



CHARTER OF THE AUDIT COMMITTEE

Purpose and Policy

The role of the Audit Committee (the “**Committee**”) of Outbrain Inc. (the “**Company**”) shall be to act on behalf of the Company’s Board of Directors (the “**Board**”) in fulfilling the Board’s oversight responsibilities with respect to the Company’s risk management practices, corporate accounting and financial reporting practices, the Company’s systems of internal control over financial reporting, and audits of the Company’s financial statements as well as the quality and integrity of the Company’s financial statements and reports and the qualifications, independence and performance of the Company’s independent registered public accounting firm (the “**Auditors**”). Additionally the Committee will support the Board in other Company compliance matters.

The operation of the Committee shall be subject to the bylaws of the Company, as in effect and as may be amended from time to time, and Section 141, or its equivalent, of the Delaware General Corporation Law. The Committee performs its role by providing independent oversight to the Board.

The goal of the Committee, in discharging these obligations, shall be to maintain and foster an open avenue of communication among the Committee, the Auditors and the Company’s management.

This Committee Charter (the “**Charter**”) sets out the authority for the Committee to carry out the responsibilities established for it by the Board as articulated in the Charter.

Composition

The Committee shall consist of at least three (3) members of the Board that are “independent” of the Company. As such, the members of the Committee shall satisfy the independence and financial literacy requirements established by applicable laws, rules and regulations of the U.S. Securities and Exchange Commission (the “**SEC**”) and the Nasdaq Stock Market (“**Nasdaq**”). All Committee members shall have a working familiarity with basic finance or accounting practices and be able to read and understand financial statements as well as collectively possess knowledge of audit, finance, corporate governance and risk management matters. Additionally, at least one (1) member of the Committee shall be an “audit committee financial expert” as defined under Regulation S-K, promulgated under the Securities Act of 1933, as amended.

The Board will designate the Chair of the Committee and will appoint Committee members.

Meetings and Minutes

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. Minutes of each meeting of the Committee and resolutions relating to any action taken by the Committee by unanimous written consent shall be prepared and made available to each director of the Company and the Secretary of the Company promptly after each meeting or action, as the case may be.

A quorum for the Committee shall be a majority of its members.

Authority

The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have authority to retain, at the Company's expense, special legal, accounting or other advisors or consultants as it deems necessary or appropriate in the performance of its duties. The Committee shall have authority to require that any of the Company's employees, counsel, Auditors, investment bankers, or any other consultant or advisor to the Company, attend any meeting of the Committee or meet with any member of the Committee or any of its special legal, accounting or other advisors and consultants.

While the Committee possesses the responsibilities and powers set forth in this Charter, the Committee does not itself prepare financial statements or perform audits, and its members are not auditors or certifiers of the Company's financial statements or other records. The Committee may act in reasonable reliance on the Company's management, the Auditors and any other advisors and experts as it deems necessary or appropriate to fulfill its duties.

Responsibilities

The primary responsibility of the Committee shall be to oversee the Company's financial reporting process (including direct responsibility for the appointment, compensation, retention and oversight of the Auditors) on behalf of the Board and to report the results of these activities to the Board. The Committee's functions and procedures should remain flexible to address changing circumstances most effectively. To implement the Committee's purpose and policy, the Committee shall be charged with the following functions and processes, with the understanding, however, that the Committee may supplement or, except as otherwise required by applicable law or the requirements of Nasdaq, deviate from these activities as appropriate under the circumstances, and is empowered to take such other actions as necessary to complete its independent responsibilities hereunder:

1. To evaluate the performance of the Auditors, to assess their qualifications (including their internal quality-control procedures and any material issues raised by that firm's most recent internal quality-control or peer review or any investigations by regulatory authorities) and to determine whether to retain or to terminate the existing Auditors or to appoint and engage new auditors for the ensuing year.

2. To review and approve engagements of the Auditors, prior to commencement of such engagements (unless in compliance with exceptions available under applicable laws and rules related to immaterial aggregate amounts of services), to perform all proposed services, including the scope of and plans for the audit, the adequacy and qualifications of their staffing, the compensation to be paid to the Auditors, and the negotiation and execution, on behalf of the Company, of the Auditors' engagement letters and contract documents, which approval may be pursuant to preapproval policies and procedures

established by the Committee consistent with applicable laws and rules, including the delegation of preapproval authority to one or more Committee members so long as any such preapproved decisions are presented to the full Committee for final decision making at its next meeting.

