

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

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

**For the quarterly period ended June 30, 2025**

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: 001-36384**

**MAGNITE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**20-8881738**

(I.R.S. Employer Identification No.)

**1250 Broadway, 15th Floor**

**New York, New York 10001**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code:

**(212) 243-2769**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common stock, par value \$0.00001 per share</b>	<b>MGNI</b>	<b>Nasdaq Global Select Market</b>

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	<input checked="" type="checkbox"/> Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> Smaller reporting company	<input type="checkbox"/>
	Emerging growth company	<input type="checkbox"/>

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 Act).  Yes  No

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

Class	Outstanding as of July 31, 2025
<b>Common Stock, \$0.00001 par value</b>	<b>142,399,305</b>

**MAGNITE, INC.**  
**QUARTERLY REPORT ON FORM 10-Q**  
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**PART I. FINANCIAL INFORMATION****Item 1. Condensed Consolidated Financial Statements**

**MAGNITE, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In thousands, except par values)  
(unaudited)

	June 30, 2025	December 31, 2024
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 426,004	\$ 483,220
Accounts receivable, net	1,303,042	1,200,046
Prepaid expenses and other current assets	27,474	19,914
<b>TOTAL CURRENT ASSETS</b>	<b>1,756,520</b>	<b>1,703,180</b>
Property and equipment, net	89,505	68,730
Right-of-use lease assets	58,429	50,329
Internal use software development costs, net	27,268	26,625
Intangible assets, net	11,036	21,309
Goodwill	978,217	978,217
Other assets, non-current	6,172	6,378
<b>TOTAL ASSETS</b>	<b>\$ 2,927,147</b>	<b>\$ 2,854,768</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 1,530,389	\$ 1,466,377
Lease liabilities, current	19,388	16,086
Debt, current, net of debt issuance costs	207,862	3,641
Other current liabilities	7,316	9,880
<b>TOTAL CURRENT LIABILITIES</b>	<b>1,764,955</b>	<b>1,495,984</b>
Debt, non-current, net of debt discount and issuance costs	348,556	550,104
Lease liabilities, non-current	43,401	38,983
Other liabilities, non-current	1,768	1,479
<b>TOTAL LIABILITIES</b>	<b>2,158,680</b>	<b>2,086,550</b>
Commitments and contingencies (Note 10)		
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, \$0.00001 par value, 10,000 shares authorized at June 30, 2025 and December 31, 2024; 0 shares issued and outstanding at June 30, 2025 and December 31, 2024	—	—
Common stock, \$0.00001 par value; 500,000 shares authorized at June 30, 2025 and December 31, 2024; 142,383 and 141,427 shares issued and outstanding at June 30, 2025 and December 31, 2024	2	2
Additional paid-in capital	1,429,206	1,433,809
Accumulated other comprehensive loss	(1,074)	(4,421)
Accumulated deficit	(659,667)	(661,172)
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>768,467</b>	<b>768,218</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 2,927,147</b>	<b>\$ 2,854,768</b>

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

**MAGNITE, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In thousands, except per share amounts)  
(unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Revenue	\$ 173,332	\$ 162,880	\$ 329,103	\$ 312,199
Expenses:				
Cost of revenue	64,953	62,606	127,752	128,508
Sales and marketing	42,323	42,240	90,429	85,929
Technology and development	21,583	25,829	43,875	52,720
General and administrative	22,514	22,631	46,452	49,296
Total expenses	151,373	153,306	308,508	316,453
Income (loss) from operations	21,959	9,574	20,595	(4,254)
Other (income) expense:				
Interest expense, net	5,071	6,793	10,248	14,751
Foreign exchange (gain) loss, net	4,944	516	7,161	(1,799)
Loss on extinguishment of debt	—	—	2,152	7,387
Other income	(153)	(1,284)	(576)	(2,576)
Total other expense, net	9,862	6,025	18,985	17,763
Income (loss) before income taxes	12,097	3,549	1,610	(22,017)
Provision (benefit) for income taxes	958	4,627	105	(3,182)
Net income (loss)	\$ 11,139	\$ (1,078)	\$ 1,505	\$ (18,835)
Net income (loss) per share:				
Basic	\$ 0.08	\$ (0.01)	\$ 0.01	\$ (0.13)
Diluted	\$ 0.08	\$ (0.01)	\$ 0.01	\$ (0.13)
Weighted average shares used to compute net income (loss) per share:				
Basic	141,654	140,551	141,752	139,924
Diluted	148,260	140,551	149,184	139,924

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

**MAGNITE, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
**(In thousands)**  
**(unaudited)**

	Three Months Ended		Six Months Ended	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Net income (loss)	\$ 11,139	\$ (1,078)	\$ 1,505	\$ (18,835)
Other comprehensive income (loss):				
Foreign currency translation adjustments	2,518	(86)	3,347	(1,101)
Other comprehensive income (loss)	2,518	(86)	3,347	(1,101)
Comprehensive income (loss)	<u>\$ 13,657</u>	<u>\$ (1,164)</u>	<u>\$ 4,852</u>	<u>\$ (19,936)</u>

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

**MAGNITE, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(In thousands)  
(unaudited)

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Treasury Stock		Total Stockholders' Equity
	Shares	Amount				Shares	Amount	
Balance at December 31, 2023	138,577	\$ 2	\$ 1,387,715	\$ (2,076)	\$ (683,958)	—	\$ —	\$ 701,683
Issuance of common stock related to RSU vesting	2,363	—	—	—	—	—	—	—
Shares withheld related to net share settlement	(916)	—	(8,941)	—	—	—	—	(8,941)
Stock-based compensation	—	—	21,407	—	—	—	—	21,407
Other comprehensive loss	—	—	—	(1,015)	—	—	—	(1,015)
Net loss	—	—	—	—	(17,757)	—	—	(17,757)
Balance at March 31, 2024	<u>140,024</u>	<u>\$ 2</u>	<u>\$ 1,400,181</u>	<u>\$ (3,091)</u>	<u>\$ (701,715)</u>	<u>—</u>	<u>\$ —</u>	<u>\$ 695,377</u>
Exercise of common stock options	32	—	187	—	—	—	—	187
Issuance of common stock related to employee stock purchase plan	305	—	1,983	—	—	—	—	1,983
Issuance of common stock related to RSU vesting	1,165	—	—	—	—	—	—	—
Shares withheld related to net share settlement	(385)	—	(3,802)	—	—	—	—	(3,802)
Stock-based compensation	—	—	20,382	—	—	—	—	20,382
Other comprehensive loss	—	—	—	(86)	—	—	—	(86)
Net loss	—	—	—	—	(1,078)	—	—	(1,078)
Balance at June 30, 2024	<u>141,141</u>	<u>\$ 2</u>	<u>\$ 1,418,931</u>	<u>\$ (3,177)</u>	<u>\$ (702,793)</u>	<u>—</u>	<u>\$ —</u>	<u>\$ 712,963</u>

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Treasury Stock		Total Stockholders' Equity
	Shares	Amount				Shares	Amount	
Balance at December 31, 2024	141,427	\$ 2	\$ 1,433,809	\$ (4,421)	\$ (661,172)	—	\$ —	\$ 768,218
Exercise of common stock options	49	—	252	—	—	—	—	252
Issuance of common stock related to RSU and PSU vesting	2,522	—	—	—	—	—	—	—
Shares withheld related to net share settlement	(1,022)	—	(20,314)	—	—	—	—	(20,314)
Purchase of treasury stock	—	—	—	—	—	(1,500)	(19,229)	(19,229)
Retirement of common stock	(1,500)	—	(19,229)	—	—	1,500	19,229	—
Stock-based compensation	—	—	21,631	—	—	—	—	21,631
Other comprehensive income	—	—	—	829	—	—	—	829
Net loss	—	—	—	—	(9,634)	—	—	(9,634)
Balance at March 31, 2025	141,476	\$ 2	\$ 1,416,149	\$ (3,592)	\$ (670,806)	—	\$ —	\$ 741,753
Exercise of common stock options	308	—	1,457	—	—	—	—	1,457
Issuance of common stock related to employee stock purchase plan	157	—	2,111	—	—	—	—	2,111
Issuance of common stock related to RSU vesting	1,249	—	—	—	—	—	—	—
Shares withheld related to net share settlement	(437)	—	(6,944)	—	—	—	—	(6,944)
Purchase of treasury stock	—	—	—	—	—	(370)	(3,651)	(3,651)
Retirement of common stock	(370)	—	(3,651)	—	—	370	3,651	—
Stock-based compensation	—	—	20,084	—	—	—	—	20,084
Other comprehensive income	—	—	—	2,518	—	—	—	2,518
Net income	—	—	—	—	11,139	—	—	11,139
Balance at June 30, 2025	142,383	\$ 2	\$ 1,429,206	\$ (1,074)	\$ (659,667)	—	\$ —	\$ 768,467

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

**MAGNITE, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)  
(unaudited)

	Six Months Ended	
	June 30, 2025	June 30, 2024
<b>OPERATING ACTIVITIES:</b>		
Net income (loss)	\$ 1,505	\$ (18,835)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	27,811	27,803
Stock-based compensation	40,767	40,491
Loss on extinguishment of debt	2,152	7,387
Amortization of debt discount and issuance costs	1,860	2,149
Non-cash lease expense	(942)	(1,236)
Deferred income taxes	316	(3,101)
Unrealized foreign currency (gain) loss, net	6,595	(3,112)
Other items, net	102	279
Changes in operating assets and liabilities:		
Accounts receivable	(102,239)	52,146
Prepaid expenses and other assets	(6,438)	1,120
Accounts payable and accrued expenses	52,288	(76,104)
Other liabilities	(2,688)	169
Net cash provided by operating activities	<u>21,089</u>	<u>29,156</u>
<b>INVESTING ACTIVITIES:</b>		
Purchases of property and equipment	(26,891)	(15,040)
Capitalized internal use software development costs	(6,364)	(7,516)
Net cash used in investing activities	<u>(33,255)</u>	<u>(22,556)</u>
<b>FINANCING ACTIVITIES:</b>		
Proceeds from the Term Loan B Facility refinancing and repricing activities, net of debt discount	92,622	361,350
Repayment of the Term Loan B Facility from refinancing and repricing activities	(92,622)	(351,000)
Payment for debt issuance costs	(159)	(4,510)
Repayment of debt	(908)	(913)
Proceeds from exercise of stock options	1,709	187
Proceeds from issuance of common stock under employee stock purchase plan	2,111	1,983
Purchase of treasury stock	(22,880)	—
Taxes paid related to net share settlement	(27,258)	(12,743)
Net cash used in financing activities	<u>(47,385)</u>	<u>(5,646)</u>
EFFECT OF EXCHANGE RATE CHANGES ON CASH, CASH EQUIVALENTS AND RESTRICTED CASH	2,335	(709)
CHANGE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	<u>(57,216)</u>	<u>245</u>
CASH, CASH EQUIVALENTS AND RESTRICTED CASH — Beginning of period	483,220	326,219
CASH, CASH EQUIVALENTS AND RESTRICTED CASH — End of period	<u>\$ 426,004</u>	<u>\$ 326,464</u>

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

**MAGNITE, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(In thousands)**  
**(unaudited)**

	<b>Six Months Ended</b>	
	<b>June 30, 2025</b>	<b>June 30, 2024</b>
<b>SUPPLEMENTAL DISCLOSURES OF OTHER CASH FLOW INFORMATION:</b>		
Cash paid for income taxes	\$ 2,040	\$ 1,938
Cash paid for interest	\$ 14,477	\$ 17,854
Capitalized assets financed by accounts payable and accrued expenses and other liabilities	\$ 11,676	\$ 9,132
Capitalized stock-based compensation	\$ 948	\$ 1,298
Operating lease right-of-use assets obtained in exchange for operating lease liabilities	\$ 18,683	\$ 11,020
Operating lease right-of-use assets reduction and corresponding non-cash adjustment to operating lease liabilities	\$ 2,129	\$ —
Non-cash financing activity related to Amendment No. 2 to the 2024 Credit Agreement	\$ 270,555	\$ —

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

**MAGNITE, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(unaudited)**

**Note 1—Organization and Summary of Significant Accounting Policies**

***Company Overview***

Magnite, Inc. ("Magnite" or the "Company"), was formed in Delaware and began operations on April 20, 2007.

The Company's common stock is listed on the Nasdaq Global Select Market of The Nasdaq Stock Market LLC ("Nasdaq") under the symbol "MGNI." Magnite has its principal offices in New York City, Los Angeles, Denver, London, and Sydney, and additional offices in Europe, Asia, North America, and South America.

The Company provides a technology solution to automate the purchase and sale of digital advertising inventory for buyers and sellers globally, across all channels, formats and auction types. The Company's platform features applications and services for sellers of digital advertising inventory, or publishers, that own or operate websites, applications, connected television ("CTV") channels, and other digital media properties, to manage and monetize their inventory; applications and services for buyers, including advertisers, agencies, agency trading desks, and demand side platforms, to buy digital advertising inventory; and a transparent, independent marketplace that brings buyers and sellers together and facilitates intelligent decision making and automated transaction execution at scale. The Company's clients include many of the world's leading sellers and buyers of digital advertising inventory.

Sellers monetize their inventory through the Company's platform by seamlessly connecting to a global market of integrated buyers that transact through real-time bidding. These transactions include biddable auctions, where multiple buyers bid against each other in a real-time auction for the right to purchase a publisher's inventory, as well as reserve auctions, where publishers establish direct deals or private marketplaces with select buyers. At the same time, buyers leverage the Company's platform to manage their advertising spending and reach their target audiences, simplify order management and campaign tracking, obtain actionable insights into audiences for their advertising, and access impression-level purchasing from thousands of sellers.

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

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, or GAAP, for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair statement of the results for the interim period presented have been included. Operating results for the three and six months ended June 30, 2025 are not necessarily indicative of the results that may be expected for any future interim period, the year ending December 31, 2025, or for any future year.

The condensed consolidated balance sheet at December 31, 2024 has been derived from the audited financial statements at that date, but does not include all of the disclosures required by GAAP. The accompanying condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and notes thereto for the year ended December 31, 2024 included in its 2024 Annual Report on Form 10-K.

There have been no significant changes in the Company's accounting policies from those disclosed in its audited consolidated financial statements and notes thereto for the year ended December 31, 2024 included in its Annual Report on Form 10-K.

