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

FORM 10-Q

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

For the quarterly period ended March 31, 2026

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.

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 (Nasdaq Global Select Market)

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	☒
Non-accelerated filer	☐	Smaller reporting company	☒
Emerging growth 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

As of May 8, 2026, there were 20,021,706 shares and 45,512,216 shares of the registrant's Class A and Class B common stock, respectively, each $0.001 par value per share, outstanding.

TABLE OF CONTENTS

		Page
Special Note Regarding Forward-Looking Statements		3
PART I.	FINANCIAL INFORMATION	
Item 1.	Financial Statements	4
	A. Condensed Consolidated Statements of Operations	4
	B. Condensed Consolidated Balance Sheets	5
	C. Condensed Consolidated Statements of Stockholders' Equity	6
	D. Condensed Consolidated Statements of Cash Flows	7
	E. Notes to the Condensed Consolidated Financial Statements	8
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	21
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	38
Item 4.	Controls and Procedures	39
PART II.	OTHER INFORMATION	40
Item 1.	Legal Proceedings	40
Item 1A.	Risk Factors	40
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	69
Item 3.	Defaults Upon Senior Securities	69
Item 4.	Mine Safety Disclosures	69
Item 5.	Other Information	69
Item 6.	Exhibits	70
Signatures		71

Special Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q ("Quarterly 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 Quarterly 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; the expected benefits of, and our integration of, recently completed acquisition of TVision Insights, Inc.; the outcome of legal proceedings to which we or our subsidiaries are or may become a party; and the impact of recent accounting pronouncements on our unaudited condensed consolidated financial statements.

The forward-looking statements contained in this Quarterly 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 Quarterly 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 Quarterly 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.

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 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.

PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

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

	Three Months Ended March 31,	
	2026	2025
Revenue	$ 88,538	$ 70,642
Operating expenses:		
Platform operations	52,165	40,080
Sales and marketing	16,277	14,229
Technology and development	7,138	6,911
General and administrative	16,916	14,281
Total operating expenses	92,496	75,501
Loss from operations	(3,958)	(4,859)
Other expense (income), net:		
Interest income, net	(1,362)	(1,724)
TRA remeasurement expense	—	325
Total other expense (income), net	(1,362)	(1,399)
Loss before income taxes	(2,596)	(3,460)
Provision for (benefit from) income taxes	(406)	(153)
Net loss	(2,190)	(3,307)
Less: Net loss attributable to noncontrolling interests	(1,735)	(2,117)
Net loss attributable to Viant Technology Inc.	$ (455)	$ (1,190)
Earnings (loss) per share of Class A common stock:		
Basic	$ (0.03)	$ (0.07)
Diluted	$ (0.03)	$ (0.07)
Weighted-average shares of Class A common stock outstanding:		
Basic	17,827	16,439
Diluted	63,452	16,439

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

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

	As of March 31, 2026	As of December 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	$ 185,687	$ 191,151
Accounts receivable, net of allowances	146,230	177,139
Prepaid expenses and other current assets	5,998	7,902
Total current assets	337,915	376,192
Property, equipment, and software, net	35,424	35,069
Operating lease assets, net	21,181	19,689
Intangible assets, net	2,728	2,899
Goodwill	19,190	19,190
Deferred tax assets	18,534	17,524
Other assets	4,033	4,100
Total assets	$ 439,005	$ 474,663
Liabilities and stockholders' equity		
Liabilities		
Current liabilities:		
Accounts payable	$ 53,711	$ 83,520
Accrued liabilities	46,064	50,828
Accrued compensation	9,204	12,988
Deferred revenue	551	583
Current portion of operating lease liabilities	5,098	5,080
Other current liabilities	3,206	4,036
Total current liabilities	117,834	157,035
Long-term debt	—	—
Long-term portion of operating lease liabilities	18,286	16,668
Long-term portion of TRA liability	12,486	12,159
Total liabilities	148,606	185,862
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		
Authorized shares — 450,000,000		
Issued — 18,820,004 and 18,271,293	19	18
Outstanding — 18,264,502 and 17,593,198		
Class B common stock, $0.001 par value		
Authorized shares — 150,000,000		
Issued and outstanding — 45,559,716 and 45,717,216	46	46
Additional paid-in capital	190,099	182,744
Accumulated deficit	(98,749)	(91,751)
Treasury stock, at cost; 555,502 and 678,095 shares held	(6,105)	(8,920)
Total stockholders' equity attributable to Viant Technology Inc.	85,310	82,137
Noncontrolling interests	205,089	206,664
Total equity	290,399	288,801
Total liabilities and stockholders' equity	$ 439,005	$ 474,663

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

VIANT TECHNOLOGY INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(unaudited; 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, 2025	18,271	$ 18	45,717	$ 46	$ 182,744	$ (91,751)	(678)	$ (8,920)	$ 206,664	$ 288,801
Issuance of Class A common stock related to vesting of restricted stock units	391	—	—	—	—	—	—	—	—	—
Exercise of stock options	—	—	—	—	—	—	—	—	—	—
Exchange of Class B common stock for Class A common stock	158	—	(158)	—	—	—	—	—	—	—
Repurchase of stock related to tax withholdings on vested equity awards	—	—	—	—	—	—	(297)	(3,121)	—	(3,121)
Repurchase of stock related to the stock repurchase program	—	—	—	—	—	—	(94)	(987)	—	(987)
Retirement of treasury stock	—	—	—	—	—	—	—	—	—	—
Reissuance of treasury stock	—	—	—	—	—	(6,543)	514	6,923	—	380
Tax receivable agreement liability and deferred taxes arising from exchanges or remeasurements	—	—	—	—	139	—	—	—	—	139
Allocation of equity to noncontrolling interests	—	—	—	—	(160)	—	—	—	160	—
Accrued member tax distributions	—	—	—	—	(159)	—	—	—	—	(159)
Stock-based compensation	—	—	—	—	7,535	—	—	—	—	7,535
Net loss	—	—	—	—	—	(455)	—	—	(1,735)	(2,190)
Balance as of March, 31, 2026	18,820	$ 19	45,560	$ 46	$ 190,099	$ (98,749)	(556)	$ (6,105)	$ 205,089	$ 290,399

	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, 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	34	—	(34)	—	—	—	—	—	—	—
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	—	—	—	—	—	—	(1,190)	(17,361)	—	(17,361)
Reissuance of treasury stock	—	—	—	—	—	(12,904)	1,204	14,126	—	1,222
Allocation of equity to noncontrolling interests	—	—	—	—	(2,945)	—	—	—	2,945	—
Accrued member tax distributions	—	—	—	—	(173)	—	—	—	—	(173)
Stock-based compensation	—	—	—	—	6,291	—	—	—	—	6,291
Net loss	—	—	—	—	—	(1,190)	—	—	(2,117)	(3,307)
Balance as of March, 31, 2025	18,210	$ 18	46,720	$ 47	$ 128,559	$ (64,660)	(1,795)	$ (27,513)	$ 221,064	$ 257,515

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

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

	Three Months Ended March 31,	
	2026	**2025**
Cash flows from operating activities:		
Net loss	$ (2,190)	$ (3,307)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	5,473	4,324
Stock-based compensation	6,577	5,639
Provision for doubtful accounts	204	390
Loss on disposal of assets	132	—
Noncash lease expense	1,206	1,126
Deferred taxes	(518)	—
Changes in operating assets and liabilities:		
Accounts receivable	30,705	15,269
Prepaid expenses and other assets	1,971	(60)
Accounts payable	(29,819)	(11,595)
Accrued liabilities	(4,515)	(9,293)
Accrued compensation	(4,644)	(3,784)
Deferred revenue	(32)	(330)
Operating lease liabilities	(1,062)	(1,073)
Other liabilities	(563)	(1,758)
Net cash provided by (used in) operating activities	2,925	(4,452)
Cash flows from investing activities:		
Purchases of property and equipment	(313)	(124)
Capitalized software development costs	(3,617)	(3,599)
Cash paid for acquisitions	—	(315)
Net cash used in investing activities	(3,930)	(4,038)
Cash flows from financing activities:		
Repurchase of stock related to tax withholdings on vested equity awards	(3,121)	(3,232)
Repurchase of stock related to the stock repurchase program	(987)	(17,025)
Payment of member tax distributions	(452)	(3,645)
Proceeds from the exercise of stock options	380	1,222
Payment on tax receivable agreement liability	(279)	—
Net cash used in financing activities	(4,459)	(22,680)
Net decrease in cash and cash equivalents	(5,464)	(31,170)
Cash and cash equivalents at beginning of period	191,151	205,048
Cash and cash equivalents at end of period	$ 185,687	$ 173,878
Supplemental disclosure of cash flow information:		
Cash paid for interest	$ 72	$ 72
Cash paid for income taxes, net	174	241
Supplemental disclosure of non-cash investing and financing activities:		
Stock-based compensation included in capitalized software development costs	958	652
Operating lease assets obtained in exchange for operating lease liabilities including adjustments	2,698	58
Capitalized assets financed by accounts payable and accrued liabilities	1,351	1,774
Accrued member tax distributions	—	1,944

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

(unaudited; tabular dollars in thousands, except per share data)

		Page
Note 1	Nature of Operations	8
Note 2	Basis of Presentation and Summary of Significant Accounting Policies	8
Note 3	Revenue	11
Note 4	Property, Equipment, and Software, Net	11
Note 5	Leases	11
Note 6	Intangible Assets, Net	12
Note 7	Accrued Liabilities	13
Note 8	Revolving Credit Facility	14
Note 9	Stockholders' Equity	14
Note 10	Income Taxes and Tax Receivable Agreement	17
Note 11	Earnings (Loss) Per Share	17
Note 12	Noncontrolling Interests	18
Note 13	Commitments and Contingencies	19
Note 14	Subsequent Events	20

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.