3. To review and approve engagements of the Auditors, prior to commencement of such engagements (unless in compliance with exceptions available under applicable laws and rules related to immaterial aggregate amounts of services), to perform any proposed permissible non-audit services, including the scope of any plans for the service and the compensation to be paid to the Auditors, which approval may be pursuant to preapproval policies and procedures established by the Committee, consistent with applicable laws and rules, including the delegation of preapproval authority to one or more Committee members, so long as any such preapproved decisions are presented to the full Committee at its next meeting.

4. To monitor the assignment and rotation of the partners of the Auditors on the Company's audit engagement team, as required by applicable law, and to consider periodically and, if deemed appropriate, to adopt a policy regarding rotation of auditing firms.

5. At least annually, to receive and review written statements from the Auditors delineating all relationships between the Auditors and the Company consistent with Rule 3526 of the Public Company Accounting Oversight Board, to consider and discuss with the Auditors any disclosed relationships or services that could affect the Auditors' objectivity and independence, or that might pose an actual or potential conflict of interest, and to assess and otherwise take appropriate action to oversee the independence of the Auditors.

6. To consider and, if deemed appropriate, adopt a policy regarding Committee preapproval of employment by the Company of individuals formerly employed by the Company's Auditors and engaged on the Company's account. Management will coordinate with the Auditors to ensure that the Auditors' independence is not impaired by hiring former or current Auditor partners, principals or professional employees for certain Company positions. Any employment opportunities with the Company for a former or current Auditor partner, principal, or professional employee should be discussed with the Auditors' Partner/Manager and approved by the Committee before entering into substantive employment conversations with the former or current Auditors' partner, principal or professional employee, when such opportunity relates to serving (1) as chief executive officer, controller, chief financial officer, chief accounting officer, chief business officer, or any equivalent position for the Company or in a comparable position at a significant affiliate of the Company, (2) on the Company's Board, (3) as a member of the Committee or (4) in any other position that would cause a potential violation of the securities law and regulations, or other applicable laws, or create the appearance of a significant conflict or impropriety with the Company.

7. To meet at least once during each fiscal quarter and as deemed necessary by the Committee. In addition, the Committee shall meet not less than twice annually with senior management of the Company and the Auditors in separate executive sessions. In connection with separate executive sessions held with the Auditors, the Committee shall discuss matters relevant to the quality and integrity of the Company's financial reporting, the results of the Auditor's examinations, and any other matter that the Committee, the Auditors or senior management feel should be discussed in private and confidence, as well as inquire as to the Auditors' evaluation of the Company's financial and accounting.

8. To review, upon completion of the Company audit, the financial statements to be included in the Company's Annual Report on Form 10-K and to recommend whether or not such financial statements should be included and/or modified or corrected in any way.

9. To discuss with the Auditors and management of the Company results of the annual audit, including the Auditors' assessment of the quality, not just acceptability, of accounting principles, the reasonableness of significant judgments and estimates (including material changes in estimates), any audit adjustments noted or proposed by the Auditors (whether "passed" or implemented in the financial statements), the adequacy of the disclosures in the financial statements, and any other matters required to be communicated to the Committee by the Auditors under Statement on Auditing Standards No. 114 and SEC Rule 2-07.

10. To discuss with management of the Company and the Auditors the results of the Auditors' review of the Company's quarterly financial statements, prior to public disclosure of quarterly financial information, if practicable, or the filing with the SEC of the Company's Quarterly Report on Form 10-Q, and any other matters required to be communicated to the Committee by the Auditors under Statement on Auditing Standards No. 114 and SEC Rule 2-07.

11. To review and discuss with management of the Company and the Auditors, as appropriate, the Company's disclosures contained under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" in its periodic reports to be filed with the SEC.