***Segments***

Management has determined that the Company operates as one operating segment and one reportable segment. The Company's chief operating decision maker ("CODM") is the Chief Executive Officer ("CEO"). The Company has one primary business activity, where it provides a platform to all of its customers, buyers and sellers, that automates the purchase and sale of digital advertising inventory globally, across all channels, formats, and auction types, as described above. The Company's CODM reviews financial information on a consolidated basis, principally to make decisions about how to allocate resources and to measure the Company's performance. The CODM reviews consolidated net income (loss), which is the measure of financial profit and loss most closely aligned with generally accepted accounting principles. The CODM considers budget-to-actual variances for this measure, predominantly in the annual budget, forecasting process, and quarterly results assessment. The CODM does not review any balance sheet information at any other level than on a consolidated basis and does not review any income statement information at any other level than on a consolidated basis with the exception of revenue by geography and by channel (refer to Note 3). The significant expense information regularly provided to the CODM is the same as that included in the face of the Company's consolidated income statement of operations.

### Use of Estimates

The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported and disclosed financial statements and accompanying footnotes. Actual results could differ materially from these estimates.

### Recent Accounting Pronouncements Not Yet Adopted

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2023-09, Income Taxes (Topic 740) – Improvements to Income Tax Disclosures ("ASU 2023-09") to enhance income tax information primarily through changes in the rate reconciliation and income taxes paid information. ASU 2023-09 is effective for annual periods beginning after December 15, 2024 on a prospective basis. Early adoption and retrospective application are permitted. The Company will adopt the guidance for the fiscal year ending December 31, 2025 on a prospective basis. The Company expects the impact of adoption of this guidance to be limited to footnote disclosure and to result in additional disaggregation of information disclosed in the rate reconciliation and with respect to income taxes paid.

In November 2024, the FASB issued ASU 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40) - Disaggregation of Income Statement Expenses ("ASU 2024-03"). ASU 2024-03 requires additional disclosures of the nature of expenses included in the income statement and presented in the footnotes. ASU 2024-03 is effective for annual periods beginning after December 15, 2026 and for interim periods beginning after December 15, 2027 on a prospective basis. Early adoption and retrospective application are permitted. The Company is currently evaluating the impact of adopting this new accounting guidance on its disclosures.

The Company does not believe there are any other recently issued and effective or not yet effective pronouncements that would have or are expected to have a material impact on the Company's present or future condensed consolidated financial statements.

### Note 2—Net Income (Loss) Per Share

The following table presents the basic and diluted net income (loss) per share:

	Three Months Ended		Six Months Ended	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
(in thousands, except per share data)				
<b>Basic Net Income (Loss) Per Share:</b>				
Net income (loss)	\$ 11,139	\$ (1,078)	\$ 1,505	\$ (18,835)
Weighted-average common shares outstanding used to compute basic net income (loss) per share	141,654	140,551	141,752	139,924
Basic net income (loss) per share	\$ 0.08	\$ (0.01)	\$ 0.01	\$ (0.13)
<b>Diluted Net Income (Loss) Per Share:</b>				
Net income (loss) used to calculate diluted income (loss) per share	11,139	(1,078)	1,505	(18,835)
<b>Denominator:</b>				
Weighted-average common shares used to compute basic net income (loss) per share	141,654	140,551	141,752	139,924
Dilutive effect of weighted-average restricted stock units	3,419	—	4,268	—
Dilutive effect of weighted-average common stock options	1,959	—	2,023	—
Dilutive effect of weighted-average performance stock units	1,224	—	1,106	—
Dilutive effect of weighted-average Employee Stock Purchase Plan ("ESPP") shares	4	—	35	—
Weighted-average shares used to compute diluted net income (loss) per share	148,260	140,551	149,184	139,924
Diluted net income (loss) per share	\$ 0.08	\$ (0.01)	\$ 0.01	\$ (0.13)

The following weighted-average shares have been excluded from the calculation of diluted net income (loss) per share attributable to common stockholders for each period presented because they were anti-dilutive:

	Three Months Ended		Six Months Ended	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
	(in thousands)		(in thousands)	
Unvested restricted stock units	—	2,666	—	2,612
Options to purchase common stock	—	1,706	—	1,639
Unvested performance stock units	—	600	—	421
ESPP shares	—	55	—	60
Convertible Senior Notes	3,210	3,210	3,210	3,210
Total shares excluded from diluted net income (loss) per share	3,210	8,237	3,210	7,942

As of June 30, 2025, the performance stock units granted during 2021, 2023, 2024, and 2025 had expected achievement levels of 0%, 150%, 150%, and 150%, respectively. The performance stock units granted during 2022 vested on February 1, 2025 with an achievement of approximately 125%. As of June 30, 2024, the performance stock units granted in 2021, 2022, 2023, and 2024 had expected achievement levels of 0%, 100%, 124%, and 150%, respectively. These expected and actual achievement levels are included in the calculation of weighted-average shares in the tables above. Refer to Note 11 for additional information related to performance stock units.

As of both June 30, 2025 and 2024, the number of shares that would be issuable assuming conversion of all of the Convertible Senior Notes (as defined in Note 9) was approximately 3,210,098 and were excluded from the calculation of diluted net income (loss) per share because they were anti-dilutive. The Convertible Senior Notes have an initial conversion rate of 15.6539 shares of common stock per \$1,000 principal amount of the Convertible Senior Notes, which will be subject to anti-dilution adjustments in certain circumstances.

### Note 3—Revenue

For the majority of transactions on the Company's platform, the Company reports revenue on a net basis as it does not act as the principal in the purchase and sale of digital advertising inventory because it does not have control of the digital advertising inventory and does not set prices agreed upon within the auction marketplace. For certain advertising campaigns that are transacted through insertion orders, the Company reports revenue on a gross basis, based primarily on its determination that the Company acts as the primary obligor in the delivery of advertising campaigns for buyers with respect to such transactions.

The following table presents the Company's revenue recognized on a net basis and on a gross basis for the three and six months ended June 30, 2025 and 2024:

	Three Months Ended				Six Months Ended			
	June 30, 2025		June 30, 2024		June 30, 2025		June 30, 2024	
	(in thousands, except percentages)							
Revenue:								
Net basis	\$ 154,518	89 %	\$ 137,104	84 %	\$ 292,592	89 %	\$ 258,196	83 %
Gross basis	18,814	11	25,776	16	36,511	11	54,003	17
Total	\$ 173,332	100 %	\$ 162,880	100 %	\$ 329,103	100 %	\$ 312,199	100 %

The following table presents the Company's revenue by channel for the three and six months ended June 30, 2025 and 2024:

	Three Months Ended				Six Months Ended			
	June 30, 2025		June 30, 2024		June 30, 2025		June 30, 2024	
	(in thousands, except percentages)							
Channel:								
CTV	\$ 82,397	48 %	\$ 77,769	48 %	\$ 154,946	47 %	\$ 150,361	48 %
Mobile	64,175	37 %	58,604	36 %	122,636	37	112,557	36
Desktop	26,760	15 %	26,507	16 %	51,521	16	49,281	16
Total	<u>\$ 173,332</u>	<u>100 %</u>	<u>\$ 162,880</u>	<u>100 %</u>	<u>\$ 329,103</u>	<u>100 %</u>	<u>\$ 312,199</u>	<u>100 %</u>

The following table presents the Company's revenue disaggregated by geographic location, based on the location of the Company's sellers for the three and six months ended June 30, 2025 and 2024:

	Three Months Ended				Six Months Ended			
	June 30, 2025		June 30, 2024		June 30, 2025		June 30, 2024	
	(in thousands, except percentages)							
United States	\$ 132,411	76 %	\$ 123,363	76 %	\$ 249,195	76 %	\$ 236,775	76 %
International	40,921	24	39,517	24 %	79,908	24	75,424	24
Total	<u>\$ 173,332</u>	<u>100 %</u>	<u>\$ 162,880</u>	<u>100 %</u>	<u>\$ 329,103</u>	<u>100 %</u>	<u>\$ 312,199</u>	<u>100 %</u>

Payment terms are specified in agreements between the Company and the buyers and sellers on its platform. The Company generally bills buyers at the end of each month for the full purchase price of impressions filled in that month. The Company recognizes volume discounts as a reduction of revenue as they are incurred. Specific payment terms may vary by agreement, but are generally seventy-five days or less. The Company's accounts receivable are recorded at the amount of gross billings to buyers, net of allowances for the amounts the Company is responsible to collect. The Company's accounts payable related to amounts due to sellers are recorded at the net amount payable to sellers (refer to Note 7). Accordingly, both accounts receivable and accounts payable appear large in relation to revenue reported on a net basis.

Accounts receivable are recorded at the invoiced amount, are unsecured, and do not bear interest. The allowance for doubtful accounts is reviewed quarterly, requires judgment, and is based on the best estimate of the amount of expected credit losses in existing accounts receivable. The Company reviews the status of the then-outstanding accounts receivable on a customer-by-customer basis, taking into consideration the aging schedule of receivables, its historical collection experience, current information regarding the client, subsequent collection history, and other relevant data, in establishing the allowance for doubtful accounts. Accounts receivable are presented net of an allowance for doubtful accounts of \$3.1 million at June 30, 2025, and \$2.9 million at December 31, 2024. Accounts receivable are written off against the allowance for doubtful accounts when the Company determines amounts are no longer collectible.

The Company reviews the associated payable to sellers for recovery of buyer receivable allowance and write-offs; in some cases, the Company can reduce the payable to sellers. The reduction of seller payables related to recovery of uncollected buyer receivables is netted against allowance expense. The contra seller payables related to recoveries were \$2.2 million and \$1.9 million as of June 30, 2025 and December 31, 2024, respectively.

The following is a summary of activity in the allowance for doubtful accounts for the three and six months ended June 30, 2025 and 2024:

	Three Months Ended		Six Months Ended	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
	(in thousands)			
Allowance for doubtful accounts, beginning balance	\$ 2,582	\$ 2,467	\$ 2,902	\$ 20,363
Write-offs	(50)	(423)	(160)	(18,934)
Increase in provision for expected credit losses	598	609	388	1,224
Allowance for doubtful accounts, ending balance	<u>\$ 3,130</u>	<u>\$ 2,653</u>	<u>\$ 3,130</u>	<u>\$ 2,653</u>

During the six months ended June 30, 2024, the Company wrote off \$18.9 million of allowance for doubtful accounts, of which \$18.5 million was attributable to the outstanding accounts receivable from a buyer that filed for bankruptcy during 2023.

The change in provision for expected credit losses associated with accounts receivable and the offsetting impact of the change to contra seller payables related to recoveries of uncollected buyer receivables result in the amount of bad debt expense or recoveries the Company recognizes each period. During the three and six months ended June 30, 2025 and June 30, 2024, the activity related to the provision of expected credit losses associated with accounts receivable and the activity of contra seller payables related to recoveries of uncollected buyer receivables were immaterial, which resulted in immaterial amounts of bad debt expense or recovery recognized in the respective periods.

#### Note 4—Fair Value Measurements

##### Recurring Fair Value Measurements

Fair value represents the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. Observable inputs are based on market data obtained from independent sources. The fair value hierarchy is based on the following three levels of inputs, of which the first two are considered observable and the last one is considered unobservable:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 – Unobservable inputs.

The table below sets forth a summary of financial instruments that are measured at fair value on a recurring basis at June 30, 2025:

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(in thousands)			
Cash equivalents	\$ 337,661	\$ 337,661	\$ —	\$ —

The table below sets forth a summary of financial instruments that are measured at fair value on a recurring basis at December 31, 2024:

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(in thousands)			
Cash equivalents	\$ 436,731	\$ 436,731	\$ —	\$ —

At June 30, 2025 and December 31, 2024, cash equivalents of \$337.7 million and \$436.7 million, respectively, consisted of money market funds with original maturities of three months or less. The carrying amounts of cash equivalents are classified as Level 1 or Level 2 depending on whether or not their fair values are based on quoted market prices for identical securities that are traded in an active market.

At June 30, 2025 and December 31, 2024, the Company had debt outstanding under its Convertible Senior Notes and loans under its 2024 Term Loan B Facility (as defined in Note 9) included in its balance sheets. The estimated fair value of the Company's Convertible Senior Notes was \$197.1 million and \$190.2 million as of June 30, 2025 and December 31, 2024, respectively. The estimated fair value of Convertible Senior Notes is based on market rates and the closing trading price of the Convertible Senior Notes as of June 30, 2025 and December 31, 2024 and is classified as Level 2 in the fair value hierarchy. At June 30, 2025 and December 31, 2024, the estimated fair value of the Company's 2024 Term Loan B Facility was \$364.1 million and \$368.2 million, respectively. The estimated fair value is based on borrowing rates currently available to the Company for financing with similar terms and is classified as Level 2 in the fair value hierarchy.

**Note 5—Property and Equipment**

Major classes of property and equipment were as follows:

	June 30, 2025	December 31, 2024
	(in thousands)	
Computer equipment and network hardware	\$ 205,175	\$ 184,155
Furniture, fixtures, and office equipment	2,960	3,486
Leasehold improvements	1,126	2,576
Purchased software	1,108	1,123
Gross property and equipment	210,369	191,340
Accumulated depreciation	(120,864)	(122,610)
Property and equipment, net	\$ 89,505	\$ 68,730

Depreciation expense related to property and equipment totaled \$5.8 million and \$3.6 million for the three months ended June 30, 2025 and 2024, respectively, and \$10.9 million and \$6.8 million for the six months ended June 30, 2025 and 2024, respectively.

The Company's property and equipment, net by geographical region was as follows:

	June 30, 2025	December 31, 2024
	(in thousands)	
United States	\$ 73,690	\$ 51,708
International	15,815	17,022
Total	\$ 89,505	\$ 68,730

**Note 6—Intangible Assets**

The Company's intangible assets as of June 30, 2025 and December 31, 2024 included the following:

	June 30, 2025	December 31, 2024
	(in thousands)	
<b>Amortizable intangible assets:</b>		
Developed technology	\$ 109,736	\$ 109,736
Customer relationships	—	37,300
In-process research and development	8,830	8,830
Other intangible assets	1,332	1,332
Total identifiable intangible assets, gross	119,898	157,198
<b>Accumulated amortization—intangible assets:</b>		
Developed technology	(100,351)	(93,941)
Customer relationships	—	(34,192)
In-process research and development	(7,604)	(6,856)
Other intangible assets	(907)	(900)
Total accumulated amortization—intangible assets	(108,862)	(135,889)
Total intangible assets, net	\$ 11,036	\$ 21,309

Amortization of intangible assets for the three months ended June 30, 2025 and 2024 was \$2.9 million and \$7.6 million, respectively, and \$10.3 million and \$15.2 million for the six months ended June 30, 2025 and 2024, respectively. For the three months ended June 30, 2025, the Company wrote off fully amortized intangible assets with a historical cost of \$37.3 million.