Our headquarters are located in Irvine, California with other leased office spaces across the United States.

2. *Basis of Presentation and Summary of Significant Accounting Policies*

Basis of Presentation and Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") for interim financial information and include the operations of the Company, Viant Technology LLC and its wholly owned subsidiaries. Viant Technology LLC is considered a variable interest entity. 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 condensed consolidated financial statements reflect the adjustments necessary for the fair statement of its condensed consolidated financial statements included in this Quarterly Report on Form 10-Q. The condensed consolidated balance sheet as of December 31, 2025 was derived from the audited annual financial statements but does not contain all of the footnote disclosures from the annual financial statements. Certain information and disclosures normally included in the Company's consolidated financial statements prepared in accordance with GAAP have been omitted. Accordingly, these condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and related notes included in its Annual Report on Form 10-K for the year ended December 31, 2025.

The condensed consolidated statement of operations for the three months ended March 31, 2026 is not necessarily indicative of the results to be expected for the year ending December 31, 2026, or for any other future annual or interim period.

There have been no material changes to the significant accounting policies as described in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

Use of Estimates

The preparation of our condensed 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 condensed 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.

(unaudited; tabular dollars in thousands, except per share data)

The impact of widespread macroeconomic and geopolitical uncertainties, including the impact of bank failures, tariffs and international trade conflicts, 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 Loss

For the periods presented, net loss is equal to comprehensive 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 connected TV ("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:

	Three Months Ended March 31, 2026	Three Months Ended March 31, 2025
Traffic acquisition costs	$ 38,241	$ 27,913
Other platform operations	13,924	12,167
Total platform operations	$ 52,165	$ 40,080

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 March 31, 2026, cash equivalents included money market funds of $156.8 million.

Accounts Receivable, Net of Allowances

The following table presents changes in the allowance for doubtful accounts for the three months ended March 31, 2026:

Balance as of December 31, 2025	$ 1,055
Provision for doubtful accounts	204
Write-offs, net of recoveries	(19)
Balance as of March, 31, 2026	$ 1,240

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 include amounts due from customers with principal operations primarily in the United States.

For the three months ended March 31, 2026, one advertising agency holding company accounted for 13.0% of consolidated revenue. For the three months ended March 31, 2025, no individual customers or advertising agency holding companies accounted for more than 10% of consolidated revenue.

As of March 31, 2026, one advertising agency holding company accounted for 16.2% of consolidated accounts receivable. As of December 31, 2025, two advertising agency holding companies accounted for 14.9% and 12.0% of consolidated accounts receivable.

As of March 31, 2026, one individual supplier accounted for 16.1% of consolidated accounts payable and accrued liabilities. As of December 31, 2025, one individual supplier accounted for 16.8% 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 condensed consolidated balance sheets.

As of March 31, 2026, the Company had non-marketable equity investments without readily determinable fair value of $3.5 million. 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 three months ended March 31, 2026.

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 it (i) is 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

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.

(unaudited; tabular dollars in thousands, except per share data)

3. *Revenue*

The disaggregation of revenue was as follows:

	Three Months Ended March 31,	
	2026	2025
Over-time revenue	$ 1,082	$ 1,653
Point-in-time revenue	87,456	68,989
Total revenue	$ 88,538	$ 70,642

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 as of March 31, 2026 and $0.7 million as of December 31, 2025. 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. Remaining deferred revenue that is anticipated to be recognized during the succeeding 12 month period is recorded in the current portion of deferred revenue within the condensed consolidated balance sheets.

4. *Property, Equipment, and Software, Net*

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

	As of March 31, 2026	As of December 31, 2025
Capitalized software development costs	$ 123,020	$ 122,214
Computer equipment	2,781	2,541
Purchased software	12	12
Furniture, fixtures and office equipment	1,160	1,139
Leasehold improvements	3,966	3,868
Total property, equipment, and software	130,939	129,774
Less: Accumulated depreciation	(95,515)	(94,705)
Total property, equipment, and software, net	$ 35,424	$ 35,069

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

	Three Months Ended March 31,	
	2026	2025
Platform operations	$ 4,685	$ 3,455
Sales and marketing	96	74
Technology and development	474	590
General and administrative	47	42
Total	$ 5,302	$ 4,161

5. *Leases*

Lessee Arrangements

The Company has operating leases for its office space, which have remaining lease terms of up to eight 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.

(unaudited; tabular dollars in thousands, except per share data)

As of March 31, 2026, the Company's operating leases had a weighted-average remaining lease term of approximately five years and a weighted-average incremental borrowing rate of 4.3%. 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%.

Cash paid for amounts included in operating lease liabilities was $1.4 million for the three months ended March 31, 2026, and $1.1 million for the three months ended March 31, 2025.

The components of lease cost were as follows:

	Three Months Ended March 31,	
	2026	**2025**
Operating lease cost	$ 1,406	$ 1,201
Short-term lease cost	34	214
Variable lease cost	129	—
Total lease cost	$ 1,569	$ 1,415

As of March 31, 2026, the Company had a remaining contractual obligation of $0.6 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 condensed consolidated balance sheet due to our accounting policy election for short-term leases.

Future minimum lease payments were as follows:

Year	**As of March 31, 2026**
Remainder of 2026	$ 4,597
2027	5,840
2028	4,458
2029	3,940
2030	3,769
Thereafter	3,341
Total undiscounted future lease payments	25,945
Less: Imputed interest	(2,561)
Present value of operating lease liabilities	23,384
Less: Operating lease liabilities, current	(5,098)
Operating lease liabilities, noncurrent	$ 18,286

6. *Intangible Assets, Net*

The balances of intangible assets and accumulated amortization were as follows:

	As of March 31, 2026			
	Remaining Weighted-Average Useful Life (years)	**Gross Amount**	**Accumulated Amortization**	**Net Carrying Amount**
Developed technology	4.5	$ 7,986	$ (5,632)	$ 2,354
Customer relationships	0.0	2,300	(2,300)	—
Trademarks/tradenames	3.6	1,920	(1,546)	374
Total		$ 12,206	$ (9,478)	$ 2,728

(unaudited; tabular dollars in thousands, except per share data)

	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

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

	Three Months Ended March 31,	
	2026	2025
Platform operations	$ 132	$ 117
Sales and marketing	—	—
Technology and development	—	—
General and administrative	39	46
Total	$ 171	$ 163

Estimated future amortization of intangible assets is as follows:

Year	As of March 31, 2026
Remainder of 2026	$ 475
2027	634
2028	634
2029	616
2030	369
Thereafter	—
Total	$ 2,728

7. *Accrued Liabilities*

The Company’s accrued liabilities consisted of the following:

	As of March 31, 2026	As of December 31, 2025
Accrued traffic acquisition costs	$ 38,499	$ 38,399
Other accrued liabilities	7,565	12,429
Total accrued liabilities	$ 46,064	$ 50,828

As of March 31, 2026 and December 31, 2025, the Company had a balance of $0.2 million and $0.2 million, respectively, payable to related parties for expenses such related parties incurred on the Company's behalf, which was recorded within accrued liabilities on the condensed consolidated balance sheets. The related expense incurred by the Company was $0.4 million for the three months ended March 31, 2026, and $0.4 million for the three months ended March 31, 2025.

8. *Revolving Credit Facility*

In October 2019, the Company entered into a senior secured revolving credit agreement (the "Loan Agreement") with PNC Bank, National Association ("PNC Bank") that was amended in April 2023 (the "Amended Loan Agreement"). The Amended Loan Agreement increased the borrowing capacity 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 March 31, 2026 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 March 31, 2026, 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 March 31, 2026 and December 31, 2025.

