

VIANT TECHNOLOGY INC.

CORPORATE GOVERNANCE GUIDELINES

Adopted by the Board of Directors on August 2, 2024

The Board of Directors of Viant Technology Inc. (the “Company”) has adopted the corporate governance guidelines (the “Guidelines”) set forth below as a framework for the governance of the Company. The Nominating and Corporate Governance Committee (the “NGC Committee”) reviews the Guidelines annually and recommends changes to the Board of Directors (the “Board”) as appropriate.

1. ROLE AND COMPOSITION OF THE BOARD OF DIRECTORS

Role of the Board

The Board, which is elected by the Company’s stockholders, oversees the management of the Company and its business. The Board selects the senior management team, which is responsible for operating the Company’s business, and monitors the performance of senior management. Consistent with the oversight function of the Board, the Board’s core responsibilities include:

- Assessing the performance of the Chief Executive Officer (the “CEO”) and other senior management and setting their compensation;
- Planning for CEO and senior management succession and overseeing senior management development;
- Reviewing the Company’s strategies and monitoring their implementation and results;
- Overseeing the integrity of the Company’s financial statements and the Company’s financial reporting process;
- Overseeing the Company’s processes for assessing and managing risk;
- Overseeing legal and regulatory compliance;
- Engaging in succession planning for the Board and key leadership roles on the Board and its committees;
- Nominating the Company’s director candidates and appointing committee members;
- Shaping effective corporate governance; and
- Providing advice and counsel to management regarding significant issues facing the Company and reviewing and approving significant corporate actions.

Size, Composition and Membership Criteria

The Board determines the appropriate size of the Board from time to time, within the range of 3 to 11 directors specified in the Company’s Certificate of Incorporation. Following the termination of the Company’s status as a “controlled company” under the rules of The Nasdaq Stock Market LLC (“Nasdaq”), and subject to the transition rules with respect thereto and any applicable exception, a majority of the Board shall be made up of independent directors. An “independent” director is a director who meets the Nasdaq definition of independence, as determined by the Board. The Board makes an affirmative determination regarding the independence of each director annually, based upon the recommendation of the NGC

Committee.

Board Leadership

The Board periodically reviews its leadership structure to evaluate whether the structure remains appropriate for the Company and may modify its leadership structure from time to time as it deems appropriate.

The Board believes that presently it is in the best interests of the Company for a single person to serve as both the Chairman of the Board and CEO.

In addition, the independent directors have appointed an independent director to serve as the lead independent director for a period of time as determined by the independent directors as a group. The lead independent director's responsibilities include: (a) presiding at meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors; (b) approving information sent to the Board; (c) approving the agenda and schedule for Board meetings to provide that there is sufficient time for discussion of all agenda items; (d) serving as liaison between the Chairman and the independent directors; and (e) being available for consultation and communication with major stockholders upon request. The lead independent director also has the authority to call executive sessions of the independent directors.

Change in Principal Occupation

When a director's principal occupation or business association changes substantially during the director's tenure on the Board, the director must notify the NGC Committee. The NGC Committee will recommend to the Board whether to seek the director's resignation from the Board.

Service on Other Boards and Audit Committees

Ordinarily, directors may not serve on the boards of more than five public companies, including the Company's Board. Directors who are executive officers of public companies may not serve on the boards of more than two other companies, in addition to the Company's Board. Service on the boards of subsidiary companies with no publicly traded stock (or that issue only debt), non-profit organizations and private companies is not included in this calculation. Moreover, if a director sits on several mutual fund boards within the same fund family, it will count as one board for purposes of this calculation.

In addition, directors should advise the chairperson of the NGC Committee in advance of accepting an invitation to serve on the board of another for-profit or not-for-profit organization.

Members of the Audit Committee may not serve on the audit committees of more than two other public companies.

Director Elections

The Board is divided into three classes, approximately equal in number, with staggered terms of three years each so that the term of one class expires at each annual meeting of stockholders. Thus, directors typically stand for reelection every three years.

2. FUNCTIONING OF THE BOARD

Agendas

The Chairman of the Board establishes the agenda for each Board meeting. Agenda items that fall within the scope of responsibilities of a Board committee are reviewed with the chairperson of that committee. Directors are encouraged to suggest the inclusion of items on the agenda. Directors are also free to raise subjects at a Board meeting that are not on the agenda for that meeting.

Distribution and Review of Board Materials

Board materials related to agenda items are provided to directors sufficiently in advance of Board meetings to allow directors to review and prepare for discussion of the items at the meeting. In some cases, due to timing or the sensitive nature of an issue, materials are presented only at the Board meeting.

Meetings

The Board holds regularly scheduled meetings throughout the year and holds additional meetings as necessary to carry out its responsibilities. Directors are expected to attend Board meetings and meetings of the Board committees on which they serve.

