



Leading the Automation of Advertising

○ ● ● Q4 and FY 2014  
Financial Highlights

February 24, 2015

# Safe Harbor

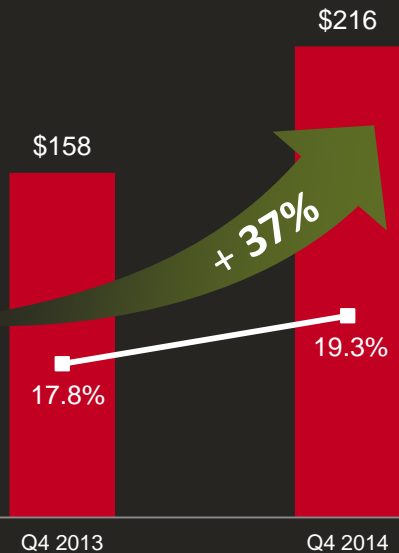
## Forward-Looking Statements

These materials may contain forward-looking statements concerning or implying continued or accelerating growth in managed revenue, revenue, adjusted EBITDA, transaction volumes, and pricing; expected increase in client utilization of our offerings; and sources of potential business growth in 2015, including our orders, mobile and buyer offerings, expansion of our business with sellers and buyers, growth in real-time bidding, and international expansion.

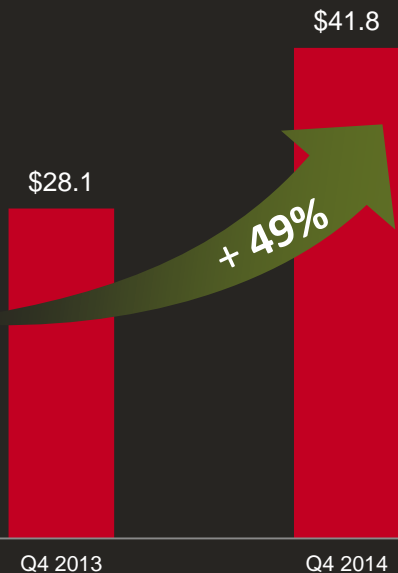
These statements are not guarantees of future performance; they reflect our current views with respect to future events and are based on assumptions and estimates and subject to known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from expectations or results projected or implied by forward-looking statements. These risks include, but are not limited to: our ability to grow rapidly and to manage our growth effectively; our ability to develop innovative new technologies and remain a market leader; our ability to attract and retain buyers and sellers and increase our business with them; the freedom of buyers and sellers to direct their spending and inventory to competing sources of inventory and demand; our ability to use our solution to purchase and sell higher value advertising and to expand the use of our solution by buyers and sellers utilizing evolving digital media platforms; our ability to introduce new solutions and bring them to market in a timely manner; uncertainty of our estimates and expectations associated with new offerings, including private marketplace, mobile, bidding, and solutions; our ability to maintain a supply of advertising inventory from sellers; our limited operating history and history of losses; our ability to continue to expand into new geographic markets; the effects of increased competition in our market and our ability to compete effectively and to maintain our pricing and take rate; potential adverse effects of malicious activity such as fraudulent inventory and malware; the effects of seasonal trends on our results of operations; costs associated with defending intellectual property infringement and other claims; our ability to attract and retain qualified employees and key personnel; our ability to consummate future acquisitions of or investments in complementary companies or technologies; our ability to comply with, and the effect on our business of, evolving legal standards and regulations, particularly concerning data protection and consumer privacy; and our ability to develop and maintain our corporate infrastructure, including our finance and information technology systems and controls. We discuss many of these risks and additional factors that could cause actual results to differ materially from those anticipated by our forward-looking statements under the heading “Risk Factors” and “Management Discussion and Analysis of Financial Condition and Results of Operations” in our periodic reports filed with the Securities and Exchange Commission. Additional information will also be set forth in other filings we make from time to time with the SEC. Also, these forward-looking statements represent our estimates and assumptions only as of the date of these materials. Unless required by federal securities laws, we assume no obligation to update any of these forward-looking statements, or to update the reasons actual results could differ materially from those anticipated, to reflect circumstances or events that occur after the statements are made. Given these uncertainties, investors should not place undue reliance on these forward-looking statements. Investors should read these materials and the documents that we have filed with the Securities and Exchange Commission completely and with the understanding that our actual future results may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements.