The estimated remaining amortization expense associated with the Company's intangible assets was as follows as of June 30, 2025:

Fiscal Year	Amount (in thousands)
Remaining 2025	\$ 4,201
2026	6,045
2027	474
2028	43
2029	43
Thereafter	230
<b>Total</b>	<b>\$ 11,036</b>

#### Note 7—Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses included the following:

	June 30, 2025	December 31, 2024
	(in thousands)	
Accounts payable—seller	\$ 1,474,815	\$ 1,417,780
Accounts payable—trade	33,382	30,899
Accrued employee-related payables	22,192	17,698
Total	<u>\$ 1,530,389</u>	<u>\$ 1,466,377</u>

#### Note 8—Lease Obligations

The Company has operating leases for office facilities and data centers. The lease terms of the Company's operating leases generally range from 1.0 year to 10.0 years. The Company's lease terms include periods under options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. The weighted average remaining lease term of leases included in lease liabilities is 4.3 years and 4.6 years as of June 30, 2025 and December 31, 2024, respectively. As of June 30, 2025 and December 31, 2024, a weighted average discount rate of 6.12% has been applied to the remaining lease payments to calculate the lease liabilities included within the condensed consolidated balance sheet.

Operating lease expense was \$5.6 million and \$5.9 million for the three months ended June 30, 2025 and 2024, respectively, and \$10.7 million and \$11.6 million for the six months ended June 30, 2025 and 2024, respectively. The Company recognized variable lease expense of \$0.9 million and \$0.6 million for the three months ended June 30, 2025 and 2024, respectively, and \$1.8 million and \$1.5 million for the six months ended June 30, 2025 and 2024, respectively.

Cash paid for amounts included in lease liabilities was \$5.4 million and \$6.5 million for the three months ended June 30, 2025 and 2024, respectively, and \$10.3 million and \$12.8 million for the six months ended June 30, 2025 and 2024, respectively.

The maturity of the Company's lease liabilities associated with leases included in the lease liabilities and right-of-use ("ROU") assets were as follows as of June 30, 2025 (in thousands):

<b>Fiscal Year</b>		
Remaining 2025	\$	11,832
2026		19,465
2027		13,064
2028		9,449
2029		9,347
Thereafter		8,017
Total lease payments (undiscounted)		71,174
Less: imputed interest		(8,385)
Lease liabilities—total (discounted)	\$	<u>62,789</u>

The Company also received rental income of an immaterial amount and \$1.3 million for real estate leases for which it subleased the property to a third party during the three months ended June 30, 2025 and 2024, respectively and \$0.6 million and \$2.6 million for the six months ended June 30, 2025 and 2024, respectively. Rental income is included in other income in the condensed consolidated statements of operations.

In addition to the lease liabilities included in these consolidated financial statements, the Company entered into agreements for data centers that had not commenced as of June 30, 2025; therefore, the leases were not included in the lease liabilities and ROU assets balance as of June 30, 2025. The Company has future commitments totaling \$11.8 million over a term of 4.5 years related to these agreements.

The Company's operating lease right-of-use assets by geographical region were as follows:

	<u>June 30, 2025</u>	<u>December 31, 2024</u>
	(in thousands)	
United States	\$ 49,877	\$ 45,178
International	8,552	5,151
Total	<u>\$ 58,429</u>	<u>\$ 50,329</u>

#### Note 9—Debt

Current and long term debt as of June 30, 2025 and December 31, 2024 consisted of the following:

	<u>June 30, 2025</u>	<u>December 31, 2024</u>
	(in thousands)	
Convertible Senior Notes	\$ 205,067	\$ 205,067
Less: Unamortized debt issuance costs	(837)	(1,424)
Net carrying value of Convertible Senior Notes	<u>204,230</u>	<u>203,643</u>
2024 Term Loan B Facility	362,269	363,177
Less: Unamortized debt discount and issuance costs	(10,081)	(13,075)
Net carrying value of 2024 Term Loan B Facility	<u>352,188</u>	<u>350,102</u>

#### Balance Sheet Presentation:

Debt, current, net of debt issuance costs	207,862	3,641
Debt, non-current, net of debt discount and issuance costs	348,556	550,104
Total debt	<u>\$ 556,418</u>	<u>\$ 553,745</u>

Maturities of the principal amount of the Company's debt as of June 30, 2025 were as follows (in thousands):

<b>Fiscal Year</b>			
Remaining 2025		\$	1,816
2026			208,699
2027			3,632
2028			3,632
2029			3,632
Thereafter			345,925
Total		\$	567,336

Amortization of debt discount and debt issuance costs is computed using the effective interest method and is included in interest expense in the condensed consolidated statement of operations. Amortization of the debt discount and debt issuance costs associated with the Company's indebtedness totaled \$0.8 million and \$1.6 million for the three and six months ended June 30, 2025, respectively, and \$0.9 million and \$1.9 million for the three and six months ended June 30, 2024, respectively. In addition, amortization of deferred financing costs was an immaterial amount for each of the three and six months ended June 30, 2025 and 2024. Deferred financing costs are included in other assets, non-current in the condensed consolidated balance sheets.

### ***Convertible Senior Notes and Capped Call Transactions***

In March 2021, the Company issued \$400.0 million aggregate principal amount of 0.25% convertible senior notes in a private placement, including \$50.0 million aggregate principal amount of such notes pursuant to the exercise in full of the over-allotment options of the initial purchasers (collectively, the "Convertible Senior Notes"). The Convertible Senior Notes will mature on March 15, 2026, unless earlier repurchased, redeemed or converted. The total net proceeds from the offering, after deducting debt issuance costs, paid by the Company, were approximately \$388.6 million. The Company used approximately \$39.0 million of the net proceeds from the offering to pay for the Capped Call Transactions (as described below).

The Convertible Senior Notes are senior, unsecured obligations and are (i) equal in right of payment with the existing and future senior, unsecured indebtedness; (ii) senior in right of payment to any of the Company's future indebtedness that is expressly subordinated to the Convertible Senior Notes; (iii) effectively subordinated to the Company's existing and future secured indebtedness, to the extent of the value of the collateral securing that indebtedness, including amounts outstanding under the Loan Agreement or the new Credit Agreement (see section below); and (iv) structurally subordinated to all existing and future indebtedness and other liabilities, including trade payables, and (to the extent the Company is not a holder thereof) preferred equity, if any, of the Company's subsidiaries that do not guarantee the Convertible Senior Notes.

The Convertible Senior Notes accrue interest at 0.25% per annum payable semi-annually in arrears on March 15 and September 15 of each year, beginning on September 15, 2021. The Convertible Senior Notes will mature on March 15, 2026 unless they are redeemed, repurchased or converted prior to such date. The Convertible Senior Notes are convertible at the option of holders only during certain periods and upon satisfaction of certain conditions.

Holders have the right to convert their notes (or any portion of a note in an authorized denomination), in the following circumstances: (i) during any calendar quarter commencing after the calendar quarter ending on June 30, 2021, if the last reported sale price per share of the Company's common stock exceeds 130% of the conversion price for each of at least 20 trading days during the 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter; (ii) during the five consecutive business days immediately after any ten consecutive trading day period (such ten consecutive trading day period, the "measurement period") in which the trading price per \$1,000 principal amount of notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price per share of the Company's common stock on such trading day and the conversion rate on such trading day; (iii) upon the occurrence of certain corporate events or distributions on the Company's common stock; (iv) if the Company calls such Convertible Senior Notes for redemption; and (v) on or after September 15, 2025, until the close of business on the second scheduled trading day immediately before the maturity date, holders of the Convertible Senior Notes may, at their option, convert all or a portion of their Convertible Senior Notes regardless of the foregoing conditions at any time from, and including, September 15, 2025 until the close of business on the second scheduled trading day immediately before the maturity date.

Upon conversion, the Convertible Senior Notes may be settled in shares of the Company's common stock, cash or a combination of cash and shares of the Company's common stock, at the Company's election. All conversions with a conversion date that occurs on or after September 15, 2025 will be settled using the same settlement method, and the Company will send notice of such settlement method to noteholders no later than the open of business on September 15, 2025.

Subject to the terms of the indenture agreement, the Company has the right, at its election, to redeem all, or any portion (subject to the partial redemption limitation) in an authorized denomination, of the Convertible Senior Notes, at any time, and from

time to time, on a redemption date on or after March 20, 2024 and on or before the 40th scheduled trading day immediately before the maturity date, for cash, but only if the "last reported sale price," as defined under the Offering Memorandum, per share of common stock exceeds 130% of the "conversion price" on (i) each of at least 20 trading days, during the 30 consecutive trading days ending on, and including, the trading day immediately before the date the Company sends the related redemption notice; and (ii) the trading day immediately before the date the Company sends such notice. In addition, calling any note for redemption will constitute a "make-whole fundamental change" (as defined below) with respect to that note, in which case the conversion rate applicable to the conversion of that note will be increased in certain circumstances if it is converted after it is called for redemption. If the Company elects to redeem less than all of the outstanding notes, then the redemption will not constitute a make-whole fundamental change with respect to the notes not called for redemption, and holders of the notes not called for redemption will not be entitled to an increased conversion rate for such notes as described above on account of the redemption, except to the limited extent described further below. No sinking fund is provided for the Convertible Senior Notes, which means that the Company is not required to redeem or retire the Convertible Senior Notes periodically.

If a fundamental change occurs, then each noteholder will have the right to require the Company to repurchase its notes (or any portion thereof in an authorized denomination) for cash on a date (the "fundamental change repurchase date") of the Company's choosing, which must be a business day that is no more than 45, nor less than 20, business days after the date the Company distributes the related fundamental change notice.

If an event of default, other than a reporting default remedied by special interest as defined in the indenture agreement, occurs with respect to the Company or any guarantor, then the principal amount of, and all accrued and unpaid interest on, all of the notes then outstanding will immediately become due and payable without any further action or notice by any person. If an event of default (other than a reporting event of default described above with respect to the Company or any guarantor and not solely with respect to a significant subsidiary of the Company's or a guarantor, other than the Company or such guarantor) occurs and is continuing, then, the trustee, by notice to the Company, or noteholders of at least 25% of the aggregate principal amount of notes then outstanding, by written notice to the Company and the trustee, may declare the principal amount of, and all accrued and unpaid interest on, all of the notes then outstanding to become due and payable immediately.

The Convertible Senior Notes have an initial conversion rate of 15.6539 shares of common stock per \$1,000 principal amount of the Convertible Senior Notes, which will be subject to customary anti-dilution adjustments in certain circumstances.

In connection with the pricing of the Convertible Senior Notes, the Company entered into privately negotiated capped call transactions with various financial institutions (the "Capped Call Transactions"). The Capped Call Transactions were entered into with third party broker-dealers to limit the potential dilution that would occur if the Company has to settle the conversion value in excess of the principal in shares. This exposure will be covered (i.e., the Company will receive as many shares as are required to be issued between the conversion price of \$63.8818 and the maximum price of \$91.2600). Any shares required to be issued by the Company over this amount would have net earnings per share dilution impact. By entering into the Capped Call Transactions, the Company expects to reduce the potential dilution to its common stock (or, in the event the conversion is settled in cash, to reduce its cash payment obligation) in the event that at the time of conversion its stock price exceeds the conversion price under the Convertible Senior Notes. The Company paid \$39.0 million for the Capped Call Transactions, which was recorded as additional paid-in capital, using a portion of the gross proceeds from the sale of the Convertible Senior Notes. The cost of the Capped Call Transactions is not expected to be tax deductible as the Company did not elect to integrate the capped call into the Convertible Senior Notes for tax purposes. The cost of the Capped Call Transaction was recorded as a reduction of the Company's additional paid-in capital in the accompanying condensed consolidated financial statements.

The Company incurred debt issuance costs of \$11.4 million in March 2021. The Convertible Senior Notes are presented net of issuance costs on the Company's condensed consolidated balance sheets. The debt issuance costs are amortized on an effective interest basis over the term of the Convertible Senior Notes and are included in interest expense and amortization of debt discount in the accompanying condensed consolidated statements of operations.

During the year ended December 31, 2023, the Company repurchased \$194.9 million of principal balance of its Convertible Senior Notes in the open market with cash on hand for \$165.5 million.

The following table sets forth interest expense related to the Convertible Senior Notes for the three and six months ended June 30, 2025 and 2024 (in thousands, except interest rates):

	Three Months Ended		Six Months Ended	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Contractual interest expense	\$ 128	\$ 128	\$ 256	\$ 256
Amortization of debt issuance costs	294	294	587	587
Total interest expense	\$ 422	\$ 422	\$ 843	\$ 843
Effective interest rate	0.82 %	0.82 %	0.82 %	0.82 %

Amortization expense for the Company's debt issuance costs related to the Convertible Senior Notes for the fiscal years 2025 through 2026 was as follows (in thousands):

Fiscal Year	Debt Issuance Costs
Remaining 2025	\$ 585
2026	252
Total	\$ 837

### **2021 and 2024 Credit Agreements**

On April 30, 2021, the Company entered into a credit agreement (the "2021 Credit Agreement") with Goldman Sachs Bank USA as administrative agent and collateral agent, and other lender parties thereto. The 2021 Credit Agreement provided for a \$360.0 million seven-year senior secured term loan facility ("2021 Term Loan B Facility"), which had a maturity in April 2028, and a \$65.0 million senior secured revolving credit facility (as amended in June 2021, the "2021 Revolving Credit Facility"), which had a maturity in December 2025. In June 2023, the Company amended the 2021 Credit Agreement (the "Amended 2021 Credit Agreement") to transition away from a variable interest rate based on the Eurodollar Rate towards a similar variable interest rate based on Adjusted Term SOFR, as defined in the Amended 2021 Credit Agreement, which is based on the secured overnight financing rate ("SOFR").