Executive Sessions

The independent directors meet in regularly scheduled executive session without management present, as determined by the independent directors. The lead independent director, if any, presides at executive sessions. If there is no lead independent director, the independent directors shall elect a director to preside at such executive sessions.

Strategic Planning

The Board reviews the Company's long-term strategic plan at least annually and monitors implementation of the strategic plan throughout the year.

Confidentiality

Directors must protect and hold confidential all non-public information that comes to them, from whatever source, in their capacity as a director of the Company, unless disclosure is authorized or required by law. Proceedings and deliberations of the Board and its committees are confidential.

Attendance at Annual Meeting of Stockholders

Directors are expected to attend the annual meeting of stockholders absent unusual circumstances.

3. STRUCTURE AND FUNCTIONING OF COMMITTEES

Number, Structure and Independence of Committees

The Board has three standing committees: Audit, Nominating and Corporate Governance, and Compensation.

As long as the Company is a "controlled company" under the Nasdaq rules, and subject to the

transition rules with respect thereto, neither the Compensation Committee nor the Nominating Committee will be required to have independent directors. Subject to any available exception, the Audit Committee shall consist solely of independent directors. In addition, directors who serve on the Audit Committee and, at such time when the Company is no longer a “controlled company,” the Compensation Committee must meet additional, heightened independence criteria applicable to directors serving on these committees under Nasdaq listing standards and the applicable rules of the Securities and Exchange Commission.

The Board may also establish and maintain other committees from time to time as it deems necessary and appropriate.

Assignment of Committee Members

The NGC Committee considers and makes recommendations to the Board regarding committee size, structure, composition and functioning. Committee members and chairpersons are recommended to the Board by the NGC Committee and appointed by the full Board.

Responsibilities

Each standing committee operates under a written charter that sets forth the purposes and responsibilities of the committee as well as qualifications for committee membership. Each standing committee assesses the adequacy of its charter annually and recommends changes to the Board as appropriate. All committees report regularly to the full Board with respect to their activities.

Meetings and Agendas

The chairperson of each committee determines the frequency, length and agenda of the committee’s meetings. Materials related to agenda items are provided to committee members sufficiently in advance of meetings to allow the members to review and prepare for discussion of the items at the meeting.

4. DIRECTOR ACCESS TO MANAGEMENT AND ADVISERS

At the invitation of the Board, members of senior management may attend Board meetings or portions of meetings for the purpose of presenting matters to the Board and participating in discussions. Directors also have full access to members of the Company’s management, subject to reasonable efforts to avoid disruption to the Company’s business and operations.

The Board has the authority to retain such outside counsel, experts and other advisers as it determines appropriate to assist it in the performance of its functions. Each of the Audit Committee, NGC Committee and Compensation Committees has similar authority to retain outside advisers as it determines appropriate to assist it in the performance of its functions.

5. DIRECTOR COMPENSATION

The Compensation Committee periodically reviews the compensation of directors. Director compensation is set by the Board based upon the recommendation of the NGC Committee. Compensation consists of a combination of cash and equity. Management directors do not receive compensation for service on the Board.

6. STOCK OWNERSHIP GUIDELINES

In order to align the interests of directors and executive officers with the long-term interests of the Company's stockholders, the Board may adopt stock ownership guidelines.

7. SUCCESSION PLANNING

The NGC Committee is responsible for oversight of succession planning for certain senior management positions. At least annually, the NGC Committee reviews with the Board succession planning and management development, including recommendations and evaluations of potential successors to fill the CEO and other senior management positions. The succession planning process includes consideration of both ordinary course succession, in the event of planned promotions and retirements, and planning for situations where the CEO or another member of senior management unexpectedly become unable to perform the duties of their positions.

8. FORMAL EVALUATION OF THE CEO

The Compensation Committee is responsible for setting corporate goals and objectives relevant to the compensation of the CEO, evaluating the CEO's performance against those goals, and recommending the CEO's compensation to the Board for approval. Both the goals and the evaluation are submitted for consideration by the independent directors meeting in executive session. The results of the evaluation are shared with the CEO and used by the Board in setting the CEO's compensation.

9. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The Company has an orientation process for Board members that is designed to familiarize new directors with various aspects of the Company's business, including the Company's strategy, operations, finances, risk management processes, compliance program and governance practices. The Board encourages directors to participate in education programs to assist them in performing their responsibilities as directors.

10. BOARD AND COMMITTEE PERFORMANCE EVALUATIONS

The Board conducts a periodic self-evaluation to assess its performance. The Audit Committee, NGC Committee and Compensation Committees conduct periodic self-evaluations to assess their performance.

The NGC Committee is responsible for overseeing processes for conducting evaluations.

11. STOCKHOLDER ENGAGEMENT

To enable the Company to speak with a single voice, as a general matter, senior management serves as the primary spokesperson for the Company and is responsible for communicating with various constituencies, including stockholders, on behalf of the Company. Directors may participate in discussions with stockholders and other constituencies on issues where Board-level involvement is appropriate.