



LivePerson, Inc. Compensation Committee Charter

The Board of Directors (the "Board") of LivePerson, Inc. (the "Company") has adopted this Charter (the "Charter") of the Compensation Committee (the "Compensation Committee") of the Board.

Purpose

The Compensation Committee is appointed by the Board to assist the Board to discharge certain responsibilities of the Board with respect to compensation and to make such reports in respect of compensation, compensation practices and related matters as may be required of the Compensation Committee under the corporate governance standards of the Nasdaq Global Select Market ("Nasdaq") and the rules and regulations promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including, without limitation, the Compensation Committee report to stockholders for inclusion in the Company's annual proxy statement.

The Compensation Committee has overall responsibility for approving, evaluating and reporting on executive officer compensation plans, policies and programs of the Company, as well as all equity-based compensation plans and policies.

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.

Committee Membership and Structure

The Compensation Committee shall be comprised of no fewer than two (2) members of the Board. Such members shall be appointed by the Board and each member of the Compensation Committee shall serve at the pleasure of the Board and may be replaced by the Board. The Board will also appoint members of the Compensation Committee as vacancies or newly created positions occur. Members shall be suitably knowledgeable in matters pertaining to executive compensation. The Board will elect a chair of the Compensation Committee. In the event that the Committee does not have a member serving in the Chair role as appointed by the Board, and the Board does not timely appoint a Chair or delegates the appointment to the Committee, the Compensation Committee may elect a chair (the "Chairperson") by majority vote of the Committee. 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 Compensation Committee members present at that meeting shall delegate one of its members as the acting-Chairperson at such meeting. Compensation Committee members may resign by giving written notice to the Board. A Compensation Committee member may resign Compensation Committee membership without resigning from the Board, but a member shall cease automatically to be a member of the Compensation 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. A member of the Compensation Committee may be removed, with or without cause, by a majority vote of the Board.

Subject to the exemptions and exceptions provided by Nasdaq, each director who serves on the Compensation Committee must satisfy the independence requirements of Nasdaq for compensation committee members. At any time at which the Compensation Committee is required by law, rule, regulation or the corporate governance standards of Nasdaq to be composed of one or more independent directors, each member of the Compensation Committee shall be determined affirmatively by a majority vote of the Board to qualify as independent under the corporate governance standards of Nasdaq, as then in effect.

At any time during which the Company is subject to the periodic reporting requirements of the Exchange Act, each member of the Compensation Committee will be:

- (i) “independent” as defined under applicable rules 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), including any enhanced standards or requirements of each such stock exchange for Compensation Committee members; and
- (ii) a “non-employee director” under Rule 16b-3(b)(3)(i) promulgated under the Exchange Act.

A majority of the total number of then-serving members of the Compensation Committee shall constitute a quorum for the transaction of business at Compensation Committee meetings. The approval of a majority of such quorum shall constitute a valid act of the Compensation Committee at a duly held Compensation 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 Compensation 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 Compensation Committee. Such written consent shall have the same force as a unanimous vote of the Compensation Committee.

Members of the Compensation Committee may participate in a meeting of the Compensation 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. The Compensation 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 Compensation 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.

As part of its review and establishment of the performance criteria and compensation of designated key executives, the Compensation Committee should meet separately at least on an annual basis with the Chief Executive Officer, the Company’s principal human resources executive, and any other corporate officers, as it deems appropriate. However, the Compensation Committee should meet regularly without such officers present.

All non-management directors that are not members of the Compensation Committee may attend meetings of the Compensation Committee but may not vote. Additionally, the Compensation 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 Compensation Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

The Compensation 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 Compensation Committee may deem appropriate in its sole discretion. The Compensation Committee shall periodically review any such delegation and may revoke any such delegation at any time. In particular, the Compensation Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Compensation Committee who are “Non-Employee Directors” for the purposes of Rule 16b-3 under the Exchange Act, as in effect from time to time. Further, the Compensation Committee may, in its discretion, delegate its duties and responsibilities with respect to compensation of employees (other than compensation of executive officers) and broad-based benefit plans and programs as it seems appropriate to one or more officers of the Company. All proposed delegations of duties must be adopted by a resolution of the Compensation 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 Compensation Committee retains.

