



CORPORATE GOVERNANCE GUIDELINES

(AS AMENDED ON FEBRUARY 28, 2024)

I. Purpose.

The purpose of these guidelines is to provide assistance to the Board of Directors (the “**Board**”) of Outbrain Inc. (the “**Company**”) in managing Board composition, representation, function and performance.

II. Board Membership and Leadership.

A. *Chair of the Board and Chief Executive Officer.*

The Company’s Board has a flexible policy with respect to the combination or separation of the offices of Chair of the Board and Chief Executive Officer. The Board believes separation or combination of the offices should be considered as part of succession planning. In circumstances where the Chair of the Board is not independent (as determined by the Board in accordance with the corporate governance listing standards of the Nasdaq Stock Market (“**Nasdaq**”)), the independent directors of the Board shall appoint from among their number a Lead Director. The Lead Director shall generally assist in optimizing the effectiveness and independence of the Board by performing such duties as described in the Lead Director Charter on behalf of the Board, and such other duties as determined from time to time by the Board and/or its independent members. When directors meet without the presence of the Chair of the Board, the Lead Director shall serve as Chair for the meeting, or if there is no Lead Director at that time, the directors should select the Chair for the meeting.

B. *Number of Directors.*

The size of the Board should reflect the requirements of the Board’s committees and the availability of qualified individuals, as well as the evolving needs and complexity of the Company. Accordingly, the size of the Board may be changed as necessary in accordance with the provisions of the Company’s bylaws; provided, however, the total number of directors should be an odd number.

C. *Mix of Independent and Non-Independent Directors.*

The Board shall be comprised of a majority of independent directors. An independent director is a director who meets the required standards for independence, as established by applicable rules and regulations of Nasdaq and the U.S. Securities and Exchange Commission (the “**SEC**”). Compliance by the Board with the definition of independent

director for those directors who are required to be independent shall be reviewed annually by the Nominating and Corporate Governance Committee.

D. Former Officers.

Board membership by former Company officers is a matter to be decided by the Board in each individual instance. When an officer who is also a director resigns as an officer of the Company, he or she should resign from the Board unless otherwise requested by the Board.

III. Selection of Directors.

The Nominating and Corporate Governance Committee periodically should review with the Board the appropriate skills and characteristics required of Board members in the context of the then current membership of the Board.

The Nominating and Corporate Governance Committee will be responsible for recommending to the Board the nomination of all directors for election either by stockholders at an annual or special meeting or by the Board in the case of directors who are elected to fill vacancies in accordance with the Company's bylaws. The Nominating and Corporate Governance Committee, in consultation with the Chair of the Board, should review director nominations and may engage consultants to assist it in identifying and screening potential candidates.

An invitation to join the Board should be extended by the Nominating and Corporate Governance Committee through its Chair and the Chair of the Board. Every new director should receive an orientation and education program to acquaint the director with the history, operation and management of the Company and the business conditions and regulatory regime to which it is subject.

IV. Changes in Responsibilities.

Directors who accept full-time employment with a new employer or whose employment responsibilities substantially change from those held when they were elected to the Board should promptly notify the Board in writing of the changed circumstances. Directors also should advise the Chair of the Board and the Chair of the Nominating and Corporate Governance Committee prior to accepting any membership on any other boards of directors. Other changed circumstances that should suggest reconsideration of Board service include conflicts of interest, any criminal, civil or regulatory investigations relating to professional or ethical misconduct, or changes in the level of other commitments.

The Board does not believe that directors who retire or otherwise change employment should necessarily leave the Board. However, there should be an opportunity for the Board, through the Nominating and Corporate Governance Committee, to review the continued appropriateness of Board membership under changed circumstances.

V. Term Limits and Retirement.

The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time

are able to provide continuity and valuable insight into the Company's operations and prospects because of their experience and understanding of the Company's history, policies, and objectives. The Board believes that it can ensure that it continues to evolve and adopt new ideas and viewpoints through the director nomination process in these guidelines. The director nomination process achieves what term limits seek to accomplish.

VI. Board Committee Structure and Function.

A. Committees.

The Board currently maintains Audit, Compensation and Human Capital Management, and Nominating and Corporate Governance Committees operating under charters approved by the Board. This committee structure seems appropriate although, from time to time, the Board may find it desirable to form new committees or combine or disband existing committees, consistent with legal, regulatory and other obligations, and the evolution of the Company.

B. Assignment and Rotation of Committee Members.

The Board shall elect the members of committees of the Board, taking into account the desires and expertise of individual directors and the suggestions of the Chair of the Board. Directors may indicate their committee preference from time to time to the Chair of the Board.

