

LivePerson, Inc.

Audit Committee Charter

The Board of Directors (the “Board”) of LivePerson, Inc. (the “Company”) has adopted this Charter (the “Charter”) of the Audit Committee (the “Audit Committee”) of the Board.

Purpose

The purpose of the Audit Committee is to oversee: the accounting and financial reporting processes of the Company and audits of its financial statements; the effectiveness of the Company’s internal control over financial reporting, including the performance of the Company’s internal audit function; the Company’s compliance with legal and regulatory, accounting and financial reporting requirements, including internal controls and whistle-blower procedures designed for that purpose and its Code of Conduct and its Code of Ethics for the Chief Executive Officer and Senior Financial Officers, and programs established in accordance therewith; the Company’s independent registered public accounting firm’s qualifications, performance and independence; and the Company’s enterprise risk management framework and its policies and procedures for risk management. In addition, the Audit Committee is to make such reports as may be required of an audit committee under the rules and regulations promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including, without limitation, the Audit Committee report to stockholders for inclusion in the Company’s annual proxy statement. The Audit Committee is not responsible, however, for planning or conducting audits, or determining whether the Company’s financial statements are complete and accurate or in accordance with generally accepted accounting principles (“GAAP”).

The primary role of the Audit Committee is to oversee the financial reporting and disclosure process. To fulfill this obligation, the Audit Committee relies on: management for the preparation and accuracy of the Company’s financial statements; both management and the Company’s internal audit function for establishing effective internal controls and procedures to ensure the Company’s compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and the Company’s independent auditors for an unbiased, diligent audit or review, as applicable, of the Company’s financial statements and the effectiveness of the Company’s internal controls. The members of the Audit Committee are not employees of the Company and are not responsible for conducting the audit or performing other accounting procedures.

The 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 the Nasdaq Global Select Market (“Nasdaq”).

Committee Membership and Structure

The Audit Committee shall be comprised of at least three (3) members of the Board. Such members shall be appointed by the Board annually and each member of the Audit Committee shall serve at the pleasure of the Board and may be replaced by the Board. The Board will also appoint members of the Audit Committee as vacancies or newly created positions occur. Unless the Board elects a chair of the Audit Committee, the Audit 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 Audit Committee members present at that meeting shall delegate one of its members as the acting-Chairperson at such meeting. Audit Committee members may resign by giving written notice to the Board. An Audit Committee member may resign Audit Committee membership without resigning from the Board, but a member shall cease automatically to be a member of the Audit 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 Audit Committee may be removed, with or without cause, by a majority vote of the Board.

At any time during which the Company is subject to the periodic reporting requirements of the Exchange Act, each of the members of the Audit Committee shall be “independent,” as that term is defined from time to time in Section 10A(m) of the Exchange Act, and the applicable rules and regulations (“Regulations”) of the SEC, and shall meet the independence and financial literacy 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).

Each member of the Audit Committee will be able to read and understand fundamental financial statements, including a Company’s balance sheet, income statement, and cash flow statement. At least one member of the Audit Committee will have accounting or related financial management expertise, as such qualification is interpreted by the Board in its business judgment. Additionally, at least one member of the Audit Committee must be designated an “audit committee financial expert” for the disclosure purposes set forth in the Regulations, and a person who satisfies the definition of “audit committee financial expert” will also be presumed to satisfy the requirement under Nasdaq rules that at least one member of the audit committee has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. The designation or determination by the Board of a person as an “audit committee financial expert” will not impose on such person individually, on the Audit Committee, or on the Board as a whole, any greater duties, obligations or liability than would exist in the absence of such a designation or determination. No member of the Audit Committee shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.

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

Members of the Audit Committee may participate in a meeting of the Audit 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 Audit 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 Audit 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 goal to foster open communication, the Audit Committee shall periodically meet separately with each of management, the independent auditors and the internal auditors (or other personnel or consultants responsible for the internal audit function) to discuss any matters that the Audit Committee or each of these groups believe would be appropriate to discuss privately. In addition, the Audit Committee shall meet with the independent auditors and management quarterly to review the Company's financial statements in a manner consistent with that outlined in this Charter, which meetings may be conducted on the same day as the quarterly Board meetings.

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

Minutes of each meeting will be maintained and distributed to each member of the Audit Committee. The Audit Committee shall have the authority to establish its own rules and procedures consistent with the Company's bylaws for notice and conduct of its meetings, should the Audit 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.

