FISCAL YEAR 2025 ANNUAL FINANCIAL REPORT

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2025
OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from__________to__________

Commission File Number: 001-40015

Viant Technology Inc.
(Exact name of registrant as specified in its charter)

Delaware	**85-3447553**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2722 Michelson Drive, Suite 100
Irvine, CA, 92612

(Address of principal executive offices and zip code)

(949) 861-8888

(Registrant’s telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value $0.001 per share	DSP	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒	Emerging growth company	☒
Non-accelerated filer	☐	Smaller reporting company	☒		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant, based on the closing price of the registrant's Class A common stock on the Nasdaq Global Select Market on June 30, 2025, the last business day of the registrant’s most recently completed second fiscal quarter, was approximately $185.1 million.

As of March 10, 2026, there were 17,755,759 shares and 45,597,216 shares of the registrant’s Class A and Class B common stock, respectively, each $0.001 par value per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant’s definitive Proxy Statement for its 2026 Annual Meeting of Stockholders, which the registrant intends to file pursuant to Regulation 14A with the Securities and Exchange Commission no later than 120 days after the registrant’s fiscal year ended December 31, 2025, are incorporated by reference into Part III of this Annual Report on Form 10-K.

VIANT TECHNOLOGY INC.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K ("Annual Report") contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which statements involve substantial risks and uncertainties.

In some cases, you can identify forward-looking statements by words such as "may," "will," "should," "could," "intend," "consider," "expect," "plan," "anticipate," "believe," "estimate," "commit," "ensure," "target," "predict" or "continue" or the negative or plural of these words or other similar terms or expressions. All statements other than statements of historical fact are forward-looking statements, which speak only as of the date they are made and are not guarantees of future performance. Forward-looking statements contained in this Annual Report include, but are not limited to, statements about: our future financial performance, including our revenue, cost of revenue, gross profit, contribution excluding traffic acquisition costs ("contribution ex-TAC"), adjusted EBITDA, and operating expenses; trends in our key business measures; the sufficiency of our cash and cash equivalents and cash provided by sales of our products and services to meet our liquidity needs; market trends; our market position and opportunity; our growth and product strategies, including our expectations relating to ViantAI; our efforts to enhance the security and privacy of our platform; the impact of information and data privacy trends and regulations on our business and competitors; the potential impacts of macroeconomic and geopolitical events on our business and the business of our customers, suppliers and channel partners, and the economy; payments under our Tax Receivable Agreement; potential impacts from changes in applicable tax laws and other legislation; repurchases of stock related to the stock repurchase program; our ability to attract new customers and retain existing customers; our ability to successfully expand into our existing markets and into new markets; our ability to effectively manage our growth and future expenses; our environmental and sustainability initiatives; and the impact of recent accounting pronouncements on our consolidated financial statements.

The forward-looking statements contained in this Annual Report are based on historical performance and management's current plans, estimates and expectations in light of information currently available to us and are subject to uncertainty and changes in circumstances. There can be no assurance that future developments affecting us will be those that we have anticipated. Actual results may differ materially from these expectations due to changes in global, regional or local political, economic, business, competitive, market, regulatory and other factors, many of which are beyond our control, as well as the other factors described in the section entitled "*Risk Factors*" in this Annual Report. Additional factors or events that could cause our actual results to differ may also emerge from time to time, and it is not possible for us to predict all of them. Should one or more of these risks or uncertainties materialize or should any of our assumptions prove to be incorrect, our actual results may vary in material respects from what we may have expressed or implied by these forward-looking statements. We may not actually achieve the plans, intentions, or expectations disclosed in our forward-looking statements, and we caution that you should not place undue reliance on any of our forward-looking statements. Any forward-looking statement made by us in this Annual Report speaks only as of the date on which we make it. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by applicable securities laws. You should read this Annual Report, and the documents that we reference in this Annual Report and have filed with the Securities and Exchange Commission ("SEC"), with the understanding that our actual future results, performance, and events and circumstances may be materially different from what we expect.

We may use the "Investor Relations" section of our website, our LinkedIn account, the LinkedIn account of our Chief Executive Officer, Tim Vanderhook, the LinkedIn account of our Chief Operating Officer, Chris Vanderhook, our X (formerly known as Twitter) account (@viant_tech), and Chris Vanderhook's X account (@cvanderhook) as a distribution channel for material information about the Company. Financial and other important information regarding the Company is routinely posted on and accessible through the "Investor Relations" section of our website at investors.viantinc.com and the foregoing LinkedIn and X pages. In addition, you may automatically receive email alerts and other information about the Company when you enroll your email address by visiting the "Email Alerts" option under the IR Resources menu of the Investor Relations section of our website at investors.viantinc.com.

Additionally, certain information we may disclose (either here or in other locations, such as our website) is informed by the expectations of various stakeholders and/or third-party frameworks and, as such, may not necessarily be material for purposes of our filings under U.S. federal securities laws, even if we use "material" or similar language in discussing such matters. Particularly in the environmental, social and governance ("ESG") context, for example, there are various approaches to materiality that differ from, and in many cases are more expansive than, the definition under U.S. federal securities laws.

RISK FACTOR SUMMARY

Our business is subject to numerous risks and uncertainties, including those described in the "*Risk Factors*" section of this Annual Report. You should carefully consider these risks and uncertainties when investing in our Class A common stock. Some of the principal risks and uncertainties include the following:

- Our success and revenue growth are dependent on enhancing and improving our platform and effectively educating and training our customers on how to make full use of our platform;
- We may not realize the expected benefits of an industry shift away from cookie-based consumer tracking;
- If we fail to innovate and make the right investment decisions in our offerings and platform, we may not attract and retain customers, and our revenue and results of operations may decline;
- The market for programmatic advertising is evolving. If this market develops slower or differently than we expect, our business, operating results and financial condition would be adversely affected;
- We receive a significant amount of revenue from a select number of advertising agency holding companies, which own various advertising agencies, and the loss of advertising agencies as customers could harm our business, operating results and financial condition;
- We often have long sales cycles, which can result in significant time between initial contact with a prospect and execution of a customer agreement, making it difficult to project when, if at all, we will obtain new customers and when we will generate revenue from those customers;
- The effects of macroeconomic conditions and geopolitical events, such as inflation, tariffs, changes in trade policies, international conflict, high interest rates, and other adverse market events, have had, and could in the future have, an adverse impact on our business, operating results and financial condition;
- If our access to advertising inventory is diminished or fails to grow, our revenue could decline, and our growth could be impeded;
- If our access to data is diminished, the effectiveness of our platform would be decreased, which could harm our operating results and financial condition;
- We are subject to stringent and changing legal obligations related to data privacy, artificial intelligence, and security. Our actual or perceived failure to comply with such obligations could lead to regulatory investigations or actions, litigation (including class action claims) and mass arbitration demands, litigation and regulatory defense costs, fines and penalties, disruptions of our business operations, reputational harm, loss of customers or sales, revenue declines, increases to the cost of data, reductions in the availability of data, reductions to our ability to utilize or disclose data, and have adverse effects on the demand for our products and services or other adverse business consequences;
- Our business or ability to operate our platform could be impacted by changes in technology initiated by technology companies, end users, or government regulation. Such developments, including the restriction of "third-party cookies" and use of automated opt out signals could cause instability in the advertising technology industry;
- A significant breach of or other security incident involving our IT Systems or Confidential Data (each as defined in this Item 1A), or of the security of our or our customers', suppliers', or other third parties' systems or data upon which we rely could be detrimental to our business, reputation and results of operations;
- Our use of artificial intelligence technologies may not result in the benefits we anticipate for our business, and may result in a decline in the performance of our products, services and business, as well as our reputation and the reputations of our customers, or cause us to incur liability resulting from the violation of laws or contracts to which we are a party;
- Our proprietary rights may be difficult to enforce, which could enable others to copy or use aspects of our technology without compensating us, thereby eroding our competitive advantages and harming our business;
- The market price of our Class A common stock has been and may continue to be volatile or may decline regardless of our operating performance;
- Evolving expectations regarding environmental, social, and governance matters may impact our business and reputation; and
- We are a "controlled company" within the meaning of the listing standards of the Nasdaq Global Select Market and, as a result, qualify for, and rely on, exemptions from certain corporate governance requirements.

PART I

Item 1. Business.

Our Company

We are an advertising technology company. Our cloud-based demand side platform ("DSP") enables the programmatic purchase of advertising, which is the electronification of the digital advertising buying process. Programmatic advertising is rapidly taking market share from traditional ad sales channels, which require more staffing, offer less transparency, and involve higher costs to buyers.

Our DSP is used by marketers and their advertising agencies to centralize the planning, buying and measurement of their digital advertising across most channels. Through our omnichannel platform, a marketer can easily buy ads on connected TV ("CTV"), streaming audio, digital out-of-home, mobile and desktop.

Our DSP is an easy-to-use self-service platform that provides our customers with transparency and control over their advertising campaigns. Once a marketer describes their campaign objectives, they can choose to maintain hands-on control over every campaign detail or have our platform autonomously execute, optimize, and measure their advertising investments. Our platform offers customers unique visibility across a variety of inventory, allowing them to create customized audience segments and leverage our proprietary Household ID ("HHID") and strategic partner data to reach target audiences at scale. Our platform delivers a full suite of forecasting, reporting and automation that provides our customers with insights into available inventory based on the desired target audience. We offer advanced forecasting and reporting that empowers our customers with functionality designed to ensure they can accurately measure and improve their return-on-advertising spend (“ROAS”) across channels.

Marketers use our platform to deliver advertising campaigns to their desired target audience across channels and formats. Through platform integrations, we offer our customers access to omnichannel advertising inventory, which refers to media available across devices, channels and formats. Our platform supports a full range of transaction types including real-time bidding, private marketplace and programmatic guaranteed, allowing customers to easily source and integrate ad inventory directly from publishers and private marketplaces.

We enable deep data access through our data integrations to authenticate user identities across a range of devices. Our HHID enables us to be the nexus point with more than 70 data partners, providing customers with deep access to data across market verticals such as automotive, entertainment, professional services, retail, consumer packaged goods, travel and tourism, and healthcare. Our HHID solution empowers marketers to reach people across their devices, whether individuals are at home or away from home, without the use of cookies. Leveraging patented technology, our HHID technology cuts through more than 1.8 billion IP addresses and other identifiers and translates them into 125 million households. Our identity graph links these households to an estimated 1 billion connected devices.

Our customers are advertising buyers including large advertising holding companies, independent advertising agencies, mid-market advertising service organizations as well as marketers that rely on our self-service platform for their programmatic ad buying needs. We are a trusted partner to our customers as exemplified by our customer satisfaction rating of over 90% in 2025 based on Viant’s Annual Customer Satisfaction Survey. Many of our customers use us as their primary DSP.

Using our identity resolution capabilities led by our patented HHID and identity graph, marketers and their advertising agencies can identify targeted consumers using real-world identifiers rather than relying primarily on cookies to track users. We believe the industry is shifting to replace cookies in delivering personalized advertising, particularly for identification. Our HHID allows marketers to deliver personalized advertising while being able to accurately link ad impressions across multiple devices and to customer sales and measure the impact of their ad spend. Many of our competitors rely on cookies for the targeting and measurement of digital advertising but this technology has not been effective at accurately measuring the real impact of a marketer’s ad spend on their business results. Apple’s web browser, Safari, has added controls that algorithmically block or limit some cookies, and other browsers and platforms have added similar controls. This market change has created an increase in demand from marketers actively looking for platforms like ours that offer an alternative to cookie-based tracking, which we believe is strengthening our strategic position.

Programmatic advertising has proven its value to marketers and an increasing number of organizations are devoting more of their digital ad spend to it. The digital ecosystem continues to evolve and with it, programmatic advertising, creating new opportunities and needs for marketers and their agencies. The U.S. programmatic advertising market is expected to grow from $158.8 billion in 2024 to $225.3 billion in 2027, a 12% compound annual growth rate (“CAGR”), according to eMarketer, a market research company that provides insights and trends related to digital marketing, media and commerce. We focus on ad buyers and believe that our solutions will accelerate the shift of advertising budgets to programmatic advertising. Additionally, as marketers desire more control over programmatic advertising and move some functions of programmatic ad buying in-house, we have automated our platform by leveraging machine learning, automated decision-making and artificial intelligence ("AI") designed to address these needs and expand our market opportunity.

Our total revenue was $344.2 million, $289.2 million and $222.9 million for the fiscal years ended December 31, 2025, 2024 and 2023 ("fiscal year 2025", "fiscal year 2024", and "fiscal year 2023"), respectively, representing an increase of 19.0% from fiscal year 2024 to fiscal year 2025 and an increase of 29.7% from fiscal year 2023 to fiscal year 2024. We recorded net income (losses) of $24.1 million, $12.5 million and $(9.9) million, and adjusted EBITDA of $57.4 million, $44.4 million, and $29.1 million for the years ended December 31, 2025, 2024 and 2023, respectively.

Adjusted EBITDA is a financial measure not presented in accordance with generally accepted accounting principles in the United States of America ("GAAP"). For a definition of adjusted EBITDA, an explanation of our management's use of this measure and a reconciliation of adjusted EBITDA to our net income or net loss, see *"Management's Discussion and Analysis of Financial Condition and Results of Operations—Key Operating and Financial Performance Measures—Use of Non-GAAP Financial Measures."*

Our Industry

We believe the key industry trends shaping the advertising market include:

Advertising dollars shifting toward programmatic advertising: We believe the advertising industry is still in the early stages of a shift toward programmatic advertising. The ability to transact through real-time-bidding platforms has evolved beyond banner advertising to be used across a wide range of advertising channels and formats, including CTV, streaming audio, digital out-of-home, mobile, and desktop. U.S. programmatic advertising is experiencing a rapid increase in adoption and, according to eMarketer, is expected to grow at a 12% CAGR from 2024 to 2027, reaching $203.0 billion in 2026 and $225.3 billion by 2027. U.S. programmatic advertising is forecasted to represent 46% of total U.S. media spend by 2027, increasing from 40% in 2024. The TV industry is undergoing significant disruptions as internet-enabled CTV has become a preferred vehicle for streaming video content. CTV ad spending is expected to reach $38.0 billion in 2026, with 92% of those dollars going to video ads. CTV ad spending is expected to continue double-digit annual growth rates and surpass traditional TV ad spending in 2029 and reach $52.5 billion. The amount of CTV users in the U.S. is forecasted to increase from approximately 235 million, or 70% of the U.S. population, in 2024 to approximately 248 million, or 73%% of the U.S. population, in 2027, according to eMarketer. CTV also provides a number of benefits to advertisers, including more accurate control of scale, addressability and measurement. Marketers are increasingly investing in CTV as more inventory becomes available. According to eMarketer, 89% of CTV ad spend was transacted programmatically in 2025. The share of programmatic advertising is expected to increase to 93% in 2027.

Strong marketer demand for ROAS measurement across most channels: Marketers are looking for a centralized view of their customers, while connecting online and offline purchases to accurately measure ROAS. ROAS is a critical metric for marketing campaigns. Insights from ROAS across all campaigns inform marketers about the value of their investment across all media spend in near real-time. Hence, marketers seek tools to track their ROAS across channels. We believe customers using our platform and HHID are able to get a more accurate measurement of ROAS as compared to cookie-based platforms, especially in naturally cookieless environments such as CTV.

Demand for scaled people-based platforms: Advertising has become more data driven, and marketers need to be able to target audiences at the individual and household level while respecting consumer privacy. Internet advertisers in the past have capitalized on device-based identifiers such as cookies to gain insights into users and ad performance. However, technical changes and increased privacy concerns are causing marketers to reduce their reliance on vendors and platforms that primarily utilize cookies for device identification. In today's connected world, marketers need to be able to identify their customers and connect with them across most channels, devices and formats. This, we believe, will drive an industry shift away from cookie-based DSPs to scaled people-based DSPs.

Brands directly selecting advertising platform solutions: Marketers are increasingly becoming directly involved in the selection of their advertising platform solutions as they seek to reduce costs, better leverage their customer data and gain more control over their advertising and data. The automation of ad-buying technology has enabled fast, accurate and cost-effective decision-making, resulting in ad buying becoming a function that an increasing number of chief marketing officers want to fully own.

Our Market Opportunity

We believe that over the long term, our total addressable market is the total global advertising market, which eMarketer has forecasted to grow from $1.1 trillion in 2026 to $1.4 trillion in 2029, an 8% CAGR. Currently, our focus is primarily on the U.S. market, which eMarketer has forecasted to grow from $443 billion in 2026 to $513 billion in 2028 in the United States, an 8% CAGR, primarily including the following segments:

- ***CTV:*** U.S. CTV advertising is forecasted to be a $38.0 billion market in 2026 and forecasted to grow to $42 billion in 2028, a 12% CAGR. CTV includes over-the-top ("OTT") content delivered through a connected device over the internet.
- ***Desktop and Mobile:*** U.S. desktop and mobile advertising are forecasted to grow from a $307 billion market in 2026 to a $371 billion market in 2028, a 9% CAGR.

- ***Streaming Audio:*** U.S. digital audio advertising is forecasted to be a $7.5 billion market in 2026 and forecasted to grow to an $8.4 billion market in 2028, a 5% CAGR.
- ***Digital Billboards:*** U.S. billboard advertising is forecasted to be a $3.5 billion market in 2026 and forecasted to grow to a $4.2 billion market in 2028, a 7% CAGR.

The forecasts for each segment above include both programmatic and non-programmatic digital advertising. In recent years, programmatic advertising has represented an increasing portion of total U.S. media spend. eMarketer estimates that the U.S. programmatic advertising market, as represented by the segments above, will grow from $159 billion in 2024 to $225 billion in 2027, a 12% CAGR.

Our Solutions

Our DSP makes it easy to buy ads across a wide range of advertising channels and formats, and helps brands measure the impact of their ad spend by providing electronic buying and measurement of all advertising. Our platform enables marketers and their advertising agencies to plan, buy and measure campaigns across channels. Customers can choose to maintain hands-on control over every campaign detail or have our platform autonomously execute, optimize, and measure their advertising investments. Integrated with our HHID, we provide our customers with a full suite of forecasting, reporting and automation to make informed decisions around their advertising investments. With the launch of our artificial intelligence product suite, ViantAI, we are building the future of autonomous advertising solutions, empowering advertisers to achieve their boldest goals while maintaining the strategic oversight they require. We provide exceptional customer service to ensure our customers have the level of support required for their unique business needs. Viant is driven to be a leader in innovation, automation, transparency, customer focus and responsible media.

ViantAI**:** Our artificial intelligence product suite, which launched in 2024, is a foundational component of our long-term vision for autonomous advertising to create the most efficient and cost-effective experience for our customers. ViantAI handles every stage of programmatic advertising, from building campaigns to optimizing execution, allowing advertisers and their agencies to rely on ViantAI to manage their day-to-day campaigns while focusing on higher-level strategic objectives.

Our ViantAI suite currently includes AI Planning, which enables media planners to design high-impact campaigns in seconds, AI Bidding, which optimizes inventory costs by lowering the effective cost per mille ("eCPM") through automated bid adjustments, AI Measurement and Analysis, which provides accessible measurement and insights via a user-friendly chat interface, and recently launched, AI Decisioning, an AI-driven engine which autonomously manages execution towards an outcome an advertiser defines by continuously evaluating a number of proprietary data signals in parallel, including HHID, IRIS_ID, supply quality scoring, historical campaign performance, bid pricing dynamics and real-time delivery data, to determine and execute optimization decisions without manual intervention. The launch of AI Decisioning was accompanied by the introduction of Outcomes, our autonomous advertising performance solution that utilizes each of the four phases of ViantAI, and various signals within our intelligence layer, to build and execute campaigns designed to deliver an optimal outcome.

Holistic, Omnichannel DSP: Marketers and their agencies can use our integrated platform to efficiently manage omnichannel campaigns and access metrics from each channel to inform decisions in other channels. Our integrations enable the purchase of advertising media across CTV, streaming audio, digital out-of-home, mobile and desktop. Our technology leverages AI and machine learning to identify the best supply partners, formats and impressions based on our customers' goals.

Household ID™: Our proprietary innovation that combines digital and personal identifiers into a normalized household profile that provides known customer data insights and optimized bid decisions for target audiences, accurate reach and frequency management across omnichannel supply including cookieless channels like CTV, Safari and mobile app and holistic measurement of conversions across all devices and context. Whether online or in-store, we can attribute conversions to media investments. The HHID not only captures the ad exposure as the impression is delivered but can also connect that ad exposure to an outcome which significantly differentiates our DSP technology.

IRIS_ID**:** A content identifier that allows supply partners to securely share their video-level data to power planning, targeting, and measurement solutions in ad supported streaming media. The IRIS_ID serves as the signal for data solutions to access and supply partners' content and analyze each video frame by frame to create standardized contextual and brand suitability segments.

Viant Data Platform: We provide the Viant Data Platform that is directly integrated into our centralized DSP and offers marketers control over their own data with actionable insights into their marketing initiatives within a single platform. The Viant Data Platform offers the ability to integrate first-party data with data from top third-party data providers in order to obtain key insights, reporting and attribution opportunities.

Direct Access: Our supply path optimization program creates a more cost efficient, direct path to premium inventory through partnerships with leading CTV publishers and the removal of resellers from the digital supply chain. By bringing buyers and sellers closer through direct inventory and first-party data integration, this program lowers media cost for the advertiser and increases revenue for the publisher. We believe this program has had a significant impact on how we continue to outpace the high-growth CTV market.

Advanced Reporting and Measurement: We invest heavily in our measurement capabilities, as we believe advertising should be driving a positive return. Our self-service campaign analysis and data intelligence tool empowers customers with differentiated insights, including conversion lift, multi-touch attribution, foot-traffic data reports, digital-out-of-home lift, sales reporting and ROAS analytics. Leveraging our HHID and machine learning algorithms, our platform provides marketers real-time actionable insights throughout an advertising campaign. Our built-in automation enables marketers to optimize digital campaigns designed to achieve their key performance indicator ("KPI") goals.

Flexible Customer Engagement Models**:** Our DSP and related services are available through several levels of best-in-class customer service, from a self-service interface, which offers customers transparency and control over their advertising campaigns and underlying data infrastructure, to a fully managed end-to-end solution, which offers an experienced support team to assist with audience creation and management, campaign execution and advanced reporting. Additionally, customers can choose to have our platform autonomously execute, optimize, and measure their advertising investments by enabling AI-driven management of the campaign lifecycle with minimal manual intervention.

Our Strengths

We believe the following attributes and capabilities provide us with long-term competitive advantages:

- ***Scalable Self-Service Platform:*** Our self-service platform enables customers to choose the level of Viant involvement from maintaining hands-on control over every campaign detail to having our platform autonomously execute, optimize, and measure their advertising objectives with minimal manual intervention. This scalable architecture creates operating leverage: as we add new customers and as existing customers increase their use of our platform, our revenue grows significantly faster than our personnel costs. Our platform's automation capabilities allow us to scale customer campaigns and onboard new clients without requiring proportional increases in headcount, enabling us to capture market share while expanding margins.
- ***Machine Learning and AI Capabilities:*** We enable the use of machine learning, workflow automation, automated reporting and other functionalities that allow our customers to update and make thousands of changes automatically to help achieve their desired business outcomes. With the continued development of our end-to-end ViantAI platform, we have AI-powered tools that drive better efficiency across the four key areas of programmatic ad buying: planning, bidding, measurement and decisioning. In addition to the speed and ease of use, ViantAI brings an additional level of sophistication to the campaign planning process. Leveraging years of data from campaigns executed through our platform, we believe ViantAI is faster, smarter and more precise in its planning capabilities compared to traditional planning technology tools.
- ***Proprietary Technology:*** We leverage a robust suite of proprietary tools and products to enable our customers to utilize our platform and services. We are constantly iterating and developing new tools and products while utilizing our patented technologies and processes. As of December 31, 2025, we held 65 issued patents and 24 additional pending patent applications, which cover many of our proprietary products. As new offerings are developed, we continue to file and obtain patents on the most valuable and innovative products developed at our Company.
- ***Demand Side Only:*** As we are a demand side only platform, we are not conflicted with getting the best pricing for marketers and their agencies. That results in reduced inventory costs via lower eCPMs.
- ***Onboarding:*** We enable marketers to safely and securely onboard their first-party data to gain a view into their customers' top attributes, create targeting segments and easily activate and measure these customer segments through our Viant Data Platform. Our simple interface allows marketers to upload audience data with ease and create a unique segment or build lookalike audiences without the need for a separate data management platform. Our data integrations provide marketers with high match rates, which offers scalable and meaningful audience insights for segmentation, targeting and measuring key outcomes both online and offline.
- ***IRIS_ID:*** The IRIS_ID is an anonymous universal identifier that allows advertisers to go beyond targeting at the CTV app level, enabling precise targeting down to the individual video file where their ads will run. The IRIS_ID also contains powerful data driven insights, including contextual segments, emotional sentiment analysis and brand suitability data which provides advertisers with a richer understanding of the videos and scenes accompanying their ads, empowering safer, smarter and more impactful CTV ad campaigns.
- ***Advanced Reporting and Measurement:*** We invest heavily in our measurement capabilities, as we believe this will increase our customers' usage of our DSP and related services. Our platform measures ROAS across most channels and empowers our customers with real-time insights, including foot-traffic reports and multi-touch attribution analytics. Our advanced reporting functionality uses our aforementioned identity graph to provide marketers with a holistic view of measurement across most channels.

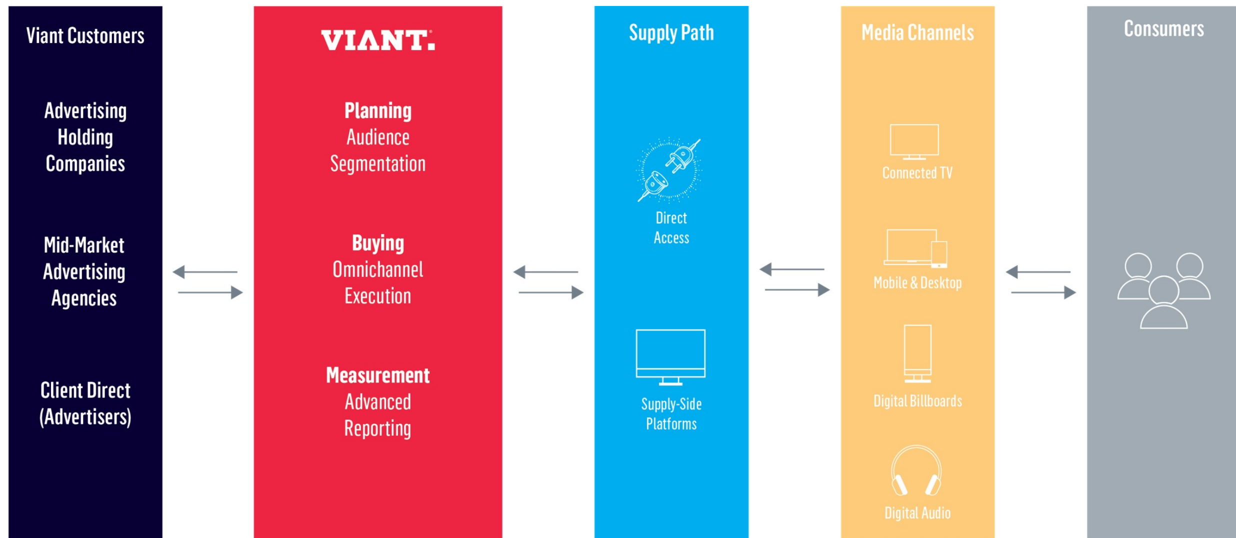
- ***Differentiated Identity-Based Capabilities:*** Our platform leverages our HHID to integrate with over 70 data partners. We believe this allows for a much more effective and privacy-friendly approach to advertising than using cookies for identification.
- ***Experienced Management Team:*** Our management team has deep and extensive experience in the advertising technology sector, which we believe provides us with a competitive advantage. The experience of our management team has allowed us to continue to be innovative in developing solutions for our customers.
- ***Business Model:*** Because we have a self-service platform, as we add new customers and as customers increase the use of our platform, we are able to demonstrate strong operating leverage.

Our Growth Strategy

We believe that the advertising market is in the early stages of a shift toward programmatic advertising as well as in an ongoing shift from linear TV spend to CTV spend. We intend to capitalize on this opportunity by pursuing the following strategies:

- ***Invest in and continue to build a platform utilizing artificial intelligence and machine learning***: We are committed to leveraging AI to streamline advertising operations and enhance data-driven decision-making for our customers. With continued investment in our ViantAI suite of products to support additional features and functions, we believe we will attract new customers and encourage our existing customers to increase usage of our platform. We believe many advertisers are in the early stages of moving a greater percentage of their advertising budgets to programmatic channels. By providing and continuing to develop automated solutions for the planning, buying and measuring of their media spend across channels, we believe we are well positioned to capture the increase in programmatic budgets from new and existing customers.
- ***Continue to invest in our customers' success:*** Our platform provides extensive functionality designed to provide our customers with a high level of control and enable them to run efficient ad campaigns. We continue to enhance new customer onboarding and support while investing in training and education for customers to maximize their success with our platform.
- ***Continue to strengthen our omnichannel partnerships:*** We believe we have one of, if not the largest breadth of advertising inventory across channels in our industry landscape. We will continue to invest in the integration of new supply partners across channels and as part of our Direct Access program, bring buyers and sellers closer through direct inventory and first-party data integration. The addition of new supply partners, together with our supply path optimization program, will continue to broaden our supply of premium advertising inventory and create a more cost efficient path to that inventory.
- ***Expand our sales and marketing investments:*** We intend to continue to expand sales and marketing efforts to increase awareness and consideration of our platform and promote the advantages of our ViantAI suite as well as our HHID framework and IRIS_ID as cookie-based options continue to decline.
- ***Invest in growth through acquisitions:*** We intend to invest in acquisitions that will allow us to offer new products and capitalize on our large and growing market opportunity. To the extent we find attractive acquisition candidates and business opportunities in the future, we may continue to acquire complementary businesses, products and technologies.

Our Platform



Viant's DSP enables a marketer or their agency to programmatically buy a streaming ad on CTVs, an ad in a digital billboard on the side of the highway, an ad in a mobile application, an ad during a podcast or other streaming audio, or a dynamically personalized ad on any website, all within a single user interface. As illustrated by the graphic above, we believe that our platform sits at the center of the digital advertising ecosystem.

The key components of our platform include:

- *Interoperable DSP.* Our holistic, omnichannel DSP enables brands and agencies to seamlessly target and measure key audiences across leading supply from premium publishers within CTV, streaming audio, digital out-of-home, mobile, desktop and more without having to constantly switch between platforms.
- *Comprehensive Forecasting.* Our platform allows customers to plan future marketing campaigns based on desired targeting tactics by utilizing historical bid request data and machine learning to project performance onto available inventory. Customers can easily apply multiple data segmentation filters and see what ad inventory is available and at what price.
- *Ease of Use.* Our intuitive user interface enables marketers to seamlessly move from forecasting to launching live advertising campaigns. This reduces the time from planning a campaign to execution, helping marketers to fluidly execute deterministic cross-channel campaigns using a variety of quality data and supply partners to reach their target audience.
- *Campaign Decisioning.* We offer the ability to continuously measure and optimize campaigns by leveraging powerful KPIs directly within platform reports. Marketers have the ability to optimize campaigns in-flight, even if they have already started. This granular decision-making ability provides customers more accurate and real-time understanding of the performance of their live campaigns.

Household ID: Our DSP has exclusive access to the HHID, making it a DSP that already operates in cookieless environments including CTV and mobile applications. The HHID powers data, channel and publisher interoperability providing simple and effective advertising**.** Marketers can easily sync customer data, build custom audiences, extend target audiences and understand audience insights seamlessly within our platform.

- *Cookieless Solution.* The HHID provides marketers the scalability, addressability, and measurability for success today. This patented technology unlocks many benefits such as:
  - built-in cross-device conversion tracking, allowing marketers to target all eligible devices in a household to drive conversions;
  - universal frequency management at scale, eliminating the need to control frequency in silos based on channel and/or device limitations; and
  - tracking uniformity and identity persistence across all browsers and tracking environments with otherwise fragmented identifiers.

- *Onboarding.* Through our simple interface, marketers can upload and leverage their first-party data using the HHID. This enables marketers to onboard their first-party data and instantly gain a view into their customers' top attributes, create targeting segments and easily activate and measure these customer segments across cookieless environments.
- *Lookalike Modeling.* We help expand the reach of an existing audience segment or prospect list for new customers for extended scale of critical audiences.
- *Household ID Targeting and Data Integrations.* Viant's HHID allows brands to connect with real households and individuals with accurate reach and frequency. Our integrations with more than 70 data providers allow for extensive audience data mapping, giving users the ability to target consumers based on purchase behaviors, location, TV viewership insights and much more. Superior integrations with TV viewership data providers present users with one of the most established, scaled and accurate CTV footprints in the market.

Advanced Reporting: We close the loop on digital and traditional media by linking ad spend to online and offline sales.

- *Reach and Frequency.* Our platform accurately measures how many households and unique users an advertising campaign reached and the frequency of exposures.
- *Cross-Channel Reporting.* Our cross-channel reporting capabilities equip customers to analyze cross-device and cross-channel campaign impact on sales and other KPIs.
- *Multi-Touch Attribution*. Our multi-touch attribution provides customers the ability to receive insights into where target audiences are interacting with brands, the impact of touchpoints across channels and devices and the order of steps along the conversion journey. The resulting holistic view of ad performance enables customers to close the loop on measurement and better link ad spend to sales.
- *Conversion Lift.* Our conversion lift reporting helps advertisers understand the impact of media in driving conversions. Ghost bids are a control group made up of consumers who were within the campaign targeting criteria and active on the programmatic network, on whom a bid request was placed to show them the campaign ad, but the bid was lost. Those impressions are then passively tracked and included in the control group. By leveraging ghost bids to create a control group, customers can see how much impact their media has in driving incremental conversions and use these insights to refine their optimization strategy for better results and investment impact.
- *Foot Traffic Attribution.* Our foot traffic data reporting capabilities allow customers to analyze the impact of their ad campaigns on driving visits to a physical location.
- *Digital Billboard Reporting.* Our digital billboard reporting provides a holistic view of ad spend, giving customers real-time insights into their digital billboard ad performance and helping customers optimize budgets by allocating ad spend on effective digital billboards and venue types.

Our platform is built with ad buyers in mind and offers many in-depth features that give buyers the highest levels of control, which helps ensure they are running the most efficient campaigns possible. This includes:

- ***Machine Learning and ViantAI Algorithms:*** Our built-in advanced machine learning technology and ViantAI solutions analyze millions of impressions and data points every second. Our algorithms find optimal bid prices for maximizing performance and scale across all major performance measures, allowing our customers to strengthen their campaign efforts and build confidence in programmatic campaign performance. Our ViantAI suite currently includes AI Planning, which enables media planners to design high-impact campaigns in seconds, AI Bidding, which optimizes inventory costs by lowering the eCPM through automated bid adjustments, AI Measurement and Analysis, which provides accessible measurement and insights via a user-friendly chat interface, and recently released, AI Decisioning, which automates planning, execution, measurement and dynamic optimization of campaigns in real-time. The launch of AI Decisioning was accompanied by the introduction of Outcomes, our autonomous advertising performance solution that utilizes each of the four phases of ViantAI, and various signals within our intelligence layer, to build and execute campaigns designed to deliver an optimal outcome.
- ***Bulk Functionality*****:** Our platform is built to ease the lives of programmatic traders. With our DSP, traders can mass edit ad orders and campaigns, instead of making individual changes, saving significant time. For example, if a trader wants to change the bid price for all 1,000 of their ad orders, they could simply download, complete and upload a form, rather than wasting time by editing each ad order one by one.
- ***Application Integration Interfaces ("API") Capabilities*****:** Our DSP provides ease of integration using APIs and tools. The API capabilities provide bilateral data syndication into or out of the platform for trafficking and reporting in formats easily accepted by business intelligence teams for programmatic traders. With these, traders can maintain customer

identities with a fully integrated platform that links devices and offline activities to real people and seamlessly execute and measure campaigns.

Our Technology and Development

Rapid and continuing innovation is a core driver of our business success and our corporate culture. Our product and engineering teams are responsible for the design, development and testing of our platform. We are committed to continuous innovation and rapid introduction of new technologies, features and functionality that bring value to our customers. We expect technology and development expense and capitalized software development costs to increase as we continue to invest in the development of our platform to support additional features and functions, such as enhancements to ViantAI and automation features and user interface, and to increase the number of advertising and data inventory integrations in various channels.

The technical infrastructure for our platform is currently managed through third-party web hosting providers. We generally enter into two- to three-year agreements with our web hosting providers.

Our Customers

Our customers consist of purchasers of programmatic advertising inventory, including large advertising holding companies, independent advertising agencies, mid-market advertising service organizations as well as marketers relying on our self-service platform for their programmatic ad buying needs.

Many of the advertising agencies that we work with are owned by holding companies, where decision-making is generally highly decentralized such that purchasing decisions are made, and relationships with advertisers are located, at the agency, local branch or division level. We contract with our customers either through service agreements or insertion orders. Our agreements do not contain any material commitments on behalf of customers to use our platform to purchase ad inventory or use other features. Our agreements with customers generally do not have a specified term and are generally terminable at any time by either party upon specified notice periods, typically ranging from 30 to 90 days. In addition, campaigns can typically be reduced or terminated at any time. Insertion orders are generally limited in scope and can be reduced or canceled by a buyer without penalty. See "*Risk Factors—Risks Related to Our Business and Operations—We receive a significant amount of revenue from a select number of advertising agency holding companies, which own various advertising agencies, and the loss of advertising agencies as customers could harm our business, operating results and financial condition*" for additional discussion of our customer relationships with advertising agencies.

Our Advertising and Data Supply

We obtain digital advertising inventory primarily through our integrations with supply side platforms and directly with publishers. We believe that our integrations across numerous channels give us one of the most robust omnichannel integrations of any single platform. These suppliers provide us with access to a breadth of programmatic advertising inventory across CTV, streaming audio, digital out-of-home, mobile and desktop.

We enable deep data access through our integrations with over 70 leading data partners, giving our customers access to data across key industry verticals, including retail, consumer packaged goods, travel and healthcare. Customers can also onboard their own first-party data onto our platform, without the need for a separate data management platform.

Sales and Marketing

We sell our platform through a direct sales team focused on business development across all markets, including sales to new customers and revenue growth within existing customers. We have an experienced sales team focused on selling access to our platform in our target markets and industry verticals, as well as building and nurturing relationships with global brands and agencies. We use a consultative sales approach focused on educating existing and potential customers on our platform capabilities, and training customers to use our platform. We offer a formal Viant DSP Certification program, which is a three-part training series that covers programmatic industry trends, technology capabilities and time-saving workflows. In addition, we also offer an online knowledge base with robust documentation on Viant DSP workflows to our customers. We provide dedicated customer support and work with customers as they set up and optimize their campaigns, assist with delivery against KPIs and goals, and provide post-campaign support and recommendations.

We tailor our contracts and terms to the needs of our customers, including by offering our two different pricing options: a percentage of spend option and a fixed cost per mille ("CPM") option. Customers can use our platform on a self-service basis or can enlist our services to execute their campaigns.

Our marketing efforts are focused on increasing awareness and consideration for our brands, executing thought-leadership initiatives, participating in industry events, creating comprehensive sales support materials and generating new customer leads. We seek to accomplish these objectives by presenting at industry conferences, hosting customer conferences, publishing white papers and research, conducting public relations activities and advertising campaigns, and maintaining an active social media presence.

Privacy and Data Protection

In the ordinary course of our business, we may collect, receive, compile, use, store, process, share, dispose of, disclose, retain, transfer, and destroy (“Process” or “Processing”) personal information or personal data ("Personal Information"), as those and similar terms are defined under various applicable laws. Accordingly, we are subject to numerous and global data privacy and security obligations, including laws, regulations, guidance, and industry standards related to data privacy and security. Such obligations may include, without limitation, those to avoid deceptive or unfair acts under Section 5 of the Federal Trade Commission Act, the Children’s Online Privacy Protection Act of 1998, and a host of consumer privacy laws and regulations enacted at the state level. Starting with the California Consumer Privacy Act (“CCPA”), twenty states have now adopted omnibus consumer privacy laws that provide residents of those states a variety of rights and impose a host of obligations on companies operating in the advertising technology ecosystem (collectively, “State Privacy Laws”). Several states have also adopted laws that specifically govern companies that operate as “data brokers”. Other states have adopted laws specific to consumer health data (such as Washington's My Health My Data Act ("MHMD")) and others have adopted laws focused on child and teen safety and privacy. Additionally, the European Union’s General Data Protection Regulation 2016/679 (“EU GDPR”) and the UK counterpart regulation (“UK GDPR”) (collectively the “GDPR”) impose strict requirements applicable to certain Processing of European Personal Information, respectively, in the European Economic Area (“EEA”) and the United Kingdom (“UK”). Authorities at many levels across jurisdictions continue to introduce new privacy legislation and rules, and we expect this will continue.

These laws continue to increase our compliance obligations and exposure for any noncompliance. The State Privacy Laws generally require each covered business to provide specific disclosures related to its Processing of Personal Information and to honor requests from individuals, including to opt out of certain advertising uses and related disclosures of their Personal Information, as well as requests to access, delete, and correct certain information and add extra protections for certain Personal Information deemed “sensitive” under such laws. Data broker-specific laws require companies that qualify as data brokers to register with the relevant state, and California’s Delete Act will soon require registered data brokers to honor deletion requests made by California residents through a centralized deletion mechanism. Teen- and child- and health- focused laws result in additional compliance costs. In addition to these recently-adopted statutes, plaintiffs’ attorneys also continue to explore creative theories to allege privacy violations under longstanding laws as well as tort and negligence theories that can be costly to defend. A perceived failure to comply with applicable privacy laws may lead to the defense of costly regulatory investigations and enforcement actions or the obligation to pay substantial fines.

See "*Risk Factors—Risks Related to Data Privacy and Artificial Intelligence"* for additional information about the laws, obligations and limitation to which we are subject and about the risks to our business associated with such laws, obligations and limitations.

Competition

Our industry is highly competitive and fragmented. We compete with large, privately-held companies, such as Yahoo DSP, with public companies exclusively serving our industry, such as The Trade Desk, and with divisions of large, well-established public companies such as Google and Amazon. The competitive landscape in recent years has been affected by consolidation and limited investment in new startups in our industry and there are currently few scaled competitors with self-service capabilities and AI-driven autonomous capabilities like those offered by ViantAI. Our long history and time in the market with customers has given us competitive advantages in terms of platform development and expertise, as well as a long development lead ahead of new entrants and legacy competitors still reliant on outdated cookie-based technology. We believe that we compete and win primarily based on the transformative automation delivered by ViantAI and our patented identity resolution capabilities, the enhanced performance of campaigns running on our platform, the advanced features of our platform, our omnichannel capabilities and our advance reporting capabilities. We believe that we are differentiated from our competitors in the following areas:

- our AI-driven DSP combines ease of use with sophisticated automation and performance capabilities;
- we are an independent technology company focused on serving advertising agencies and marketers on the buy-side of our industry;
- we enable the use of machine learning, workflow automation, automated reporting and other functionalities that allow our customers to update and make thousands of changes automatically to help achieve their desired business outcomes;
- we offer our DSP in an integrated manner with our patented HHID, eliminating the need for separate providers for data onboarding and data purchasing services;
- our platform provides comprehensive access to a wide range of inventory types across a broad range of channels;
- our platform provides comprehensive access to a wide range of data partners across a broad range of industry verticals and channels to enable precise audience targeting and measurement;
- we provide extensive customer service and satisfaction; and

- we provide flexible pricing options to support our customers' needs.

Our Human Capital

We are a founder-led business and believe our employees and culture are key to our success. Our business and our culture are anchored on creating a “Founder Mode” culture with an underlying focus on our core value of "Figure It Out". We believe we attract talented employees to our company and sophisticated customers to our platform in large part because of our vision and unwavering commitment to using cutting-edge technologies to create products that help advance the advertising industry.