9. *Stockholders' Equity*

Stock-based Compensation

The Company is authorized to grant restricted stock units ("RSUs"), incentive stock options, nonqualified stock options ("NQSOs"), stock appreciation rights, restricted stock awards and performance stock unit awards ("PSUs") under its 2021 Long Term Incentive Plan (the "LTIP"). RSUs granted to employees generally vest over a period of three 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. The grant date fair value of RSUs is measured using the closing price of our common stock on the grant date. PSUs granted to employees generally vest over a period of three years subject to the achievement of performance conditions and are contingent upon continued employment through the vesting date. The grant date fair value of PSUs is measured using the closing price of our common stock on the grant date. Stock-based compensation for PSUs is based on the probable outcome of the performance condition and evaluated each subsequent reporting period over the requisite service period. PSUs may be adjusted over the vesting period based on interim estimates of performance against pre-set objectives. As of March 31, 2026, NQSOs generally vest over a period of three-to-four years and have a contractual term of ten years.

As of March 31, 2026, the Company had granted RSUs, PSUs and NQSOs under the LTIP. Under the LTIP, 5.9 million shares of Class A common stock remained available for grant as of March 31, 2026.

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

	Three Months Ended March 31,	
	2026	2025
Platform operations	$ 688	$ 892
Sales and marketing	2,403	1,500
Technology and development	976	758
General and administrative	2,510	2,489
Total	$ 6,577	$ 5,639

RSUs

The following summarizes RSU activity:

	Number of Shares (in thousands)	Weighted-Average Grant Date Fair Value
RSUs outstanding as of December 31, 2025	3,953	$ 11.25
Granted	3,460	12.26
Vested	(835)	8.60
Canceled/forfeited	(74)	10.82
RSUs outstanding as of March 31, 2026	6,504	$ 12.14

As of March 31, 2026, the Company had unrecognized stock-based compensation relating to RSUs of approximately $74.6 million, which is expected to be recognized over a weighted-average period of 2.3 years.

PSUs

The following summarizes PSU activity:

	Number of Shares (in thousands)	Weighted-Average Grant Date Fair Value
PSUs outstanding as of December 31, 2025	—	$ —
Granted	487	12.32
Vested	—	—
Canceled/forfeited	—	—
PSUs outstanding as of March 31, 2026	487	$ 12.32

As of March 31, 2026, the Company had unrecognized stock-based compensation relating to PSUs of approximately $5.8 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, 2025	4,362	$ 6.03	6.7	$ 26,288
Granted	—	—		
Exercised	(70)	5.41		
Canceled	(1)	6.00		
Expired	—	—		
NQSOs outstanding as of March 31, 2026	4,291	$ 6.04	6.4	$ 22,227
Vested and exercisable	4,071	$ 5.89	6.4	$ 21,696

(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 March 31, 2026 and December 31, 2025.

As of March 31, 2026, the Company had unrecognized stock-based compensation relating to unvested NQSOs of approximately $1.2 million, which is expected to be recognized over a weighted-average period of 0.9 years.

When the Company grants NQSOs, the Black-Scholes model is used to determine the fair value of NQSOs. For the three months ended March 31, 2026 and 2025, the Company did not grant any NQSOs.

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 March 31, 2026, $39.4 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, 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):

	Three Months Ended March 31, 2026	
	Shares	Amount
Class A common stock repurchases	94	$ 987
Class B unit repurchases	—	—
Total repurchases	94	$ 987

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 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. During the three months ended December 31, 2025, the Company released its valuation allowance and did not record a valuation allowance for the three months ended March 31, 2026. For the three months ended March 31, 2026, the Company recognized an income tax benefit of $0.4 million, attributable to year-to-date loss and excess tax benefits on vested stock-based compensation that will be realized during the year, resulting in an effective tax rate of 15.7%. For the three months ended March 31, 2025, the Company recognized an income tax benefit of $0.2 million attributable to year-to-date loss and excess tax benefit related to vested stock-based compensation, resulting in an effective tax rate of 4.4%.

In connection with its initial public offering ("IPO"), the Company entered into a Tax Receivable Agreement ("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 TRA liability as of March 31, 2026 was $12.5 million, all of which was classified as long-term. The total current and long-term portions of the TRA liability as of December 31, 2025 was $0.2 million and $12.2 million, respectively.

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 three months ended March 31, 2026, the most impactful component of the OBBBA is expected to be the ability to immediately 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 three months ended March 31, 2026 and 2025, basic 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.

(unaudited; tabular dollars in thousands, except per share data)

The following table presents the calculation of basic and diluted earnings (loss) per share for the periods presented:

	Three Months Ended March 31, 2026	Three Months Ended March 31, 2025
Numerator		
Net loss	$ (2,190)	$ (3,307)
Less: Net loss attributable to noncontrolling interests	(1,735)	(2,117)
Net loss attributable to Viant Technology Inc.—basic	$ (455)	$ (1,190)
Add back: Reallocation of net 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 dilutive securities for Class A common stock	—	—
Add back: Net loss attributable to noncontrolling interests	(1,735)	—
Net loss attributable to Viant Technology, Inc.—diluted	$ (2,190)	$ (1,190)
Denominator		
Weighted-average shares of Class A common stock outstanding—basic	17,827	16,439
Effect of dilutive securities:		
RSUs	—	—
NQSOs	—	—
PSUs	—	—
Shares of Class B common stock	45,625	—
Weighted-average shares of Class A common stock outstanding—diluted	63,452	16,439
Earnings (loss) per share of Class A common stock—basic	$ (0.03)	$ (0.07)
Earnings (loss) per share of Class A common stock—diluted	$ (0.03)	$ (0.07)
Anti-dilutive shares excluded from earnings (loss) per share of Class A common stock—diluted:		
RSUs	6,504	5,415
NQSOs	4,291	4,899
PSUs[1]	487	—
Shares of Class B common stock	—	46,720
Total shares excluded from earnings (loss) per share of Class A common stock—diluted	11,282	57,034

(1) Number of securities outstanding at the end of the period that were excluded from the computation of diluted earnings (loss) per share of Class A common stock because the performance conditions associated with these awards were not met assuming the end of the reporting period was the end of the performance period.

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.

(unaudited; tabular dollars in thousands, except per share data)

The following table summarizes the ownership of Viant Technology LLC:

	As of March 31, 2026		As of December 31, 2025	
Owner	**Units Owned**	**Ownership Percentage**	**Units Owned**	**Ownership Percentage**
Viant Technology Inc.	18,264,502	28.6 %	17,593,198	27.8 %
Noncontrolling interests	45,559,716	71.4 %	45,717,216	72.2 %
Total	63,824,218	100.0 %	63,310,414	100.0 %

During the three months ended March 31, 2026, noncontrolling interests exchanged 157,500 Class B units of Viant Technology LLC for 157,500 shares of the Company's Class A common stock, which also resulted in the cancellation of 157,500 shares of the Company's Class B common stock that were previously held by noncontrolling interests with no additional consideration provided. During the three months ended March 31, 2025, noncontrolling interests exchanged 33,629 Class B units of Viant Technology LLC, for 33,629 shares of the Company's Class A common stock, which also resulted in the cancellation of 33,629 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 periods indicated:

	Three Months Ended March 31,	
	2026	**2025**
Net loss attributable to Viant Technology Inc.	$ (455)	$ (1,190)
Transfers to noncontrolling interests:		
Decrease in the additional-paid-in-capital of Viant Technology Inc. resulting from ownership changes in Viant Technology LLC	(160)	(2,945)
Change from net loss attributable to Viant Technology Inc. and transfers to noncontrolling interests	$ (615)	$ (4,135)

13. *Commitments and Contingencies*

Lease Commitments

As of March 31, 2026, 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 March 31, 2026, we had non-cancelable contractual agreements primarily related to the hosting of our data storage processing, storage and other computing services. As of March 31, 2026, we estimate these obligations to be approximately $11.8 million for the remainder of 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.

On January 14, 2022, The Nielsen Company (US), LLC ("Nielsen") filed a complaint in the District of Delaware alleging that TVision Insights, Inc. ("TVision") infringes on one of Nielsen's patents by utilizing certain content recognition tools provided by ACRCloud. Nielsen is seeking monetary damages. A trial has been scheduled for June 2026. At this time, the Company cannot predict the outcome, or provide a reasonable estimate or range of estimates of the possible outcome or loss, if any, with respect to this matter. The Company is entitled to indemnification for a portion of any losses that may result from this matter, subject to the terms and limitations of the underlying TVision purchase agreement. The Company believes it has meritorious defenses and intends to defend itself vigorously in this matter.

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 condensed consolidated financial statements. Accordingly, no amounts for any obligation have been recorded as of March 31, 2026.

