

IAB Technology Laboratory, Inc.

Dear Member:

We cordially invite you to attend the Annual Meeting of Members of IAB Technology Laboratory, Inc., a District of Columbia nonprofit corporation, which we refer to as the Company or IAB Tech Lab, to be held on September 27, 2023, 3:00PM, EST time in person at Tech Lab's office located at 116 East 27th Street 8th Floor, New York, NY 10016 or virtually via zoom – [register here](#).

The Annual Meeting is being held for the following purposes:

1. To elect 31 director nominees to serve as directors until the next annual meeting of Members.
2. To approve a proposal to adjourn the Annual Meeting, if necessary to gather a quorum.
3. To consider any other matters that may properly come before the Annual Meeting.

THE BOARD OF DIRECTORS OF THE COMPANY UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE ELECTION OF THE DIRECTOR NOMINEES AND “FOR” APPROVAL OF THE PROPOSAL TO ADJOURN THE ANNUAL MEETING, IF NECESSARY TO GATHER A QUORUM.

Your vote is very important. Whether or not you plan to attend the Annual Meeting, please complete, date, sign and return, as promptly as possible, the accompanying proxy card online at <https://iabtechlab.com/2023-bod-proxy-vote>. If you attend the Annual Meeting and vote in person, your vote by ballot will revoke any proxy previously submitted.

Only Members in good standing at the close of business on Wednesday July 19, 2023, the record date, are entitled to notice of and to vote at the Annual Meeting and at any adjournment or postponement thereof.

The accompanying proxy statement provides you with detailed information about the Annual Meeting and the director nominees. We encourage you to read the entire proxy statement carefully.

If you have any questions or need assistance voting, please contact Mina Pajevic, Secretary of the Corporation via e-mail at mina@iabtechlab.com.

The proxy statement is dated August 17th, 2023 and is first being sent to our Members on or about August 17th, 2023.

Thank you in advance for your cooperation and continued support.

By Order of the Board of Directors



Mina Pajevic, Secretary of the Corporation

NY, NY
August 17, 2023

IAB TECHNOLOGY LABORATORY, INC.

NOTICE OF ANNUAL MEETING OF MEMBERS

DATE: September 27, 2023

TIME: 3:00PM, EST

PLACE: In Person or Virtual, register here to attend: <https://iabtechlab.com/event/iab-tech-lab-council-meeting-2/>

- ITEMS OF BUSINESS:**
1. To elect 31 director nominees to serve as directors until the next annual meeting of Members.
 2. To approve a proposal to adjourn the Annual Meeting, if necessary to gather a quorum.
 3. To consider any other matters that may properly come before the Annual Meeting.

RECORD DATE: Only Members in good standing at the close of business on Wednesday, July 19, 2023, the record date, are entitled to notice of, and to vote at, the Annual Meeting. All Members in good standing as of that date are cordially invited to attend the Annual Meeting in person.

PROXY VOTING: **Your vote is very important.** The Annual Meeting cannot take place, and the transaction of business, including the election of directors, cannot occur unless a quorum is present, whether in person or represented by proxy. **30% of all Members entitled to vote constitutes a quorum.** Even if you plan to attend the Annual Meeting in person, we request that you complete and submit as promptly as possible, the online proxy form [available here](#) prior to the Annual Meeting to ensure that you will be represented at the Annual Meeting if you are unable to attend. Unless you attend in person, if you fail to submit your proxy card, you will not be counted for purposes of determining whether a quorum is present at the Annual Meeting.


If you are a Member in good standing, voting in person at the Annual Meeting will revoke any proxy previously submitted.

RECOMMENDATION: **The board of directors of the Company has unanimously approved the director nominees, and directs that the election of the director nominees be submitted to a vote at the Annual Meeting of Members. The board of directors of the Company recommends that you vote “FOR” the election of the director nominees and “FOR” approval of the proposal to adjourn the Annual Meeting, if necessary to gather a quorum.**

This proxy statement and a proxy card are first being e-mailed on or about August 17, 2023 to Members in good standing as of the close of business on July 19, 2023.

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE COMPLETE AND SUBMIT, AS PROMPTLY AS POSSIBLE, THE ONLINE PROXY CARD AS [INSTRUCTED HERE](#). IF YOU ATTEND THE ANNUAL MEETING AND VOTE IN PERSON, YOUR VOTE BY BALLOT WILL REVOKE ANY PROXY PREVIOUSLY SUBMITTED.

By Order of the Board of Directors



Mina Pajevic, Secretary of the Corporation

NY, NY
August 17, 2023

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QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

Please refer to the more detailed information contained elsewhere in this proxy statement and the documents referred to in this proxy statement, which you should read carefully and in their entirety. We sometimes make reference to IAB Technology Laboratory, Inc. in this proxy statement by using the terms “IAB Tech Lab,” “we,” “our,” “us,” and “the Company.” References to “the board,” “our board,” and “the board of directors” refer to the board of directors of IAB Tech Lab. References to “Members” refer to the Members of IAB Tech Lab.

Q1. Why are we calling this Annual Meeting?

A1. Our bylaws provide that directors from among the Members shall be elected annually to serve one-year terms, and that such elections should take place at an annual meeting of Members. We are calling this Annual Meeting to hold elections of directors representing the Members, in addition to any other business that may properly come before the Annual Meeting.