Amounts outstanding under the Amended 2021 Credit Agreement accrue interest at a rate equal to either, (1) for the 2021 Term Loan B Facility, at the Company's election, the Adjusted Term SOFR plus a margin of 5.00% per annum, or ABR (as defined in the Amended 2021 Credit Agreement) plus a margin of 4.00%, and (2) for the 2021 Revolving Credit Facility, at the Company's election, the Adjusted Term SOFR plus a margin of 4.25% to 4.75%, or ABR plus a margin of 3.25% to 3.75%, in each case, depending on the Company's first lien net leverage ratio.

On February 6, 2024, the Company refinanced the 2021 Credit Agreement and entered into a new credit agreement (the "2024 Credit Agreement") with Morgan Stanley Senior Funding, Inc. as the Company term loan administrative agent and Citibank, N.A. as the Company's revolving facility administrative agent and collateral agent, and other lender parties thereto. The 2024 Credit Agreement included a \$365.0 million seven-year senior secured term loan facility (the "2024 Term Loan B Facility"), which will mature in February 2031 and a \$175.0 million five-year senior secured revolving credit facility (the "2024 Revolving Credit Facility"), which will mature in February 2029. The Company primarily used the proceeds from the 2024 Term Loan B Facility to repay in full all outstanding amounts owed under the Company's Amended 2021 Credit Agreement. Accordingly, the Amended 2021 Credit Agreement was terminated and replaced in its entirety. The obligations under the 2024 Credit Agreement are secured by substantially all of the assets of the Company.

Amounts outstanding under the 2024 Credit Agreement accrue interest at a rate equal to either, (1) for the 2024 Term Loan B Facility, at the Company's election, Term SOFR (as defined in the 2024 Credit Agreement) plus a margin of 4.50% per annum, or ABR (as defined in the 2024 Credit Agreement) plus a margin of 3.50%, and (2) for the 2024 Revolving Credit Facility, at the Company's election, Term SOFR plus a margin of 3.50% to 4.00%, or ABR plus a margin of 2.50% to 3.00%, in each case, depending on the Company's First Lien Net Leverage Ratio (as defined in the 2024 Credit Agreement).

On September 18, 2024, the Company entered into Amendment No. 1 to the 2024 Credit Agreement ("Amendment No. 1"), which reduced the interest rate of the 2024 Term Loan B Facility by 75 basis points to Term SOFR plus a margin of 3.75%, from the previous rate of Term SOFR plus a margin of 4.50%. Amendment No. 1 also reduced the interest rate margin of any ABR Loans (as defined in Amendment No. 1) by 75 basis points to ABR plus a margin of 2.75% from the previous rate of ABR plus a margin of 3.50%. The remaining terms of the 2024 Term Loan B Facility and 2024 Revolving Credit Facility were substantially unchanged.

On March 18, 2025, the Company entered into Amendment No. 2 to the 2024 Credit Agreement ("Amendment No. 2"), which reduced the interest rate of the 2024 Term Loan B Facility by an additional 75 basis points to Term SOFR plus a margin of 3.00%, from the previous rate of Term SOFR plus a margin of 3.75%. Amendment No. 2 also reduced the interest rate margin of any ABR Loans (as defined in Amendment No. 2) by 75 basis points to ABR plus a margin of 2.00% from the previous rate of ABR plus a margin of 2.75%. The remaining terms of the 2024 Term Loan B Facility and 2024 Revolving Credit Facility were substantially unchanged.

As of June 30, 2025, the contractual interest rate related to the 2024 Term Loan B Facility was 7.33%. In addition to having to pay contractual interest on the 2024 Term Loan B Facility, the Company is also required to pay certain other fees, primarily to the lenders under the 2024 Revolving Credit Facility, in order to maintain their revolving facility commitments.

The covenants of the 2024 Credit Agreement include customary negative covenants that, among other things, restrict the Company's ability to incur additional indebtedness, grant liens and make certain acquisitions, investments, asset dispositions and restricted payments. In addition, the 2024 Credit Agreement contains a springing financial covenant that is tested on the last day of

any fiscal quarter only if utilization of the 2024 Revolving Credit Facility exceeds 35% of the total revolving commitments, whereby the Company is required to maintain a First Lien Net Leverage Ratio below 3.25 to 1.00. As of June 30, 2025, no amounts were outstanding under the 2024 Revolving Credit Facility and the Company was in compliance with its debt covenants. At June 30, 2025, amounts available under the 2024 Revolving Credit Facility were \$171.3 million, net of letters of credit outstanding in the amount of \$3.7 million.

The 2024 Credit Agreement includes customary events of default, and customary rights and remedies upon the occurrence of any event of default thereunder, including rights to accelerate the loans, terminate the commitments thereunder and realize upon the collateral securing the obligations under the 2024 Credit Agreement. The 2024 Credit Agreement calls for customary scheduled loan amortization payments of 0.25% of the initial principal balance, which at the time of Amendment No. 2 was \$363.2 million, payable quarterly (i.e. 1% in aggregate per year) as well as a provision that requires the Company to prepay the 2024 Term Loan B Facility based on an annual calculation of free cash flow ("Excess Cash Flow") as defined by the 2024 Credit Agreement. The Company was not required to make any such mandatory prepayment required by the Excess Cash Flow provision for the period ended June 30, 2025.

The following table summarizes the amount outstanding under the Company's 2024 Term Loan B Facility at June 30, 2025 and December 31, 2024:

	June 30, 2025	December 31, 2024
	(in thousands)	
2024 Term Loan B Facility	\$ 362,269	\$ 363,177
Unamortized debt discount	(4,706)	(6,198)
Unamortized debt issuance costs	(5,375)	(6,877)
2024 Term Loan B Facility, net of debt discount and issuance costs	<u>\$ 352,188</u>	<u>\$ 350,102</u>

#### *February 6, 2024 Debt Refinance*

As part of the debt refinance on February 6, 2024, where lenders under the 2021 Credit Agreement continued to be lenders under the 2024 Credit Agreement, certain of their loans and revolving facility commitments were deemed to have been modified ("Modified Loans" and "Modified Commitments," respectively). The Company continued to defer debt discount costs of \$3.7 million and debt issuance costs of \$5.7 million from Modified Loans over the term of the new 2024 Term Loan B Facility. The Company continued to defer financing costs as of February 6, 2024 of an immaterial amount from Modified Commitments over the term of the new 2024 Revolver Facility.

For lenders of the 2021 Credit Agreement that did not continue to participate in the 2024 Credit Agreement, their pro-rata portion of the unamortized debt discount of \$2.8 million, unamortized debt issuance costs of \$4.3 million, and unamortized deferred financing costs of an immaterial amount were deemed to be extinguished. The resulting loss on extinguishment of debt of \$7.4 million is included in other (income) expense in the Company's condensed consolidated statement of operations for the six months ended June 30, 2024.

The Company paid \$7.7 million in third-party fees related to the closing of the 2024 Credit Agreement. Third-party fees attributed to new lenders of \$2.4 million were capitalized as part of the debt issuance costs and will be amortized over the term of the 2024 Term Loan B Facility while third-party fees attributed to Modified Loans of \$3.1 million were included in general and administrative expenses in the Company's condensed consolidated statement of operations for the six months ended June 30, 2024. In addition, third-party fees of \$2.1 million attributed to new revolving lenders and Modified Commitments were capitalized as part of deferred financing costs and will be amortized over the term of the 2024 Revolving Facility. The Company also capitalized additional debt discount costs of \$3.7 million associated with the closing of the 2024 Term Loan B Facility, which will be amortized over the term of the 2024 Term Loan B Facility.

#### *September 18, 2024 Debt Repricing*

The Company analyzed the changes of Amendment No. 1 on a lender-by-lender basis and determined that the transaction would primarily be accounted for as a modification, with a portion of it accounted for as debt extinguishment and new debt issuance. As a result, the Company recognized an immaterial loss on extinguishment related to unamortized debt discount and unamortized debt issuance costs related to the portion of the 2024 Term Loan B Facility that was extinguished. The Company paid \$1.0 million in third-party fees related to Amendment No. 1 of which an immaterial amount was capitalized as debt issuance costs and \$1.0 million was included in general and administrative expenses in the Company's condensed consolidated statement of operations for the three months ended September 30, 2024. As part of Amendment No. 1, most lenders decided to roll their loan balances over from the original 2024 Term Loan B Facility to the amended 2024 Term Loan B Facility, while some decided to cash out and reassign their loan balances. On September 18, 2024, \$312.0 million of the 2024 Term Loan B Facility principal balance was rolled over as part of non-cash financing activities while \$52.1 million of the 2024 Term Loan B Facility principal balance was repaid and then reissued.

### March 18, 2025 Debt Repricing

The Company analyzed the changes of Amendment No. 2 on a lender-by-lender basis and determined that the transaction would primarily be accounted for as a modification, with a portion of it accounted for as debt extinguishment and new debt issuance. As a result, the Company recognized a loss on extinguishment of \$2.2 million related to \$1.0 million of unamortized debt discount and \$1.1 million of unamortized debt issuance costs related to the portion of the 2024 Term Loan B Facility that was extinguished. The Company paid \$1.1 million in third-party fees related to Amendment No. 2 of which an immaterial amount was capitalized as debt issuance costs and \$1.0 million was included in general and administrative expenses in the Company's condensed consolidated statement of operations for the six months ended June 30, 2025. As part of Amendment No. 2, most of the 2024 Term Loan B lenders decided to roll their loan balances over from Amendment No. 1 to Amendment No. 2, while some decided to cash out and reassign their loan balances. On March 18, 2025, \$270.6 million of the 2024 Term Loan B principal balance from Amendment No. 1 was rolled over to Amendment No. 2 as part of non-cash financing activities while \$92.6 million of the 2024 Term Loan B Facility principal balance from Amendment No. 1 was repaid and then reissued as part of Amendment No. 2.

The following table sets forth interest expense related to the 2024 Term Loan B Facility and the 2021 Term Loan B Facility (in thousands, except interest rates):

	Three Months Ended		Six Months Ended	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Contractual interest expense	\$ 6,722	\$ 9,032	\$ 13,952	\$ 18,198
Amortization of debt discount	216	270	472	584
Amortization of debt issuance costs	247	298	529	716
Total interest expense	\$ 7,185	\$ 9,600	\$ 14,953	\$ 19,498
Effective interest rate	7.91 %	10.52 %	8.23 %	10.77 %

Amortization expense for the 2024 Term Loan B Facility debt discount and debt issuance costs for fiscal years 2025 through 2029 and thereafter was as follows (in thousands):

Fiscal Year	Debt Discount	Debt Issuance Costs
Remaining 2025	\$ 431	\$ 493
2026	856	978
2027	847	968
2028	839	958
2029	830	948
Thereafter	903	1,030
Total	\$ 4,706	\$ 5,375

### Total Interest Expense and Interest Income

Interest expense consists primarily of contractual interest expense and amortization of debt discount, debt issuance costs, and deferred financing costs related to the Company's debt facilities under its 2024 Credit Agreement and 2021 Credit Agreement as well as its Convertible Senior Notes. Interest income primarily consists of interest earned on the Company's cash equivalents. The following includes interest expense and interest income, as presented within interest expense, net in the condensed consolidated statement of operations (in thousands):

	Three Months Ended		Six Months Ended	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Interest expense	\$ 7,801	\$ 10,164	\$ 16,221	\$ 20,618
Interest income	(2,730)	(3,371)	(5,973)	(5,867)
Interest expense, net	\$ 5,071	\$ 6,793	\$ 10,248	\$ 14,751

**Note 10—Commitments and Contingencies*****Commitments***

The Company has commitments under non-cancelable operating leases for facilities and its managed data center facilities (refer to Note 8).

As of June 30, 2025 and December 31, 2024, the Company had \$3.7 million and \$5.2 million, respectively, of letters of credit associated with office leases available for borrowing, on which there were no outstanding borrowings as of either date.

In the normal course of business, the Company enters into non-cancelable contractual obligations with various parties, primarily related to cloud-managed service agreements, software service agreements, and data center providers. As of June 30, 2025, the Company's outstanding non-cancelable contractual obligations with a remaining term in excess of one year consist of the following (in thousands):

<b>Fiscal Year</b>		
Remaining 2025	\$	52,848
2026		106,024
2027		71,770
2028		17,652
Total	\$	<u>248,294</u>

The amounts above include commitments under a cloud-managed services agreement, under which the Company has a non-cancelable commitment from July 2025 to June 2028 containing minimum spend amounts for each twelve-month period (i.e. July 2025 to June 2026, July 2026 to June 2027, and July 2027 to June 2028) as well as an additional minimum spend amount over the entire three-year term. The table above approximates the manner in which the Company expects to fulfill the obligation.

***Guarantees and Indemnification***

The Company's agreements with sellers, buyers, and other third parties typically obligate the Company to provide indemnity and defense for losses resulting from claims of intellectual property infringement, damages to property or persons, business losses, or other liabilities. Generally, these indemnity and defense obligations relate to the Company's own business operations, obligations, and acts or omissions. However, under some circumstances, the Company agrees to indemnify and defend contract counterparties against losses resulting from their own business operations, obligations, and acts or omissions, or the business operations, obligations, and acts or omissions of third parties. For example, because the Company's business interposes the Company between buyers and sellers in various ways, buyers often require the Company to indemnify them against acts and omissions of sellers, and sellers often require the Company to indemnify them against acts and omissions of buyers. In addition, the Company's agreements with sellers, buyers, and other third parties typically include provisions limiting the Company's liability to the counterparty, and the counterparty's liability to the Company. These limits sometimes do not apply to certain liabilities, including indemnity obligations. These indemnity and limitation of liability provisions generally survive termination or expiration of the agreements in which they appear. The Company has also entered into indemnification agreements with its directors, executive officers, and certain other officers 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. No material demands have been made upon the Company to provide indemnification under such agreements and there are no claims that the Company is aware of that could have a material effect on the Company's condensed consolidated financial statements.

