



QUOTIENT TECHNOLOGY INC.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

AMENDED AND RESTATED AUGUST 1, 2019

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Quotient Technology Inc. (the “*Company*”) shall be to act on behalf of the Board in fulfilling the Board’s responsibilities to:

- oversee all aspects of the Company’s corporate governance functions on behalf of the Board and make recommendations to the Board regarding corporate governance issues;
- identify, review and evaluate candidates to serve as directors of the Company and review and evaluate incumbent directors, consistent with criteria approved by the Board;
- recommend to the Board for selection candidates to the Board to serve as nominees for director for the annual meeting of shareholders;
- serve as a focal point for communication between such candidates, non-committee directors and the Company’s management;
- lead the Board and Board committees in their annual review of Board performance; and
- make other recommendations to the Board regarding affairs relating to the directors of the Company.

The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time, Section 141 of the Delaware General Corporation Law, the New York Stock Exchange (“*NYSE*”) rules and applicable laws, rules and regulations.

COMPOSITION

Membership and Qualifications

The Committee shall consist of at least two members of the Board. No Committee member shall be an employee of the Company and each member shall satisfy the independence

requirements of the NYSE applicable to nominating/corporate governance committee members, as in effect from time to time, when and as required by the NYSE, subject to any exceptions permitted by the NYSE. Each member of the Committee shall also be free from any relationship that, in the opinion of the Board, would interfere with the exercise of said member's independent judgment.

Appointment

The members of the Committee shall be appointed by and serve at the discretion of the Board and shall serve until their successors are duly elected and qualified or until their earlier resignation, removal or death and may be removed or replaced by the Board. Vacancies occurring on the Committee shall be filled by the Board.

Chairperson

Unless a Committee chairperson is elected by the full Board, the members of the Committee may designate a chairperson by majority vote of the full Committee. The Chairperson shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

AUTHORITY

The approval of this charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein. Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge said member's responsibilities hereunder.

The Committee shall be authorized to access such external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as sole authority to retain and terminate executive search firms to help identify director candidates. The Committee shall have sole authority to approve fees, costs and other terms of engagement of such outside resources. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.

The Committee's procedures should remain flexible to address changing circumstances most effectively. Accordingly, the Committee may supplement and, except as otherwise required by applicable law or the requirements of the NYSE, deviate from these activities as appropriate under the circumstances.

RESPONSIBILITIES

The Committee shall have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee. The Committee's functions and procedures should remain flexible to address changing circumstances most effectively. To implement the Committee's purpose and policy, the Committee shall be charged with the following functions and processes with the understanding,

however, that the Committee may supplement or (except as otherwise required by law or the applicable rules) deviate from these activities as appropriate under the circumstances:

1. **Director Nominations.** The Committee has the responsibility of identifying, reviewing and evaluating candidates to serve on the Board, consistent with criteria approved by the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee has the responsibility for developing and recommending to the Board, the criteria for selecting new directors, including desired board skills, qualifications, experience and attributes, with the goal of developing a diverse and experienced Board who meet the requirements of the NYSE. The Committee shall also have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re-election to the Board, as well as monitoring the size of the Board. The Committee shall also recommend to the Board for selection candidates to the Board to serve as nominees for director for the annual meeting of stockholders and to evaluate and recommend to the Board, individuals to fill vacancies occurring between annual meetings of stockholders. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.

2. **Board Assessment.** The Committee shall assist the Board in developing criteria for the evaluation of Board and committee performance and periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment shall include evaluation of the Board's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup, including the reelection of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment, skills and expertise appropriate for the Company. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by the NYSE. The results of these reviews shall be provided to the Board for further discussion as appropriate.

3. **Board Committee Nominations.** The Committee shall oversee the Board's committee structure and operations. The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of the NYSE, the rules and regulations of the Securities and Exchange Commission and applicable law, shall recommend to the entire Board periodically the chairpersonship and membership of each committee.

4. **Continuing Education.** The Company, with the advice of the Committee, will develop and maintain an orientation program for new directors that shall include meetings with senior management and visits to the Company's facilities. Incumbent directors shall also be

invited to attend the orientation program. The Committee will support the directors' compliance with continuing education requirements developed by the NYSE and compliance with the Corporate Governance Guidelines. The Committee shall consider instituting a plan or program for the continuing education of directors.

5. ***Corporate Governance Principles.*** The Committee shall develop a set of corporate governance principles to be applicable to the Company, shall periodically review and assess these principles and their application, and shall recommend any changes deemed appropriate to the Board for its consideration including continuing education of directors.

6. ***Adoption of Code of Business Conduct and Ethics.*** The Committee shall recommend to the Board adoption of, and amendments to, the Code of Business Conduct and Ethics.

7. ***Management Succession.*** The Committee shall periodically review with the Chief Executive Officer, the plans for succession to the offices of the Company's Chief Executive Officer and other executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

8. ***Review Proxy Disclosure.*** The Committee shall review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

9. ***Risk Assessment.*** The Committee shall have oversight responsibility for corporate governance risks, including risks associated with director independence.

10. ***Annual Committee Evaluation and Charter Review.*** The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also periodically review and assess the adequacy of this charter, including the Committee's role and responsibilities as outlined in this Charter, and shall recommend any proposed changes to the Board for its consideration.

11. ***Reporting to the Board.*** The Committee, through the Committee Chairperson, shall report all material activities of the Committee to the Board from time to time or whenever so requested by the Board.

12. ***Other Actions.*** The Committee shall perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

MEETINGS

The Committee shall hold at least one regular meeting per year and additional meetings, as the Committee deems appropriate. The Committee may meet with management or individual directors at such time as it deems appropriate to discuss any matters before the Committee. A majority of the members shall represent a quorum of the Committee and, if a quorum is present, any action approved by at least a majority of the members present (in person or by telephone

conference call) shall represent the valid action of the Committee. The Committee may also take action by unanimous written consent without a meeting.

MINUTES AND REPORTS

The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board. The Chairperson shall report to the Board from time to time or whenever requested to do so by the Board.