# Q4 highlights: managed revenue, revenue + Adjusted EBITDA

**Q4 Managed Revenue<sup>(1)</sup>**  
(\$MM)



**Q4 Revenue**  
(\$MM)



**Q4 Adjusted EBITDA<sup>(1)</sup>**  
(\$MM)

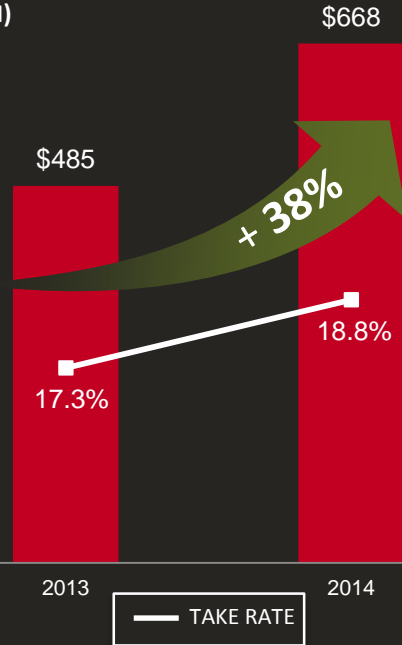


— TAKE RATE

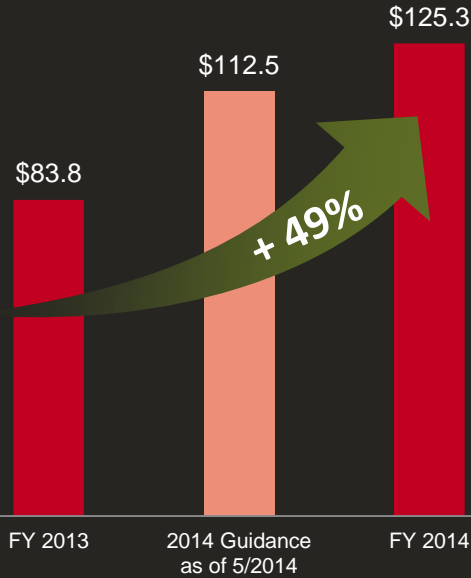
(1) The appendix provides a definition of managed revenue and a reconciliation of Adjusted EBITDA to net income.

# FY highlights: managed revenue, revenue and Adjusted EBITDA

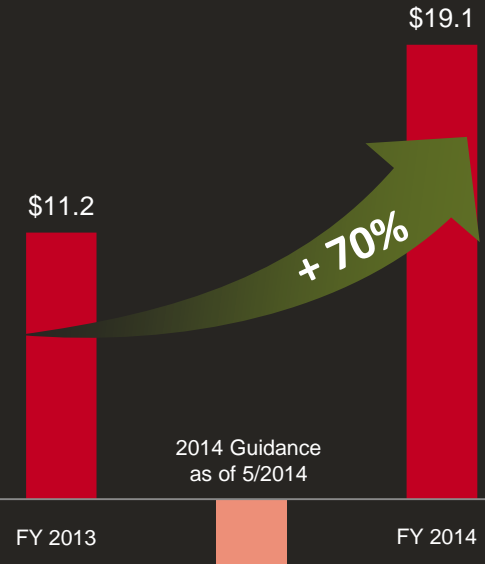
**2014 Managed Revenue<sup>(1)</sup>**  
(\$MM)



