

## MNTN, INC.

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### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

#### I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of MNTN, Inc. (the “**Company**”) is to, among other things, identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of stockholders, to develop and recommend to the Board a set of corporate governance guidelines, to oversee the evaluation of the Board and management.

#### II. COMPOSITION

The Committee shall consist of such number of directors as the Board shall from time to time determine, each of whom must satisfy the independence requirements of The New York Stock Exchange (“**NYSE**”), subject to any available exemption and transition periods. Committee members must be appointed, and may be removed, with or without cause, by the Board.

#### III. MEETINGS, PROCEDURES AND AUTHORITY

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee will meet with such frequency and at such intervals as it deems necessary or advisable to carry out its duties and responsibilities. Unless the Board appoints a member of the Committee to serve as its chairperson, the Committee may designate a chairperson by majority vote of the Committee. The Committee will meet at such times as determined by its chairperson or as requested by any of its members. Notice of all meetings will be given, and waiver thereof determined, pursuant to the provisions contained in the Company’s bylaws. The chairperson of the Committee will preside, when present, at all meetings of the Committee. The Committee may meet in person, or by telephone or video conference.

Each member of the Committee will have one vote. A majority of the members of the Committee will constitute a quorum. The Committee may act by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee may, in its sole discretion, retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes necessary or advisable to carry out its duties and responsibilities. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company’s bylaws and applicable stock exchange rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any

officer, team member or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

#### **IV. DUTIES AND RESPONSIBILITIES**

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board so that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of stockholders and director candidates to fill vacancies occurring between annual meeting of stockholders.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's corporate governance guidelines (the "***Corporate Governance Guidelines***").

3. *Board Committee Structure and Membership.* The Committee shall, from time to time as it deems appropriate, review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee and as chairperson thereof.

4. *Board Leadership Structure.* The Committee will periodically review the Board's leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company and recommend any proposed changes to the Board.

5. *Director Changes in Position or Circumstances.* The Committee may review any notification by a director of his or her resignation or material changes in employment or of circumstances that may adversely reflect upon the director or the Company provided in accordance with the Corporate Governance Guidelines. Based on this review, the Committee may recommend that the Board request such director to resign from the Board.

6. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

7. *Board and Board Committee Evaluations.* The Committee will oversee the self-evaluations of the Board and its committees.

8. *Management Evaluations.* The Committee will oversee the evaluations of management.

9. *Succession Planning.* The Committee may participate in the Company's succession plans for the Chief Executive Officer and other executive officers, including an emergency succession plan for the Chief Executive Officer.

10. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation and bylaws.

11. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

12. *Committee Self-Evaluation.* The Committee shall annually perform an evaluation of the performance of the Committee.

13. *Review of this Charter.* The Committee shall periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

#### **V. DELEGATION OF DUTIES**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

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Effective Date: [●]