The Audit 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 Audit Committee may deem appropriate in its sole discretion. The Audit Committee shall periodically review any such delegation and may revoke any such delegation at any time. All proposed delegations of duties must be adopted by a resolution of the Audit 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 Audit Committee retains.

Authority and Responsibility

The authority delegated to the Audit Committee is set forth below. This description of authority is intended as a guide and the Audit 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 Audit Committee hereunder.

The Audit Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Audit Committee deems appropriate.

The Audit Committee shall be given full access to the Company's internal auditors, Board, management, employees, consultants and independent registered public accounting firm as necessary to carry out these responsibilities.

Notwithstanding the foregoing, the Audit Committee is not responsible for certifying the Company's financial statements or guaranteeing the independent registered public accounting firm's report. The fundamental responsibility for the Company's financial statements and disclosures rests with management while the independent registered public accounting firm is responsible for conducting the annual audit in accordance with the standards of the Public Company Accounting Oversight Board (the "PCAOB").

The Audit Committee is charged by the Board with the authority and responsibility to:

1. Appoint, retain, oversee and provide for the compensation of a "registered public accounting firm" (as that term is defined in Section 2(a) of the Sarbanes-Oxley Act of 2002) to serve as the Company's independent auditor, oversee the work of the independent auditor (including resolution of any disagreements between management and the independent auditor regarding financial reporting), evaluate the performance of the independent auditor and, if so determined by the Audit Committee, replace the independent auditor.
2. Inform each independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company that such firm must report directly to the Audit Committee.
3. Review the plan for, and the scope of, the audit and related services at least annually.

4. Approve, in accordance with Sections 10A(h) and (i) of the Exchange Act, the Regulations and the Auditing Standards of the Public Company Accounting Oversight Board, all professional services to be provided to the Company by its independent auditor, provided that the Audit Committee shall not approve any non-audit services proscribed by Section 10A(g) of the Exchange Act in the absence of an applicable exemption. The Audit Committee may adopt policies and procedures for the approval of such services which may include delegation of authority to a designated member or members of the Audit Committee to approve such services so long as any such approvals are disclosed to the full Audit Committee at its next scheduled meeting.

5. Review, at least annually, the qualifications, performance and independence of the independent auditor and present its conclusion with respect to the independent auditor to the Board. In conducting its review and evaluation, the Audit Committee should:

- a) Ensure the receipt of, and evaluate the written disclosures and the letter that the independent auditor submits to the Audit Committee regarding the auditor's independence in accordance with applicable requirements of the Public Company Accounting Oversight Board;
- b) actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and if so determined by the Audit Committee in response to such reports, take appropriate action to address issues raised by such evaluation or recommend such action to the full Board;
- c) review and evaluate the lead audit partner of the independent registered public accounting firm;
- d) confirm and evaluate the rotation of the audit partners on the audit engagement team to ensure the rotation at least every five (5) years of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit, or more frequently as otherwise required by law, and consider whether there should be regular rotation of the independent registered public accounting firm itself; and
- e) take into account the opinions of management and the Company's internal auditors (or other personnel responsible for the internal audit function).

6. On an annual basis, prior to the issuance by the independent auditor of the audit report, ensure the independent auditor communicates matters related to the conduct of the audit and provides information relevant to the audit to the Audit Committee. Such communications should include the responsibilities of the independent auditor in relation to the audit; establishing an understanding of the terms of the audit engagement; an overview of the overall audit strategy and timing; and providing timely observations arising from the audit that are significant to the

financial reporting process, including but not limited to (i) any accounting adjustments that were noted or proposed but not made due to immateriality or otherwise; (ii) any communications between the audit team and the independent registered public accounting firm's national office with respect to auditing or accounting issues presented by the engagement; and (iii) any "management" or "internal control" letters or similar reports issued or proposed to be issued by the independent registered public accounting firm to the Company.

7. On at least an annual basis, inquire from the independent registered public accounting firm whether the Company's financial statements have been selected by the PCAOB for inspection. The Audit Committee shall be apprised on a "real time" basis of any material developments in connection with any such inspection.

8. Obtain from the independent registered public accounting firm assurance that they have not detected or otherwise become aware of information indicating that an illegal act (whether or not perceived to have a material effect on the financial statements of the Company) has or may have occurred, and that Section 10A(b) of the Exchange Act, which addresses required responses to audit discoveries of illegal acts, has not been violated.