**2014 Revenue**  
(\$MM)



**2014 Adjusted EBITDA<sup>(1)</sup>**  
(\$MM)



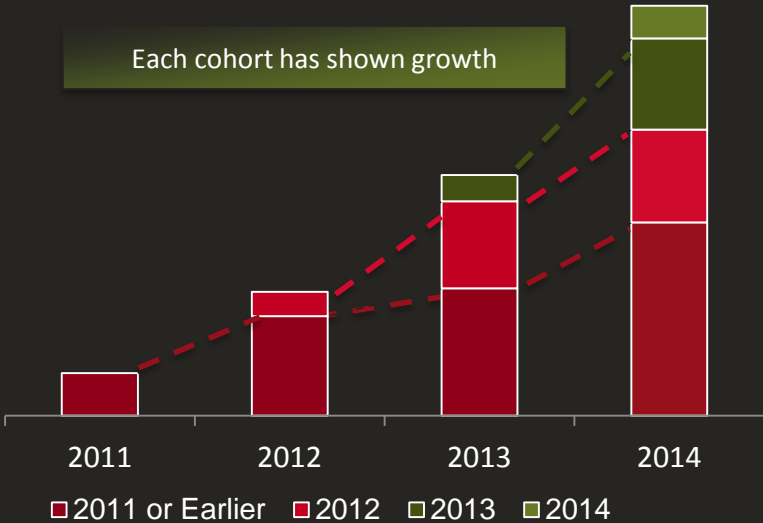
(1) The appendix defines managed revenue and reconciles Adjusted EBITDA to net income.

(2) Midpoint of guidance ranges provided on 5/13/2014.

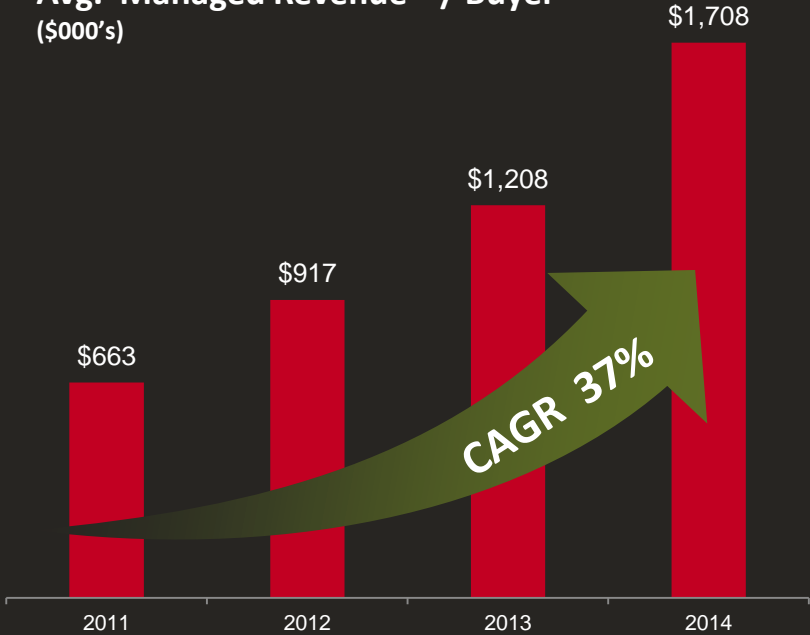
(\$6.0)

# Growth in revenue per seller & buyer demonstrates value proposition

### RTB Managed Revenue<sup>(1)</sup> by Seller Cohort



### Avg. Managed Revenue<sup>(1)</sup> / Buyer (\$000's)

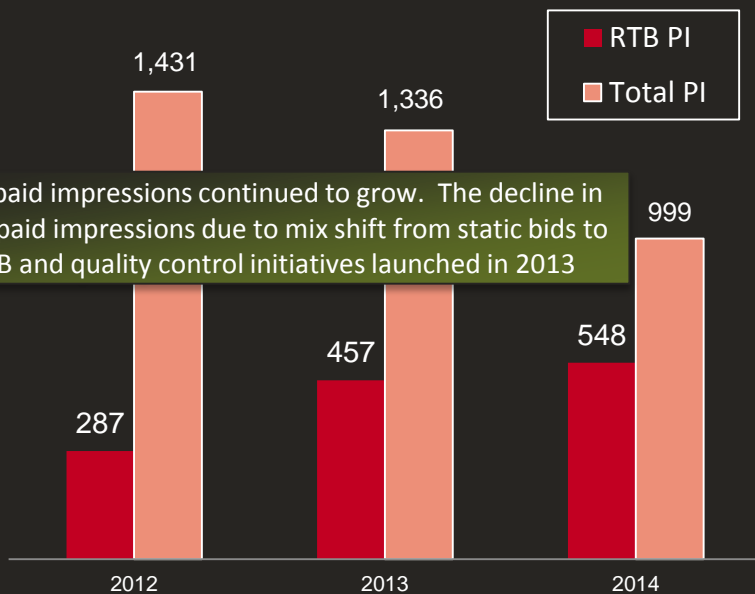


(1) The Appendix defines managed revenue.