As of December 31, 2025, we had approximately 380 employees in 10 offices across North America. Our team draws from a broad spectrum of backgrounds and experiences across technology and advertising industries.

Workplace Practices

We are committed to fostering a culture of inclusion where all employees feel valued and included. We believe our greatest asset is the people who work for us and our goal is to create a culture where we value, respect, and provide opportunities for all employees. We conduct an annual survey to give employees the opportunity to provide feedback on our management team and culture. This survey helps drive new programs that continue the development of our inclusive culture. Our leaders review the survey feedback and work with their teams to initiate new initiatives based on the results. We are committed to developing an inclusive environment through recruiting, development programs, community involvement and fostering conversations about differences. However, we are also committed to achieving these ends through legally compliant methods, and inclusion efforts are part of the Company's legal compliance considerations. It is our policy, in keeping with the law, to not make employment decisions, including decisions regarding hiring, promotion and compensation, on the basis of any legally protected characteristic, including race or gender.

Talent Development

Even though we have been around for over 20 years, our culture still reflects an entrepreneurial spirit. We empower employees to develop their skills and abilities by following our core values and acting on great ideas regardless of their role or function. We encourage employees at all levels to be creative and come up with ideas that can help the business grow. We work to provide an environment where talented individuals and teams can take control of their career growth. We provide a wide range of learning and development opportunities in both individual and group settings.

Compensation and Benefits

We provide compensation and benefits programs to help meet the needs of our employees and reward their efforts and contributions. We use internal and external resources to help develop plans that are fair and reward our employees’ commitment and performance with the goal of attracting and retaining high performing individuals.

In addition to salaries, we provide competitive compensation programs that are in line with our peers and industry. These programs may include bonuses, equity awards, 401(k) plan, healthcare and insurance benefits, flexible spending accounts, health savings accounts, paid time off, family leave and employee assistance programs among many others.

Climate Change and Sustainability

We have launched initiatives that aim to drive sustainability as we recognize that sustainability initiatives are important to our customers. To support our clients in meeting their sustainability goals, we offer a customer carbon reduction program called Adtricity. Adtricity aims to deliver renewable energy credits to our customers based on their spend with us. We have also joined Ad Net Zero and the IAB Tech Lab - Sustainability Working Group to drive cross-industry action around sustainability initiatives in the advertising industry.

Intellectual Property

The protection of our technology and intellectual property is an important component of our success. We rely on intellectual property laws, including trade secret, copyright, patent and trademark laws in the United States and abroad, and use contracts, confidentiality procedures, non-disclosure agreements, employee disclosure and invention assignment agreements and other contractual rights to protect our intellectual property.

As of December 31, 2025, we held 65 issued patents, 24 pending patent applications and 303 issued trademarks. Our issued patents are scheduled to expire between 2026 and 2041. We continually review our development efforts to assess the existence and patentability of new intellectual property. In addition to the intellectual property relating to the operation of Viant, our DSP, and our HHID, we own intellectual property related to our owned site, Myspace.com. Of our issued patents, 35 relate to our platform and our HHID, 15 relate to Myspace.com, and 15 are related to IRIS.TV.

Corporate Information

We were founded in 1999 by Tim, Chris and Russ Vanderhook who continue to lead our company today. We have been at the forefront of digital advertising technology since our inception and have demonstrated our ability to grow, thrive, and innovate as competitors have come and gone. In 2011, we acquired the social network website Myspace.com. In 2011, Tim and Chris Vanderhook started Xumo, a CTV streaming service, which was acquired by Comcast Corp. in 2020. In 2015, we completed our first people-based integration. We remained independent until 2016, when Time Inc. acquired a 60% interest in our company through our subsidiary, Viant Technology Holding Inc. (the "Former Holdco"). That interest was later acquired by Meredith Corporation when it acquired Time Inc. in 2018. In 2017, we purchased Adelphic, a DSP. Since the Adelphic acquisition, we have materially transformed from a full-service provider of digital advertising solutions into a leading DSP that enables marketers and their advertising agencies to centralize and automate the planning, buying and measurement of their media investments using a people-based framework. We have grown from a business operating from a home office to a company with approximately 380 employees in 10 offices throughout the United States at the end of 2025. In 2019, we entered into an agreement that resulted in the retirement of the Former Holdco's interest in our company and Tim Vanderhook, Chris Vanderhook and Capital V LLC (formerly Four Brothers 2 LLC) (the "Vanderhook Parties") acquired that 60% interest in our company (the "2019 Former Holdco transaction"), allowing it to once again become an independent company. Viant Technology Inc. was incorporated in Delaware on October 9, 2020. In connection with the consummation of our initial public offering (the "IPO"), we became the sole managing member of Viant Technology LLC. We completed the IPO of our Class A common stock on February 12, 2021. Our principal executive offices are located at 2722 Michelson Drive, Suite 100, Irvine, CA 92612, and our telephone number is (949) 861-8888. Our website address is www.viantinc.com. Our design logo, "Viant," and our other registered and common law tradenames, trademarks and service marks are the property of Viant Technology LLC.

The SEC maintains a website at www.sec.gov that contains reports, information statements and other information regarding issuers that file electronically with the SEC. Our Annual Report can be downloaded from the SEC's website. We will file with or furnish to the SEC periodic reports and other information. We furnish or make available to our stockholders annual reports containing our audited consolidated financial statements prepared in accordance with GAAP. We also furnish or make available to our stockholders quarterly reports containing our unaudited interim financial information, for the first three fiscal quarters of each fiscal year. We make our periodic reports and other information filed with or furnished to the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act, available, free of charge, through our website, www.viantinc.com, as soon as reasonably practicable after those reports and other information are electronically filed with or furnished to the SEC. Information contained on our website or linked therein or otherwise connected thereto does not constitute part of nor is it incorporated by reference into this Annual Report.

Emerging Growth Company

We are an emerging growth company (an "EGC") as defined in the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act") and, for as long as we continue to be an EGC, we may choose to continue to take advantage of exemptions from various reporting requirements applicable to other public companies. Consequently, we are not required to have our independent registered public accounting firm audit our internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"), and we are subject to reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. In addition, the JOBS Act provides that an EGC can take advantage of an extended transition period for complying with new or revised accounting standards. We have elected to take advantage of the extended transition period. As a result, our consolidated financial statements may not be comparable to companies that comply with new or revised accounting pronouncements as of the dates such pronouncements are effective for public companies that are not an EGC. We will cease to be an EGC upon the earliest of: (i) December 31, 2026, (ii) the first fiscal year after our annual gross revenue is $1.235 billion or more, (iii) the date on which we have, during the previous three-year period, issued more than $1 billion in nonconvertible debt securities, or (iv) the date on which we are deemed to be a large accelerated filer under the rules of the SEC. Refer to Note 2—Basis of Presentation and Summary of Significant Accounting Policies to our consolidated financial statements included elsewhere in this Annual Report for additional information.

Item 1A. Risk Factors.

Investing in our Class A common stock involves a high degree of risk. You should carefully consider the following risks and uncertainties described below, together with all other information contained in this Annual Report, including our consolidated financial statements and the related notes included elsewhere in this Annual Report, and in our other public filings with the SEC. The occurrence of any of the following risks, as well as any risks or uncertainties not currently known to us or that we currently do not believe to be material, could materially and adversely affect our business, prospects, financial condition, results of operations and cash flow, in which case, the trading price of our Class A common stock could decline and you could lose all or part of your investment.

Risks Related to Our Business and Operations

Our success and revenue growth are dependent on enhancing and improving our platform and effectively educating and training our customers on how to make full use of our platform.

Our success is dependent on our ability to enhance and improve our offerings and platform, build our brand, scale our technology capabilities, add functionality to and improve the performance of our DSP, and address technological and industry advancements, including the use of AI, to increase our customers' usage of our platform and add new customers. Our contracts and relationships with customers generally do not include long-term or exclusive obligations requiring them to use our platform or maintain or increase their use of our platform. Our customers typically have relationships with numerous providers and can use both our platform and those of our competitors without incurring significant costs or disruption. Our customers may also choose to decrease their overall advertising spend for any reason, including if they do not believe they are receiving a sufficient return on advertising spend. Accordingly, we must continually work to win new customers and retain existing customers, increase their usage of our platform and capture a larger share of their advertising spend. For those customers utilizing our self-service or AI capabilities, we may not be successful at educating and training customers, particularly our newer customers, on how to use our platform, in order for our customers to get the most benefit from our platform and increase their usage. If these efforts are unsuccessful or customers decide not to continue to maintain or increase their usage of our platform for any other reason, or if we fail to attract new customers, our revenue could fail to grow or decline, which would materially and adversely harm our business, operating results and financial condition. If customers representing a significant portion of our business decide to materially reduce their use of our platform or cease using our platform altogether, our revenue could be significantly reduced, which could have a material adverse effect on our business, operating results and financial condition. We may not be able to replace customers who decrease or cease their usage of our platform with new customers that will use our platform to the same extent or at all.

We may not realize the expected benefits of an industry shift away from cookie-based consumer tracking.

We expect to benefit relative to others in our industry from marketers reducing their reliance on vendors and advertising technology platforms that utilize third-party cookies for tracking. However, the shift away from cookie-based consumer tracking may not happen as rapidly as or to the degree that we expect, and our competitors may adapt their services. Additionally, even as this shift occurs, we may not be as successful in growing our business and increasing our revenue as we expect. For example, marketers may not shift their business away from our competitors if our competitors are successful in developing alternative products or services that are not significantly reliant on the cookie-based framework, which could harm our business.

If we fail to innovate and make the right investment decisions in our offerings and platform, we may not attract and retain customers, and our revenue and results of operations may decline.

Our industry is subject to rapid and frequent changes in technology, evolving customer needs and the frequent introduction by our competitors of new and enhanced offerings. We must regularly make investment decisions regarding offerings and technology to maintain the technological competitiveness of our products and services and meet customer demand and evolving industry standards. The complexity and uncertainty regarding the development of new technologies and the extent and timing of market acceptance of innovative products and services create difficulties in maintaining this competitiveness. The success of any enhancement or new solution depends on many factors, including timely completion, adequate quality testing, appropriate introduction and market acceptance. Without the timely introduction of new products, services and enhancements, including those leveraging AI and machine learning, our offerings could become technologically or commercially obsolete over time, in which case our revenue and operating results would suffer. In addition, such new products, services or enhancements may create new, or exacerbate existing, technological, security, legal and other challenges, could cause unintended consequences, and may not perform as intended. If new or existing competitors replicate our offerings or have more attractive offerings, we may lose customers or customers may decrease their use of our platform. New customer demands, superior competitive offerings or new industry standards could require us to make unanticipated and costly changes to our platform or business model. In addition, as we develop and introduce new products and services, including those incorporating or utilizing AI and machine learning and new processing of information, they may raise new, or heighten existing, technological, security, legal and other risks and challenges, that may cause unintended consequences and may not function properly or may be misused by our customers.

If we fail to enhance our current products and services or fail to develop new products to adapt to our rapidly changing industry and applicable laws, regulations, and other legal obligations, or to evolving customer needs, demand for our platform could decrease and our business, operating results and financial condition may be adversely affected.

The market for programmatic advertising is evolving. If this market develops slower or differently than we expect, our business, operating results and financial condition would be adversely affected.

We derive revenue from the programmatic purchase of advertising on our platform. We expect that programmatic ad buying will continue to be our primary source of revenue for the foreseeable future, and that our revenue growth will largely depend on increasing our customers' usage of our platform. While the market for programmatic ad buying for desktop and mobile ads is relatively established, the market in other channels is still emerging, and our current and potential customers may not shift quickly enough to programmatic ad buying from other buying methods, which could reduce our growth potential. If the market for programmatic ad buying deteriorates or develops more slowly than we expect, it could reduce demand for our platform, and our business, growth prospects and financial condition would be adversely affected.

In particular, the market for programmatic advertising across most advertising channels, including CTV, streaming audio, digital out-of-home, mobile and desktop, is an emerging market. Our ability to provide capabilities across most advertising channels, which we refer to as omnichannel, may be constrained if we are not able to maintain or grow advertising inventory for such channels, and some of our omnichannel offerings may not gain market acceptance. We may not be able to accurately predict changes in overall industry demand for the channels in which we operate and cannot assure you that our investment in channel development will correspond to any such changes. For example, the growth in demand for our CTV offering may not continue. In addition, our revenue may not necessarily grow at the same rate as spend on our platform. As the market for programmatic buying for advertising matures, growth in spend may outpace growth in our revenue due to a number of factors, including pricing competition, volume discounts and shifts in media, customer and channel mix, and the composition of offerings provided to our customers. A significant change in revenue as a percentage of spend could reflect an adverse change in our business and growth prospects. In addition, any such fluctuations, even if they reflect our strategic decisions, could cause our performance to fall below the expectations of securities analysts and investors, and adversely affect the price of our Class A common stock.

We receive a significant amount of revenue from a select number of advertising agency holding companies, which own various advertising agencies, and the loss of advertising agencies as customers could harm our business, operating results and financial condition.

A significant amount of our revenue comes from advertising agencies. Many of these agencies are owned by advertising agency holding companies, where decision-making is generally highly decentralized such that purchasing decisions are made, and relationships with marketers are located, at the agency, local branch or division level. Due to the highly decentralized operations and decision-making at the agencies owned by each of these advertising agency holding companies, we consider the individual agencies rather than the holding company to be our customers.

Often, we enter into separate contracts and billing relationships with the individual agencies and account for them as separate customers. However, some holding companies for these agencies may choose to exert control over the individual agencies in the future. A holding company may be acquired by, or consolidate with, another holding company that does not utilize our platform, or may otherwise reduce overall spend on our platform as a result of an acquisition or consolidation. If so, any consolidation of, or loss of relationships with such holding companies and, consequently, of their agencies, local branches or divisions, as customers could significantly harm our business, operating results and financial condition.

We do not have exclusive relationships with advertising agencies, and we depend on agencies to work with us as they embark on advertising campaigns for their customers. The loss of such agencies could significantly harm our business, operating results and financial condition. If we fail to maintain satisfactory relationships with an advertising agency or an advertising agency otherwise chooses not to do business with us, we risk losing business from the marketers represented by that agency.

Marketers may change advertising agencies. We have in the past lost and could in the future lose revenue from marketers that switch from an agency that utilizes our platform to one that does not. In addition, some advertising agencies have strong relationships with competing ad platforms or other platforms and may direct their marketers to such other platforms. We are primarily focused on the U.S. market, while competing ad platforms may be focused on international markets. Advertising agencies who seek both domestic and international services, or otherwise limit the number or types of ad platforms used, may choose to consolidate with competing ad platforms. If a significant number of marketers and their agencies begin to utilize competing platforms for the administration of their advertising campaigns, our business, financial condition and results of operations could be adversely affected.

We often have long sales cycles, which can result in significant time between initial contact with a prospect and execution of a customer agreement, making it difficult to project when, if at all, we will obtain new customers and when we will generate revenue from those customers.

Our sales cycle, from initial contact to contract execution and implementation, can take significant time. As part of our sales cycle, we may incur significant expenses before we generate any revenue from a prospective customer. The substantial time and money spent on our sales efforts may not generate significant revenue. If conditions in the marketplace, generally or with a specific prospective customer, change negatively, it is possible that we will be unable to recover any of these expenses. Our sales efforts involve educating our customers about the use, technical capabilities and benefits of our platform. Many of our prospective customers undertake a lengthy evaluation process that involves assessing our platform against the offerings of our competitors. As a result, it is difficult to predict when or if we will obtain new customers and begin generating revenue from these new customers. Even if our sales efforts result in obtaining a new customer, the customer controls when and to what extent it uses our platform and therefore the amount of revenue we generate, and it may not sufficiently justify the expenses incurred to acquire the customer and the related training support. As a result, we may not be able to add customers, or generate revenue, as quickly as we may expect, which could harm our growth prospects.

The effects of macroeconomic conditions and geopolitical events, such as inflation, tariffs, changes in trade policies, international conflict, high interest rates and other adverse market events have had, and could in the future have, an adverse impact on our business, operating results and financial condition.

Our business and operations have been and could in the future be adversely affected by macroeconomic conditions and geopolitical events, such as bank failures, high interest rates, inflationary pressures, tariffs, changes in trade policies, labor shortages, shortages of goods and services, supply chain constraints, pandemics, political cycles, changes in laws and interpretations of laws, and potential disruptions from international conflicts and acts of terrorism. A recession, depression, or other economic slowdown resulting from macroeconomic conditions and geopolitical events could materially and adversely affect our business and that of our customers or potential customers and our results could fluctuate unpredictably.

Our business depends on the overall demand for advertising and on the economic health of our customers that benefit from our platform. Economic downturns or unstable market conditions may cause our customers to decrease their advertising budgets, which could reduce usage of our platform and adversely affect our business, operating results and financial condition. Our customers' and potential customers' businesses or cash flows have recently been and may continue to be negatively impacted by the economic uncertainty related to, among other things, pandemics, bank failures, inflation and monetary supply shifts, labor shortages, supply disruptions, tariffs, tightening of credit markets, political cycles, changes in laws and interpretations of laws, changes in the volume and relative mix of U.S. government spending, cost-cutting and efficiency initiatives, and potential disruptions from international conflicts and acts of terrorism, which has led and may continue to lead them to reduce their advertising spending and delay their advertising initiatives or technology spending, or attempt to renegotiate contracts and obtain concessions, which may materially and negatively impact our business, operating results and financial condition. Our customers may also seek adjustments to their payment terms, delay making payments or default on their payables, any of which may impact the timely receipt and/or collectability of our receivables. Typically, we are contractually required to pay advertising inventory and data suppliers within a negotiated period of time, regardless of whether our customers pay us on time, or at all, and we may not be able to negotiate better terms. As a result, our financial condition and results of operations have in the past and may in the future be adversely impacted if the business or financial condition of our customers and marketers is negatively affected by macroeconomic conditions and geopolitical events.

Economic uncertainty caused by macroeconomic and geopolitical conditions can also make it more difficult to forecast revenue and operating results and to make decisions regarding operational cost structures and investments. We have committed, and we plan to continue to commit, resources to grow our business, including to further develop our platform and systems, and such investments may be impacted by adverse macroeconomic conditions and geopolitical events.

Customers have the option to use our platform on a self-service basis, which requires us to commit substantial time and expenses toward training potential customers on how to make full use of our platform. If we fail to offer sufficient customer training and support for our platform, we may not be able to attract new customers or maintain our current customers.

Because we operate a platform that has many powerful and complex tools and that customers can choose to use on a self-service basis, we are often required to spend a substantial amount of time and effort educating and training current customers and potential customers on how to make full use of our platform. Because potential customers may already be trained to use our competitors' platforms, we are also required to spend a significant amount of time cultivating relationships with those potential customers to ensure they understand the potential benefits of our platform and this relationship building process can take many months and may not result in us winning an opportunity with any given potential customer. As a result, customer training and support is critical for the successful and continued use of our platform and for maintaining and increasing spend through our platform from existing and new customers.

Providing this training and support requires that our platform operations personnel have specific domain knowledge and expertise, making it more difficult for us to hire qualified personnel and to scale up our support operations due to the extensive training required. The importance of high-quality customer service will increase as we expand our business and pursue new customers. If we are not responsive and proactive regarding our customers' advertising needs, or do not provide effective support for our customers' advertising campaigns, our ability to retain our existing customers could suffer and our reputation with existing or potential customers could be harmed, which would negatively impact our business.

We are subject to payment-related risks and if our customers do not pay or dispute their invoices, our business, operating results and financial condition may be adversely affected.

Many of our contracts with advertising agencies provide that if the marketer does not pay the agency, the agency is not liable to us, and we must seek payment solely from the marketer, a type of arrangement called sequential liability. The credit risk associated with these arrangements may vary depending on the nature and credit risk of an advertising agency's aggregated marketer base and the credit risk of the agency itself. We may also be involved in disputes with agencies and their marketers over the operation of our platform, the terms of our agreements or our billings for purchases made by them through our platform. When we are unable to collect or make adjustments to our bills to customers, we incur write-offs for bad debt, which could have a material adverse effect on our results of operations for the periods in which the write-offs occur. In the future, bad debt may exceed reserves for such contingencies and our bad debt exposure may increase over time. Any increase in write-offs for bad debt could have a materially negative effect on our business, operating results and financial condition.

Furthermore, we are generally contractually required to pay suppliers of advertising inventory and data within a negotiated period of time, regardless of whether our customers pay us on time, or at all. While we attempt to negotiate long payment periods with our suppliers and shorter periods from our customers, we are not always successful. As a result, our accounts payable are often due on shorter cycles than our accounts receivables, requiring us to remit payments from our own funds, and accept the risk of bad debt.

Due to this potential imbalance in our collections and payments, we may rely on our credit facility to partially or completely fund our working capital requirements or other needs. As we continue to grow, our business may not generate sufficient cash flow from operations and future borrowings may not be available to us under the credit facility in an amount sufficient to fund our working capital requirements or other needs. If our cash flows and credit facility borrowings are insufficient to fund our working capital requirements or other needs, we may not be able to grow at the rate we currently expect or at all. In addition, in the absence of sufficient cash flows from operations, we might be unable to meet our obligations under our credit facility and we may be at risk of default thereunder. We may not be able to access additional financing or increase our borrowing or borrowing capacity under our current or any future credit facility on commercially reasonable terms or at all.

If our access to advertising inventory is diminished or fails to grow, our revenue could decline, and our growth could be impeded.

We must maintain a consistent supply of ad inventory. Our success depends on our ability to secure inventory on reasonable terms across a broad range of advertising inventory partners in various verticals and formats. The amount, quality and cost of inventory available to us can change at any time. If our relationships with any of our significant suppliers were to cease, or if the material terms of these relationships were to change unfavorably, our business would be negatively impacted. Our suppliers are generally not bound by long-term contracts. We may not have access to a consistent supply of inventory on favorable terms or at all. In addition, we compete with companies with which we have business relationships. For example, Google is an advertising inventory supplier in addition to being one of our competitors. If Google or any other company with attractive advertising inventory limits our access to its advertising inventory, our business could be adversely affected. If our relationships with certain of our suppliers were to cease, or if the material terms of these relationships were to change unfavorably, our business would be negatively impacted. Inventory suppliers control the sales process for the inventory they supply, and their processes may not always work in our favor. For example, suppliers may place restrictions on the use of their inventory, including prohibiting the placement of advertisements on behalf of specific marketers, or seek to sell inventory directly to a marketer or advertising agency instead of, or in addition to, a demand side platform. Furthermore, the inventory that we access through real-time advertising exchanges may be of low quality or misrepresented to us, despite attempts by us and our suppliers to prevent fraud and conduct quality assurance checks.

As new types of inventory, such as digital advertising for television, become more readily available, we will need to expend significant resources to ensure we have access to such new inventory. Although television advertising is a large market, the majority of it is not currently purchased programmatically. We are investing heavily in our programmatic television offering, including by adding new features, functions and integrations to our platform. If the digital television advertising market does not grow as we anticipate or we fail to successfully serve such a market, our growth prospects could be harmed.

Our success depends on consistently adding valued inventory in a cost-effective manner. If we are unable to maintain a consistent supply of inventory for any reason, customer retention, loyalty and operating results and financial condition could be harmed.

If our access to data is diminished, the effectiveness of our platform would be decreased, which could harm our operating results and financial condition.

Much of the data that we use is obtained through integrations with third parties. We are dependent upon our ability to obtain necessary data licenses on commercially reasonable terms. We could suffer material adverse consequences if we were unable to obtain data through our integrations with third parties, including inventory and data suppliers. Our suppliers are generally not bound by long-term contracts. We may not have access to a consistent supply of inventory on favorable terms or at all. Our ability to serve particular customers is also enhanced when such customers upload their own first-party data. Our operation of our platform and access to data could be negatively affected if, due to legal, contractual, privacy, reputational, market optics, competition or other economic concerns, third parties cease entering into integration agreements with us or customers cease uploading their data to our platform. Additionally, if our third-party partners, including inventory or data suppliers, fail to adhere to our data quality and privacy standards, we may scale back or terminate relationships with such companies.

Legislators, regulators, and other authorities have focused heavily on third-party data suppliers and the advertising industry in recent years, and we expect this to continue. State Privacy Laws and other U.S. and foreign laws governing Personal Information and privacy pose additional and material compliance risks to such suppliers and companies operating in the advertising industry. In addition, state lawmakers continue to update or enact new laws governing activities of data brokers. For example, states increasingly require companies like ours to honor requests to opt out of certain advertising related uses and disclosures of Personal Information through browser-or device-based mechanisms and California will soon require data brokers to honor deletion requests made through a centralized mechanism, both of which increase our compliance costs, materially increase potential penalties for non-compliance, and potentially limit the availability of data on our platform. This could impact our business and diminish our revenue.

Furthermore, digital advertising and in-app advertising are largely dependent on established technology companies and their operation of the most commonly used internet browsers (Chrome, Firefox, Internet Explorer and Safari), devices, operating systems (such as Android and iOS) and applications. These companies may change the operations or policies of their browsers, devices and operating systems in a manner that fundamentally changes our ability to operate our platform or use or collect data. Users of these browsers, devices or operating systems may also adjust their behaviors and use of technology in ways that change our ability to collect data. Digital advertising and in-app advertising are also dependent, in part, on internet protocols and the practices of internet service providers, including IP address allocation. Changes that these providers make to their practices, or adoption of new internet protocols, may materially limit or alter the availability of data. For example, Apple introduced an iOS update in April 2021 that only allows tracking of user activity after an opt-in by users, and in October 2021, Google introduced similar changes that provided users with the ability to opt-out of tracking across devices using the Android operating system. Individuals may increasingly resist or turn off the collection, use, and sharing of Personal Information to deliver targeted advertising. Individuals are increasingly becoming aware of options related to consent, browser-based signals including the "Global Privacy Control," a browser setting that notifies websites of a user's privacy preferences, and other "ad-blocking" software, any of which could materially impact our and our data supplier's ability to collect, use and disclose Personal Information. A limitation or alteration of the availability of data in any of these or other instances may have a material impact on the advertising technology industry, which could decrease advertising budgets and subsequently reduce our revenue and adversely affect our business, operating results and financial condition. Please see "*—Risks Related to Data Privacy and Artificial Intelligence*" for additional discussion of the laws and regulations governing the collection of data to which we are or may become subject and about the risks to our business associated with such laws and regulations.

If we were to lose access to significant amounts of the data or the compliance obligations for our suppliers or us become too onerous, our ability to provide products and services to our customers could be materially and adversely impacted, which could be materially adverse to our business, operating results and financial condition.

If we do not effectively grow and train our sales and support teams, we may be unable to add new customers or increase usage of our platform by our existing customers and our business will be adversely affected.

We are substantially dependent on our sales and support teams to obtain new customers and to increase usage of our platform by our existing customers. We believe that there is significant competition for sales personnel with the skills and technical knowledge that we require. Our ability to achieve revenue growth will depend, in large part, on our success in recruiting, training, integrating and retaining sufficient numbers of sales personnel to support our growth. Due to the complexity of our platform, a significant time lag exists between the hiring date of sales and support personnel and the time when they become fully productive. Our recent and planned hires may not become productive as quickly as we expect, and we may be unable to hire or retain sufficient numbers of qualified individuals in the markets where we do business or plan to do business. If we are unable to hire and train sufficient numbers of effective sales personnel, or the sales personnel are not successful in obtaining new customers or increasing our existing customers' spend with us, our business will be adversely affected.

Our corporate culture has contributed to our success and, if we are unable to maintain it, whether as a result of corporate growth or reduction in force, our business, operating results and financial condition could be harmed.

We had approximately 380 employees as of December 31, 2025. We believe our corporate culture has been critical to our success and we have invested substantial time and resources in building our team within our company culture. However, it may be difficult to maintain our culture, whether as a result of corporate growth or reduction in force, which could reduce our ability to innovate and operate effectively and proactively focus on and pursue our corporate objectives. The failure to maintain the key aspects of our culture could result in decreased employee satisfaction, increased difficulty in attracting top talent, increased turnover and degraded quality of customer service, all of which are important to our success and to the effective execution of our business strategy. In the event we are unable to maintain our corporate culture, our business, operating results and financial condition could be harmed.

We allow our customers and suppliers to utilize application programming interfaces ("APIs") with our platform, which could result in outages or security breaches and negatively impact our business, operating results and financial condition.

The use of APIs by our customers and suppliers has significantly increased in recent years. Our APIs allow customers and suppliers to build their own media buying and data management interface by using our APIs to develop custom integration of their business with our platform. The increased use of APIs increases security and operational risks to our systems, including the risk for cyber-attacks (including denial-of-service attacks), malicious internet-based activity online and offline fraud, and other similar activities threaten the confidentiality, integrity, and availability of our platform (for more information on risks related to cyber incidents, see "*—A significant breach of our IT Systems or disclosure of our Confidential Data, or of the security of our or our customers', suppliers', or other third parties' systems upon which we rely could be detrimental to our business, reputation and results of operations*"). Furthermore, while APIs allow customers and suppliers greater ease and power in accessing our platform, they also increase the risk of overusing our systems, potentially causing outages. We have experienced system slowdowns due to customer or supplier overuse of our systems through our APIs. While we have taken measures intended to decrease risks relating to security, performance and outages associated with the use of APIs, such measures may not be successful. Our failure to prevent outages or security breaches resulting from API use could result in government enforcement actions against us, claims for damages by consumers and other affected individuals, costs associated with investigation, notification, mitigation, and remediation, damage to our reputation and loss of goodwill, any of which could have a material adverse impact on our business, operating results and financial condition.

Operational and performance issues with our platform, whether actual or perceived, including a failure to respond to technological changes or to upgrade our technology systems, may adversely affect our business, operating results and financial condition.

We depend upon the sustained and uninterrupted performance of our platform to manage our inventory supply; acquire inventory for each campaign; collect, process and interpret data; bid on inventory; optimize campaign performance in real time; generate campaign reporting; and provide billing information to our financial systems. If our platform cannot scale to meet demand, if there are errors in our execution of any of these functions on our platform, or if we experience outages, then our business may be harmed.

Our platform is complex and multifaceted, and operational and performance issues can arise both from the platform itself or from outside factors, such as cyberattacks or other third-party attacks (for more information on risks related to cyber incidents, see "*—A significant breach of our IT Systems or disclosure of our Confidential Data, or of the security of our or our customers', suppliers', or other third parties' systems upon which we rely could be detrimental to our business, reputation and results of operations*"). Errors, failures, vulnerabilities or bugs have been found in the past and may be found in the future. We have not always been able in the past and may be unable in the future to detect vulnerabilities in our information technology systems (including our products), and vulnerabilities may not be detected until after a security incident has occurred. Further, we may experience delays in developing and deploying remedial measures designed to address any such identified vulnerabilities. Our platform also relies on third-party technology and systems to perform properly, and our platform is often used in connection with computing environments utilizing different operating systems, system management software, equipment and networking configurations, which may cause errors in, or failures of, our platform or such other computing environments. Operational and performance issues with our platform can include the failure of our user interface, outages, errors during upgrades or patches, discrepancies in costs billed versus costs paid, unanticipated volume overwhelming our databases, server failure, or catastrophic events affecting one or more server facilities. While we have built redundancies in our systems, full redundancies do not exist. Some failures could shut our platform down completely, others only partially. We provide service level agreements to some of our customers, and if our platform is not available for specified amounts of time, we may be required to provide credits or other financial compensation to our customers.

As we grow our business, we expect to continue to invest in technology services and equipment. Without these improvements, our operations might suffer from unanticipated system disruptions, slow transaction processing, unreliable service levels, impaired quality or delays in reporting accurate information regarding transactions in our platform, any of which could negatively affect our reputation and ability to attract and retain customers. In addition, the expansion and improvement of our systems and infrastructure may require us to commit substantial financial, operational and technical resources, with no assurance our business will grow. If we

fail to respond to technological change or to adequately maintain, expand, upgrade and develop our systems and infrastructure in a timely fashion, our growth prospects and results of operations could be adversely affected.

Operational and performance issues with our platform have resulted and may in the future result in unexpected costs, such as negative publicity, damage to our brand and reputation, loss of or delay in market acceptance of our platform, increased costs or loss of revenue, the obligation to issue credits, loss of the ability to access our platform, loss of competitive position or claims by customers for losses sustained by them. Alleviating problems resulting from such issues could require significant expenditures of capital and other resources and could cause interruptions, delays or the cessation of our business, any of which may adversely affect our operating results and financial condition.

We are dependent on the continued availability of third-party hosting and transmission services. Operational issues with, or changes to the costs of, our third-party data center providers could harm our business, reputation or results of operations.

We currently serve our platform functions from third-party data center hosting facilities operated by Google Cloud Platform and Amazon Web Services, and we primarily use shared servers in such facilities. We are dependent on these third parties to provide continuous power, cooling, humidity control, internet connectivity and physical and technological security for our servers, and our operations depend, in part, on their ability to protect these facilities against any damage or interruption from natural disasters, such as earthquakes, wildfires, extreme temperatures, drought, flooding, storms, power or telecommunication failures, criminal acts and similar events. In the event that any of our third-party facilities arrangements is terminated, or if there is a lapse of service or damage to a facility, we could experience interruptions in our platform as well as delays and additional expenses in arranging new facilities and services.

Any damage to, or failure of, the systems of our third-party providers could result in interruptions to our platform. Despite precautions taken by third-party data center hosting facilities, the occurrence of spikes in usage volume, a natural disaster, such as earthquakes, wildfires, extreme temperatures, drought, flooding, storms, an act of terrorism, vandalism or sabotage, a decision to close a facility without adequate notice, or other unanticipated problems at a facility could result in lengthy interruptions in the availability of our platform. Climate change or other environmental or social pressures may increase the frequency and/or intensity of certain of these events and/or of efforts to reduce the impact of such events. For example, in certain areas, there has been an increase in power shutoffs associated with wildfire prevention. Climate change may also result in chronic meteorological changes, including changes to precipitation and temperature patterns, which may likewise disrupt our or our suppliers' operations, require us to incur additional operating or capital expenditures, or otherwise adversely impact our business, financial condition, or results of operations. Even with current and planned disaster recovery arrangements, our business could be harmed. Also, in the event of damage or interruption, our insurance policies may not adequately compensate us for any losses that we may incur. These factors in turn could further reduce our revenue, subject us to liability and cause us to issue credits or cause customers to stop using our platform, any of which could materially and adversely affect our business.

We incur significant costs with our third-party data hosting services. If the costs for such services increase due to vendor consolidation, regulation, contract renegotiation, or otherwise, we may not be able to increase the fees for our products and services to cover the changes. As a result, our operating results may be significantly worse than forecasted.

If the non-proprietary technology, software, products and services that we use are unavailable, have future terms we cannot agree to, or do not perform as we expect, our business, operating results and financial condition could be harmed.

We depend on various third-party open-source and proprietary technologies, software, products and services, including for critical features and functionality of our platform and API technology, payment processing, payroll and other professional services. Identifying, negotiating, complying with and integrating with third-party terms and technology are complex, costly and time-consuming matters. Failure by third-party providers to maintain, support or secure their technology either generally or for our accounts specifically, or downtime, errors or defects in their products or services, could materially and adversely impact our platform, our administrative obligations or other areas of our business. Having to replace any third-party providers or their technology, products or services could result in outages or difficulties in our ability to provide our services, and our business, operating results and financial condition could be harmed.

Our failure to meet content and inventory standards and provide services that our customers and inventory suppliers trust, could harm our brand and reputation and negatively impact our business, operating results and financial condition.

We do not provide or control the content of the advertisements we serve or that of the websites providing the inventory. Our customers provide the advertising content and inventory suppliers provide the inventory. Both customers and inventory suppliers are concerned about being associated with content they consider inappropriate, competitive or inconsistent with their brands, or illegal, and they are hesitant to spend money without guaranteed brand security. For example, our customers expect that ad placements will not be misrepresented, such as auto-play in banner placements marketed as pre-roll inventory. Consequently, our reputation depends in part on providing services that our customers and inventory suppliers trust, and we have contractual obligations to meet content and inventory standards. We contractually prohibit the misuse of our platform by agencies (and their marketer customers). Additionally,

we use our proprietary technology and third-party services to, and we participate in industry co-ops that work to, detect malware and other content issues as well as click fraud (whether by humans or software known as “bots”) and to block fraudulent inventory. Despite such efforts, our customers may inadvertently purchase inventory that proves to be unacceptable for their campaigns, in which case we may not be able to recoup the amounts paid to inventory suppliers. Preventing and combating fraud is an industry-wide issue that requires constant vigilance, as well as a balancing of cost effectiveness and risk, and we may not be fully successful in our efforts to combat fraud. We may provide access to inventory that is objectionable to our customers or we may serve advertising that contains malware or objectionable content to our inventory suppliers, which could harm our or our customers’ brand and reputation, cause customers to decrease or terminate their relationship with us, cause suppliers to decrease or terminate the inventory supplied to us or their relationship with us, or otherwise negatively impact our business, operating results and financial condition. In addition, we may terminate MSAs or IOs in the event customers violate our ad policies or other contract terms, which could harm our business, operating results and financial condition.

We face potential liability and harm to our business based on the human factor of inputting information into our platform.

We or our customers set up campaigns on our platform using a number of available variables. While our platform includes several checks and balances, it is possible for human error to result in significant over-spending. We offer a number of protections such as daily or overall spending caps, but despite these protections, the ability for overspend exists. For example, campaigns which last for a period of time can be set to pace evenly or as quickly as possible. If a customer with a high credit limit enters an incorrect daily cap with a campaign set to a rapid pace, it is possible for a campaign to accidentally go significantly over budget. Our potential liability for such errors may be higher when they occur in situations in which we are executing purchases on behalf of a customer rather than the customer using the self-service feature of our platform. While our customer contracts state that customers are responsible for media purchased through our platform, we are ultimately responsible for paying the inventory providers and we may be unable to collect when such issues occur.

Future acquisitions, strategic investments or alliances could disrupt our business and harm our business, operating results and financial condition.

We have acquired businesses and technologies to grow our business. To the extent we find suitable and attractive acquisition candidates and business opportunities in the future, we may continue to acquire other complementary businesses, products and technologies and enter into joint ventures or similar strategic relationships. If we identify an appropriate acquisition candidate, we may not be successful in negotiating the terms or financing of the acquisition, and our due diligence may fail to identify all of the problems, liabilities or other shortcomings or challenges of an acquired business, product or technology, including issues related to intellectual property, product quality or architecture, regulatory compliance practices, revenue recognition or other accounting practices, tax liabilities, actual or threatened litigation, privacy or cybersecurity issues or employee or customer issues. Future or past business transactions (such as acquisitions or integrations) could expose us to additional cybersecurity risks and vulnerabilities, as our systems could be negatively affected by vulnerabilities present in acquired or integrated entities’ systems and technologies. We may not be able to successfully integrate the services, products and personnel of any acquired business into our operations. In addition, any future acquisitions, joint ventures or similar relationships may cause a disruption in our ongoing business and distract our management. Further, we may be unable to realize the revenue improvements, cost savings and other intended benefits of any such transaction. Acquisitions involve numerous other risks, any of which could harm our business, including:

- regulatory hurdles;
- failure of anticipated benefits to materialize;
- diversion of management time and focus from operating our business to addressing acquisition integration challenges;
- retention of employees from the acquired company;
- cultural challenges associated with integrating employees from the acquired company into our organization;
- integration of the acquired company’s accounting, management information, human resources and other administrative and information technology systems;
- integration of the acquired company's products and technology;
- the need to implement or improve controls, procedures and policies at a business that prior to the acquisition may have lacked effective controls, procedures and policies;
- coordination of product development and sales and marketing functions;
- liability for activities of the acquired company before the acquisition, including known and unknown liabilities;
- litigation or other claims in connection with the acquired company, including claims from terminated employees, former stockholders or other third parties; and

- negative reception to an acquisition by customers, suppliers, vendors, or investors.

Failure to appropriately mitigate these risks or other issues related to such strategic investments and acquisitions could result in reducing or completely eliminating any anticipated benefits of transactions, and harm our business generally. Future acquisitions could also result in dilutive issuances of our equity securities, the incurrence of debt, contingent liabilities, amortization or the impairment of goodwill, any of which could harm our business, operating results and financial condition.

Our future success depends on the continuing efforts of our key employees, including Tim Vanderhook and Chris Vanderhook, and our ability to attract, hire, retain and motivate highly skilled employees in the future.

We are a founder-led business, and our future success depends on the continuing efforts of our executive officers and other key employees, including Tim Vanderhook, our chief executive officer, and Chris Vanderhook, our chief operating officer. We rely on the leadership, knowledge and experience that our executive officers provide. They foster our corporate culture, which has been instrumental to our ability to attract and retain new talent. We also rely on employees in our engineering, technical, product development, support and sales teams to attract and retain key customers.

The market for talent in our key areas of operations, including California, is intensely competitive, which could increase our costs to attract and retain talented employees. As a result, we may incur significant costs to attract and retain employees, including significant expenditures related to salaries and benefits and compensation expenses related to equity awards, and we may lose new employees to our competitors or other companies before we realize the benefit of our investment in recruiting and training them. In addition, changes in immigration law may increase competition and increase costs associated with recruiting personnel. We have at times experienced employee turnover. Because of the complexity of our platform, new employees often require significant training and, in many cases, take significant time before they achieve full productivity. Our account managers, for instance, need to be trained quickly on the features of our platform since failure to offer high-quality support may adversely affect our relationships with our customers.

Employee turnover, including changes in our management team, could disrupt our business. None of our founders or other key employees has an employment agreement for a specific term, and any of our employees may terminate his or her employment with us at any time. The loss of one or more of our executive officers, especially Tim Vanderhook and Chris Vanderhook, or our inability to attract and retain highly skilled employees could have an adverse effect on our business, operating results and financial condition.

We face liabilities arising out of our ownership and operation of Myspace.com.

In 2011, we acquired Myspace LLC, which owns Myspace.com. We have faced and may continue to face claims, investigations, or lawsuits or incur liability as a result of content published or made available on Myspace.com, including claims for defamation, intellectual property rights, including copyright infringement, rights of publicity and privacy, illegal content, misinformation, content regulation and personal injury torts. The laws relating to the liability of providers of online products or services for activities of the people who use them remain somewhat unsettled, both within the United States and internationally. This risk is enhanced in certain jurisdictions outside the United States where our protection from liability for third-party actions may be unclear or where we may be less protected under local laws than we are in the United States. For example, in April 2019, the European Union ("EU") passed a directive expanding online platform liability for copyright infringement and regulating certain uses of news content online, which member states had to implement by June 2021. In addition, there have been various Congressional efforts, executive actions, and civil litigation efforts to restrict the scope of the protections available to online platforms under Section 230 of the Communications Decency Act, and our current protections from liability for third-party content in the United States could decrease or change, or if courts begin to interpret this law more narrowly than they have historically done. We could incur significant costs investigating and defending claims related to content published or made available on Myspace.com and, if we are found liable, could face significant damages.

In late 2011, shortly after we acquired Myspace LLC, the Federal Trade Commission (“FTC”) initiated an investigation of the entity relating to certain of its historical privacy practices in place between 2008 and 2010. In connection with its 2012 settlement, Myspace LLC agreed to a consent order barring it from misrepresenting the extent to which it protects the privacy of users’ Personal Information or the extent to which it belongs to or complies with any privacy, security or other compliance program. The order also mandates Myspace LLC establish a comprehensive privacy program designed to protect consumers’ information, and to obtain biennial assessments of its privacy program by independent, third-party auditors for 20 years. The order terminates in August 2032.

If Myspace LLC fails to comply with the mandates of the consent order, or if Myspace LLC is found to be in violation of the consent order or other requirements, we may be subject to regulatory or governmental investigations or lawsuits, which may result in significant monetary fines, judgments, or other penalties, and we may also be required to make additional changes to our business practices.

Myspace.com has been and may in the future be subject to cybersecurity incidents or data breaches. In 2016, we discovered a third-party cyber-attack in which Myspace.com usernames, passwords and email addresses were stolen from the old Myspace.com platform prior to June 11, 2013. While we took steps to remediate the attack, any failure to prevent or mitigate security breaches and

improper access to or disclosure of the data on Myspace.com could result in litigation, indemnity obligations, regulatory enforcement actions, investigations, fines, penalties, mitigation and remediation costs, disputes, reputational harm, diversion of management's attention, and other liabilities and damage to our business. Myspace.com may also face operational or performance issues. For example, as a result of a server migration project in 2019, older photo, video or audio files of some users were lost.

