

## KLDISCOVERY INC.

### POLICY REGARDING SHAREHOLDER AND INTERESTED PARTY COMMUNICATIONS WITH THE BOARD OF DIRECTORS

#### I. Purpose

The Board of Directors (the “**Board**”) of KLDDiscovery Inc. (the “**Company**”) values the input and insights of the Company’s shareholders and other interested parties (collectively, “**Interested Parties**”) and believes that effective communication between the Board and Interested Parties strengthens the Board’s ability to effectively carry out its oversight function. The purpose of this policy is to further the Board’s commitment to transparency and to facilitate communication with Interested Parties of the Company.

#### II. Statement of Policy

1. *General.* Interested Parties of the Company may communicate directly with the independent members of the Board and the Chairman of the Board about corporate governance, corporate strategy, Board-related matters or other substantive matters that our company secretary and Chairman of the Board consider to be important for the director(s) to know, by addressing any communications to the intended recipient by name or position in care of: Company Secretary, 8201 Greensboro Drive, Suite 300, McLean, VA 22102 or [andrew.southam@kldiscovery.com](mailto:andrew.southam@kldiscovery.com).

2. *Shareholder Recommendations of Director Candidates.* Shareholders who wish to recommend individuals to the Nominating and Corporate Governance Committee for consideration as potential director candidates may submit such recommendations in accordance with the instructions attached hereto as Annex A.

3. *Inappropriate Communications.* The following types of communications are considered inappropriate for delivery to directors, and will not be forwarded to them:

- communications regarding individual grievances or other interests that are personal to the party submitting the communication;
- communications regarding ordinary business operations; and
- communications that contain offensive, obscene or abusive content.

4. *Content and Treatment of Interested Party Communications.* All communications, including shareholder recommendations of director candidates, must be accompanied by the following information regarding the person submitting the communication:

- if the person is a shareholder, a statement of the type and amount of the securities of the Company that the person holds;
- if the person submitting the communication is not a shareholder and is submitting the communication as an interested party, the nature of the person’s interest in the Company; and
- the address, telephone number and e-mail address, if any, of the person.

The Company Secretary will initially receive all Interested Party communications and will review the communications for compliance with this Policy. Communications that are deemed to comply with the Policy and to be appropriate for delivery will be forwarded to the Board or the relevant director(s). The Company Secretary may consult with the Chairman of the Board when determining whether a communication is appropriate for delivery.

The Company Secretary or his or her designee will send an acknowledgment of receipt to each Interested Party that submits a communication. The acknowledgement will indicate that communications deemed to comply with this Policy and to be appropriate for delivery to directors under this Policy will be so delivered, but that it is not the practice of the directors to respond individually to the communications.

Communications deemed to comply with this Policy and to be appropriate for delivery will be delivered to the directors on a periodic basis, generally in advance of each regularly scheduled meeting of the Board. Concerns relating to accounting, internal accounting controls, auditing matters or questionable financial practices/ethics matters will be handled in accordance with the procedures established by the Audit Committee with respect to such matters.

5. *Board Responses.* The Board reserves the right to respond to or otherwise communicate with Interested Parties, and determine the means of such communication, in its absolute discretion. The Board will conduct all communications and interactions with Interested Parties in accordance with its Regulation FD policy.

**KLDISCOVERY INC.****STOCKHOLDER RECOMMENDATIONS FOR DIRECTORS**

Stockholders who wish to recommend to the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (“*Board*”) of KLDDiscovery Inc. (the “*Company*”), a candidate for election to the Board should send a written recommendation to KLDDiscovery, 8201 Greensboro Dr., Suite 300, McLean, VA 22102, Attention: Nominating and Corporate Governance Committee. The Company Secretary of the Company will promptly forward all such letters to the members of the Committee. Stockholders must follow certain procedures to recommend to the Committee candidates for election as directors. In general, in order to provide sufficient time to enable the Committee to evaluate candidates recommended by stockholders in connection with selecting candidates for nomination in connection with the Company’s annual meeting of stockholders, the Company Secretary must receive the stockholder’s recommendation no later than thirty (30) days after the end of the Company’s fiscal year.

The recommendation must contain the following information about the candidate:

- name;
- age;
- business and current residence addresses, as well as residence addresses for the past 20 years;
- principal occupation or employment and employment history (name and address of employer and job title) for the past 10 years (or such shorter period as the candidate has been in the workforce);
- educational background;
- permission for the Company to conduct a background investigation, including the right to obtain education, employment, and credit information;
- the number of shares of common stock of the Company beneficially owned by the candidate;
- the information that would be required to be disclosed by the Company about the candidate under the rules of the Securities and Exchange Commission in a proxy statement soliciting proxies for the election of such candidate as a director; and
- a signed consent of the nominee to serve as a director of the Company, if elected.

The recommendation must contain the following information about the stockholder submitting the recommendation:

- name;
- address, telephone number and e-mail address, if any; and
- the number of shares of common stock of the Company beneficially owned by the stockholder.