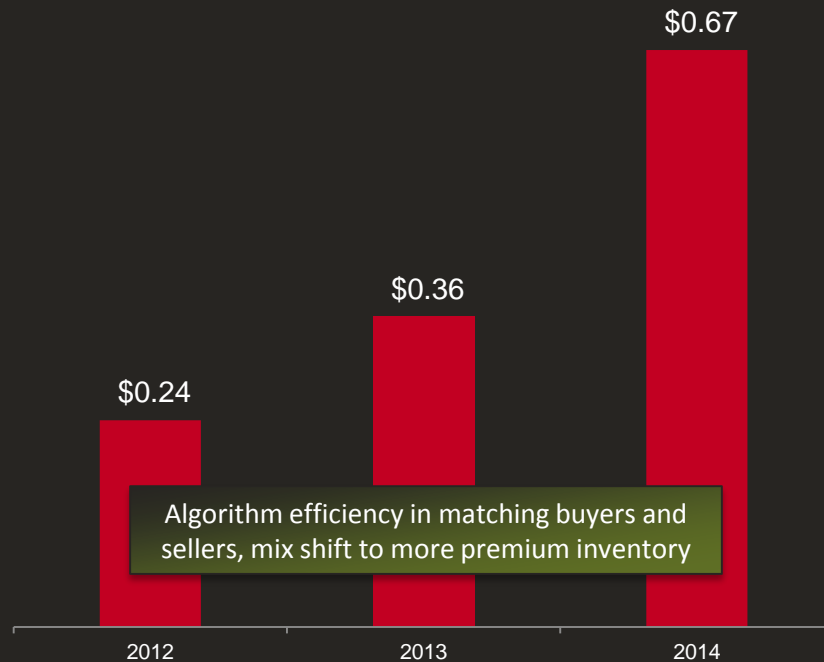
# Annual operational measures: paid impressions and avg. CPM

