

**GRINDR INC.**

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

**Approved and Adopted by the Board of Directors: June 19, 2023**  
**Effective: June 19, 2023**

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The Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of **Grindr Inc.** (“*Grindr*” or the “*Company*”) has been appointed by the Board to perform the duties and responsibilities set forth in this charter.

**GENERAL STATEMENT OF PURPOSE**

The Committee shall assist the Board by:

- Identifying individuals qualified to become directors and selecting (or recommending that the Board select) the candidates for all directorships to be filled by the Board or by stockholders;
- Recommend members for each Board committee;
- Review and recommend to the Board the compensation program for the Board’s non-executive directors;
- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, including taking a leadership role in shaping the corporate governance of the Company;
- Develop and oversee the evaluation of the performance of the Board, its committees, and management;
- Review and oversee compliance with the Company’s policies applicable to directors, including the Company’s Code of Business Conduct and Ethics and Corporate Governance Guidelines, including changes thereto, if any, and user data restriction protocols, including but not limited to those policies described in the Cybersecurity and Data Protection Program and any policies regarding access limitations to Protected Data (as defined herein); and
- Oversee legal, regulatory, and public policy matters material to the Company, particularly with respect to matters that could have a significant reputational impact on the Company.

**COMMITTEE COMPOSITION AND STRUCTURE**

1. **Membership and Appointment.** The Committee shall consist of two or more members of the Board. Members of the Committee shall be appointed by the Board and may be removed, with or without cause, by the Board. Vacancies occurring on the Committee will be filled by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee.

2. **Qualifications.** Subject to exemptions and cure periods permitted by any applicable securities exchange and the Securities and Exchange Commission (the “*SEC*”), the members of the Committee must satisfy the independence requirements of the New York Stock Exchange (the “*NYSE*”) or the independence requirements of any other securities exchange on which the Company’s securities may be listed, any other qualifications that may be established by the Board from time to time, and any applicable rules and regulations promulgated by SEC and other applicable laws.
3. **Chairperson.** The Board may designate a chairperson of the Committee. In the absence of that designation, the Committee shall designate a chairperson by majority vote of the Committee members.

## **RESPONSIBILITIES**

The following are the principal recurring responsibilities of the Committee. The Committee may carry out additional duties and adopt additional policies and procedures as necessary and appropriate based upon changing conditions and circumstances. In addition, the Committee shall assume additional duties and responsibilities delegated to it by the Board from time to time. In all cases, the Committee’s actions shall be subject to any commitments made by the Company by contract or in the Company’s certificate of incorporation or bylaws.

1. **Board Selection, Composition, and Evaluation.** The Committee shall:
  - Establish, and recommend to the Board for approval, criteria for the selection of directors to serve on the Board in accordance with the Company’s certificate of incorporation and bylaws (the “*Director Criteria*”).
  - Identify and select (or recommend that the Board select) individuals believed to be qualified as candidates to serve on the Board or to be re-elected to the Board for all directorships to be filled by the Board or by the stockholders at an annual or special meeting. In selecting or recommending candidates for membership on the Board or re-election to the Board, the Committee shall ensure that candidates satisfy any director eligibility requirements set forth in the Company’s certificate of incorporation and bylaws of the Company or established by the Board. In addition, the Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of candidates.
  - In establishing Director Criteria and in selecting or recommending candidates, the Committee shall take into account all factors it considers appropriate, including strength of character, maturity of judgment, experience, expertise/knowledge, diversity, the extent to which the candidate would fill a present need on the Board, questions of independence and conflicts of interest, director tenure, and the retirement of Board members, including term limits, retirement age, and director performance. The Committee recognizes the importance of diversity for a well-functioning Board and the Committee should, to the extent practicable and subject to the Board’s fiduciary duties, foster diversity on the Board when nominating directors for election or re-election.

