

NMG PARENT LLC

Compensation and Talent Management Committee Charter

(adopted November 11, 2020)

I. Purpose

The purpose of the Compensation and Talent Management Committee (the “Committee”) of the Board of Directors (the “Board”) of NMG Parent LLC (the “Company”), is to (A) oversee the discharge of the responsibilities of the Board relating to compensation of (i) (a) the Chief Executive Officer (“CEO”), (b) the CEO’s direct reports, and (c) the Chief Financial Officer (“CFO”), the General Counsel/Chief Legal Officer (“CLO”), and the Chief Human Resources Officer/Chief People Officer (“CPO”) (collectively, “Executives”) and (ii) the Board; (B) review and evaluate the Company’s overall compensation philosophy; (C) oversee any management equity incentive plan adopted by the Company (the “Equity Incentive Plan”) and other compensation and benefit plans; (D) support the Board in carrying out its overall responsibilities relating to broad-based people and culture programs and cash- and equity-based compensation plans, policies and programs of the Company; and (E) and perform such other duties or responsibilities as may be delegated to the Committee from time to time by the Board related to the foregoing.

II. Membership

The Committee shall consist of no fewer than two members, a majority of whom shall be non-employees of the Company, and shall otherwise comply with the limited liability company agreement of the Company, as amended from time to time (the “LLC Agreement”).

The members of the Committee shall be appointed by the Board and shall be selected in accordance with the provisions of the LLC Agreement. Committee members may be replaced by the Board at any time, subject to the provisions of the LLC Agreement. While the Committee is not required to have a Chairperson, the Board may designate one member of the Committee to act as its Chairperson. If the Board does not so designate a Chairperson, the Committee may designate such Chairperson.

III. Meetings; Rules of Procedure

The Committee shall keep regular minutes of its meetings and meet as often as the Committee deems necessary or appropriate to satisfy its responsibilities or as required by applicable law and shall report regularly to the Board. Meetings and actions of the Committee shall be governed by, and held and taken in accordance with, the provisions of the LLC Agreement. The Committee may ask members of management or others to attend a meeting of the Committee (or to meet with any member of, or advisors to, the Committee) and provide pertinent information as necessary or desirable.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of (A) compensation to any compensation consultant engaged by the Committee, (B) compensation to any other advisers (including independent counsel) employed by the

Committee, and (C) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

IV. Responsibilities and Duties

A. Compensation Matters

1. To review and approve the Company's compensation philosophy, policies and objectives.
2. To review and approve annually the corporate goals and objectives applicable to the compensation of the CEO, evaluate at least annually the CEO's performance in light of such goals and objectives, and determine and approve the CEO's respective compensation level (including annual and long-term incentive opportunity levels based on the evaluation described above). In determining any long-term incentive component of the compensation of the CEO, the Committee may consider the Company's performance and relative equityholder return, the value of similar incentive awards given to chief executive officers at comparable companies and the value of similar incentive awards given to the CEO in past years and any other factors the Committee deems appropriate in connection with its review.
3. To review and approve annually the annual base salary, annual incentive compensation, long-term incentive compensation opportunity level of all other Executives. In evaluating the compensation (including any long-term incentive component) of all other Executives, the Committee shall consult with the CEO to determine the respective compensation level of the other Executives.
4. To review and approve employment agreements, severance agreements and resulting payments, supplemental pension or savings arrangements, change in control agreements, restrictive covenant agreements and other similar benefits and arrangements with Executives, and any amendments or modifications thereto or terminations thereof.
5. To review and approve severance agreements and arrangements (and resulting payments) for other Company officers at or above the Senior Vice President level, where such agreements or arrangements are outside the guidelines of the Company's severance plan, policy, or standard practice, and any amendments or modifications thereto or terminations thereof.
6. To review and make recommendations to the Board and to the Company's equityholders (to the extent equityholder approval is required by any applicable law, regulation or listing authority, if any) for approval of, all equity ownership, option and other incentive-compensation and equity-based compensation plans of the Company, which includes the authority to adopt, amend and terminate such plans.

