

**AMENDED AND RESTATED  
CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
DOUBLEVERIFY HOLDINGS, INC.**

As Adopted by the Board of Directors on  
April 9, 2021

The Board of Directors (the “Board”) of DoubleVerify Holdings, Inc. (the “Company”) hereby adopts this Amended and Restated Nominating and Corporate Governance Committee Charter (this “Charter”) to establish the governing principles of the Nominating and Corporate Governance Committee of the Board (the “Committee”). This Charter sets forth, among other things, the purpose, membership, duties and responsibilities of the Committee. This Charter shall be effective upon the listing of the Company’s common stock on the New York Stock Exchange (the “NYSE”).

**1. Purpose**

The primary purposes of the Committee are: (i) to identify individuals qualified and suitable to become Board members and recommend to the Board the director nominees for each annual meeting of shareholders; (ii) to develop and recommend to the Board a set of corporate governance principles applicable to the Company; and (iii) to otherwise take a leadership role in shaping the corporate governance of the Company.

**2. Membership**

The Committee shall consist of at least three members. The members of the Committee shall be appointed by the Board. Members of the Committee shall serve at the pleasure of the Board for such term or terms as the Board may determine. Members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board.

The membership of the Committee shall meet the independence requirements within the phase-in periods provided in the NYSE rules, relating to nominating and governance committees of public companies following an initial public offering, subject to any relevant exemptions or phase-ins for “controlled companies.”

**3. Structure and Operations**

The Board shall designate one member of the Committee as its chairperson (the “Chairperson”). The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee at which a quorum is present is necessary for the adoption of any resolution. The Committee may create one or more subcommittees and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittees.

The Committee shall meet at least three times a year, at such times and places as shall be determined by the Chairperson, and may have such additional meetings as the Chairperson or a majority of the Committee's members deem necessary or desirable. The Committee may invite such members of management to its meetings as it may deem desirable or appropriate.

The meetings and other actions of the Committee shall be governed by the provisions of the Company's amended and restated bylaws applicable to meetings and actions of the committees of the Board. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications arrangements by means of which all persons participating in the meeting can hear each other.

#### **4. Duties and Responsibilities:**

Subject to the terms then applicable, if any, of the Stockholder's Agreement, dated as of April [●], 2021, by and between the Company and Providence VII U.S. Holdings L.P., as amended from time to time, the Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as may from time to time be delegated to the Committee by the Board.

##### ***Nominating and Board Structure***

- (a) The Committee shall recommend to the Board appropriate criteria for the selection of new directors and shall periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria.
- (b) The Committee shall identify and recommend to the Board candidates the Committee believes are qualified and suitable to become members of the Board consistent with criteria for selection of new directors adopted from time to time by the Board; and recommend to the Board the nominees to stand for election as directors at each annual meeting of shareholders or, if applicable, at any special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy through appointment by a majority of the Company's directors.
- (c) The Committee shall identify Board members qualified to fill vacancies on any committee of the Board (including the Committee), and recommend that the Board appoint the identified member or members to the respective committee. In recommending a member for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation, the Company's corporate governance principles, the consistency of the member's experience with the goals of the committee and the interplay of the member's experience with the experience of the other committee members.

- (d) The Committee shall review invitations received by members of the Board to serve on the board of directors of another entity prior to such member of the Board accepting that invitation. The Committee shall periodically review the board membership of other entities held by members of the Board.
- (e) The Committee shall approve board memberships of other entities for the Chief Executive Officer and other Section 16 officers of the Company.
- (f) The Committee shall make recommendations to the Board from time to time as to changes in the size of the Board that the Committee believes to be desirable.

### ***Corporate Governance***

- (g) The Committee shall oversee the system of corporate governance of the Company, including: (i) developing and recommending to the Board a set of corporate governance principles for the Company; (ii) reviewing and reassessing the adequacy of the principles at least annually; and (iii) recommending to the Board for approval any such changes to the principles as the Committee believes are appropriate.
- (h) The Committee shall establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
- (i) The Committee shall report periodically to the Board on all matters for which the Committee has been delegated responsibility.
- (j) The Committee shall undertake and review with the Board an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the upcoming year. The Committee shall conduct such performance evaluation in such manner as the Committee deems appropriate, and may report the results of its performance evaluation through an oral report by the Chairperson or any other member of the Committee designated by the Committee to make this report.

### ***General***

- (k) The Committee shall annually review and reassess the adequacy of this Charter and recommend to the Board for approval such changes as the Committee believes are appropriate.
- (l) The Committee shall exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its functions.

## **5. Authority and Resources**

The Committee shall have the sole authority, without further approval by the Board, to select, retain and terminate a consultant or search firm to be used to identify director candidates and to approve any compensation payable by the Company to such consultant or search firm, including the fees, terms and other conditions for the performance of such services. In addition, the Committee may, without further approval by the Board, obtain such advice and assistance from outside legal or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder. Any legal or other advisor retained by the Committee may, but need not, be otherwise engaged by the Company for any other purpose.

The Company shall pay to any consultant or search firm or outside legal or other advisor retained by the Committee pursuant to the preceding paragraph such compensation, including, without limitation, usual and customary expenses and charges, as shall be determined by the Committee.

## **6. Miscellaneous**

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. Except as otherwise required by the rules of the NYSE applicable to the Committee, or applicable law, the purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter is intended to be consistent with the Company's Corporate Governance Guidelines.