deems necessary or appropriate. The Nominating and Corporate Governance Committee chair may call Nominating and Corporate Governance Committee meetings and, in consultation with other Nominating and Corporate Governance Committee members, shall determine the frequency and length of Nominating and Corporate Governance Committee meetings and shall set agendas for such meetings consistent with this Charter. In the absence of a Nominating and Corporate Governance Committee chair, a majority of the members of the Nominating and Corporate Governance Committee may call a meeting of the Nominating and Corporate Governance Committee. .

All non-management directors that are not members of the Nominating and Corporate Governance Committee may attend meetings of the Nominating and Corporate Governance Committee but may not vote. Additionally, the Nominating and Corporate Governance Committee may invite to its meetings any director, any member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Nominating and Corporate Governance Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

The Nominating and Corporate Governance Committee shall have the authority to establish its own rules and procedures consistent with the Company's bylaws and any applicable rules and regulations for notice and conduct of its meetings, should the Nominating and Corporate Governance Committee, in its discretion, deem it desirable to do so. Failure to satisfy pre-meeting notification or agenda requirements shall not invalidate an otherwise duly held meeting.

2. Subcommittees. The Nominating and Corporate Governance 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 (including subcommittees consisting of a single member) as the Nominating and Corporate Governance Committee may deem appropriate in its sole discretion. The Nominating and Corporate Governance Committee shall periodically review any such delegations and may revoke any such delegation at any time. All proposed delegations of duties must be adopted by a resolution of the Nominating and Corporate Governance Committee and reviewed for compliance with the relevant plan, the corporate governance standards of Nasdaq, the rules and

regulations of the SEC and Delaware corporate law by the legal, tax and accounting departments before they are voted upon at meetings. The resolution shall specify which duties are being delegated, to whom the duties are delegated, and which oversight powers the Nominating and Corporate Governance Committee retains.

3. Reports to the Board. The Nominating and Corporate Governance Committee shall make regular reports to the Board with respect to significant actions and determinations made by the Nominating and Corporate Governance Committee; (ii) following all meetings of the Nominating and Corporate Governance Committee; and (iii) with respect to such other matters as are relevant to the Nominating and Corporate Governance Committee's discharge of its responsibilities. The Nominating and Corporate Governance Committee shall maintain written minutes of its meetings and shall, to the extent deemed appropriate, record its summaries of recommendations to the Board in written form. The minutes and the recommendations, as applicable, shall be incorporated as part of the minutes of the Board.
4. Periodic Review. The Nominating and Corporate Governance Committee will periodically review its own performance and report on its conclusions in this regard to the Board. In addition, the Nominating and Corporate Governance Committee will annually review this charter and make recommendations to the Board with regard to appropriate changes to the charter.
5. Independent Advisors. The Nominating and Corporate Governance Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Nominating and Corporate Governance Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Nominating and Corporate Governance Committee.
6. Investigations. The Nominating and Corporate Governance Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Nominating and Corporate Governance Committee or any advisors engaged by the Nominating and Corporate Governance Committee.
7. Board Evaluation. The Nominating and Corporate Governance Committee shall oversee the Board's annual evaluation of its own processes and performance and report such evaluation and any recommendations to the full Board. The evaluation shall be conducted in such manner as established by the Nominating and Corporate Governance Committee.

Resources and Authority of the Nominating and Corporate Governance Committee

The members of the Nominating and Corporate Governance Committee shall exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, members shall be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors, to the fullest extent permitted by law.

The Nominating and Corporate Governance Committee shall have the resources, authority and funding appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel and other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. The Nominating and Corporate Governance Committee shall also have direct access to, and complete and open communications with, senior management, and the authority, in its discretion, to obtain advice and assistance from internal or external legal, accounting, search firms or other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Nominating and Corporate Governance Committee shall receive appropriate funding from the Company, as determined by the Nominating and Corporate Governance Committee in its capacity as a committee of the Board, for the payment of compensation to its consultants, outside counsel, search firms and any other advisors. Any communications between the Nominating and Corporate Governance Committee and legal counsel in the course of legal advice will be considered privileged, and the Nominating and Corporate Governance Committee will take all necessary steps to preserve such privileged nature of the communications.

Reliance on Others

Unless such Nominating and Corporate Governance Committee member has knowledge that makes reliance unwarranted, each Nominating and Corporate Governance Committee member, in discharging his or her duties to the Company, may rely on information, opinions, reports, or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared or presented by: (1) one or more officers or employees of the Company whom the Nominating and Corporate Governance Committee member believes in his or her reasonable business judgment and good faith to be reliable and competent in the matters presented; (2) consultants, legal counsel, or other persons as to matters which the Nominating and Corporate Governance Committee member believes in his or her reasonable business judgment and good faith to be within the professional or expert competence of such person; or (3) another committee of the Board of which such Nominating and Corporate Governance Committee member is not a member if the Nominating and Corporate Governance Committee member believes in his or her reasonable business judgment and good faith that such committee merits confidence.

LivePerson, Inc.

Attachment A to Charter of Nominating and Corporate Governance Committee

Criteria for Nomination as a Director

General Criteria

1. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.
2. Nominees should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.
3. Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its committees.
4. Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include stockholders, employees, customers, governmental units, creditors and the general public, and to act in the interests of all stockholders.
5. Nominees should not have, nor appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all the Company's stockholders and to fulfill the responsibilities of a director.
6. Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law. The value of diversity on the Board should be considered.

Application of Criteria to Existing Directors

The renomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the Nominating and Corporate Governance Committee shall consider the existing directors' performance on the Board and on any committee.

Criteria for Composition of the Board

The backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities that shall assist the Board in fulfilling its responsibilities.