12. To review and discuss with management of the Company, prior to public disclosure, earnings press releases as well as the substance of financial information and earnings guidance, if any, provided to analysts and ratings agencies, which discussions may be general discussions of the type of information (including the use of pro forma information) to be disclosed or the type of presentation to be made.

13. To review with management of the Company and the Auditors significant issues that arise regarding accounting principles and financial statement presentation, or compliance with applicable laws, including, but not limited to, critical accounting and financial policies and the application of those policies, the potential effect of alternative accounting policies available under generally accepted accounting principles ("**GAAP**"), the potential impact of regulatory and accounting initiatives and any other significant reporting issues and judgments

14. To review and discuss with management of the Company and the Auditors, as appropriate, the Company's guidelines and policies with respect to compliance, risk assessment and risk management, including, but not limited to, the Company's major financial and other pertinent risk exposures and the steps taken by management to monitor and control these exposures.

15. To evaluate the cooperation from the Company received by the Auditors during their audit examination, including any significant difficulties, obstacles or delays with the audit or any restrictions on the scope of their activities or to the access of required records, data, information, employees, consultants or advisors of the Company.

16. To review with the Auditors, and if appropriate, management of the Company, any material weaknesses, noncompliance and significant deficiencies identified during an audit of the internal controls

over financial reporting and the management or internal control letter issued or, to the extent practicable, proposed to be issued by the Auditors and management's response, if any, to such letter.

17. To review with the Auditors communications between the audit team, the Auditors, and/or the Auditors' national office and/or the Company with respect to accounting, auditing or other issues presented by the engagement.

18. To review with the Auditors and management of the Company, and ultimately to resolve, any conflicts or disagreements between management and the Auditors regarding internal controls, financial reporting, accounting practices or policies, investigations, audits, or any other relevant matter.

19. To confer with the Auditors and management of the Company on the scope, adequacy and/or effectiveness of internal controls over financial reporting and accounting practices, including any special audit steps taken in the event of material control deficiencies.

20. Periodically, to meet in separate sessions with the Auditors and senior management of the Company to discuss any matters that the Committee, the Auditors or senior management believe should be discussed confidentially with the Committee.

21. To consider and review with management of the Company, the Auditors, outside counsel, as appropriate, and, in the judgment of the Committee, such special counsel, separate accounting firm and other consultants and advisors as the Committee deems appropriate, any correspondence or other contact with regulators, governmental agencies, or whistleblowers or other complainants, and any published reports that raise material issues regarding the Company's financial statements or accounting practices or policies.

22. To maintain procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, including the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters on at least a quarterly basis.

23. To review the results of management's efforts to monitor compliance with the Company's programs and policies designed to ensure adherence to applicable laws and rules, as well as to its Code of Business Conduct and Ethics, including review and approval of related-party transactions in accordance with the Company's Related-Person Transactions Policy.

24. To review and discuss with counsel, both internal and external, the Auditors and management, as appropriate, any regulatory or other legal or accounting matters that could have a material impact on the Company's financial statements, compliance programs and policies.

25. To investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is necessary or appropriate.

26. To prepare the report required by the rules of the SEC to be included in the Company's annual proxy statement.

27. To review and assess the adequacy of this charter annually and recommend any proposed changes to the Board for its consideration.

28. To report to the Board with respect to material issues if they arise regarding the quality or integrity of the Company's financial statements, the performance or independence of the Company's Auditors or such other matters as the Committee deems appropriate from time to time or whenever it shall be called upon to do so.

29. To review and, if appropriate, establish insurance coverage for the Company's directors and executive officers.

30. To provide oversight on significant or existential risk exposures and control issues, including, but not limited to, fraud risks, governance issues and other matters needed or requested by senior management and/or the Board.

31. To oversee management's arrangements for the prevention and detection of fraud.

32. To perform such other functions and possess any and all powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.

It shall be the responsibility of management to prepare the Company's financial statements and periodic reports and the responsibility of the Auditors to audit those financial statements. These functions shall not be the responsibility of the Committee, nor shall it be the Committee's responsibility to ensure that the financial statements or periodic reports are complete and accurate, conform to GAAP or otherwise comply with applicable laws.

Disclosure of Charter

This Charter will be made available on the Company's website and to any stockholder requesting a copy.