Myspace.com has in the past been, and may in the future be, the subject of unfavorable publicity regarding, for example, its privacy practices, site quality and site operational matters. Myspace.com may also face negative publicity relating to content or information that is published or made available on the platform, including defamation, dissemination of misinformation or news hoaxes, discrimination, violations of intellectual property rights, violations of rights of publicity and privacy, hate speech or other types of content. Any such negative publicity could damage our reputation and the reputation of our primary business, which could adversely affect our business and financial results.

The market in which we participate is intensely competitive, and we may not be able to compete successfully with our current or future competitors.

We operate in a highly competitive and rapidly changing industry that is subject to changing technology and customer demands and that includes many companies providing competing solutions. With the introduction of new technologies and the influx of new entrants into the market, we expect competition to persist and intensify in the future, which could harm our ability to increase revenue and maintain profitability. Furthermore, our brand promotion activities may not yield any increased revenue, and even if they do, any increased revenue may not offset the expenses we incurred in building our brand.

We compete with large privately-held companies such as Yahoo DSP, with public companies exclusively serving our industry such as The Trade Desk, and with divisions of large, well-established public companies such as Google and Amazon. Our current and potential competitors may have significantly more financial, technical, marketing and other resources than we have, allowing them to devote greater resources to the development, promotion, sale and support of their products and services. They may also have more extensive customer bases and broader supplier relationships than we have and operate internationally. As a result, these competitors may be better able to respond quickly to new technologies, develop deeper marketer relationships, offer services at lower prices, or offer a global range of services and inventory. Increased competition may result in reduced pricing for our platform, increased sales and marketing expense, longer sales cycles or a decrease of our market share, any of which could negatively affect our revenue and future operating results and our ability to grow our business. These companies may also have greater brand recognition and longer histories than we have and may actively seek to serve our market and have the power to significantly change the nature of the marketplace to their advantage. Some of our larger competitors, particularly those that are divisions of large companies, have substantially broader product offerings and may leverage their relationships based on other products or incorporate functionality into existing products to gain business in a manner that may discourage customers from using our platform, including through selling at zero or negative margins or product bundling with other services they provide at reduced prices. Customers may prefer to purchase advertising from social medial platforms or other closed platforms, which they cannot acquire through our platform. Potential customers may also prefer to purchase from their existing platform rather than a new platform regardless of product performance or features. These larger competitors often have broader product lines and market focus and may therefore not be as susceptible to downturns in a particular market. We may also experience negative market perception as a result of being a smaller company than our larger competitors.

In addition, we derive a significant portion of our revenue from advertising in the CTV, mobile, and desktop channels, which are rapidly evolving, highly competitive, complex and fragmented. We face significant competition in these markets which we expect will intensify in the future. We face significant competition in these channels and others, such as streaming audio and digital out-of-home, which we expect will intensify in the future.

Risks Related to Data Privacy and Artificial Intelligence

We are subject to stringent and changing legal obligations related to data privacy and security. Our actual or perceived failure to comply with such obligations could lead to regulatory investigations or actions, litigation (including class action claims) and mass arbitration demands, litigation and regulatory defense costs, fines and penalties, disruptions of our business operations, reputational harm, loss of customers or sales, revenue declines, increase the cost of data, reduce the availability of data, reduce our ability to utilize or disclose data, and have adverse effects on the demand for our products and services or other adverse business consequences.

We collect, receive, store, use, transmit, disclose, or otherwise process (collectively, "Process") Personal Information and other data such as confidential business data, trade secrets, and intellectual property, from and about consumers, our customers, employees, service providers, and other third parties. We also depend on a number of third-party vendors in relation to the operation of our business, some of which Process data on our behalf. Our and our third-party vendors' handling of this data is subject to a wide variety of federal, state, local, and foreign laws regulations, guidance, industry standards, external and internal privacy and security policies, certifications, documents, contracts, and other obligations that govern the Processing of Personal Information by us and on our behalf.

U.S. federal, state, and local governments, and foreign governments have adopted or proposed numerous laws relating to the Processing of Personal Information relating to individuals and households, including contact information and pseudonymous identifiers, many with a particular focus on marketing and advertising uses of such Personal Information. The legal landscape for data privacy issues worldwide is complex, continually evolving and often conflicting, and is likely to remain uncertain for the foreseeable future. Because many of these laws are new, established interpretations and best practices are still emerging. Regulators could allege that our practices do not comply with such laws or regulations, despite our ongoing efforts to comply. Any failure or perceived failure to comply with applicable laws or regulations regarding privacy, data protection and cybersecurity could adversely affect our business, brand or reputation and may result in claims, actions, investigations or proceedings against us by regulators or individuals and require us to change our practices, all of which may result in significant costs.

In the United States, an ever-increasing number of laws and regulations apply to the Processing of Personal Information. In recent years, the U.S. federal and state legislatures, along with regulatory authorities at the state and federal level, have increased their focus on the collection and use of Personal Information, including relating to “interest-based,” “cross-context behavioral,” or “targeted” advertising. For example, the FTC has been very active in bringing enforcement actions against companies that handle personal data it views as sensitive for advertising purposes, including location data brokers and companies that process health-related data. These enforcement actions may signal increased ongoing regulatory scrutiny of advertising practices, particularly those that involve “sensitive” categories of personal data such as health data, data related to children and teens, and precise location information. The FTC could expand this focus by acting on new authority to enforce a federal law focused on disclosures of certain information it classifies as sensitive to certain restricted countries or entities under the control of such countries.

State legislatures have also continued their focus in this area. For example, the State Privacy Laws require covered businesses to, among other things, provide disclosures to consumers and grant consumers a right to opt-out of use and disclosure of their Personal Information for purposes of showing targeted advertisements and “sales” of Personal Information, a concept that is broadly defined as the disclosure of Personal Information to a third party for monetary or other valuable consideration. Certain State Privacy Laws also require or will require companies to respond to user-enabled opt out preference signals or "global privacy controls," such as those expressed through a browser plug-in or privacy setting, device setting, or other mechanisms, that communicate or signal the consumer’s choice to opt-out of the sale or sharing of their Personal Information, or the use of their Personal Information for targeted advertising. Laws additionally require covered businesses to take extra precautions for data deemed “sensitive” and offer consumers rights to access, delete, and correct their Personal Information. These laws are generally enforced by each state’s attorney general with potentially steep penalties for violations.

Lawmakers and regulators are also focused on data Processing by companies that do not have direct relationships with the consumers whose Personal Information they sell or share. Several states, including California, Oregon and Texas, have enacted or updated laws restricting the activities of data brokers. In late 2023, California passed the Delete Act, dramatically increasing obligations and potential penalties relative to the state’s preexisting data broker statute. Beyond additional transparency requirements, beginning in August 2026, companies registered as data brokers in California will be required to honor deletion requests expressed by California residents through a centralized mechanism the state will create. Beginning in 2028, data brokers will be required to undergo audits verifying their compliance with the Delete Act. These obligations may reduce the data available to Viant, require us to develop complex and expensive compliance tools and procedures, and may result in reductions in revenue.

Lawmakers, regulators, and advocates also continue to focus on activities involving the use of certain types of Personal Information perceived as especially sensitive, such as children’s and teen's data, health data, and location data, which will continue to impact the advertising industry. For example, the FTC actively enforces the Children's Online Privacy Protection Act of 1998 ("COPPA") and recently updated and expanded certain parts of the law, such as by requiring separate consent to disclose children’s personal information to third parties. Additionally, several State Privacy Laws have increased the age at which a consumer can be shown targeted ads (without opt-in consent) from 13 to 16 or 18 years of age, and other state laws may ban targeted advertising to minors outright.

Related to health information, the Washington state My Health My Data Act ("MHMD") introduced a host of new requirements covering a very broadly defined notion of consumer health data, including obligations on disclosures of such data that will impact the advertising industry. MHMD is subject to a private right of action, and plaintiffs’ attorneys could explore claims testing the bounds of the law’s text. Other states (e.g., Nevada) have enacted similar laws (though without a private right of action), and we expect more states will follow.

These developments and other comprehensive data privacy and security laws that have been proposed at the federal, state, and local levels in recent years could lead to a varied and increasingly complex regulatory landscape, further complicating our compliance efforts and those of our data suppliers and customers. Additionally, plaintiffs have sought to apply decades-old statutes, including federal wiretap and similar laws and the Video Privacy Protection Act to certain advertising and online tracking practices. Such laws, which include private causes of action, can be costly to settle or litigate, regardless of the merit of the claim, and may result in significant monetary liability. In addition, in order to help avoid data breaches that are reportable under various U.S laws, we must maintain adequate security measures, which require significant investments in resources and ongoing attention.

Outside the United States, certain laws, regulations, and industry standards may apply to our or our suppliers' or customers' data privacy and security practices. The European Union's General Data Protection Regulation 2016/679 ("EU GDPR") and the UK counterpart regulation ("UK GDPR") (collectively the "GDPR") imposes strict requirements applicable to companies targeting their services to EEA and the UK. The applicability analysis under the GDPR is complex, but if we were deemed to operate our business in a manner subject to GDPR, the GDPR provides for significant penalties for noncompliance of up to the greater of €20 million under the EU GDPR / 17.2 million pounds sterling under the UK GDPR, or, in each case, 4% of an enterprise's global turnover (or revenue) for the preceding fiscal year. Companies that violate the GDPR may face prohibitions on data processing and other corrective action, such as class action brought by classes of data subjects or by consumer protection organizations authorized at law to represent their interests. Additionally, EU Member States may assess other penalties for noncompliance on companies subject to GDPR.

Several European legislative proposals could significantly affect our business. For example, the ePrivacy Regulation, which would repeal the ePrivacy Directive, could impose new obligations or limitations in areas affecting our business, notably with respect to the use of cookies.

We may have to change our business practices to comply with any new legal obligations. These changes to the regulatory landscape, coupled with EU and UK regulators' increasing focus on compliance with requirements related to the online behavioral advertising ecosystem, could limit the ability to obtain data through integrations with data suppliers, divert the attention of our technology personnel, adversely affect our margins, subject us to liabilities, and may require us to make significant operational changes.

Furthermore, we may be unable to transfer Personal Information from Europe and other jurisdictions to the United States or other countries due to data localization requirements or limitations on cross-border transfers of Personal Information. In particular, the EEA and UK have significantly restricted the transfer of Personal Information to countries outside of the EEA. Other jurisdictions may adopt similarly stringent interpretations of their data localization and cross-border data transfer laws. Although the European Commission adopted the EU-US Data Privacy Framework and the United Kingdom adopted the UK Extension to permit transfers from the EEA and United Kingdom to the United States and there are currently various mechanisms that may be used to transfer Personal Information from the EEA and UK to the United States in compliance with law, these mechanisms are subject to ongoing legal challenges.

If there is no lawful manner for us to transfer Personal Information from the EEA, the UK or other jurisdictions to the United States, or if the requirements for a legally-compliant transfer are too onerous, we may face increased exposure to regulatory actions, substantial fines, and injunctions against Processing or transferring Personal Information from Europe or elsewhere. For example, some European regulators have ordered certain companies to suspend or permanently cease transfers of Personal Information out of Europe for allegedly violating the GDPR's cross-border data transfer limitations. The inability to import Personal Information to the United States could significantly and negatively impact our business operations, including by limiting our ability to collaborate with parties that are subject to European and other data privacy and security laws, limiting our ability to obtain inventory or data from suppliers operating in Europe, or requiring us to increase our Personal Information processing capabilities and infrastructure in Europe and/or elsewhere at significant expense.

Additionally, our employees and personnel use, and increasingly rely on, generative AI and automated decision-making technologies to perform their work and our business offers services that utilize generative AI, and such usage may be subject to various laws and other obligations, including those related to privacy, and governments have passed and are likely to pass additional laws regulating generative AI. Our use of this technology could result in additional compliance costs, regulatory investigations and actions, and consumer lawsuits. If we are unable to use generative AI, it could make our business less efficient and result in competitive disadvantages.

Further, privacy advocates and industry groups have proposed, and may propose in the future, industry standards with which we are legally or contractually bound to comply. Moreover, we may make statements about our data Processing practices in light of these standards. For example, best practices and self-regulatory standards, such as those promulgated by the Network Advertising Initiative, the Digital Advertising Alliance, and their international counterparts, apply to many players in the advertising technology ecosystem. Some of these self-regulatory bodies can discipline members, which could result in fines, penalties, and/or public censure. See "*—Our business or ability to operate our platform could be impacted by changes in technology initiated by technology companies, end users, or government regulation. Such developments, including the restriction of "third-party cookies" and use of automated opt out signals, could cause instability in the advertising technology industry*."

Similarly, there has been increasing global scrutiny over online political advertising, and online political advertising laws are rapidly evolving. For example, publishers of online content have imposed varying prohibitions and restrictions on the types and breadth of political advertising allowed on their platforms. The lack of uniformity and increasing requirements for transparency and disclosure could adversely impact the demand for political advertising services and increase our operating and compliance costs.

Because the interpretation and application of privacy and data protection laws, regulations, standards and other privacy obligations are uncertain and quickly changing, it is possible that these obligations may be interpreted and applied in manners that are, or are asserted to be, inconsistent with our practices. Preparing for and complying with these obligations requires significant resources.

Further, adaptation of the digital advertising marketplace requires increasingly significant collaboration between participants in the market, such as publishers and marketers. Failure of the industry to adapt to changes in data privacy and security obligations and user response to such changes could negatively impact inventory, data, and demand. We cannot control or predict the pace or effectiveness of such adaptation, and we cannot predict the impact such changes may have on our business. In addition, it may be necessary for us to fundamentally change our business activities, information technologies, systems, and practices, and to those of any third parties that Process Personal Information on our behalf.

We may at times fail or be perceived to have failed to comply with all applicable data privacy and security obligations, despite our efforts to comply. Moreover, despite our efforts, our customers, personnel or third parties upon whom we rely may fail to comply with such obligations, which could negatively impact our business operations and compliance posture. For example, any failure by a third-party processor to comply with applicable law, regulations, or contractual obligations could result in adverse effects, including inability to operate our business and proceedings against us by governmental entities or others. Any inability, or perceived inability, to address or comply with applicable data privacy or security obligations could result in significant consequences, including, but not limited to, government enforcement actions (e.g., investigations, fines, penalties, audits, inspections, and similar); litigation (including class-related claims) and mass arbitration demands; additional reporting requirements and/or oversight; bans on Processing Personal Information; and orders to destroy or not use Personal Information or AI models. Any of these events could have a material adverse effect on our reputation, business, or financial condition, including but not limited to: loss of customers, additional costs and liabilities, damage our reputation, reduction in sales and demand for our platform, and harm our business.

We have in the past been, and may in the future be, subject to enforcement actions, investigations, litigation, or other inquiries regarding our data privacy and security practices. For example, the FTC investigated our wholly owned subsidiary, Myspace LLC, and filed a complaint shortly after we acquired them in late 2011. See “*—We face liabilities arising out of our ownership and operation of Myspace.com*.”

Our business or ability to operate our platform could be impacted by changes in technology initiated by technology companies, end users, or government regulation. Such developments, including the restriction of “third-party cookies,” and use of automated opt out signals, could cause instability in the advertising technology industry.

Digital advertising and in-app advertising are largely dependent on established technology companies and their operation of the most commonly used Internet browsers (Chrome, Firefox, Internet Explorer and Safari), devices and their operating systems (Android and iOS). These companies have changed and may continue to change the operations or policies of their browsers, devices and operating systems in a manner that fundamentally changes our ability to operate our platform or collect data. Users of these browsers, devices or operating systems may also adjust their behaviors and use of technology in ways that change our ability to collect data. Digital advertising and in-app advertising are also dependent, in part, on internet protocols and the practices of internet service providers, including IP address allocation. Changes that these providers make to their practices, or adoption of new internet protocols, may materially limit or alter the availability or quality of data. A limitation or alteration of the availability of data in any of these or other instances may have a material impact on the advertising technology industry, which could decrease advertising budgets and subsequently reduce our revenue and adversely affect our business, operating results and financial condition.

For example, in recent years browser providers have enacted and may continue to enact changes restricting the use of third-party cookies in their browsers, which may cause instability in the digital advertising market. Execution and measurement in digital advertising relies to a significant extent on the use of cookies, pixels and other similar technology, including mobile device identifiers that are provided by mobile operating systems for advertising purposes, to collect data about users and devices (collectively referred to as "cookies"). Although we believe our business is less reliant on cookies than some of our competitors because we do not need cookies for marketers and their advertising agencies to identify consumers with our identity resolution capabilities and identity graph, we do use third-party cookies in connection with obtaining information about consumers, and for delivering digital advertising. Today, Apple's Safari, Mozilla's Firefox and Microsoft's Edge already block third-party cookies by default. Google's web browser, Chrome, offers controls over third-party cookies and, while it no longer plans to deprecate support for third-party cookies and user agent string entirely, Google has committed to enhancing its “Privacy Sandbox” label, which may result in modified targeting and measurement functionality to digital advertising ecosystem participants, and the introduction of new browser-level controls on Chrome, which will allow users to make an informed choice regarding cookies that will apply across their web browsing. We believe that Google’s ongoing development of these technologies, which we expect to be technically complex and designed in a manner that does not favor us or our partners, has created and will likely continue to create industry uncertainty regarding the potential effects on user experience and advertiser targeting and measurement. Although we believe our platform is well-positioned to adapt to such changes, particularly with our HHID and IRIS_ID, the impact of such changes remains uncertain and could be more disruptive than we anticipate, including to the display advertising ecosystem in particular, where such changes could adversely impact our growth in that channel. Google has also introduced ad blocking software in its Chrome web browser that will block certain ads based on quality standards established under a multi-stakeholder coalition. Other browsers have added similar controls. These actions will have significant impacts on the digital advertising and marketing ecosystems in which we operate, which could cause changes in advertising budget allocations and thereby could negatively impact our business. In addition, these browser and platform providers may frequently delay or change their previously announced operations or policies.

For in-app advertising, data regarding interactions between users and devices are tracked mostly through stable, pseudonymous mobile device identifiers that are built into the device operating system with privacy controls that allow users to express a preference with respect to data collection for advertising, including to disable the identifier. These identifiers and privacy controls are defined by the developers of the mobile platforms and could be changed by the mobile platforms in a way that may negatively impact our business. For example, Apple introduced an iOS update in April 2021 that requires users to opt-in to tracking of their activity across devices. Privacy aspects of other channels for programmatic advertising, such as CTVs or over-the-top video, are still developing. Technical or policy changes, including regulation or industry self-regulation, could harm our growth in those channels.

Digital advertising is also subject to government regulation which may impact our ability to collect and use data. As the collection and use of data for digital advertising has received ongoing media attention over the past several years, some government regulators such as the FTC, California Privacy Protection Agency, and state Attorneys General, as well as privacy advocates, have raised significant concerns around observed data and targeted advertising. This has led to an array of laws and pending legislation permitting individuals to easily opt out of targeted advertising through "universal opt out mechanisms" or "opt out preference signals" and developing such technical mannerisms and individuals are increasingly aware of these options. California recently passed legislation requiring browser manufacturers to provide easily locatable and configurable functionality that allows consumers to send such signals directly through their browsers. As a result, the number of consumers using such signals is likely to rise.

Limitations on our or our customers' ability to collect and use data for advertising, whether imposed by established technology companies, legislation, or otherwise, may impact the performance of our platform and our business performance.

A significant breach of our IT Systems or disclosure of our Confidential Data, or of the security of our or our customers', suppliers', or other third parties' systems upon which we rely could be detrimental to our business, reputation and results of operations.

We rely on computer systems, hardware, software, technology infrastructure and online sites and networks for both internal and external operations (collectively, "IT Systems"). We own and manage some of these IT Systems but also rely on third parties for various IT Systems, products and services. In addition, our business requires the processing of proprietary, confidential, and sensitive data, including personal information, intellectual property and trade secrets (collectively, "Confidential Data").

Like all companies, our IT Systems and Confidential Data are targets for cyber-attacks, malicious internet-based activity, online and offline fraud, and other similar activities by third parties that threaten the confidentiality, integrity, and availability of our IT Systems and Confidential Data. We and the third parties upon which we rely face a variety of evolving threats, which could cause security breaches that lead to operational disruption and/or compromises to our IT Systems and Confidential Data. In recent years, the frequency, severity and sophistication of cyber-attacks and other intentional misconduct has significantly increased, and these threats are becoming increasingly difficult to detect. These threats come from a variety of sources, including traditional computer hackers, nation states, threat actors, and personnel (such as through theft or misuse). We and the third parties upon which we rely are subject to a variety of evolving threats, including but not limited to social-engineering attacks (including through deep fakes, which may be increasingly more difficult to identify as fake given the increased usage of AI, and phishing attacks), malicious code (such as viruses and worms), malware (including as a result of advanced persistent threat intrusions), denial-of-service attacks (such as credential stuffing), personnel misconduct or error, malfeasance by insiders, ransomware attacks, supply-chain attacks, software bugs, server malfunctions, software or hardware failures, loss of data or other IT Systems, adware, telecommunications failures, earthquakes, fires, floods, and other similar threats.

Threat actors, nation-states, and nation-state-supported actors now engage, and are expected to continue to engage, in cyber-attacks, including for geopolitical reasons and in connection with military conflicts and operations, as well as for financial gain. During times of war and other major conflicts, we and the third parties upon which we rely may be vulnerable to heightened risk of these attacks, including cyber-attacks that could materially disrupt our systems and operations, supply chain, and ability to conduct our business.

Ransomware attacks are becoming increasingly prevalent and severe and can lead to significant interruptions in our operations, loss of data and income, reputational harm, and diversion of funds. Extortion payments may alleviate some of the negative impact of a ransomware attack, but we may be unwilling or unable to make such payments due to, for example, applicable laws or regulations prohibiting such payments.

Further, we rely upon third-party service providers and technologies to operate critical IT Systems and to process Confidential Data, including, without limitation, third-party providers of cloud-based infrastructure such as Google Cloud Platform and Amazon Web Services, employee email, and other functions. We may share or receive Confidential Data with or from third parties. Our ability to monitor these third parties' security practices is limited, and these parties may not have adequate information security measures in place. If our third-party service providers experience a security incident or other interruption, we could experience adverse consequences. While we may be entitled to damages if our third-party service providers fail to satisfy their privacy or security-related obligations to us, any award may be insufficient to cover our damages, or we may be unable to recover such award. Similarly, supply-chain attacks have increased in frequency and severity, and third parties and infrastructure in our supply chain or our third-party

partners' supply chains may become compromised or contain exploitable defects or bugs that could result in a breach of or disruption to our IT Systems (including our products/services) or the third-party information technology systems that support us and our services.

Future or past business transactions (such as acquisitions or integrations) could expose us to additional cybersecurity risks and vulnerabilities, as our IT Systems could be negatively affected by vulnerabilities present in acquired or integrated entities' systems and technologies. Furthermore, we may discover security issues that were not found during due diligence of such acquired or integrated entities, and it may be difficult to integrate companies into our IT Systems and security program.

Remote work has become more common and has increased risks to our IT Systems Confidential Data, as more of our employees utilize network connections, computers and devices outside our premises or network, including working at home, while in transit and in public locations.

Any of the previously identified or similar threats, whether actual or perceived, could cause a security breach or other interruption, resulting in the unauthorized, unlawful, or accidental acquisition, modification, misuse, destruction, disclosure of, encryption of, or loss of Confidential Data.

Cyberattacks are expected to accelerate on a global basis in frequency and magnitude as threat actors are becoming increasingly sophisticated in using techniques and tools—including AI—that circumvent security controls, evade detection, and remove forensic evidence. As a result, we may be unable to prevent, detect, investigate, remediate, or recover from future attacks or incidents, or to avoid a material adverse impact to our IT Systems, Confidential Data, or business. There can also be no assurance that our cybersecurity risk management program and processes, including our policies, controls, or procedures, will be fully implemented, complied with or effective in protecting our IT Systems and Confidential Data.

Although we have taken measures to protect our systems from such threats, these measures may not be effective, and we and certain of our third-party providers regularly experience cyberattacks and other incidents, and we expect such incidents to continue in varying degrees. For example, in 2016, we discovered a breach of information from our Myspace databases resulting in the unauthorized access and offer for sale of approximately 360 million Myspace user account email addresses, usernames, and hashed passwords. See "*—We face liabilities arising out of our ownership and operation of Myspace.com.*" We take steps to detect and remediate vulnerabilities, but we may not be able to detect and remediate all vulnerabilities because the threats and techniques used to exploit the vulnerability change frequently and are often sophisticated in nature. Therefore, such vulnerabilities could be exploited but may not be detected until after a security incident has occurred. These vulnerabilities pose material risks to our business. Further, we may experience delays in developing and deploying remedial measures designed to address any such identified vulnerabilities.

We may incur significant costs in protecting against such cyberattacks and security breaches, and any cyber-related disruption or security breach of our or third parties' IT Systems or Confidential Data could result in adverse consequences, including but not limited to litigation (such as class actions), indemnity obligations, enforcement actions, investigations, fines, penalties, mitigation and remediation costs, disputes, reputational harm, diversion of management's attention, operational disruptions, decreased revenue, and reduced demand for our platform. Further, applicable data privacy and security obligations may require us to notify relevant stakeholders of security incidents. Such disclosures are costly, and the disclosures or the failure to comply with such requirements could lead to adverse consequences.

Moreover, our contracts may not contain limitations of liability, and even where they do, there can be no assurance that limitations of liability in our contracts will be enforceable or are sufficient to protect us from liabilities, damages, or claims related to our data privacy and security obligations. Additionally, our insurance coverage may not be adequate or sufficient to protect us from or to mitigate liabilities arising out of our privacy and security practices, that such coverage will continue to be available on commercially reasonable terms or at all, or that such coverage will pay future claims.

In addition to experiencing a security incident, third parties may gather, collect, or infer sensitive information about us from public sources, data brokers, or other means that reveals competitively sensitive details about our organization and could be used to undermine our competitive advantage or market position. Additionally, Confidential Data of the Company or our customers could be leaked, disclosed, or revealed as a result of or in connection with our employee's, personnel's, or vendor's use of generative AI technologies.

Further, certain data privacy and security obligations may require us to implement and maintain a certain level of security. For example, the Federal Trade Commission expects a company's data security measures to be reasonable and appropriate in light of the sensitivity and volume of consumer information it holds, the size and complexity of its business, and the cost of available tools to improve security and reduce vulnerabilities. Failure to maintain this level of security could result in government investigations or enforcement actions, litigation, reputational harm, and other material adverse consequences.

Finally, as we accept debit and credit cards for payment, we are subject to the Payment Card Industry Data Security Standard ("PCI-DSS"), issued by the Payment Card Industry Security Standards Council. PCI-DSS contains compliance guidelines with regard to our security surrounding the physical and electronic storage, processing and transmission of cardholder data. If we or our service providers are unable to comply with the security standards established by banks and the payment card industry, we may be subject to fines, restrictions and expulsion from card acceptance programs, which could materially and adversely affect our business.

Our use of artificial intelligence technologies may not result in the benefits we anticipate for our business, and may result in a decline in performance of our products, services and business, as well as our reputation and the reputations of our customers, or cause us to incur liability resulting from the violation of laws or contracts to which we are a party.

We use AI technologies, including our ViantAI product suite (collectively, "AI Technologies"), throughout our business, and are making significant investments in this area. For example, our ViantAI suite currently includes AI Planning, which enables media planners to design high-impact campaigns in seconds, AI Bidding, which optimizes inventory costs by lowering the effective cost per mille ("eCPM") through automated bid adjustments, AI Measurement and Analysis, which provides accessible measurement and insights via a user-friendly chat interface, and recently released, AI Decisioning, which automates planning, execution, measurement and dynamic optimization of campaigns in real time.

We expect that increased investment will be required in the future to continuously improve our use of AI Technologies. As with many technological innovations, there are significant risks involved in developing, maintaining and deploying these technologies and there can be no assurance that the usage of or our investments in such technologies will always enhance our products or services or be beneficial to our business, including our efficiency or profitability.

Our deployment of AI Technologies presents particular risks. For example, the models underlying our AI Technologies may be incorrectly designed or implemented and exhibit defects. ViantAI uses machine learning trained on years of data; however, in any given use case, any data on which our AI Technologies are trained may be incomplete, inadequate, inaccurate, biased or otherwise poor-quality. As a result, ViantAI could produce inaccurate, unexpected or unfavorable results or behaviors, and therefore poorly-designed or executed campaigns, sub-optimal ad placement, targeting, or bidding, or misleading insights for our customers. In turn, these effects could reduce click-through rates, conversion rates, and ROAS. Any of the foregoing could impair the performance of our products, services and business, as well as our reputation and the reputations of our customers, and we could incur liability resulting from the violation of laws or contracts to which we are a party or civil claims.

The market for products and services that incorporate AI Technologies such as ViantAI is rapidly evolving and unproven in many industries, including our own, and important assumptions about the characteristics of targeted markets, pricing, sales cycles, cost, performance, and perceived value associated with our services or products may be inaccurate. We cannot be sure that the market will continue to grow or that it will grow in ways we anticipate. In addition, market acceptance of solutions that incorporate AI Technology is uncertain, and the evolution of the use of AI and machine learning in digital advertising may create challenges and further ecosystem uncertainty. Our failure to successfully develop and commercialize solutions involving AI Technologies could depress the market price of our stock and impair our ability to: raise capital; expand our business; provide, improve and diversify our solutions; continue our operations and efficiently manage our operating expenses; and respond effectively to competitive developments. There can be no assurance that our AI initiatives will enhance our platform, products, or services as expected.

In addition to our ViantAI product suite, we use AI Technologies licensed from third parties in our solutions and our operations and our ability to continue to use such technologies at the scale we need may be dependent on access to specific third-party software and infrastructure. We cannot control the availability or pricing of such third-party AI Technologies, especially in a highly competitive environment, and we may be unable to negotiate favorable economic terms with the applicable providers. If any such third-party AI Technologies become incompatible with our solutions or unavailable for use, or if the providers of such models unfavorably change the terms on which their AI Technologies are offered or terminate their relationship with us, our solutions may become less appealing to our customers, and our business will be harmed. In addition, to the extent any third party AI Technologies are used as a hosted service, any disruption, outage, or loss of information through such hosted services could disrupt our operations or solutions, damage our reputation, cause a loss of confidence in our solutions, or result in legal claims or proceedings, for which we may be unable to recover damages from the affected provider.

The legal and regulatory landscape for AI Technologies is rapidly evolving as many U.S. federal, state, and foreign government bodies and agencies have introduced or are currently considering additional laws and regulations. Additionally, existing laws and regulations may be interpreted in ways that would affect the operation of the AI Technologies we provide or use, or could be rescinded or amended as new administrations take differing approaches to evolving AI Technologies. As a result, implementation standards and enforcement practices are likely to remain uncertain for the foreseeable future, and we cannot yet completely determine the impact future laws, regulations, standards, or market perception of their requirements may have on our business and may not always be able to anticipate how to respond to these laws or regulations. It is possible that evolution of the legal and regulatory landscape limits our ability to use AI Technologies for our business, or require us to change the way we use AI Technologies in a manner that negatively affects the performance of our offerings. We may need to expend resources to adjust our products or services in certain jurisdictions if laws or regulations are not consistent across jurisdictions. Further, the cost to comply with such laws and regulations could be significant and would increase our operating expenses (such as by imposing additional reporting obligations regarding our use of AI Technologies). Such an increase in operating expenses, as well as any actual or perceived failure to comply with such laws and regulations, could adversely affect our business, financial condition, and results of operations.

Our proprietary rights may be difficult to enforce, which could enable others to copy or use aspects of our technology without compensating us, thereby eroding our competitive advantages and harming our business.

Our success depends, in part, on our ability to protect proprietary methods and technologies that we develop or otherwise acquire, so that we can prevent others from using our inventions and proprietary information. If we fail to protect our intellectual property rights adequately, our competitors might gain access to our technology, and our business might be adversely affected. We rely upon a combination of patent, trademark, copyright and trade secret laws, as well as third-party confidentiality and non-disclosure agreements, to establish and protect our proprietary rights. Establishing trade secret, copyright, trademark, domain name, and patent protection can be difficult and expensive, the laws, procedures and restrictions may provide only limited protection, and protection may not be available for some of our technology, in particular technology that uses open-source software. It may be possible for unauthorized third parties to copy or reverse engineer aspects of our technology or otherwise obtain and use information that we regard as proprietary, or to develop technologies similar or superior to our technology or design around our proprietary rights, despite the steps we have taken to protect our proprietary rights. Our contracts with our employees and contractors that relate to intellectual property issues generally restrict the use of our confidential information solely in connection with our services. However, the theft or misuse of our proprietary information could occur by employees or contractors who have access to our technology.

While we have issued patents and patent applications pending, we may be unable to obtain patent protection for the technology covered in our patent applications or such patent protection may not be obtained quickly enough to meet our business needs. Furthermore, the patent prosecution process is expensive, time-consuming, and complex, and we may not be able to prepare, file, prosecute, maintain, and enforce all necessary or desirable patent applications at a reasonable cost or in a timely manner. Moreover, there is significant uncertainty as to the patentability of technology created with the assistance of artificial intelligence. As a result, certain of our patents may be at risk, and pending or future patent applications may be more costly to prosecute, may result in issued patents of limited scope, if such patents are issued patents at all. The scope of patent protection can also be reinterpreted after issuance and issued patents may be invalidated. Even if our patent applications do issue as patents, they may not issue in a form that is sufficiently broad to protect our technology, prevent competitors or other third parties from competing with us or otherwise provide us with any competitive advantage.

Policing unauthorized use of our technology is difficult. In addition, the laws of some foreign countries may not be as protective of intellectual property rights as those of the United States, and mechanisms for enforcement of our proprietary rights in such countries may be inadequate. If we are unable to protect our proprietary rights (including in particular, the proprietary aspects of our platform) we may find ourselves at a competitive disadvantage to others who have not incurred the same level of expense, time and effort to create and protect their intellectual property.

We are subject to third party claims for alleged infringement of third parties' proprietary rights, which would result in additional expense and potential damages.

There is significant patent and other intellectual property development activity in the digital advertising industry. Third-party intellectual property rights may cover significant aspects of our technologies or business methods or block us from expanding our offerings. Our success depends on the continual development of our platform. From time to time, we receive claims from third parties that our platform and underlying technology infringe or violate such third parties’ intellectual property rights. To the extent we gain greater public recognition, we may face a higher risk of being the subject of intellectual property claims. In addition, various "non-practicing entities" that own patents and other intellectual property rights are and may continue to aggressively assert their rights in order to extract value from us. Furthermore, from time to time we may introduce or acquire new products, including in areas where we historically have not competed, which could increase our exposure to patent and other intellectual property claims from competitors and non-practicing entities. The cost of settling or defending against intellectual property claims, whether or not the claims have merit, is significant, regardless of whether we are successful in our defense, and diverts the attention of management, technical personnel and other employees from our business operations. Litigation regarding intellectual property rights is inherently uncertain due to the complex issues involved, and we may not be successful in defending ourselves in such matters. Additionally, we may be obligated to indemnify our customers or inventory and data suppliers or other vendors in connection with any such litigation. If we are found to infringe these rights, we could potentially be required to cease utilizing portions of our platform. We may also be required to develop alternative non-infringing technology, which could require significant time and expense. Alternatively, we could be required to pay royalty payments, either as a one-time fee or ongoing, as well as damages for past use that was deemed to be infringing. If we cannot license or develop technology for any allegedly infringing aspect of our business, we would be forced to limit our service and may be unable to compete effectively. Any of these results could harm our business.

We face potential liability and harm to our business based on the nature of our business and the content on our platform.

Advertising often results in litigation relating to copyright or trademark infringement, public performance royalties or other claims based on the nature and content of advertising that is distributed through our platform. Though we contractually require customers to represent to us that they have the rights necessary to serve advertisements through our platform, we do not independently verify whether we are permitted to deliver, or review the content of, such advertisements. If customers do not have the rights necessary

to serve advertisements through our platform, we may be exposed to potential liability, and our reputation may be damaged. While our customers are typically obligated to indemnify us, such indemnification may not fully cover us, or we may not be able to collect. In addition to settlement costs, we may be responsible for our own litigation costs, which can be extensive.

Risks Related to Our Capital Structure and Related Tax Matters

Our principal asset is our interest in Viant Technology LLC, and accordingly, we depend on distributions from Viant Technology LLC to pay any dividends, if declared, taxes and other expenses, including payments under the Tax Receivable Agreement.

We are a holding company, and our only business is to act as the managing member of Viant Technology LLC, and our only material assets are Class A units representing approximately 27.8% of the membership interests of Viant Technology LLC as of December 31, 2025. We do not have any independent means of generating revenue or cash flow, and our ability to pay dividends in the future, if any, will depend upon the financial results and cash flows of Viant Technology LLC.

We anticipate that Viant Technology LLC will continue to be treated as a partnership for U.S. federal income tax purposes and, as such, generally will not be subject to any entity-level U.S. federal income tax. Instead, taxable income will be allocated to the members of Viant Technology LLC. Accordingly, we are required to pay income taxes on our allocable share of any net taxable income of Viant Technology LLC. As its sole managing member and pursuant to the Viant Technology LLC Operating Agreement, we cause Viant Technology LLC to make distributions to each of its members, including us, in an amount intended to enable each member to pay all applicable taxes on taxable income allocable to such member and to allow us to make payments under a tax receivable agreement (the "Tax Receivable Agreement") we entered into on February 9, 2021, in connection with our IPO, with Viant Technology LLC, continuing members of Viant Technology LLC and the representative of such continuing members of Viant Technology LLC (the "TRA Representative"). In addition, Viant Technology LLC reimburses us for corporate and other overhead expenses. If the amount of tax distributions to be made exceeds the amount of funds available for distribution, we shall receive the full amount of our tax distribution before the other members receive any distribution and the balance, if any, of funds available for distribution shall be distributed to the other members pro rata in accordance with their assumed tax liabilities. To the extent that we need additional funds to cover our obligations, and Viant Technology LLC is restricted from making such distributions under applicable laws or regulations, or is otherwise unable to provide such funds, we may have to borrow funds, which could materially and adversely affect our ability to pay dividends and taxes and other expenses, including payments under the Tax Receivable Agreement, and affect our liquidity and financial condition.

To the extent that we are unable to make payments under the Tax Receivable Agreement for any reason, such payments will be deferred and accrue interest until paid; provided, however, that nonpayment for a specified period may constitute a material breach of a material obligation under the Tax Receivable Agreement and, therefore, may accelerate payments due under the Tax Receivable Agreement.

We are required to make cash payments to the continuing members of Viant Technology LLC in respect of certain tax benefits we receive from tax basis step-ups (and certain other tax benefits) attributable to our acquisition of units of Viant Technology LLC, and the amount of those payments may be substantial.

In connection with our IPO, we entered into a Tax Receivable Agreement with Viant Technology LLC, continuing members of Viant Technology LLC (not including us) and the TRA Representative. The Tax Receivable Agreement provides for payment by us to continuing members of Viant Technology LLC (not including us) of 85% of the amount of the net cash tax savings, if any, that we realize (or, under certain circumstances, are deemed to realize) as a result of increases in tax basis (and utilization of certain other tax benefits) resulting from (i) our acquisition of Viant Technology LLC units from pre-IPO members of Viant Technology LLC in connection with the IPO and in future exchanges and (ii) any payments we make under the Tax Receivable Agreement (including tax benefits related to imputed interest). We will retain the benefit of the remaining 15% of these net cash tax savings.

The amount of the cash payments that we may be required to make under the Tax Receivable Agreement could be significant. The term of the Tax Receivable Agreement will continue until all tax benefits that are subject to the Tax Receivable Agreement have been utilized or have expired, unless we exercise our right to terminate the Tax Receivable Agreement (or it is otherwise terminated pursuant to its terms, including due to a change in control or our breach of a material obligation thereunder), in which case, we will be required to make the termination payment specified in the Tax Receivable Agreement. In addition, any payments we make under the Tax Receivable Agreement will be increased by any interest accrued from the due date (without extensions) of the corresponding tax return. Any actual future payments to the continuing members of Viant Technology LLC will vary based on the factors discussed below, and estimating the amount and timing of payments that may be made under the Tax Receivable Agreement is by its nature imprecise, as the calculation of amounts payable depends on a variety of factors and future events. We expect to receive distributions from Viant Technology LLC in order to make any required payments under the Tax Receivable Agreement. However, we may need to incur debt to finance payments under the Tax Receivable Agreement to the extent such distributions or our cash resources are insufficient to meet our obligations under the Tax Receivable Agreement as a result of timing discrepancies or otherwise. The

payments under the Tax Receivable Agreement are also not conditioned upon the continuing members of Viant Technology LLC maintaining a continued ownership interest in Viant Technology LLC.

The actual increase in tax basis, as well as the amount and timing of any payments under the Tax Receivable Agreement, will vary depending on a number of factors, including the price of our Class A common stock at the time of the exchange; the timing of future exchanges; the extent to which exchanges are taxable; the amount and timing of the utilization of tax attributes; the amount, timing and character of our income; the U.S. federal, state and local tax rates then applicable; the amount of each exchanging unitholder's tax basis in its units at the time of the relevant exchange; the depreciation and amortization periods that apply to the increases in tax basis; the timing and amount of any earlier payments that we may have made under the Tax Receivable Agreement and the portion of our payments under the Tax Receivable Agreement that constitute imputed interest or give rise to depreciable or amortizable tax basis. The increases in the tax basis of the intangible assets of Viant Technology LLC as a result of the exchanges of Viant Technology LLC units and certain other tax benefits will be subject to the TRA. As of December 31, 2025, we concluded that it was more likely than not that our deferred tax assets subject to the Tax Receivable Agreement will be realized. Therefore, we recorded a liability related to the tax savings we may realize from utilization of such deferred tax assets. As of December 31, 2025, the total TRA liability is approximately $12.4 million. If utilization of the deferred tax asset subject to the TRA becomes not more likely than not in the future, we may reverse the liability related to the TRA. Upon recognition of the TRA, there may be a material negative effect on our financial condition and liquidity if, as described below, the payments under the Tax Receivable Agreement exceed the actual benefits we receive in respect of the tax attributes subject to the Tax Receivable Agreement and/or distributions to us by Viant Technology LLC are not sufficient to permit us to make payments under the Tax Receivable Agreement.

In certain circumstances, the amounts that we may be required to pay under the Tax Receivable Agreement may be accelerated and/or significantly exceed the actual tax benefits, if any, that we actually realize.

The Tax Receivable Agreement provides that if (i) we exercise our right to early termination of the Tax Receivable Agreement in whole (that is, with respect to all benefits due to all beneficiaries under the Tax Receivable Agreement) or in part (that is, with respect to some benefits due to all beneficiaries under the Tax Receivable Agreement), (ii) we experience certain changes in control, (iii) the Tax Receivable Agreement is rejected in certain bankruptcy proceedings, (iv) we fail (subject to certain exceptions) to make a payment under the Tax Receivable Agreement within 180 days after the due date or (v) we materially breach our obligations under the Tax Receivable Agreement, we will be obligated to make an early termination payment to holders of rights under the Tax Receivable Agreement equal to the present value of all payments that we would be required to pay under the Tax Receivable Agreement. The amount of such payments will be determined on the basis of certain assumptions in the Tax Receivable Agreement, including (i) the assumption that we would have enough taxable income in the future to fully utilize the tax benefit resulting from the tax assets that are the subject of the Tax Receivable Agreement; (ii) the assumption that any item of loss deduction or credit generated by a basis adjustment or imputed interest arising in a taxable year preceding the taxable year that includes an early termination will be used by us ratably from such taxable year through the earlier of (x) the scheduled expiration of such tax item or (y) 15 years; (iii) the assumption that any non-amortizable assets are deemed to be disposed of in a fully taxable transaction on the fifteenth anniversary of the earlier of the basis adjustment and the early termination date; (iv) the assumption that U.S. federal, state and local tax rates will be the same as in effect on the early termination date, unless scheduled to change; and (v) the assumption that any units of Viant Technology LLC (other than those held by us) outstanding on the termination date are deemed to be exchanged for an amount equal to the market value of the corresponding number of shares of Class A common stock on the termination date. Any early termination payment may be made significantly in advance of the actual realization, if any, of the future tax benefits to which the termination payment relates. The amount of the early termination payment is determined by discounting the present value of all payments that would be required to be paid by us under the Tax Receivable Agreement at a rate equal to the lesser of (a) 6.5% and (b) the Secured Overnight Financing Rate, as reported by the Wall Street Journal plus 400 basis points.