7. To monitor the effectiveness of other compensation and benefit plan offerings, including, but not limited to, nonqualified deferred compensation, fringe benefits and any perquisites, in particular those pertaining to the Executives, and approve any material new employee benefit plan or change to an existing plan that creates a material financial commitment by the Company. In its discretion, the Committee may otherwise approve, amend, modify, ratify or interpret the terms of, or terminate, any such compensation or benefit plan or delegate such authority to the extent such delegation is permitted. In regard to employee benefit plans, the Committee's role shall be one of oversight and, except as the Committee otherwise expressly determines or applicable law otherwise expressly requires, the Committee shall not act as a fiduciary with respect to any benefit plans or programs under the Employee Retirement Income Security Act of 1974 or otherwise.

8. To review, approve, and administer incentive compensation plans and equity-based compensation plans, including, without limitation, the Equity Incentive Plan and subplans thereunder, applicable both to Executives as well as to non-executive participants, and to discharge any duties and responsibilities as are delegated or assigned to the Committee in any plan document.

9. As appropriate, to review and discuss with management any executive compensation information to be included in the Company's annual and quarterly reports.

10. To review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary.

B. *Other Duties*

1. To assist the Board in its oversight of human capital management, including corporate culture, diversity and inclusion, recruiting, retention, attrition, talent management, career development and progression, succession, and employee relations.

2. To review and approve significant reductions in force, reclassification of employee classes or material changes to labor force.

3. To consult with the CEO with respect to the hiring or termination of any current or prospective Executive.

4. Identify desirable qualifications, qualities, skills, and other expertise for future director to be elected or appointed to the Board.

5. Subject to the LLC Agreement and the approval rights of the "Principal Investors" named therein, to review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairs annually.

6. To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.

7. To develop and recommend to the Board for approval a succession plan for the CEO, the CFO, and the CLO (each, a “Succession Plan”), to review each Succession Plan at least annually with the CEO, develop and evaluate potential candidates for CEO and other executive positions and recommend to the Board any changes to and any candidates for succession under each Succession Plan.

C. *Other Rights and Responsibilities*

1. To the extent permitted under applicable laws, regulations and the LLC Agreement, the Committee may form and delegate any of its duties to subcommittees comprised of one or more members of the Board or officers of the Company, as the Committee may deem appropriate; *provided* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or qualification requirement to be exercised by the Committee as a whole.

2. The Committee may designate any member of the Committee to execute documents on its behalf as the Committee deems necessary or appropriate to carry out its responsibilities hereunder.

3. The Committee shall have the authority to engage independent counsel, compensation consultants and other advisors, as the Committee determines necessary or appropriate to carry out its duties and responsibilities. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of such advisors, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties hereunder. The Committee shall assess the independence of any such advisor, provided, however, that the Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent. The Committee shall have the authority to approve all fees and terms of engagement of such advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. The Committee shall have the power to conduct or authorize investigations into any matter within the Committee’s scope of responsibilities. Any communications between the Committee and its outside legal counsel will be privileged communications.

D. *Committee Performance Evaluation*

The Committee shall perform a review and evaluation, as it deems necessary, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this charter of the Committee (this “Charter”). In addition, the Committee shall

review and reassess, as it deems necessary, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate. This Charter is in all respects subject and subordinate to the Company's Certificate of Formation, LLC Agreement, any resolutions or applicable agreements approved by the Board and applicable law.

V. General

The Committee may diverge from the specific activities outlined throughout this Charter, as appropriate, if circumstances or regulatory requirements change. In addition to these activities, the Committee may perform such other functions as necessary or appropriate under applicable laws, regulations, the LLC Agreement, any applicable stockholders agreement and the resolutions and other directives of the Board, each as in effect from time to time. The Committee expects to develop calendars and agendas to address the activities and responsibilities set forth in this Charter as well as any other priority activities it identifies consistent with its purpose stated above. This Charter may be amended from time to time by the Board.