



## **NOMINATING COMMITTEE CHARTER**

### **OF**

### **DIGITAL TURBINE, INC.**

#### **I. PURPOSE**

Acting pursuant to Section 141 of the Delaware General Corporation Law and Article III of the Company's Bylaws, the Board of Directors has established a Nominating Committee whose purpose is to seek and recommend to the Board qualified candidates for election or appointment to the Company's Board of Directors.

#### **II. MEMBERSHIP**

The Nominating Committee will consist of a minimum of two members of the Board of Directors, all of whom shall be independent directors in accordance with the applicable rules and regulations of the SEC and the Nasdaq Stock Market. The members of the Nominating Committee will be appointed by and serve at the discretion of the Board of Directors.

#### **III. NOMINATION/ APPOINTMENT POLICY**

The Nominating Committee believes that it is in the best interest of the Company and its stockholders to obtain highly qualified candidates to serve as members of the Board of Directors. The Nominating Committee will seek candidates for election and appointment with excellent decision-making ability, business experience, personal integrity and reputation.

#### **IV. RESPONSIBILITY**

The responsibilities of the Nominating Committee shall include:

- A.** Screening and recommending to the Board qualified candidates for election or appointment to the Company's Board of Directors.
- B.** Recommending the number of members that shall serve on the Board of Directors.
- C.** Evaluating and reviewing the independence of existing and prospective directors.
- D.** Reviewing and reporting on additional corporate governance matters as directed by the Board of Directors.

#### **V. MEETINGS AND REPORTS**

Meetings of the Nominating Committee shall be held in accordance with Section 3.5 and 3.8 of the Bylaws of the Corporation. Notwithstanding the foregoing, the Nominating Committee will meet at least once annually to evaluate and make recommendations of qualified candidates for election to the Board of Directors at the Annual Meeting of Stockholders. The Nominating



Committee shall provide the Board of Directors with a report of the Committee's activities and proceedings, as appropriate. The Nominating Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the committees of the Board of Directors.