***Litigation***

The Company and its subsidiaries may from time to time be parties to legal or regulatory proceedings, lawsuits and other claims incident to their business activities and to the Company's status as a public company. Such routine matters may include, among other things, assertions of contract breach or intellectual property infringement, claims for indemnity arising in the course of the Company's business, claims relating to our collection or use of data, regulatory investigations, audits by taxing authorities, or enforcement proceedings, and claims by persons whose employment has been terminated. For example, the Company has recently been subject to lawsuits alleging violation of various privacy statutes. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance. Consequently, management is unable to ascertain the ultimate aggregate amount of monetary liability, amounts which may be covered by insurance or recoverable from third parties, or the financial impact with respect to such matters as of June 30, 2025. However, based on management's knowledge as of June 30, 2025, management believes that the final resolution of these matters known at such date, individually and in the aggregate, will not have a material adverse effect upon the Company's condensed consolidated financial position, results of operations or cash flows.

### Employment Contracts

The Company has entered into severance agreements with certain employees and officers. The Company may be required to pay severance and accelerate the vesting of certain equity awards in the event of involuntary terminations.

### Note 11—Stock-Based Compensation

#### Stock Options

A summary of stock option activity for the six months ended June 30, 2025 was as follows:

	Shares Under Option (in thousands)	Weighted- Average Exercise Price	Weighted- Average Contractual Life	Aggregate Intrinsic Value (in thousands)
Outstanding at December 31, 2024	4,160	\$ 8.57		
Granted	81	\$ 16.46		
Exercised	(357)	\$ 4.79		
Expired	(28)	\$ 17.23		
Outstanding at June 30, 2025	<u>3,856</u>	\$ 9.02	4.3 years	\$ 61,640
Exercisable at June 30, 2025	<u>3,535</u>	\$ 8.68	4.0 years	\$ 57,996

The total intrinsic value of options exercised during the six months ended June 30, 2025 was \$5.8 million, based on their respective exercise dates. At June 30, 2025, the Company had unrecognized stock-based compensation expense relating to unvested stock options of approximately \$2.5 million, which is expected to be recognized over a weighted-average period of 2.0 years.

The Company estimates the fair value of stock options that contain service conditions using the Black-Scholes option pricing model. The grant date fair value of options granted during the six months ended June 30, 2025 and 2024 was \$11.40 and \$6.34, respectively, per share. The weighted-average input assumptions used by the Company were as follows:

	Six Months Ended	
	June 30, 2025	June 30, 2024
Expected term (in years)	5.0	5.0
Risk-free interest rate	4.45 %	3.93 %
Expected volatility	84 %	84 %
Dividend yield	— %	— %

#### Restricted Stock Units

A summary of restricted stock unit ("RSU") activity for the six months ended June 30, 2025 was as follows:

	Number of Shares (in thousands)	Weighted-Average Grant Date Fair Value
Restricted stock units outstanding at December 31, 2024	11,809	\$ 10.69
Granted	4,056	\$ 16.08
Canceled	(589)	\$ 11.58
Vested and released	(3,663)	\$ 11.39
Restricted stock units outstanding and unvested at June 30, 2025	<u>11,613</u>	\$ 12.31

The weighted-average grant date fair value per share of restricted stock units granted during the six months ended June 30, 2025 and 2024 was \$16.08 and \$9.27, respectively.

The fair value of restricted stock units that vested and were released during the six months ended June 30, 2025 and 2024 was \$68.1 million and \$35.1 million, respectively, based on their respective vesting dates. At June 30, 2025, the intrinsic value of unvested restricted stock units was \$280.1 million. At June 30, 2025, the Company had unrecognized stock-based compensation expense relating to unvested restricted stock units of approximately \$128.0 million, which is expected to be recognized over a

weighted-average period of 2.6 years.

### **Performance Stock Units**

The Company grants performance stock units ("PSU") to select executive employees that vest based on share price metrics tied to total shareholder return relative ("TSR") to a peer group, subject to a time-based service component. Between 0% and 150% of the performance stock units will vest at the end of the performance period, which is generally on the third anniversary of the PSU grant date.

Stock-based compensation expense for PSUs is based on the grant date fair value and the number of shares assuming a performance measurement of 100%. The compensation expense will not be reversed if the performance metrics are not met.

During the six months ended June 30, 2025, the Company granted PSUs with an aggregate target of 346,287 shares, assuming a performance measurement of 100%. The amount of shares that will ultimately vest will be determined based on the Company's TSR relative to the TSRs of a peer group for the three year-period beginning January 1, 2025, as well as certain interim measurements based on relative TSR for the one-year and two-year periods beginning on January 1, 2025.

A summary of PSU activity for the six months ended June 30, 2025 was as follows:

	<b>Number of Shares</b> <b>(in thousands)</b>	<b>Weighted-Average Grant</b> <b>Date Fair Value</b>
Outstanding at December 31, 2024	1,427	\$ 15.35
Granted *	368	\$ 20.72
Vested	(108)	\$ 17.28
Outstanding at June 30, 2025	<u>1,687</u>	<u>\$ 16.40</u>

\* PSUs granted and weighted-average grant date fair value include 22 shares issued above the target shares for a PSU that vested and was released during the six months ended June 30, 2025.

The grant date fair value for the PSUs was estimated using a Monte-Carlo simulation model. The grant date fair value of PSUs granted during the six months ended June 30, 2025 and June 30, 2024 was \$20.93 and \$11.76, respectively, per share. The weighted-average input assumptions used by the Company were as follows:

	<b>Six Months Ended</b>	
	<b>June 30, 2025</b>	<b>June 30, 2024</b>
Performance period (in years)	3.0	3.0
Risk-free interest rate	4.26 %	4.05 %
Expected volatility of Magnite	78 %	87 %
Expected volatility of selected peer companies	56 %	55 %
Expected correlation coefficients of Magnite	0.57	0.59
Expected correlation coefficients of selected peer companies	0.47	0.47
Dividend yield	— %	— %

During the six months ended June 30, 2025, the fair value of PSUs that vested and were released was \$1.9 million, based on their respective vesting dates. At June 30, 2025, the intrinsic value of unvested performance stock units based on expected achievement levels was \$40.7 million. As of June 30, 2025, the Company had unrecognized stock-based compensation expense relating to unvested PSUs of approximately \$10.8 million, which will be recognized over a weighted-average period of 1.4 years.

### Stock-Based Compensation Expense

Total stock-based compensation expense recorded in the condensed consolidated statements of operations was as follows:

	Three Months Ended		Six Months Ended	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
	(in thousands)		(in thousands)	
Cost of revenue	\$ 535	\$ 478	\$ 1,107	\$ 978
Sales and marketing	8,448	7,972	17,592	16,208
Technology and development	4,207	4,889	8,842	10,305
General and administrative	6,368	6,321	13,226	13,000
Total stock-based compensation expense	\$ 19,558	\$ 19,660	\$ 40,767	\$ 40,491

As of June 30, 2025, an aggregate of 16,240,389 shares remained available for future grants under the Magnite, Inc. Amended and Restated 2014 Equity Incentive Plan (the "Amended and Restated 2014 Equity Incentive Plan").

As of June 30, 2025, the Company has reserved 4,111,203 shares of its common stock for issuance under the Magnite, Inc. Amended and Restated 2014 Employee Stock Purchase Plan (the "Amended and Restated 2014 Employee Stock Purchase Plan").

#### Note 12—Income Taxes

In determining quarterly provisions for income taxes, the Company uses the annual estimated effective tax rate applied to the actual year-to-date income. The Company's annual estimated effective tax rate differs from the statutory rate primarily as a result of state taxes, foreign taxes, deductible stock option expenses, nondeductible executive compensation, and changes in the Company's valuation allowance.

The Company recorded an income tax provision of \$1.0 million and \$0.1 million for the three and six months ended June 30, 2025, and an income tax provision of \$4.6 million and tax benefit of \$3.2 million for the three and six months ended June 30, 2024, respectively. The tax provision for the three and six months ended June 30, 2025 was primarily the result of the Company's ability to recognize deferred tax assets ("DTAs") subject to the domestic valuation allowance and the federal, state, and foreign income tax provisions. The tax provision and benefit for the three and six months ended June 30, 2024, respectively, was primarily the result of the Company's ability to recognize DTAs subject to the domestic valuation allowance and the foreign income tax provision. The Company continues to maintain a partial valuation allowance for the domestic DTAs.

Due to uncertainty as to the realization of benefits from the Company's domestic and certain international DTAs, including net operating loss carryforwards and research and development tax credits, the Company has a partial valuation allowance reserved against such assets. The Company intends to continue to maintain a partial valuation allowance on the DTAs until there is sufficient evidence to support the reversal of all or some additional portion of these allowances. Given the Company's current earnings and anticipated future earnings, the Company believes that there is a reasonable possibility that within the next twelve months, sufficient positive evidence may become available to allow the Company to reach a conclusion that all or a significant portion of the valuation allowance will no longer be needed. The exact timing and amount of the valuation allowance release are subject to change on the basis of the level of profitability that the Company is able to actually achieve.

Due to the net operating loss carryforwards, all of the Company's United States federal and a majority of its state returns are open to examination by the Internal Revenue Service and state jurisdictions for all years since inception. For the Netherlands, India, Sweden, and the United Kingdom, all tax years remain open for examination by the local country tax authorities, for France, only 2022 and forward are open, for Australia and Singapore, only 2021 and forward are open for examination, for Brazil, Canada, Germany, and Malaysia, only 2020 and forward are open for examination, for Italy and New Zealand, only 2019 and forward are open for examination, and for Japan, only 2018 and forward remain open for examination.

Pursuant to Section 382 of the Internal Revenue Code, the Company and Telaria, Inc. both underwent ownership changes for tax purposes (i.e. a more than 50% change in stock ownership in aggregated 5% shareholders) on April 1, 2020 due to the merger with Telaria Inc. As a result, the use of the Company's total domestic NOL carryforwards and tax credits generated prior to the ownership change will be subject to annual use limitations under Section 382 and Section 383 of the Code and comparable state income tax laws. The Company believes that the ownership change will not impact its ability to utilize substantially all of its NOLs and state research and development carryforward tax credits to the extent it will generate taxable income that can be offset by such losses. The Company reasonably expects some of its federal research and development carryforward tax credits will not be recovered prior to expiration.

There was no material change to the Company's unrecognized tax benefits in the six months ended June 30, 2025 and the Company does not expect to have any material changes to unrecognized tax benefits through the end of the fiscal year.

On July 4, 2025, the President of the United States signed H.R. 1, commonly referred to as the "One Big Beautiful Bill Act" ("OBBA") into law. The legislation includes several changes to federal tax law that generally allow for more favorable

deductibility of certain business expenses beginning in 2025, including the restoration of immediate expensing of domestic R&D expenditures, reinstatement of 100% bonus depreciation, and more favorable rules for determining the limitation on business interest expense. OBBBA also includes certain changes to the U.S. taxation of foreign activity, including changes to foreign tax credits, Global Intangible Low-Taxed Income, Foreign-Derived Intangible Income, and Base Erosion and Anti-Abuse Tax amongst other changes. These changes are generally effective for tax years beginning after December 31, 2025. These changes were not reflected in the income tax provision for the three and six months ended June 30, 2025, as enactment occurred after the balance sheet date. Based on current projections, the impact will be a deferral of the payment of current income taxes over multiple years; however, the Company expects the net impact to its effective tax rate for 2025 to be immaterial.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*This Quarterly Report on Form 10-Q and related statements by the Company contain forward-looking statements, including statements based upon or relating to our expectations, assumptions, estimates, and projections. In some cases, you can identify forward-looking statements by terms such as "may," "might," "will," "objective," "intend," "should," "could," "can," "would," "expect," "believe," "design," "anticipate," "estimate," "predict," "potential," "plan" or the negative of these terms, and similar expressions. Forward-looking statements may include, but are not limited to, statements concerning the Company's guidance or expectations with respect to future financial performance; acquisitions by the Company, or the anticipated benefits thereof; macroeconomic conditions or concerns related thereto; the growth of ad-supported programmatic connected television ("CTV"); our ability to use and collect data to provide our offerings; the scope and duration of client relationships; the fees we may charge in the future; key strategic objectives; anticipated benefits of new offerings; business mix; sales growth; benefits from supply path optimization; our ability to adapt to advancements in artificial intelligence; the development of identity solutions; client utilization of our offerings; the impact of requests for discounts, rebates, or other fee concessions; our competitive differentiation; our market share and leadership position in the industry; market conditions, trends, and opportunities; the effects of regulatory developments or antitrust rulings on competitive dynamics in our industry; certain statements regarding future operational performance measures; and other statements that are not historical facts. 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.*

*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 headings "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," and elsewhere in this report and in other filings we have made and will make from time to time with the Securities and Exchange Commission, or SEC, including our Annual Report on Form 10-K for the year ended December 31, 2024 and subsequent filings. These forward-looking statements represent our estimates and assumptions only as of the date of the report in which they are included. 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. Without limiting the foregoing, any guidance we may provide will generally be given only in connection with quarterly and annual earnings announcements, without interim updates, and we may appear at industry conferences or make other public statements without disclosing material nonpublic information in our possession. Given these uncertainties, investors should not place undue reliance on these forward-looking statements.*

*Investors should read this Quarterly Report on Form 10-Q and the documents that we reference in this report and have filed or will file with the SEC 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.*

The following discussion should be read in conjunction with our unaudited condensed consolidated financial statements and notes thereto appearing elsewhere in this Quarterly Report on Form 10-Q.

## Overview

Magnite, Inc., ("we," or "us"), provides technology solutions to automate the purchase and sale of digital advertising inventory.

We believe that we are the world's largest independent omni-channel sell-side advertising platform ("SSP"), offering a single partner for transacting globally across all channels, formats and auction types, and the largest independent programmatic CTV marketplace, making it easier for buyers to reach CTV audiences at scale from industry-leading streaming content providers, broadcasters, platforms and device manufacturers.

Our platform features applications and services for sellers of digital advertising inventory, or publishers, that own and operate CTV channels, applications, websites and other digital media properties, to manage and monetize their inventory; applications and services for buyers, including advertisers, agencies, agency trading desks, and demand side platforms ("DSPs"), to buy digital advertising inventory; and a transparent, independent marketplace that brings buyers and sellers together and facilitates intelligent decision making and automated transaction execution at scale. Our clients include many of the world's leading buyers and sellers of digital advertising inventory. Our platform processes trillions of ad requests per month, allowing buyers access to a global, scaled, independent alternative to "walled gardens," who both own and sell inventory and maintain control on the demand side.