Moreover, as a result of an elective early termination or other termination of the Tax Receivable Agreement (including due to a change in control or our material breach of its obligations under the Tax Receivable Agreement), we could be required to make payments under the Tax Receivable Agreement that exceed our actual cash savings under the Tax Receivable Agreement. Thus, our obligations under the Tax Receivable Agreement could have a substantial negative effect on our financial condition and liquidity and could have the effect of delaying, deferring or preventing certain mergers, asset sales, or other forms of business combinations or changes of control. We may not be able to finance any early termination payment. It is also possible that the actual benefits ultimately realized by us may be significantly less than were projected in the computation of the early termination payment. We will not be reimbursed if the actual benefits ultimately realized by us are less than were projected in the computation of the early termination payment.

We will not be reimbursed for any payments made to the continuing members of Viant Technology LLC under the Tax Receivable Agreement in the event that any tax benefits are disallowed.

Payments under the Tax Receivable Agreement will be based on the tax reporting positions that we will determine and the Internal Revenue Service ("IRS") or another tax authority may challenge all or part of the tax basis increases, as well as other related tax positions we take, and a court could sustain such challenge. If any tax benefits that have given rise to payments under the Tax

Receivable Agreement are subsequently disallowed, we would be entitled to reduce future amounts otherwise payable to a holder of rights under the Tax Receivable Agreement to the extent the holder has received excess payments. However, the required final and binding determination that a holder of rights under the Tax Receivable Agreement has received excess payments may not be made for a number of years following commencement of any challenge, and we will not be permitted to reduce our payments under the Tax Receivable Agreement until there has been a final and binding determination, by which time sufficient subsequent payments under the Tax Receivable Agreement may not be available to offset prior payments for disallowed benefits. We will not be reimbursed for any payments previously made under the Tax Receivable Agreement if the basis increases or other tax attributes described above are successfully challenged by the IRS or another taxing authority. As a result, in certain circumstances, payments could be made under the Tax Receivable Agreement that are significantly in excess of the benefit that we actually realize in respect of the increases in tax basis (and utilization of certain other tax benefits) and we may not be able to recoup those payments, which could adversely affect our financial condition and liquidity.

In certain circumstances, Viant Technology LLC will be required to make distributions to us and the existing members of Viant Technology LLC, and the distributions that Viant Technology LLC will be required to make may be substantial.

Viant Technology LLC is expected to continue to be treated as a partnership for U.S. federal income tax purposes and, as such, generally is not subject to U.S. federal income tax. Instead, taxable income is allocated to members, including us. Pursuant to the Viant Technology LLC Operating Agreement, Viant Technology LLC makes tax distributions to its members, including us, which generally are pro rata based on the ownership of Viant Technology LLC units, calculated using an assumed tax rate, to help each of the members to pay taxes on that member's allocable share of Viant Technology LLC's net taxable income. Under applicable tax rules, Viant Technology LLC is required to allocate net taxable income disproportionately to its members in certain circumstances. Because tax distributions are determined based on the member who is allocated the largest amount of taxable income on a per unit basis and on an assumed tax rate that is the highest possible rate applicable to any member, but are made pro rata based on ownership of Viant Technology LLC units, Viant Technology LLC is required to make tax distributions that, in the aggregate, likely exceed the aggregate amount of taxes payable by its members with respect to the allocation of Viant Technology LLC income.

Funds used by Viant Technology LLC to satisfy its tax distribution obligations generally are not available for reinvestment in our business. Moreover, the tax distributions Viant Technology LLC is required to make may be substantial and may significantly exceed (as a percentage of Viant Technology LLC's income) the overall effective tax rate applicable to a similarly situated corporate taxpayer. In addition, because these payments are calculated with reference to an assumed tax rate, and because of the disproportionate allocation of net taxable income, these payments likely significantly exceed the actual tax liability for many of the existing members of Viant Technology LLC.

As a result of potential differences in the amount of net taxable income allocable to us and to the existing members of Viant Technology LLC, as well as the use of an assumed tax rate in calculating Viant Technology LLC's distribution obligations, we may receive distributions of cash significantly in excess of our tax liabilities and obligations to make payments under the Tax Receivable Agreement. We have no obligation to distribute any such excess distributions (or other available cash) to our stockholders. We may choose to manage these excess distributions through a number of different approaches, including, among other uses, the payment of a cash dividend on our Class A common stock, the payment of obligations under the Tax Receivable Agreement, loaning such cash to Viant Technology LLC, the declaration of a stock dividend on our Class A common stock, along with the purchase of a corresponding number of common units in Viant Technology LLC, or the purchase of additional common units in Viant Technology LLC, along with a recapitalization of all of the outstanding common units in Viant Technology LLC. We are not required to make adjustments to the exchange ratio for LLC units and corresponding shares of Class A common stock as a result of any cash dividend or excess distribution or any retention of cash by us. As a result, the holders of Viant Technology LLC units (other than us) may benefit from any value attributable to such cash balances if they acquire shares of Class A common stock in exchange for their LLC units, notwithstanding that such holders may have participated previously as holders of LLC units in distributions that resulted in such excess cash balances to us.

If Viant Technology LLC were to become a publicly traded partnership taxable as a corporation for U.S. federal income tax purposes, we and Viant Technology LLC might be subject to potentially significant tax inefficiencies, and we would not be able to recover payments previously made by it under the Tax Receivable Agreement, even if the corresponding tax benefits were subsequently determined to have been unavailable due to such status.

We intend to operate such that Viant Technology LLC does not become a publicly traded partnership taxable as a corporation for U.S. federal income tax purposes. A "publicly traded partnership" is an entity that otherwise would be treated as a partnership for U.S. federal income tax purposes, the interests of which are traded on an established securities market or readily tradable on a secondary market or the substantial equivalent thereof. Under certain circumstances, exchanges of Viant Technology LLC units pursuant to the Viant Technology LLC Operating Agreement or other transfers of Viant Technology LLC units could cause Viant Technology LLC to be treated like a publicly traded partnership. From time to time the U.S. Congress has considered legislation to change the tax treatment of partnerships and there can be no assurance that any such legislation will not be enacted or if enacted will not be adverse to us.

If Viant Technology LLC were to become a publicly traded partnership taxable as a corporation for U.S. federal income tax purposes, significant tax inefficiencies might result for us and Viant Technology LLC, including as a result of our inability to file a consolidated U.S. federal income tax return with Viant Technology LLC. In addition, we may not be able to realize tax benefits covered under the Tax Receivable Agreement and would not be able to recover any payments previously made by it under the Tax Receivable Agreement, even if the corresponding tax benefits (including any claimed increase in the tax basis of Viant Technology LLC's assets) were subsequently determined to have been unavailable.

Our tax liabilities may be greater than anticipated.

Tax laws applicable to our business activities are subject to interpretation. We are subject to audit by the IRS and by taxing authorities in the state and local jurisdictions in which we operate. Our tax obligations are based on how tax authorities in such jurisdictions assess revenue-based taxes such as sales and use taxes. Taxing authorities are and may continue to challenge our tax positions and methodologies including our positions regarding the collection of sales and use taxes and the jurisdictions in which we are subject to taxes, which could expose us to additional taxes and penalties. Defending against such audits can result in significant legal and administrative costs and divert management's attention and resources. In addition, our future tax expense could increase as a result of changes in tax laws, regulations or accounting principles, or changes in the interpretation of the same, or as a result of earning income in jurisdictions that have higher tax rates. Further, several jurisdictions have proposed or enacted taxes applicable to digital services, which include business activities on digital advertising and which may increase our tax obligations in such jurisdictions. An increase in our tax expense and/or penalties could have a negative effect on our financial position and results of operations. Moreover, the determination of our provision for income taxes and other tax liabilities requires significant estimates and judgment by management, and the tax treatment of certain transactions is uncertain. Although we believe we make reasonable estimates and judgments, the ultimate outcome of any particular issue may differ from the amounts previously recorded in our financial statements and any such occurrence could materially affect our financial position and results of operations.

Risks Related to Our Financial Position and Capital Requirements

We may experience fluctuations in our operating results, which could make our future operating results difficult to predict or cause our operating results to fall below securities analysts' and investors' expectations.

Our quarterly and annual operating results have fluctuated in the past and we expect our future operating results to fluctuate due to a variety of factors, many of which are beyond our control. In particular, we offer our customers a choice of two different pricing options: a percentage of spend option and a fixed CPM pricing option. We also offer our customers the ability to use our services to aid them in data management, media execution and advanced reporting. Our revenue and contribution ex-TAC vary across these different pricing and service options, and therefore our results may vary based on the mix of pricing and service options chosen by customers in any given period. Contribution ex-TAC is a non-GAAP financial measure. For a detailed discussion of our key operating and financial performance measures and a reconciliation of contribution ex-TAC to the most directly comparable financial measure calculated in accordance with GAAP, see "*Management's Discussion and Analysis of Financial Condition and Results of Operation—Key Operating and Financial Performance Measures—Use of Non-GAAP Financial Measures*." The varying nature of our pricing mix between periods may make it more difficult for us to forecast our future operating results. Further, variation in our pricing mix may make it more difficult to make comparisons between prior, current and future periods. Period-to-period comparisons of our operating results should not be relied upon as an indication of our future performance. Fluctuations in our operating results could cause our performance to fall below the expectations of securities analysts and investors and adversely affect the price of our Class A common stock. Because our business is changing and evolving rapidly, and the macroeconomic and geopolitical environment continues to evolve as a result of pandemics, bank failures, labor shortages, supply chain disruptions, tariffs, inflation and monetary supply shifts, high interest rates, tightening of credit markets, political cycles, changes in laws and interpretations of laws, changes in the volume and relative mix of U.S. government spending, cost-cutting and efficiency initiatives and potential disruptions from international conflicts and acts of terrorism, our historical operating results may not be necessarily indicative of our future operating results. In addition to changes in terms of mix of our different pricing options, factors that may cause our operating results to fluctuate include the following:

- changes in demand for our platform, including those related to the seasonal nature of our customers' spending on digital advertising campaigns;
- changes in our pricing policies, the pricing policies of our competitors and the pricing or availability of inventory, data or other third-party services;
- changes in our customer base and platform offerings;
- the addition or loss of advertising agencies and marketers as customers;
- changes in advertising budget allocations, agency affiliations or marketing strategies;

- customer purchasing preferences that result in changes to our channel mix (including, for example, changes in demand for CTV and other emerging digital channels);
- changes and uncertainty in the regulatory and business environment for us or customers (for example, when Apple or Google change policies for their browsers and operating systems);
- changes in the economic prospects of marketers or the economy generally (due to pandemics, labor shortages, supply chain disruptions, tariffs, inflation and monetary supply shifts, high interest rates, tightening of credit markets, political cycles, changes in laws and interpretations of laws, changes in the volume and relative mix of U.S. government spending, cost-cutting and efficiency initiatives and potential disruptions from international conflicts and acts of terrorism or otherwise), which could alter marketers' spending priorities, or could increase the time or costs required to complete advertising inventory sales;
- changes in the availability of advertising inventory or in the cost of reaching end consumers through digital advertising;
- disruptions or outages on our platform;
- the introduction of new technologies or offerings by our competitors;
- changes in our capital expenditures as we acquire the hardware, equipment and other assets required to support our business;
- timing differences between our payments for advertising inventory and our collection of related advertising revenue;
- the length and unpredictability of our sales cycle;
- costs related to acquisitions of businesses or technologies, or employee recruiting; and
- shifting views and behaviors of consumers concerning use of data.

Based upon the factors above and others beyond our control, we have a limited ability to forecast our future revenue, costs and expenses, and, as a result, our operating results may, from time to time, fall below our estimates or the expectations of securities analysts and investors.

We may not be able to secure additional financing on favorable terms, or at all, to meet our future capital needs, which may in turn impair our growth.

We intend to continue to grow our business, which may require additional capital to develop new features or enhance our platform, improve our operating infrastructure, finance working capital requirements or acquire complementary businesses and technologies. Accordingly, we may need to engage in additional equity or debt financings to secure additional capital. If we raise additional funds through future issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our Class A common stock. Any debt financing that we secure in the future could involve restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities. If we are unable to secure additional funding on favorable terms, or at all, when we require it, our ability to continue to grow our business to react to market conditions could be impaired and our business may be harmed.

If we continue to grow our business and increase our offerings, our costs will increase, and we may not be able to generate sufficient revenue to sustain profitability and failure to manage growth effectively could cause our business to suffer.

We have expended significant resources in the past to grow our business and increase the offerings of our platform. While we have implemented cost reduction initiatives aimed at reducing our operating expenses and sharpening our focus on key growth priorities in light of the current macroeconomic environment, if we continue to grow our business, it could require substantial financial and other resources to, among other things:

- develop our platform, including by investing in our engineering team, creating, acquiring or licensing new products or features, and improving the functionality, availability and security of our platform;
- improve our technology infrastructure, including investing in internal technology development and acquiring outside technologies;
- cover general and administrative expenses, including legal, accounting and other expenses necessary to support a larger organization;
- cover sales and marketing expenses, including a significant expansion of our direct sales organization;

- cover expenses relating to data collection and consumer privacy compliance, including additional infrastructure, automation and personnel; and
- explore strategic acquisitions.

Investing in the foregoing, however, may not yield anticipated returns. Consequently, as our costs increase, we may not be able to generate sufficient revenue to sustain profitability.

Further, to manage our growth effectively, we must continually evaluate and evolve our organization. We must manage our employees, operations, finances, technology and development and capital investments efficiently. Our efficiency, productivity and the quality of our platform and customer service may be adversely impacted if we do not train our new personnel, particularly our sales and support personnel, quickly and effectively, or if we fail to appropriately coordinate across our organization. Additionally, rapid growth may place a strain on our resources, infrastructure and ability to maintain the quality of our platform. Failure to manage our growth effectively could cause our business to suffer and have an adverse effect on our operating results and financial condition.

We are a party to a revolving credit agreement, which contains a number of covenants that may restrict our current and future operations and could adversely affect our ability to execute business needs.

Our asset-based revolving credit and security agreement (the "Amended Loan Agreement") with PNC Bank contains a number of covenants that limit our ability and our subsidiaries' ability to, among other things, incur indebtedness, create liens, make investments, merge with or acquire other companies or the assets of other companies, dispose of our assets, prepay other indebtedness and make dividends and other distributions. The terms of our Amended Loan Agreement may restrict our current and future operations and could adversely affect our ability to finance our future operations or capital needs or to execute business strategies in the means or manner desired. In addition, complying with these covenants may make it more difficult for us to successfully execute our business strategy, invest in our growth strategy and compete against companies who are not subject to such restrictions. The Amended Loan Agreement also contains a financial covenant that requires us to maintain a minimum fixed charge coverage ratio of 1.40 to 1 when undrawn availability under the Amended Loan Agreement is less than 25%. We may not be able to generate sufficient cash flow or sales to meet the financial covenant or pay the principal or interest under the Amended Loan Agreement.

If we are unable to comply with our payment requirements, or obtain a waiver from our lender if needed, our lender may accelerate our obligations under our Amended Loan Agreement and foreclose upon the collateral, or we may be forced to sell assets, restructure our indebtedness or seek additional equity capital, which would dilute our stockholders' interests. If we fail to comply with our covenants under the Amended Loan Agreement, it could result in an event of default under the agreement and our lender could make the entire debt immediately due and payable. If this occurs, we might not be able to repay our debt or borrow sufficient funds to refinance it. Even if new financing is available, it may not be on terms that are acceptable to us.

Seasonal fluctuations in advertising activity could have a material impact on our revenue, cash flow and operating results.

Our revenue, cash flow, operating results and other key operating and performance measures may vary from quarter to quarter due to the seasonal nature of our customers' spending on advertising campaigns. For example, in prior years, customers tended to devote more of their advertising budgets to the fourth calendar quarter to coincide with consumer holiday spending. Historically, the fourth quarter has reflected our highest level of advertising activity for the year. In contrast, the first quarter of the calendar year has typically been the slowest in terms of advertising spend. Political advertising could also cause our revenue to increase during election cycles and decrease during other periods, making it difficult to predict our revenue, cash flow, and operating results, all of which could fall below our expectations.

Risks Related to Ownership of Our Class A Common Stock

The market price of our Class A common stock has been and may continue to be volatile or may decline regardless of our operating performance.

The market price of equity securities of technology companies, including the price of our own Class A common stock, has historically experienced high levels of volatility. The market price of our Class A common stock could be subject to wide fluctuations in response to the risk factors listed in this section and others beyond our control. Further, stock markets may experience extreme price and volume fluctuations that can affect the market prices of equity securities. These fluctuations can be unrelated or disproportionate to the operating performance of those companies. For instance, if the stock market for technology companies, or the stock market generally, experiences a loss of investor confidence, the trading price of our Class A common stock could decline for reasons unrelated to our business, operating results or financial condition. The trading price of our Class A common stock might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. In the past, stockholders have filed securities class action litigation following periods of market volatility. If we were to become involved in securities

litigation, it could subject us to substantial costs, divert resources and the attention of management from our business, and adversely affect our business.

Sales of substantial blocks of our Class A common stock into the public market, or the perception that such sales might occur, could cause the market price of our Class A common stock to decline.

Sales of substantial blocks of our Class A common stock into the public market, or the perception that such sales might occur as a result of our utilization of our universal shelf registration statement or otherwise, in particular sales by our directors, officers or other affiliates, could cause the market price of our Class A common stock to decline and could impair our ability to raise capital through the sale of additional equity securities.

We are a "controlled company" within the meaning of the listing standards of the Nasdaq Global Select Market ("Nasdaq") and, as a result, qualify for, and rely on, exemptions from certain corporate governance requirements.

The Vanderhook Parties hold a majority of the voting power of our outstanding common stock. As a result, we qualify as a "controlled company" within the meaning of the corporate governance standards of Nasdaq. Under these rules, a listed company of which more than 50% of the voting power with respect to the election of directors is held by an individual, group or another company is a "controlled company" and may elect not to comply with certain corporate governance requirements, including the requirement that (i) a majority of our board of directors consist of independent directors, (ii) director nominees be selected or recommended to the board of directors entirely by independent directors and (iii) the compensation committee be composed entirely of independent directors. Currently, our compensation committee does not consist entirely of independent directors and our directors are not nominated or selected entirely by independent directors. Accordingly, you may not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of Nasdaq.

Insiders have substantial control over our company, which could limit your ability to influence the outcome of key decisions, including a change of control.

Through their ownership of common stock, the Vanderhook Parties control approximately 69% of the voting power of our common stock in the election of directors as of December 31, 2025. This control limits or precludes your ability to influence corporate matters. These stockholders will be able to influence or control matters requiring approval by our stockholders, including the election of directors and the approval of mergers, acquisitions or other extraordinary transactions. Their interests may differ from yours and they may vote in a manner that is adverse to your interests. This control may deter, delay or prevent a change of control of our company, deprive our stockholders of an opportunity to receive a premium for their Class A common stock as part of a sale of our company and may ultimately affect the market price of our Class A common stock.

Our charter documents and Delaware law could discourage takeover attempts and other corporate governance changes.

Our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that could delay or prevent a change in control of our company. These provisions could also make it difficult for stockholders to elect directors that are not nominated by the current members of our board of directors or take other corporate actions, including effecting changes in our management. These provisions include the following provisions that:

- provide that our board of directors is classified into three classes with staggered, three-year terms and that directors may only be removed for cause after the Vanderhook Parties collectively cease to beneficially own a majority of the combined voting power of our Class A and Class B Common Stock (the "Triggering Event");
- permit the board of directors to establish the number of directors and fill any vacancies and newly created directorships;
- provide that, after the Triggering Event, vacancies on our board of directors may be filled only by a majority of directors then in office, even though less than a quorum;
- prohibit cumulative voting in the election of directors;
- require super-majority voting to amend our certificate of incorporation and bylaws;
- authorize the issuance of "blank check" preferred stock that our board of directors could use to implement a stockholder rights plan;
- eliminate the ability of our stockholders to call special meetings of stockholders;
- specify that special meetings of our stockholders can be called only by our board of directors, the chairman of our board of directors, or our chief executive officer with the concurrence of a majority of our board of directors;
- prohibit stockholder action by written consent after the Triggering Event, which requires all stockholder actions to be taken at a meeting of our stockholders;

- permit our board of directors to alter our bylaws without obtaining stockholder approval;
- reflect the dual class structure of our common stock, as discussed above; and
- establish advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted upon by stockholders at annual stockholder meetings.

In addition, as a Delaware corporation, we are subject to Section 203 of the Delaware General Corporation Law. These provisions may prohibit large stockholders, in particular those owning 15% or more of our outstanding voting stock, from merging or combining with us for a period of time. In addition, our credit facility includes, and other debt instruments we may enter into in the future may include, provisions entitling the lenders to demand immediate repayment of all borrowings upon the occurrence of certain change of control events relating to our company, which also could discourage, delay or prevent a business combination transaction.

Our amended and restated certificate of incorporation includes an exclusive forum clause, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us.

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for any complaint asserting any internal corporate claims, including claims in the right of the Company that are based upon a violation of a duty by a current or former director, officer, employee or stockholder in such capacity, or as to which the Delaware General Corporation Law confers jurisdiction upon the Court of Chancery. In addition, our amended and restated certificate of incorporation provides that the federal district courts of the United States will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act. We note, however, that there is uncertainty as to whether a court would enforce this provision and that investors cannot waive compliance with the federal securities laws and the rules and regulations thereunder. Section 22 of the Securities Act creates concurrent jurisdiction for state and federal courts over all suits brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder. This forum selection provision will not apply to claims brought to enforce a duty or liability created by the Exchange Act.

This choice of forum provision may limit a stockholder's ability to bring a claim in other judicial forums for disputes with us or our directors, officers or other employees, which may discourage lawsuits against us and our directors, officers and other employees in jurisdictions other than Delaware, or federal courts, in the case of claims arising under the Securities Act. Alternatively, if a court were to find the choice of forum provision contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could have a material adverse effect on our business, financial condition or results of operations.

Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock is deemed to have notice of and consented to the foregoing provisions. The exclusive forum clause may limit our stockholders' ability to obtain a favorable judicial forum for disputes with us.

Purchases of shares of our Class A common stock or Class B units pursuant to our stock repurchase plan may affect the value of our Class A common stock, and there can be no assurance that our stock repurchase plan will enhance stockholder value.

In April 2024, our board of directors approved a stock repurchase program pursuant to which we are authorized to repurchase up to $50 million of our Class A common stock or Class B units of Viant Technology LLC, including through open market purchases, in privately negotiated transactions, or by other means, including through the use of Rule 10b5-1 trading plans, each in accordance with applicable securities laws and other restrictions. On May 5, 2025, our board of directors authorized an increase to the existing stock repurchase program, approving the repurchase of up to an additional $50.0 million of the Company's Class A common stock or Class B units of Viant Technology LLC. The timing, amount, and manner of any repurchase will be determined at our discretion, subject to general market conditions, as well as the Company's management of capital, general business conditions, other investment opportunities, regulatory requirements and other factors. Our repurchases could affect the trading price of our Class A common stock, increase trading price volatility, and reduce our cash reserves, and the program may be suspended or terminated at any time, which may result in a decrease in the trading prices of our Class A common stock.

General Risk Factors

Our business is subject to a wide range of laws and regulations, many of which are evolving, and failure to comply with such laws and regulations could harm our business, financial condition, and results of operations.

Our business is subject to regulation by various federal, state, local and foreign governmental agencies, including agencies responsible for monitoring and enforcing employment and labor laws, consumer protection laws, anti-bribery and anti-corruption laws, import and export controls, federal securities laws, and tax laws and regulations. These laws and regulations govern a wide range of topics, including those related to matters beyond our core products and services. New and changing laws, regulations, executive orders and enforcement priorities can also create uncertainty about how such laws and regulations will be interpreted and applied. Noncompliance with applicable laws, regulations or requirements could subject us to investigations, enforcement actions, sanctions,

fines, damages, penalties, injunctions or termination of contracts. Any such matters could have a material adverse effect on our business, results of operations and financial condition.

Evolving expectations regarding environmental, social, and governance matters may impact our business and reputation.

Companies across industries are facing scrutiny from a variety of stakeholders related to their ESG and sustainability practices. There is no guarantee that we will be able to meet the evolving standards of such stakeholders, particularly as stakeholder expectations vary and, at times, can conflict. For example, while some policymakers, including the European Union and the State of California, have adopted disclosure and other requirements relating to ESG matters, other policymakers have sought to constrain companies' consideration of such matters. Both advocates and opponents to certain ESG matters are increasingly resorting to a range of activism forms, including media campaigns and litigation, to advance their perspectives. For example, there have been increasingly nuanced allegations of greenwashing against companies making significant ESG claims due to a variety of perceived deficiencies in disclosures, methodology, or performance, including as stakeholder perceptions of sustainability continue to evolve.

We, at times, engage in initiatives to address ESG matters and associated stakeholder expectations; however, such initiatives may not have the desired effect. In addition to costs, our own approach to such matters has changed over time; we expect our approach may continue to change due to a variety of factors, which may be in or out of our control, and we cannot guarantee that our approach will align with the expectations or preferences of any particular stakeholder. ESG initiatives may be particularly prone to errors or misinterpretation, as they often involve substantial discretion given there is no consensus on specific best practices and related standards and methodologies, all of which continue to evolve. Moreover, various initiatives are subject to uncertainties associated with market, technological, or other conditions, including the actions of third-parties. Such risks can be exacerbated by the development of new environmental and social laws and regulations, or novel interpretations of existing laws and regulations, that may be promulgated in the United States and elsewhere, which may require us to incur costs (whether for compliance, stakeholder engagement, or otherwise) that may be substantial.

Any failure to successfully navigate stakeholder expectations, as well as evolving laws and regulations, may result in reputational harm; loss of customers, employees, or business partners; regulatory or investor engagement; or other adverse impacts to our business, as well as scrutiny that could heighten all of the risks identified in this risk factor. Additionally, many of our customers, business partners, and suppliers may be subject to similar expectations or risks, which may augment or create additional risks or impacts on us, including in ways that may not be known to us. Any such matters could have a material adverse effect on our business, results of operations and financial condition.

Reduced reporting and disclosure requirements applicable to us as an emerging growth company and a smaller reporting company could make our Class A common stock less attractive to investors.

We are an emerging growth company (an "EGC") as defined in the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act") and, for as long as we continue to be an EGC, we may choose to continue to take advantage of exemptions from various reporting requirements applicable to other public companies. Consequently, we are not required to have our independent registered public accounting firm audit our internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act") and we are subject to reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. In addition, the JOBS Act provides that an EGC can take advantage of an extended transition period for complying with new or revised accounting standards. We have elected to take advantage of the extended transition period. As a result, our consolidated financial statements may not be comparable to companies that comply with new or revised accounting pronouncements as of the dates such pronouncements are effective for public companies. We could be an EGC until December 31, 2026. We will cease to be an EGC upon the earliest of: (i) December 31, 2026, (ii) the first fiscal year after our annual gross revenue is $1.235 billion or more, (iii) the date on which we have, during the previous three-year period, issued more than $1 billion in nonconvertible debt securities or (iv) the date on which we are deemed to be a large accelerated filer under the rules of the SEC.

We are also a "smaller reporting company" as defined in the Exchange Act. We may take advantage of certain of the scaled disclosures available to smaller reporting companies as long as we qualify under this category, even after we are no longer an EGC, including reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements.

The reduced reporting and disclosure requirements applicable to us as an emerging growth company and a smaller reporting company could make our Class A common stock less attractive to investors.

If we fail to maintain or implement effective internal controls, we may not be able to report financial results accurately or on a timely basis, or to detect fraud, which could have a material adverse effect on our business and the per share price of our Class A common stock.

The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures, and internal control over financial reporting. We are continuing to develop and refine our disclosure controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we will file with the SEC is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. We are also continuing to improve our internal control over financial reporting. We have expended, and anticipate that we will continue to expend, significant resources in order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting.

Our current controls and any new controls that we develop may become inadequate because of changes in conditions in our business. Further, weaknesses in our disclosure controls or our internal control over financial reporting may be discovered in the future. Any failure to develop or maintain effective controls, or any difficulties encountered in their implementation or improvement, could harm our operating results or cause us to fail to meet our reporting obligations and may result in a restatement of our consolidated financial statements for prior periods. Any failure to implement and maintain effective internal control over financial reporting could also adversely affect the results of management reports and independent registered public accounting firm audits of our internal control over financial reporting that we are or will be required to include in our periodic reports that will be filed with the SEC. Ineffective disclosure controls and procedures, and internal control over financial reporting could also cause investors to lose confidence in our reported financial and other information, which would likely have a negative effect on the market price of our Class A common stock. In addition, if we are unable to continue to meet these requirements, we may not be able to remain listed on Nasdaq.

Our independent registered public accounting firm is not required to audit the effectiveness of our internal control over financial reporting until after we are no longer an EGC and do not then qualify as a non-accelerated filer. At such time, our independent registered public accounting firm may issue an opinion on our internal control over financial reporting that is adverse in the event it is not satisfied with the level at which our internal control over financial reporting is documented, designed or operating.

Any failure to maintain effective disclosure controls and internal control over financial reporting could have a material and adverse effect on our business and operating results and cause a decline in the market price of our Class A common stock.

If securities or industry analysts do not publish research or reports about our business or publish inaccurate or unfavorable research reports about our business, our share price and trading volume could decline.

The trading market for our Class A common stock partially depends on the research and reports that securities or industry analysts publish about us or our business. We do not have any control over these analysts.

If one or more of the analysts who cover us should downgrade our shares or change their opinion of our business prospects, our share price would likely decline. If one or more of these analysts ceases coverage of our company or fails to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.

Item 1B. Unresolved Staff Comments.

None.

Item 1C. Cybersecurity.

Cybersecurity Risk Management and Strategy

We have developed and implemented a cybersecurity risk management program intended to protect the confidentiality, integrity, and availability of our critical systems and information.

We use the CIS Critical Security Controls Version 8 (“CIS Controls”) as a framework to help guide the design and assessment of our cybersecurity risk management program. Reference to the CIS Controls does not imply that we meet any particular technical standards, specifications, or requirements, rather, we use the framework as a tool to inform our identification, assessment, and management of cybersecurity risks relevant to our business.

Our cybersecurity risk management program operates under its own governance structure and includes established processes for identifying, monitoring, and reporting cybersecurity risks. The initial phase of the Company's enterprise risk management ("ERM") program has been completed and incorporates cybersecurity risk as part of the broader enterprise risk framework, alongside governance, process, technology, financial reporting, and fraud risks that could impact our financial statements. The Company continues to enhance and expand its ERM program to further integrate risk identification, assessment, and response activities across the enterprise on an ongoing basis.

Key elements of our cybersecurity risk management program include, but are not limited to, the following:

- risk assessments designed to identify material risks from cybersecurity threats to our critical systems and information;
- a dedicated security team principally responsible for managing (1) our cybersecurity risk assessment processes, (2) our security controls, and (3) our response to cybersecurity incidents;
- the use of external service providers, where appropriate, to assess, test or otherwise assist with aspects of our security controls;
- cybersecurity awareness training of our employees, including incident response personnel and senior management;
- a formal cybersecurity incident response plan that includes procedures for responding to cybersecurity incidents; and
- a third-party risk management process that evaluates significant service providers, suppliers, and vendors for cybersecurity risks based on our assessment of their criticality to our operations and respective risk profile.

We have not identified risks from known cybersecurity threats, including as a result of any prior cybersecurity incidents, that have materially affected or are reasonably likely to materially affect us, including our operations, business strategy, results of operations, or financial condition. We face risks from cybersecurity threats that, if realized, are reasonably likely to materially affect us, including our operations, business strategy, results of operations, or financial condition. See "Risk Factors – *A significant breach of our IT Systems or disclosure of our Confidential Data, or of the security of our or our customers', suppliers', or other third parties' systems upon which we rely could be detrimental to our business, reputation and results of operations."*

Cybersecurity Governance

Our board of directors (the "Board") considers cybersecurity risk as part of its risk oversight responsibilities. While primary oversight is delegated to the Audit Committee, the Board directly oversees management's implementation of our cybersecurity risk management program.

The Board receives regular reports from management on our cybersecurity risks. In addition, management updates the Board, where it deems appropriate, regarding any cybersecurity incidents it considers significant or potentially significant. Board members receive presentations on cybersecurity topics from our Chief Information Officer ("CIO").

Our management team, including our CIO, is responsible for assessing and managing our material risks from cybersecurity threats. Our CIO has primary responsibility for our overall cybersecurity risk management program and supervises both our internal cybersecurity personnel and our retained external cybersecurity consultants. Our CIO's experience includes over twenty (20) years of design, implementation and management of cybersecurity programs at various levels and organizations.

Management oversight of cybersecurity risks includes ongoing efforts to prevent, detect, mitigate, and remediate cybersecurity risks and incidents through various means. These efforts may include briefings from internal security personnel; threat intelligence and other information obtained from governmental, public or private sources, including external consultants engaged by us; and alerts, dashboards and reports generated by security tools deployed throughout our IT environment.

Item 2. Properties.

Our headquarters are located in Irvine, California, where we occupy facilities totaling approximately 56,000 square feet under a lease. We currently lease 10 other office spaces across the United States, and we do not own any real property. We believe that our current facilities are adequate to meet our current needs.

Item 3. Legal Proceedings.

From time to time, we are involved in various legal proceedings arising in the ordinary course of business. We are not currently a party to any litigation the outcome of which, we believe, if determined adversely to us, would individually or taken together have a material adverse effect on our business, operating results, cash flows, or financial condition. Defending any such proceedings is costly and can impose a significant burden on management and employees. The results of any current or future litigation cannot be predicted with certainty, and regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources, and other factors.

Item 4. Mine Safety Disclosures.

Not applicable.

Information About Our Directors & Executive Officers.

The following information with respect to the Board and executive officers is presented as of March 11, 2026:

Name	Age	Position at Viant Technology Inc.	Principal Employment
Tim Vanderhook	45	Chief Executive Officer and Chairman	Same
Chris Vanderhook	47	Chief Operating Officer and Director	Same
Larry Madden	61	Chief Financial Officer	Same
Max Valdes	70	Director	Former Chief Financial Officer and Executive Vice President of First American Financial Corporation (NYSE: FAF), a financial services company.
Vivian Yang	58	Director	Former Chief Legal Officer of The Trade Desk, Inc. (Nasdaq: TTD), a provider of a global technology platform for buyers of advertising.
Brett Wilson	51	Director	Co-founder and general partner at Swift Ventures, a venture capital firm, and former Chief Executive Officer, President and co-founder of TubeMogul (Nasdaq: TUBE), a software provider for brand advertising.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

Our Class A common stock has been listed on Nasdaq under the symbol “DSP” since February 10, 2021. There is no market for our Class B common stock. Each share of Class B common stock has no economic rights but entitles its holders to one vote on all matters to be voted on by our stockholders generally.

Holders

As of March 10, 2026, there was one holder of record of our Class A common stock and four holders of record of our Class B common stock. Because many of our shares of Class A common stock are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of stockholders represented by these record holders.

Dividends

We have not paid any cash dividends on our capital stock and have no present intention to pay cash dividends on our capital stock. Any determination to pay dividends to holders of our capital stock will be at the discretion of our board of directors and will depend upon many factors, including our financial condition, results of operations, projections, liquidity, earnings, legal requirements, restrictions in our existing and any future debt, including pursuant to the Amended Loan Agreement with PNC Bank, and other factors that our board of directors deems relevant.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

In April 2024, our board of directors approved a stock repurchase program with authorization to purchase up to $50.0 million of our Class A common stock or Class B units of Viant Technology LLC. On May 5, 2025, our board of directors authorized an increase to the stock repurchase program, enabling the Company to repurchase up to an additional $50 million of the Company's Class A common stock or Class B units of Viant Technology LLC. For additional information related to share repurchases, refer to Note 9—Stockholders' Equity to our consolidated financial statements included elsewhere in this Annual Report.

In addition to shares repurchased under the stock repurchase program, during the year ended December 31, 2025, we repurchased shares of Class A common stock in connection with the vesting of restricted stock units to provide the holders of such restricted units with cash to satisfy the estimated taxes incidental to the vesting of the related awards.

The following table summarizes shares repurchased during the periods presented:

Period	Total Number of Class A Shares Purchased	Total Number of Class B Units Purchased	Average Price Paid per Class A Share(1)	Average Price Paid per Class B Unit	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs (in thousands)
10/1/25 to 10/31/25	—	—	$ —	$ —	—	$ 40,410
11/1/25 to 11/30/25	—	—	$ —	$ —	—	$ 40,410
12/1/25 to 12/31/25	—	—	$ —	$ —	—	$ 40,410
Total	—	—			—	

(1) For shares of Class A common stock repurchased under the publicly announced stock repurchase program, average price paid per share includes costs associated with such repurchases.

Item 6. Reserved.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following Management's Discussion and Analysis of Financial Condition and Results of Operations of Viant Technology Inc. and its subsidiaries ("Viant," "we," "us," "our" or the "Company") should be read in conjunction with, and is qualified in its entirety by reference to, our consolidated financial statements and the related notes included within this Annual Report on Form 10-K ("Annual Report"). In addition to historical financial information, the following discussion and analysis contains forward-looking statements that involve risks and uncertainties which could cause our actual results to differ materially from those anticipated in these forward-looking statements, including, but not limited to, the risks and uncertainties discussed under the headings "Special Note Regarding Forward-Looking Statements*" and "*Risk Factors*" and discussed elsewhere in this Annual Report. Additionally, our historical results are not necessarily indicative of the results that may be expected for any period in the future.*

The following discusses our financial condition and results of operations for our fiscal year ended December 31, 2025 compared to our fiscal year ended December 31, 2024 as well as discussions of our financial condition and results of operations for our fiscal year ended December 31, 2024 compared to our fiscal year ended December 31, 2023.

Overview

We are an advertising technology company. Our cloud-based demand side platform ("DSP") enables the programmatic purchase of advertising, which is the electronification of the digital advertising buying process. Programmatic advertising is rapidly taking market share from traditional ad sales channels, which require more staffing, offer less transparency and involve higher costs to buyers.

Our DSP is used by marketers and their advertising agencies to centralize the planning, buying and measurement of their digital advertising across most channels. Through our omnichannel platform, a marketer can easily buy ads on connected TV ("CTV"), streaming audio, digital out-of-home, mobile and desktop.

Additionally, our artificial intelligence product suite, ViantAI, will be the foundational component of our long-term vision for autonomous advertising. We expect it to power every stage of the programmatic advertising lifecycle and create the most efficient and cost-effective experience for our customers. Our ViantAI suite currently includes AI Planning, which enables media planners to design high-impact campaigns in seconds, AI Bidding, which optimizes inventory costs by lowering the effective cost per mille ("eCPM") through automated bid adjustments, AI Measurement and Analysis, which provides accessible measurement and insights via a user-friendly chat interface, and recently released AI Decisioning, which automates planning, execution, measurement and dynamic optimization of campaigns in real-time. The launch of AI Decisioning was accompanied by the introduction of Outcomes, our autonomous advertising performance solution that utilizes each of the four phases of ViantAI, and various signals within our intelligence layer, to build and execute campaigns designed to deliver an optimal outcome.

Our DSP is an easy-to-use self-service platform that provides our customers with transparency and control over their advertising campaigns. Customers can choose to maintain hands-on control over every campaign detail or have our platform autonomously execute, optimize, and measure their advertising investments. Our platform offers customers unique visibility across a variety of inventory, allowing them to create customized audience segments and leverage our addressability solutions, Household ID ("HHID") and IRIS_ID, and strategic partner data to reach target audiences at scale. Our platform delivers a full suite of forecasting, reporting and built-in automation that provides our customers with insights into available inventory based on the desired target audience. We offer advanced forecasting and reporting that empowers our customers with functionality designed to ensure they can accurately measure and improve their return on advertising spend across channels, a feature we believe helps us grow our customer base as more customers recognize its benefits.

We generate revenue by charging platform fees and service fees pursuant to agreements that enable a wide variety of marketers and their agencies to select the mix of pricing and service options that suits their unique business and advertising budget.

These options consist of a percentage of spend pricing option and a fixed cost per mille ("CPM") pricing option. Customers who prefer to use our platform on a self-service basis to execute their advertising campaigns enter into master service agreements ("MSAs") with us, and we generate revenue under these arrangements by charging a platform fee that is primarily a percentage of spend. Customers who prefer to use our fixed CPM pricing option enter into insertion order ("IO") arrangements with us, and we generate revenue by charging these customers a platform fee at a price for every 1,000 impressions an ad receives. We also offer additional service options to customers accessing our platform under an MSA or an IO, which enables them to use our services to aid them in data management, media execution and advanced reporting. When customers utilize these service options, we generate revenue by charging a service fee separate from the platform fee.

We believe that offering a mix of pricing and service options provides greater flexibility and access to our platform for marketers and their advertising agencies seeking to plan, buy and measure programmatic campaigns.

Our financial results for the fiscal years ended December 31, 2025 and 2024, respectively, include:

- Revenue of $344.2 million and $289.2 million, representing an increase of 19.0%;

- Gross profit of $157.6 million and $132.1 million, representing an increase of 19.3%;
- Contribution ex-TAC[(1)] of $208.7 million and $177.4 million, representing an increase of 17.6%;
- Net income of $24.1 million and $12.5 million, representing an increase of 93.5%;
- Non-GAAP net income[(1)] of $41.1 million and $34.7 million, representing an increase of 18.6%; and
- Adjusted EBITDA[(1)] of $57.4 million and $44.4 million, representing an increase of 29.2%.

(1) Contribution ex-TAC, non-GAAP net income and adjusted EBITDA are non-GAAP financial measures. For a detailed discussion of our key operating and financial performance measures and a reconciliation of contribution ex-TAC, non-GAAP net income and adjusted EBITDA to the most directly comparable financial measures calculated in accordance with generally accepted accounting principles in the United States of America ("GAAP"), see "*—Key Operating and Financial Performance Measures—Use of Non-GAAP Financial Measures.*"

Factors Affecting Our Performance

Attract, Retain and Grow our Customer Base

Our future growth depends on our ability to enhance and improve our offerings and platform to increase adoption and usage across our customer base, while also supporting ongoing customer acquisition. We believe many advertisers are in the early stages of moving a greater percentage of their advertising budgets to programmatic channels. By providing solutions for the planning, buying and measuring of their media spend across most channels, we believe we are well positioned to capture more of our customers' programmatic budgets. We also continue to add functionality to our platform to encourage our customers to increase their usage. For instance, we continue to leverage artificial intelligence and machine learning in our platform to help our customers improve the efficiency and effectiveness of their advertising campaigns. We expect ViantAI to continue accelerating market share gains and expanding our total addressable market. Further, we intend to continue to grow our sales and marketing efforts to increase awareness of our DSP and highlight the advantages of our addressability solutions, HHID and IRIS_ID, supply quality scoring and strategic partner data as a superior option to cookie-based targeting.

We evaluate our customers' usage of our platform based on changes in revenue and contribution ex-TAC and we evaluate market penetration based on changes in advertiser spend. We define advertiser spend as the total amount billed to our customers for activity on our platform inclusive of the costs of advertising media, third-party data, other add-on features and our platform fee that we charge customers. For the year ended December 31, 2025 compared to the year ended December 31, 2024, our revenue grew 19.0%. We believe growing customer adoption of our newer products and platform features continued to drive incremental revenue, gross profit and contribution ex-TAC during the year. For a detailed discussion of our key operating measures, see "*—Key Operating and Financial Performance Measures—Use of Non-GAAP Financial Measures.*"

Investment in Growth

We believe that the advertising market is in the early stages of a shift toward programmatic advertising. We plan to invest for long-term growth. We anticipate that our operating expenses will continue to increase over the long-term as we invest in platform operations, technology and development to enhance our product capabilities, and in sales and marketing to acquire new customers and increase our customers' usage of our platform. We believe that these investments will contribute to our long-term growth.