9. Review with management any significant changes to GAAP, SEC and other accounting policies or standards that will impact or could impact the financial reports under review.

10. Review significant changes to the Company's accounting principles and practices proposed by the independent auditor, the internal auditor, if any, or management.

11. Instruct the independent auditor and the internal auditor, if any, to advise the Audit Committee if there are any subjects that require special attention.

12. Instruct the independent auditor to report to the Audit Committee on all critical accounting policies of the Company, all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor, and other material written communication between the independent auditor and management, and discuss these matters with the independent auditor and management.

13. Meet with management and the independent auditor to discuss the annual financial statements, Management's Discussion and Analysis of Financial Condition and Results of Operations, and the report of the independent auditor with respect to such annual financial statements and to discuss significant issues encountered in the course of the audit work, including: restrictions on the scope of activities; access to required information; significant disagreements with management; the adequacy of internal controls, including any special steps adopted in light of any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting identified during the course of the annual audit, and the adequacy of disclosures about changes in internal control over financial reporting; the adequacy of the disclosure of off-balance sheet transactions, arrangements, obligations and relationships in reports filed with the SEC; any items the Company's independent auditor is required to communicate in accordance with auditing procedures and standards; and the appropriateness of

the presentation of any non-GAAP financial measures (as defined in the Regulations) included in any report filed with the SEC or in any public disclosure or release; as well as management's response to such matters.

14. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives on the financial statements of the Company (including any SEC investigations or proceedings) and any report or opinion proposed to be rendered in connection therewith.

15. Discuss with management and the independent auditor any material correcting adjustments that the independent registered public accounting firm has identified in accordance with GAAP and applicable laws, rules and regulations.

16. Discuss with management and the independent auditor any analyses or other written communications prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative methods under GAAP on the financial statements.

17. Review and discuss with management and the independent auditor other matters related to the conduct of the audit which are to be communicated to the Audit Committee under generally accepted auditing standards, including under PCAOB Auditing Standards No. 16, Communications with Committees (or applicable successor guidance).

18. Review disclosures made to the Audit Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Company's annual reports on Form 10-K and quarterly reports on Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

19. Discuss with management any evidence of a material violation of the Company's Code of Conduct, or the Company's Code of Ethics for the Chief Executive Officer and Senior Financial Officers, or programs established in connection therewith, including evidence of a material violation of securities laws or breaches of fiduciary duty by the Company.

20. Periodically conduct separate executive sessions with management, the internal auditor, if any, and the independent auditor to discuss matters that any of them or the Audit Committee believes could significantly affect the financial statements and should be discussed privately; and review with the independent auditor any audit problems or difficulties and management's response thereto.

21. Have such direct and independent interaction with members of management, including the Company's Chief Financial Officer and the senior internal audit executive, if any, as the Audit Committee believes appropriate.

22. Review and discuss with management and the independent auditor management's report on internal control over financial reporting, and the independent auditor's audit of the

effectiveness of the Company's internal control over financial reporting and its attestation report, prior to the filing of the Form 10-K.

23. Following review and discussions, if so determined by the Audit Committee, recommend to the Board that the annual financial statements be included in the Company's annual report on Form 10-K.

24. Generally review and discuss the Company's earnings press releases, as well as any financial information and earnings guidance provided to analysts and rating agencies.

25. Discuss with management and the independent auditor the quarterly financial statements prior to the filing of the Form 10-Q, including Management's Discussion and Analysis of Financial Condition and Results of Operations contained therein; provided that this responsibility may be delegated to the chairman of the Audit Committee or a member of the Audit Committee who is a financial expert.

26. Review the scope and results of internal audits, if any.

27. Review the significant reports to management prepared by the internal auditing department or consultants and management's responses.

28. Review and discuss with the independent registered public accounting firm the purpose, organization, responsibilities, budget, staffing and performance of the Company's internal audit function or consultants.

29. If applicable, review and approve the charter, reporting relationship, activities, staffing, organizational structure and credentials of the internal audit department or consultants.

30. Evaluate the performance of the internal auditor, if any, and, if appropriate, recommend replacement of the internal auditor.

31. Periodically review and discuss with the Company's General Counsel any legal matter, including legal cases against or regulatory investigations involving the Company or material violations of the Company's Code of Business Conduct and Ethics or programs established in connection therewith, that could have a significant impact on the Company's financial statements.