Authority and Responsibility

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The Compensation Committee shall have the following authority and responsibilities:

1. The Compensation Committee shall review the Company's compensation policies and practices at least annually to assess the adequacy in promoting the long-term interests of the Company and its stockholders and to further assess whether such compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.
2. The Compensation Committee will make recommendations to the Board for approval of the amount and form of compensation to be paid to the Company's Chief Executive Officer (the "CEO"). Without limiting the foregoing, the Compensation Committee will review at least annually the CEO's performance in light of goals and objectives established by the Compensation Committee for such performance, including the relationship of such compensation to corporate performance, and in light of such review, make recommendations to the Board for approval of the CEO's compensation, incentive-compensation, and equity-based plan awards, as well as employment agreement, severance arrangements and change of control agreements/provisions, in each case as, when and if appropriate, and any special or supplemental benefits, including but not limited to perquisites. The CEO shall not be present during Compensation Committee deliberations or votes with respect to the CEO's compensation.
3. With respect to "executive officers" (as defined in Rule 3b-7 under the Exchange Act) and "officers" (as defined in Rule 16a-1(f) under the Exchange Act) of the Company, other than the CEO (the "Other Executive Officers"), the Compensation Committee has authority to determine the amount and form of compensation paid to the Other Executive Officers, and to take such action, and to direct the Company to take such action, as is necessary and advisable to compensate the Other Executive Officers in a manner consistent with its determinations, and may if the Committee deems it appropriate, recommend that any such actions be ratified or approved by the Board. Without limiting the foregoing, the Compensation Committee will review at least annually the Other Executive Officers' performance in light of goals and objectives established by the Compensation Committee for such performance, including the relationship of such compensation to corporate performance, and in light of such review determine the Other Executive Officers' compensation, incentive-compensation, and equity-based plan awards, as well as employment agreement, severance arrangements and change of control agreements/provisions, in each case as, when and if appropriate, and any special or supplemental benefits, including but not limited to perquisites.
4. In evaluating and determining the CEO's and Other Executive Officers' compensation and other compensation matters, as appropriate, the Compensation Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act.
5. With respect to the Company's officers other than the CEO and Other Executive Officers, the Compensation Committee has authority to determine the amount and form of compensation paid to such officers, employees, consultants and advisors and to review the performance of such persons in order to determine appropriate compensation, as well as to establish the Company's general compensation policies and practices and to administer plans and arrangements established pursuant to such policies and practices. The Compensation Committee has authority to take such

action, and to direct the Company to take such action, as is necessary and advisable to compensate such persons and to implement such policies and practices in a manner consistent with its determinations. It is expected that the Compensation Committee may delegate its authority on these matters with regard to employees (other than the CEO and Other Executive Officers) and consultants of the Company to officers and other appropriate Company supervisory personnel.

6. The Compensation Committee will annually, or in such interval as deemed appropriate in the sole determination of the Compensation Committee, review and consider the competitiveness of the Company's executive compensation as compared with the Company's peer group (such peer group to be reviewed annually by the Compensation Committee).
7. The Compensation Committee will periodically review and make recommendations to the Board as to compensation for the non-employee directors of the Board, taking into account compensation paid to non-officer directors of comparable companies and the specific duties of each director.
8. The Compensation Committee will consider material policies and procedures pertaining to expense accounts of the Company's senior executives, if any.
9. The Compensation Committee will periodically review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
10. The Compensation Committee has authority to administer the Company's equity compensation plans, including, without limitation, to approve the adoption of such plans, to reserve shares of common stock for issuance thereunder, to amend and interpret such plans and the awards and agreements issued pursuant thereto, and to make awards to eligible persons under the plans and determine the terms of such awards.
11. The Compensation Committee will monitor the Company's compliance with the requirements of the Sarbanes-Oxley Act of 2002, Section 10D of the Exchange Act and other applicable laws, regulations and rules relating to compensation arrangements for directors and executive officers, including but not limited to the requirement for the forfeiture of certain compensation by executive officers of the Company.

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The Compensation Committee will review and recommend to the full Board directors' and officers' indemnification arrangements and insurance matters.

12. The Compensation Committee will review and recommend to the full Board, or approve, any contracts or other transactions with current or former executive officers ("executive officer" has the same meaning specified for the term "officer" in Rule 16a-1(f) under the Exchange Act) of the Company, including consulting arrangements, employment contracts, severance or termination arrangements and loans to employees made or guaranteed by the Company.
13. The Compensation Committee has authority to select, retain, obtain, appoint, compensate, terminate and oversee compensation consultants, legal counsel and such other advisors or the advice thereof as it deems necessary and advisable to assist the Compensation Committee in carrying out its responsibilities and functions as set forth herein. Compensation paid to such parties and related expenses will be borne by the Company and the Company will make appropriate funding available to the Compensation Committee for such purposes. The Compensation Committee shall also have the authority for approving the material terms of all arrangements between the Company and

compensation consultants unless the Compensation Committee has retained its own consultant or the services relate only to consulting on broad-based plans.

Before selecting any compensation consultants, legal counsel or other advisors described above (other than in-house legal counsel), the Compensation Committee will undertake an independence assessment, taking into account such factors as may be required by Nasdaq corporate governance standards from time to time and such other factors as the Compensation Committee shall deem necessary or advisable, including:

- a. the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
- b. the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
- c. the policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
- d. any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Compensation Committee;
- e. any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
- f. any business or personal relationship of the compensation consultant, legal counsel or other advisor or the person employing the advisor with an executive officer of the Company.