Impact of Macroeconomic and Geopolitical Conditions

Macroeconomic conditions and geopolitical events, such as pandemics, inflation, high interest rates, tariffs, international trade conflict, tightening of credit markets, recession risks, labor shortages, supply chain disruptions, political cycles, changes in laws and interpretations of laws, changes in the volume and relative mix of U.S. government spending, cost-cutting and efficiency initiatives and potential disruptions from international conflicts and acts of terrorism, have impacted and may continue to impact our business and the business of our customers, while also disrupting sales channels and advertising and marketing activities. We continue to actively monitor the impact of these macroeconomic factors on our results of operations, financial condition and cash flows, and on our customers, partners, industry and employees. The extent to which these factors impact our operational and financial performance, including our ability to execute our business strategies and initiatives in the expected time frame, will depend on future developments, which are uncertain and cannot be predicted. Due to the nature of our business, the effect of these macroeconomic conditions and geopolitical events may not be fully reflected in our results of operations until future periods.

Growth of the Digital Advertising Market

We expect to continue to benefit from overall adoption of programmatic advertising by marketers and their agencies. We also expect to benefit from the broader industry shift of advertising budgets from linear television to CTV, which is significantly expanding

the total addressable market for programmatic advertising. We believe we are well-positioned to capitalize on this shift and momentum as advertisers increasingly allocate budgets to CTV. Any material change in the growth rate of digital advertising or the rate of adoption of programmatic advertising could affect our performance. Recent years have shown that advertising spend is closely tied to advertisers' financial performance, and a downturn, either generally or in one or more of the industries in which our customers operate, could adversely impact the digital advertising market and our operating results.

Seasonality

In the advertising industry, companies commonly experience seasonal fluctuations in revenue, as many marketers allocate the largest portion of their budgets to the fourth quarter of the calendar year in order to coincide with increased holiday purchasing. Historically, the fourth quarter has reflected our highest level of advertising activity and related revenue for the year. We generally expect the subsequent first quarter to reflect lower activity levels, but this trend may be masked due to the continued growth of our business. In addition, historical seasonality may not be predictive of future results given the potential for changes in advertising buying patterns and consumer activity due to the potential impacts of the evolving macroeconomic and geopolitical conditions discussed above. Political advertising could also cause our revenue to increase during election cycles and decrease during other periods, making it difficult to predict our revenue, cash flow and operating results, all of which could fall below our expectations. We expect our revenue to continue to fluctuate based on seasonal factors that affect the advertising industry as a whole.

Components of Our Results of Operations

We have one primary business activity and operate in a single operating and reportable segment.

Revenue

We generate revenue by providing marketers and their advertising agencies with the ability to plan, buy and measure their digital advertising campaigns using our DSP. We charge platform fees and service fees pursuant to agreements with our customers that enable them to select their preferred mix of pricing and service options.

We generate platform fees pursuant to MSAs, which allow customers to use our platform on a self-service basis in connection with our percentage of spend pricing option, and IOs, where we charge customers a platform fee at a price for every 1,000 impressions an ad receives in connection with the fixed CPM pricing option. We also generate service fees pursuant to MSAs and IOs for data management, media execution and advanced reporting services that are available to customers under our percentage of spend and fixed CPM pricing options.

We recognize revenue when we transfer control of promised services directly to our customers in an amount that reflects the consideration to which we expect to be entitled in exchange for those services. For the percentage of spend pricing option, we recognize revenue at the point in time when a purchase by the customer occurs through our platform. Revenue is generally reported net of amounts incurred and payable to suppliers for the cost of advertising media, third-party data and other add-on features (collectively, "traffic acquisition costs" or "TAC") since we arrange for the transfer of TAC from the supplier to the customer through the use of our platform and do not control such features prior to transfer to the customer. In certain percentage of spend arrangements, revenue is reported on a gross basis because we control the advertising inventory before it is transferred to our customers.

For the fixed CPM pricing option, we recognize platform fees as revenue at the point in time when the advertising impressions are delivered to the customer. This revenue is reported gross of any amounts incurred and payable to suppliers for TAC, since we control such features prior to transfer to the customer.

See "*Critical Accounting Policies and Estimates—Revenue Recognition*" for a description of our revenue recognition policies.

Operating Expenses

We classify our operating expenses into the following four categories. Each expense category includes overhead such as rent and occupancy charges, which is allocated based on headcount.

Platform Operations. Platform operations expense, which represents our cost of revenues, primarily consists of TAC, hosting costs, personnel costs, depreciation of capitalized software development costs related to our platform, customer support costs and allocated overhead. TAC recorded in platform operations consist of amounts incurred and payable to suppliers for costs associated with our fixed CPM pricing option and certain arrangements related to our percentage of spend pricing option. Personnel costs within platform operations include salaries, bonuses, stock-based compensation and employee benefit costs primarily attributable to personnel who directly support our platform.

Other than TAC, many of the costs included in platform operations expense do not increase or decrease proportionately with increases or decreases in our revenue. We expect platform operations expense to increase in future periods, primarily as a result of depreciation of capitalized software development costs, hosting costs and personnel costs as we continue to invest in the development

of our platform to add new features and functions, increase the number of advertising media and data suppliers, scale customer activity on our platform resulting in increased volumes of transactions, and hire additional personnel to support our customers.

Sales and Marketing. Sales and marketing expense consists primarily of personnel costs, including salaries, bonuses, stock-based compensation, employee benefit costs and commissions for our sales personnel. Sales and marketing expense also includes costs for market development programs, advertising, promotional and other marketing activities and allocated overhead. Commissions are expensed as incurred.

Our sales and marketing organization focuses on marketing our platform to increase customer adoption. As a result, we expect sales and marketing expenses to increase in future periods as we increase our sales and marketing team and our focus on market development programs. Sales and marketing expense as a percentage of revenue may fluctuate from period to period based on revenue levels and the timing of our investments in our sales and marketing functions as these investments may vary in scope and scale over time.

Technology and Development. Technology and development expense consists primarily of personnel costs, including salaries, bonuses, stock-based compensation and employee benefit costs associated with the ongoing development and maintenance of our platform, hosting costs and allocated overhead. We record depreciation for capitalized software development costs not related to our platform within technology and development expense.

We believe that continued investment in our platform is critical to attaining our strategic objectives and long-term growth. We therefore expect technology and development expense to increase as we continue to invest in the development of our platform to support and maintain additional features and functions, increase the number of advertising media and data suppliers, and scale customer activity on our platform.

General and Administrative. General and administrative expense consists primarily of personnel costs, including salaries, bonuses, stock-based compensation and employee benefit costs associated with our executive, accounting, finance, legal, human resources and other administrative personnel. Additionally, this includes accounting, legal and other professional services fees, business insurance expense, bad debt expense and allocated overhead.

Total Other Expense (Income), Net

Interest expense (income), net. Interest expense (income), net primarily consists of interest income on our cash and cash equivalents and interest expense on our revolving credit facility under the Amended Loan Agreement (as defined below) with PNC Bank.

Other expense, net. Other expense, net primarily consists of miscellaneous expenses not attributable to operations and foreign currency exchange gains and losses.

TRA remeasurement expense. Tax Receivable Agreement ("TRA") remeasurement expense reflects the remeasurement of the TRA liability.

Employee retention credit. Employee retention credit represents proceeds from a government grant enacted under the CARES ("Coronavirus Aid, Relief, and Economic Security") Act.

Results of Operations

The following tables present our consolidated results of operations, our consolidated results of operations as a percentage of revenue, and the impact of stock-based compensation, depreciation and amortization on each operating expense line item for the fiscal years ended December 31, 2025 and 2024:

	Year Ended December 31,	
	2025	2024
Consolidated Statements of Operations Data:		
Revenue	$ 344,201	$ 289,235
Operating expenses[(1)]:		
Platform operations	186,616	157,164
Sales and marketing	64,801	53,750
Technology and development	30,534	23,740
General and administrative	50,172	51,103
Total operating expenses	332,123	285,757
Income from operations	12,078	3,478
Total other expense (income), net	1,947	(9,223)
Income before income taxes	10,131	12,701
Provision for (benefit from) income taxes	(13,965)	249
Net income	24,096	12,452
Less: Net income attributable to noncontrolling interests	15,744	10,090
Net income attributable to Viant Technology Inc.	$ 8,352	$ 2,362

	Year Ended December 31,	
	2025	2024
	(% of revenue*)	
Consolidated Statements of Operations Data:		
Revenue	100 %	100 %
Operating expenses[(1)]:		
Platform operations	54 %	54 %
Sales and marketing	19 %	19 %
Technology and development	9 %	8 %
General and administrative	15 %	18 %
Total operating expenses	96 %	99 %
Income from operations	4 %	1 %
Total other expense (income), net	1 %	(3)%
Income before income taxes	3 %	4 %
Provision for (benefit from) income taxes	(4)%	— %
Net income	7 %	4 %
Less: Net income attributable to noncontrolling interests	5 %	3 %
Net income attributable to Viant Technology Inc.	2 %	1 %

* Percentages may not sum due to rounding

(1) Stock-based compensation, depreciation and amortization included in operating expenses are as follows:

	Year Ended December 31,	
	2025	2024
Stock-based compensation:		
Platform operations	$ 3,948	$ 2,114
Sales and marketing	6,860	4,238
Technology and development	3,980	2,717
General and administrative	10,052	11,965
Total stock-based compensation	$ 24,840	$ 21,034

	Year Ended December 31,	
	2025	2024
Depreciation:		
Platform operations	$ 14,329	$ 13,782
Sales and marketing	319	—
Technology and development	3,173	1,759
General and administrative	182	737
Total depreciation	$ 18,003	$ 16,278

	Year Ended December 31,	
	2025	2024
Amortization:		
Platform operations	$ 515	$ 60
Sales and marketing	—	—
Technology and development	—	—
General and administrative	184	123
Total amortization	$ 699	$ 183

Comparison of the Fiscal Years Ended December 31, 2025, 2024 and 2023

Revenue

	Year Ended December 31,			2025 vs 2024 Change		2024 vs 2023 Change	
	2025	2024	2023	$	%	$	%
Revenue	$ 344,201	$ 289,235	$ 222,934	$ 54,966	19 %	$ 66,301	30 %

Revenue increased by $55.0 million, or 19%, during the year ended December 31, 2025 compared to the year ended December 31, 2024. The increase was primarily due to a 36% increase in revenue from marketers in the healthcare, business services, retail, and consumer goods industry verticals and a net 14% increase in all other industry verticals excluding the political industry vertical, which decreased by 97% due to the prior year presidential election cycle.

Revenue increased by $66.3 million, or 30%, during the year ended December 31, 2024 compared to the year ended December 31, 2023. The increase was primarily due to a 62% increase in revenue from marketers in the public services, consumer goods, travel, healthcare and automotive industry verticals and a net 12% increase in all other industry verticals.

Operating Expenses

Platform Operations

	Year Ended December 31,			2025 vs 2024 Change		2024 vs 2023 Change	
	2025	2024	2023	$	%	$	%
Traffic acquisition costs	$ 135,549	$ 111,845	$ 79,552	$ 23,704	21 %	$ 32,293	41 %
Other platform operations	51,067	45,319	40,927	5,748	13 %	4,392	11 %
Total platform operations	$ 186,616	$ 157,164	$ 120,479	$ 29,452	19 %	$ 36,685	30 %
Percentage of revenue	54 %	54 %	54 %				

Platform operations expense increased by $29.5 million, or 19%, during the year ended December 31, 2025 compared to the year ended December 31, 2024. This increase was primarily due to a $23.7 million increase in TAC, a variable function of revenue related to our fixed CPM pricing option and certain arrangements related to our percentage of spend pricing option. The increase was also due to higher other platform operations expense which was driven by a $1.8 million increase in stock-based compensation, a $1.7 million increase in personnel costs, a $1.1 million increase in cloud and data center services in support of our DSP, a $1.0 million increase in depreciation and amortization expense driven by our continued investment in developed technology and a $0.9 million increase in data-related costs in support of our DSP, partially offset by a $0.7 million decrease related to non-operational media purchases.

Platform operations expense increased by $36.7 million, or 30%, during the year ended December 31, 2024 compared to the year ended December 31, 2023. This increase was driven by a $32.3 million increase in TAC, a variable function of revenue related to our fixed CPM pricing option and certain arrangements related to our percentage of spend pricing option. The increase was also due to higher other platform operations expense which was driven by a $2.8 million increase in cloud and data center services in support of our DSP, a $1.7 million increase in depreciation driven by our continued investment in developed technology, a $1.3 million increase in platform costs related to non-operational media purchases and a $0.8 million increase in personnel costs, partially offset by a $2.0 million decrease in stock-based compensation and a $0.2 million decrease in facilities expense.

Sales and Marketing

	Year Ended December 31,			2025 vs 2024 Change		2024 vs 2023 Change	
	2025	2024	2023	$	%	$	%
Sales and marketing	$ 64,801	$ 53,750	$ 50,650	$ 11,051	21 %	$ 3,100	6 %
Percentage of revenue	19 %	19 %	23 %				

Sales and marketing expense increased by $11.1 million, or 21%, during the year ended December 31, 2025 compared to the year ended December 31, 2024. This increase was primarily due to a $4.0 million increase in personnel costs, a $3.9 million increase in advertising expense, a $2.6 million increase in stock-based compensation, a $0.5 million increase in facilities expense, a $0.3 million increase in depreciation expense, a $0.2 million increase in technology costs and a $0.2 million increase in professional services expense, partially offset by a $0.6 million decrease in travel and entertainment.

Sales and marketing expense increased by $3.1 million, or 6%, during the year ended December 31, 2024 compared to the year ended December 31, 2023. This increase was primarily due to a $5.3 million increase in personnel costs, a $2.8 million increase in advertising expense and a $0.6 million increase in travel and entertainment expense, partially offset by a $5.4 million decrease in stock-based compensation and a $0.2 million decrease in facilities expense.

Technology and Development

	Year Ended December 31,			2025 vs 2024 Change		2024 vs 2023 Change	
	2025	2024	2023	$	%	$	%
Technology and development	$ 30,534	$ 23,740	$ 24,756	$ 6,794	29 %	$ (1,016)	(4)%
Percentage of revenue	9 %	8 %	11 %				

Technology and development expense increased by $6.8 million, or 29%, during the year ended December 31, 2025 compared to the year ended December 31, 2024. This increase was primarily due to a $2.8 million increase in personnel costs, a $1.4 million increase in depreciation expense, a $1.3 million increase in stock-based compensation, a $1.1 million increase in technology costs in support of our DSP and a $0.2 million increase in facilities expense.

Technology and development expense decreased by $1.0 million, or 4%, during the year ended December 31, 2024 compared to the year ended December 31, 2023. This decrease was primarily due to a $3.0 million decrease in stock-based compensation and a $0.2 million decrease in facilities expense, partially offset by a $1.3 million increase in personnel costs, a $0.4 million increase in technology costs in support of our DSP, a $0.3 million increase in professional services and a $0.2 million increase in depreciation expense.

General and Administrative

	Year Ended December 31,			2025 vs 2024 Change		2024 vs 2023 Change	
	2025	2024	2023	$	%	$	%
General and administrative	$ 50,172	$ 51,103	$ 45,345	$ (931)	(2)%	$ 5,758	13 %
Percentage of revenue	15 %	18 %	20 %				

General and administrative expense decreased by $0.9 million, or 2%, during the year ended December 31, 2025 compared to the year ended December 31, 2024. This decrease was primarily due to a $1.9 million decrease in stock-based compensation, a $1.0 million decrease in accounting, legal, investor relations and consulting expenses associated with general corporate and compliance matters, a $0.8 million decrease in bad debt expense, a $0.5 million decrease in depreciation and amortization expense and a $0.4 million decrease in business insurance, partially offset by a $2.0 million increase in personnel costs and a $1.7 million increase in travel and entertainment expense driven by company events and employee-related expenses.

General and administrative expense increased by $5.8 million, or 13%, during the year ended December 31, 2024 compared to the year ended December 31, 2023. This increase was primarily due to a $3.1 million increase in accounting, legal, and consulting expenses associated with general corporate and compliance matters, a $2.0 million increase in personnel costs, a $1.3 million increase in bad debt expense, a $0.9 million increase in travel and entertainment expense, a $0.2 million increase in charitable contributions expense and a $0.2 million increase in facilities expense, partially offset by a $0.9 million decrease in business insurance, licenses and taxes expense, a $0.6 million decrease in stock-based compensation and a $0.4 million decrease in recruiting services.

Total Other Expense (Income), Net

	Year Ended December 31,			2025 vs 2024 Change		2024 vs 2023 Change	
	2025	2024	2023	$	%	$	%
Total other expense (income), net	$ 1,947	$ (9,223)	$ (8,504)	$ 11,170	(121)%	$ (719)	8 %
Percentage of revenue	1 %	(3)%	(4)%				

Total other expense (income), net decreased by $11.2 million, or 121%, during the year ended December 31, 2025 compared to the year ended December 31, 2024. This decrease was primarily attributable to a TRA expense of $10.9 million related to the release of our valuation allowance and a $3.1 million decrease in interest income on cash and cash equivalents driven by lower interest rates and lower money market fund balances, partially offset by employee retention credit proceeds of $2.8 million from a government grant enacted under the CARES Act.

Total other income, net increased by $0.7 million, or 8%, during the year ended December 31, 2024 compared to the year ended December 31, 2023. This increase was primarily attributable to higher interest income on cash and cash equivalents driven by higher cash balances.

For each of the years ended December 31, 2025, 2024 and 2023, interest expense incurred was $0.4 million. Interest costs capitalized during the years ended December 31, 2025, 2024 and 2023 were de minimis.

Provision For (Benefit From) Income Taxes

	Year Ended December 31,			2025 vs 2024 Change		2024 vs 2023 Change	
	2025	2024	2023	$	%	$	%
Provision for (benefit from) income taxes	$ (13,965)	$ 249	$ 151	$ (14,214)	(5708)%	$ 98	65 %
Percentage of revenue	(4)%	— %	— %				

The U.S. federal statutory tax rate was 21% for the years ended December 31, 2025 and 2024. The benefit from income taxes was $14.0 million, resulting in an increase of $14.2 million, during the year ended December 31, 2025 compared to the year ended December 31, 2024. This benefit from income taxes was due to the release of the valuation allowance and recognition of our deferred tax assets.

The U.S. federal statutory tax rate was 21% for the years ended December 31, 2024 and 2023. The provision for income taxes increased by $0.1 million, or 65%, during the year ended December 31, 2024 compared to the year ended December 31, 2023. This increase was attributable to federal and state taxes resulting from Viant Technology Inc.'s pro-rata share of taxable income from Viant Technology LLC.

Key Operating and Financial Performance Measures

Use of Non-GAAP Financial Measures

We monitor certain non-GAAP financial measures to help us evaluate growth trends, establish budgets, measure the effectiveness of our sales and marketing efforts and assess our operational efficiencies. We believe these measures enhance an understanding of our overall performance and investors’ ability to review our business from the same perspective as management and facilitate comparisons of this period’s results with prior periods on a consistent basis by excluding items that management does not believe are indicative of our ongoing operating performance. These non-GAAP financial measures include contribution ex-TAC, non-GAAP operating expenses, adjusted EBITDA, adjusted EBITDA as a percentage of contribution ex-TAC, non-GAAP net income (loss), and non-GAAP earnings (loss) per share of Class A common stock—basic and diluted, each of which are discussed immediately following the table below. Reconciliations of these non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP are provided in the financial tables presented below.

There are limitations in using non-GAAP financial measures which are not prepared in accordance with GAAP, as they may be different from non-GAAP financial measures used by other companies and may exclude certain items that may have a material impact upon our reported financial results. The presentation of this additional information is not meant to be considered in isolation or as a substitute for the directly comparable financial measures prepared in accordance with GAAP. Some of these potential limitations include:

- other companies, including companies in our industry that have similar business arrangements, may report similarly titled measures, but calculate them differently, which reduces their usefulness as comparative measures;
- although depreciation and amortization are noncash charges, the assets being depreciated and amortized may have to be replaced in the future, and these non-GAAP financial measures do not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements; and
- these non-GAAP financial measures do not reflect changes in, or cash requirements for, our working capital needs or the potentially dilutive impact of stock-based compensation.

Because of these and other potential limitations, you should consider our non-GAAP financial measures only as supplemental to other GAAP-based financial performance measures.

	Year Ended December 31,			Change (%)	
	2025	2024	2023	2025 v 2024	2024 v 2023
			NM = Not Meaningful		
Operating and Financial Performance Measures					
Gross profit	$ 157,585	$ 132,071	$ 102,455	19 %	29 %
Contribution ex-TAC	$ 208,652	$ 177,390	$ 143,382	18 %	24 %
Total operating expenses	$ 332,123	$ 285,757	$ 241,230	16 %	18 %
Non-GAAP operating expenses	$ 151,228	$ 132,949	$ 114,281	14 %	16 %
Net income (loss)	$ 24,096	$ 12,452	$ (9,943)	94 %	225 %
Adjusted EBITDA	$ 57,424	$ 44,441	$ 29,101	29 %	53 %
Net income (loss) as a percentage of gross profit	15 %	9 %	(10)%	NM	NM
Adjusted EBITDA as a percentage of contribution ex-TAC	28 %	25 %	20 %	NM	NM
Non-GAAP net income	$ 41,096	$ 34,661	$ 21,743	19 %	59 %
Earnings (loss) per share—basic	$ 0.51	$ 0.15	$ (0.23)	240 %	165 %
Earnings (loss) per share—diluted	$ 0.36	$ 0.14	$ (0.23)	157 %	161 %
Non-GAAP earnings (loss) per share—basic	$ 0.50	$ 0.41	$ 0.26	22 %	58 %
Non-GAAP earnings (loss) per share—diluted	$ 0.45	$ 0.39	$ 0.26	15 %	50 %

Contribution ex-TAC

Contribution ex-TAC is a non-GAAP financial measure. Gross profit is the most comparable GAAP financial measure, which is calculated as revenue less platform operations expense. In calculating contribution ex-TAC, we add back other platform operations expense to gross profit. Contribution ex-TAC is a key profitability measure used by our management and board of directors to understand and evaluate our operating performance and trends, develop short- and long-term operational plans and make strategic decisions regarding the allocation of capital. In particular, we believe that contribution ex-TAC can provide a measure of period-to-period comparisons for all pricing options within our business. Accordingly, we believe that this measure provides information to investors and the market in understanding and evaluating our operating results in the same manner as our management and board of directors.

Our use of contribution ex-TAC has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our financial results as reported under GAAP. A potential limitation of this non-GAAP financial measure is that other companies, including companies in our industry that have similar business arrangements, may define contribution ex-TAC differently, which may make comparisons difficult. Because of this and other potential limitations, you should consider our non-GAAP financial measures only as supplemental to other GAAP-based financial performance measures, including revenue, gross profit, net income (loss) and cash flows.

The following table presents the calculation of gross profit and reconciliation of gross profit to contribution ex-TAC for the periods presented:

	Year Ended December 31,		
	2025	2024	2023
Revenue	$ 344,201	$ 289,235	$ 222,934
Less: Platform operations	(186,616)	(157,164)	(120,479)
Gross profit	157,585	132,071	102,455
Add: Other platform operations	51,067	45,319	40,927
Contribution ex-TAC	$ 208,652	$ 177,390	$ 143,382

Non-GAAP operating expenses

Non-GAAP operating expenses is a non-GAAP financial measure. Total operating expenses is the most comparable GAAP financial measure. Non-GAAP operating expenses is defined by us as total operating expenses plus other expense, net, less TAC, stock-based compensation, depreciation, amortization and certain other items that are not related to our core operations, such as restructuring and other charges, transaction expense and non-operational media purchases. Non-GAAP operating expenses is a key component in calculating adjusted EBITDA, which is one of the measures we use to provide our business outlook to the investment community. Additionally, non-GAAP operating expenses is used by our management and board of directors to understand and evaluate our operating performance and trends, to prepare and approve our annual budget and to develop short- and long-term operational plans. We believe that the elimination of TAC, stock-based compensation, depreciation, amortization and certain other items not related to our core operations provides another measure for period-to-period comparisons of our business, provides additional insight into our core controllable costs and is a useful metric for investors because it allows them to evaluate our operational performance in the same manner as our management and board of directors.

Our use of non-GAAP operating expenses has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our financial results as reported under GAAP. A potential limitation of this non-GAAP financial measure is that other companies, including companies in our industry that have similar business arrangements, may define non-GAAP operating expenses differently, which may make comparisons difficult. Because of this and other potential limitations, you should consider our non-GAAP financial measures only as supplemental to other GAAP-based financial performance measures, including revenue, gross profit, net income (loss) and cash flows.

The following table presents a reconciliation of total operating expenses to non-GAAP operating expenses for the periods presented:

	Year Ended December 31,		
	2025	2024	2023
Operating expenses:			
Platform operations	$ 186,616	$ 157,164	$ 120,479
Sales and marketing	64,801	53,750	50,650
Technology and development	30,534	23,740	24,756
General and administrative	50,172	51,103	45,345
Total operating expenses	332,123	285,757	241,230
Add:			
Other expense, net	1	12	90
Less:			
Traffic acquisition costs	(135,549)	(111,845)	(79,552)
Stock-based compensation	(24,840)	(21,034)	(32,291)
Depreciation and amortization	(18,702)	(16,461)	(14,731)
Restructuring and other[1]	(526)	(467)	(465)
Transaction expense[2]	(716)	(1,742)	—
Non-operational media purchases[3]	(563)	(1,271)	—
Non-GAAP operating expenses	$ 151,228	$ 132,949	$ 114,281

(1) Restructuring and other for the year ended December 31, 2025 includes severance and other charges incurred in connection with organizational restructuring initiatives and for the years ended December 31, 2024, and 2023 is related to aligning our workforce with our strategic performance goals.

(2) Transaction expense consists of costs incurred related to our contemplated and completed acquisitions for the year ended December 31, 2025 and costs incurred related to our completed acquisition as well as the filing of a "shelf" registration statement on Form S-3 for the year ended December 31, 2024.

(3) Non-operational media purchases reflects costs incurred for non-operating supplier purchases that are not billable to the customer for the years ended December 31, 2025 and 2024.

Adjusted EBITDA and adjusted EBITDA as a percentage of contribution ex-TAC

Adjusted EBITDA is a non-GAAP financial measure defined by us as net income (loss) before interest expense (income), net, income tax benefit (expense), depreciation, amortization, stock-based compensation and certain other items that are not related to our core operations, such as restructuring and other charges, transaction expense, non-operational media purchases, TRA remeasurement expense, and employee retention credit. Net income (loss) is the most comparable GAAP financial measure. Adjusted EBITDA as a percentage of contribution ex-TAC is a non-GAAP financial measure we calculate by dividing adjusted EBITDA by contribution ex-TAC for the period or periods presented. Net income (loss) as a percentage of gross profit is the most comparable GAAP financial measure.

Adjusted EBITDA and adjusted EBITDA as a percentage of contribution ex-TAC are used by our management and board of directors to understand and evaluate our core operating performance and trends, to prepare and approve our annual budget and to develop short- and long-term operational plans. In particular, we believe that the exclusion of the amounts eliminated in calculating adjusted EBITDA can provide a measure for period-to-period comparisons of our business. Adjusted EBITDA as a percentage of contribution ex-TAC is used by our management and board of directors to evaluate adjusted EBITDA relative to our profitability after costs that are directly variable to revenues, which comprise TAC. Accordingly, we believe that adjusted EBITDA and adjusted EBITDA as a percentage of contribution ex-TAC provide information to investors and the market in understanding and evaluating our operating results in the same manner as our management and board of directors.

The following table presents a reconciliation of net income (loss) to adjusted EBITDA for the periods presented:

	Year Ended December 31,		
	2025	**2024**	**2023**
Net income (loss)	$ 24,096	$ 12,452	$ (9,943)
Add back (less):			
Interest income, net	(6,099)	(9,235)	(8,594)
Provision for (benefit from) income taxes	(13,965)	249	151
Depreciation and amortization	18,702	16,461	14,731
Stock-based compensation	24,840	21,034	32,291
Restructuring and other[1]	526	467	465
Transaction expense[2]	716	1,742	—
Non-operational media purchases[3]	563	1,271	—
TRA remeasurement expense[4]	10,890	—	—
Employee retention credit[5]	(2,845)	—	—
Adjusted EBITDA	$ 57,424	$ 44,441	$ 29,101

(1) Restructuring and other for the year ended December 31, 2025 includes severance and other charges incurred in connection with organizational restructuring initiatives and for the years ended December 31, 2024, and 2023 is related to aligning our workforce with our strategic performance goals.

(2) Transaction expense consists of costs incurred related to our contemplated and completed acquisitions for the year ended December 31, 2025 and costs incurred related to our completed acquisition as well as the filing of a "shelf" registration statement on Form S-3 for the year ended December 31, 2024.

(3) Non-operational media purchases reflects costs incurred for non-operating supplier purchases that are not billable to the customer for the years ended December 31, 2025 and 2024.

(4) TRA remeasurement expense reflects the remeasurement of the TRA liability for the year ended December 31, 2025.

(5) Employee retention credit represents proceeds from a government grant enacted under the CARES Act for the year ended December 31, 2025.

The following table presents the calculation of net income (loss) as a percentage of gross profit and the calculation of adjusted EBITDA as a percentage of contribution ex-TAC for the periods presented:

	Year Ended December 31,		
	2025	2024	2023
Gross profit	$ 157,585	$ 132,071	$ 102,455
Net income (loss)	$ 24,096	$ 12,452	$ (9,943)
Net income (loss) as a percentage of gross profit	15 %	9 %	(10)%
Contribution ex-TAC[1]	$ 208,652	$ 177,390	$ 143,382
Adjusted EBITDA	$ 57,424	$ 44,441	$ 29,101
Adjusted EBITDA as a percentage of contribution ex-TAC	28 %	25 %	20 %

(1) For a reconciliation of contribution ex-TAC to the most directly comparable financial measure calculated in accordance with GAAP, see "—*Contribution ex-TAC*."

Non-GAAP net income (loss)

Non-GAAP net income (loss) is a non-GAAP financial measure defined by us as net income (loss) adjusted to eliminate the impact of stock-based compensation and certain other items that are not related to our core operations, such as restructuring and other charges, transaction expense, non-operational media purchases, TRA remeasurement expense, income tax benefit resulting from the release of the valuation allowance and employee retention credit, as well as the income tax effect of these adjustments. Net income (loss) is the most comparable GAAP financial measure. Non-GAAP net income (loss) is a key measure used by our management and board of directors to evaluate operating performance, generate future operating plans and make strategic decisions regarding the allocation of capital. In particular, we believe that the elimination of stock-based compensation and certain other items that are not related to our core operations provides measures for period-to-period comparisons of our business and additional insight into our core controllable costs. Accordingly, we believe that non-GAAP net income (loss) provides information to investors and the market generally in understanding and evaluating our results of operations in the same manner as our management and board of directors.

Our use of non-GAAP net income (loss) has limitations as an analytical tool, and you should not consider this measure in isolation or as a substitute for analysis of our financial results as reported under GAAP. A potential limitation of this non-GAAP financial measure is that other companies, including companies in our industry that have similar business arrangements, may define non-GAAP net income (loss) differently, which may make comparisons difficult. Because of this and other potential limitations, you should consider our non-GAAP financial measures only as supplemental to other GAAP-based financial performance measures, including revenue, gross profit, net income (loss) and cash flows.

The following table presents a reconciliation of net income (loss) to non-GAAP net income (loss) for the periods presented:

	Year Ended December 31,		
	2025	2024	2023
Net income (loss)	$ 24,096	$ 12,452	$ (9,943)
Add back (less):			
Stock-based compensation	24,840	21,034	32,291
Restructuring and other[1]	526	467	465
Transaction expense[2]	716	1,742	—
Non-operational media purchases[3]	563	1,271	—
TRA remeasurement expense[4]	10,890	—	—
Income tax benefit resulting from the release of the valuation allowance	(14,685)	—	—
Employee retention credit[5]	(2,845)	—	—
Income tax expense (benefit) related to Viant Technology Inc.'s share of non-GAAP pre-tax income[6]	(3,005)	(2,305)	(1,070)
Non-GAAP net income	$ 41,096	$ 34,661	$ 21,743

(1) Restructuring and other for the year ended December 31, 2025 includes severance and other charges incurred in connection with organizational restructuring initiatives and for the years ended December 31, 2024, and 2023 is related to aligning our workforce with our strategic performance goals.

(2) Transaction expense consists of costs incurred related to our contemplated and completed acquisitions for the year ended December 31, 2025 and costs incurred related to our completed acquisition as well as the filing of a "shelf" registration statement on Form S-3 for the year ended December 31, 2024.

(3) Non-operational media purchases reflects costs incurred for non-operating supplier purchases that are not billable to the customer for the years ended December 31, 2025 and 2024.

(4) TRA remeasurement expense reflects the remeasurement of the TRA liability for the year ended December 31, 2025.

(5) Employee retention credit represents proceeds from a government grant enacted under the CARES Act for the year ended December 31, 2025.

(6) The estimated income tax effect of our share of income (loss) after non-GAAP reconciling items for the years ended December 31, 2025, 2024 and 2023 is calculated using assumed blended tax rates of 25%, 25% and 21%, respectively, which represent our expected corporate tax rates, excluding discrete and non-recurring tax items.

Non-GAAP earnings (loss) per share of Class A common stock—basic and diluted

Non-GAAP earnings (loss) per share of Class A common stock—basic and diluted is a non-GAAP financial measure defined by us as earnings (loss) per share of Class A common stock—basic and diluted, adjusted to eliminate the impact of stock-based compensation and certain other items that are not related to our core operations, such as restructuring and other charges, transaction expense, non-operational media purchases, TRA remeasurement expense, income tax benefit resulting from the release of the valuation allowance and employee retention credit, as well as the income tax effect of these adjustments. Earnings (loss) per share of Class A common stock—basic and diluted is the most comparable GAAP financial measure. Non-GAAP earnings (loss) per share of Class A common stock—basic and diluted is used by our management and board of directors to evaluate operating performance, generate future operating plans and make strategic decisions regarding the allocation of capital. In particular, we believe that the elimination of stock-based compensation and certain other items that are not related to our core operations provides measures for period-to-period comparisons of our business and provides additional insight into our core controllable costs. Accordingly, we believe that non-GAAP earnings (loss) per share of Class A common stock—basic and diluted provides information to investors and the market generally that aids in the understanding and evaluation of our results of operations in the same manner as our management and board of directors.

Our use of non-GAAP earnings (loss) per share of Class A common stock—basic and diluted has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our financial results as reported under GAAP. A potential limitation of this non-GAAP financial measure is that other companies, including companies in our industry that have similar business arrangements, may report non-GAAP earnings (loss) per share of Class A common stock—basic and diluted or similarly titled measures, but calculate them differently, which reduces their usefulness as comparative measures. Because of this and other potential limitations, you should consider our non-GAAP financial measures only as supplemental to other GAAP-based financial performance measures, including earnings (loss) per share of Class A common stock—basic and diluted.

Basic non-GAAP earnings (loss) per share of Class A common stock is calculated by dividing the non-GAAP net income (loss) attributable to Class A common stockholders by the number of weighted-average shares of Class A common stock outstanding. Shares of our Class B common stock do not share in our earnings or losses and are therefore not participating securities. As such, separate presentation of basic and diluted non-GAAP earnings (loss) of Class B common stock under the two-class method has not been presented.

Diluted non-GAAP earnings (loss) per share of Class A common stock adjusts the basic non-GAAP earnings (loss) per share for the potential dilutive impact of shares of Class A common stock such as equity awards using the treasury-stock method and Class B common stock using the if-converted method. Diluted non-GAAP earnings (loss) per share of Class A common stock considers the impact of potentially dilutive securities except in periods in which there is a loss because the inclusion of the potential common shares would have an anti-dilutive effect. Shares of our Class B common stock, restricted stock units ("RSUs") and nonqualified stock options ("NQSOs") are considered potentially dilutive shares of Class A common stock.

The following tables present the reconciliation of earnings (loss) per share of Class A common stock—basic and diluted to non-GAAP earnings (loss) per share of Class A common stock—basic and diluted for the years ended December 31, 2025, 2024 and 2023.

	Year Ended December 31, 2025		
	Earnings (Loss) per Share	Adjustments	Non-GAAP Earnings (Loss) per Share
Numerator			
Net income	$ 24,096	$ —	$ 24,096
Adjustments:			
Add back: Stock-based compensation	—	24,840	24,840
Add back: Restructuring and other[(1)]	—	526	526
Add back: Transaction expense[(2)]	—	716	716
Add back: Non-operational media purchases[(3)]	—	563	563
Add back: TRA remeasurement expense[(4)]	—	10,890	10,890
Less: Income tax benefit resulting from the release of the valuation allowance	—	(14,685)	(14,685)
Less: Employee retention credit[(5)]	—	(2,845)	(2,845)
Income tax expense (benefit) related to Viant Technology Inc.'s share of non-GAAP pre-tax income[(6)]	—	(3,005)	(3,005)
Non-GAAP net income	24,096	17,000	41,096
Less: Net income attributable to noncontrolling interests[(7)]	15,744	17,176	32,920
Net income attributable to Viant Technology Inc.—basic	8,352	(176)	8,176
Add back: Reallocation of net income attributable to noncontrolling interest from the assumed exchange of RSUs and NQSOs for Class A common stock	—	1,416	1,416
Income tax benefit (expense) from the assumed exchange of RSUs and NQSOs for Class A common stock	—	(357)	(357)
Add back (less): Net income attributable to noncontrolling interests[(7)]	15,744	(15,744)	—
Net income attributable to Viant Technology Inc.—diluted	$ 24,096	$ (14,861)	$ 9,235
Denominator			
Weighted-average shares of Class A common stock outstanding—basic	16,422		16,422
Effect of dilutive securities:			
RSUs	1,794		1,794
NQSOs	2,328		2,328
Shares of Class B common stock	46,432		—
Weighted-average shares of Class A common stock outstanding—diluted	66,976		20,544
Earnings (loss) per share of Class A common stock—basic	$ 0.51		$ 0.50
Earnings (loss) per share of Class A common stock—diluted	$ 0.36		$ 0.45
Anti-dilutive shares excluded from earnings (loss) per share of Class A common stock—diluted:			
RSUs	—		—
NQSOs	—		—
Shares of Class B common stock	—		45,717
Total shares excluded from earnings (loss) per share of Class A common stock—diluted	—		45,717

(1) Restructuring and other for the year ended December 31, 2025 includes severance and other charges incurred in connection with organizational restructuring initiatives.

(2) Transaction expense consists of costs incurred related to our contemplated and completed acquisitions for the year ended December 31, 2025.

(3) Non-operational media purchases reflects costs incurred for non-operating supplier purchases that are not billable to the customer for the year ended December 31, 2025.

(4) TRA remeasurement expense reflects the remeasurement of the TRA liability for the year ended December 31, 2025.

(5) Employee retention credit represents proceeds from a government grant enacted under the CARES Act for the year ended December 31, 2025.

(6) The estimated income tax effect of our share of income after non-GAAP reconciling items for the year ended December 31, 2025 is calculated using an assumed blended tax rate of 25%, which represents our expected corporate tax rate, excluding discrete and non-recurring tax items.

(7) The adjustment to net income attributable to noncontrolling interests represents stock-based compensation, restructuring and other charges, transaction expense, non-operational media purchases and employee retention credit attributed to the noncontrolling interests outstanding during the period.

	Year Ended December 31, 2024		
	Earnings (Loss) per Share	Adjustments	Non-GAAP Earnings (Loss) per Share
Numerator			
Net income	$ 12,452	$ —	$ 12,452
Adjustments:			
Add back: Stock-based compensation	—	21,034	21,034
Add back: Restructuring and other[1]	—	467	467
Add back: Transaction expense[2]	—	1,742	1,742
Add back: Non-operational media purchases[3]	—	1,271	1,271
Income tax benefit (expense) related to Viant Technology Inc.’s share of non-GAAP pre-tax income (loss)[4]	—	(2,305)	(2,305)
Non-GAAP net income	12,452	22,209	34,661
Less: Net income attributable to noncontrolling interests[5]	10,090	17,857	27,947
Net income attributable to Viant Technology Inc.—basic	2,362	4,352	6,714
Add back: Reallocation of net income attributable to noncontrolling interest from the assumed exchange of RSUs and NQSOs for Class A common stock	712	1,013	1,725
Income tax benefit (expense) from the assumed exchange of RSUs and NQSOs for Class A common stock	(177)	(252)	(429)
Net income attributable to Viant Technology Inc.—diluted	$ 2,897	$ 5,113	$ 8,010
Denominator			
Weighted-average shares of Class A common stock outstanding—basic	16,221		16,221
Effect of dilutive securities:			
RSUs	2,125		2,125
NQSOs	2,120		2,120
Weighted-average shares of Class A common stock outstanding—diluted	20,466		20,466
Earnings (loss) per share of Class A common stock—basic	$ 0.15		$ 0.41
Earnings (loss) per share of Class A common stock—diluted	$ 0.14		$ 0.39
Anti-dilutive shares excluded from earnings (loss) per share of Class A common stock—diluted:			
RSUs	—		—
NQSOs	—		—
Shares of Class B common stock	46,754		46,754
Total shares excluded from earnings (loss) per share of Class A common stock—diluted	46,754		46,754

(1) Restructuring and other includes severance and other charges related to aligning our workforce with our strategic performance goals for the year ended December 31, 2024.

(2) Transaction expense consists of costs incurred related to our completed acquisition as well as filing of a "shelf" registration statement on Form S-3 for the year ended December 31, 2024.

(3) Non-operational media purchases reflects costs incurred for non-operating supplier purchases that are not billable to the customer for the year ended December 31, 2024.

(4) The estimated income tax effect of our share of income (loss) after non-GAAP reconciling items for the year ended December 31, 2024 is calculated using an assumed blended tax rate of 25%, which represents our expected corporate tax rate, excluding discrete and non-recurring tax items.

(5) The adjustment to net income (loss) attributable to noncontrolling interests represents stock-based compensation, restructuring and other charges, transaction expense and non-operational media purchases attributed to the noncontrolling interests outstanding during the period.

	Year Ended December 31, 2023		
	Earnings (Loss) per Share	Adjustments	Non-GAAP Earnings (Loss) per Share
Numerator			
Net loss	$ (9,943)	$ —	$ (9,943)
Adjustments:			
Add back: Stock-based compensation	—	32,291	32,291
Add back: Restructuring and other[1]	—	465	465
Income tax benefit (expense) related to Viant Technology Inc.'s share of non-GAAP pre-tax income (loss)[2]	—	(1,070)	(1,070)
Non-GAAP net income (loss)	(9,943)	31,686	21,743
Less: Net income (loss) attributable to noncontrolling interests[3]	(6,500)	24,296	17,796
Net income (loss) attributable to Viant Technology Inc.—basic	(3,443)	7,390	3,947
Add back: Reallocation of net income (loss) attributable to noncontrolling interest from the assumed exchange of RSUs and NQSOs for Class A common stock	—	—	—
Income tax benefit (expense) from the assumed exchange of RSUs and NQSOs for Class A common stock	—	—	—
Net income (loss) attributable to Viant Technology Inc.—diluted	$ (3,443)	$ 7,390	$ 3,947
Denominator			
Weighted-average shares of Class A common stock outstanding—basic	15,224		15,224
Effect of dilutive securities:			
RSUs	—		—
NQSOs	—		—
Weighted-average shares of Class A common stock outstanding—diluted	15,224		15,224
Earnings (loss) per share of Class A common stock—basic	$ (0.23)		$ 0.26
Earnings (loss) per share of Class A common stock—diluted	$ (0.23)		$ 0.26
Anti-dilutive shares excluded from earnings (loss) per share of Class A common stock—diluted:			
RSUs	3,647		3,647
NQSOs	5,736		5,736
Shares of Class B common stock	47,032		47,032
Total shares excluded from earnings (loss) per share of Class A common stock—diluted	56,415		56,415

(1) Restructuring and other includes severance and other charges related to aligning our workforce with our strategic performance goals for the year ended December 31, 2023.