Our recently combined streaming SSP and ad server, which we refer to as SpringServe, offers CTV sellers a holistic solution to manage and monetize their entire portfolio of CTV ad inventory, across both programmatic and direct-sold video inventory. We provide sellers with a full suite of tools to protect the consumer viewing experience and brand safety expectations, while increasing revenue opportunities, including tools for mediation and yield optimization, forecasting tools, customized ad experiences and ad formats, frequency capping, and advanced podding logic. These tools are particularly important to CTV sellers who need to provide a TV-like viewing and advertising experience for consumers.

Buyers leverage our platform to reach their target audiences across thousands of sellers in a premium brand-safe environment, simplify order management and campaign tracking, and obtain actionable insights into audiences for their advertising. We believe that our scale, platform features, and omni-channel offering makes us an essential partner for buyers.

We operate our business on a worldwide basis, with an established operating presence in North America, Australia and Europe, and a developing presence in Asia and South America. Our non-U.S. subsidiaries and operations perform primarily sales, marketing, and service functions.

## Industry and Company Trends

### *Continued Shift Toward Digital Advertising*

Consumers are rapidly shifting their viewing habits towards digital mediums and expect to be able to consume content seamlessly across multiple devices, including computers, tablets, smartphones, and CTVs whenever and wherever they want. As digital content consumption continues to proliferate, we believe the percentage of advertising dollars spent through digital channels will continue to grow.

### *Automation of Buying and Selling*

Due to the size and complexity of the digital advertising ecosystem and purchasing process, manual processes cannot effectively manage digital advertising inventory at scale. In addition, both buyers and sellers are demanding more transparency, better controls and more relevant insights from their advertising inventory purchases and sales. This has created a need for software solutions, known as programmatic advertising, that automate the process for planning, buying, selling and measuring digital advertising across screens. Programmatic transactions include biddable auctions, where multiple buyers bid against each other in a real-time auction for the right to purchase a publisher's inventory, as well as reserve auctions, where publishers establish direct deals or private marketplaces with select buyers. These reserve auctions may be "guaranteed," where a buyer has negotiated a pre-established price and volume with a seller, otherwise referred to as "programmatic guaranteed."

### *Convergence of TV and Digital*

CTV viewership is growing rapidly and the pace of adoption is accelerating the transition of linear television to CTV programming. Initially, many streaming services were subscription based, but as the market has matured, the largest streaming publishers have adopted ad-supported models or hybrid models that rely on a combination of subscription fees and advertising. With the proliferation of CTV advertising inventory, we believe that brand advertisers looking to engage with streaming viewers will continue to shift their budgets from linear to CTV. Moreover, we believe that as the amount of CTV inventory continues to scale, CTV sellers will make a greater percentage of inventory available through biddable auction environments with multiple buyers rather than programmatic guaranteed, in order to attract a broader set of advertisers that have not historically advertised on linear TV. We believe that this shift, if it were to occur, would likely be beneficial to our CTV growth as biddable transactions tend to require a higher level of service and therefore carry a higher take-rate compared to reserve auctions. At the same time, we expect CTV advertisers that have historically transacted on our platform through managed service insertion orders to continue to shift budgets towards more automated solutions, which tend to carry a lower take rate; and as a result, we expect transactions through managed service insertion orders to become a smaller component of our overall business.

We have made and plan to continue to make significant investments in technology, sales and support related to our CTV growth initiatives, and believe CTV will be a significant driver of our revenue growth for the foreseeable future. In April 2025, we announced the introduction of our next generation SpringServe CTV platform. The new SpringServe platform combines the features and functionalities of our streaming SSP and ad server to provide a more efficient connection for buyers to premium CTV supply, while offering powerful tools and streamlined workflow for sellers through a single user interface.

### *Identity Solutions*

One of the advantages of programmatic advertising is that it enables more precise audience targeting, which is generally more effective and valuable for buyers than other types of advertising, resulting in better performance for buyers and more revenue for sellers. Historically, in desktop and mobile, one of the primary methods for delivering targeted advertisements was through the use of third-party cookies. However, in recent years the use of third-party cookies and other tracking technologies that collect user information have come under greater scrutiny due to privacy concerns, and a number of participants in the advertising technology ecosystem, in particular web browsers and device manufacturers, have taken steps to eliminate or restrict the use of these technologies.

In the long term, we believe that a decreased reliance on third-party cookies and other non-transparent tracking methods would be a positive for the industry, and offer the potential to shift the programmatic ecosystem from an identity model powered by buyers that are able to aggregate and target audiences through cookies to one enabled by sellers that have direct relationships with consumers and are therefore better positioned to obtain user data and consent for implementing first party identifiers. In CTV, where third-party cookies do not exist, this identity model already largely exists with publishers more tightly controlling access to identifiers and user data, while offering proprietary first party data segments for reaching desired audiences.

We believe that our scale and expertise in CTV position us well to take a leadership position in advancing this shift to a first-party identity model and creating additional value opportunities for our clients. Accordingly, we have invested and intend to further invest in the development and enhancement of industry leading identity and audience solutions, such as our Magnite Curator Marketplace, a self-service platform that allows buyers to create custom marketplaces that include curated pools of inventory that are enriched with the buyer's first-party or third-party data.

### *Supply Path Optimization*

Supply Path Optimization ("SPO") refers to efforts by buyers to consolidate the number of vendors with which they work to find the most effective and cost-efficient paths to procure media. SPO is important to buyers because it can increase the proportion of their advertising ultimately spent on working media, with the goal of increasing return on their advertising spend, and can help them gain efficiencies by reducing the number of vendors with which they work in a complex ecosystem.

SPO is important for us because it allows us to potentially attract unique advertising demand and increase revenue opportunities for our seller clients. We typically enter into SPO agreements directly with agencies or agency holding companies, which may provide for custom integrations, data flows or volume-based discounts. Under these SPO agreements, we may be designated as a preferred partner or otherwise enter into terms intended to increase the overall spend on our platform.

We believe we are well positioned to benefit from SPO in the long run as a result of our transparency, our broad and unique inventory supply across all channels and formats, buyer tools, such as our ClearLine product offering and agency marketplaces, traffic filtering technology that reduces the cost of working with us, and brand safety measures.

### *Header Bidding and Data Processing*

Header bidding is a programmatic technique by which sellers offer inventory to multiple ad exchanges and supply side platforms, such as our platform, simultaneously. Header bidding has been rapidly adopted in recent years in the desktop and mobile channels and has experienced modest adoption in CTV. The adoption of header bidding has created a number of challenges and technical complexities for both sellers and buyers, which require sophisticated tools to manage.

In addition, header bidding has led to a significant increase in the number of ad impressions to be processed and analyzed through our platform as well as by DSPs, which can lead to increased costs if not properly addressed. We continuously work to increase the operational efficiency of our platform, so as to enable buyers and sellers to achieve their campaign and monetization objectives in a cost-effective manner.

### *Regulatory Developments*

On April 17, 2025, the United States District Court for the Eastern District of Virginia (the "Court") ruled that Google had violated federal antitrust laws by willfully acquiring and maintaining monopoly power in the display publisher ad server market and display ad exchange (also called an SSP) market, and had unlawfully tied its display ad server and ad exchange. Having found Google liable, the Court is scheduled to hold a hearing commencing September 2025 to determine what remedies are appropriate to restore competition to the affected markets. While the specific timing and nature of these remedies remains uncertain, and Google has indicated its intent to appeal the decision, we expect this ruling to have a significant positive impact on our industry and business prospects.

Our mobile and desktop SSP competes directly with Google's ad exchange for the placement of display ads within the Google display ad server, which is estimated to be used by approximately 90% of open-web publishers. We believe that the conduct found to be unlawful by the Court provided Google's ad exchange with an unfair advantage relative to rival exchanges, such as our SSP, and artificially depressed our ability to win impressions within the Google display ad server. Moreover, we believe that Google's illegal conduct foreclosed the ability of publishers to freely choose what SSPs or exchanges they worked with to monetize inventory. As such, any remedy that creates a more level playing field and increases publisher choice is likely to improve our ability to monetize a greater share of display inventory while growing our market share in open-web display.

### **Macroeconomic Developments**

Macroeconomic challenges such as inflation, tariffs and trade wars, the interest rate environment, global conflicts, the risk of a recession, and labor strikes, generally have a negative impact on ad budgets, which in turn may lead to slower ad spend growth through our platform. Any worsening of macroeconomic conditions in future periods would likely have a negative effect on our financial results, the magnitude of which is difficult to predict. In addition, inflation and tariffs could result in an increase in our cost base relative to our revenue and increased cost associated with our infrastructure investments. Moreover, in response to U.S. tariffs, foreign countries in which we operate may enact additional or new taxes that are applicable to our business.

Refer to Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2024 for additional information related to risks associated with macroeconomic challenges.

## Components of Our Results of Operations

We report our financial results as one operating segment. Our consolidated operating results are regularly reviewed by our chief operating decision maker, principally to make decisions about how we allocate our resources and to measure our consolidated operating performance.

### Revenue

We generate revenue from the use of our platform for the purchase and sale of digital advertising inventory. Generally, our revenue is based on a percentage of the ad spend that runs through our platform, although for certain clients, services, or transaction types, we may receive a fixed CPM for each impression sold, and for advertising campaigns that are transacted through insertion orders, we earn revenue based on the full amount of ad spend that runs through our platform. In addition, we may receive certain fixed monthly fees for the use of our platform or products. We recognize revenue upon the fulfillment of our contractual obligations in connection with a completed transaction, subject to satisfying all other revenue recognition criteria. For the majority of transactions executed through our platform, we act as an agent on behalf of the publisher that is monetizing its inventory, and revenue is recognized net of any advertising inventory costs that we remit to sellers. With respect to managed advertising campaigns that are transacted through insertion orders, we report revenue on a gross basis, based primarily on our determination that the Company acts as the primary obligor in the delivery of advertising campaigns for our buyer clients with respect to such transactions.

For the three and six months ended June 30, 2025, our revenue reported on a gross basis was 11% and 11%, respectively, of total revenue and for the three and six months ended June 30, 2024, our revenue reported on a gross basis was 16% and 17%, respectively, of total revenue. Any mix shift that causes an increase in the relative percentage of our revenue accounted for on a gross basis would result in a higher revenue contribution and an associated decrease in our gross margin percentage (with no underlying impact on gross profit or Contribution ex-TAC, as defined in section "Key Operating and Financial Performance Metrics"). Our revenue recognition policies are discussed in more detail in our audited consolidated financial statements and Note 2 thereto included in our Annual Report on Form 10-K for the year ended December 31, 2024.

### Expenses

We classify our expenses into the following categories:

*Cost of Revenue.* Our cost of revenue primarily consists of cloud hosting, data center, and bandwidth costs, ad verification costs, depreciation and maintenance expense of hardware supporting our revenue-producing platform, amortization of internally-developed software costs for the development of our revenue-producing platform, amortization expense associated with acquired developed technologies, personnel costs, and software costs. In addition, for revenue booked on a gross basis, cost of revenue includes traffic acquisition costs. Personnel costs included in cost of revenue include salaries, bonuses, and stock-based compensation, and are primarily attributable to personnel in our network operations group who support our platform. We capitalize costs associated with software that is developed or obtained for internal use and amortize the costs associated with our revenue-producing platform in cost of revenue over their estimated useful lives. We amortize acquired developed technologies over their estimated useful lives.

*Sales and Marketing.* Our sales and marketing expenses primarily consists of personnel costs, including salaries, bonuses, and stock-based compensation, as well as marketing expenses such as brand marketing, travel expenses, trade shows and marketing materials, amortization expense associated with client relationships, and non-compete agreements from our business acquisitions, professional services, facilities-related costs, and depreciation expense. Our sales and support organization focuses on increasing the adoption of our solution by existing and new buyers and sellers and supports ongoing client relationships. We amortize acquired intangibles associated with client relationships from our business acquisitions over their estimated useful lives.

*Technology and Development.* Our technology and development expenses primarily consists of personnel costs, including salaries, bonuses, and stock-based compensation, as well as professional services associated with the ongoing development and maintenance of our solution, software costs, facilities-related costs, and depreciation and amortization expense. These expenses include costs incurred in the development, implementation, and maintenance of internal use software, including platform and related infrastructure. Technology and development costs are expensed as incurred, except to the extent that such costs are associated with internal use software development that qualifies for capitalization, which are then recorded as internal use software development costs, net, on our condensed consolidated balance sheets. We amortize internal use software development costs that relate to our revenue-producing activities on our platform to cost of revenue and amortize other internal use software development costs to technology and development costs or general and administrative expenses, depending on the nature of the related project. We amortize acquired intangibles associated with technology and development functions from our business acquisitions over their estimated useful lives.

*General and Administrative.* Our general and administrative expenses primarily consists of personnel costs, including salaries, bonuses, and stock-based compensation, associated with our executive, finance, legal, human resources, compliance, and other administrative personnel, as well as accounting and legal professional services fees, facilities-related costs, depreciation expense, bad debt expense, and other corporate-related expenses.

### ***Other (Income) Expense***

*Interest (Income) Expense, Net.* Interest expense primarily consists of interest expense associated with our 2024 Term Loan B Facility (defined below), 2021 Term Loan B Facility (defined below) and Convertible Senior Notes (defined below), and their related amortization of debt issuance costs and debt discount. Interest income primarily consists of interest earned on our cash equivalents.

*Foreign Currency Exchange (Gain) Loss, Net.* Foreign currency exchange (gain) loss, net consists of gains and losses on foreign currency transactions and remeasurement of monetary assets and liabilities on our balance sheet denominated in foreign currencies. Foreign currency monetary assets and liabilities primarily consists of cash and cash equivalents, accounts receivable, accounts payable, and various intercompany balances held between our subsidiaries. Our primary foreign currency exposures are currencies other than the U.S. Dollar, principally the Australian Dollar, British Pound, Canadian Dollar, Euro, Japanese Yen, and New Zealand Dollar.

*Loss on Extinguishment of Debt.* Loss on extinguishment of debt consists of losses associated with the refinancing of our debt facilities, including the extinguishment of unamortized debt discount, debt issuance costs, and deferred financing costs.

*Other Income.* Other income primarily consists of rental income from commercial office space we hold under lease and have sublet to other tenants.