The Board believes that members of committees of the Board should be rotated periodically. The Board believes, however, that such rotation should not be mandatory since, from time to time, there may be compelling reasons to lengthen or shorten an individual director's committee membership or the need for a certain number of independent directors may need to be maintained.

C. Committee Meetings.

The chair of each committee of the Board, in consultation with the committee's members, should determine the frequency and length of the meetings of the committee.

The chair of each committee of the Board, in consultation with Company senior management, should develop the committee's agenda. Each member of a committee is free to suggest the inclusion of items on the agenda and to raise at any meeting subjects that are not on the agenda.

VII. Board Meetings.

A. Selection of Agenda Items.

The Chair of the Board, together with the Company's Chief Executive Officer, should establish the agenda for each meeting of the Board. Each director generally is free to

suggest the inclusion of items on the agenda and to raise at any meeting subjects that are not on the agenda.

B. Advance Distribution of Board Materials.

Information and data that are important to the understanding of the business to be conducted at a meeting of the Board should be distributed in writing to the Board sufficiently in advance of the meeting to permit prior review.

C. Regular Attendance of Non-Directors.

The Chief Financial Officer and the General Counsel should regularly attend meetings of the Board. Additional officers, as appropriate, should also attend meetings of the Board for informed discussion and response to agenda items.

D. Executive Session of Independent Directors.

Regularly scheduled executive sessions of the independent members of the Board will be held to review such matters as the independent directors may determine.

VIII. Other Board Communications and Activities.

A. Strategic and Financial Planning.

At least once each year the Board should review management's long-term strategic and financial plan(s) and management's expectations regarding the strategic and financial issues that the Company may face in the foreseeable future.

B. Board Access to Senior Management, Independent Auditors and Counsel.

Members of the Board shall have complete access to the Company's senior management and independent auditors, and direct access to other employees, which should normally be coordinated with senior management. The Board shall have complete access to external legal counsel of its choice with respect to any issue relating to the discharge of the duties of directors, although it is presumed the Board would consult with the Company's General Counsel in this regard to the extent appropriate. It is assumed that members of the Board will use judgment to be sure that contacts with management are not distracting to the Company's business operations. Furthermore, the Board encourages management to invite to Board meetings members of management who can provide additional insight into the items to be discussed or who senior management believes to have sufficient executive potential that they should be given exposure to the Board.

C. Board Compensation Review.

The Compensation and Human Capital Management Committee of the Board shall (i) periodically review the compensation of directors, including a review of director compensation at other comparable companies, and (ii) recommend any changes in director compensation to the Board for its approval.

D. Compliance.

The Audit Committee of the Board shall, as appropriate, monitor and provide oversight of the Company with regard to the Company's compliance with applicable laws and Company policies, including but not limited to, financial and accounting rules and disclosure requirements. The Board has the power to use any resources available to it to facilitate and compel necessary compliance by the Company.

E. Assessment of Board Performance.

The Nominating and Corporate Governance Committee annually shall review and assess (assisted by outside consultants if the Nominating and Corporate Governance Committee so desires) the Board's performance. The assessment also should be of the Board's contribution as a whole and specifically review areas in which the Board or management believes a better contribution could be made. The purpose of the review is to increase the effectiveness of the Board and the results shall be reviewed with the Board.

F. Evaluation of the Chief Executive Officer and Employee Directors.

The independent members of the Board annually shall formally evaluate the Chief Executive Officer. The Chief Executive Officer annually shall formally evaluate all officer vice presidents and any of higher level. These evaluations shall be considered by the Compensation and Human Capital Management Committee in its deliberations with respect to the compensation of these officers. The evaluation should be based principally upon objective criteria, including business performance, accomplishment of strategic objectives, development of management, compliance with applicable laws and Company policies and other matters relevant to the Company's short-term and long-term success and the creation of stockholder value.

G. Board Interaction with Institutional Investors, Customers, Media and Others.

The Chief Executive Officer and the Company's Investor Relations Department speak for the Company with regard to the public. Nevertheless, individual directors may, from time to time, be called upon to meet or otherwise communicate with the Company's various constituencies. It is expected that, absent unusual circumstances, directors would do so only at the request of management and will advise the Chair of the Board of any substantive communications.

IX. Administration.

A. Review and Amendments.

The Nominating and Corporate Governance Committee should assume general responsibility for developing the Company's approach to corporate governance issues and periodically review compliance with these guidelines. It also shall periodically review these guidelines and, subject to the approval of the Board, may amend them from time to time. On matters of corporate governance, independent directors should make all decisions.

B. *Availability to Stockholders.*

The Corporate Governance Guidelines shall be made available on the Company's website and to any stockholder who otherwise requests a copy.