(2) The estimated income tax effect of our share of income (loss) after non-GAAP reconciling items for the year ended December 31, 2023 is calculated using an assumed blended tax rate of 21%, which represents our expected corporate tax rate, excluding discrete and non-recurring tax items.

(3) The adjustment to net income (loss) attributable to noncontrolling interests represents stock-based compensation and restructuring and other charges attributed to the noncontrolling interests outstanding during the period.

Liquidity and Capital Resources

As of December 31, 2025, we had cash and cash equivalents of $191.2 million and working capital, consisting of current assets less current liabilities, of $219.2 million, compared to cash and cash equivalents of $205.0 million and working capital of $217.0 million as of December 31, 2024.

Our primary sources of cash are revenues derived from the programmatic purchase of advertising on our platform and our existing cash and cash equivalents, although we have addressed, and may in the future address, our liquidity needs by utilizing our borrowing capacity under the asset-based revolving credit and security agreement we have with PNC Bank (as amended in April 2023) (the "Amended Loan Agreement"), obtaining debt financing from other sources or raising additional funds by issuing equity.

Our primary uses of cash are capital expenditures to develop our technology in support of enhancing our platform; purchases of property and equipment in support of our expanding headcount as a result of our growth; other expenditures to finance our operations, platform development and rapid growth; future minimum payments under our non-cancelable operating leases; repurchases under the stock repurchase program; and acquisitions and investments. We intend to continue investing in critical areas of our business in 2026 to further accelerate demand for our product and growth across the platform.

We assess our liquidity in terms of our ability to generate cash sufficient to fund our short- and long-term cash requirements. As such, we project our anticipated cash requirements as well as cash flows generated from operating activities to meet those needs. We believe our existing cash and cash equivalents, cash flow from revenues derived from the programmatic purchase of advertising on our platform and the undrawn availability under our revolving credit facility will be sufficient to meet our cash requirements over the next 12 months from the date of this report. We believe we will meet longer-term expected future cash requirements and obligations beyond the next 12 months through a combination of existing cash and cash equivalents, cash flow from operations and other sources of liquidity, which could include the undrawn availability under our revolving credit facility and issuances of equity securities or debt offerings. Our ability to fund longer-term operating needs will depend on our ability to generate positive cash flows through programmatic advertising purchases on our platform, our ability to access the capital markets and other factors, including those discussed under the section titled “Risk Factors” in this Annual Report.

Commitments

As of December 31, 2025, our material cash requirements from non-cancelable contractual obligations with an original duration of over one year included future minimum payments under our non-cancelable operating leases, which we estimate will be approximately $5.8 million in 2026, $5.5 million in 2027, $4.1 million in 2028, $3.6 million in 2029, and $3.2 million in 2030 and non-cancelable contractual agreements primarily related to the hosting of our data storage processing, storage, and other computing services, which we estimate will be approximately $16.6 million in 2025, $12.1 million in 2027, and $3.0 million in 2028.

We did not have any other off-balance sheet arrangements as of December 31, 2025 other than the minimum payments under the operating leases, hosting arrangements, and the indemnification agreements described above and in Note 13—Commitments and Contingencies to our consolidated financial statements included elsewhere in this Annual Report.

Income Taxes and Tax Receivable Agreement

In connection with the IPO, we entered into a TRA with Viant Technology LLC, continuing members of Viant Technology LLC and the TRA Representative (as defined in the TRA) on February 9, 2021, as described under Note 10—Income Taxes and Tax Receivable Agreement to our consolidated financial statements included elsewhere in this Annual Report. As of December 31, 2025, we concluded that it was more likely than not that our deferred tax assets subject to the TRA will be realized. Therefore, we recorded a liability related to the tax savings we may realize from utilization of such deferred tax assets. As of December 31, 2025, the total TRA liability was approximately $12.4 million. If utilization of the deferred tax asset subject to the TRA becomes not more likely than not in the future, we may reverse the liability related to the TRA which will be recognized as a reduction in other expenses within its consolidated statements of operations.

From time to time, our subsidiary, Viant Technology LLC, makes cash distributions on a pro rata basis to its members to the extent necessary to cover the members’ tax liabilities with respect to their share of earnings of Viant Technology LLC. These payments are reflected within “Payment of member tax distributions” on the consolidated statements of cash flows.

Shelf Registration Statement

On March 22, 2024, we filed a “shelf” registration statement on Form S-3 (Reg. No. 333-278177) with the SEC, which was declared effective on April 23, 2024. This shelf registration statement, which includes a base prospectus, allows us at any time to offer any combination of securities described in the prospectus in one or more offerings for our own account in an aggregate amount up to $100 million and allows certain selling securityholders to offer and sell up to 10,000,000 shares of Class A common stock in one or more offerings. The Form S-3 is intended to provide us flexibility to conduct registered sales of our securities, subject to market conditions and our future capital needs. The terms of any future offering under the shelf registration statement will be established at

the time of such offering and will be described in a prospectus supplement filed with the SEC prior to the completion of any such offering. We would not receive any proceeds from any sale of our Class A common stock by the selling securityholders.

Stock Repurchase Program

On April 23, 2024, our board of directors approved a stock repurchase program with authorization to purchase up to $50 million in shares of our Class A common stock or Class B units of Viant Technology LLC. On May 5, 2025, our board of directors authorized an increase to the stock repurchase program, enabling the Company to repurchase up to an additional $50 million of the Company's Class A common stock or Class B units of Viant Technology LLC. For the year ended December 31, 2025, we repurchased 3.0 million shares of our Class A common stock for an aggregate amount of $37.9 million, including costs associated with the repurchases. As of December 31, 2025, $40.4 million remained available under the stock repurchase program for Class A common stock and Class B unit repurchases. For additional information related to share repurchases, refer to Note 9—Stockholders' Equity to our consolidated financial statements included elsewhere in this Annual Report.

Revolving Credit Facility

As of December 31, 2025, our Amended Loan Agreement provided us with access to a $75.0 million senior secured revolving credit facility with a maturity date of April 4, 2028 that is collateralized by security interests in substantially all of our assets. As of December 31, 2025, there was no outstanding balance and up to $74.1 million of undrawn availability under the revolving credit facility.

The Amended Loan Agreement contains customary conditions to borrowings, events of default and covenants, and also contains a financial covenant requiring us to maintain a minimum fixed charge coverage ratio of 1.40 to 1 when undrawn availability under the Amended Loan Agreement is less than 25%. As of December 31, 2025, the Company was in compliance with all applicable covenants under the Amended Loan Agreement. We do not believe this covenant or any other provision in the Amended Loan Agreement will materially impact our liquidity or otherwise restrict our ability to execute on our business plan during or beyond the next 12 months from the date of this Annual Report.

We are a holding company with no operations of our own and are dependent on distributions from Viant Technology LLC to pay our taxes and satisfy any current or future cash requirements. Our Amended Loan Agreement imposes, and any future credit facilities may impose, limitations on our ability and the ability of Viant Technology LLC to pay dividends to third parties.

For further discussion of our Amended Loan Agreement, refer to Note 8—Revolving Credit Facility to our consolidated financial statements included elsewhere in this Annual Report.

Cash Flows

Cash flows from operating, investing and financing activities for the fiscal years ended December 31, 2025 and 2024, as reflected in the consolidated statements of cash flows included in Item 8 of this Annual Report, are summarized in the following table:

	Year Ended December 31,	
	2025	2024
Consolidated Statements of Cash Flows Data		
Cash flows provided by operating activities	$ 52,607	$ 51,767
Cash flows used in investing activities	(22,342)	(27,744)
Cash flows used in financing activities	(44,162)	(35,433)
Net decrease in cash and cash equivalents	$ (13,897)	$ (11,410)

Cash Flows Provided by Operating Activities

Our cash flows from operating activities have been primarily influenced by growth in our operations, increases or decreases in collections from our customers and related payments to our suppliers of advertising media and data. Cash flows from operating activities have been affected by changes in our working capital, particularly changes in accounts receivable, accounts payable and accrued liabilities. The timing of cash receipts from customers and payments to suppliers can significantly impact our cash flows from operating activities. We typically pay suppliers in advance of collections from our customers. Our collection and payment cycles can vary from period to period. In addition, we expect seasonality to impact cash flows from operating activities on a quarterly basis.

Cash flows provided by operating activities was $52.6 million, for the year ended December 31, 2025, resulting primarily from net income of $24.1 million; noncash add back adjustments to net income of $44.7 million, including $24.8 million for stock-based compensation, $18.7 million for depreciation and amortization, $4.2 million of noncash lease expense, $(14.7) for deferred taxes, and

$10.9 million for TRA remeasurement expense; a decrease of $16.2 million from changes in working capital, including a net decrease of $27.9 million in accounts receivable and prepaid expenses and other assets primarily related to the timing of customer collections, a net increase of $17.3 million in accounts payable, accrued liabilities and accrued compensation primarily related to timing of payments, a decrease in operating lease liabilities of $4.5 million, and a decrease in other liabilities of $1.1 million.

During the year ended December 31, 2024, cash flows provided by operating activities of $51.8 million resulted primarily from an increase from net income of $12.5 million; an increase of $43.0 million primarily due to noncash add back adjustments to net income of $21.0 million for stock-based compensation, $16.5 million for depreciation and amortization, $4.0 million of noncash lease expense and $1.4 million for the provision for doubtful accounts; a decrease of $3.6 million from changes in working capital, including a net decrease of $34.1 million in accounts receivable, prepaid assets and other assets primarily related to higher sales and timing of customer collections due to seasonal fluctuations as well as an increase of $32.6 million in accounts payable, accrued liabilities and accrued compensation primarily related to timing of payments, a decrease in operating lease liabilities of $4.1 million, and an increase in other liabilities of $1.8 million.

Cash Flows Used in Investing Activities

Our primary investing activities have consisted of capital expenditures to develop our technology in support of enhancing our platform, cash paid for acquisitions and investments and purchases of property and equipment in support of our growth. We capitalize certain costs associated with creating and enhancing internally developed software related to our technology infrastructure that are recorded within property, equipment, and software, net. These costs include personnel and related employee benefit expenses for employees who are directly associated with and who devote time to platform development projects. Purchases of property and equipment and capitalized software development costs may vary from period-to-period due to the timing of the expansion of our operations, the addition or reduction of headcount and the timing of our platform development cycles. As a result of continued capitalized software development costs and the growth of our business, we expect our capital expenditures and our investment activity to continue to increase.

Cash flows used in investing activities was $22.3 million for the year ended December 31, 2025, resulting primarily from $17.4 million of investments in capitalized software to develop our technology in support of enhancing our platform, $3.5 million of cash paid for investments, $0.9 million of purchases of property and equipment, and $0.5 million of cash paid for acquisitions.

During the year ended December 31, 2024, cash flows used in investing activities of $27.7 million resulted from $15.2 million of investments in capitalized software development costs in support of enhancing our platform, $10.0 million of cash paid related to the acquisition of IRIS.TV, and $2.5 million of purchases of property and equipment.

Cash Flows Used in Financing Activities

Our financing activities have consisted primarily of payments of member distributions in accordance with their assumed tax liabilities, repurchases of stock in connection with the taxes paid related to the vesting of equity awards, repurchases of stock related to the stock repurchase program and proceeds related to the exercise of stock options. Net cash provided by or used in financing activities has been and will be used to finance our operations, capital expenditures, platform development and growth.

Cash flows used in financing activities was $44.2 million for the year ended December 31, 2025, resulting primarily from $38.1 million for the repurchase of stock related to the stock repurchase program, $6.6 million for payments related to member tax distributions, and $3.2 million for the repurchase of stock in connection with the taxes paid related to the vesting of equity awards, partially offset by $3.8 million of proceeds related to the exercise of stock options.

During the year ended December 31, 2024, cash used in financing activities of $35.4 million resulted primarily from $21.6 million for the repurchase of stock related to the stock repurchase program, $10.7 million for the repurchase of stock in connection with the taxes paid related to the vesting of equity awards, $6.0 million for payments related to member tax distributions, partially offset by $3.1 million of proceeds related to the exercise of stock options.

Fiscal Year 2023 *Changes in Cash Flows*

For the comparison of fiscal year 2023 to fiscal year 2022, refer to Part II, Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations— Liquidity and Capital Resources" included in our Annual Report on Form 10-K for our fiscal year ended December 31, 2023, filed with the SEC on March 4, 2024 under the subheading "Liquidity and Capital Resources".

Quarterly Results of Operations

The following tables present our unaudited quarterly condensed consolidated statements of operations data for each quarter of our fiscal years ended December 31, 2025 and 2024. The information for each of these quarters has been prepared on a basis consistent with our consolidated financial statements and, in our opinion, includes all adjustments, consisting only of normal recurring adjustments necessary for the fair presentation of the financial information contained in those statements. The following unaudited quarterly condensed consolidated financial data should be read in conjunction with our annual audited consolidated financial statements and the related notes included elsewhere in this Annual Report. These quarterly results are not necessarily indicative of our operating results for a full year or any future period.

	Three Months Ended,							
	December 31, 2025	September 30, 2025	June 30, 2025	March 31, 2025	December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024
Revenue	$ 110,124	$ 85,582	$ 77,853	$ 70,642	$ 90,054	$ 79,922	$ 65,866	$ 53,393
Operating expenses[1]:								
Platform operations	58,823	45,743	41,970	40,080	47,564	44,598	35,122	29,880
Sales and marketing	18,348	16,740	15,484	14,229	14,756	13,007	13,088	12,899
Technology and development	8,229	7,703	7,691	6,911	7,062	5,631	5,815	5,232
General and administrative	12,030	11,165	12,696	14,281	14,769	12,648	12,612	11,074
Total operating expenses	97,430	81,351	77,841	75,501	84,151	75,884	66,637	59,085
Income (loss) from operations	12,694	4,231	12	(4,859)	5,903	4,038	(771)	(5,692)
Total other expense (income), net	6,293	(1,463)	(1,484)	(1,399)	(2,080)	(2,406)	(2,358)	(2,379)
Income (loss) before income taxes	6,401	5,694	1,496	(3,460)	7,983	6,444	1,587	(3,313)
Provision for (benefit from) income taxes	(14,062)	541	(291)	(153)	263	(14)	99	(99)
Net income (loss)	20,463	5,153	1,787	(3,307)	7,720	6,458	1,488	(3,214)
Less: Net income (loss) attributable to noncontrolling interests	12,207	4,157	1,497	(2,117)	5,973	4,951	1,433	(2,267)
Net income (loss) attributable to Viant Technology Inc.	$ 8,256	$ 996	$ 290	$ (1,190)	$ 1,747	$ 1,507	$ 55	$ (947)
Earnings (loss) per share of Class A common stock—basic[2]	$ 0.49	$ 0.06	$ 0.02	$ (0.07)	$ 0.11	$ 0.09	$ 0.00	$ (0.06)
Earnings (loss) per share of Class A common stock—diluted[2]	$ 0.31	$ 0.06	$ 0.02	$ (0.07)	$ 0.10	$ 0.09	$ 0.00	$ (0.06)

	Three Months Ended,							
	December 31, 2025	September 30, 2025	June 30, 2025	March 31, 2025	December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024
	(percentage of revenue*)							
Revenue	100 %	100 %	100 %	100 %	100 %	100 %	100 %	100 %
Operating expenses[(1)]:								
Platform operations	53 %	53 %	54 %	57 %	53 %	56 %	53 %	56 %
Sales and marketing	17 %	20 %	20 %	20 %	16 %	16 %	20 %	24 %
Technology and development	7 %	9 %	10 %	10 %	8 %	7 %	9 %	10 %
General and administrative	11 %	13 %	16 %	20 %	16 %	16 %	19 %	21 %
Total operating expenses	88 %	95 %	100 %	107 %	93 %	95 %	101 %	111 %
Income (loss) from operations	12 %	5 %	— %	(7)%	7 %	5 %	(1)%	(11)%
Total other expense (income), net	6 %	(2)%	(2)%	(2)%	(2)%	(3)%	(4)%	(4)%
Income (loss) before income taxes	6 %	7 %	2 %	(5)%	9 %	8 %	2 %	(6)%
Provision for (benefit from) income taxes	(13)%	1 %	— %	— %	— %	— %	— %	— %
Net income (loss)	19 %	6 %	2 %	(5)%	9 %	8 %	2 %	(6)%
Less: Net income (loss) attributable to noncontrolling interests	11 %	5 %	2 %	(3)%	7 %	6 %	2 %	(4)%
Net income (loss) attributable to Viant Technology Inc.	7 %	1 %	— %	(2)%	2 %	2 %	— %	(2)%

* Percentages may not sum due to rounding

(1) Depreciation, amortization, and stock-based compensation included in operating expenses for each quarter of our fiscal years ended December 31, 2025 and 2024 are as follows:

	Three Months Ended,							
	December 31, 2025	September 30, 2025	June 30, 2025	March 31, 2025	December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024
Depreciation:								
Platform operations	$ 3,706	$ 3,627	$ 3,541	$ 3,455	$ 3,342	$ 3,383	$ 3,531	$ 3,526
Sales and marketing	85	81	79	74	—	—	—	—
Technology and development	993	873	717	590	456	432	440	431
General and administrative	50	47	43	42	217	203	176	141
Total depreciation	$ 4,834	$ 4,628	$ 4,380	$ 4,161	$ 4,015	$ 4,018	$ 4,147	$ 4,098
Amortization:								
Platform operations	$ 132	$ 133	$ 133	$ 117	$ 60	$ —	$ —	$ —
Sales and marketing	—	—	—	—	—	—	—	—
Technology and development	—	—	—	—	—	—	—	—
General and administrative	46	46	46	46	35	20	20	48
Total amortization	$ 178	$ 179	$ 179	$ 163	$ 95	$ 20	$ 20	$ 48
Stock-based compensation:								
Platform operations	$ 1,034	$ 1,025	$ 998	$ 892	$ 601	$ 553	$ 554	$ 406
Sales and marketing	1,771	1,770	1,819	1,500	1,164	1,180	1,139	755
Technology and development	1,094	1,091	1,037	758	873	693	651	500
General and administrative	2,532	2,542	2,489	2,489	3,090	2,903	3,193	2,779
Total stock-based compensation	$ 6,431	$ 6,428	$ 6,343	$ 5,639	$ 5,728	$ 5,329	$ 5,537	$ 4,440

See Note 4, Note 6 and Note 9 to our consolidated financial statements included elsewhere in this Annual Report for more information regarding depreciation, amortization and stock-based compensation expense, respectively.

(2) See Note 2 and Note 11 to our consolidated financial statements included elsewhere in this Annual Report for more information regarding earnings (loss) per share—basic and diluted computations.

Quarterly Non-GAAP Financial Measures

We monitor certain non-GAAP financial measures such as contribution ex-TAC, non-GAAP operating expenses, adjusted EBITDA, adjusted EBITDA as a percentage of contribution ex-TAC, and non-GAAP net income when evaluating our quarterly results of operations to help us evaluate growth trends, establish budgets, measure the effectiveness of our sales and marketing efforts and assess our operational efficiencies. Reconciliations of these non-GAAP financial measures for each quarter of our fiscal years ended December 31, 2025 and 2024 to the most directly comparable financial measures calculated and presented in accordance with GAAP are provided in the financial tables presented below. For a description of management's use of each non-GAAP financial measure contained in this Annual Report, see *"—Key Operating and Financial Performance Measures—Use of Non-GAAP Financial Measures."*

	Three Months Ended,							
	December 31, 2025	September 30, 2025	June 30, 2025	March 31, 2025	December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024
Operating and Financial Performance Measures								
Gross profit	$ 51,301	$ 39,839	$ 35,883	$ 30,562	$ 42,490	$ 35,324	$ 30,744	$ 23,513
Contribution ex-TAC	$ 64,560	$ 52,990	$ 48,372	$ 42,729	$ 54,359	$ 47,352	$ 41,558	$ 34,121
Total operating expenses	$ 97,430	$ 81,351	$ 77,841	$ 75,501	$ 84,151	$ 75,884	$ 66,637	$ 59,085
Non-GAAP operating expenses	$ 39,849	$ 36,961	$ 37,089	$ 37,327	$ 37,268	$ 32,677	$ 31,958	$ 31,046
Net income (loss)	$ 20,463	$ 5,153	$ 1,787	$ (3,307)	$ 7,720	$ 6,458	$ 1,488	$ (3,214)
Adjusted EBITDA	$ 24,711	$ 16,029	$ 11,283	$ 5,402	$ 17,091	$ 14,675	$ 9,600	$ 3,075
Net income (loss) as a percentage of gross profit	40 %	13 %	5 %	(11)%	18 %	18 %	5 %	(14)%
Adjusted EBITDA as a percentage of contribution ex-TAC	38 %	30 %	23 %	13 %	31 %	31 %	23 %	9 %
Non-GAAP net income	$ 18,985	$ 11,205	$ 8,012	$ 2,816	$ 13,831	$ 12,283	$ 7,207	$ 1,348

Contribution ex-TAC

The following table presents the calculation of gross profit and reconciliation of gross profit to contribution ex-TAC for the periods presented:

	Three Months Ended,							
	December 31, 2025	September 30, 2025	June 30, 2025	March 31, 2025	December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024
Revenue	$ 110,124	$ 85,582	$ 77,853	$ 70,642	$ 90,054	$ 79,922	$ 65,866	$ 53,393
Less: Platform operations	(58,823)	(45,743)	(41,970)	(40,080)	(47,564)	(44,598)	(35,122)	(29,880)
Gross profit	51,301	39,839	35,883	30,562	42,490	35,324	30,744	23,513
Add: Other platform operations	13,259	13,151	12,489	12,167	11,869	12,028	10,814	10,608
Contribution ex-TAC	$ 64,560	$ 52,990	$ 48,372	$ 42,729	$ 54,359	$ 47,352	$ 41,558	$ 34,121

Non-GAAP Operating Expenses

The following table presents a reconciliation of total operating expenses to non-GAAP operating expenses for the periods presented:

	Three Months Ended,							
	December 31, 2025	September 30, 2025	June 30, 2025	March 31, 2025	December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024
Operating expenses:								
Platform operations	$ 58,823	$ 45,743	$ 41,970	$ 40,080	$ 47,564	$ 44,598	$ 35,122	$ 29,880
Sales and marketing	18,348	16,740	15,484	14,229	14,756	13,007	13,088	12,899
Technology and development	8,229	7,703	7,691	6,911	7,062	5,631	5,815	5,232
General and administrative	12,030	11,165	12,696	14,281	14,769	12,648	12,612	11,074
Total operating expenses	97,430	81,351	77,841	75,501	84,151	75,884	66,637	59,085
Add:								
Other expense, net[1]	1	—	—	—	8	1	1	2
Less:								
Traffic acquisition costs	(45,564)	(32,592)	(29,481)	(27,913)	(35,695)	(32,570)	(24,308)	(19,272)
Stock-based compensation	(6,431)	(6,428)	(6,343)	(5,639)	(5,728)	(5,329)	(5,537)	(4,440)
Depreciation and amortization	(5,012)	(4,807)	(4,559)	(4,324)	(4,110)	(4,038)	(4,167)	(4,146)
Restructuring and other[2]	(526)	—	—	—	—	—	(284)	(183)
Transaction expense[3]	(49)	—	(369)	(298)	(1,358)	—	(384)	—
Non-operational media purchases[4]	—	(563)	—	—	—	(1,271)	—	—
Non-GAAP operating expenses	$ 39,849	$ 36,961	$ 37,089	$ 37,327	$ 37,268	$ 32,677	$ 31,958	$ 31,046

(1) Other expense, net excludes $0.3 million related to the TRA remeasurement expense for the three months ended March 31, 2025.

(2) Restructuring and other includes severance and other charges incurred in connection with organizational restructuring initiatives for the three month period in the year ended December 31, 2025 and are related to aligning our workforce with our strategic performance goals for the three month periods in the year ended December 31, 2024.

(3) Transaction expense consists of costs incurred related to our contemplated and completed acquisitions for the three month periods in the year ended December 31, 2025 and costs incurred related to our completed acquisition as well as the filing of a "shelf" registration statement on Form S-3 for the three month periods in the year ended December 31, 2024.

(4) Non-operational media purchases reflects costs incurred for non-operating supplier purchases that are not billable to the customer for the three month periods in the years ended December 31, 2025 and 2024.

Adjusted EBITDA

The following table presents a reconciliation of net income (loss) to adjusted EBITDA for the periods presented:

	Three Months Ended,							
	December 31, 2025	September 30, 2025	June 30, 2025	March 31, 2025	December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024
Net income (loss)	$ 20,463	$ 5,153	$ 1,787	$ (3,307)	$ 7,720	$ 6,458	$ 1,488	$ (3,214)
Add back (less):								
Interest income, net	(1,428)	(1,463)	(1,484)	(1,724)	(2,088)	(2,407)	(2,359)	(2,381)
Provision for (benefit from) income taxes	(14,062)	541	(291)	(153)	263	(14)	99	(99)
Depreciation and amortization	5,012	4,807	4,559	4,324	4,110	4,038	4,167	4,146
Stock-based compensation	6,431	6,428	6,343	5,639	5,728	5,329	5,537	4,440
Restructuring and other[(1)]	526	—	—	—	—	—	284	183
Transaction expense[(2)]	49	—	369	298	1,358	—	384	—
Non-operational media purchases[(3)]	—	563	—	—	—	1,271	—	—
TRA remeasurement expense[(4)]	10,565	—	—	325	—	—	—	—
Employee retention credit[(5)]	(2,845)	—	—	—	—	—	—	—
Adjusted EBITDA	$ 24,711	$ 16,029	$ 11,283	$ 5,402	$ 17,091	$ 14,675	$ 9,600	$ 3,075

(1) Restructuring and other includes severance and other charges incurred in connection with organizational restructuring initiatives for the three month period in the year ended December 31, 2025 and are related to aligning our workforce with our strategic performance goals for the three month periods in the year ended December 31, 2024.

(2) Transaction expense consists of costs incurred related to our contemplated and completed acquisitions for the three month periods in the year ended December 31, 2025 and costs incurred related to our completed acquisition as well as the filing of a "shelf" registration statement on Form S-3 for the three month periods in the year ended December 31, 2024.

(3) Non-operational media purchases reflects costs incurred for non-operating supplier purchases that are not billable to the customer for the three month periods in the years ended December 31, 2025 and 2024.

(4) TRA remeasurement expense reflects the remeasurement of the TRA liability for the three months ended March 31, 2025 and the year ended December 31, 2025.

(5) Employee retention credit represents proceeds from a government grant enacted under the CARES Act for the three months ended December 31, 2025.

Adjusted EBITDA as a percentage of contribution ex-TAC

The following table presents the calculation of net income (loss) as a percentage of gross profit and the calculation of adjusted EBITDA as a percentage of contribution ex-TAC for the periods presented:

	Three Months Ended,							
	December 31, 2025	September 30, 2025	June 30, 2025	March 31, 2025	December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024
Gross profit	$ 51,301	$ 39,839	$ 35,883	$ 30,562	$ 42,490	$ 35,324	$ 30,744	$ 23,513
Net income (loss)	$ 20,463	$ 5,153	$ 1,787	$ (3,307)	$ 7,720	$ 6,458	$ 1,488	$ (3,214)
Net income (loss) as a percentage of gross profit	40 %	13 %	5 %	(11)%	18 %	18 %	5 %	(14)%
Contribution ex-TAC[(1)]	$ 64,560	$ 52,990	$ 48,372	$ 42,729	$ 54,359	$ 47,352	$ 41,558	$ 34,121
Adjusted EBITDA[(2)]	$ 24,711	$ 16,029	$ 11,283	$ 5,402	$ 17,091	$ 14,675	$ 9,600	$ 3,075
Adjusted EBITDA as a percentage of contribution ex-TAC	38 %	30 %	23 %	13 %	31 %	31 %	23 %	9 %

(1) For a reconciliation of contribution ex-TAC to the most directly comparable financial measure calculated in accordance with GAAP, see *“—Contribution ex-TAC."*

(2) For a reconciliation of adjusted EBITDA to the most directly comparable financial measure calculated in accordance with GAAP, see *“—Adjusted EBITDA."*

Non-GAAP net income (loss)

The following table presents a reconciliation of net income (loss) to non-GAAP net income (loss) for the periods presented:

	Three Months Ended,							
	December 31, 2025	**September 30, 2025**	**June 30, 2025**	**March 31, 2025**	**December 31, 2024**	**September 30, 2024**	**June 30, 2024**	**March 31, 2024**
Net income (loss)	$ 20,463	$ 5,153	$ 1,787	$ (3,307)	$ 7,720	$ 6,458	$ 1,488	$ (3,214)
Add back (less):								
Stock-based compensation	6,431	6,428	6,343	5,639	5,728	5,329	5,537	4,440
Restructuring and other[1]	526	—	—	—	—	—	284	183
Transaction expense[2]	49	—	369	298	1,358	—	384	—
Non-operational media purchases[3]	—	563	—	—	—	1,271	—	—
TRA remeasurement expense[4]	10,565	—	—	325	—	—	—	—
Income tax benefit resulting from the release of the valuation allowance	(14,685)	—	—	—	—	—	—	—
Employee retention credit[5]	(2,845)	—	—	—	—	—	—	—
Income tax expense (benefit) related to Viant Technology Inc.’s share of non-GAAP pre-tax income (loss)[6]	(1,519)	(939)	(487)	(139)	(975)	(775)	(486)	(61)
Non-GAAP net income	$ 18,985	$ 11,205	$ 8,012	$ 2,816	$ 13,831	$ 12,283	$ 7,207	$ 1,348

(1) Restructuring and other includes severance and other charges incurred in connection with organizational restructuring initiatives for the three month period in the year ended December 31, 2025 and are related to aligning our workforce with our strategic performance goals for the three month periods in the year ended December 31, 2024.

(2) Transaction expense consists of costs incurred related to our contemplated and completed acquisitions for the three month periods in the year ended December 31, 2025 and costs incurred related to our completed acquisition as well as the filing of a "shelf" registration statement on Form S-3 for the three month periods in the year ended December 31, 2024.

(3) Non-operational media purchases reflects costs incurred for non-operating supplier purchases that are not billable to the customer for the three month periods in the years ended December 31, 2025 and 2024.

(4) TRA remeasurement expense reflects the remeasurement of the TRA liability for the three months ended March 31, 2025 and the year ended December 31, 2025.

(5) Employee retention credit represents proceeds from a government grant enacted under the CARES Act for the three months ended December 31, 2025.

(6) The estimated income tax effect of our share of income (loss) after non-GAAP reconciling items is calculated using quarterly assumed blended tax rates, which represent our expected corporate tax rates, excluding discrete and non-recurring tax items.

Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in accordance with GAAP. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and related disclosures. We evaluate our estimates and assumptions on an ongoing basis. Our estimates are based on historical experience and various other assumptions that we believe to be reasonable under the circumstances. Our actual results could differ from these estimates.

An accounting policy is deemed to be critical if it requires an accounting estimate to be made on assumptions about matters that are highly uncertain at the time the estimate is made and have had or are reasonably likely to have a material impact on our financial condition or results of operations. We believe that the assumptions and estimates associated with the evaluation of revenue recognition criteria, including the determination of net versus gross revenue recognition in our customer arrangements, the assumptions used in the valuation models to determine the fair value of common stock and stock-based compensation, the estimates and judgment involved in the capitalization of internal-use software development costs, the judgment in estimating deferred tax assets and liabilities, including the realizability of deferred tax assets, and the judgment in estimating the TRA liability, have the greatest potential impact on our consolidated financial statements. Therefore, we consider these to be our critical accounting policies and estimates.

See Note 2—Basis of Presentation and Summary of Significant Accounting Policies to our consolidated financial statements included elsewhere in this Annual Report for additional information on the significant accounting policies and methods used in the preparation of our consolidated financial statements.

Revenue Recognition

We generate revenue by providing marketers and advertising agencies with the ability to plan, buy and measure their digital advertising campaigns using our DSP. Our platform enables marketers and their advertising agencies to reach their target audience across a wide range of advertising channels and formats.

We apply a five-step approach as defined in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 606, Revenue from Contracts with Customers ("ASC 606"), in determining the amount and timing of revenue to be recognized:

- Identification of a contract with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when or as the performance obligations are satisfied.

We make our platform available through different pricing options to tailor to multiple customer types and customer needs. These options consist of a percentage of spend option and a fixed CPM option. "CPM" refers to a payment option in which customers pay a price for every 1,000 impressions an ad receives. We maintain agreements with our customers in the form of MSAs in connection with the percentage of spend pricing option and we maintain IOs in connection with the fixed CPM pricing option. The nature of our performance obligations is to enable customers to plan, buy and measure advertising campaigns using our platform and provide campaign execution services as requested.

For the percentage of spend pricing option, which primarily relates to the usage of our platform on a self-service basis, we generate revenue by charging a platform fee that is a percentage of spend. We also offer our customers value-added services to aid them in data management, media execution and advanced reporting. When customers utilize these value-added services, we generate revenue by charging a separate service fee. For this option, we bill customers the platform fee and the additional service fees, if applicable, plus the cost of TAC. We recognize revenue at the point in time when a purchase of media by the customer occurs through our platform associated with their advertising campaign.

For the fixed CPM pricing option, we generate revenue by charging a fixed CPM based on advertising impressions delivered through the platform. We also offer our customers third party data segments and measurement reporting. We recognize revenue at the point in time when the advertising impressions are delivered to the customer.

The determination of whether revenue should be reported on a gross or net basis is based on an assessment of whether we are acting as the principal or an agent in the transaction. In determining whether we are acting as the principal or an agent, we follow the accounting guidance for principal-agent considerations. Making such determinations involves judgment and is based on an evaluation of the terms of each arrangement, none of which are considered presumptive or determinative.

For the percentage of spend pricing option, we typically act as an agent because we arrange for the transfer of costs from the supplier to the customer through the use of our platform and do not control such features prior to transfer to the customer. We do not

have primary responsibility for meeting customer specifications and do not have discretion in establishing the price of TAC related to this pricing option. As we act as the agent in these arrangements, we report revenue on a net basis. In certain percentage of spend arrangements, we act as a principal because we control the advertising inventory before it is transferred to the customer and we bear sole responsibility for fulfillment of the advertising promise. As we act as the principal in these certain arrangements, we report revenue and the related costs incurred on a gross basis.

For the fixed CPM pricing option, we have the primary responsibility for meeting customer specifications and have discretion in establishing the price of TAC. As we act as the principal in these arrangements, we report revenue and the related costs incurred on a gross basis.

We invoice our customers on a monthly basis for all pricing options. Invoice payment terms, negotiated on a customer-by-customer basis, are typically 30 to 90 days. Many advertising agency customer contracts have sequential liability terms, which means payments are not due to us from our advertising agency customer until the advertising agency customer has received payment from its customer, the advertiser.

There are no contract assets recorded on the consolidated balance sheets because our right to any unbilled consideration for performance obligations satisfied is only conditional upon the passage of time. Contract liabilities, or deferred revenue, are recorded for amounts that are collected in advance of the satisfaction of performance obligations. These liabilities are classified as current if the respective performance obligations are anticipated to be satisfied during the succeeding 12-month period per the terms of the contract, and the remaining portion is recorded as non-current deferred revenue in the consolidated balance sheets.

ASC 606 provides various optional practical expedients. We elected the use of the practical expedient relating to the disclosure of remaining performance obligations within a contract and will not disclose remaining performance obligations for contracts with an original expected duration of one year or less.

Internal Use Software

We capitalize certain costs associated with creating and enhancing internally developed software. These costs include personnel and related employee benefits expenses for employees who are directly associated with and who devote time to software development projects. Software development costs that do not qualify for capitalization are expensed as incurred and recorded in technology and development expense in the consolidated statements of operations.

Software development activities typically consist of three stages: (1) the planning stage; (2) the application and infrastructure development stage; and (3) the post-implementation stage. Costs incurred in the planning and post-implementation stages, including costs associated with training and repairs and maintenance of the developed technologies, are expensed as incurred. We capitalize costs associated with software developed when the preliminary project stage is completed, management implicitly or explicitly authorizes and commits to funding the project and it is probable that the project will be completed and perform as intended. Costs incurred in the application and infrastructure development stages, including significant enhancements and upgrades, are capitalized. Capitalization ends once a project is substantially complete and the software is ready for its intended purpose, at which point the software begins to be depreciated over its estimated useful life.

Stock-Based Compensation

Stock-based compensation relates to equity awards granted under the Company's 2021 Long-Term Incentive Plan (the "LTIP"), which is measured and recognized in the consolidated financial statements based on the fair value of the equity awards granted. Since inception of the LTIP, the Company has only granted restricted stock units ("RSUs") and nonqualified stock options ("NQSOs"). The fair value of RSUs is calculated using the closing market price of the Company's Class A common stock on the date of grant. The fair value of nonqualified stock options is estimated using the Black-Scholes option pricing model. The Black-Scholes option pricing model is impacted by the fair value of the Company's Class A common stock, as well as changes in certain assumptions, including but not limited to, the expected Class A common stock price volatility over the term of the nonqualified stock options, the expected term of the nonqualified stock options, the risk-free interest rate, and the expected dividend yield. The Company records compensation for all equity awards under the LTIP under the straight-line attribution method over the requisite service period. The Company has elected the accounting policy for stock-based compensation to account for forfeitures as they occur.

Income Taxes and Tax Receivable Agreement

Viant Technology LLC is a pass-through entity for U.S. federal and most applicable state and local income tax purposes following a corporate reorganization effected in connection with our initial public offering. As an entity classified as a partnership for tax purposes, Viant Technology LLC generally is not subject to U.S. federal and certain state and local income taxes. Any taxable income or loss generated by Viant Technology LLC is passed through to and included in the taxable income or loss of its members, including us. The Company is taxed as a corporation and pays corporate federal, state and local taxes with respect to income allocated

from Viant Technology LLC. As a result, our effective tax rate may differ from the U.S. statutory rate due to our ownership interest, noncontrolling interests and state and local taxes.

We are subject to income taxes in the United States and its state and local jurisdictions. Our income tax provision may be significantly affected by changes to our estimates for tax in the local jurisdictions in which we operate and other estimates utilized in determining the effective tax rate. We account for income taxes using an asset and liability method, which requires the recognition of deferred tax assets and liabilities ("DTAs" and "DTLs") for the expected future tax consequences of events that have been included in the financial statements. Under this method, we determine DTAs and DTLs on the basis of the differences between the financial statement and tax bases of assets and liabilities by using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on DTAs and DTLs is recognized in income in the period that includes the enactment date.

A valuation allowance is used to reduce some or all of the deferred tax assets if, based upon the weight of available evidence, it is more likely than not that those deferred tax assets will not be realized. The assessment of the realizability of DTAs requires significant judgment, including estimates of future taxable income, the reversal of existing taxable temporary differences and available tax planning strategies. Changes in these assumptions could materially affect the amount of DTAs recognized and our effective tax rate in future periods.

In connection with the IPO, the Company entered into a TRA with Viant Technology LLC, the holders of Class B units of Viant Technology LLC and the TRA Representative. In the event that holders of Class B units of Viant Technology LLC exchange any or all of their Class B units for Class A common stock (including those already exchanged in connection with our IPO), the TRA requires the Company to make payments to such holders for 85% of the tax benefits realized, or in some cases deemed to be realized, by the Company by such exchange as a result of (i) increases in the Company's tax basis of its ownership interest in the net assets of Viant Technology LLC resulting from any redemptions or exchanges of noncontrolling interest, (ii) tax basis increases attributable to payments made under the TRA and (iii) deductions attributable to imputed interest pursuant to the TRA (the "TRA Payments"). The annual tax benefits are determined by comparing the income taxes actually payable after giving effect to the applicable tax attributes with the income taxes that would have been payable in the absence of such attributes, with the difference representing the realized tax benefit. The Company expects to benefit from the remaining 15% of any tax benefits that it may actually realize. The TRA Payments are not conditioned upon any continued ownership interest in Viant Technology LLC or the Company. To the extent that the Company is unable to timely make payments under the TRA for any reason, such payments generally will be deferred and will accrue interest until paid. The obligations under the TRA will be Viant Technology Inc.'s obligations and not obligations of Viant Technology LLC.

The TRA liability is dependent on estimates of future taxable income, the timing of exchanges of Class B units and the realization of related tax attributes. The recognition of DTAs, including the release of the valuation allowance, increases the expected future tax benefits and results in a corresponding increase in the TRA liability. Changes in our estimates of future taxable income or other assumptions could materially increase or decrease the TRA liability, and adjustments are recorded in earnings.

JOBS Act Accounting Election

On April 5, 2012, the JOBS Act was signed into law. The JOBS Act contains provisions that, among other things, reduce certain reporting requirements for qualifying public companies. As an "emerging growth company," we may, under Section 7(a)(2)(B) of the Securities Act of 1933, as amended (the "Securities Act"), delay adoption of new or revised accounting standards applicable to public companies until such standards would otherwise apply to private companies. An "emerging growth company" is one with less than $1.235 billion in annual gross revenues, has issued $1 billion or less of non-convertible debt over a three-year period and is not deemed to be a large accelerated filer under the rules of the SEC. We will remain an emerging growth company until December 31, 2026, or sooner if we no longer qualify.

We have elected to take advantage of the benefits of this extended transition period for complying with new or revised accounting standards that have different effective dates for public and private companies until the first to occur of the date that we are (i) no longer an "emerging growth company" or (ii) affirmatively and irrevocably opt out of this extended transition period provided by Securities Act Section 7(a)(2)(B).

Recently Issued Accounting Pronouncements

For information regarding recently issued accounting pronouncements, see Note 2—Basis of Presentation and Summary of Significant Accounting Policies to our consolidated financial statements included elsewhere in this Annual Report.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Our operations are primarily within the United States, and we are exposed to market risks in the ordinary course of our business, including the effects of interest rate changes, foreign currency fluctuations and inflation.

Interest Rate Risk

We may be exposed to market risk from changes in interest rates on our Amended Loan Agreement, which accrues interest at a variable rate. We have not used any derivative financial instruments to manage our interest rate risk exposure. As of December 31, 2025, we had no outstanding balances on our revolving credit facility and had no market risk from changes in interest rates as of such date.

Item 8. Financial Statements and Supplementary Data.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of Viant Technology Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Viant Technology Inc. and subsidiaries (the "Company") as of December 31, 2025 and 2024, the related consolidated statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2025, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Deloitte & Touche LLP

Costa Mesa, California
March 11, 2026

We have served as the Company's auditor since 2020.

VIANT TECHNOLOGY INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)

	Year Ended December 31,		
	2025	2024	2023
Revenue	$ 344,201	$ 289,235	$ 222,934
Operating expenses:			
Platform operations	186,616	157,164	120,479
Sales and marketing	64,801	53,750	50,650
Technology and development	30,534	23,740	24,756
General and administrative	50,172	51,103	45,345
Total operating expenses	332,123	285,757	241,230
Income (loss) from operations	12,078	3,478	(18,296)
Other expense (income), net:			
Interest income, net	(6,099)	(9,235)	(8,594)
Other expense, net	1	12	90
TRA remeasurement expense	10,890	—	—
Employee retention credit	(2,845)	—	—
Total other expense (income), net	1,947	(9,223)	(8,504)
Income (loss) before income taxes	10,131	12,701	(9,792)
Provision for (benefit from) income taxes	(13,965)	249	151
Net income (loss)	24,096	12,452	(9,943)
Less: Net income (loss) attributable to noncontrolling interests	15,744	10,090	(6,500)
Net income (loss) attributable to Viant Technology Inc.	$ 8,352	$ 2,362	$ (3,443)
Earnings (loss) per Class A common stock:			
Basic	$ 0.51	$ 0.15	$ (0.23)
Diluted	$ 0.36	$ 0.14	$ (0.23)
Weighted average shares of Class A common stock outstanding:			
Basic	16,422	16,221	15,224
Diluted	66,976	20,466	15,224

The accompanying notes are an integral part of these consolidated financial statements.

