

**VIAINT TECHNOLOGY INC.**

**CHARTER OF THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE  
BOARD OF DIRECTORS**

**AMENDED AND RESTATED ON AUGUST 2, 2024**

1. Members. The Board of Directors (the “*Board*”) of Viant Technology Inc., a Delaware corporation (the “*Company*”), appoints a Nominating and Corporate Governance Committee (the “*Nominating Committee*”) of at least two members of the Board. To the extent required by the rules of The Nasdaq Stock Market LLC (“*Nasdaq*”), taking into account the “controlled company” provisions or any other applicable exemptions to the Nasdaq rules and regulations, the Nominating Committee shall consist entirely of “independent directors” as defined in Nasdaq Listing Rule 5605(a)(2) (“*Independent Directors*”) that meet such other qualifications as are established by the Board from time to time, in each case as determined by the Board. The Board shall designate one member of the Nominating Committee as Chairperson. Members of the Nominating Committee shall be appointed by the Board and may be removed by the Board in its discretion. Vacancies occurring on the Nominating Committee shall be filled by the Board. A subsequent determination that any member of the Nominating Committee does not qualify as an Independent Director will not invalidate any previous actions by the Nominating Committee except to the extent required by law or determined appropriate to satisfy regulatory standards.

2. Purpose, Duties and Responsibilities. The purpose, duties and responsibilities of the Nominating Committee are to 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 shareholders, to develop and recommend to the Board a set of Corporate Governance Guidelines and to oversee the evaluation of the Board. Among its specific duties and responsibilities, the Nominating Committee will:

- (a) Periodically review, and recommend to the Board for approval, the skills, experience, characteristics and other criteria for identifying and evaluating directors.
- (b) Annually evaluate the composition, organization and governance of the Board and its committees to assess whether the skills, experience, characteristics and other criteria established by the Board are currently represented on the Board and its committees and in individual directors, and to assess the criteria that may be needed in the future and make related recommendations to the Board.
- (c) Identify, review and evaluate candidates to serve on the Board, including incumbent directors who are recommended for nomination for reelection to the Board, in each case consistent with criteria approved by the Board and applicable Nasdaq rules and regulations, and consider any potential conflicts of interest involving such candidates.
- (d) Assess the qualifications, contributions and independence of incumbent directors

in determining whether to recommend them for reelection to the Board.

- (e) Discuss succession planning for the Board and key leadership roles on the Board and its committees.
- (f) Establish procedures for the consideration of Board candidates recommended for the Nominating Committee's consideration by the Company's stockholders and recommend to the Board appropriate action on any such recommendation.
- (g) Recommend to the Board the Company's candidates for election or reelection to the Board at each annual stockholders' meeting.
- (h) Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
- (i) Develop and recommend to the Board a set of corporate governance guidelines, and annually review these guidelines and recommend changes to the Board as appropriate.
- (j) 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.
- (k) Make recommendations to the Board concerning the size, structure, composition and functioning of the Board and its committees.
- (l) Recommend committee members and chairpersons to the Board for appointment and consider periodically rotating directors among the committees.
- (m) Oversee succession planning for the Chief Executive Officer and other 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.
- (n) Oversee the periodic review and evaluation of the performance of the Board and its committees.
- (o) Oversee and make recommendations to the Board regarding sustainability matters relevant to the Company's business, including Company policies, activities and opportunities.
- (p) Periodically review and evaluate the performance of the Nominating Committee and annually review and assess the adequacy of this charter, and recommend any proposed changes to the Board for approval.
- (q) Review the disclosure included in the Company's proxy statement regarding the Company's director nomination process and other corporate governance matters.
- (r) Review periodically the Company's practices and initiatives with respect to

environmental, social, and governance (“*ESG*”) matters expected to have a significant impact on the Company’s performance, business activities or reputation and periodically provide reports to the Board on ESG matters.

- (s) Oversee and consider any other corporate governance matters that may arise from time to time and develop appropriate recommendations for the Board.

The operation of the Nominating Committee shall be subject to the Bylaws of the Company and Section 141 of the General Corporation Law of the State of Delaware, each as in effect from time to time.

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

4. Authority; Outside Advisors. In addition to the duties and responsibilities expressly delegated to the Nominating Committee in this charter, the Nominating Committee may exercise any other powers and carry out any other responsibilities consistent with this charter, the purposes of the Nominating Committee, the Company’s bylaws and applicable Nasdaq rules. The Nominating Committee has the authority to conduct any investigation it deems necessary or appropriate to fulfilling its duties. The Nominating Committee has the authority to retain and determine compensation for, and obtain the advice of, such consultants, outside counsel, accountants, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including any search firm used to identify director candidates, and will receive appropriate funding, as determined by the Nominating Committee, from the Company for payment of compensation to any such advisors and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Nominating Committee’s duties.

Each member of the Nominating Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Nominating Committee to discharge his or her responsibilities hereunder. The Nominating Committee shall have authority to require that any of the Company’s personnel, outside counsel, accountants, experts and other advisors attend any meeting of the Nominating Committee or meet with any member of the Nominating Committee or any of its special, outside legal or other advisors or consultants. The approval of this charter by the Board shall be construed as a delegation of authority to the Nominating Committee with respect to the responsibilities set forth herein.

5. Meetings and Minutes. The Nominating Committee shall hold such regular or special meetings as the Nominating Committee or its Chairperson shall deem necessary or appropriate, but at least annually, and at such times and places as the Nominating Committee or its Chairperson determines. The Chairperson of the Nominating Committee shall preside at each meeting. The Chairperson of the Nominating Committee will report regularly to the full Board with respect to its activities, or whenever so requested by the Board.

Minutes of each meeting of the Nominating Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company after each meeting.