### ***Provision (Benefit) for Income Taxes***

We are subject to income taxes in the U.S. (federal and state) and numerous foreign jurisdictions. Tax laws, regulations, administrative practices, principles, and interpretations in various jurisdictions may be subject to significant change, with or without notice, due to economic, political, and other conditions, and significant judgment is required in evaluating and estimating our provision and accruals for these taxes. There are many transactions that occur during the ordinary course of business for which the ultimate tax determination is uncertain. Our effective tax rates could be affected by numerous factors, such as changes in our business operations, acquisitions, investments, entry into new businesses and geographies, intercompany transactions, the relative amount of our foreign earnings, including earnings being lower than anticipated in jurisdictions where we have lower statutory rates and higher than anticipated in jurisdictions where we have higher statutory rates, losses incurred in jurisdictions for which we are not able to realize related income tax benefits, the applicability of special tax regimes, changes in foreign currency exchange rates, changes in our stock price, changes in our deferred tax assets ("DTAs") and liabilities and their valuation, changes in the laws, regulations, administrative practices, principles, and interpretations related to tax, including changes to the global tax framework, competition, and other laws and accounting rules in various jurisdictions.

## Results of Operations

The following table sets forth our condensed consolidated results of operations:

	Three Months Ended			Change %	Six Months Ended		
	June 30, 2025	June 30, 2024			June 30, 2025	June 30, 2024	Change %
	(in thousands)				(in thousands)		
Revenue	\$ 173,332	\$ 162,880		6 %	\$ 329,103	\$ 312,199	5 %
Expenses:							
Cost of revenue	64,953	62,606		4 %	127,752	128,508	(1)%
Sales and marketing	42,323	42,240		— %	90,429	85,929	5 %
Technology and development	21,583	25,829		(16)%	43,875	52,720	(17)%
General and administrative	22,514	22,631		(1)%	46,452	49,296	(6)%
Total expenses	151,373	153,306		(1)%	308,508	316,453	(3)%
Income (loss) from operations	21,959	9,574		129 %	20,595	(4,254)	NM
Other expense, net	9,862	6,025		64 %	18,985	17,763	7 %
Income (loss) before income taxes	12,097	3,549		241 %	1,610	(22,017)	NM
Provision (benefit) for income taxes	958	4,627		(79)%	105	(3,182)	NM
Net income (loss)	\$ 11,139	\$ (1,078)		NM	\$ 1,505	\$ (18,835)	NM

NM - Not meaningful

The following table sets forth our condensed consolidated results of operations for the specified periods as a percentage of our revenue for those periods presented:

	Three Months Ended		Six Months Ended	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Revenue	100 %	100 %	100 %	100 %
Cost of revenue	37	38	39	41
Sales and marketing	24	26	27	28
Technology and development	12	16	13	17
General and administrative	13	14	14	16
Total expenses	87	94	94	101
Income (loss) from operations	13	6	6	(1)
Other expense, net	6	4	6	6
Income (loss) before income taxes	7	2	—	(7)
Provision (benefit) for income taxes	1	3	—	(1)
Net income (loss)	6 %	(1) %	— %	(6) %

Note: Percentages may not sum due to rounding.

## Comparison of the Three and Six Months Ended June 30, 2025 and 2024

### Revenue

Revenue increased \$10.5 million, or 6%, for the three months ended June 30, 2025 compared to the prior year period. Our revenue growth was driven by growth in mobile and CTV revenue, which increased by \$5.6 million, or 10%, and \$4.6 million, or 6%, respectively. Revenue from desktop for the three months ended June 30, 2025 was relatively flat compared to the prior year period.

Revenue increased \$16.9 million, or 5%, for the six months ended June 30, 2025 compared to the prior year period. Our revenue growth was primarily driven by growth in mobile and CTV revenue, which increased by \$10.1 million, or 9%, and \$4.6 million, or 3%, respectively. In addition, revenue from desktop increased by \$2.2 million or 5% for the six months ended June 30, 2025 compared to the prior year period.

Our CTV revenue growth for the three and six months ended June 30, 2025 compared to the respective prior year periods was negatively impacted by a decline in the relative percentage of transactions reported on a gross basis, compared to on a net basis.

Transactions reported on a gross basis generally result in a higher revenue contribution with an associated increase in our traffic acquisition costs. See Key Operating and Financial Performance Metrics below for a discussion of Contribution ex-TAC, which presents a year-over-year comparison of our CTV growth, without considering the impact of traffic acquisition costs related to revenue reported on a gross basis.

Our revenue is largely a function of the number of advertising transactions and the price, or CPM, at which the inventory is sold, which results in total advertising spend on our platform, and, with respect to our revenue reported on a net basis, the take rate we charge for our services. Because pricing and take rate vary across publisher, channel, and transaction type, our revenue is subject to changes in publisher-specific take rates, and shifts in the mix of advertising spend on our platform among publishers and transaction types.

For the full year 2025, we believe our revenue will increase compared to the prior year period and we expect CTV and mobile to be our biggest growth drivers.

#### ***Cost of Revenue***

Cost of revenue increased \$2.3 million, or 4%, for the three months ended June 30, 2025 compared to the prior year period, primarily due to increases of \$3.8 million in software costs and \$2.6 million in cloud hosting, data center, and bandwidth expenses. The increases were partially offset by a decrease of \$4.7 million in traffic acquisition costs due to a decrease in revenue reported on a gross basis.

Cost of revenue decreased \$0.8 million, or 1%, for the six months ended June 30, 2025 compared to the prior year period, primarily due to a decrease of \$13.6 million in traffic acquisition costs due to a decrease in revenue reported on a gross basis. The decrease was partially offset by increases of \$7.9 million in software costs, \$2.9 million in personnel costs, and \$2.1 million in depreciation and amortization primarily due to investments made to our on-prem data centers to support increasing volume of transactions processed on our platform.

Cost of revenue may fluctuate from quarter to quarter and period to period, on an absolute dollar basis and as a percentage of revenue, depending on revenue levels and the volume of transactions we process supporting those revenues, whether transactions are reported on a gross or net basis, and the timing and amounts of depreciation and amortization of equipment and software.

#### ***Sales and Marketing***

Sales and marketing expenses were relatively flat for the three months ended June 30, 2025 compared to the prior year period. An increase of \$2.1 million in personnel costs was offset primarily by a decrease of \$1.7 million in depreciation and amortization, which was driven by certain acquired intangible assets becoming fully amortized in 2025.

Sales and marketing expenses increased \$4.5 million, or 5%, for the six months ended June 30, 2025 compared to the prior year period primarily due to an increase of \$5.7 million in personnel costs. This increase was partially offset by a decrease of \$1.9 million in depreciation and amortization for the same reasons as above.

Sales and marketing expenses may fluctuate quarter to quarter and period to period, on an absolute dollar basis and as a percentage of revenue, based on revenue levels, the timing of our investments and seasonality in our industry and business.

#### ***Technology and Development***

Technology and development expenses decreased \$4.2 million, or 16%, for the three months ended June 30, 2025 compared to the prior year period, primarily due to decreases of \$2.5 million in software costs and \$1.4 million in personnel costs.

Technology and development expenses decreased \$8.8 million, or 17%, for the six months ended June 30, 2025 compared to the prior year period, primarily due to decreases of \$4.3 million in software costs and \$2.9 million in personnel costs.

The timing and amount of our capitalized development and enhancement projects may affect the amount of development costs expensed in any given period. As a percentage of revenue, technology and development expense may fluctuate from quarter to quarter and period to period based on revenue levels, the timing and amounts of technology and development efforts, the timing and the rate of the amortization of internally-developed capitalized projects and the timing and amounts of future capitalized internally-developed software costs.

#### ***General and Administrative***

General and administrative expenses were relatively flat for the three months ended June 30, 2025 compared to the prior year period.

General and administrative expenses decreased \$2.8 million, or 6%, for the six months ended June 30, 2025 compared to the prior year period, primarily due to decreases of \$2.2 million in refinancing expenses associated with our 2024 Term Loan B Facility (defined below) and \$1.8 million in facilities-related costs.

General and administrative expenses may fluctuate from quarter to quarter and period to period based on the timing and amounts of expenditures in our general and administrative functions as they vary in scope and scale over periods. Such fluctuations may not be directly proportional to changes in revenue.

***Other (Income) Expense, Net***

	Three Months Ended		Six Months Ended	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
	(in thousands)		(in thousands)	
Interest expense, net	\$ 5,071	\$ 6,793	\$ 10,248	\$ 14,751
Foreign exchange (gain) loss, net	4,944	516	7,161	(1,799)
Loss on extinguishment of debt	—	—	2,152	7,387
Other income	(153)	(1,284)	(576)	(2,576)
Total other expense, net	\$ 9,862	\$ 6,025	\$ 18,985	\$ 17,763

Interest expense, net decreased \$1.7 million and \$4.5 million for the three and six months ended June 30, 2025, respectively, compared to the prior year periods. The net decreases were primarily due to a decrease in interest expense as a result of the refinancing and repricing of our Term Loan B Facility (defined below).

Foreign exchange (gain) loss, net changed by \$4.4 million and \$9.0 million for the three and six months ended June 30, 2025 compared to the prior year periods, respectively, due to movements in foreign currency exchange rates and the amount of foreign currency-denominated cash, receivables, and payables, which were impacted by our billings to buyers, payments to sellers, and intercompany balances.

The loss on extinguishment of debt of \$2.2 million and \$7.4 million for the six months ended June 30, 2025 and 2024, respectively, was due to the March 2025 repricing of our 2024 Term Loan B Facility (defined below) and the February 2024 refinancing of our prior 2021 Term Loan B Facility (defined below), which are further discussed below.

***Provision (Benefit) for Income Taxes***

We recorded an income tax provision of \$1.0 million and \$0.1 million for the three and six months ended June 30, 2025, respectively, and an income tax provision of \$4.6 million and a tax benefit of \$3.2 million for the three and six months ended June 30, 2024, respectively. The tax provision for the three and six months ended June 30, 2025 was primarily the result of the Company's ability to recognize DTAs subject to the domestic valuation allowance and the federal, state, and foreign income tax provisions. The tax provision and benefit for the three and six months ended June 30, 2024, respectively, was primarily the result of the Company's ability to recognize DTAs subject to the domestic valuation allowance, and the foreign income tax provision. Given our current earnings and anticipated future earnings, we believe that there is a reasonable possibility that within the next twelve months, sufficient positive evidence may become available to allow us to reach a conclusion that all or a significant portion of the valuation allowance will no longer be needed. The exact timing and amount of the valuation allowance release are subject to change on the basis of the level of profitability that we are able to actually achieve.

On July 4, 2025, the President of the United States signed H.R. 1, commonly referred to as the "One Big Beautiful Bill Act" ("OBGBA") into law. These changes were not reflected in the income tax provision for the three and six months ended June 30, 2025, as enactment occurred after the balance sheet date. We have evaluated the tax law as it relates to our financials and determined there is no material impact on the periods presented above. Based on current projections, the impact will be a deferral of the payment of current income taxes over multiple years; however, we expect the net impact to our effective tax rate for 2025 to be immaterial.

**Key Operating and Financial Performance Metrics**

In addition to our GAAP results, we review non-GAAP financial measures, including Contribution ex-TAC and Adjusted EBITDA, to help us evaluate our business on a consistent basis, measure our performance, identify trends affecting our business, establish budgets, measure the effectiveness of investments in our technology and development and sales and marketing, and assess our operational efficiencies. Our non-GAAP financial measures are discussed below. Revenue, cost of revenue, and net income (loss) are discussed above under the headings "Components of Our Results of Operations" and "Results of Operations."

	Three Months Ended			Six Months Ended		
	June 30, 2025	June 30, 2024	Change %	June 30, 2025	June 30, 2024	Change %
	(in thousands)			(in thousands)		
<b>Financial Measures and non-GAAP Financial Measures:</b>						
Revenue	\$ 173,332	\$ 162,880	6 %	\$ 329,103	\$ 312,199	5 %
Gross profit	\$ 108,379	\$ 100,274	8 %	201,351	183,691	10 %
Contribution ex-TAC	\$ 161,956	\$ 146,763	10 %	307,804	277,316	11 %
Net income (loss)	\$ 11,139	\$ (1,078)	NM	1,505	(18,835)	NM
Adjusted EBITDA	\$ 54,391	\$ 44,747	22 %	91,191	69,773	31 %

NM - Not meaningful

### Contribution ex-TAC

Contribution ex-TAC is calculated as gross profit plus cost of revenue excluding traffic acquisition cost ("TAC"). Traffic acquisition cost, a component of cost of revenue, represents what we must pay sellers for the sale of advertising inventory through our platform for revenue reported on a gross basis. Contribution ex-TAC is a non-GAAP financial measure that is most comparable to gross profit. Our management believes Contribution ex-TAC is a useful measure in facilitating a consistent comparison against our core business without considering the impact of traffic acquisition costs related to revenue reported on a gross basis.

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 which have similar business arrangements, may define Contribution ex-TAC differently, which may make comparisons difficult. Because of these and other limitations, you should consider our non-GAAP measures only as supplemental to 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 three and six months ended June 30, 2025 and 2024:

	Three Months Ended			Six Months Ended		
	June 30, 2025	June 30, 2024	Change %	June 30, 2025	June 30, 2024	Change %
	(in thousands)			(in thousands)		
Revenue	\$ 173,332	\$ 162,880	6 %	\$ 329,103	\$ 312,199	5 %
Less: Cost of revenue	64,953	62,606	4 %	127,752	128,508	(1)%
Gross profit	108,379	100,274	8 %	201,351	183,691	10 %
Add back: Cost of revenue, excluding TAC	53,577	46,489	15 %	106,453	93,625	14 %
Contribution ex-TAC	\$ 161,956	\$ 146,763	10 %	\$ 307,804	\$ 277,316	11 %

Sellers use our technology to monetize their content across all digital channels, including CTV, mobile, and desktop. We track the breakdown of Contribution ex-TAC across channels to better understand how our clients are transacting on our platform.