32. Discuss with the Company's lead inside or outside legal counsel any legal matters that may have a material impact on the financial statements or the Company's compliance policies.

33. Discuss with the independent auditor and management the Company's risk assessment and risk management guidelines, policies and processes.

34. On behalf of the Board, oversee the principal risk exposures facing the Company and the Company's mitigation efforts in respect of such risks, including, but not limited to financial reporting risks, and credit and liquidity risks.

35. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.

36. Set clear hiring policies for the Company's hiring of employees or former employees of the independent auditor. At a minimum, these policies must provide that any independent auditor may not provide audit services to the Company if the Chief Executive Officer, Chief Financial Officer, chief accounting officer or any person serving in an equivalent capacity for the Company was employed by the independent auditor and participated in any capacity in the audit of the Company during the one-year period preceding the date of the initiation of the audit.

37. Unless otherwise approved or ratified pursuant to the Company's Related Party Transactions Policy, the Audit Committee shall review and approve or ratify all transactions between the Company and any Related Person that are required to be disclosed pursuant to Item 404(a) of Regulation S-K ("Item 404(a)"), that are required to be reviewed pursuant to Nasdaq Rule 5630, that are material to the Company's consolidated financial statements or that otherwise require disclosure under applicable laws and rules adopted by the SEC. "Related Person" shall have the meaning given to such term in Item 404(a), as amended from time to time.

38. Conduct or authorize such inquiries into matters within the Audit Committee's scope of responsibility as the Audit Committee deems appropriate.

39. Establish and review whistleblower procedures for the receipt, retention and treatment of any complaints received by the Company about its accounting, internal accounting controls or auditing matters and for the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

40. Engage and terminate independent counsel and other advisers as the Audit Committee determines necessary to carry out its responsibilities.

41. Cause the officers of the Company to provide such funding as the Audit Committee shall determine to be appropriate for payment of compensation to the Company's independent auditor and any legal counsel or other advisers engaged by the Audit Committee, and payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

42. 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 Audit Committee. This reservation of authority does not in any way limit the Audit Committee's authority to act definitively on matters delegated to it under this charter.

Meetings

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

The Audit Committee will regularly meet privately with senior management, the independent auditor, and the senior internal audit executive, if any, and will meet in executive sessions as necessary or appropriate.

Minutes and Reports

The Audit Committee shall make regular reports to the Board (i) with respect to significant actions and determinations made by the Audit Committee; (ii) following all meetings of the Audit Committee; and (iii) with respect to such other matters as are relevant to the Audit Committee's discharge of its responsibilities. The Audit 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 Audit Committee will also prepare and sign a report of the Audit Committee for inclusion in the Company's proxy statement for its annual meeting of stockholders.

Resources and Authority of the Audit Committee

The Audit Committee shall have direct access to, and complete and open communications with, senior management and may obtain advice and assistance from internal legal, accounting and other advisors to assist it. The Audit Committee shall have authority to retain such consultants, outside counsel and other advisors as the Audit Committee may deem necessary or appropriate in its sole discretion. The Audit Committee shall have sole authority to approve related fees and retention terms associated with the retention of any such firm or individual, which fees shall be paid by the Company. The Company shall also provide appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, as well as funding for the payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties, such funding to be provided in accordance with the below. In determining whether to retain or terminate a provider of such services, the Audit Committee may, in its discretion, obtain the input of senior management.

The Audit Committee shall have available appropriate funding from the Company as determined by the Audit Committee for payment of:

- compensation to any independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
- compensation to any outside counsel or advisors the Audit Committee engages; and
- ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

Periodic Review

The Audit Committee will periodically review its own performance and report on its conclusions in this regard to the Board. In addition, the Audit Committee will annually review this charter and make recommendations to the Board with regard to appropriate changes to the charter.

Reliance on Others

Unless such Audit Committee member has knowledge that makes reliance unwarranted, each Audit 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 Audit 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 Audit 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 Audit Committee member is not a member if the Audit Committee member believes in his or her reasonable business judgment and good faith that such committee merits confidence.

Limitation of Audit Committee Role

While the Audit Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate, fairly present the information shown or are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the independent auditor. Nor is it the duty of the Audit Committee to conduct investigations or to assure compliance with any law, regulation or Nasdaq Stock Market rule, or the Company's Code of Ethics for the Chief Executive Officer and Senior Financial Officers, Code of Conduct or Whistleblower Policy.