- In selecting or recommending candidates for membership on the Board, the Committee shall consider any recommendations submitted by stockholders in accordance with applicable laws, rules, and regulations, and any applicable provisions in the Company’s certificate of incorporation and bylaws.
- Review and make recommendations, as the Committee deems appropriate, regarding the current composition, organization, and governance of the Board and any committees, including evaluating any future requirements for the Board and its committees.
- Develop, subject to approval by the Board, a process for the annual evaluation of the Board, its committees, and management, and oversee the conduct of this annual evaluation.
- Review and oversee compliance with the Company’s policies applicable to directors.
- Evaluate and recommend termination of membership of (or consider requests to resign by) individual directors for cause or for other appropriate reasons.
- Evaluate the “independence” of directors and director nominees against the independence requirements of the NYSE or of any other securities exchange on which the Company’s securities may be listed, any other qualifications that may be established by the Board, and any applicable rules and regulations promulgated by the SEC and other applicable laws.

**2. Committee Selection, Composition, and Evaluation.** The Committee shall:

- Recommend directors to serve on, and chair, each of the committees of the Board, considering the criteria for committee service set forth in the charter for each committee, as well as any other factors the Committee deems relevant, and where appropriate, make recommendations to the Board regarding the periodic removal from, or rotation of directors among, the committees and/or the imposition of any term limitations on committee service.
- Review and make recommendations regarding the purpose, structure, and operations of the various committees of the Board, as well as the qualifications and criteria for membership on each committee of the Board.
- Periodically review the charter, composition, and performance of each committee of the Board and make recommendations to the Board for the creation or elimination of Board committees.

**3. Corporate Governance.** The Committee shall:

- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company.
- Keep abreast of developments regarding corporate governance. Review annually the corporate governance guidelines approved by the Board and make recommendations to the Board considering such developments and other matters as may be appropriate.

- Oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval (or for submission to stockholders for consideration) any changes to the Company's corporate governance framework, including its certificate of incorporation and bylaws.
- Oversee and periodically review the processes and procedures used by the Company to provide information to the Board and its committees and make recommendations to the Board and management for improvement as may be appropriate.
- Provide new directors with an appropriate orientation program and suggest a continuing education program for current directors, all in accordance with applicable listing standards.
- Provide input and perspective from time to time with respect to the desired profile for the Company's executive officers.
- Review any disclosure included in the Company's public filings regarding the Company's director nomination process and other corporate governance matters.
- Review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal.
- Review and discuss with management the disclosure regarding the operations of the Committee and director independence.

**4. Conflicts of Interest.** The Committee shall:

- Review and monitor compliance with the Company's Code of Business Conduct and Ethics.
- Consider questions of actual or possible conflicts of interest of Board members and of corporate officers and approve or prohibit applicable transactions or matters consistent with any applicable Company policies.

**5. Legal and Public Policy Matters.** The Committee shall:

- Periodically review, reassess and discuss with management (i) the overall adequacy and effectiveness of the Company's legal, regulatory, and ethical compliance programs, including the Company's Code of Business Conduct and Ethics, and recommend changes to the Company's Code of Business Conduct and Ethics to the Board for approval; and (ii) reports regarding compliance with applicable laws, regulations, and internal compliance programs.
- Periodically review litigation, regulatory, and other legal matters that could have a material impact on the Company.
- Oversee the Company's public policy activities, particularly with respect to matters that could have a significant reputational impact on the Company, and at least annually, review any political contributions and any corporate political expenditures.

- Oversee the Company’s policies and programs and monitor governance trends in the following areas: corporate responsibility, environmental stewardship, social and human rights, inclusion and diversity, and other such matters of significance to the Company and its stockholders.

**6. Protected Data Restrictions for Board and Committee Members.** The Company devotes substantial resources to compliance practices regarding data. Protected Data is accessed on a need-to-know basis; only those employees, third-party contractors and employees of vendors (such employees who are shareholders of Grindr) of Grindr that require access to Protected Data to perform job responsibilities may access Protected Data, or other personal information about users of the Grindr application, consistent with Grindr’s policies and practices designed to prevent any unauthorized access to such information. The Board and the Committee understand and acknowledge that Board members do not need access to Protected Data, or other personally identifiable information about users of the Grindr application, to fulfill their duties and responsibilities as directors. As such, the Committee shall:

- work with management to develop and enforce protocols that ensure Grindr does not share with Board members and shareholders, and Board members and shareholders may not use or access, any Protected Data, *provided that*, a Board member or shareholder may, in the capacity as an employee, third-party consultant or employee of a vendor of Grindr, where use of or access to Protected Data is required in connection with the scope of services to Grindr and consistent with the principle of least privilege and other Corporation protocols, use or access, or attempt to use or access, Protected Data only as relevant to the specified scope of services.
- **“Protected Data”** means any data collected by Grindr or its Affiliates (as such term is defined in that certain National Security Agreement, dated as of March 6, 2023, by and between Grindr Inc. and the U.S. Government) from or regarding a U.S. Grindr End User that identifies such U.S. Grindr End User, which may include: (i) ID for Advertisers (“IDFA”), geographic location (such as the city, state, or country the device is located in), device information (such as carrier, manufacturer, operating system, language, connection speed, type of browser used to access Grindr’s services), Internet Protocol address, subscription or purchase information, email address, Grindr mobile application username, home address, GPS coordinates, or any other personally identifiable information; and (ii) any other profile information or account activity of a U.S. Grindr End User in connection with the Grindr mobile application, which may include related chat messages, photos, personal health information, age, display name, “about me,” height, weight, tribe, “looking for,” relationship status, body type, position, ethnicity, gender identity, preferred pronouns, HIV status, last tested date, and usernames for third-party social media sites (e.g., Instagram, Twitter, and Facebook)..
- Protected Data shall not include (i) anonymized or aggregated data that has been combined or collected in summary or other form such that the data cannot be identified with an individual, or (ii) publicly available data. Related Persons Transactions. The Committee shall (i) review and oversee all transactions between the Company and a related person (as defined in Item 404 of Regulation S-K) for which review or oversight is required by applicable law or that are required to be disclosed in the Company’s public filings; and (ii) develop and maintain policies and procedures for the Committee’s review, approval, and/or ratification of such transactions.

**7. Annual Committee Charter Review.** The Committee shall review and reassess the

adequacy of this charter annually and shall submit any recommended changes to the charter to the Board for approval. The Committee shall conduct this review and assessment in such manner as it deems appropriate.

8. **Annual Performance Review.** The Committee shall review and assess the performance of the Committee (and the members of the Committee) at least annually and shall report its conclusions to the Board. The Committee shall conduct this review and assessment in such manner as it deems appropriate.
9. **Public Availability of Committee Charter.** The Company shall make a copy of this charter publicly available on its website and will disclose the availability of this charter in any appropriate public filings.

## MEETINGS AND PROCEDURES

1. **Meetings.**
  - The Committee will meet at such times and places as the Committee determines, but at least one time per year. The chairperson of the Committee shall preside at each meeting and set the agenda for the Committee's meetings in consultation with members of management and/or the Committee. If the chairperson cannot be present at a particular meeting, an acting chairperson may be designated by the Committee members present.
  - The Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws.
  - The Committee will maintain written minutes of its meetings, and these minutes will be filed with the minutes of the meetings of the Board.
  - The Committee may invite to its meetings any director, officer, or employee of the Company and such other persons as it deems appropriate to carry out its responsibilities.
  - The Committee will meet in executive session without management present at the discretion of the chairperson, but at least one time per year.
2. **Reporting to the Board of Directors.** The Committee shall report regularly to the Board regarding its activities and recommendations and shall review with the Board significant issues that arise at Committee meetings. The reports may be provided to the Board orally by the Committee chairperson or any other Committee member.
3. **Authority to Retain Advisors.** The Committee shall have the authority, in its sole discretion, to select and retain any internal or independent counsel, search firms, and any other expert consultants or advisors to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee shall set the compensation and oversee the work of any retained counsel, consultants, or advisors. The Company will provide appropriate funding, as determined by the Committee, for any retained counsel, consultants, or advisors, as well as funding for the payment of ordinary Committee administrative expenses that are necessary and appropriate in carrying out its duties.
4. **Creation of Subcommittees.** The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to any subcommittees the power and authority as the Committee deems appropriate. If designated, each such subcommittee will

establish its own schedule and maintain written minutes of its meetings, and these minutes will be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation, or any applicable listing standard to be exercised by the Committee as a whole.

5. **Committee Member Compensation.** Members of the Committee shall receive such fees, if any, for their service as committee members as may be determined by the Board in its sole discretion.