VIANT TECHNOLOGY INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)

	As of December 31,	
	2025	**2024**
Assets		
Current assets:		
Cash and cash equivalents	$ 191,151	$ 205,048
Accounts receivable, net of allowances	177,139	146,951
Prepaid expenses and other current assets	7,902	10,490
Total current assets	376,192	362,489
Property, equipment, and software, net	35,069	31,482
Operating lease assets, net	19,689	23,663
Intangible assets, net	2,899	3,048
Goodwill	19,190	19,190
Deferred tax assets	17,524	—
Other assets	4,100	932
Total assets	$ 474,663	$ 440,804
Liabilities and stockholders' equity		
Liabilities		
Current liabilities:		
Accounts payable	$ 83,520	$ 71,320
Accrued liabilities	50,828	47,352
Accrued compensation	12,988	11,513
Deferred revenue	583	581
Current portion of operating lease liabilities	5,080	4,730
Other current liabilities	4,036	9,955
Total current liabilities	157,035	145,451
Long-term debt	—	—
Long-term portion of operating lease liabilities	16,668	21,278
Long-term portion of TRA liability	12,159	—
Total liabilities	185,862	166,729
Commitments and contingencies (Note 13)		
Stockholders' equity		
Preferred stock, $0.001 par value	—	—
Authorized shares — 10,000,000		
Issued and outstanding — none		
Class A common stock, $0.001 par value	18	18
Authorized shares — 450,000,000		
Issued — 18,271,293 and 17,933,825		
Outstanding — 17,593,198 and 16,368,452		
Class B common stock, $0.001 par value	46	47
Authorized shares — 150,000,000		
Issued and outstanding — 45,717,216 and 46,753,841		
Additional paid-in capital	182,744	125,386
Accumulated deficit	(91,751)	(50,566)
Treasury stock, at cost; 678,095 and 1,565,373 shares held	(8,920)	(21,046)
Total stockholders' equity attributable to Viant Technology Inc.	82,137	53,839
Noncontrolling interests	206,664	220,236
Total equity	288,801	274,075
Total liabilities and stockholders' equity	$ 474,663	$ 440,804

The accompanying notes are an integral part of these consolidated financial statements.

VIANT TECHNOLOGY INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands)

	Class A Common Stock		Class B Common Stock		Additional Paid-In Capital	Accumulated Deficit	Treasury Stock		Noncontrolling Interests	Total Equity
	Shares	Amount	Shares	Amount			Shares	Amount		
Balance as of December 31, 2022	14,784	$ 15	47,082	$ 47	$ 95,922	$ (36,261)	(140)	$ (475)	$ 206,520	$ 265,768
Cumulative impact of ASU 2016-13 adoption (CECL)	—	—	—	—	—	(209)	—	—	—	(209)
Balance as of January 1, 2023	$ 14,784	$ 15	$ 47,082	$ 47	$ 95,922	$ (36,470)	$ (140)	$ (475)	$ 206,520	$ 265,559
Issuance of Class A common stock related to vesting of restricted stock units	1,102	1	—	—	(1)	—	—	—	—	—
Exercise of stock options	2	—	—	—	12	—	—	—	—	12
Exchange of Class B common stock for Class A common stock	50	—	(50)	—	—	—	—	—	—	—
Repurchase of stock related to tax withholdings on vested equity awards	—	—	—	—	—	—	(823)	(4,248)	—	(4,248)
Reissuance of treasury stock	—	—	—	—	—	(3,596)	809	3,596	—	—
Allocation of equity to noncontrolling interests	—	—	—	—	(6,112)	—	—	—	6,112	—
Accrued member tax distributions	—	—	—	—	(14,697)	—	—	—	—	(14,697)
Stock-based compensation	—	—	—	—	37,706	—	—	—	—	37,706
Net loss	—	—	—	—	—	(3,443)	—	—	(6,500)	(9,943)
Balance as of December 31, 2023	15,938	$ 16	47,032	$ 47	$ 112,830	$ (43,509)	(154)	$ (1,127)	$ 206,132	$ 274,389
Issuance of Class A common stock related to vesting of restricted stock units	1,397	2	—	—	(2)	—	—	—	—	—
Exercise of stock options	321	—	—	—	40	—	—	—	—	40
Exchange of Class B common stock for Class A common stock	278	—	(278)	—	—	—	—	—	—	—
Repurchase of stock related to tax withholdings on vested equity awards	—	—	—	—	—	—	(956)	(10,658)	—	(10,658)
Repurchase of stock related to the stock repurchase program	—	—	—	—	—	—	(1,766)	(21,715)	—	(21,715)
Reissuance of treasury stock	—	—	—	—	—	(9,419)	1,311	12,454	—	3,035
Allocation of equity to noncontrolling interests	—	—	—	—	(4,014)	—	—	—	4,014	—
Accrued member tax distributions	—	—	—	—	(6,827)	—	—	—	—	(6,827)
Stock-based compensation	—	—	—	—	23,359	—	—	—	—	23,359
Net income	—	—	—	—	—	2,362	—	—	10,090	12,452
Balance as of December 31, 2024	17,934	$ 18	46,754	$ 47	$ 125,386	$ (50,566)	(1,565)	$ (21,046)	$ 220,236	$ 274,075
Issuance of Class A common stock related to vesting of restricted stock units	243	—	—	—	—	—	—	—	—	—
Exercise of stock options	—	—	—	—	—	—	—	—	—	—
Exchange of Class B common stock for Class A common stock	1,037	1	(1,037)	(1)	—	—	—	—	—	—
Repurchase of stock related to tax withholdings on vested equity awards	—	—	—	—	—	—	(243)	(3,232)	—	(3,232)
Repurchase of stock related to the stock repurchase program	—	—	—	—	—	—	(3,031)	(37,945)	—	(37,945)
Retirement of treasury stock	(942)	(1)	—	—	—	(8,999)	942	9,000	—	—
Reissuance of treasury stock	—	—	—	—	—	(40,538)	3,220	44,303	—	3,765
Remeasurement of tax receivable agreement liability	—	—	—	—	1,257	—	—	—	—	1,257
Allocation of equity to noncontrolling interests	—	—	—	—	29,316	—	—	—	(29,316)	—
Accrued member tax distributions	—	—	—	—	(1,483)	—	—	—	—	(1,483)
Stock-based compensation	—	—	—	—	28,268	—	—	—	—	28,268
Net income	—	—	—	—	—	8,352	—	—	15,744	24,096
Balance as of December 31, 2025	18,271	$ 18	45,717	$ 46	$ 182,744	$ (91,751)	(678)	$ (8,920)	$ 206,664	$ 288,801

The accompanying notes are an integral part of these consolidated financial statements.

VIANT TECHNOLOGY INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended December 31,		
	2025	**2024**	**2023**
Cash flows from operating activities:			
Net income (loss)	$ 24,096	$ 12,452	$ (9,943)
Adjustments to reconcile income (loss) to net cash provided by operating activities:			
Depreciation and amortization	18,702	16,461	14,731
Stock-based compensation	24,840	21,034	32,291
Provision for doubtful accounts	622	1,420	100
Loss on disposal of assets	94	25	115
Noncash lease expense	4,207	4,019	3,952
Deferred taxes	(14,685)	—	—
TRA remeasurement expense	10,890	—	—
Changes in operating assets and liabilities:			
Accounts receivable	(30,812)	(30,233)	(16,123)
Prepaid expenses and other assets	2,920	(3,904)	(87)
Accounts payable	12,158	23,792	10,038
Accrued liabilities	3,560	7,875	4,192
Accrued compensation	1,613	939	1,369
Deferred revenue	2	161	193
Operating lease liabilities	(4,493)	(4,114)	(3,780)
Other liabilities	(1,107)	1,840	704
Net cash provided by operating activities	52,607	51,767	37,752
Cash flows from investing activities:			
Purchases of property and equipment	(926)	(2,498)	(1,195)
Capitalized software development costs	(17,367)	(15,246)	(12,281)
Cash paid for acquisitions	(549)	(10,000)	—
Cash paid for investments	(3,500)	—	—
Net cash used in investing activities	(22,342)	(27,744)	(13,476)
Cash flows from financing activities:			
Repurchase of stock related to tax withholdings on vested equity awards	(3,232)	(10,658)	(4,248)
Repurchase of stock related to the stock repurchase program	(38,090)	(21,570)	—
Payment of member tax distributions	(6,606)	(5,953)	(10,155)
Proceeds from the exercise of stock options	3,766	3,074	12
Payment of offering costs	—	(326)	—
Net cash used in financing activities	(44,162)	(35,433)	(14,391)
Net increase (decrease) in cash and cash equivalents	(13,897)	(11,410)	9,885
Cash and cash equivalents at beginning of period	205,048	216,458	206,573
Cash and cash equivalents at end of period	$ 191,151	$ 205,048	$ 216,458
Supplemental disclosure of cash flow information:			
Cash paid for interest	$ 282	$ 282	$ 215
Supplemental disclosure of noncash investing and financing activities:			
Stock-based compensation included in capitalized software development costs	3,428	2,325	5,415
Operating lease assets obtained in exchange for operating lease liabilities including adjustments	233	4,687	505
Capitalized assets financed by accounts payable and accrued liabilities	550	599	1,144
Accrued member tax distributions	293	5,416	4,542

The accompanying notes are an integral part of these consolidated financial statements.

1. Nature of Operations

Viant Technology Inc. (the “Company,” “we,” “us,” “our” or “Viant”) was incorporated in the State of Delaware on October 9, 2020. The Company operates a cloud-based demand side platform ("DSP") that is used by marketers and their advertising agencies to centralize the planning, buying and measurement of their advertising across a wide range of advertising channels and formats.

2. Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States of America (“GAAP”) and include the operations of the Company, Viant Technology LLC and its wholly owned subsidiaries. Viant Technology LLC is considered a variable interest entity (“VIE”). The Company is the primary beneficiary and sole managing member of Viant Technology LLC and has decision-making authority that significantly affects the economic performance of the entity. As a result, the Company consolidates Viant Technology LLC. All intercompany balances and transactions have been eliminated in consolidation.

Management believes that the accompanying consolidated financial statements reflect the adjustments necessary for the fair statement of its consolidated balance sheets as of December 31, 2025 and 2024, statements of operations for the years ended December 31, 2025, 2024 and 2023 ("fiscal year 2025", "fiscal year 2024", and "fiscal year 2023"), statements of stockholders' equity as of December 31, 2025, 2024 and 2023, and statements of cash flows for the years ended December 31, 2025, 2024 and 2023.

Use of Estimates

The preparation of our consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. On an ongoing basis, management evaluates its estimates, primarily those related to revenue recognition, stock-based compensation, income taxes, allowances for doubtful accounts, leases, the useful lives of capitalized software development costs and other property, equipment and software and assumptions used in the impairment analyses of long-lived assets, investments and goodwill. These estimates are based on historical data and experience, as well as various other factors that management believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying amount of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

The impact of widespread macroeconomic and geopolitical uncertainties, including the impact of bank failures, tariffs and international trade conflict, high interest rates, inflationary pressures, labor shortages, shortages of goods and services, supply chain constraints, pandemics, political cycles, changes in laws and interpretations of laws, international conflicts and acts of terrorism on our business continues to evolve. Many of our estimates and assumptions consider these macroeconomic and geopolitical factors in the market, which require increased judgment and carry a higher degree of variability and volatility. As events continue to evolve and additional information becomes available on the potential impact on our business of global economic and business events, our estimates may change materially in future periods as a result.

Comprehensive Income (Loss)

For the periods presented, net income (loss) is equal to comprehensive income (loss).

Segment Information

The Company has a single reportable operating segment which owns and operates a DSP that enables marketers and their advertising agencies to automate and centralize the planning, buying and measurement of their video, audio and display ads across most channels, including CTV, streaming audio, digital out-of-home, mobile and desktop in the United States. The Company derives its revenues from the services it provides through utilization of its platform. In reaching this conclusion of a single reportable operating segment, management considers the definition of the chief operating decision maker (“CODM”), how the business is defined by the CODM, the nature of the information provided to the CODM and how that information is used to make operating decisions, allocate resources and assess performance.

The Company’s CODM is comprised of the chief executive officer and chief operating officer. The CODM uses multiple measures within the consolidated statements of operations, balance sheets, and cash flows and thus utilizes the entirety of those consolidated statements to make key resource decisions and assess performance at the consolidated level. The CODM does not review segment assets at a different asset level and category. The consolidated net income (loss) is the measure of segment net income (loss) that is most consistent with U.S. GAAP. In addition to the consolidated operating expenses as noted on the consolidated statements of

operations, the CODM is regularly provided with traffic acquisition costs which are included within platform operations as presented below:

	Year Ended December 31,		
	2025	2024	2023
Traffic acquisition costs	$ 135,549	$ 111,845	$ 79,552
Other platform operations	51,067	45,319	40,927
Total platform operations	$ 186,616	$ 157,164	$ 120,479

Revenue Recognition

The Company generates revenue by providing marketers and advertising agencies with the ability to plan, buy and measure their digital advertising campaigns using its DSP. Our platform enables marketers to reach their target audience across a wide range of advertising channels and formats.

The Company applies a five-step approach as defined in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 606, Revenue from Contracts with Customers ("ASC 606"), in determining the amount and timing of revenue to be recognized:

- Identification of a contract with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when or as the performance obligations are satisfied.

We make our platform available through different pricing options to tailor to multiple customer types and customer needs. These options consist of a percentage of spend option and a fixed cost per mille ("CPM") option. CPM refers to a payment option in which customers pay a price for every 1,000 impressions an ad receives. We maintain agreements with our customers in the form of master service agreements in connection with the percentage of spend pricing option and we maintain insertion orders in connection with the fixed CPM pricing option. The nature of our performance obligations is to enable customers to plan, buy and measure advertising campaigns using our platform and provide campaign execution services as requested.

For the percentage of spend pricing option, which primarily relates to the usage of our platform on a self-service basis, we generate revenue by charging a platform fee that is a percentage of spend. We also offer our customers value-added services to aid them in data management, media execution and advanced reporting. When customers utilize these value-added services, we generate revenue by charging a separate service fee. For this option, we bill customers the platform fee and the additional service fees, if applicable, plus the cost of TAC. We recognize revenue at the point in time when a purchase of media by the customer occurs through our platform associated with their advertising campaign.

For the fixed CPM pricing option, we generate revenue by charging a fixed CPM based on advertising impressions delivered through the platform. We also offer our customers third party data segments and measurement reporting. We recognize revenue at the point in time when the advertising impressions are delivered to the customer.

The determination of whether revenue should be reported on a gross or net basis is based on an assessment of whether we are acting as the principal or an agent in the transaction. In determining whether we are acting as the principal or an agent, we follow the accounting guidance for principal-agent considerations. Making such determinations involves judgment and is based on an evaluation of the terms of each arrangement, none of which are considered presumptive or determinative.

For the percentage of spend pricing option, we typically act as an agent because we arrange for the transfer of costs from the supplier to the customer through the use of our platform and do not control such features prior to transfer to the customer. We do not have primary responsibility for meeting customer specifications and do not have discretion in establishing the price of TAC related to this pricing option. As we act as the agent in these arrangements, we report revenue on a net basis. In certain percentage of spend arrangements, we act as a principal because we control the advertising inventory before it is transferred to the customer and we bear sole responsibility for fulfillment of the advertising promise. As we act as the principal in these certain arrangements, we report revenue and the related costs incurred on a gross basis.

For the fixed CPM pricing option, we have the primary responsibility for meeting customer specifications and have discretion in establishing the price of TAC. As we act as the principal in these arrangements, we report revenue and the related costs incurred on a gross basis.

The Company invoices its customers on a monthly basis for all pricing options. Invoice payment terms, negotiated on a customer-by-customer basis, are typically 30 to 90 days. Many advertising agency customer contracts have sequential liability terms, which means payments are not due to the Company from its advertising agency customer until the advertising agency customer has received payment from its customer, the advertiser.

There are no contract assets recorded on the consolidated balance sheets because the Company's right to any unbilled consideration for performance obligations satisfied is only conditional upon the passage of time. Contract liabilities, or deferred revenue, are recorded for amounts that are collected in advance of the satisfaction of performance obligations. These liabilities are classified as current if the respective performance obligations are anticipated to be satisfied during the succeeding 12-month period per the terms of the contract, and the remaining portion is recorded as non-current deferred revenue in the consolidated balance sheets.

ASC 606 provides various optional practical expedients. The Company elected the use of the practical expedient relating to the disclosure of remaining performance obligations within a contract and will not disclose remaining performance obligations for contracts with an original expected duration of one year or less.

Operating Expenses

We classify our operating expenses into the following four categories. Each expense category includes overhead such as rent and occupancy charges, which is allocated based on headcount.

Platform Operations. Platform operations expense, which represents our cost of revenues, primarily consists of TAC, hosting costs, personnel costs, depreciation of capitalized software development costs related to our platform, customer support costs and allocated overhead. TAC recorded in platform operations consists of amounts incurred and payable to suppliers for costs associated with our fixed CPM pricing option and certain arrangements related to our percentage of spend pricing option. Personnel costs within platform operations include salaries, bonuses, stock-based compensation and employee benefit costs primarily attributable to personnel who directly support our platform.

Sales and Marketing. Sales and marketing expense consists primarily of personnel costs, including salaries, bonuses, stock-based compensation, employee benefit costs and commissions for our sales personnel. Sales and marketing expense also includes costs for market development programs, advertising, promotional and other marketing activities and allocated overhead. Commissions are expensed as incurred.

The Company incurred advertising costs of $9.8 million, $6.2 million, and $3.4 million for the years ended December 31, 2025, 2024 and 2023, respectively, related to the promotion of the Company, its brands, products and services to potential customers. Advertising costs are expensed as incurred and recorded in sales and marketing expense within the consolidated statements of operations.

Technology and Development. Technology and development expense consists primarily of personnel costs, including salaries, bonuses, stock-based compensation and employee benefit costs associated with the ongoing development and maintenance of our platform, hosting costs and allocated overhead. We record depreciation for capitalized software development costs not related to our platform within technology and development expense.

General and Administrative. General and administrative expense consists primarily of personnel costs, including salaries, bonuses, stock-based compensation and employee benefit costs associated with our executive, accounting, finance, legal, human resources, and other administrative personnel. Additionally, this includes accounting, legal and other professional services fees, business insurance expense, bad debt expense and allocated overhead.

Stock-Based Compensation

Stock-based compensation relates to equity awards granted under the Company's 2021 Long-Term Incentive Plan (the "LTIP"), which is measured and recognized in the consolidated financial statements based on the fair value of the equity awards granted. Since inception of the LTIP, the Company has only granted restricted stock units ("RSUs") and nonqualified stock options ("NQSOs"). The fair value of RSUs is calculated using the closing market price of the Company's Class A common stock on the date of grant. The fair value of NQSOs is estimated using the Black-Scholes option pricing model. The Black-Scholes option pricing model is impacted by the fair value of the Company's Class A common stock, as well as changes in certain assumptions, including but not limited to, the expected Class A common stock price volatility over the term of the NQSOs, the expected term of the NQSOs, the risk-free interest rate, and the expected dividend yield. The Company records compensation for all equity awards under the LTIP under the straight-line attribution method over the requisite service period. The Company has elected the accounting policy for stock-based compensation to account for forfeitures as they occur.

RSUs granted to employees generally vest over a period of two-to-four years, contingent upon continued employment through the vesting date. RSUs awarded to members of our board of directors ("the board") upon their initial appointment vest over a three-year period on each of the first, second, and third anniversaries of the date of appointment. Board members are also awarded annual grants of RSUs on the date of each annual meeting of Viant's stockholders (the "annual meeting") that vest in full on the earlier of (i)

the date of the following year's annual meeting or (ii) the first anniversary of the date of grant. If board members are appointed on a date other than the date of an annual meeting, such board members will receive a prorated annual grant of RSUs vesting in full on the date of the next annual meeting. As of December 31, 2025, NQSOs generally vest over a period of two-to-four years and have a contractual term of ten years.

Earnings (Loss) Per Share

Basic earnings (loss) per share is calculated by dividing the earnings (loss) attributable to Class A common stockholders by the number of weighted-average shares of Class A common stock outstanding during the period. The Company's RSUs, NQSOs and shares of Class B common stock do not share in the earnings or losses of the Company and are therefore not participating securities. As such, separate presentation of basic and diluted earnings (loss) per share of RSUs, NQSOs and Class B common stock under the two-class method has not been presented.

Diluted earnings (loss) per share adjusts the basic earnings (loss) per share calculation for the potential dilutive impact of common shares such as equity awards using the if-converted or treasury-stock method, as applicable. Diluted earnings (loss) per share considers the impact of potentially dilutive securities except in periods in which there is a loss because the inclusion of the potential common shares would have an anti-dilutive effect. Shares of our Class B common stock, RSUs, and NQSOs are considered potentially dilutive shares of Class A common stock.

Cash and Cash Equivalents

For purposes of balance sheet presentation and reporting of cash flows, the Company considers all highly liquid investments purchased with a maturity of three months or less to be cash equivalents. Cash and cash equivalents are comprised of cash in bank accounts and money market funds for which the carrying value approximates fair value due to their short-term nature. Cash equivalents are valued based on Level 1 inputs which consist of quoted prices in active markets. As of December 31, 2025, cash equivalents included money market funds of $161.3 million.

Accounts Receivable, Net of Allowances

Accounts receivable are recorded at the invoiced amount, net of an allowance for doubtful accounts, and are unsecured and do not bear interest. The allowance for doubtful accounts is based on the best estimate of the amount of expected credit losses in accounts receivable. The allowance for doubtful accounts is determined based on historical collection experience, our assessment of the financial condition of companies with which we do business, current macroeconomic conditions, and reasonable and supportable forecasts of future macroeconomic conditions, as well as the review in each period of the status of the then-outstanding accounts receivable. Account balances are charged off against the allowance when the Company believes it is probable the receivable will not be recovered. Recoveries of accounts receivable previously written off are recorded when received.

The following table presents changes in the allowance for doubtful accounts:

	Year Ended December 31,	
	2025	**2024**
Beginning balance	$ 2,065	$ 1,197
Provision for doubtful accounts	608	998
Write-offs, net of recoveries	(1,618)	(130)
Ending balance	$ 1,055	$ 2,065

Property, Equipment and Software, Net

Property, equipment and software are recorded at historical cost, less accumulated depreciation. Depreciation is computed using the straight-line method based upon the following estimated useful lives:

	Years
Computer equipment	3-5
Purchased software	3
Capitalized software development costs	3
Furniture, fixtures and office equipment	10
Leasehold improvements	*

* Leasehold improvements are depreciated on a straight-line basis over the term of the lease, or the useful life of the assets, whichever is shorter.

Repair and maintenance costs are expensed as incurred, while improvements are capitalized. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is recorded in operating expenses within the consolidated statements of operations.

Capitalized Software Development Costs

The Company capitalizes certain costs associated with creating and enhancing internally developed software related to the Company's technology infrastructure and such costs are recorded within property, equipment and software, net. These costs include personnel and related employee benefit expenses for employees who are directly associated with and who devote time to software development projects. Software development costs that do not qualify for capitalization are expensed as incurred and recorded in technology and development expense or platform operations expense in the consolidated statements of operations.

Software development activities typically consist of three stages: (1) the planning stage; (2) the application and infrastructure development stage; and (3) the post-implementation stage. Costs incurred in the planning and post-implementation stages, including costs associated with training and repairs and maintenance of the developed technologies, are expensed as incurred. The Company capitalizes costs associated with software development when the preliminary project stage is completed, management implicitly or explicitly authorizes and commits to funding the project and it is probable that the project will be completed and perform as intended. Costs incurred in the application and infrastructure development stage, including significant enhancements and upgrades, are capitalized. Capitalization ends once a project is substantially complete and the software is ready for its intended purpose. Software development costs are depreciated using a straight-line method over the estimated useful life, commencing when the software is ready for its intended use. The straight-line recognition method approximates the manner in which the expected benefit will be derived.

Capitalized Interest

The Company capitalizes interest on borrowings related to eligible capital expenditures including development costs related to internal use software which is recorded within property, equipment and software, net. Capitalized interest is added to the cost of the qualified assets and depreciated over the estimated useful lives of the assets.

Impairment of Long-Lived Assets

Long-lived assets consist of property, equipment and software and intangible assets with estimable useful lives subject to depreciation and amortization. The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. Recoverability of an asset or asset group to be held and used is measured by a comparison of the carrying amount of an asset or asset group to the estimated undiscounted future cash flows expected to be generated by the asset or asset group. If the carrying amount of the asset or asset group exceeds its estimated future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset or asset group exceeds the fair value of the asset or asset group.

Goodwill

Goodwill is tested for impairment at least annually, as of the first day of the fourth fiscal quarter, or more frequently if indicators of impairment exist during the fiscal year. Events or circumstances which could trigger an impairment review include a significant adverse change in legal factors or in the business climate, loss of key customers, an adverse action or assessment by a regulator, unanticipated competition, a loss of key personnel, significant changes in the manner of the Company's use of the acquired assets or the strategy for the Company's overall business, significant negative industry or economic trends, or significant underperformance relative to expected historical or projected future results of operations. The Company assesses its conclusion regarding reporting units in conjunction with its annual goodwill impairment test and has determined that it has one reporting unit for the purposes of allocating and testing goodwill.

When testing goodwill for impairment, the Company first performs a qualitative assessment. If the Company determines it is more likely than not that a reporting unit's fair value is less than its carrying amount, then a one-step impairment test is required. If the Company determines it is not more likely than not a reporting unit's fair value is less than its carrying amount, then no further analysis is necessary. To identify whether a potential impairment exists, the Company compares the estimated fair value of the reporting unit with its carrying amount, including goodwill. If the estimated fair value of the reporting unit exceeds its carrying amount, goodwill is not considered to be impaired. If, however, the fair value of the reporting unit is less than its carrying amount, then such balance would be recorded as an impairment loss. Any impairment loss is limited to the carrying amount of goodwill within the entity.

Employee Retention Credit

The Coronavirus Aid, Relief, and Economic Security Act, as amended by the Consolidated Appropriations Act, 2021 (the "Appropriations Act"), provided for an employee retention credit ("ERC"), a refundable tax credit against certain employment taxes for eligible employers that paid qualified wages to some or all employees after March 12, 2020 and before January 1, 2022. The Appropriations Act amended the ERC to be equal to 70% of qualified wages paid to employees during 2021.

The Company qualified for the ERC for underlying wages paid during the year ended December 31, 2020 as well as during the three months ended March 31, 2021 and filed a cash refund claim during the year ended December 31, 2021. The Company deferred recognition of the credit until the related uncertainty was resolved and receipt of the refund became realizable. During the year ended December 31, 2025, the Company received $2.8 million related to the ERC which was recorded within Other expense (income), net in the consolidated statements of operations.

Fair Value of Financial Instruments

The framework for measuring fair value and related disclosure requirements about fair value measurements are provided in ASC 820, Fair Value Measurement (“ASC 820”). This pronouncement defines fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The fair value hierarchy prescribed by ASC 820 contains three input levels as follows:

- **Level 1**: Unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.
- **Level 2**: Other than quoted prices included in Level 1 inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.
- **Level 3**: Unobservable inputs for the asset or liability used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date.

The carrying amounts of the Company’s cash and cash equivalents, accounts receivable, accounts payable, accrued compensation and accrued liabilities approximate fair value due to the short-term nature of these instruments.

Financial Instruments Not Recorded at Fair Value on a Recurring Basis

Certain financial instruments, including debt, are not measured at fair value on a recurring basis in the consolidated balance sheets. The fair value of debt is estimated using primarily level 2 inputs including quoted market prices or discounted cash flow analyses, based on estimated incremental borrowing rates for similar types of borrowing arrangements. As of December 31, 2025 and 2024, there was no outstanding balance under the Amended Loan Agreement (as defined below).

Assets and Liabilities Recorded at Fair Value on a Non-Recurring Basis

Certain assets and liabilities, including goodwill and intangible assets, are subject to measurement at fair value on a non-recurring basis if there are indicators of impairment or if they are deemed to be impaired as a result of an impairment review.

Leases

The framework for measuring lease assets and liabilities and related disclosure requirements are provided in ASC 842, Leases, ("ASC 842"). This pronouncement requires lessees to record the present value of operating lease payments as operating lease assets and lease liabilities on its balance sheet and disclose key information about leasing arrangements. In accordance with the guidance, the Company elected the practical expedient to exclude leases with a term of less than one year from the measurement of operating lease assets and lease liabilities. The Company also elected the practical expedient that allows lessees the option to account for lease and non-lease components together as a single component for all real estate classes of underlying assets.

Under ASC 842, the Company determines whether an arrangement is a lease at the contract inception date. Our leases may require us to make fixed or variable lease payments. Variable lease payments are based on a variety of factors including property values, tax and utility rates, property services fees, and other factors. Since these costs are variable in nature, they are excluded from the measurement of the reported operating lease assets and liabilities and are expensed as incurred. The Company records rent expense for operating leases, some of which have escalating rent payments, on a straight-line basis over the lease term.

The present value of the lease payments is calculated using the Company’s incremental borrowing rate applicable to the lease, which is determined by estimating what it would cost the Company to borrow a collateralized amount equal to the total lease payments over the lease term based on the contractual terms of the lease and the location of the leased asset. Refer to Note 5—Leases for additional information.

Concentration of Risk

Financial instruments that potentially subject the Company to concentration of risk consist principally of cash and cash equivalents and accounts receivable. The Company maintains its cash with financial institutions and its cash levels exceed the Federal Deposit Insurance Corporation's federally insured limits. Market conditions can impact the viability of these institutions. In the event of failure of any of the financial institutions where we maintain our cash and cash equivalents, there can be no assurance that we will be able to access uninsured funds in a timely manner or at all. Accounts receivable includes amounts due from customers with principal operations primarily in the United States.

The following table provides the Company’s concentrations of credit risk with respect to advertising agency holding companies and individual customers as a percentage of the Company’s total revenues for the periods presented.

	Year Ended December 31,		
	2025	**2024**	**2023**
Advertising Agency Holding Company			
A	<10.0 %	<10.0 %	10.0 %
Individual Customer			
B	<10.0 %	<10.0 %	14.1 %

As of December 31, 2025, two advertising agency holding companies accounted for 14.9% and 12.0% of consolidated accounts receivable. As of December 31, 2024, one individual customer accounted for 13.9% of consolidated accounts receivable.

As of December 31, 2025, one individual supplier accounted for 16.8% of consolidated accounts payable and accrued liabilities. As of December 31, 2024, three suppliers accounted for 14.0%, 12.6% and 12.6%, respectively, of consolidated accounts payable and accrued liabilities.

Non-Marketable Equity Securities

We hold investments in non-marketable equity securities that represent investments in privately held companies without readily determinable fair values. The Company measures investments without readily determinable fair values at cost, less impairment, adjusted for observable price changes. These investments are included within other assets on our consolidated balance sheets.

As of December 31, 2025, the Company had non-marketable equity investments without readily determinable fair value of $3.5 million and none as of December 31, 2024. The Company did not record any adjustments to the carrying value resulting from observable price changes or impairment and accordingly did not recognize any gains or losses for the year ended December 31, 2025.

Related Party Relationships

Capital V LLC (formerly Four Brothers 2 LLC), the holder of Class B common stock as of December 31, 2025, is controlled by the Company’s co-founders, Tim Vanderhook and Chris Vanderhook, and therefore is considered a related party. Refer to Note 14—Related Parties for additional information.

Income Taxes

The Company is the sole managing member of Viant Technology LLC and, as a result, consolidates the financial results of Viant Technology LLC in the consolidated financial statements. Viant Technology LLC is a pass-through entity for U.S. federal and most applicable state and local income tax purposes following a corporate reorganization effected in connection with our initial public offering. As an entity classified as a partnership for tax purposes, Viant Technology LLC generally is not subject to U.S. federal and certain state and local income taxes. Any taxable income or loss generated by Viant Technology LLC is passed through to and included in the taxable income or loss of its members, including the Company. The Company is taxed as a corporation and pays corporate federal, state and local taxes with respect to income allocated from Viant Technology LLC, based on the Company's 27.8% interest in Viant Technology LLC.

The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities (“DTAs” and “DTLs”) for the expected future tax consequences of events that have been included in the financial statements. Under this method, we determine DTAs and DTLs on the basis of the differences between the financial statement and tax bases of assets and liabilities by using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on DTAs and DTLs is recognized in income in the period that includes the enactment date. We recognize DTAs to the extent that we believe that these assets are more likely than not to be realized. In making such a determination, we consider all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, carryback potential if permitted under the tax law and results of recent

operations. If we determine that we would be able to realize our DTAs in the future in excess of their net recorded amount, we would make an adjustment to the DTA valuation allowance which, would impact the provision for income taxes.

The Company records uncertain tax positions in accordance with ASC 740 on the basis of a two-step process in which (1) we determine whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, we recognize the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority.

Tax Receivable Agreement

The Company expects to obtain an increase in its share of tax basis in the net assets of Viant Technology LLC when Class B units are exchanged by the holders of Class B units for shares of Class A common stock of the Company and upon other qualifying transactions. Each change in outstanding shares of Class A common stock of the Company results in a corresponding increase or decrease in the Company's ownership of Class A units of Viant Technology LLC. The Company intends to treat any exchanges of Class B units as direct purchases of LLC interests for U.S. federal income tax purposes. These increases in tax basis may reduce the amounts that the Company would otherwise pay in the future to various taxing authorities. They may also decrease gains (or increase losses) on future dispositions of certain capital assets to the extent tax basis is allocated to those capital assets.

In connection with its initial public offering ("IPO"), the Company entered into a Tax Receivable Agreement (the "TRA") with Viant Technology LLC, continuing members of Viant Technology LLC (not including us) and the TRA Representative. The TRA provides for payment by us to continuing members of Viant Technology LLC (not including us) of 85% of the amount of the net cash tax savings, if any, that we realize (or, under certain circumstances, are deemed to realize) as a result of increases in tax basis (and utilization of certain other tax benefits) resulting from (i) our acquisition of Viant Technology LLC units from such continuing members of Viant Technology LLC in connection with the IPO and in future exchanges and (ii) any payments we make under the TRA (including tax benefits related to imputed interest). We will retain the benefit of the remaining 15% of these net cash tax savings. The obligations under the TRA will be Viant Technology Inc.'s obligations and not obligations of Viant Technology LLC.

The amount of the cash payments that we may be required to make under the TRA could be significant. The term of the TRA will continue until all tax benefits that are subject to the TRA have been utilized or have expired, unless we exercise our right to terminate the TRA (or it is otherwise terminated pursuant to its terms, including due to a change in control or our breach of a material obligation thereunder), in which case, we will be required to make the termination payment specified in the TRA. In addition, any payments we make under the TRA will be increased by any interest accrued from the due date (without extensions) of the corresponding tax return. Any actual future payments to the continuing members of Viant Technology LLC will vary based on the factors discussed below. Estimating the amount and timing of payments that may be made under the TRA is by its nature imprecise, as the calculation of amounts payable depends on a variety of factors and future events. We expect to receive distributions from Viant Technology LLC in order to make any required payments under the TRA. However, we may need to incur debt to finance payments under the TRA to the extent such distributions or our cash resources are insufficient to meet our obligations under the TRA as a result of timing discrepancies or otherwise. The payments under the TRA are also not conditioned upon the continuing members of Viant Technology LLC maintaining a continued ownership interest in Viant Technology LLC or us.

The actual increase in tax basis and utilization of tax attributes, as well as the amount and timing of any payments under the TRA, will vary depending on a number of factors, including the price of shares of our Class A common stock at the time of future exchanges; the timing of future exchanges; the extent to which such exchanges are taxable; the amount and timing of the utilization of tax attributes; the amount, timing and character of our income; the U.S. federal, state and local tax rates then applicable; the amount of each exchanging unitholder's tax basis in its units at the time of the relevant exchange; the depreciation and amortization periods that apply to the increases in tax basis; and the timing and amount of any earlier payments that we may have made under the TRA and the portion of our payments under the TRA that constitute imputed interest or give rise to depreciable or amortizable tax basis. The increases in the tax basis of the intangible assets of Viant Technology LLC as a result of the exchanges of Viant Technology LLC units and certain other tax benefits will be subject to the TRA. As of December 31, 2025, we concluded that it was more likely than not that our deferred tax assets subject to the TRA will be realized. Therefore, we recorded a liability related to the tax savings we may realize from utilization of such deferred tax assets in the amount of $12.4 million related to the TRA. Upon recognition of the TRA, there may be a material negative effect on our financial condition and liquidity if, as described below, the payments under the TRA exceed the actual benefits we receive in respect of the tax attributes subject to the TRA and/or distributions to us by Viant Technology LLC are not sufficient to permit us to make payments under the TRA.

The TRA provides that if (i) we exercise our right to early termination of the TRA in whole (that is, with respect to all benefits due to all beneficiaries under the TRA) or in part (that is, with respect to some benefits due to all beneficiaries under the TRA), (ii) we experience certain changes in control, (iii) the TRA is rejected in certain bankruptcy proceedings, (iv) we fail (subject to certain exceptions) to make a payment under the TRA within 180 days after the due date or (v) we materially breach our obligations under the TRA, we will be obligated to make an early termination payment to holders of rights under the TRA equal to the present value of all payments that we would be required to pay under the TRA. The amount of such payments will be determined on the basis of certain assumptions in the TRA, including (i) the assumption that we would have enough taxable income in the future to fully utilize the tax

benefit resulting from the tax assets that are the subject of the TRA; (ii) the assumption that any item of loss deduction or credit generated by a basis adjustment or imputed interest arising in a taxable year preceding the taxable year that includes an early termination will be used by us ratably from such taxable year through the earlier of (x) the scheduled expiration of such tax item or (y) 15 years; (iii) the assumption that any non-amortizable assets are deemed to be disposed of in a fully taxable transaction on the fifteenth anniversary of the earlier of the basis adjustment and the early termination date; (iv) the assumption that U.S. federal, state and local tax rates will be the same as in effect on the early termination date, unless scheduled to change; and (v) the assumption that any units of Viant Technology LLC (other than those held by us) outstanding on the termination date are deemed to be exchanged for an amount equal to the market value of the corresponding number of shares of Class A common stock on the termination date. Any early termination payment may be made significantly in advance of the actual realization, if any, of the future tax benefits to which the termination payment relates.

Treasury Stock

We account for treasury stock under the cost method. When treasury stock is re-issued at a price higher than its cost, the difference is recorded as a component of additional paid-in-capital in our consolidated balance sheets. When treasury stock is re-issued at a price lower than its cost, the difference is recorded as a component of additional paid-in-capital to the extent that there are previously recorded gains to offset the losses. If there are no treasury stock gains in additional paid-in-capital, the losses upon re-issuance of treasury stock are recorded as an increase in accumulated deficit in our consolidated balance sheets.

JOBS Act Election as an Emerging Growth Company

On April 5, 2012, the Jumpstart Our Business Startups Act (the “JOBS Act”) was signed into law. The JOBS Act contains provisions that, among other things, reduce certain reporting requirements for qualifying public companies. As an “emerging growth company,” the Company may, under Section 7(a)(2)(B) of the Securities Act of 1933, as amended (the "Securities Act"), delay adoption of new or revised accounting standards applicable to public companies until such standards would otherwise apply to private companies. An “emerging growth company” is one with less than $1.235 billion in annual gross revenues, has issued $1 billion or less of non-convertible debt over a three-year period and is not deemed to be a large accelerated filer under the rules of the Securities and Exchange Commission ("SEC"). The Company will remain an emerging growth company until December 31, 2026, or sooner if it no longer qualifies.

The Company has elected to take advantage of the benefits of this extended transition period for complying with new or revised accounting standards that have different effective dates for public and private companies until the first to occur of the date that is (i) no longer an “emerging growth company” or (ii) affirmatively and irrevocably opts out of this extended transition period provided by Securities Act Section 7(a)(2)(B).

Recently Issued Accounting Pronouncements

Disclosure Improvements

In October 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update ("ASU") No. 2023-06, *Disclosure Improvements: Codification Amendments in Response to the SEC’s Disclosure Update and Simplification Initiative*. ASU 2023-06 includes a number of amendments to clarify or improve disclosure and presentation requirements of a variety of topics in order to allow users to more easily compare entities subject to the SEC’s existing disclosures with those entities that were not previously subject to the requirements and to align the requirements in the FASB accounting standard codification with the SEC's regulations. The effective date for each amendment will be the date on which the SEC’s removal of that related disclosure requirement from Regulation S-X or Regulation S-K becomes effective, with early adoption prohibited. This ASU is not expected to have a material impact on the Company's consolidated financial statements.

Disaggregation of Income Statement Expenses

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosure (Subtopic 220-40): Disaggregation of Income Statement Expenses*. ASU 2024-03 requires disclosure of additional information about specific expense categories in the notes to financial statements on an annual and interim basis. The effective date for this ASU is for annual periods beginning after December 15, 2026, and interim periods beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact of these amendments.

Internal-Use Software

In September 2025, the FASB issued ASU No. 2025-06, *Intangibles — Goodwill and Other — Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software.* The amendments in this update clarify and modernize the accounting for costs related to internal-use software, affecting when an entity is required to start capitalizing software costs. The

effective date for this ASU is for annual periods beginning after December 15, 2027, and interim periods within those annual reporting periods, with early adoption permitted. The Company is currently evaluating the impact of these amendments.

Recently Adopted Accounting Pronouncements

Financial Instruments—Credit Losses

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments—Credit Losses (Topic 326)*. ASU 2016-13 revises the impairment model to utilize an expected loss methodology in place of the incurred loss methodology, which results in more timely recognition of losses on financial instruments. We adopted this standard at the beginning of the fiscal year 2023. As a result, we revised the impairment model to utilize an expected loss methodology in place of an incurred loss methodology related to our allowance for credit losses. We evaluate our allowance for credit losses based on historical bad debt experience, our assessment of the financial condition of companies with which we do business, current macroeconomic conditions and reasonable and supportable forecasts of future macroeconomic conditions. The adoption did not have a material impact on the Company's consolidated financial statements.

Segment Reporting

In November 2023, the FASB issued ASU No. 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. ASU 2023-07 requires companies with a single reportable segment to provide all existing segment disclosures in Topic 280, as well as new incremental segment information required by this standard on an annual and interim basis. The guidance is effective for fiscal years beginning after December 15, 2023 on a retrospective basis, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. We adopted this standard for our fiscal year 2024 annual consolidated financial statements and have applied this standard retrospectively for all periods presented.

Income Taxes

In December 2023, the FASB issued ASU No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. ASU 2023-09 is designed to enhance the transparency and decision usefulness of annual income tax disclosures. The amendments of this update are related to the rate reconciliation and income taxes paid, requiring consistent categories and greater disaggregation of information in the rate reconciliation as well as income taxes paid disaggregated by jurisdiction. We adopted this standard for our fiscal year 2025 annual consolidated financial statements and have applied this standard for all periods presented.

3. Revenue

The Company recognizes revenue in accordance with ASC 606. Although the Company maintains agreements with its customers in multiple contractual forms, the overall promise within each of the contract types is to provide customers the ability to plan, buy and measure their digital advertising campaigns using our platform. Refer to Note 2—Basis of Presentation and Summary of Significant Accounting Policies for additional information.

The disaggregation of revenue was as follows:

	Year Ended December 31,		
	2025	**2024**	**2023**
Over-time revenue	$ 7,207	$ 5,698	$ 3,364
Point-in-time revenue	336,994	283,537	219,570
Total revenue	$ 344,201	$ 289,235	$ 222,934

Revenue for unsatisfied performance obligations expected to be recognized in the future for contracts with an original expected duration of greater than one year was $0.7 million and $0.8 million as of December 31, 2025 and 2024, respectively. These amounts do not include contracts with an original expected duration of less than one year, which is the majority of the Company’s contracts. As of December 31, 2025 and 2024, total deferred revenue was $0.6 million in each period, which is anticipated to be recognized during the succeeding 12-month period and therefore recorded in the current portion of deferred revenue within the consolidated balance sheets.