## Total Paid Impressions<sup>(1)</sup> (Billions)

### RTB Paid Impressions (Billions)



## Average CPM<sup>(1)</sup>

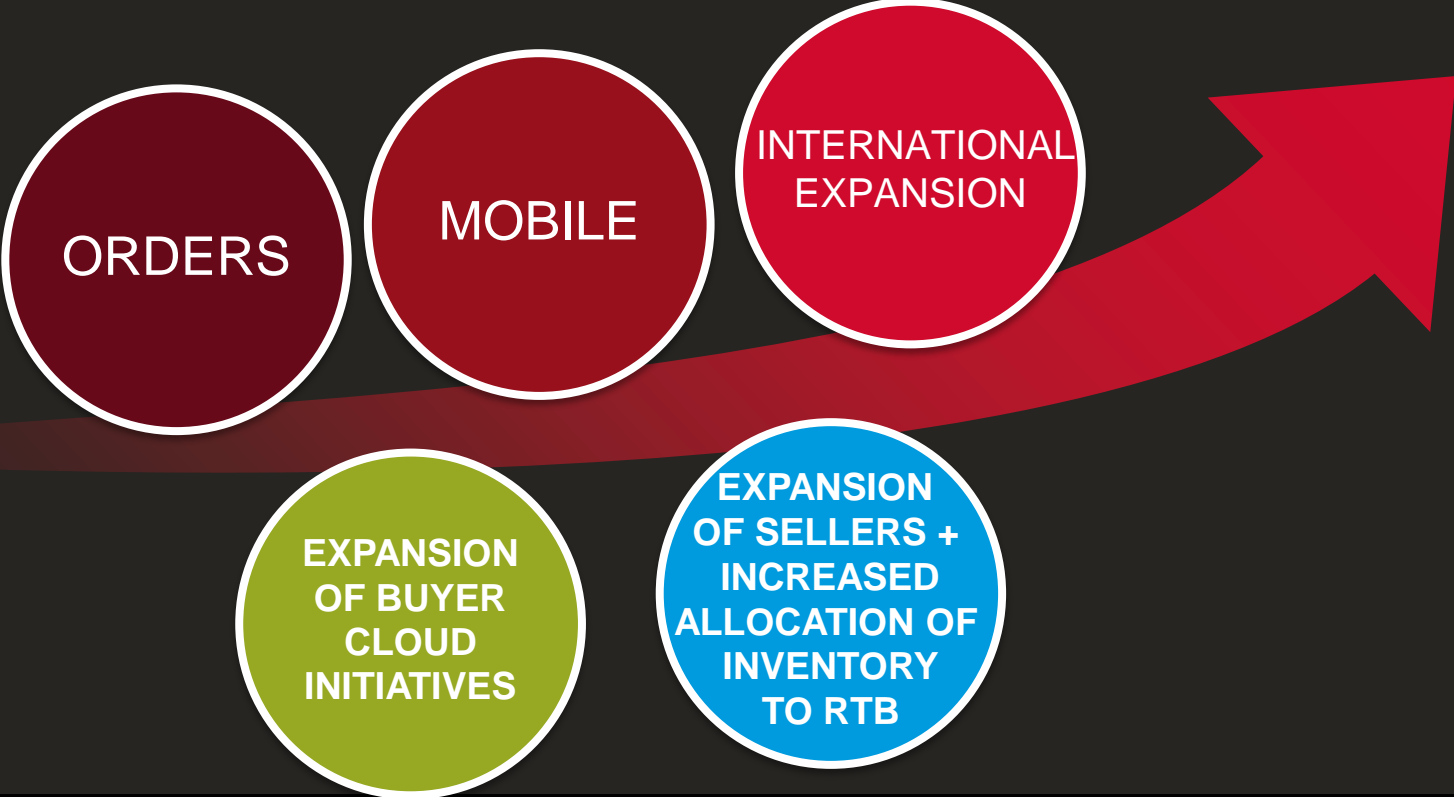


(1) The appendix defines paid impressions and average CPM.

# Balance sheet highlights

	12/31/2014	12/31/2013
<b>Financial measure: (\$MM)</b>		
<b>Cash and equivalents</b>	\$97.2	\$30.0
<b>Debt and capital lease obligations</b>	\$0.1	\$4.2

# Several potential growth drivers for Rubicon Project in 2015





# Appendix: definitions of operational measures

- **Managed revenue:** represents advertising spending transacted on our platform and would represent revenue if we were to record our revenue on a gross basis instead of a net basis. Managed revenue does not represent revenue reported in accordance with generally accepted accounting principles in the United States (“GAAP”).
- **Take rate:** represents our share of managed revenue. (i.e. Rubicon Project revenue = Managed revenue x Take rate).
- **Average CPM:** represents the average price at which paid impressions are sold (per 1000 impressions). We compute average CPM by dividing managed revenue by total paid impressions and multiplying by 1,000.
- **Paid Impression:** represents an impression sold to a buyer and into which an advertisement is served for display to a user on a website or mobile application, which is transacted via our platform through either direct, or indirect relationships between us and buyers and sellers or between buyers and sellers directly.

# Appendix: Net income to Adjusted EBITDA reconciliation

	FY 2013	FY 2014	Q4 2013	Q4 2014
<b>Financial Measure: (\$ MM)</b>				
Net income (loss)	(\$9.2)	(\$18.7)	(\$0)	\$1.4
<b>Add back (deduct):</b>				
Depreciation and amortization expense	8.4	12.5	2.3	4.4
Stock-based compensation expense	6.4	23.9	1.8	7.1
Acquisition and related items	0.3	1.5	-	1.5
Interest (income) expense, net	0.3	0.1	-	0.1
Change in fair value of preferred stock warrant liabilities	4.1	0.7	2.0	-
Foreign currency (gain) loss, net	0.7	(1.1)	0.3	(1.2)
Provision for income taxes	0.2	0.2	0.1	-
<b>Adjusted EBITDA</b>	<b>\$11.2</b>	<b>\$19.1</b>	<b>\$6.5</b>	<b>\$13.3</b>