14. *Subsequent Events*

On May 1, 2026, the Company completed the acquisition of TVision to enhance its CTV measurement capabilities through real-time attention signals and AI-powered optimization for superior campaign performance. The consideration paid at closing was $22.5 million in cash, subject to customary adjustments and hold-backs, and 1.7 million shares of the Company's Class A common stock, which was determined based on an agreed equity value of $17.5 million divided by the volume-weighted average price of the Company's Class A common stock over the ten trading days preceding the execution of the agreement. We expect to account for this transaction as a business combination and are currently in the process of determining the initial purchase accounting for this transaction.

Item 2. 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 unaudited condensed consolidated financial statements and the related notes thereto and other financial information appearing elsewhere in this Quarterly Report on Form 10-Q ("Quarterly Report") and our audited consolidated financial statements and notes thereto and the related Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2025, which was filed with the Securities and Exchange Commission ("SEC") on March 11, 2026. 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 Quarterly Report. Additionally, our historical results are not necessarily indicative of the results that may be expected for any period in the future.*

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, is 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 three months ended March 31, 2026 and 2025, respectively, include:

- Revenue of $88.5 million and $70.6 million, representing an increase of 25%;

- Gross profit of $36.4 million and $30.6 million, representing an increase of 19%;
- Contribution ex-TAC[(1)] of $50.3 million and $42.7 million, representing an increase of 18%;
- Net loss of $2.2 million and $3.3 million, representing an improvement of 34%;
- Non-GAAP net income[(1)] of $5.6 million and $2.8 million, representing an increase of 99%; and
- Adjusted EBITDA[(1)] of $9.8 million and $5.4 million, representing an increase of 81%.

(1) Contribution ex-TAC, non-GAAP net income (loss) 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 (loss) 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 believe ViantAI will support continued market share gains and contribute to the expansion of 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 exclusive data, consisting of three primary pillars of proprietary insight into content, identity and now attention with our recent acquisition of TVision.

We have also experienced strengthening advertiser demand, reflected in broad-based activity across customer verticals, continued demand for CTV, increased utilization of our proprietary data and expanded use of the ViantAI product suite. We also continue to see engagement across our sales pipeline, which we believe reflects advertiser interest in differentiated, independent and transparent buy-side alternatives. While the impact of these trends have varied and may continue to fluctuate period to period, we believe they reflect ongoing interest in our platform and solutions, including our proprietary data and our CTV and AI-driven offerings.

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 three months ended March 31, 2026 compared to the three months ended March 31, 2025, our revenue grew 25%. 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 three months ended March 31, 2026. 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 conflicts, 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 have benefitted from, and expect to continue 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 and has represented a growing portion of activity on our platform. 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.

(unaudited; tabular dollars in thousands, except per share data)

Results of Operations

The following tables present our unaudited condensed consolidated statements of operations, our condensed consolidated statements 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 three months ended March 31, 2026 and 2025:

	Three Months Ended March 31,	
	2026	**2025**
Consolidated Statements of Operations Data:		
Revenue	$ 88,538	$ 70,642
Operating expenses[(1)]:		
Platform operations	52,165	40,080
Sales and marketing	16,277	14,229
Technology and development	7,138	6,911
General and administrative	16,916	14,281
Total operating expenses	92,496	75,501
Loss from operations	(3,958)	(4,859)
Total other expense (income), net	(1,362)	(1,399)
Loss before income taxes	(2,596)	(3,460)
Provision for (benefit from) income taxes	(406)	(153)
Net loss	(2,190)	(3,307)
Less: Net loss attributable to noncontrolling interests	(1,735)	(2,117)
Net loss attributable to Viant Technology Inc.	$ (455)	$ (1,190)

	Three Months Ended March 31,	
	2026	**2025**
	(% of revenue*)	
Consolidated Statements of Operations Data:		
Revenue	100 %	100 %
Operating expenses[(1)]:		
Platform operations	59 %	57 %
Sales and marketing	18 %	20 %
Technology and development	8 %	10 %
General and administrative	19 %	20 %
Total operating expenses	104 %	107 %
Loss from operations	(4)%	(7)%
Total other expense (income), net	(2)%	(2)%
Loss before income taxes	(3)%	(5)%
Provision for (benefit from) income taxes	— %	— %
Net loss	(2)%	(5)%
Less: Net loss attributable to noncontrolling interests	(2)%	(3)%
Net loss attributable to Viant Technology Inc.	(1)%	(2)%

* Percentages may not sum due to rounding.

(unaudited; tabular dollars in thousands, except per share data)

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

	Three Months Ended March 31,	
	2026	2025
Stock-based compensation:		
Platform operations	$ 688	$ 892
Sales and marketing	2,403	1,500
Technology and development	976	758
General and administrative	2,510	2,489
Total stock-based compensation	$ 6,577	$ 5,639

	Three Months Ended March 31,	
	2026	2025
Depreciation:		
Platform operations	$ 4,685	$ 3,455
Sales and marketing	96	74
Technology and development	474	590
General and administrative	47	42
Total depreciation	$ 5,302	$ 4,161

	Three Months Ended March 31,	
	2026	2025
Amortization:		
Platform operations	$ 132	$ 117
Sales and marketing	—	—
Technology and development	—	—
General and administrative	39	46
Total amortization	$ 171	$ 163

Comparison of the Three Months Ended March 31, 2026 and 2025

Revenue

	Three Months Ended March 31,		Change	
	2026	2025	$	%
Revenue	$ 88,538	$ 70,642	$ 17,896	25 %

Revenue increased by $17.9 million, or 25%, during the three months ended March 31, 2026 compared to the three months ended March 31, 2025. The increase was primarily due to a 79% increase in revenue from marketers in the financial services, healthcare, consumer goods, and industrial industry verticals and, on a cumulative basis, relatively flat performance across our remaining industry verticals.

(unaudited; tabular dollars in thousands, except per share data)

Operating Expenses

Platform Operations

	Three Months Ended March 31,		Change	
	2026	2025	$	%
Traffic acquisition costs	$ 38,241	$ 27,913	$ 10,328	37 %
Other platform operations	13,924	12,167	1,757	14 %
Total platform operations	$ 52,165	$ 40,080	$ 12,085	30 %
Percentage of revenue	59 %	57 %		

Platform operations expense increased by $12.1 million, or 30%, during the three months ended March 31, 2026 compared to the three months ended March 31, 2025. This increase was primarily due to a $10.3 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 $1.2 million increase in depreciation and amortization expense driven by our continued investment in developed technology, a $0.4 million increase in personnel costs, a $0.2 million increase in cloud and data center services and a $0.2 million increase in data-related costs, both in support of our DSP, partially offset by a $0.2 million decrease in stock-based compensation.

Sales and Marketing

	Three Months Ended March 31,		Change	
	2026	2025	$	%
Sales and marketing	$ 16,277	$ 14,229	$ 2,048	14 %
Percentage of revenue	18 %	20 %		

Sales and marketing expense increased by $2.0 million, or 14%, during the three months ended March 31, 2026 compared to the three months ended March 31, 2025. This increase was primarily due to a $1.1 million increase in personnel costs, a $0.9 million increase in stock-based compensation, a $0.2 million increase in travel and entertainment, and a $0.1 million increase in facilities expense, partially offset by a $0.3 million decrease in advertising expense.

Technology and Development

	Three Months Ended March 31,		Change	
	2026	2025	$	%
Technology and development	$ 7,138	$ 6,911	$ 227	3 %
Percentage of revenue	8 %	10 %		

Technology and development expense increased by $0.2 million, or 3%, during the three months ended March 31, 2026 compared to the three months ended March 31, 2025. This increase was primarily due to a $0.2 million increase in stock-based compensation and a $0.1 million increase in technology costs in support of our DSP, partially offset by a $0.1 million decrease in depreciation expense.

General and Administrative

	Three Months Ended March 31,		Change	
	2026	2025	$	%
General and administrative	$ 16,916	$ 14,281	$ 2,635	18 %
Percentage of revenue	19 %	20 %		

General and administrative expense increased by $2.6 million, or 18%, during the three months ended March 31, 2026 compared to the three months ended March 31, 2025. This increase was primarily due to a $2.0 million increase in personnel costs and a $1.3 million increase in accounting, legal, and consulting expenses associated with general corporate, compliance, and transaction-related matters, partially offset by a $0.4 million decrease in travel and entertainment expense, a $0.2 million decrease in bad debt expense, and a $0.1 million decrease in business insurance.

(unaudited; tabular dollars in thousands, except per share data)

Total Other Expense (Income), Net

	Three Months Ended March 31,		Change	
	2026	2025	$	%
Total other expense (income), net	$ (1,362)	$ (1,399)	$ 37	(3)%
Percentage of revenue	(2)%	(2)%		

Total other income, net decreased 3% during the three months ended March 31, 2026 compared to the three months ended March 31, 2025. This decrease was due to a decrease in interest income on cash and cash equivalents driven by lower interest rates and lower money market fund balances.

