

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
RIMINI STREET, INC.**

Amended and Approved as of June 29, 2017

**PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “**Nominating Committee**”) of the board of directors (the “**Board**”) of Rimini Street, Inc. (the “**Company**”) is to ensure that the Board is properly constituted to meet its fiduciary obligations to stockholders and the Company, to develop the framework of rules and practices by which the Board ensures accountability, transparency and fairness in the Company’s relationships, and to ensure that the Company has and will continue to follow appropriate corporate governance standards. To carry out this purpose, the Nominating Committee shall:

- J Assist the Board in identifying individuals who are qualified to become members of the Board in accordance with criteria approved by the Board and select, or recommend to the Board that the Board select, specified individuals as the director nominees for each meeting of stockholders at which directors are to be elected.
- J Review and make recommendations on Board committee structure and composition.
- J Develop, maintain and recommend to the Board corporate governance guidelines applicable to the Company.
- J Oversee the evaluation of the Board and management continuity planning process.

The Nominating Committee has the authority to undertake the specific duties and responsibilities enumerated in or consistent with this charter, and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

**COMPOSITION**

1. Membership and Appointment. The Nominating Committee shall consist of at least two (2) members of the Board. Members of the Nominating Committee shall be appointed by the Board upon the recommendation of the Nominating Committee and may be removed by the Board in its discretion.
2. Qualifications. The members of the Nominating Committee must meet the independence requirements of the listing rules of the NASDAQ Stock Market (the “**Nasdaq Rules**”) and such other qualifications as may be established by the Board from time to time.
3. Chairperson. The Board may designate a chairperson of the Nominating Committee. If the Board does not designate a chairperson, a majority of the members of the Nominating Committee may elect a chairperson of the Nominating Committee.

## RESPONSIBILITIES

The following are the principal recurring responsibilities of the Nominating Committee. The Nominating Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board or the Nominating Committee deems appropriate. In carrying out its responsibilities, the Nominating Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. Board Composition, Evaluation, Compensation and Nominating Activities. The Nominating Committee shall:
  - a. Determine the qualifications, qualities, skills and other expertise required to be a director and develop, and recommend to the Board for approval, criteria to be considered in selecting nominees for director (the “**Director Criteria**”), including issues of character, judgment, diversity, age, expertise, corporate experience, length of service and other time commitments.
  - b. Review the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval consistent with the Director Criteria.
  - c. Search for, identify, evaluate and select, or recommend for selection by the Board, candidates to fill new positions or vacancies on the Board consistent with the Director Criteria, and review any candidates recommended by stockholders, provided that such stockholder recommendations are made in compliance with the Company’s bylaws and its stockholder nomination and recommendation policies and procedures.
  - d. Review and consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company’s certificate of incorporation and bylaws.
  - e. Evaluate the performance of individual members of the Board eligible for re-election, and select, or recommend for the selection of the Board, the director nominees for election to the Board by the stockholders at the annual meeting of stockholders or any special meeting of stockholders at which directors are to be elected.
  - f. Consider the Board’s leadership structure, including the separation of the Chairman and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Nominating Committee deems appropriate.
  - g. Develop and review periodically the policies and procedures for considering stockholder nominees for election to the Board.
  - h. Recommend to the Board on an annual basis desired qualifications and characteristics for Board membership.
  - i. Evaluate and recommend termination of membership of individual directors for cause or for other appropriate reasons.