Q2. How does the board of directors recommend that I vote?

A2. Our board believes that the election of the director nominees identified herein is advisable and in the best interests of the Company and its Members and recommends that you vote **“FOR”** the election of the director nominees and **“FOR”** approval of the proposal to adjourn the Annual Meeting, if necessary to gather a quorum.

Q3. Who is entitled to vote at the meeting?

A3. Only Members in good standing at the close of business on the record date, July 19, 2023, are entitled to receive notice of the Annual Meeting and to vote at the Annual Meeting, or any postponement or adjournment thereof. Members are entitled to one vote on each matter to be voted upon. Under our bylaws, the requirements for being a Member in good standing include, among other things, paying membership dues, assessments and fees when due and satisfying certain other criteria set forth in our bylaws.

As of the record date, we had 553 Members in good standing.

Q4. What constitutes a quorum?

A4. The presence at the Annual Meeting, in person or represented by proxy of **30% of all Members in good standing as of the record date** will constitute a quorum for the meeting. Signed proxies received but not voted will be included in the calculation of the Members considered to be present at the meeting.

Even if you plan to attend the Annual Meeting in person, we request that you complete and submit the [online proxy card here](#) prior to the Annual Meeting to ensure that you will be represented at the Annual Meeting if you are unable to attend. Unless you attend in person, if you fail to submit your proxy card, you will not be counted for purposes of determining whether a quorum is present at the Annual Meeting.

Q5. How do I vote?

A5. You can vote by completing and [submitting the online proxy](#) as instructed. If you attend the Annual Meeting and vote in person, your vote by ballot will revoke any proxy previously submitted.

Q6. Why am I receiving this proxy statement and proxy card?

A6. You are receiving this proxy statement and proxy card because, as of July 19, 2023, the record date, you were a Member in good standing. This proxy statement describes matters on which we urge you to vote and is intended to assist you in deciding how to vote with respect to such matters.

Q7. When and where is the Annual Meeting?

A7. The Annual Meeting of Members of the Company will be held September 27, 2023, 3:00PM ET in person at IAB Tech Lab's offices (116 East 27th Street, 8th Floor, NY, NY 10016) and also virtually via Zoom.

Q8. What vote is required for the Members to elect the director nominees and transact any other business?

A8. The vote of a majority of the votes cast by the Members present at the Annual Meeting will decide any question brought before the meeting, including the election of each of the director nominees. Abstentions, if any, will not be counted as votes cast at the Annual Meeting, but will count towards the quorum.

Q9. Who can help answer any other questions I might have?

A9. If you have additional questions about the Annual Meeting, need assistance in submitting your proxy or voting PLEASE contact Mina Pajevic, Secretary of the Corporation via e-mail at mina@iabtechlab.com.

ANNUAL MEETING

Time, Place and Purpose of the Annual Meeting

This proxy statement is being furnished to our Members in advance of the Annual Meeting to be held September 27, 2023, 3:00PM EST online ([register here](#)), or at any postponement or adjournment thereof. At the Annual Meeting, Members will be asked to consider and elect the nominees for our board of directors listed in this proxy statement and to approve the proposal to adjourn the Annual Meeting, if necessary to gather a quorum.

Record Date and Quorum

We have fixed the close of business on July 19, 2023, as the record date for the determination of Members entitled to notice of, and to vote at, the Annual Meeting, and only Members in good standing on the record date are entitled to vote at the Annual Meeting. You are entitled to receive notice of, and to vote at, the Annual Meeting if you were a Member in good standing at the close of business on the record date. On the record date, there were 553 Members in good standing. You will have one vote on all matters properly coming before the Annual Meeting.

The presence at the Annual Meeting, in person, online, or represented by proxy of 30% of all Members in good standing as of the record date will constitute a quorum for the meeting. Signed proxies received but not voted will be included in the calculation of the Members considered to be present at the meeting.

Members present, including by proxy, at the Annual Meeting but who do not vote, including Members who direct an “abstention” from voting, will be counted for purposes of establishing a quorum. A quorum is necessary to transact business at the Annual Meeting. Once a Member is present at the Annual Meeting, such Member will be counted for the purpose of determining a quorum at the Annual Meeting and any adjournment of the Annual Meeting. However, if a new record date is set for the adjourned Annual Meeting, then we will need to establish a new quorum.

Vote Required, Proxies and Revocation

The election of each of the director nominees listed in this proxy statement requires the affirmative vote of a majority of the votes cast by the Members present at the Annual Meeting. You may vote “FOR,” “AGAINST” or “ABSTAIN.” Abstentions will not be counted as votes cast, but will count for the purpose of determining whether a quorum is present.

The proposal to adjourn the Annual Meeting, if necessary to gather a quorum, requires the affirmative vote of a majority of the votes cast by the Members present at the Annual Meeting, whether or not a quorum is present. Abstentions are not counted as votes cast for purposes of this proposal.

If you are a Member in good standing, you may vote on matters presented at the Annual Meeting in any of the following ways:

- by proxy—by completing and submitting a vote online at <https://iabtechlab.com/2023-bod-proxy-vote/> or;
- in person—you may attend the [Annual Meeting in person in NYC or virtual](#) and cast your vote online at that time.