For the three months ended March 31, 2026 and 2025, total interest cost incurred was $0.1 million. Interest costs capitalized during the three months ended March 31, 2026 and 2025 were zero.

Provision For (Benefit From) Income Taxes

	Three Months Ended March 31,		Change	
	2026	2025	$	%
Provision for (benefit from) income taxes	$ (406)	$ (153)	$ (253)	165 %
Percentage of revenue	— %	— %		

The U.S. federal statutory tax rate was 21% for the three months ended March 31, 2026 and 2025. The benefit from income taxes was $0.4 million for the three months ended March 31, 2026, attributable to year-to-date loss and excess tax benefits on vested stock-based compensation that will be realized during the year. The benefit from income taxes was de minimis for the three months ended March 31, 2025.

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.

(unaudited; tabular dollars in thousands, except per share data)

	Three Months Ended March 31, 2026	Three Months Ended March 31, 2025	Change (%)
		(NM = Not Meaningful)	
Operating and Financial Performance Measures			
Gross profit	$ 36,373	$ 30,562	19 %
Contribution ex-TAC	$ 50,297	$ 42,729	18 %
Total operating expenses	$ 92,496	$ 75,501	23 %
Non-GAAP operating expenses	$ 40,544	$ 37,327	9 %
Net loss	$ (2,190)	$ (3,307)	34 %
Adjusted EBITDA	$ 9,753	$ 5,402	81 %
Net loss as a percentage of gross profit	(6)%	(11)%	NM
Adjusted EBITDA as a percentage of contribution ex-TAC	19 %	13 %	NM
Non-GAAP net income	$ 5,606	$ 2,816	99 %
Earnings (loss) per share—basic	$ (0.03)	$ (0.07)	57 %
Earnings (loss) per share—diluted	$ (0.03)	$ (0.07)	57 %
Non-GAAP earnings (loss) per share—basic	$ 0.09	$ 0.04	125 %
Non-GAAP earnings (loss) per share—diluted	$ 0.07	$ 0.03	133 %

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:

	Three Months Ended March 31, 2026	Three Months Ended March 31, 2025
Revenue	$ 88,538	$ 70,642
Less: Platform operations	(52,165)	(40,080)
Gross profit	36,373	30,562
Add: Other platform operations	13,924	12,167
Contribution ex-TAC	$ 50,297	$ 42,729

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 acquisition and restructuring costs. 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.

(unaudited; tabular dollars in thousands, except per share data)

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:

	Three Months Ended March 31,	
	2026	**2025**
Operating expenses:		
Platform operations	$ 52,165	$ 40,080
Sales and marketing	16,277	14,229
Technology and development	7,138	6,911
General and administrative	16,916	14,281
Total operating expenses	92,496	75,501
Add:		
Other expense, net	—	—
Less:		
Traffic acquisition costs	(38,241)	(27,913)
Stock-based compensation	(6,577)	(5,639)
Depreciation and amortization	(5,473)	(4,324)
Acquisition and restructuring costs[(1)]	(1,661)	(298)
Non-GAAP operating expenses	$ 40,544	$ 37,327

(1) Acquisition and restructuring costs primarily consist of costs incurred related to our contemplated and completed acquisitions for the three months ended March 31, 2026 and 2025.

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 acquisition and restructuring costs, as well as TRA remeasurement expense. 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.

(unaudited; tabular dollars in thousands, except per share data)

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

	Three Months Ended March 31,	
	2026	2025
Net loss	$ (2,190)	$ (3,307)
Add back (less):		
Interest income, net	(1,362)	(1,724)
Provision for (benefit from) income taxes	(406)	(153)
Depreciation and amortization	5,473	4,324
Stock-based compensation	6,577	5,639
Acquisition and restructuring costs(1)	1,661	298
TRA remeasurement expense(2)	—	325
Adjusted EBITDA	$ 9,753	$ 5,402

(1) Acquisition and restructuring costs primarily consist of costs incurred related to our contemplated and completed acquisitions for the three months ended March 31, 2026 and 2025.

(2) TRA remeasurement expense reflects the remeasurement of the TRA liability for the three months ended March 31, 2025.

The following table presents the calculation of net 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 March 31,	
	2026	2025
Gross profit	$ 36,373	$ 30,562
Net loss	$ (2,190)	$ (3,307)
Net loss as a percentage of gross profit	(6)%	(11)%
Contribution ex-TAC(1)	$ 50,297	$ 42,729
Adjusted EBITDA	$ 9,753	$ 5,402
Adjusted EBITDA as a percentage of contribution ex-TAC	19 %	13 %

(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 acquisition and restructuring costs as well as TRA remeasurement expense and 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.

(unaudited; tabular dollars in thousands, except per share data)

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

	Three Months Ended March 31,	
	2026	**2025**
Net loss	$ (2,190)	$ (3,307)
Add back (less):		
Stock-based compensation	6,577	5,639
Acquisition and restructuring costs[(1)]	1,661	298
TRA remeasurement expense[(2)]	—	325
Income tax benefit (expense) related to Viant Technology Inc.'s share of non-GAAP pre-tax loss[(3)]	(442)	(139)
Non-GAAP net income	$ 5,606	$ 2,816

(1) Acquisition and restructuring costs primarily consist of costs incurred related to our contemplated and completed acquisitions for the three months ended March 31, 2026 and 2025.

(2) TRA remeasurement expense reflects the remeasurement of the TRA liability for the three months ended March 31, 2025.

(3) The estimated income tax effect of our share of income (loss) after non-GAAP reconciling items for the three months ended March 31, 2026 and 2025 is calculated using assumed blended tax rates of 28% and 23%, 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 acquisition and restructuring costs, as well as TRA remeasurement expense and 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"), performance stock units ("PSUs"), and nonqualified stock options ("NQSOs") are considered potentially dilutive shares of Class A common stock.

(unaudited; tabular dollars in thousands, except per share data)

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 periods presented:

	Three Months Ended March 31, 2026		Three Months Ended March 31, 2025	
	Earnings (Loss) per Share	**Non-GAAP Earnings (Loss) per Share**	**Earnings (Loss) per Share**	**Non-GAAP Earnings (Loss) per Share**
Numerator				
Net loss	$ (2,190)	$ (2,190)	$ (3,307)	$ (3,307)
Adjustments:				
Add back: Stock-based compensation	—	6,577	—	5,639
Add back: Acquisition and restructuring costs[(1)]	—	1,661	—	298
Add back: TRA remeasurement expense[(2)]	—	—	—	325
Income tax benefit (expense) related to Viant Technology Inc.'s share of non-GAAP pre-tax loss[(3)]	—	(442)	—	(139)
Non-GAAP net income	(2,190)	5,606	(3,307)	2,816
Less: Net income (loss) attributable to noncontrolling interests[(4)]	(1,735)	4,073	(2,117)	2,188
Net income (loss) attributable to Viant Technology Inc.—basic	$ (455)	$ 1,533	$ (1,190)	$ 628
Add back: Reallocation of net loss attributable to noncontrolling interest from the assumed exchange of RSUs and NQSOs for Class A common stock	—	—	—	119
Income tax benefit (expense) from the assumed exchange of dilutive securities for Class A common stock	—	—	—	(27)
Add back: Net income (loss) attributable to noncontrolling interests[(4)]	(1,735)	4,073	—	—
Income tax benefit (expense) related to the Company's share of non-GAAP pre-tax loss[(3)]	—	(1,146)	—	—
Net income (loss) attributable to Viant Technology Inc.—diluted	$ (2,190)	$ 4,460	$ (1,190)	$ 720
Denominator				
Weighted-average shares of Class A common stock outstanding —basic	17,827	17,827	16,439	16,439
Effect of dilutive securities:				
RSUs	—	736	—	2,553
NQSOs	—	1,887	—	3,047
Shares of Class B common stock	45,625	45,625	—	—
Weighted-average shares of Class A common stock outstanding —diluted	63,452	66,075	16,439	22,039
Earnings (loss) per share of Class A common stock—basic	$ (0.03)	$ 0.09	$ (0.07)	$ 0.04
Earnings (loss) per share of Class A common stock—diluted	$ (0.03)	$ 0.07	$ (0.07)	$ 0.03
Anti-dilutive shares excluded from earnings (loss) per share of Class A common stock—diluted:				
RSUs	6,504	—	5,415	—
NQSOs	4,291	—	4,899	—
PSUs[(5)]	487	487	—	—
Shares of Class B common stock	—	—	46,720	46,720
Total shares excluded from earnings (loss) per share of Class A common stock—diluted	11,282	487	57,034	46,720

(1) Acquisition and restructuring costs primarily consist of costs incurred related to our contemplated and completed acquisitions for the three months ended March 31, 2026 and 2025.

(2) TRA remeasurement expense reflects the remeasurement of the TRA liability for the three months ended March 31, 2025.