- j. Work with the Compensation Committee of the Board as necessary and appropriate to periodically review and recommend to the Board for approval compensation and benefits, including equity awards, for non-employee directors.
  - k. Evaluate the “independence” of directors and director nominees against the independence requirements of the Nasdaq Rules, the applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws.
2. Board Committees. The Nominating Committee shall:
- a. Review periodically the composition of each committee of the Board and make recommendations to the Board for the creation of additional committees or the change in mandate or dissolution of committees.
  - b. Recommend to the Board persons to be members and chairpersons of the various committees.
3. Corporate Governance. The Nominating Committee shall:
- a. Review annually the corporate governance guidelines approved by the Board and their application, and recommend any changes deemed appropriate to the Board for its consideration.
  - b. Oversee the Company’s corporate governance practices, including reviewing and recommending to the Board for approval any changes to the Company’s corporate governance framework, including its certificate of incorporation and bylaws.
  - c. Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees, and oversee the conduct of this annual evaluation.
  - d. Conduct a periodic review of the Company’s succession planning process for the chief executive officer (“**CEO**”) and any other members of the Company’s executive management team, report its findings and recommendations to the Board, and assist the Board in evaluating potential successors to the CEO or other members of the Company’s executive management team.
  - e. Evaluate the participation of members of the Board in orientation and continuing education activities in accordance with applicable listing standards.
  - f. Review the disclosure included in the Company’s proxy statement regarding the Company’s director nomination process and other corporate governance matters.
  - g. 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.
  - h. Review and discuss with management the disclosure regarding the operations of the Nominating Committee and director independence, and recommend that this disclosure be included in the Company’s proxy statement or annual report on Form 10-K.
  - i. Review and monitor compliance with the Company’s Code of Business Conduct and Ethics, except as to financial, accounting and/or tax matters, including:

- (1) Considering questions of possible conflicts of interest of Board members and of corporate officers.
- (2) Reviewing actual and potential conflicts of interest of Board members and corporate officers, other than transactions with related persons reviewed by the Audit Committee of the Board, and approving or prohibiting any involvement of such persons in matters that may involve a conflict of interest or the taking of a corporate opportunity.

## **MEETINGS AND PROCEDURES**

### 1. Meetings.

- a. The Nominating Committee will set its own schedule of meetings and will meet from time to time as necessary to carry out its responsibilities. The chairperson of the Nominating Committee shall preside at each meeting. If a chairperson is not designated or present, an acting chair may be designated by the Nominating Committee members present. The Nominating Committee may act by written consent (which may include electronic consent), which shall constitute a valid action of the Nominating Committee if it has been approved by each Nominating Committee member and shows the date of approval. Any written consent will be effective on the date of the last approval and will be filed with the minutes of the meetings of the Board.
- b. The Nominating Committee shall cause to be kept written minutes of its proceedings, which minutes will be filed with the minutes of the meetings of the Board.
- c. The Nominating Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Nominating Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Nominating Committee.

### 2. Reporting to the Board of Directors. Consistent with this charter, the Nominating Committee shall report to the Board regarding its recommendations, as may be appropriate.

### 3. Authority to Retain Advisors. In performing its responsibilities, the Nominating Committee shall have the authority to engage and obtain advice, reports or opinions from internal or independent counsel and other expert consultants or advisors, as it determines necessary or appropriate, to carry out its duties. The Nominating Committee shall have sole authority to oversee the work of any such consultants or advisors and to retain and terminate search firms that are engaged to assist in identifying director candidates, including sole authority to approve the search firm's fees and other retention terms. The Company will provide appropriate funding, as determined by the Nominating Committee, to pay any such search firms or any other outside advisors hired by the Nominating Committee and any administrative expenses of the Nominating Committee that are necessary or appropriate in carrying out its activities.

### 4. Subcommittees. The Nominating Committee may form subcommittees for any purpose that the Nominating Committee deems appropriate and may delegate to such subcommittees such power and authority as the Nominating Committee deems appropriate. If designated, any subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Nominating Committee shall not

delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Nominating Committee as a whole.

5. Compensation. Members of the Nominating Committee shall receive such compensation, including equity and/or fees, if any, for their services as Nominating Committee members as may be determined by the Board or, to the extent the Board has delegated such authority, by the Compensation Committee of the Board.
6. Committee Charter Review. The Nominating 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.
7. Performance Review. The Nominating Committee shall review and assess the performance of the Nominating Committee on an annual basis.