Any compensation consultant retained by the Compensation Committee to assist it in connection with setting the amount or form of executive or director compensation (other than any role limited to consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice) shall not, nor shall any of its affiliates, provide any other services to the Company or its subsidiaries, unless such services are pre-approved by the Compensation Committee. Finally, the Compensation Committee shall evaluate, on at least an annual basis, whether any work provided by the Compensation Committee's compensation consultant raised any conflict of interest.

For the avoidance of doubt, after considering the foregoing factors, the Compensation Committee may retain, or receive advice from, any advisors they prefer, including advisors that are not independent. The Compensation Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to the following activities: (i) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees, and/or (ii) providing information that is not customized for a particular company or that is customized based on parameters that are not developed by such advisor, and about which such advisor does not provide advice.

14. The Compensation Committee will oversee the Company's compliance with the requirements under the corporate governance standards of Nasdaq, or the rules of any other exchange on which the

Company's securities are traded, that stockholders approve all equity incentive plans, with limited exceptions;

15. The Compensation Committee will periodically review significant issues that relate to employee benefits whether or not the employee benefits are governed under the Employee Retirement Income Security Act of 1974 and shall further have such responsibilities as set forth from time to time in such plans or programs;
16. The Compensation Committee will review and monitor any employee retirement, profit sharing and benefit plans;
17. Except with respect to the responsibilities set forth in paragraphs 2 and 3 above, the Compensation Committee may delegate its authority granted under this Charter to a subcommittee of the Compensation Committee (consisting either of a subset of members of the Compensation Committee or, after giving due consideration to whether the eligibility criteria described above with respect to Compensation Committee members and whether such other Board members satisfy such criteria, any members of the Board). In addition, to the extent permitted by applicable law, the Compensation Committee may delegate to one or more officers of the Company (or other appropriate supervisory personnel) the authority to grant stock options and other stock awards to employees (who are not executive officers or members of the Board) of the Company or of any subsidiary of the Company.
18. At any time during which the Company is subject to the periodic reporting requirements of the Exchange Act, the Compensation Committee shall review and discuss with management the Company's proposed disclosure under the "Compensation Discussion and Analysis" required by Regulation S-K under the Exchange Act and recommend to the Board whether such Compensation Discussion and Analysis should be included in the Company's proxy statement and Annual Report on Form 10-K, unless the Company is an "emerging growth company" and/or a "smaller reporting company" and elects to omit the disclosure; and to the extent required by applicable SEC and Nasdaq corporate governance standards, prepare an annual Compensation Committee report on executive compensation (including, without limitation, a discussion of compensation of the Chief Executive Officer), for inclusion in the Company's proxy materials.
19. The Compensation Committee will have the authority in its discretion to oversee human capital management matters in alignment with the Company's overall business strategy.
20. The Compensation Committee has the authority to 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.

Except with respect to matters relating to compensation of the CEO, with respect to which the Board delegates to the Compensation Committee exclusive authority during such period of time that the Compensation Committee is empaneled with at least two (2) qualifying members as required above, the Board has simultaneously reserved to itself all authority delegated under this Charter to the Compensation Committee. This reservation of authority does not in any way limit the Compensation Committee's authority to act definitively on matters delegated to it under this Charter.

Meetings

The Compensation Committee shall meet at least twice annually, or more frequently as the Chairperson of the Board or any member of the Compensation Committee deems appropriate. Special meetings may be convened as the Compensation Committee deems necessary or appropriate. The

Compensation Committee chair may call Compensation Committee meetings and, in consultation with other Compensation Committee members, shall determine the frequency and length of Compensation Committee meetings and shall set agendas for such meetings consistent with this Charter. In the absence of a Compensation Committee Chairperson, a majority of the members of the Compensation Committee may call a meeting of the Compensation Committee.

Minutes and Reports

The Compensation Committee shall make regular reports to the Board (i) with respect to significant actions and determinations made by the Compensation Committee and (ii) with respect to such other matters as are relevant to the Compensation Committee's discharge of its responsibilities. The Compensation 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. To the extent required by applicable law, the Compensation Committee will also prepare and sign a report of the Compensation Committee for inclusion in the Company's proxy statement for its annual meeting of stockholders.

Periodic Review

The Compensation Committee will periodically review its own performance and report on its conclusions in this regard to the Board in the event of any material concerns. In addition, the Compensation Committee will annually review this Charter and make recommendations to the Board with regard to appropriate changes to the Charter.

Reliance on Others

Unless a Compensation Committee member has knowledge that makes reliance unwarranted, each Compensation 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 Compensation Committee member believes in his or her reasonable business judgment and good faith to be reliable and competent in the matters presented; (2) subject to the independence assessment of outside advisors described in Paragraph 13 of this Charter, consultants, legal counsel, or other persons as to matters which the Compensation 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 Compensation Committee member is not a member if the Compensation Committee member believes in his or her reasonable business judgment and good faith that such committee merits confidence.

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