

## VIA NT TECHNOLOGY INC.

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

1. Members. The Board of Directors of Viant Technology Inc. (the “Company”) appoints a Nominating and Corporate Governance Committee (the “Nominating Committee”) of at least two members. To the extent required by the rules of The Nasdaq Stock Market LLC (“Nasdaq”), taking into account the transition and “controlled company” provisions of the Nasdaq’s rules, the Committee shall entirely of independent directors. The Board shall designate one member as chairperson or delegate the authority to designate a chairperson to the Committee. For purposes hereof, an “independent” director is a director who meets The Nasdaq Stock Market LLC definition of “independence,” as determined by the Board.

2. Purpose, Duties and Responsibilities. The purpose, duties and responsibilities of the Nominating Committee are to engage in succession planning for the Board; identify individuals qualified to become Board members (consistent with criteria approved by the Board); recommend to the Board the Company’s director candidates for election at the annual meeting of stockholders; develop and recommend to the Board a set of corporate governance principles; and perform a leadership role in shaping the Company’s corporate governance. Among its specific duties and responsibilities, the Nominating Committee will:

- (a) Periodically review, and recommend to the Board, the skills, experience, characteristics and other criteria for identifying and evaluating directors.
- (b) Annually evaluate the composition of the Board to assess whether the skills, experience, characteristics and other criteria established by the Board are currently represented on the Board as a whole and in individual directors, and to assess the criteria that may be needed in the future.
- (c) Identify, review the qualifications of, and recruit new candidates for election to the Board.
- (d) As part of the search process for each new director, include women and members of underrepresented communities in the pool of candidates (and instruct any search firm the Committee engages to do so)
- (e) Assess the qualifications, contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
- (f) Discuss succession planning for the Board and key leadership roles on the Board and its committees;
- (g) Establish procedures for the consideration of Board candidates recommended for the Nominating Committee’s consideration by the Company’s stockholders.
- (h) Recommend to the Board the Company’s candidates for election or reelection to the Board at each annual stockholders’ meeting.

- (i) Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
- (j) Develop and recommend to the Board a set of corporate governance principles, and annually review these principles and recommend changes to the Board as appropriate.
- (k) Annually review the Board's leadership structure and recommend changes to the Board as appropriate, and make a recommendation to the independent directors regarding the appointment of the lead independent director, if applicable.
- (l) Make recommendations to the Board concerning the size, structure, composition and functioning of the Board and its committees.
- (m) Recommend committee members and chairpersons to the Board for appointment and consider periodically rotating directors among the committees.
- (n) Approve directorships at other for-profit organizations offered to directors and senior officers of the Company.
- (o) Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
- (p) Oversee succession planning for positions held by senior executive officers, and review succession planning and management development at least annually with the Board, including recommendations and evaluations of potential successors to fill these positions.
- (q) Oversee the orientation process for new directors and ongoing education for directors.
- (r) Oversee the evaluation of the Board and its committees.
- (s) Oversee the Company's stockholder engagement program, and make recommendations to the Board regarding its involvement in stockholder engagement.
- (t) Oversee and make recommendations to the Board regarding sustainability matters relevant to the Company's business, including Company policies, activities and opportunities.
- (u) Annually evaluate the performance of the Nominating Committee and the adequacy of the Nominating Committee's charter and recommend changes to the Board as appropriate.

3. Subcommittees. The Nominating Committee may delegate its duties and responsibilities to one or more subcommittees as it determines appropriate.

4. Outside advisers. The Nominating Committee will have the authority to retain such outside counsel, experts, and other advisers as it determines appropriate to assist it in the full performance of its functions, including any search firm used to identify director candidates, and to approve the fees and other retention terms of any advisers retained by the Nominating Committee.

5. Meetings. The Nominating Committee will meet as often as may be deemed necessary or appropriate, in its judgment, and at such times and places as the Committee or its chairperson determines. The majority of the members of the Nominating Committee constitutes a quorum. The Nominating Committee will report regularly to the full Board with respect to its activities.

*Last Amended: February 9, 2021*