

## COMPENSATION COMMITTEE CHARTER

### OF

### KLDiscovery INC.

#### I. PURPOSE

The Compensation Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of KLDiscovery Inc. (the “*Company*”) for the purposes of, among other things: (i) discharging the Board’s responsibilities relating to the compensation of the Company’s chief executive officer (the “*CEO*”), other executive officers and directors; (ii) administering or delegating the power to administer the Company’s incentive compensation and equity-based compensation plans; and (iii) if required by applicable rules and regulations, preparing a “Compensation Committee Report” to be included in the Company’s annual report on Form 10-K or proxy statement, as applicable.

#### II. COMPOSITION

The Committee shall consist of at least two members, each of whom must satisfy the independence requirements of the New York Stock Exchange (the “*NYSE*”), except as otherwise permitted by applicable NYSE rules. At least two members of the Committee shall be “non-employee directors” as defined by Rule 16b-3 under the Securities Exchange Act of 1934 (the “*Exchange Act*”).

The members of the Committee shall be appointed not less frequently than annually by the Board and may be removed from the Committee at any time, with or without cause, by the Board. Unless a chairperson (the “*Chair*”) is elected by the Board, the members of the Committee shall designate a Chair by majority vote of the full Committee membership. The Chair of the Committee shall be a member of the Committee and, if present, shall preside at each meeting of the Committee. The Chair shall advise and counsel with the executives of the Company, and shall perform such other duties as may from time to time be assigned to him or her by the Committee or the Board.

As provided in the stockholders’ agreement to be entered into in connection with the business combination (the “*Stockholders’ Agreement*”), by and among the Company and CEOF II DE I AIV, L.P., CEOF II Coinvestment (DE), L.P. and CEOF II Coinvestment B (DE), L.P. (collectively, the “*CEOF Funds*”), if requested by the CEOF Funds, at least two members of the Committee shall be individuals designated by the CEOF Funds, unless such designation would violate any legal restriction on the Committee’s composition or the rules and regulations of the New York Stock Exchange.

#### III. MEETINGS, OPERATIONS AND AUTHORITY

The Committee shall meet as often as necessary to enable it to fulfill its responsibilities, but at least two times each year. Meetings of the Committee shall be called by the Chair of the Committee or a majority of its members.

The Committee shall determine its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee, including (i) designation of a chairperson pro tempore in the absence of the Chair and (ii) designation of a secretary. The secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes. The Company Secretary of the Company shall be the secretary of the Committee unless the Committee designates otherwise. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. The Committee shall report its minutes from each meeting to the Board.

The Committee may ask any officer or employee of the Company or the Company's outside counsel or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend a meeting (or a portion thereof) of the Committee or to meet with any members of, or consultants to, the Committee.

If at any time during the exercise of his or her duties on behalf of the Committee, a Committee member has a direct conflict of interest with respect to an issue subject to determination or recommendation by the Committee, such Committee member shall abstain from participation, discussion, and resolution of the instant issue, and the remaining members of the Committee shall advise the Board of their recommendation on such issue. The Committee shall be able to make determinations and recommendations even if only one Committee member is free from conflicts of interest on a particular issue.

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain or obtain advice from compensation consultants, legal counsel or other advisors (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration all factors, including any applicable factors under the NYSE listing rules, relevant to the advisor's independence from management. The Committee shall have the sole authority for the appointment, compensation, oversight and termination of any advisor it retains. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consulting firm, legal counsel or other advisors retained by the Committee.

The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this charter, the purposes of the Committee and the Company's bylaws.

#### **IV. RESPONSIBILITIES**

- Establish, review and approve the overall executive compensation philosophy and policies of the Company, including the establishment, if deemed appropriate, of performance-based incentives that support and reinforce the Company's long-term strategic goals, organizational objectives and stockholder interests.

- Review and approve the Company's goals and objectives relevant to the compensation of the CEO, annually evaluate the CEO's performance in light of those goals and objectives and, based on this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), determine the CEO's compensation level, including, but not limited to, salary, bonus or bonus target levels, long and short-term incentive and equity compensation, retirement plans, and deferred compensation plans as the Committee deems appropriate. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider, among other factors, the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years. The CEO shall not be present during voting and deliberations relating to CEO compensation.
- Determine the compensation of all other executive officers, including, but not limited to, salary, bonus or bonus target levels, long and short-term incentive and equity compensation, retirement plans, and deferred compensation plans, as the Committee deems appropriate. Members of senior management may report on the performance of the other executive officers of the Company and make compensation recommendations to the Committee, which will review and, as appropriate, approve the compensation recommendations.
- Receive and evaluate performance target goals for the senior officers and employees (other than executive officers) and review periodic reports from the CEO as to the performance and compensation of such senior officers and employees.
- Review and make recommendations to the Board regarding director compensation.
- Administer or delegate the power to administer the Company's incentive and equity-based compensation plans, including the grant of stock options, restricted stock and other equity awards under such plans.
- Review and make recommendations to the Board with respect to the adoption of, and amendments to, incentive compensation and equity-based plans and approve for submission to the stockholders all new equity compensation plans that must be approved by stockholders pursuant to applicable law.
- Review and approve any annual or long-term cash bonus or incentive plans in which the executive officers of the Company may participate.
- Review and approve for the CEO and the other executive officers of the Company any employment agreements, severance arrangements and change in control agreements or provisions.

- To the extent that the Company is required to include a “Compensation Discussion and Analysis” (“**CD&A**”) in the Company’s annual report on Form 10-K or proxy statement, the Committee will review and discuss with the Company’s management the CD&A and, based on such review and discussion, determine whether to recommend to the Board of Directors of the Company that the CD&A be included in the appropriate filing.
- Prepare the Compensation Committee Report for the Company’s annual report on Form 10-K or proxy statement for the annual meeting of stockholders, if required.
- Conduct an annual performance evaluation of the Committee. In conducting such review, the Committee shall evaluate and address all matters that the Committee considers relevant to its performance, including at least the following: (a) the adequacy, appropriateness, and quality of the information received from management or others; (b) the manner in which the Committee’s recommendations were discussed or debated; (c) whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner; and (d) whether this charter appropriately addresses the matters that are or should be within its scope.
- Regularly report to the Board regarding the activities of the Committee.
- Periodically review and reassess this charter and submit any recommended changes to the Board for its consideration.

## **V. DELEGATION OF DUTIES**

The Committee shall have authority to form and delegate any of its responsibilities to one or more subcommittees as the Committee may from time to time deem appropriate. If at any time the Committee includes a member who is not a “non-employee director” within the meaning of Rule 16b-3 under the Exchange Act, then a subcommittee comprised entirely of individuals who are “non-employee directors” may be formed by the Committee for the purpose of ratifying any grants of awards under any incentive or equity-based compensation plan for the purposes of complying with the exemption requirements of Rule 16b-3 of the Exchange Act; *provided* that any such grants shall not be contingent on such ratification.

## **VI. STOCKHOLDERS’ AGREEMENT**

For so long as the Stockholders’ Agreement is in effect, this charter will be interpreted to be consistent with such agreement.