

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
OF
KLDISCOVERY INC.

I. PURPOSE

The Nominating and Corporate Governance Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of KLDDiscovery Inc. (the “*Company*”) for the purposes of, among other things: discharging the Board’s responsibilities relating to (i) the appropriate size, functioning, and needs of the Board including, but not limited to, recruitment and retention of high quality Board members and committee composition and structure; (ii) the governance of the Company, including the development and recommendation of a set of corporate governance guidelines (the “*Corporate Governance Guidelines*”) applicable to the Company; and (iii) the evaluation of the Board and the Company’s management.

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.

The members of the Committee shall be appointed 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 NYSE.

III. MEETINGS, OPERATIONS AND AUTHORITY

The Committee shall meet as often as necessary to enable it to fulfill its responsibilities. 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 shall have the authority, to the extent it deems necessary or appropriate, to retain any (i) search firm to be used to identify director candidates or (ii) other advisors. 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 search firm or other advisors retained by 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

- Develop the criteria and qualifications for membership on the Board.
- Recruit, review and nominate candidates for election to the Board or to fill vacancies on the Board.
- Review candidates proposed by stockholders and conduct appropriate inquiries into the background and qualifications of any such candidates.
- Retain and terminate any search firm to be used to identify director candidates.
- Approve the fees and other retention terms for any search firm retained by the Committee.
- Establish subcommittees for the purpose of evaluating special or unique matters.
- Develop and recommend to the Board the Corporate Governance Guidelines, including, from time to time, reviewing and assessing the adequacy of such Corporate Governance Guidelines and recommending any proposed changes to the Board for approval.
- Regularly report to the Board regarding the activities of the Committee.
- Monitor and make recommendations regarding corporate governance matters, including, but not limited to, the functions, contributions, and composition of the Board's committees.
- Conduct an annual performance evaluation of the Committee.

- Periodically review and reassess this charter and submit any recommended changes to the Board for its consideration.
- Oversee the annual self-evaluations of the Board and management of the Company.
- Prepare a statement each year concerning the Committee's compliance with this charter for inclusion in the Company's proxy statement.

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, including for the purpose of evaluating special or unique matters.

VI. STOCKHOLDERS' AGREEMENT

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

KLDISCOVERY INC.

Board of Director Candidate Guidelines

The Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (“*Board*”) of KLDDiscovery Inc. (the “*Company*”) will identify, evaluate, and recommend candidates to become members of the Board with the goal of creating a balance of knowledge and experience. Nominations to the Board may also be submitted to the Committee by the Company’s stockholders in accordance with the Company’s policy, which is included in the Shareholder Communications Policy. Candidates will be reviewed in the context of the current composition of the Board (including the diversity in background, experience, and viewpoints of the Board), the operating requirements of the Company, and the long-term interests of the Company’s stockholders. In conducting this assessment, the Committee will consider and evaluate each director-candidate based upon its assessment of the following criteria:

- Whether the candidate is independent pursuant to the requirements of the New York Stock Exchange.
- Whether the candidate is accomplished in his or her field and has a reputation, both personal and professional, that is consistent with the image and reputation of the Company.
- Whether the candidate has the ability to read and understand basic financial statements. The Committee will also determine whether a candidate satisfies the criteria for being an “audit committee financial expert,” as defined by the Securities and Exchange Commission.
- Whether the candidate has relevant experience and expertise and would be able to provide insights and practical wisdom based upon that experience and expertise.
- Whether the candidate has knowledge of the Company and issues affecting the Company.
- Whether the candidate is committed to enhancing stockholder value.
- Whether the candidate fully understands, or has the capacity to fully understand, the legal responsibilities of a director and the governance processes of a public company.
- Whether the candidate is of high moral and ethical character and would be willing to apply sound, objective, and independent business judgment, and to assume broad fiduciary responsibility.
- Whether the candidate has, and would be willing to commit, the required hours necessary to discharge the duties of Board membership.
- Whether the candidate has any prohibitive interlocking relationships or conflicts of interest.

- Whether the candidate is able to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- Whether the candidate is able to suggest business opportunities to the Company.