

LivePerson, Inc. Operating Committee Charter

The Board of Directors (the “Board”) of LivePerson, Inc. (the “Company”) has adopted this Charter (the “Charter”) of the Operating Committee (the “Committee”) of the Board.

Purpose of the Committee

The purpose of the Committee is to work with the Company’s Chief Executive Officer and management to identify and recommend to the Board opportunities for improvement in go to market function, growth outlook, cost structure, margin profile, and capital allocation and recommend opportunities for improvement to the Board.

This Charter has been approved by the Board and may be amended by the Board from time to time. The Board shall have the sole right to review and approve or reject any recommendations made by the Committee.

Structure and Membership

1. Number. The Committee shall be composed of four members of the Board.
2. Membership. Subject to the terms of the Agreement, dated as of July 20, 2022, by and among the Company and the entities and natural persons set forth in the signature pages thereto (the “Agreement”), members of the Committee shall be appointed and may be removed by a majority vote of the Board, and any member shall cease automatically to be a member of the Committee upon ceasing to be a member of the Board or upon his or her earlier resignation from the Committee or removal by a majority vote of the Board.
3. Term. Subject to the terms of the Agreement, the Committee shall remain in effect until otherwise determined by a majority vote of the Board.
4. Chair. There shall be a chairperson of the Committee (the “Chairperson”), who shall be initially designated by the Board and subsequently may be elected by a majority vote of the Committee, subject to the terms of the Agreement.
5. Action. The presence of all then-serving members of the Committee shall constitute a quorum for the transaction of business at Committee meetings. The approval of a majority of such quorum shall constitute a valid act of the Committee at a duly held Committee meeting. Subject to the requirements of any applicable law, regulation or Nasdaq rule, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Committee. Such written consent shall have the same force as a unanimous vote of the Committee. Members of the Committee may participate in a meeting of the Committee by means of video, conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Authority and Responsibilities

The authority delegated to the Committee is set forth below. The Committee is charged by the Board with the authority and responsibility to:

1. Review reports from the Company's Chief Executive Officer ("CEO") and management with respect to efforts to achieve opportunities for further improvement in growth and margin performance.
2. Perform such other activities and functions as are required by law, applicable stock exchange rules or provisions in the Company's governance documents, including this Charter, or as are otherwise necessary and advisable, in its or the Board's discretion, to the efficient discharge of its duties hereunder.
3. Regularly report to the Board regarding the foregoing.

The Board has simultaneously reserved to itself all authority delegated under this Charter to the Committee. This reservation of authority does not in any way limit the Committee's authority to act definitively on matters delegated to it under this Charter.

Procedures and Administration

1. Meetings. The Chairperson shall set agendas for such meetings consistent with this Charter. The Committee shall meet at the times and on a schedule as determined by a majority vote of the members of the Committee. At the discretion of the Committee, any directors that are not members of the Committee may attend certain or all meetings of the Committee but may not vote. The Committee may hold executive sessions following certain or all meetings if so determined by the Committee. Minutes of each meeting, including executive sessions, shall be available to the Board upon request.
2. Reports to the Board. The Committee shall make regular reports to the Board with respect to information reviewed and recommendations proposed by the Committee and with respect to such other matters as are relevant to the Committee's discharge of its responsibilities. The Board may request such reports from time to time in its discretion.
3. Access. The Committee (and not any member in his or her individual capacity) shall have reasonable access to the Company's senior leadership team, including the CEO, CFO, and other members of the leadership team, for purposes related to the Committee's authority and responsibilities under this Charter. The Committee (and not any member in his or her individual capacity) shall have reasonable access to operating and financial data of the Company as reasonably requested by the Committee for purposes related to the Committee's authority and responsibilities under this Charter. The Committee shall take reasonable steps based on consultation with the CEO and the Board's Chairman or Lead Independent Director to ensure that any such engagement with management and requests for information are addressed in a manner to minimize the burden to

management and are not unduly disruptive to the performance of management or the business of the Company.

Last Updated December 26, 2022