If you vote by proxy, Anthony Katsur, Chief Executive Officer of the Company will vote for you in the way that you indicate. When completing the proxy card, you may specify whether you want to vote for or against or to abstain from voting on all, some or none of the specific items of business to come before the Annual Meeting.

You have the right to revoke a proxy at any time before it is exercised, by submitting a later dated proxy card, by giving written notice of revocation to our Secretary Colleen Shields, which must be filed with the Secretary by the time the Annual Meeting begins, or by attending the Annual Meeting and voting in person. Written notice of revocation should be mailed to: 116 East 27th Street, 7th Floor, Attention: Mina Pajevic, Secretary, e-mailed to mina@iabtechlab.com.

If you properly sign your proxy card but do not mark the boxes showing how you want to vote on a matter, your vote will be cast “**FOR**” the election of the director nominees listed in this proxy statement and “**FOR**” approval of the proposal to adjourn the Annual Meeting, if necessary to gather a quorum.

IT IS IMPORTANT THAT YOU SUBMIT YOUR VOTE FOR THE ANNUAL MEETING PROMPTLY. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE COMPLETE AND SUBMIT THE PROXY CARD, AS PROMPTLY AS POSSIBLE VIA THE [ONLINE PROXY FORM HERE](#) AS INSTRUCTED. MEMBERS WHO ATTEND THE ANNUAL MEETING MAY REVOKE THEIR PROXIES BY VOTING IN PERSON.

Adjournments

Although it is not currently expected, the Annual Meeting may be adjourned for the purpose of gathering a quorum if there are less than 30% of all Members in good standing as of the record date present at the time of the Annual Meeting. An adjournment generally requires the affirmative vote of a majority of the votes cast by the Members present at the Annual Meeting, whether or not a quorum is present. Any adjournment of the Annual Meeting for the purpose of gathering a quorum will allow our Members who have already sent in their proxies to revoke them at any time prior to their use at the Annual Meeting as adjourned.

Questions and Additional Information

If you have more questions about the Annual Meeting or how to submit your proxy, or if you need additional copies of this proxy statement or the enclosed proxy card or voting instructions, please contact please contact Mina Pajevic, Secretary of the Corporation via e-mail at mina@iabtechlab.com.

PROPOSAL 1: TO ELECT 31 DIRECTORS TO SERVE UNTIL THE NEXT ANNUAL MEETING AND UNTIL THEIR SUCCESSORS TAKE OFFICE

Our board is currently composed of 31 directors. Vacancies occurring for any reason in our board may be filled by (i) a majority of the directors remaining in office, (ii) our President and Chief Executive Officer or (iii) the director that is also our General Manager, if any.

Our bylaws provide that the individuals holding the positions of President and Chief Executive Officer of the Company and Treasurer of the Company, respectively, will serve as directors on our board without any election by the Members. Our bylaws also give our President and Chief Executive Officer the discretion to appoint up to three persons to serve as directors on our board, provided that such persons also hold the title of Chief Operating Officer of the Interactive Advertising Bureau (“IAB”), Executive Vice President of IAB or General Manager of the Company. In addition, our bylaws provide that all other directors be elected by the Members, and that each such Member-elected director be either (i) an employee of a Member or the Company or (ii) an officer of the Company.

Each of the nominees listed below is currently one of our directors. If elected at the Annual Meeting, each of these nominees would serve until the next annual meeting and until his or her successor has been duly elected, appointed or designated and until such director’s successor takes office, or, if sooner, until the director’s death, resignation or removal.

Directors are elected by a majority of the votes cast by Members present at the Annual Meeting, whether in person or represented by proxy. Abstentions will not be treated as a vote for or against any particular director nominee and will not affect the outcome of the election. The votes of Members represented by executed proxies will be cast, if authority to do so is not withheld, for the election of the 31 director nominees named below. Each person nominated for election has agreed to serve if elected. Our board has no reason to believe that any nominee will be unable to serve.

Paul Bannister, Chris Bell, Will Bullock, Ray Cao, Andrew Casale, Travis Clinger, Gareth Davies, Peter Day, Darien Ford, Giovanni Gardelli, Nishant Khatri, Matt Knight, Curt Larson, Duncan Lennox, Guru Mallesha, Ryan McConville, Derek Nicol, Mike Nuzzo, Brian O’Kelley, Michael Palmer, George Panagopoulos, Todd Parsons, Michael Peralta, Aleksandr Rebrikov, Chris Record, Neal Richter, Paul Ryan, Tom Sharma, Bill Simmons, Simon Trasler, Ken Weiner

Nominees for Election Until the Next Annual Meeting

The following table sets forth the name, age, Company or Member affiliation and tenure of each of our [directors who are up for re-election] at the 2023 Annual Meeting:

<u>Name</u>	<u>Company or Member Affiliation</u>	<u>Served as a Director Since</u>
Paul Bannister	Raptive	January 5, 2021
Chris Bell	Oracle Corporation	March 07, 2023
Will Bullock	Meta Platforms, Inc.	April 19, 2021
Ray Cao	TikTok Inc.	March 03, 2021
Andrew Casale	Index Exchange, Inc.	November 9, 2017
Travis Clinger	LiveRamp	September 16, 2020
Gareth Davies	Neustar, Inc.	February 23, 2023
Peter Day	Quantcast	November 01, 2022
Darien Ford	MadHive	May 10, 2023
Giovanni Gardelli	Yahoo Inc.	August 04, 2021
Nishant Khatri	PubMatic	June 21, 2022
Matt Knight	GroundTruth	June 08, 2023
Curt Larson	Sharethrough, Inc.	September 29, 2021
Duncan Lennox	Google	August 8 th , 2023
Guru Mallesha	InMobi	May 31, 2023
Ryan McConville	NBCUniversal Inc.	January 06, 2021
Derek Nicol	Paramount	April 14, 2020
Mike Nuzzo	Hearst	January 01, 2023
Brian O’Kelley	Scope3	January 06, 2023

Michael Palmer	GroupM	May 13, 2019
George Panagopoulos	Experian Marketing Services	September 07, 2023
Todd Parsons	Criteo SA	August 16, 2021
Michael Peralta	T-Mobile Marketing Solutions, a Division of T-Mobile USA, Inc.	October 11, 2021
Aleksandr Rebrikov	Microsoft Corporation	November 03, 2021
Chris Record	Pandora Media, LLC	January 27, 2020
Neal Richter	Amazon.com, Inc.	May 03, 2021
Paul Ryan	OpenX Technologies, Inc.	June 17, 2020
Tom Sharma	Integral Ad Science, Inc.	June 04, 2021
Bill Simmons	The Trade Desk	November 01, 2022
Simon Trasler	Magnite	September 22, 2022
Ken Weiner	GumGum, Inc.	August 5, 2019

The following includes a brief biography of each of the nominees standing for election to the board of directors at the Annual Meeting, based on information furnished to us by each director nominee [, with each biography including information regarding the experiences, qualifications, attributes, or skills that caused our board to determine that the applicable nominee should serve as a director].

Director Nominees

Paul Bannister, Chief Strategy Officer, Raptive

Paul is the Chief Strategy Officer at Raptive, the world's largest ad management service, providing the technology and services that help the highest quality publishers grow their businesses and maximize success. The company serves over 3,000 independent publishers whose distinctive voices are shaping the open web. The company's collective of creators reaches more than 160 million monthly unique visitors, ranking as the 11th largest digital entity and as #1 in Food, Family, and Home. Paul focuses on new product innovation, strategic partnerships, and corporate development at Raptive. During his time at Raptive, he led the company's transition to a programmatic-first approach, spearheaded the early adoption of header bidding, and directed the transition to a publisher services model. Paul has worked in digital media and advertising since the mid-90s, starting a major video game publisher out of his parent's basement. He worked for early internet pioneers including USWeb/CKS and CMP Media.

Chris Bell, Head of Product, Oracle Advertising

Chris Bell is an entrepreneur and executive who leads and aligns business critical functions (including operations, product development, marketing, finance, and external partners) to ensure the business executes its strategy and scales effectively. Chris brings more than 20 years of experience building companies and products to serve consumers, small-businesses, and advertisers. Chris graduated from both MIT Sloan and UC Berkeley.

Chris is an analytically-focused product development and marketing leader; devoted to understanding and representing the voice of the customer. He is driven to ensure that products solve pain-points customers have (and understand) while developing positioning that conveys the key value propositions that speak to those needs.

Will Bullock, Director, Statistic & Privacy (R&D), Meta

Ray Cao, Managing Director, Head of Global Product Strategy & Operations, TikTok Inc.

Ray (Jiayi) Cao is the Managing Director, Head of Global Product Strategy and Operations for TikTok, the leading short-form video platform designed to inspire creativity and bring joy. He's responsible for building innovative long-term product solutions and setting the global strategic product vision for the commercial team. Ray builds products that provide brands and marketers the tools to be creative storytellers and meaningfully engage with the TikTok community.

Prior to TikTok, Ray was the Commercialization Lead at Google where he provided strategic commercial leadership, conducted analysis, and determined how best to scale B2B solutions in the go-to-market strategy for Google Shopping Ads.

Andrew Casale, President & CEO, Index Exchange

As President and CEO of Index Exchange, Andrew leads 300 of the brightest minds in advertising technology across the U.S., Canada and Europe. With a sharp focus on delivering benefits to media companies like The New York Times, Hearst, Daily Mail and Conde Nast as they tackle the world of automation, he's built Index Exchange as one of the only pure-play and transparent ad exchanges in the advertising ecosystem. While he's responsible for providing strategic direction and market vision to the company at large, he's also hands on with all day-to-day corporate operations.

Andrew has a unique penchant for the advertising industry and the promise of its automated future. At only age 15, he was a strategic advisor for his family company, Casale Media – one of the first ad tech startups built to help marketers manage online ad inventory. 15 years later, he's pivoted his family's company Casale Media into Index Exchange. By doubling down on investments in engineering and infrastructure, he's continued to grow the company's revenue by over 100% y/y and adding headcount when needed to bolster the company's offering.

As a respected industry thought leader, Andrew is widely sought-after for his expertise and opinions on programmatic and exchange-traded media, and the growing need to transact with transparency at the forefront of the conversation. Andrew's bylines and media contributions have appeared in numerous publications including Ad Age, Adweek, AdExchanger, The New York Times and The Wall Street Journal.