(3) The estimated income tax effect of our share of income (loss) after non-GAAP reconciling items for the three months ended March 31, 2026 and 2025 is calculated using assumed blended tax rates of 28% and 23%, respectively, which represent our expected corporate tax rates, excluding discrete and non-recurring tax items.

(4) The adjustment to net income attributable to noncontrolling interests represents stock-based compensation as well as acquisition and restructuring costs attributed to the noncontrolling interests outstanding during the period.

(5) Number of securities outstanding at the end of the period that were excluded from the computation of diluted non-GAAP earnings (loss) per share of Class A common stock because the performance conditions associated with these awards were not met assuming the end of the reporting period was the end of the performance period.

Liquidity and Capital Resources

As of March 31, 2026, we had cash and cash equivalents of $185.7 million and working capital, consisting of current assets less current liabilities, of $220.1 million, compared to cash and cash equivalents of $191.2 million and working capital of $219.2 million as of December 31, 2025.

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 for the remainder of 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 Quarterly Report.

Commitments

As of March 31, 2026, 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 $4.6 million for the remainder of 2026, $5.8 million in 2027, $4.5 million in 2028, $3.9 million in 2029, and $3.8 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 $11.8 million for the remainder of 2026, $12.1 million in 2027, and $3.0 million in 2028.

We did not have any other off-balance sheet arrangements as of March 31, 2026 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 unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report.

Income Taxes and Tax Receivable Agreement

In connection with the initial public offering ("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 unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report. As of March 31, 2026, 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 March 31, 2026, the total liability for the TRA was approximately $12.5 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 the 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 condensed 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. During the three months ended March 31, 2026, we repurchased 0.1 million shares of our Class A common stock for an aggregate amount of $1.0 million, including costs associated with the repurchases. As of March 31, 2026, $39.4 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 unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report.

Revolving Credit Facility

As of March 31, 2026, 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 March 31, 2026 and 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 March 31, 2026, 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 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 unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report.

(unaudited; tabular dollars in thousands, except per share data)

Cash Flows

Cash flows from operating, investing and financing activities, as reflected in the unaudited consolidated statements of cash flows included in Item 1 of this Quarterly Report, are summarized in the following table for the periods presented:

	Three Months Ended March 31,	
	2026	2025
Consolidated Statements of Cash Flows Data		
Cash flows provided by (used in) operating activities	$ 2,925	$ (4,452)
Cash flows used in investing activities	(3,930)	(4,038)
Cash flows used in financing activities	(4,459)	(22,680)
Net decrease in cash and cash equivalents	$ (5,464)	$ (31,170)

Cash Flows Provided by (Used in) 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 $2.9 million for the three months ended March 31, 2026, resulting primarily from net loss of $2.2 million; noncash add back adjustments to net loss of $13.1 million, including $6.6 million for stock-based compensation, $5.5 million for depreciation and amortization, $1.2 million for noncash lease expense, $(0.5) million for deferred tax assets; and a decrease of $8.0 million from changes in working capital, primarily including a net increase of $32.7 million in accounts receivable, prepaid assets and other assets related to higher sales and timing of customer collections due to seasonal fluctuations, as well as a net decrease of $39.0 million in accounts payable, accrued liabilities and accrued compensation related to timing of payments.

Cash flows used in operating activities was $4.5 million for the three months ended March 31, 2025, resulting primarily from net loss of $3.3 million, noncash add back adjustments to net loss of $11.5 million, including $5.6 million for stock-based compensation, $4.3 million for depreciation and amortization and $1.1 million for noncash lease expense; and a decrease of $12.6 million from changes in working capital, primarily including a net decrease of $15.2 million in accounts receivable, prepaid assets and other assets related to the timing of customer collections due to seasonal fluctuations, as well as a net increase of $24.7 million in accounts payable, accrued liabilities and accrued compensation related to timing of payments.

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 $3.9 million for the three months ended March 31, 2026, resulting primarily from $3.6 million of investments in capitalized software to develop our technology in support of enhancing our platform and $0.3 million of purchases of property and equipment.

Cash flows used in investing activities was $4.0 million for the three months ended March 31, 2025, resulting primarily from $3.6 million of investments in capitalized software to develop our technology in support of enhancing our platform, $0.3 million of cash paid for acquisitions and $0.1 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 $4.5 million for the three months ended March 31, 2026, resulting primarily from $3.1 million for the repurchase of stock in connection with the taxes paid related to the vesting of equity awards, $1.0 million for the repurchase of stock related to the stock repurchase program, $0.5 million for payments related to member tax distributions, and $0.3 million for payments on the tax receivable agreement liability, partially offset by $0.4 million of proceeds related to the exercise of stock options.

Cash flows used in financing activities was $22.7 million for the three months ended March 31, 2025, resulting primarily from $17.0 million for the repurchase of stock related to the stock repurchase program, $3.2 million for the repurchase of stock in connection with the taxes paid related to the vesting of equity awards and $3.6 million for payments related to member tax distributions partially offset by $1.2 million of proceeds related to the exercise of stock options.

Critical Accounting Policies and Estimates

Our unaudited condensed consolidated financial statements are prepared in accordance with GAAP. The preparation of these condensed 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 condensed consolidated financial statements. Therefore, we consider these to be our critical accounting policies and estimates.

Since the date of our Annual Report on Form 10-K for the year ended December 31, 2025, there have been no material changes in our critical accounting policies and estimates disclosed in Part II, Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

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 unaudited condensed consolidated financial statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

During the three months ended March 31, 2026, there have been no material changes in our exposure to market risk. For a discussion of our exposure to market risk, see Part II, Item 7A "Quantitative and Qualitative Disclosures About Market Risk" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

Item 4. 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 Quarterly Report. Based on such evaluation, our chief executive officer and chief financial officer have concluded that as of the end of the period covered by this Quarterly Report, 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.

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 March 31, 2026 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.

PART II—OTHER INFORMATION

Item 1. 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 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 Quarterly Report, including our unaudited condensed consolidated financial statements and the related notes included elsewhere in this Quarterly 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.

RISK FACTOR SUMMARY

Our business is subject to numerous risks and uncertainties, including those described in the "*Risk Factors*" section of this Quarterly 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;
- Our acquisition of TVision Insights, Inc. ("TVision") expands our operations into the audience measurement space and subjects us to additional risks, including risks relating to the integration of panel-based measurement technologies, the accuracy and reliability of measurement data, increased competition from established measurement providers, and intellectual property and other litigation;
- 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.

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 408 employees as of March 31, 2026. 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 enhance our capabilities and grow our business, including our acquisition of TVision, which closed on May 1, 2026. The TVision acquisition expands our operations into the audience measurement space, an area in which we have not historically competed, and subjects us to additional risks, including risks relating to the integration of panel-based measurement technologies, the accuracy and reliability of measurement data, increased competition from established measurement providers, and intellectual property and other litigation. 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.

We may not be able to recruit and retain panelist households willing to install our in-home measurement technology.

We rely on proprietary computer vision, sensor technology, and other technologies installed in panelist households to gather television, digital, and audience measurement data to track viewing attention, engagement, and co-viewing behavior from households. It may be increasingly difficult and costly to recruit households willing to permit the installation of cameras and sensors in their living spaces. Shifts in consumer sentiment around data collection, opt-in monitoring, and in-home technology, as well as heightened consumer awareness of and sensitivity to privacy, could result in greater reluctance to participate in our panels and difficulty retaining a representative panel, which could impair our ability to maintain adequate sample sizes and demographic representation. In addition, aspects of our computer vision technology that perform facial recognition may be subject to biometric privacy laws, as well as other state and local laws regulating the collection and use of biometric identifiers. Changes in or expanded enforcement of such laws could increase compliance costs, limit our ability to collect certain data, or expose us to litigation risk. As a result, ensuring that our recruited panel mirrors the behaviors and characteristics of the broader U.S. viewing population, and covers the range of demographic segments requested by our customers, presents an ongoing challenge. Additionally, as viewing habits fragment across television, connected TV, and streaming platforms, maintaining a panel that adequately captures the full spectrum of consumption behavior becomes more complex.

If we are unsuccessful in recruiting and retaining appropriate panelist households, maintaining sufficient sample sizes and demographic representation, sustaining adequate participation levels, our clients may lose confidence in our measurement services. Industry partners or customers may subject our methodologies to heightened scrutiny, seek price reductions, or shift spending to competing measurement providers. Any sustained erosion of confidence in the representativeness or reliability of data obtained from panels could materially and adversely affect our business, financial condition, and results of operations.

Criticism of our attention measurement methodology by various industry groups and market participants could adversely affect our business.

