

VIA NT TECHNOLOGY INC.

COMPENSATION COMMITTEE CHARTER

1. Members. The Board of Directors of Viant Technology Inc. (the “Company”) appoints a Compensation Committee (the “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 Nasdaq standards of “independence” for directors and compensation committee members, as determined by the Board. A subsequent determination that any member of the Committee does not qualify as a “non-employee director” will not invalidate any previous actions by the Committee except to the extent required by law or determined appropriate to satisfy regulatory standards.

2. Purpose, Duties, and Responsibilities. The purpose of the Committee is to assist the Board in discharging its responsibilities relating to compensation of the Company’s executive officers and directors. Among its specific duties and responsibilities, the Committee will:

- (a) Oversee the Company’s overall compensation philosophy, policies and programs, and assess whether the Company’s compensation philosophy establishes appropriate incentives for management and employees.
- (b) Assess the results of the Company’s most recent advisory vote on executive compensation.
- (c) Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (“CEO”), evaluate the CEO’s performance in light of those goals and objectives, approve the grant of equity awards to the CEO, and recommend to the Board the CEO’s compensation level based on this evaluation; provided, however, that if at any time the Committee does not consist entirely of independent directors, then the Committee shall recommend the CEO’s compensation to the independent members of the Board for approval thereby. The CEO may not be present during voting or deliberations on his or her compensation.
- (d) Oversee the evaluation of other executive officers and approve the grant of equity awards to other executive officers, and recommend to the Board the compensation of other executive officers based upon the recommendation of the CEO.
- (e) Administer and make recommendations to the Board with respect to the Company’s incentive compensation and equity-based compensation plans that are subject to Board approval.
- (f) Approve the terms and grant of equity awards for executive officers; provided, however, that if at any time the Committee does not consist of at least two “non-employee directors” (“Non-Employee Directors”) for purposes of Rule 16b-3

under the Securities Exchange Act of 1934 (the “Exchange Act”), then the Committee shall recommend any option or other stock incentive awards proposed to be granted to any “officer” (as defined in Rule 16a-1(f) under the Exchange Act) to (i) the full Board or (ii) a committee of the Board consisting entirely of two or more Non-Employee Directors, for approval thereby.

- (g) Review and approve the design of other benefit plans pertaining to executive officers.
- (h) Approve, and amend or modify, the terms of other compensation and benefit plans as appropriate.
- (i) Review and recommend to the Board employment and severance arrangements for executive officers, other than the CEO, including employment agreements and change-in-control provisions, plans or agreements, and recommend the approval of such arrangements for the CEO to the independent members of the Board for approval thereby.
- (j) Review and discuss with management any Company’s Compensation Discussion and Analysis (“CD&A”) and related disclosures that Securities and Exchange Commission (“SEC”) rules require be included in the Company’s annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement, and oversee preparation of the compensation committee report required by SEC rules for inclusion in the Company’s annual report and proxy statement.
- (k) Annually review compliance by executive officers and directors with the Company’s stock ownership guidelines, if applicable.
- (l) Annually review the form and amount of compensation of directors for service on the Board and its committees and recommend changes in compensation to the Board as appropriate.
- (m) Oversee the assessment of the risks related to the Company’s compensation policies and programs applicable to officers and employees, and report to the Board on the results of this assessment.
- (n) At least annually, assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company’s annual report and proxy statement.
- (o) Oversee the Company’s engagement efforts with stockholders on the subject of executive compensation.
- (p) Oversee the administration of the Company’s clawback policy, if any, and review and recommend changes to any such policy to the Board from time to time as appropriate.

- (q) Oversee the Company's strategies and policies related to human capital management, including with respect to matters such as diversity and inclusion, workplace environment and culture, and talent development and retention.
- (r) Annually evaluate the performance of the Committee and the adequacy of the Committee's charter.

3. Subcommittees. The Committee may delegate its duties and responsibilities to one or more subcommittees, consisting of not less than two members of the Committee, as it determines appropriate.

4. Outside advisers. The Committee will have the authority, in its sole discretion, to retain or obtain the advice of such consultants, outside counsel and other advisers as it determines appropriate to assist it in the full performance of its functions, including any compensation consultant used to assist in the evaluation of director, CEO or executive compensation. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any consultants, outside counsel and other advisers retained by the Committee, and will receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such advisers. The Committee will assess the independence of consultants, outside counsel and other advisers (whether retained by the Committee or management) that provide advice to the Committee, prior to selecting or receiving advice from them, in accordance with Nasdaq listing standards.

5. Meetings. The 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 Committee constitutes a quorum. The Committee will report regularly to the full Board with respect to its activities.

Last Amended: February 9, 2021