Travis Clinger, SVP, Addressability & Ecosystem, LiveRamp

As Senior Vice President of Addressability and Ecosystem at LiveRamp, Travis is responsible for leading the company's global digital advertising ecosystem strategy: leading strategic initiatives, advancing global partnerships, and overseeing the business development and go-to-market strategies for key addressability products and initiatives. The Authenticated Traffic Solution is one such product, enabling publishers to link their first party identity to IdentityLink and then connect to the IdentityLink infrastructure LiveRamp has built across partner platforms to enable marketers to buy and measure on IdentityLink. Travis is a co-founder and Board Member of the Advertising ID Consortium, advocating for people-based identifiers to be transacted across the open Internet. Prior to joining LiveRamp, Travis was a director at Epic Systems responsible for implementing systems that managed sensitive healthcare information. Travis holds a BA in Political Science from Rollins College.

Paul holds a BSE, EECS from Princeton University, an MS in Computer Science from John Hopkins University and an MBA from the Wharton School at the University of Pennsylvania

Gareth Davies, SVP, Product, Neustar, a TransUnion Company

A seasoned marketing technology leader, Gareth joined TransUnion in 2022 to lead the expansion of the TruAudience platform across Identity, Audiences, Data Collaboration and Credit Informed Marketing.

Prior to TransUnion, Gareth led global product strategy and development for LiveRamp Safe Haven, and brings over 15 years of product and company building experience, including leadership roles at Google, DoubleClick, and as the founder and CEO of Adbrain, – an award-winning identity resolution company, acquired by The Trade Desk.

Gareth is an active member of the marketing and data-technology ecosystem in both the US and Europe through his work with San Francisco tech entrepreneur group GBX, Tech London Advocates, and acts as an advisor to several high growth data and mar-tech companies. In 2017, The American Marketing Association named Davies '4 under 40' in recognition of his contribution to innovation within marketing technology.

Peter Day, Chief Technology Officer, Quantcast

As Chief Technology Officer at Quantcast, Peter is responsible for the development of products and technology that empower marketers and publishers to know and grow their audiences as they buy and sell effective advertising. Prior to joining Quantcast, he spent 12 years working in the financial markets in a variety of roles in the quantitative finance sphere, including low latency pricing and portfolio analytics, culminating in a role at UBS where he was responsible for equity derivatives risk and pricing technology globally.

Peter has a Ph.D. in machine learning and had a brief career in academia. He lives in the San Francisco Bay Area with his family.

Darien Ford, Chief Technology Officer, Madhive

Darien Ford is an experienced technology leader who has led product development and built high-value teams across various industries, including gaming, financial services, video security, and adtech. As Chief Technology Officer at Madhive, Darien is responsible for scaling Madhive's tech stack and building a world-class engineering team to continue delivering seamless modern TV advertising solutions for clients.

Before joining Madhive, Darien led the engineering organizations at Affirm and Capital One. At the banking institution, he built product, go-to-market, and customer success teams to support a new line of business, Capital One Software, in addition to developing products that streamlined workflows and enhanced productivity for the company's 10,000+ engineers.

An avid outdoorsman, Darien can be found hiking, skiing, snowshoeing, or biking. He lives with his wife and kids in the mountains of NY.

Giovanni Gardelli, Senior Director, Ad Targeting, Identity Products, Yahoo

Gio Gardelli is responsible for all ad products covering audience & contextual targeting, as well as identity for Yahoo. Since he joined Yahoo in 2018, he has been focusing on building solutions to prepare advertisers and publishers for a future without cookies & IDFAs, including ConnectID, Next Gen Audience targeting, and more.

Nishant Khatri, SVP, Product, PubMatic

Nishant is a seasoned product executive with decades of experience building and launching successful internet and high-tech products. As Senior Vice President, Product Management, he is responsible for driving global product innovation and development across all of the products and solutions. He joined PubMatic in 2015 as the header bidding Product Manager, devising strategies with Prebid and OpenWrap to establish PubMatic as having one of the most thoughtful solutions in the industry. Since then Nishant has taken up increasing levels of product leadership roles, building a solid team that drives PubMatic's RTB platform and pipes in addition to our marketplace quality, omni-channel monetization, analytics platform, and efficiency.

Prior to PubMatic, Nishant led new product innovation, platform and mobile audience related products at Groundtruth, playing a key role in what was then a rapidly growing location based mobile advertising platform. He has deep insights into the

location based mobile ad technology market. These experiences were more centered on the buy side of the eco-system, including prior ones that involved the use of machine learning applications in search and contextual advertising at Microsoft and Yahoo.

Nishant grew up in India and moved to Bay Area to do his MBA at Stanford University Graduate School of Business. He is also an Electronics and Communication engineer, and has professionally worked on building robotic systems before working in ad tech.

Matt Knight, VP, Engineering, GroundTruth

Curt Larson, Chief Product Officer, Sharethrough

Mr. Larson is the Chief Product Officer of Sharethrough, where he leads all product work. Sharethrough was an early innovator in native advertising, and has since applied the principles of native to become an enhanced omniformat exchange. He is also heavily involved in the industry, authoring numerous industry specifications helping to advance the state of advertising technology. Prior to Sharethrough, after spending 5 years at Deloitte Consulting managing large-scale systems implementation projects, he led the rollout of new mobile handsets and services for Vodafone Japan. He then moved to Silicon Valley and led several product management teams, including as a founding employee at Jibe mobile (now Google), and growing and taking RingCentral public.