Due to the emerging and high-profile nature of our services in the television and advertising measurement industries, we could be subject to criticism from media companies, advertisers, agencies, and other market participants regarding our measurement methodologies, panel composition, or the applicability of our attention-based metrics. We strive to be transparent, impartial, and rigorous in the production of our audience attention measurement services, and we actively engage with customers and industry stakeholders to validate and refine our approach. Criticism from industry participants, including customers with competing and often conflicting demands regarding what our metrics should capture and how they should be reported, could result in decreased demand for our services. No assurance can be given that legislation or regulatory action will not be pursued in the future that would subject our business to additional oversight, which could increase compliance costs and adversely affect our business, results of operations, and cash flows.

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. In addition, through our acquisition of TVision, we have entered the audience measurement space, where we face competition from established measurement providers that may have substantially greater financial, marketing, technological and other resources than we do and may engage in aggressive pricing action or develop products and services that are superior to or achieve greater market acceptance than ours.

We also 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, panelists, 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.

If the data collected from our panelist households is not transmitted accurately, or if panelists fail to properly configure or maintain our in-home measurement devices, the quality and reliability of our measurement data could be compromised, which could adversely affect our business.

Our in-home measurement business depends on the accurate and continuous collection, transmission, and other processing of viewing data from our proprietary computer vision and sensor technology installed in panelist households. A number of factors could compromise the integrity of this data, including improper installation or configuration of our devices by panelists, physical obstruction or repositioning of cameras and sensors, failure of panelists to follow setup and usage instructions, loss of internet connectivity in panelist homes, software or firmware malfunctions, and hardware degradation or failure. If panelists do not correctly position or maintain our devices, for example, by inadvertently blocking the camera's field of view, failing to keep the device powered on, or not updating device software, the data transmitted to us may be incomplete, inaccurate, or unrepresentative of actual viewing behavior. If any of these events were to occur, our business, results of operations, and financial condition could be adversely affected.

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 return-on-advertising spend. 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 and audience measurement industries. 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 or expand into new areas, including through our acquisition of TVision and our entry into the audience measurement space, we may face a higher risk of being the subject of intellectual property claims from established measurement providers and other competitors with significant patent portfolios and other intellectual property rights. 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. Certain agreements with suppliers or clients may contain provisions where we indemnify the counterparty for damages suffered as a result of claims related to intellectual property infringement based on our data or technology, and such indemnification obligations could be expensive. 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.

In connection with our acquisition of TVision, we assumed certain pending litigation with The Nielsen Company (US), LLC ("Nielsen"). Nielsen has filed multiple patent infringement actions against TVision since 2021. Two cases remain active: (i) a 2022 action (Case No. 1:22-cv-00057, D. Del.) alleging infringement of a patent relating to Automatic Content Recognition technology used in our measurement services, for which a jury trial is scheduled for June 2026, and (ii) a 2025 action (Case No. 1:25-cv-00575, D. Del.) alleging infringement of an additional Nielsen patent. In November 2025, TVision filed antitrust counterclaims in the 2025 action alleging that Nielsen has used anticompetitive practices, including serial patent litigation, exclusionary contract terms, and monopoly power in the TV audience measurement market, to suppress competition in violation of the Sherman Antitrust Act.

While we believe the pending patent claims against us lack merit and that our antitrust counterclaims are well-founded, patent and antitrust litigation is inherently uncertain, complex, and costly. In addition, we cannot assure you that our antitrust counterclaims will result in a favorable outcome or any monetary recovery.

The cost of defending and prosecuting these matters, regardless of the outcome, could be significant and could divert the attention of management and technical personnel from our business operations. Although certain of these litigation costs and potential losses are subject to indemnification and cost-sharing arrangements under our merger agreement with TVision's former equityholders, such indemnification is subject to limitations and may not fully cover all losses we incur.

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 28.6% of the membership interests of Viant Technology LLC as of March 31, 2026. 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 March 31, 2026, 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 March 31, 2026, the total TRA liability is approximately $12.5 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 68% of the voting power of our common stock in the election of directors as of March 31, 2026. 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, 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 2. Unregistered Sales of Equity Securities and Use of Proceeds

Unregistered Sales of Equity Securities

None.

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 unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report.

In addition to shares repurchased under the stock repurchase program, during the first quarter of 2026, we repurchased shares of Class A common stock in connection with the vesting of restricted stock units to provide the holders of such restricted stock 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)
1/1/26 to 1/31/26	—	—	$ —	$ —	—	$ 40,410
2/1/26 to 2/28/26	—	—	$ —	$ —	—	$ 40,410
3/1/26 to 3/31/26	93,978	—	$ 10.50	$ —	93,978	$ 39,423
Total	93,978	—			93,978	

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

(a) None.

(b) None.

(c) During the three months ended March 31, 2026, no 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 6. Exhibits

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)
10.1*	Viant Technology Inc. Non-Employee Director Compensation Policy, effective as of June 3, 2026
10.2*	Amendment No. 2 to Second Amended and Restated Limited Liability Company Agreement of Viant Technology LLC, dated as of May 1, 2026
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
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 Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label 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.
† Furnished herewith.

SIGNATURES

Pursuant to the requirements 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: May 11, 2026	By:	/s/ Tim Vanderhook
		Tim Vanderhook **Chief Executive Officer and Chairman** **(Principal Executive Officer)**
Date: May 11, 2026	By:	/s/ Larry Madden
		Larry Madden **Chief Financial Officer** **(Principal Financial and Accounting Officer)**

Exhibit 10.1

NED Compensation Policy
Viant Technology Inc.
Non-Employee Director Compensation Policy

Amended and Restated Effective as of June 3, 2026

Each member of the Board of Directors (the "***Board***") who is not also serving as an employee of or consultant to Viant Technology Inc. (the "***Company***") or any of its subsidiaries (each such member, an "***Eligible Director***") will receive the compensation described in this Non-Employee Director Compensation Policy for his or her Board service upon and following the date first set forth above (the "***Policy Effective Date***"). An Eligible Director may decline all or any portion of his or her compensation by giving notice to the Company prior to the date cash may be paid or equity awards are to be granted, as the case may be. This policy, as amended and restated, is effective as of the Policy Effective Date and may be amended at any time in the sole discretion of the Board.

Annual Cash Compensation

The annual cash compensation amount set forth below is payable to Eligible Directors in equal quarterly installments in arrears, on or promptly following the last day of each fiscal quarter in which the service occurred. If an Eligible Director joins the Board or a committee of the Board at a time other than effective as of the first day of a fiscal quarter, each annual retainer set forth below will be prorated based on days served in the applicable fiscal quarter, with the prorated amount paid on or promptly following the last day of the first fiscal quarter in which the Eligible Director provides the service and regular full quarterly payments thereafter. All annual cash fees are vested upon payment.

1. Annual Board Service Retainer:
    a. All Eligible Directors: $50,000

2. Annual Committee Chair Service Retainer:
    a. Chair of the Audit Committee: $20,000
    b. Chair of the Compensation Committee: $15,000
    c. Chair of the Nominating and Corporate Governance Committee: $10,000

3. Annual Committee (Non-Chair) Member Service Retainer:
    a. Member of Audit Committee: $10,000
    b. Member of Compensation Committee: $7,500
    c. Member of Nominating and Corporate Governance Committee: $5,000

Expenses

The Company will reimburse Eligible Directors for ordinary, necessary and reasonable out-of-pocket travel expenses to cover in-person attendance at and participation in Board and committee meetings; provided, that the Eligible Director timely submits to the Company appropriate documentation substantiating such expenses in accordance with the Company's travel and expense processes.

Equity Compensation

Exhibit 10.1

The equity compensation set forth below will be granted under the Company's 2021 Long-Term Incentive Plan as may be amended from time-to-time, or any successor plan thereto (the "***Plan***"), and a restricted stock unit ("***RSU***") grant notice and award agreement thereunder.

1. <u>Initial RSU Grants</u>. For each Eligible Director who is first elected or appointed to the Board following the Policy Effective Date, on the effective date of such Eligible Director's initial election or appointment to the Board (or, if such date is not a market trading day, the first market trading day thereafter) (the "***Appointment Effective Date***"), the Eligible Director will automatically, and without further action by the Board or the Compensation Committee of the Board, be granted RSUs with respect to shares of the Company's common stock ("***Common Stock***") with an aggregate value of $400,000 (the "***Initial RSU Grant***"). The number of RSUs subject to the Initial RSU Grant will be determined by dividing the grant value by the closing price per share of Common Stock on the applicable Appointment Effective Date, rounded to the nearest whole share. The Initial RSU Grant will vest over a three-year period, with one-third (1/3) of the Initial RSU Grant vesting on each of the first, second and third anniversaries of the Appointment Effective Date, subject to the Eligible Director's Continuous Service (as defined in the Plan) through each such vesting date.