4. Property, Equipment, and Software, Net

Major classes of property, equipment, and software were as follows:

	As of December 31,	
	2025	2024
Capitalized software development costs	$ 122,214	$ 101,877
Computer equipment	2,541	1,778
Purchased software	12	12
Furniture, fixtures and office equipment	1,139	1,090
Leasehold improvements	3,868	4,621
Total property, equipment, and software	129,774	109,378
Less: Accumulated depreciation	(94,705)	(77,896)
Total property, equipment, and software, net	$ 35,069	$ 31,482

Depreciation recorded in the consolidated statements of operations was as follows:

	Year Ended December 31,		
	2025	2024	2023
Platform operations	$ 14,329	$ 13,782	$ 12,129
Sales and marketing	319	—	—
Technology and development	3,173	1,759	1,559
General and administrative	182	737	577
Total	$ 18,003	$ 16,278	$ 14,265

5. *Leases*

Lessee Arrangements

The Company has operating leases for its office space, which have remaining lease terms of up to five years. The Company does not have finance leases.

Some of these leases include renewal options to extend the leases for up to five years and/or termination options to terminate the leases within one year. If it is reasonably certain that a renewal or termination option will be exercised, the exercise of the option is considered in calculating the term of the lease.

As of December 31, 2025, the Company's operating leases had a weighted-average remaining lease term of approximately five years and a weighted-average incremental borrowing rate of 4.1%. As of December 31, 2024, the Company's operating leases had a weighted-average remaining lease term of approximately six years and a weighted-average incremental borrowing rate of 4.1%.

Cash paid for amounts included in operating lease liabilities was $5.2 million and $4.6 million for the years ended December 31, 2025 and 2024, respectively.

The components of lease cost were as follows:

	Year Ended December 31,	
	2025	2024
Operating lease cost	$ 5,265	$ 4,590
Short-term lease cost	870	975
Variable lease cost	327	—
Total lease cost	$ 6,462	$ 5,565

As of December 31, 2025, the Company had a remaining contractual obligation of $1.2 million related to a short-term lease to be paid through 2027. The effective term of this lease is based on the cumulative days available for use throughout the contractual term, which is less than one year. The cost for this lease is included in the disclosure of short-term lease cost. This lease and other of

our short-term leases are not recorded on the Company's consolidated balance sheet due to our accounting policy election for short-term leases.

Future minimum lease payments were as follows:

Year	As of December 31, 2025
2026	$ 5,833
2027	5,500
2028	4,117
2029	3,563
2030	3,249
Thereafter	1,370
Total undiscounted future lease payments	23,632
Less: Imputed interest	(1,884)
Present value of operating lease liabilities	21,748
Less: Operating lease liabilities, current	(5,080)
Operating lease liabilities, noncurrent	$ 16,668

6. Goodwill and Intangible Assets, Net

The Company's goodwill balance as of December 31, 2025 and 2024 is $19.2 million and $19.2 million, respectively. The balance as of December 31, 2025 and 2024 is comprised of the Company's November 2024 acquisition of IRIS.TV as well as the February 2017 acquisition of Adelphic. The goodwill balance was determined based on the excess of the purchase price over the fair value of the identifiable net assets acquired and represents its future revenue and earnings potential related to synergies and certain other assets acquired that do not meet the recognition criteria, such as assembled workforce.

Goodwill is tested for impairment at least annually as of the first day of the fourth fiscal quarter, or more frequently if indicators of impairment exist during the fiscal year. Refer to Note 2—Basis of Presentation and Summary of Significant Accounting Policies for additional information. On December 31, 2025, the Company performed a qualitative impairment assessment of its goodwill in accordance with the policy. The results of this test indicated that the Company's goodwill was not impaired. No goodwill impairment was recorded for the years ended December 31, 2025, 2024 or 2023. As of December 31, 2025, there is no accumulated goodwill impairment loss.

On November 6, 2024, the Company completed the acquisition of IRIS.TV, which was accounted for as a business combination. The total purchase price for this acquisition was $10.0 million. The purchase price consisted of $3.2 million of net assets acquired based on their estimated fair value on the acquisition date. The excess $6.8 million of the purchase price over the fair value of net assets acquired was recorded to goodwill. The goodwill from the acquisition is attributable to expected synergies and other benefits and is deductible for tax purposes.

Intangible assets primarily consist of acquired developed technology, customer relationships, and tradenames and trademarks resulting from business combinations. The Company determines the appropriate useful life of its intangible assets by performing an analysis of expected cash flows of the acquired assets. Intangible assets are amortized over their estimated useful lives using a straight-line method, which approximates the pattern in which the economic benefits are consumed. No impairment was recorded for intangible assets during the years ended December 31, 2025, 2024 or 2023.

The balance of intangible assets and accumulated amortization are as follows:

	As of December 31, 2025			
	Remaining Weighted-Average Useful Life (years)	Gross Amount	Accumulated Amortization	Net Carrying Amount
Developed technology	4.7	$ 7,986	$ (5,500)	$ 2,486
Customer relationships	0.0	2,300	(2,300)	—
Trademarks/tradenames	3.7	1,920	(1,507)	413
Total		$ 12,206	$ (9,307)	$ 2,899

	As of December 31, 2024			
	Remaining Weighted-Average Useful Life (years)	Gross Amount	Accumulated Amortization	Net Carrying Amount
Developed technology	5.8	$ 7,437	$ (4,987)	$ 2,450
Customer relationships	0.0	2,300	(2,300)	—
Trademarks/tradenames	4.3	1,920	(1,322)	598
Total		$ 11,657	$ (8,609)	$ 3,048

Amortization of intangible assets recorded in the consolidated statements of operations was as follows:

	Year Ended December 31,		
	2025	2024	2023
Platform operations	$ 515	$ 60	$ 58
Sales and marketing	—	—	—
Technology and development	—	—	—
General and administrative	184	123	408
Total	$ 699	$ 183	$ 466

Estimated future amortization of intangible assets is as follows:

Year	As of December 31, 2025
2026	$ 647
2027	634
2028	634
2029	616
2030	368
Thereafter	—
Total	$ 2,899

7. Accrued Liabilities

The Company's accrued liabilities consisted of the following:

	As of December 31,	
	2025	2024
Accrued traffic acquisition costs	$ 38,399	$ 39,985
Other accrued liabilities	12,429	7,367
Total accrued liabilities	$ 50,828	$ 47,352

8. Revolving Credit Facility

On October 31, 2019, the Company entered into an asset-based revolving credit and security agreement (the "Loan Agreement") with PNC Bank, National Association ("PNC Bank") that originally provided a senior secured revolving credit facility with borrowing capacity of up to $40.0 million and a maturity date of October 31, 2024. On April 4, 2023, the Company entered into an amendment to the Loan Agreement (as so amended, the "Amended Loan Agreement") that increased the borrowing capacity under the revolving credit facility to $75.0 million, extended the maturity date to April 4, 2028, and changed the rates at which advances will bear interest. The Amended Loan Agreement is collateralized by security interests in substantially all of the Company's assets.

Advances under the Amended Loan Agreement bear interest through maturity at a variable rate based upon the selection of either a Domestic Rate Loan or a Term SOFR Rate Loan (each, as defined in the Amended Loan Agreement). For Domestic Rate Loans, borrowings bear interest at the Alternate Base Rate plus an applicable margin. The Alternate Base Rate is defined as a fluctuating interest rate equal to the greater of (1) the base commercial lending rate of PNC Bank, (2) the overnight federal funds rate plus 0.50% and (3) the Daily Simple SOFR plus 1.00%. For Term SOFR Rate Loans, borrowings bear interest at the Term SOFR Rate (as defined in the Amended Loan Agreement) plus the SOFR Adjustment of 0.10% plus an applicable margin. The applicable margin is between 1.00% to 1.25% for Domestic Rate Loans and between 2.00% and 2.25% for Term SOFR Rate Loans based on the average undrawn availability under the revolving credit facility. The applicable margin as of December 31, 2025 was equal to 1.00% for Domestic Rate Loans and 2.00% for Term SOFR Rate Loans. The facility fee for undrawn amounts under the Amended Loan Agreement is 0.375% per annum; additionally, the Company pays customary letter of credit fees as applicable.

The Amended Loan Agreement contains customary conditions to borrowings, events of default and covenants, including covenants that restrict the Company's ability to sell assets, make changes to the nature of the business, engage in mergers or acquisitions, incur, assume or permit to exist additional indebtedness and guarantees, create or permit to exist liens, pay dividends, issue equity instruments, make distributions or redeem or repurchase capital stock or make other investments, and engage in transactions with affiliates. The Amended Loan Agreement also requires that the Company maintain compliance with a minimum Fixed Charge Coverage Ratio (as defined in the Amended Loan Agreement) of 1.40 to 1.00 at any time undrawn availability is less than 25%. As of December 31, 2025, the Company was in compliance with all applicable covenants under the Amended Loan Agreement.

The Company did not have an outstanding balance under the revolving credit facility as of December 31, 2025 and 2024.

9. Stockholders' Equity

The aggregate maximum number of shares of the Company's Class A common stock that may be issued pursuant to stock awards under the LTIP (the "Share Reserve") was 11,787,112 shares of Class A common stock as of the time of the adoption. The Share Reserve automatically increases on January 1 of each year, commencing on January 1, 2022 and ending with a final increase on January 1, 2031 in an amount equal to 5% of the total number of shares of capital stock outstanding on December 31 of the preceding calendar year; provided, however, that the Company's board of directors may provide that there will not be a January 1 increase in the Share Reserve in a given year or that the increase will be less than 5% of the shares of capital stock outstanding on the preceding December 31.

The Company is authorized to grant RSUs, incentive stock options, NQSOs, stock appreciation rights, restricted stock awards, and performance stock awards under the LTIP. As of December 31, 2025, the Company had currently only granted RSUs and NQSOs under the LTIP. Under the LTIP, 6.7 million shares of Class A common stock remained available for grant as of December 31, 2025.

Stock-based compensation recorded in the consolidated statements of operations was as follows:

	Year Ended December 31,		
	2025	2024	2023
Platform operations	$ 3,948	$ 2,114	$ 4,104
Sales and marketing	6,860	4,238	9,729
Technology and development	3,980	2,717	5,752
General and administrative	10,052	11,965	12,706
Total	$ 24,840	$ 21,034	$ 32,291

RSUs

The following summarizes RSU activity:

	Number of Shares (in thousands)	Weighted-Average Grant-Date Fair Value
RSUs outstanding as of December 31, 2024	4,459	$ 9.08
Granted	2,732	12.22
Vested	(2,775)	8.92
Canceled/forfeited	(463)	10.00
RSUs outstanding as of December 31, 2025	3,953	$ 11.25

The total fair value of RSUs, as of their respective vesting dates, during the year ended December 31, 2025 was $34.9 million. As of December 31, 2025, the Company had unrecognized stock-based compensation relating to RSUs of approximately $39.6 million, which is expected to be recognized over a weighted-average period of 1.7 years.

NQSOs

The following summarizes NQSO activity:

	Number of Options (in thousands)	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (in thousands)(1)
NQSOs outstanding as of December 31, 2024	5,128	$ 5.94	7.6	$ 66,959
Granted	—	—		
Exercised	(686)	5.49		
Canceled	(63)	4.88		
Expired	(17)	5.14		
NQSOs outstanding as of December 31, 2025	4,362	$ 6.03	6.7	$ 26,288
Vested and exercisable	3,900	$ 5.84	6.6	$ 24,246

(1) The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying stock option awards and the closing market price of our Class A common stock as of December 31, 2025 and December 31, 2024.

The weighted-average grant date fair value of the NQSOs granted during the years ended December 31, 2024 and 2023 was $6.67 and $3.20, respectively. No NQSOs were granted during the year ended December 31, 2025. The total intrinsic value of options exercised during the year ended December 31, 2025 and 2024 was $5.6 million and $10.8 million, respectively, and was de minimis for the year ended December 31, 2023.

The Company had unrecognized stock-based compensation relating to unvested NQSOs of approximately $2.0 million, which is expected to be recognized over a weighted-average period of 0.8 years as of December 31, 2025.

The assumptions used in the Black-Scholes model to determine the fair value of NQSOs were as follows:

	Year Ended December 31,		
	2025	2024	2023
Risk-free interest rate	—	4.1 %	3.8% - 4.3%
Expected volatility	—	74.4 %	75.8% - 81.5%
Expected term (in years)	—	5.8	6.0 - 6.1
Expected dividend yield	—	0.0 %	0.0 %

Risk-Free Interest Rate. The Company bases the risk-free interest rate assumption for equity awards on the rates for U.S. Treasury securities with maturities similar to those of the expected term of the award being valued.

Expected Volatility. Due to the limited trading history of the Company's Class A common stock, the expected volatility assumption is based on both the volatility of a peer group of similar companies whose share prices are publicly available as well as the historical volatility of the Company's daily stock prices. The Company will continue to apply this process until a sufficient amount of historical information regarding the volatility of the Company's own stock price becomes available.

Expected Term. Given the insufficient historical data relating to NQSO exercises, the expected term assumption is based on the simplified method, which uses the midpoint of the weighted-average vesting period and the contractual term. The Company will continue to apply this process until a sufficient amount of historical information regarding the Company's NQSO exercises becomes available.

Expected Dividend Yield. The Company's expected dividend yield assumption is zero as it has never paid dividends and has no present intention to do so in the future.

Stock Repurchase Program

On April 23, 2024, the Company's board approved a stock repurchase program with authorization to purchase up to $50 million in shares of the Company's Class A common stock or Class B units of Viant Technology LLC. On May 5, 2025, the Company's board authorized an increase to the stock repurchase program, enabling the Company to repurchase up to an additional $50 million of the Company's Class A common stock or Class B units of Viant Technology LLC. As of December 31, 2025, $40.4 million remained available under the stock repurchase program.

The Company may make repurchases under the program, from time to time, through open market purchases, block trades, in privately negotiated transactions, accelerated stock repurchase transactions, or by other means. Open market repurchases will be structured to occur in accordance with applicable federal securities laws, including within the pricing and volume requirements of Rule 10b-18 under the Securities Exchange Act of 1934, as amended. The Company may also, from time to time, enter into Rule 10b5-1 plans to facilitate repurchases under this authorization. The volume, timing, and manner of any repurchases will be determined at the Company's discretion, subject to general market conditions, as well as the Company's management of capital, general business conditions, other investment opportunities, regulatory requirements and other factors. The stock repurchase program does not obligate the Company to repurchase any specific number of shares of Class A common stock or Class B units, has no time limit, and may be modified, suspended, or discontinued at any time without notice, at the discretion of the board of directors. The Company expects to fund repurchases from existing cash and cash equivalents, short-term investments and/or future cash flows.

Shares of Class A common stock and Class B units repurchased by the Company under the stock repurchase program were as follows (in thousands):

	Year Ended December 31, 2025	
	Shares	Amount[(1)]
Class A common stock repurchases	3,031	$ 37,945
Class B unit repurchases	—	—
Total repurchases	3,031	$ 37,945

(1) Amount includes costs associated with the repurchase such as commissions.

Issuance of Shares

Upon vesting of shares under the LTIP, the Company will issue treasury stock. If treasury stock is not available, newly issued stock will be issued.

10. Income Taxes and Tax Receivable Agreement

The provision for income taxes differs from the amount of income tax computed by applying the applicable U.S. statutory federal income tax rate of 21% to income (loss) before income taxes. The difference is due to Viant Technology LLC's pass-through structure for U.S. income tax purposes in the current period and the valuation allowance applied against the deferred tax asset in prior-year periods. For the year ended December 31, 2025, the Company recognized income tax benefit of $(14.0) million primarily due to the release of the valuation allowance and recognition of our deferred tax assets, resulting in an effective tax rate of (137.7)%. For the year ended December 31, 2024, the Company recognized income tax expense of $0.2 million due to federal and state taxes payable, resulting in an effective tax rate of 2.0%. For the year ended December 31, 2023, the Company recognized an income tax expense of $0.2 million due to federal and state taxes payable, resulting in an effective tax rate of (1.5)%.

The Company is the sole managing member of Viant Technology LLC and, as a result, consolidates the financial results of Viant Technology LLC in the consolidated financial statements. Viant Technology LLC is a pass-through entity for U.S. federal and most applicable state and local income tax purposes following a corporate reorganization effected in connection with the IPO. As an entity classified as a partnership for tax purposes, Viant Technology LLC generally is not subject to U.S. federal and certain state and local income taxes. Any taxable income or loss generated by Viant Technology LLC is passed through to and included in the taxable income or loss of its members, including the Company. The Company is taxed as a corporation and pays corporate federal, state and local taxes with respect to income allocated from Viant Technology LLC, based on the Company's 27.8% economic interest in Viant Technology LLC.

In connection with its IPO, the Company entered into a TRA with Viant Technology LLC, continuing members of Viant Technology LLC and the TRA Representative (as defined in the TRA) on February 9, 2021. The total current and long-term portion of the TRA liability as of December 31, 2025 was $0.2 million and $12.2 million, respectively. There was no current or long-term portion of the TRA liability as of December 31, 2024.

The pre-tax book income (loss) attributable to the Company was as follows:

	Year Ended December 31,		
	2025	2024	2023
Income (loss) before taxes			
Domestic	$ 10,131	$ 12,701	$ (9,792)
Foreign	—	—	—
Total income (loss) before taxes	10,131	12,701	(9,792)

The provision for income taxes attributable to the Company was as follows:

	Year Ended December 31,		
	2025	2024	2023
Current:			
U.S. federal income tax	$ (161)	$ 3	$ 47
State and local income tax	881	246	104
Foreign income tax	—	—	—
Total current provision	720	249	151
Deferred:			
U.S. federal income tax	(11,393)	—	—
State and local income tax	(3,292)	—	—
Foreign income tax	—	—	—
Total deferred benefit	(14,685)	—	—
Income tax (benefit) provision	$ (13,965)	$ 249	$ 151

A reconciliation of the statutory tax rate to the effective tax rate for the years presented are as follows:

	Year Ended December 31,					
	2025		2024		2023	
Income tax expense (benefit) at federal statutory rate	$ 2,128	21.0 %	$ 2,667	21.0 %	$ (2,056)	21.0 %
State tax expense (benefit) net of federal tax expense (benefit)(1)	(2,102)	(20.7)%	209	1.6 %	35	(0.4)%
Nontaxable or nondeductible items:						
Equity compensation	(35)	(0.3)%	(919)	(7.2)%	1,229	(12.5)%
Executive compensation	54	0.5 %	304	2.4 %	—	— %
Meals and entertainment	121	1.2 %	128	1.0 %	111	(1.1)%
Other	27	0.3 %	20	0.2 %	29	(0.3)%
Changes in valuation allowance	(10,216)	(100.8)%	320	2.5 %	(713)	7.3 %
Tax credits	(769)	(7.6)%	(337)	(2.7)%	(183)	1.9 %
Changes in unrecognized tax benefits	436	4.3 %	77	0.6 %	142	(1.5)%
Other adjustments:						
Noncontrolling interests	(3,425)	(33.8)%	(2,127)	(16.7)%	1,356	(13.8)%
Other	(184)	(1.8)%	(93)	(0.7)%	201	(2.1)%
Total tax provision (benefit) and effective tax rate	$ (13,965)	(137.7)%	$ 249	2.0 %	$ 151	(1.5)%

(1) The states that contribute to the majority (greater than 50%) of the tax effect in this category includes Texas and Tennessee for the year ended December 31, 2025 and Texas for the years ended December 31, 2024 and 2023.

The amount of cash taxes paid by the Company are as follows:

	Year Ended December 31,		
	2025	2024	2023
Federal	$ —	$ —	$ 100
State			
Texas	144	110	73
Tennessee	175	—	—
New York	81	22	29
Massachusetts	4	11	23
North Carolina	—	—	29
Illinois	—	—	31
Other	8	18	20
Foreign	—	—	—
Income taxes, net of amount refunded	$ 412	$ 161	$ 305

The activity related to the Company's valuation allowance are as follows:

	Year Ended December 31,	
	2025	2024
Beginning Balance	$ (12,529)	$ (10,917)
Credited (charged) to expenses	12,529	(715)
Ownership change	—	(897)
Ending Balance	$ —	$ (12,529)
Change in valuation allowance during the year	$ 12,529	$ (1,612)

The tax effects of temporary differences that give rise to a significant portion of the deferred tax assets and deferred tax liabilities are as follows:

	As of December 31,	
	2025	2024
Deferred tax assets:		
State tax benefit	$ —	$ —
Net operating loss carryforwards	2,214	1,355
Tax credits	2,145	1,098
Investment in Partnership	9,373	10,145
TRA	3,075	—
Other, net	717	(69)
Subtotal	17,524	12,529
Valuation allowance	—	(12,529)
Total deferred tax assets	17,524	—
Deferred tax liabilities:		
Other, net	—	—
Total deferred tax liabilities	—	—
Net deferred tax (liabilities) assets	$ 17,524	$ —

In assessing the realizability of deferred tax assets, the Company considers whether it is probable that some or all of the deferred tax assets will not be realized. In determining whether the deferred taxes are realizable, the Company considers the weight of all available evidence, both positive and negative, including the four future sources of taxable income, period of expiration of the tax attributes, and historical pre-tax book income in recent years. Valuation allowances are provided to reduce the amounts of deferred tax assets to an amount that is more likely than not to be realized. As of December 31, 2025, the Company released its valuation allowance after concluding, based on the weight of all available evidence, that it is more likely than not that all of the deferred tax assets will be realized in the future. As of December 31, 2024, the Company had recorded a valuation allowance against its deferred tax assets of $12.5 million as management determined it was not more likely than not that the deferred tax assets were going to be realized.

As of December 31, 2025 and 2024, the Company had federal net operating loss carryforwards of approximately $8.8 million and $5.4 million, respectively. As of December 31, 2025 and 2024, the Company has state net operating loss carryforwards of approximately $4.4 million and $3.6 million, respectively. The federal net operating losses carry forward indefinitely and state net operating losses begin to expire in 2032. As of December 31, 2025, the Company had federal and state research and development tax credits of approximately $1.5 million and $1.3 million, respectively. The federal credits will begin to expire in 2044 and the state credits carry forward until exhausted.

A reconciliation of the beginning and ending balance of total gross unrecognized tax benefits is as follows:

	As of December 31,	
	2025	2024
Beginning balance of unrecognized tax benefits	$ 252	$ 158
Gross increase based on tax positions related to current year	199	84
Gross increase based on tax positions related to prior years	380	10
Ending balance of unrecognized tax benefits	$ 831	$ 252

The Company's U.S. federal tax returns are open to examination for all periods ending December 31, 2022 and thereafter, and the Company's state income tax returns are open to examination for all periods ending December 31, 2021 and thereafter. However, to the extent allowed by law the tax authorities may have the right to examine prior periods where net operating losses were generated and carried forward and make adjustments up to the amount of the net operating loss or credit carry forward amount. The Company did not recognize any interest or penalties related to unrecognized tax benefits for the years ending December 31, 2025, 2024, and 2023.

On July 4, 2025, the One Big Beautiful Bill Act (“OBBBA”) was signed into law, which enacts significant changes to U.S. tax and related laws. Some of the provisions of the new tax law affecting corporations include, but are not limited to, expensing of domestic specified research or experimental expenditures and 100% bonus depreciation on eligible property acquired after January 19, 2025. For the year ending December 31, 2025, the most impactful component of the OBBBA was the immediate expense of domestic specified research or experimental expenditures. We will continue to apply OBBBA tax law changes as required or elected in future years.

11. Earnings (Loss) Per Share

For the years ended December 31, 2025, 2024 and 2023, basic net earnings (loss) per share has been calculated by dividing net income (loss) attributable to Class A common stockholders by the weighted average number of shares of Class A common stock outstanding for the same period. Shares of Class A common stock are weighted for the portion of the period in which the shares were outstanding. Diluted earnings (loss) per share has been calculated in a manner consistent with that of basic net earnings (loss) per share while considering all potentially dilutive shares of Class A common stock outstanding during the period.

The following table presents the calculation of basic and diluted net earnings (loss) per share for the periods presented. Refer to Note 2—Basis of Presentation and Summary of Significant Accounting Policies for additional information related to basic and diluted earnings (loss) per share.

	Year Ended December 31,		
	2025	2024	2023
Numerator			
Net income (loss)	$ 24,096	$ 12,452	$ (9,943)
Less: Net income (loss) attributable to noncontrolling interests	15,744	10,090	(6,500)
Net income (loss) attributable to Viant Technology Inc.—basic	$ 8,352	$ 2,362	$ (3,443)
Add back: Reallocation of net income (loss) attributable to noncontrolling interest from the assumed exchange of dilutive securities for Class A common stock	—	712	—
Income tax benefit (expense) from the assumed exchange of dilutive securities for Class A common stock	—	(177)	—
Add back: Net income (loss) attributable to noncontrolling interests	15,744	—	—
Net income (loss) attributable to Viant Technology Inc.—diluted	$ 24,096	$ 2,897	$ (3,443)
Denominator			
Weighted-average shares of Class A common stock outstanding—basic	16,422	16,221	15,224
Effect of dilutive securities:			
RSUs	1,794	2,125	—
NQSOs	2,328	2,120	—
Shares of Class B common stock	46,432	—	—
Weighted-average shares of Class A common stock outstanding—diluted	66,976	20,466	15,224
Earnings (loss) per share of Class A common stock—basic	$ 0.51	$ 0.15	$ (0.23)
Earnings (loss) per share of Class A common stock—diluted	$ 0.36	$ 0.14	$ (0.23)
Anti-dilutive shares excluded from earnings (loss) per share of Class A common stock—diluted:			
RSUs	—	—	3,647
NQSOs	—	—	5,736
Shares of Class B common stock	—	46,754	47,032
Total shares excluded from earnings (loss) per share of Class A common stock—diluted	—	46,754	56,415

12. Noncontrolling Interests

Viant Technology Inc. is the sole managing member of Viant Technology LLC and, as a result, consolidates the financial results of Viant Technology LLC. We report noncontrolling interests representing the economic interests in Viant Technology LLC held by the other members of Viant Technology LLC. The limited liability company agreement of Viant Technology LLC, as amended and restated, classifies the interests acquired by the Company as Class A units, and the interests held by the continuing members of Viant Technology LLC as Class B units and permits the continuing members of Viant Technology LLC to exchange Class B units for shares of Class A common stock on a one-for-one basis or, at the election of Viant Technology Inc., for cash at the current fair value on the date of the exchange. Changes in the Company’s ownership interest in Viant Technology LLC while retaining control of Viant Technology LLC will be accounted for as equity transactions. As such, future redemptions or direct exchanges of Class B units in Viant Technology LLC by the other members and future issuances of Class A common stock under the LTIP will result in a change in ownership, where the Company will rebalance the noncontrolling interest, offset by a change in additional-paid-in-capital.

The following table summarizes the ownership of Viant Technology LLC:

	As of December 31, 2025		As of December 31, 2024	
Owner	**Units Owned**	**Ownership Percentage**	**Units Owned**	**Ownership Percentage**
Viant Technology Inc.	17,593,198	27.8 %	16,368,452	25.9 %
Noncontrolling interests	45,717,216	72.2 %	46,753,841	74.1 %
Total	63,310,414	100.0 %	63,122,293	100.0 %

During the year ended December 31, 2025, noncontrolling interests exchanged 1,036,625 Class B units of Viant Technology LLC for 1,036,625 shares of the Company's Class A common stock, which also resulted in the cancellation of 1,036,625 shares of the Company's Class B common stock that were previously held by noncontrolling interests with no additional consideration provided. During the year ended December 31, 2024, noncontrolling interests exchanged 278,419 Class B shares of Viant Technology LLC for 278,419 shares of the Company's Class A common stock, which also resulted in the cancellation of 278,419 shares of the Company's Class B common stock that were previously held by noncontrolling interests with no additional consideration provided.

The following table presents the effect of changes in the Company's ownership interest in Viant Technology LLC on the Company's equity for the years indicated:

	Year Ended December 31,		
	2025	**2024**	**2023**
Net income (loss) attributable to Viant Technology Inc.	$ 8,352	$ 2,362	$ (3,443)
Transfers to noncontrolling interests:			
Increase (decrease) in the additional-paid-in-capital of Viant Technology Inc. resulting from ownership changes in Viant Technology LLC	29,316	(4,014)	(6,112)
Change from net income (loss) attributable to Viant Technology Inc. and transfers to noncontrolling interests	$ 37,668	$ (1,652)	$ (9,555)

13. Commitments and Contingencies

Lease Commitments

As of December 31, 2025, we had non-cancelable operating lease commitments for office space that have been recorded as operating lease liabilities. Refer to Note 5—Leases for additional information regarding lease commitments.

Hosting Commitments

As of December 31, 2025, we had non-cancelable contractual agreements primarily related to the hosting of our data storage processing, storage and other computing services. As of December 31, 2025, we estimate these obligations to be approximately $16.6 million in 2026, $12.1 million in 2027, and $3.0 million in 2028.

Legal Matters

From time to time, the Company is subject to various legal proceedings and claims, either asserted or unasserted, that arise in the ordinary course of business. Although the outcome of the various legal proceedings and claims cannot be predicted with certainty, management does not believe that any of these proceedings or other claims will have a material effect on the Company's business, financial condition, results of operations or cash flows.

Guarantees and Indemnities

The Company has made no significant contractual guarantees for the benefit of third parties. However, in the ordinary course of business, the Company may provide indemnifications of varying scope and terms to customers, vendors, lessors, business partners and other parties with respect to certain matters, including, but not limited to, losses arising out of breach of such agreements, services to be provided by the Company or from intellectual property infringement claims made by third parties. In addition, the Company has entered into indemnification agreements with directors and certain officers and employees that will require the Company, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors, officers or employees. The Company is not aware of indemnification claims that could have a material effect on the Company's consolidated financial statements. Accordingly, no amounts for any obligation have been recorded as of December 31, 2025 and 2024.

14. Related Parties

The Company had a balance of $0.2 million as of December 31, 2025 and $0.3 million as of December 31, 2024, payable to related parties for expenses they incurred on our behalf, which was recorded within accrued liabilities on the consolidated balance sheets. The related expense incurred by the Company was $1.9 million for the year ended December 31, 2025, and $1.1 million for the year ended December 31, 2024.

The Company recorded no revenue from its transactions with related parties during the years ended December 31, 2025, 2024 and 2023. The Company recorded no purchases from related parties during the years ended December 31, 2025, 2024 and 2023.

As of December 31, 2025 and 2024, no amounts were due to or due from related parties, other than those mentioned above.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of the end of the period covered by this Annual Report. Based on such evaluation, our chief executive officer and chief financial officer have concluded that as of December 31, 2025, our disclosure controls and procedures were effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). We maintain internal control over financial reporting designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

Internal control over financial reporting includes maintaining records that, in reasonable detail, accurately and fairly reflect our transactions and dispositions of assets; providing reasonable assurance that transactions are recorded as necessary for the preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; providing reasonable assurance that receipts and expenditures of Company assets are made in accordance with authorizations of management and our board of directors; and providing reasonable assurance that unauthorized acquisition, use or disposition of Company assets that could have a material effect on the consolidated financial statements would be prevented or detected on a timely basis. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our consolidated financial statements would be prevented or detected.

Under the supervision and with the participation of our chief executive officer and chief financial officer, our management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the criteria set forth in “Internal Control—Integrated Framework” issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on this assessment, our management concluded that our internal control over financial reporting was effective as of December 31, 2025.

Attestation Report of the Independent Registered Public Accounting Firm

This Annual Report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting due to an exemption established by the JOBS Act for “emerging growth companies”.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(d) and 15d-15(d) under the Exchange Act) during the three months ended December 31, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Disclosure Controls and Procedures

Our management, including our chief executive officer and chief financial officer, does not expect that our disclosure controls and procedures or internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well designed and implemented, can provide only reasonable, not absolute, assurance that the control system’s objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues within a company are detected. The inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Item 9B. Other Information.

(a) None.

(b) On December 15, 2025, Larry Madden, our Chief Financial Officer, entered into a Rule 10b5-1 trading arrangement intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) for the sale of up to 200,000 shares of the Company's Class A common stock through August 31, 2026. During the three months ended December 31, 2025, no other director or "officer" (as defined in Rule 16a-1(f) of the Exchange Act) of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The information required by this item is incorporated by reference to the definitive Proxy Statement for our 2026 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after December 31, 2025.

We have adopted a written Code of Business Conduct and Ethics (our "Code of Conduct") that applies to all officers, directors and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. The Code of Conduct is available on our website at www.viantinc.com. We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding amendments to, or waiver from, a provision of our Code of Conduct, as well as Nasdaq's requirement to disclose waivers with respect to directors and executive officers, by posting such information on our website at the address specified above. The information contained on our website is not incorporated by reference into this Annual Report on Form 10-K.

Item 11. Executive Compensation.

The information required by this item is incorporated by reference to the definitive Proxy Statement for our 2026 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after December 31, 2025.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The information required by this item is incorporated by reference to the definitive Proxy Statement for our 2026 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after December 31, 2025.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The information required by this item is incorporated by reference to the definitive Proxy Statement for our 2026 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after December 31, 2025.

Item 14. Principal Accountant Fees and Services.

The information required by this item is incorporated by reference to the definitive Proxy Statement for our 2026 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after December 31, 2025.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a) The following documents are filed as a part of this Annual Report:

(1) Financial Statements

See Index to Consolidated Financial Statements at Part II, Item 8 of this Annual Report.

(2) Financial Statement Schedules

The financial statement schedules are omitted as they are either not applicable or the information required is presented in the financial statements and notes thereto under Part II, Item 8 of this Annual Report.

(3) Exhibits:

The documents listed in the following Exhibit Index of this Annual Report are incorporated by reference or are filed with this Annual Report, in each case as indicated therein (numbered in accordance with Item 601 of Regulation S-K).

Exhibit Index

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of Viant Technology Inc. (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K (File No. 001-40015) for the year ended December 31, 2020, filed on March 23, 2021)
3.2	Amended and Restated Bylaws of Viant Technology Inc. (incorporated by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K (File No. 001-40015) for the year ended December 31, 2020, filed on March 23, 2021)
4.1	Description of Securities (incorporated by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K (File No. 001-40015) for the year ended December 31, 2020, filed on March 23, 2021)
10.1	Second Amended and Restated Limited Liability Company Agreement of Viant Technology LLC, dated as of February 9, 2021 (incorporated by reference to Exhibit 10.1 to the Company's Annual Report on Form 10-K (File No. 001-40015) for the year ended December 31, 2020, filed on March 23, 2021)
10.2	Amendment No. 1 to Second Amended and Restated Limited Liability Company Agreement of Viant Technology LLC, dated as of February 12, 2021 (incorporated by reference to Exhibit 10.2 to the Company's Annual Report on Form 10-K (File No. 001-40015) for the year ended December 31, 2020, filed on March 23, 2021)
10.3	Tax Receivable Agreement, by and among Viant Technology Inc., Viant Technology LLC, each of the TRA Holders, and the TRA Representative, dated as of February 9, 2021 (incorporated by reference to Exhibit 10.3 to the Company's Annual Report on Form 10-K (File No. 001-40015) for the year ended December 31, 2020, filed on March 23, 2021)
10.4	Registration Rights Agreement, by and among Viant Technology Inc. and the parties thereto, dated as of February 9, 2021 (incorporated by reference to Exhibit 10.4 to the Company's Annual Report on Form 10-K (File No. 001-40015) for the year ended December 31, 2020, filed on March 23, 2021)
10.5+	Form of Indemnification Agreement by and between Viant Technology Inc. and each of its directors and executive officers (incorporated by reference to Exhibit 10.4 to the Company's Registration Statement on Form S-1 (File No. 333-252117), filed on February 1, 2021)
10.6	Revolving Credit and Security Agreement and Guaranty, dated as of October 31, 2019, by and among Viant Technology LLC, Viant US LLC, Adelphic LLC, Myspace LLC and each additional Borrower from time to time party thereto, PNC Bank, National Association, as Agent and each additional Lender from time to time party thereto (incorporated by reference to Exhibit 10.5 to the Company's Registration Statement on Form S-1 (File No. 333-252117), filed on February 1, 2021)
10.7	First Amendment to Revolving Credit and Security Agreement and Guaranty, dated as of April 13, 2020, by and among Viant Technology LLC, Viant US LLC, Adelphic LLC and Myspace LLC, as Borrowers, and PNC Bank, National Association, as Agent and Lender (incorporated by reference to Exhibit 10.6 to the Company's Registration Statement on Form S-1 (File No. 333-252117), filed on February 1, 2021)
10.8	Second Amendment to Revolving Credit and Security Agreement and Guaranty, dated as of April 30, 2020, by and among Viant Technology LLC, Viant US LLC, Adelphic LLC and Myspace LLC, as Borrowers, and PNC Bank, National Association, as Agent and Lender (incorporated by reference to Exhibit 10.7 to the Company's Registration Statement on Form S-1 (File No. 333-252117), filed on February 1, 2021)

10.9	Third Amendment to Revolving Credit and Security Agreement and Guaranty, dated as of May 29, 2020, by and among Viant Technology LLC, Viant US LLC, Adelphic LLC and Myspace LLC, as Borrowers, and PNC Bank, National Association, as Agent and Lender (incorporated by reference to Exhibit 10.8 to the Company's Registration Statement on Form S-1 (File No. 333-252117), filed on February 1, 2021)
10.10	Fourth Amendment to Revolving Credit and Security Agreement and Guaranty, dated as of January 29, 2021, by and among Viant Technology LLC, Viant US LLC, Adelphic LLC, Myspace LLC and the Company, as Borrowers, and PNC Bank, National Association, as Agent and Lender (incorporated by reference to Exhibit 10.9 to the Company's Registration Statement on Form S-1 (File No. 333-252117), filed on February 1, 2021)
10.11	Fifth Amendment to Revolving Credit and Security Agreement and Guaranty, dated as of October 15, 2021, by and among Viant Technology LLC, Viant US LLC, Adelphic LLC, Myspace LLC and the Company, as Borrowers, and PNC Bank, National Association, as Agent and Lender (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-40015) for the quarter ended September 30, 2021, filed on November 10, 2021)
10.12	Sixth Amendment to the Revolving Credit and Security Agreement and Guaranty, dated as of April 4, 2023, among Viant Technology LLC, Viant US LLC, Adelphic LLC, Myspace LLC, Viant Technology Inc., the Lenders party thereto and PNC Bank, National Association (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-40015) filed on April 6, 2023).
10.13+	Viant Technology Inc. 2021 Long-Term Incentive Plan (incorporated by reference to Exhibit 99.1 to the Company's Registration Statement on Form S-8 (File No. 333-252912), filed on February 9, 2021)
10.14+	Employment Agreement, dated as of March 27, 2017, by and between Viant Technology LLC and Larry Madden (incorporated by reference to Exhibit 10.13 to the Company's Registration Statement on Form S-1 (File No. 333-252117), filed on February 1, 2021)
10.15	Limited Liability Company Agreement of Viant Technology Equity Plan LLC, dated as of March 14, 2017 (incorporated by reference to Exhibit 10.14 to the Company's Registration Statement on Form S-1 (File No. 333-252117), filed on February 1, 2021)
10.16+	Annual Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-40015), filed on March 4, 2022)
10.17+	Form of Grant Notice and Standard Terms and Conditions for Nonqualified Stock Options under the Viant Technology Inc. 2021 Long-Term Incentive Plan (Employee Form) (incorporated by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K (File No. 001-40015) for the year ended December 31, 2023, filed on March 4, 2024)
10.18+	Form of Grant Notice and Standard Terms and Conditions for Restricted Stock Units under the Viant Technology Inc. 2021 Long-Term Incentive Plan (Employee Form) (incorporated by reference to Exhibit 10.18 to the Company's Annual Report on Form 10-K (File No. 001-40015) for the year ended December 31, 2023, filed on March 4, 2024)
10.19+	Form of Grant Notice and Standard Terms and Conditions for Restricted Stock Units for Non-Employee Directors under the Viant Technology Inc. 2021 Long-Term Incentive Plan (incorporated by reference to Exhibit 99.4 to the Company's Registration Statement on Form S-8 (File No. 333-252912), filed on February 9, 2021)
10.20+	Form of Grant Notice and Standard Terms and Conditions for Restricted Stock Units under the Viant Technology Inc. 2021 Long-Term Incentive Plan (New Hire Form) (incorporated by reference to Exhibit 10.20 to the Company's Annual Report on Form 10-K (File No. 001-40015) for the year ended December 31, 2023, filed on March 4, 2024)
10.21+	First Amendment to Employment Agreement, dated as of November 15, 2018, by and between Viant Technology LLC and Larry Madden (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q (File No. 001-40015) for the quarter ended March 31, 2022, filed on May 3, 2022)
10.22+	Viant Technology Inc. Non-Employee Director Compensation Policy, effective as of March 20, 2024 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-40015) for the quarter ended March 31, 2024, filed on April 30, 2024)
19.1	Viant Technology Inc. Insider Trading Policy (incorporated by reference to Exhibit 19.1 to the Company's Annual Report on Form 10-K (File No. 001-40015) for the year ended December 31, 2024, filed on March 3, 2025)
21.1*	Subsidiaries of the Company
23.1*	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
31.1*	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1†	Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2†	Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

97.1	Viant Technology Inc. Policy For Recovery of Erroneously Awarded Compensation (incorporated by reference to Exhibit 97.1 to the Company's Annual Report on Form 10-K (File No. 001-40015) for the year ended December 31, 2023, filed on March 4, 2024)
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

* Filed herewith.

\+ Indicates management contract or compensatory plan, contract or arrangement.

† The certifications furnished in Exhibits 32.1 and 32.2 hereto are deemed to accompany this Annual Report on Form 10-K and will not be deemed "filed" for purposes of Section 18 of the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

Item 16. Form 10-K Summary.

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VIANT TECHNOLOGY INC.

Date: March 11, 2026

By: /s/ Tim Vanderhook

Tim Vanderhook
Chief Executive Officer and Chairman
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

Name	Title	Date
/s/ Tim Vanderhook **Tim Vanderhook**	Chief Executive Officer and Chairman *(Principal Executive Officer)*	March 11, 2026
/s/ Larry Madden **Larry Madden**	Chief Financial Officer *(Principal Financial and Accounting Officer)*	March 11, 2026
/s/ Chris Vanderhook **Chris Vanderhook**	Chief Operating Officer and Director	March 11, 2026
/s/ Max Valdes **Max Valdes**	Director	March 11, 2026
/s/ Vivian Yang **Vivian Yang**	Director	March 11, 2026
/s/ Brett Wilson **Brett Wilson**	Director	March 11, 2026

Exhibit 21.1

Subsidiaries of the Registrant

Name of the Subsidiary	State or Other Jurisdiction of Incorporation or Organization
Adelphic LLC	Delaware
IRIS.TV LLC	Delaware
Myspace LLC	Delaware
Viant Technology LLC	Delaware
Viant US LLC	Delaware

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-278177 on Form S-3 and Registration Statement Nos. 333-252912, 333-263458, 333-270244, 333-277644, and 333-285513 on Form S-8 of our report dated March 11, 2026, relating to the financial statements of Viant Technology Inc., appearing in this Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ DELOITTE & TOUCHE LLP

Costa Mesa, California
March 11, 2026

Exhibit 31.1

CERTIFICATION

I, Tim Vanderhook, certify that:

1. I have reviewed this Annual Report on Form 10-K of Viant Technology Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 11, 2026

/s/ Tim Vanderhook
Tim Vanderhook
Chief Executive Officer and Chairman
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Larry Madden, certify that:

1. I have reviewed this Annual Report on Form 10-K of Viant Technology Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 11, 2026

/s/ Larry Madden

Larry Madden
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Viant Technology Inc. (the "Company") on Form 10-K for the fiscal year ended December 31, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 11, 2026

By: /s/ Tim Vanderhook
Tim Vanderhook
Chief Executive Officer and Chairman
(Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Viant Technology Inc. (the "Company") on Form 10-K for the fiscal year ended December 31, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 11, 2026

By: /s/ Larry Madden
Larry Madden
Chief Financial Officer
(Principal Financial and Accounting Officer)

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.