Mr. Larson has a degree in Computer Science and an MBA from University of Missouri- Columbia.

Guru Mallesha, VP, Engineering, InMobi

Duncan Lennox, Vice President/GM, Ads Privacy & Safety, Google

Ryan McConville, EVP, Ad Platforms, NBCUniversal Inc.

Derek Nicol, VP, Advertising Technology, Paramount

Mike Nuzzo, VP, Data Solutions, Hearst

Mike is an award-winning senior leader with over twenty years of experience targeting consumers in the digital realm. He is currently the Vice President, Head of Audience Intelligence & Insights at Hearst, where he is responsible for the democratization of data intelligence and audience activation. He has developed data monetization and productization strategies for the entire Hearst Magazines House of Brands and leads a team of Solution Engineers who specialize in data sales and business development.

Prior to joining Hearst, Mike served as Senior Program Director at Salesforce, where he provided oversight to critical projects and cross-functional teams working on data, privacy, and activation initiatives. He was also held roles in revenue operations, solutions operations, and media planning at companies like Krux, Collective and Havas where he has gained extensive experience in sales and operations management, digital media, sales forecasting, data management.

Mike holds a Bachelor of Science in Finance and Marketing from the Wallace School of Management at Boston College. He has been recognized with numerous awards, including the Media Plan of the Year – Interactive by Media Week, a Cannes Lion Bronze, an Effie Award, and a Maven Award.

Brian O’Kelley, CEO & Co-Founder, Scope3

Brian O’Kelley is CEO and co-founder of Scope3, the source of truth for supply chain emissions data. A respected entrepreneur and executive with a track record of building companies that have defined and led multi-billion dollar categories, Brian was the co-founder and CEO of AppNexus through its \$1.6B sale to AT&T in 2018. He co-founded Waybridge, a supply chain technology company, and served as CTO of Right Media through its successful acquisition by Yahoo.

Credited with the invention of programmatic advertising and the online ad exchange, Brian is deeply committed to technology-driven innovations that benefit society while improving the health of the planet. Brian is an active board member of Tech:NYC. Brian has been named to Crain’s 40 Under 40, Adweek 50 and Silicon Alley 100 lists, holds multiple patents, and was recognized as an E&Y Entrepreneur of the Year in the New York region in 2012. Brian was an early supporter of Girls Who Code and the Marshall Plan for Moms and is deeply committed to making the technology industry more inclusive.

Brian has a B.S.E. in Computer Science from Princeton University. He lives in Brooklyn with his wife, two daughters, and two cats.

Michael Palmer, Global Vice President, Emerging Technologies, GroupM

Michael Palmer is originally from a small town in upstate New York. As an undergraduate at Vassar College he majored in history and political science and holds advanced degrees from Cornell, Harvard and the Stern School of Business. Prior to settling into a career in software development, Michael had previously worked a wide variety of jobs, including being a college lecturer, a wilderness guide and a factory shift manager. After working for several years as a software product manager for a clinical trial software, Michael helped found a small business intelligence company, where he ran operations. After selling and successfully exiting this company, Michael joined GroupM via Xaxis where he has worked for the last five years in several technology-related roles. He is currently GroupM’s global Vice President for Emerging Technologies.

George Panagopoulos, Chief Technology Officer, Experian Marketing Services

George is an experienced technical leader with over two decades leading global engineering efforts across multiple industries including promotional marketing, AdTech, retail, brand, LED manufacturing, and video management for sporting arenas. An early adopter of cloud technologies, he led multiple transitions to cloud while modernizing core capabilities, enabling real-time data processing, and integrating the physical to digital world.

Todd Parsons, Chief Product Officer, Criteo

Todd Parsons is Chief Product Officer of Criteo, SA, responsible for product strategy and innovation to diversify Criteo’s platform offerings. For 15+ years, Todd has built marketing solutions at the intersection of consumer identity and data. Prior to Criteo, his team established OpenX as the first people-based programmatic marketplace. As CPO of SocialCode, Todd led development of products to activate and measure first-party audiences across Facebook, Amazon, YouTube and other platforms. Earlier, Todd led

Acxiom's Marketing Services business and founded two venture-backed startups; Aditive, acquired by Acxiom in 2014, and BuzzLogic, the first SaaS for social media measurement and analytics.

Michael Peralta, Vice President, T-Mobile Advertising Solutions

As the VP and GM of Marketing Solutions for T-Mobile Mike Peralta is responsible for driving T-Mobile's targeted advertising, measurements, and insights business. Mike has over 20 years of extensive domestic and international experience in technology and media. He has served in a variety of executive roles across publishing and ad technology in companies like Criteo, AudienceScience, MediaMath, AOL, Advertising.com, and most recently as Global CRO at Future PLC.

He holds a BS degree in Environmental and Civil Engineering from Rensselaer Polytechnic Institute and has done graduate work in Management and Public Policy from New York University. In addition, he serves as an advisory board member to a number of startups and VC funds and did a stint as an Assistant Dean for a semester at Sea Voyages.