2. <u>Annual RSU Grants</u>. On the date of each annual stockholder meeting of the Company (each, an "***Annual Meeting***") held after the Policy Effective Date ("***Annual Grant Date***"), each Eligible Director who continues to serve as a non-employee member of the Board following such Annual Meeting (including any Eligible Director who is first appointed or elected by the Board at an Annual Meeting) will automatically, and without further action by the Board or the Compensation Committee of the Board, be granted RSUs with respect to shares of the Company's Common Stock with an aggregate value of $185,000 (the "***Annual RSU Grant***"). The number of RSUs subject to the Annual RSU Grant will be determined by dividing the grant value by the closing price per share of Common Stock on the applicable Annual Grant Date, rounded to the nearest whole share. The Annual RSU Grant will vest in full on the earlier of (i) the date of the following year's Annual Meeting (or the date immediately prior to the next Annual Meeting if the Non-Employee Director's service as a director ends at such Annual Meeting due to the director's failure to be re-elected or the director not standing for re-election); or (ii) the one-year anniversary measured from the applicable Annual Grant Date, subject to the Eligible Director's Continuous Service through such vesting date.

   With respect to an Eligible Director who, following the Policy Effective Date, was first elected or appointed to the Board effective as of a date other than the date of the Annual Meeting, on the applicable Appointment Effective Date, such Eligible Director will automatically, and without further action by the Board or the Compensation Committee of the Board, receive a grant of RSUs with respect to shares of the Company's Common Stock, the aggregate value of which will be $185,000, prorated based on the number of calendar days remaining between the applicable Appointment Effective Date and (i) the next Annual Meeting, if scheduled, or (ii) the first anniversary of the Company's last Annual Meeting, if the next Annual Meeting is not yet scheduled (the "***Prorated Annual RSU Grant***"). The number of RSUs subject to the Prorated Annual RSU Grant will be determined by dividing the prorated grant value by the closing price per share of Common Stock on the applicable Appointment Effective Date, rounded to the nearest whole share. The Prorated Annual RSU Grant will vest in full on the date of the next Annual Meeting (or the date immediately prior to the next Annual Meeting if the Non-Employee Director's service as a director ends at such Annual Meeting due to the director's failure to be re-elected or the director not standing for re-election), subject to the Eligible Director's Continuous Service through such vesting date.

3. Accelerated Vesting. Notwithstanding the foregoing, each Initial RSU Grant, Annual RSU Grant, and Prorated Annual RSU Grant will vest in full upon a Change in Control (as defined in the Plan), subject to the Eligible Director's Continuous Service through the date of such Change in Control.

AMENDMENT NO. 2
TO
SECOND AMENDED AND RESTATED
LIMITED LIABILITY COMPANY AGREEMENT
OF
VIANT TECHNOLOGY LLC

This AMENDMENT NO. 2 TO THE SECOND AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT OF VIANT TECHNOLOGY LLC (this "Amendment") is made as of May 1, 2026 by and among Viant Technology Inc., a Delaware corporation ("Managing Member"), as Managing Member, and the other members signatory hereto. Capitalized terms used but not otherwise defined in this Amendment shall have the meanings given to such terms in that certain Second Amended and Restated Limited Liability Company Agreement (the "Agreement") of Viant Technology LLC, a Delaware limited liability company (the "Company"), dated as of February 9, 2021, by and among the Managing Member and the other members signatory thereto.

RECITALS

WHEREAS, pursuant to Section 11.2 of the Agreement, the Agreement may be amended with the approval of the Managing Member and a Majority-in Interest of the Members; and

WHEREAS, the Managing Member and the undersigned Members, now desire to amend the Agreement as set forth herein.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Managing Member hereby agrees as follows:

1. Section 2.4(b)(v) of the Agreement is hereby deleted in its entirety and replaced with the following:

(v) The additional Units are issued in accordance with the express terms of the other provisions of this Article II or Section 4.5(e).

2. Section 3.2(a) and Section 3.2(b) of the Agreement are hereby deleted in their entirety and replaced with the following:

(a) Generally. The Company shall distribute an amount of Available Cash to the Members each Fiscal Year such that each Member receives distributions of Available Cash in respect of each Fiscal Year in an amount at least equal to the Member's Assumed Tax Liability for such Fiscal Year (each such distribution, a "Tax Distribution"). Any Tax Distribution made to a Member under this Section 3.2(a) shall not be treated as an advance against, and shall not reduce, future amounts otherwise distributable to such Member under Section 3.1; provided, that any excess Tax Distributions a Member receives with respect to any Fiscal Year shall reduce future Tax Distributions otherwise required to be made to such Member with respect to any subsequent Fiscal Year. Except as provided in Section 3.2(d), all Tax Distributions shall be made *pro rata* in accordance with Units.

(b) Calculation of Assumed Tax Liability. For purposes of calculating the amount of each Member's Tax Distributions under Section 3.2(a), a Member's "Assumed Tax Liability" means an amount equal to the product of:

(i) the sum of (A) the net taxable income and gain allocated to that Member for U.S. federal income tax purposes in the Fiscal Year and (B) to the extent (x) determined by the Company in its sole discretion and (y) attributable to the Company, the amount the Member is required to include in income by reason of Code sections 707(c) (but not including guaranteed payments for services within the meaning of Code section 707(c)), 951(a), and 951A(a)); *multiplied by*

(ii) the highest combined effective U.S. federal, state, and local marginal rate of tax applicable to an individual resident in Los Angeles, California (unless otherwise determined by the Company) for the Fiscal Year (such tax rate, the "Assumed Tax Rate").

The calculation required by this Section 3.2(b) shall be made (i) taking into account the character of the income or gain, any limitations on, or the availability of, deductions and net operating losses, all basis adjustments under section 734 and 743 of the Code and all allocations under Section 704(c) of the Code (including any "reverse" Section 704(c) allocations) and (ii) notwithstanding anything to the contrary, Tax Distributions to the Managing Member (or any Subsidiary thereof) shall in no event be less than an amount that will enable the Managing Member to meet both its tax obligations and its obligations pursuant to the Tax Receivable Agreement for the relevant Taxable Year.

3. The following Section 4.5(e) is hereby added after Section 4.5(d):

(e) Acquisitions by the Managing Member. Notwithstanding anything to the contrary, the Managing Member may, in its sole discretion, cause the Company to (i) distribute cash to the Managing Member (or any Subsidiary thereof) to redeem Class A Common Units held by the Managing Member (or a Subsidiary thereof) or (ii) lend cash to the Managing Member (or any Subsidiary thereof), in each case, to finance the acquisition, by merger, consolidation, acquisition of stock or assets, or otherwise, of any Person or business (an "Acquired Business") by the Managing Member (or any Subsidiary thereof). In such event, the Managing Member shall take any other action as is necessary to directly or indirectly contribute the Acquired Business to the Company and issue a number of Class A Common Units to the Managing Member or a Subsidiary thereof so as to preserve the one-to-one ratio between the number of Class A Common Units owned by the Managing Member, directly or indirectly, and the number of outstanding shares of Class A Common Stock.

4. The Agreement is hereby amended to the fullest extent necessary to effect all of the matters contemplated by this Amendment. Except as specifically provided for in this Amendment, the provisions of the Agreement shall remain in full force and effect.

5. The execution, delivery and effectiveness of this Amendment shall not operate (a) as an amendment or modification of any provision, right or obligation of any Member under the Agreement except as specifically set forth in this Amendment or (b) as a waiver or consent to any subsequent action or transaction.

6. This Amendment shall be construed and enforced in accordance with and governed by the laws of the State of Delaware, without regard to the principles of conflicts of laws thereof.

[*Signature page follows*]

IN WITNESS WHEREOF, the undersigned has duly executed this Agreement as of the date and year first above written.

VIANT TECHNOLOGY INC.

By: /s/ Tim Vanderhook
Name: Tim Vanderhook
Title: Chief Executive Officer

/s/ Tim Vanderhook
Tim Vanderhook

/s/ Chris Vanderhook
Chris Vanderhook

Capital V LLC

/s/ Tim Vanderhook
Name: Tim Vanderhook
Title: Member

VIANT TECHNOLOGY EQUITY PLAN LLC

/s/ Tim Vanderhook
Name: Tim Vanderhook
Title: Member

[*Signature Page to Amendment*]

Exhibit 31.1

CERTIFICATION

I, Tim Vanderhook, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q 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: May 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 Quarterly Report on Form 10-Q 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: May 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 Quarterly Report of Viant Technology Inc. (the “Company”) on Form 10-Q for the quarter ended March 31, 2026, 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: May 11, 2026	By:	/s/ Tim Vanderhook
		Tim Vanderhook
		Chief Executive Officer and Chairman
		(Principal Executive Officer)

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 Quarterly Report of Viant Technology Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2026, 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: May 11, 2026

By: /s/ Larry Madden
Larry Madden
Chief Financial Officer
(Principal Financial and Accounting Officer)