Aleksandr Rebrikov, Partner Software Architect, Microsoft Corporation

Chris Record, Senior Vice President, Platform & Partner Operations, Pandora

Neal Richter, Director, Advertising Science, Amazon DSP, Amazon Advertising (Chairman)

With 20 years of software experience, Neal is focused on optimizing business needs, leading tech teams to create relevant and effective data-driven products that build the bottom line and deliver client value. Prior to entering advertising technology, Neal worked at RightNow Technologies, an early CRM vendor that sold to Oracle in 2011. There Neal led a team of AI/ML engineers that pioneered the use of sentiment analysis, natural language processing and content search systems in over 36 languages within automated customer service systems. Neal currently serves as co-Chair of the OpenRTB protocol that standardized the process of RTB, the Deal-ID and the Native ads format and the new Ads.txt standard.

Paul Ryan, Chief Technology Officer, PubMatic, Inc.

Paul Ryan is the chief technology officer at OpenX where he oversees the company's technology and product development. He leads a global team of more than 150 engineers, data scientists and product managers tasked with fostering the development of new, innovative programmatic technology. Prior to OpenX, Paul held CTO roles at Yellow Pages Group, Leads360, and Overture. During his time at Overture, Paul was principally responsible for engineering the world's first high-scale auction-based market for the web, an innovation that established the foundation of today's \$45 billion programmatic marketplace.

Paul holds a BSE, EECS from Princeton University, an MS in Computer Science from John Hopkins University and an MBA from the Wharton School at the University of Pennsylvania.

Tom Sharma, Chief Product Officer, Integral Ad Science

Bill Simmons, Vice President, Product, The Trade Desk

Simon Trasler, Senior Vice President, Engineering, Magnite

As Senior Vice President in Engineering at Magnite, Simon is responsible for the engineering teams that develop and innovate Magnite's DV+ supply-side platform and Demand Manager header bidding solution.

He has worked in software development since 1998, first in e-commerce, then finance, and is now closing on 10 years in the advertising industry. He specializes in highly-available, high-throughput, transactional systems. Within Tech Lab, he has contributed to the development of several standards, most notably VAST 4.2.

Simon holds a Ph.D. in Mathematics from Brunel University.

Ken Weiner, Chief Technology Officer, GumGum

Ken Weiner leads the engineering, product, and supply teams behind the industry's top computer vision platform for marketers and rights holders. As an active member of the ad tech community, Weiner is a guest columnist for VentureBeat and Forbes, a frequent speaker at conferences and a participant of industry groups such as IAB's OpenRTB Working Group. He also runs the LA AdTech Meetup which brings together ad tech engineers and product managers. Weiner was LA Business Journal's 2015 CTO of the Year, and in 2003, he was included in the InfoWorld 100 for his work on uPortal, an open-source web portal framework for the higher education community.

Before coming to GumGum, Weiner was the Director of Engineering at the lead-generation platform LowerMyBills.com, acquired by Experian in 2005. He has also worked as an open-source software consultant, a project manager and an instructor at Interactive Business Solutions, acquired by Unicon Inc. in 2003. Weiner received a B.S. from UCLA and currently lives in Los Angeles. Away from the office, he enjoys mountain biking, hiking, California native plants, jazz music and playing the saxophone.

OUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE ELECTION OF THE DIRECTOR NOMINEES.

Information about our Management and Other Directors

The following table sets forth certain information regarding our current officers [and non-Member-elected directors]:

<u>Name</u>	<u>Company or Member Affiliation</u>	<u>Served as a Director Since</u>
David Cohen	IAB Technology Laboratory, Inc. Interactive Advertising Bureau, Inc.	June 1, 2020
Anthony Katsur	IAB Technology Laboratory	August 02, 2021
Sheryl Goldstein	Interactive Advertising Bureau, Inc.	November 04, 2021

Management [and Other Directors]

David Cohen, Chief Executive Officer, IAB

David Cohen joined IAB in 2020 as CEO. Cohen is a widely respected advertising agency leader who, prior to IAB, served as President, North America for MAGNA, Interpublic Group's (IPG) centralized media intelligence, investment, and innovation arm. In this role, Cohen was responsible for more than \$20 billion in media spend. During his tenure, Cohen structured and executed large global transactions on behalf of IPG and its clients, with such major IAB member companies as Facebook, Google, Microsoft, Spotify, Twitter, and Verizon Media.

Prior to MAGNA, Cohen served as Chief Investment Officer of UM, ensuring that digital innovation, data, and technology acumen flowed throughout the agency to drive performance. From 2001 to 2011, Cohen served in critical, transformational roles at UM during the explosive growth of digital advertising, including Chief Media Officer, Chief Digital Officer, and Executive Vice President, U.S. Director of Digital Communications. In the late 1990's, Cohen was responsible for launching and building IPG's digital practice.

Cohen has a long history of working with trade organizations including IAB and 4As, where he served as chairman of the Interactive Marketing Committee. He has also been instrumental in initiating several vital industry-wide programs, including the cross-industry video initiative currently being facilitated by EY. Cohen is a Queens native, with a bachelor's degree in communications from Adelphi University. He was recognized by Adweek as a "Media All Star" and was part of the "Adweek 50" in 2012.

Anthony Katsur, Chief Executive Officer, IAB Tech Lab

Anthony Katsur is a media technology veteran with more than twenty-five years of executive leadership and technical experience at innovative technology companies in the digital media industry.

Most recently, Anthony was SVP, Strategy, Operations and Corporate Development at Nexstar Media Group, Inc., the largest local broadcaster in the United States. Anthony was responsible for overseeing strategy, technology platforms and corporate development across Nexstar's portfolio of digital assets.

Prior to Nexstar, Anthony served as President of Sonobi, where he implemented their product and go to market strategy around people-based marketing. Anthony recruited, and led highly effective teams while driving strategic partnerships with leading media companies, agencies and brands.

Prior to Sonobi, Anthony held global leadership roles at Rubicon Project as EVP of Business Operations and General Manager of Buyer Cloud. He also held global executive roles at MediaMath and Maxifier, where he served as CEO. Earlier in his career, he joined DoubleClick via the acquisition of NetGravity where he lead multiple engineering divisions and also fulfilled several product leadership and general management roles.

Anthony is an active participant at industry conferences, speaking about the latest ends in advertising at the National Association of Broadcasters, AdAge's Brand Summit, Advertising Week, Broadcasting & Cable, AdMonsters and GABBCON. He has been quoted on

industry trends and provided thought leadership in The Wall Street Journal, AdAge, Adweek, AdExchanger, MediaPost, Econsultancy and Digiday, among others.

Sheryl Goldstein, Executive Vice President, Member Engagement & Development, IAB

A “net vet” with 20+ years of driving meaningful revenue through insights into action consultative selling in the dynamic digital landscape (Yahoo, AOL, About.com). Adept at building successful sales teams, developing go-to-market sales strategies and gaining consensus across company divisions. Experience includes mobile, tech (DSP, PMP, Exchange) and data driven solutions, social media and word of mouth marketing, Website development and design, online media and marketing and cross-platform media experience (TV, Radio and live-event). A passionate leader and relationship builder who is committed to exceeding goals and expectations for clients, her team and company.

PROPOSAL 2: ADJOURNMENT OF THE ANNUAL MEETING

The Adjournment Proposal

If the number of Members present or represented by proxy at the Annual Meeting is less than the number required for a quorum, which is 30% of all Members in good standing as of the record date, then we intend to move to adjourn the Annual Meeting in order to enable our board of directors and management to take any actions necessary to gather a quorum. In that event, we will ask our Members to vote only upon the adjournment proposal, and not the proposal to elect the director nominees.

In this proposal, we are asking you to authorize the holder of any proxy solicited by our board of directors to vote in favor of granting discretionary authority to the proxy holder to adjourn the Annual Meeting for the purpose of gathering a quorum, if necessary. If our Members approve the adjournment proposal, we could adjourn the Annual Meeting and any adjourned session of the Annual Meeting and use the additional time to gather a quorum.

Vote Required for Approval and Board Recommendation

Approval of the proposal to adjourn the Annual Meeting, if necessary to gather a quorum, requires the affirmative vote of a majority of the votes cast by the Members present at the Annual Meeting, whether or not a quorum is present. For the proposal to adjourn the Annual Meeting, you may vote “**FOR**,” “**AGAINST**” or “**ABSTAIN**.” Abstentions are not counted as votes cast for purposes of this proposal.

Our board of directors believes that, if the number of Members present or represented by proxy at the Annual Meeting is less than the number required for a quorum, which is 30% of all Members in good standing as of the record date, it is in the best interests of the Members to enable our board of directors to continue to seek to gather a quorum so that we can fulfill the requirements of our bylaws and the District of Columbia Nonprofit Corporation Act of 2010, as applicable, to hold an annual meeting of Members and hold elections of directors.


Our board of directors unanimously recommends that you vote “FOR” approval of the proposal to adjourn the Annual Meeting to a later date, if necessary to gather a quorum.

OTHER INFORMATION

THIS PROXY STATEMENT DOES NOT CONSTITUTE THE SOLICITATION OF A PROXY IN ANY JURISDICTION TO OR FROM ANY PERSON TO WHOM OR FROM WHOM IT IS UNLAWFUL TO MAKE SUCH PROXY SOLICITATION IN THAT JURISDICTION. YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED IN THIS PROXY STATEMENT TO VOTE AT THE ANNUAL MEETING. WE HAVE NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH INFORMATION THAT IS DIFFERENT FROM WHAT IS CONTAINED IN THIS PROXY STATEMENT. THIS PROXY STATEMENT IS DATED FEBRUARY 10, 2022. YOU SHOULD NOT ASSUME THAT THE INFORMATION CONTAINED IN THIS PROXY STATEMENT IS ACCURATE AS OF ANY DATE OTHER THAN THAT DATE, AND THE MAILING OF THIS PROXY STATEMENT TO MEMBERS DOES NOT CREATE ANY IMPLICATION TO THE CONTRARY.

It is important that your proxy be returned promptly. The proxy may be revoked at any time by you before it is exercised. If you attend the Annual Meeting and vote in person, your vote by ballot will revoke any proxy previously submitted.

By Order of the Board of Directors



Mina Pajevic, Secretary of the Corporation