The following table presents Contribution ex-TAC by channel for the three and six months ended June 30, 2025 and 2024:

	Contribution ex-TAC					
	Three Months Ended			Six Months Ended		
	June 30, 2025	June 30, 2024	Change %	June 30, 2025	June 30, 2024	Change %
	(in thousands)			(in thousands)		
<b>Channel:</b>						
CTV	\$ 71,543	\$ 62,953	14 %	\$ 134,768	\$ 117,847	14 %
Mobile	63,772	57,713	10 %	121,780	111,012	10 %
Desktop	26,641	26,097	2 %	51,256	48,457	6 %
Total	\$ 161,956	\$ 146,763	10 %	\$ 307,804	\$ 277,316	11 %

Contribution ex-TAC increased \$15.2 million, or 10%, for the three months ended June 30, 2025 compared to the prior year period. The increase in Contribution ex-TAC was primarily due to the growth in CTV and mobile.

Contribution ex-TAC increased \$30.5 million, or 11%, for the six months ended June 30, 2025 compared to the prior year period. The increase in Contribution ex-TAC was primarily due to the growth drivers described above.

For the remainder of 2025, we expect Contribution ex-TAC will increase compared to the prior year period, and we expect CTV will be our biggest growth driver in 2025.

### **Adjusted EBITDA**

We define Adjusted EBITDA as net income (loss) adjusted to exclude stock-based compensation expense, depreciation and amortization, including amortization of acquired intangible assets, impairment charges, interest income or expense, provision (benefit) for income taxes, and certain cash and non-cash based income or expenses that we do not consider indicative of our core operating performance, including, but not limited to foreign exchange gains and losses, acquisition and related items, gains or losses on extinguishment of debt, other debt refinancing expenses, and non-operational real estate and other expenses (income), net. We believe Adjusted EBITDA is useful to investors in evaluating our performance for the following reasons:

- Adjusted EBITDA is widely used by investors and securities analysts to measure a company's performance without regard to items such as those we exclude in calculating this measure, which can vary substantially from company to company depending upon their financing, capital structures, and the method by which assets were acquired.
- Our management uses Adjusted EBITDA in conjunction with GAAP financial measures for planning purposes, including the preparation of our annual operating budget, as a measure of performance and the effectiveness of our business strategies, and in communications with our board of directors concerning our performance. Adjusted EBITDA is also used as a metric for determining payment of cash incentive compensation.
- Adjusted EBITDA provides a measure of consistency and comparability with our past performance that many investors find useful, facilitates period-to-period comparisons of operations, and also facilitates comparisons with other peer companies, many of which use similar non-GAAP financial measures to supplement their GAAP results.

Although Adjusted EBITDA is frequently used by investors and securities analysts in their evaluations of companies, Adjusted EBITDA has limitations as an analytical tool, and should not be considered in isolation or as a substitute for analysis of our results of operations as reported under GAAP. These limitations include:

- Stock-based compensation is a non-cash charge and will remain an element of our long-term incentive compensation package, although we exclude it as an expense when evaluating our ongoing operating performance for a particular period.
- Depreciation and amortization are non-cash charges, and the assets being depreciated or amortized will often have to be replaced in the future, but Adjusted EBITDA does not reflect any cash requirements for these replacements.
- Impairment charges are non-cash charges related to goodwill, intangible assets and/or long-lived assets.
- Adjusted EBITDA does not reflect certain cash and non-cash charges related to acquisition and related items, such as amortization of acquired intangible assets, merger, acquisition, or restructuring related severance costs, certain transaction expenses, and changes in the fair value of contingent consideration.
- Adjusted EBITDA does not reflect cash and non-cash charges related to interest income and interest expense and certain financing transactions such as gains or losses on extinguishment of debt or other debt refinancing expenses.
- Adjusted EBITDA does not reflect cash requirements for income taxes and the cash impact of other income or expense.
- Adjusted EBITDA does not reflect certain non-operational real estate and other (income) and expense, net, which consists of transactions or expenses that are typically by nature non-operating, one-time items, or unrelated to our core operations.
- Adjusted EBITDA does not reflect changes in our working capital needs, capital expenditures, or contractual commitments.
- Other companies may calculate Adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.

Our Adjusted EBITDA is influenced by fluctuations in our revenue, cost of revenue, and the timing and amounts of the cost of our operations. Adjusted EBITDA should not be considered as an alternative to net income (loss), income (loss) from operations, or any other measure of financial performance calculated and presented in accordance with GAAP.

The following table presents a reconciliation of net income (loss), the most comparable GAAP measure, to Adjusted EBITDA for the three and six months ended June 30, 2025 and 2024:

	Three Months Ended		Six Months Ended	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
	(in thousands)		(in thousands)	
Net income (loss)	\$ 11,139	\$ (1,078)	\$ 1,505	\$ (18,835)
Add back (deduct):				
Stock-based compensation expense	19,558	19,660	40,767	40,491
Depreciation and amortization expense, excluding amortization of acquired intangible assets	9,320	6,662	17,538	12,640
Amortization of acquired intangibles	2,890	7,574	10,273	15,163
Interest expense, net	5,071	6,793	10,248	14,751
Provision (benefit) for income taxes	958	4,627	105	(3,182)
Foreign exchange (gain) loss, net	4,944	516	7,161	(1,799)
Loss on extinguishment of debt	—	—	2,152	7,387
Other debt refinancing expense	—	—	967	3,140
Non-operational real estate and other (income) expense, net	511	(7)	475	17
Adjusted EBITDA	\$ 54,391	\$ 44,747	\$ 91,191	\$ 69,773

Adjusted EBITDA increased by \$9.6 million during the three months ended June 30, 2025 compared to the prior year period and increased by \$21.4 million during the six months ended June 30, 2025 compared to the prior year period.

## Liquidity and Capital Resources

### Liquidity

As of June 30, 2025, we had cash and cash equivalents of \$426.0 million, of which \$67.8 million was held in foreign currency denominated cash accounts, and an aggregate gross principal amount of \$567.3 million of indebtedness outstanding under our 2024 Term Loan B Facility (as defined below) and our Convertible Senior Notes (as defined below). In addition, we were party to a \$175.0 million 2024 Revolving Credit Facility (as defined below), of which approximately \$3.7 million was assigned to outstanding but undrawn letters of credit. See "Capital Resources" below for further information about our outstanding debt.

Our principal cash requirements for the twelve-month period following this report primarily consists of personnel costs, contractual payment obligations, including office leases, cloud hosting, data center, and bandwidth expenses, capital expenditures, payment of interest, required principal payments on our Convertible Senior Notes, which mature in March 2026, and our 2024 Term Loan B Facility, cash outlays for income taxes, and cash requirements to fund working capital. In the longer term, we would expect to have similar cash requirements, excluding the one-time payment related to the maturity of our Convertible Senior Notes, with increases in absolute dollars associated with the continued growth of our business and expansion of operations. See "Contractual Obligations and Known Future Cash Requirements" for a further discussion of our known material contractual obligations.

On February 1, 2024, the Board of Directors approved a new repurchase plan (the "February 2024 Repurchase Plan"), which fully replaced the prior repurchase plan, pursuant to which we are authorized to repurchase common stock or Convertible Senior Notes, with an aggregate market value of up to \$125.0 million, through February 1, 2026. During six months ended June 30, 2025, we repurchased 1,869,700 shares of the Company's common stock for an aggregate amount of \$22.9 million. As of June 30, 2025, \$87.5 million remains available under the February 2024 Repurchase Plan.

Our working capital needs and cash conversion cycle, which is influenced by seasonality and by the mix of terms among our buyers and sellers and which may be negatively impacted as a result of pandemics, inflationary, recessionary and other macroeconomic challenges, can have large fluctuations due to the timing of receipts from buyers and timing of disbursements to sellers. In addition, in the event a buyer defaults on payment, we may still be required to pay sellers for the inventory purchased. The impacts from changes in working capital and capital expenditures can significantly impact our cash flows and therefore, our liquidity during any period presented.

We have historically relied upon cash and cash equivalents, cash generated from operations, borrowings under credit facilities and issuance of debt for our liquidity needs. Our ability to meet our cash requirements depends on, among other things, our operating performance, competitive developments, and financial market conditions, all of which are significantly affected by business, financial, economic, political, global health-related and other factors, many of which we may not be able to control or influence.

We believe our existing cash and cash equivalents, cash generated from operating activities, and amounts available to borrow under our 2024 Revolving Credit Facility will be sufficient to meet our liquidity requirements for at least the next twelve months from the issuance of our financial statements. However, there are multiple factors that could impact our cash balances in the future, including the factors described above with respect to working capital and cash conversion cycles, as well as the duration and severity of events beyond our control, macroeconomic factors, and other factors set forth in Part I, Item 1A: "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2024.

### ***Capital Resources***

In March 2021, we sold convertible senior notes ("Convertible Senior Notes") for gross proceeds of \$400.0 million. The Convertible Senior Notes are senior, unsecured obligations with interest payable semi-annually in cash at a rate of 0.25% per annum in arrears on March 15 and September 15. The Convertible Senior Notes will mature on March 15, 2026, unless earlier converted, redeemed, or repurchased. The initial conversion rate is 15.6539 shares per \$1,000 principal amount of notes, which represents an initial conversion price of approximately \$63.88 per share of the Company's common stock and is subject to adjustment as described in the Offering Memorandum. At June 30, 2025, the balance of the Convertible Senior Notes was \$204.2 million, net of unamortized debt issuance costs of \$0.8 million and is reflected as debt, current, net of debt issuance costs in the Company's condensed balance sheet.

In conjunction with the issuance of the Convertible Senior Notes, we entered into capped call transactions to reduce the Company's exposure to additional cash payments above principal balances in the event of a cash conversion of the Convertible Senior Notes. The Company may owe additional cash or shares to the holders of the Convertible Senior Notes upon early conversion if our stock price exceeds \$91.260 per share, which is subject to certain adjustments.

On February 6, 2024, we entered into a credit agreement (the "2024 Credit Agreement") with Morgan Stanley Senior Funding, Inc. as our term loan administrative agent and Citibank, N.A. as our revolving facility administrative agent and collateral agent, and other lender parties thereto. The 2024 Credit Agreement provided for a \$365.0 million seven-year senior secured term loan facility (the "2024 Term Loan B Facility") and a \$175.0 million five-year senior secured revolving credit facility (the "2024 Revolving Credit Facility"). The proceeds from the 2024 Term Loan B Facility were used, among other things, to terminate and to repay in full the outstanding facilities under the prior credit agreement entered into in April 2021 (the "2021 Credit Agreement"), which included a term loan facility (the "2021 Term Loan B Facility") and a revolving facility (the "2021 Revolving Credit Facility").

On September 18, 2024, we entered into Amendment No. 1 to the 2024 Credit Agreement ("Amendment No. 1"), which reduced the interest rate of the 2024 Term Loan B Facility by 75 basis points to Term SOFR plus a margin of 3.75% from the previous rate of Term SOFR plus a margin of 4.50%, and on March 18, 2025, we entered into Amendment No. 2 to the 2024 Credit Agreement ("Amendment No. 2"), which reduced the interest rate of the 2024 Term Loan B Facility by an additional 75 basis points to Term SOFR plus a margin of 3.00%. The remaining terms of the 2024 Term Loan B Facility and the 2024 Revolving Credit Facility were substantially unchanged by these amendments.

At June 30, 2025, the balance of the 2024 Term Loan B Facility was \$352.2 million, net of unamortized debt discount and debt issuance costs of \$10.1 million, and amounts available under the 2024 Revolving Credit Facility were \$171.3 million, net of letters of credit outstanding in the amount of \$3.7 million.

In the future, we may attempt to raise additional capital through the sale of equity securities or through equity-linked or debt financing arrangements. If we raise additional funds by issuing equity or equity-linked securities, the ownership of our existing stockholders may be diluted. If we raise additional financing by incurring indebtedness, we will be subject to increased fixed payment obligations and could also be subject to financial maintenance covenants, or restrictive covenants, such as limitations on our ability to incur additional debt, and other operating restrictions that could adversely impact our ability to conduct our business. Any future indebtedness we incur may result in terms that could be unfavorable to equity investors. An inability to raise additional capital could adversely affect our ability to achieve our business objectives.

Our cash and cash equivalents balance is affected by our results of operations, the timing of capital expenditures and by changes in our working capital, particularly changes in accounts receivable and accounts payable. The timing of cash receipts from buyers and payments to sellers can significantly impact our cash flows from operating activities and our liquidity for, and within, any period presented. Our collection and payment cycle can vary from period to period depending upon various circumstances, including seasonality, and may be negatively impacted by certain macroeconomic challenges, such as capital market disruptions and instability of financial institutions.

## Cash Flows

The following table summarizes our cash flows for the periods presented:

	Six Months Ended	
	June 30, 2025	June 30, 2024
	(in thousands)	
Cash flows provided by operating activities	\$ 21,089	\$ 29,156
Cash flows used in investing activities	(33,255)	(22,556)
Cash flows used in financing activities	(47,385)	(5,646)
Effects of exchange rate changes on cash, cash equivalents and restricted cash	2,335	(709)
Change in cash, cash equivalents and restricted cash	<u>\$ (57,216)</u>	<u>\$ 245</u>

### Operating Activities

Our cash flows from operating activities are primarily driven by revenue generated by our business, offset by the cash costs of operations, and are significantly influenced by the timing of and fluctuations in receipts from buyers and related payments to sellers. Our future cash flows will be diminished if we cannot increase our revenue levels and manage costs appropriately.

For the six months ended June 30, 2025, net cash provided by operating activities was \$21.1 million compared to \$29.2 million for the six months ended June 30, 2024. Our operating activities included our net income of \$1.5 million and non-cash adjustments of \$78.7 million for the six months ended June 30, 2025 and net loss of \$18.8 million offset by non-cash adjustments of \$70.7 million for the six months ended June 30, 2024. Net changes in our working capital resulted in \$59.1 million and \$22.7 million of cash used in operating activities for the six months ended June 30, 2025 and June 30, 2024, respectively. The net changes in working capital for both periods presented are primarily due to the timing of cash receipts from buyers and the timing of payments to sellers.

### Investing Activities

Our primary investing activities have consisted of purchases of property and equipment, and capital expenditures in support of creating and enhancing our technology infrastructure. Purchases of property and equipment and investments in internal use software development may vary from period-to-period due to the timing of the expansion of our operations, changes to headcount, and the cycles of our internal use software development.

During the six months ended June 30, 2025 and 2024, our investing activities used net cash of \$33.3 million and \$22.6 million, respectively. During the six months ended June 30, 2025 and 2024, we used cash for purchases of property and equipment of \$26.9 million and \$15.0 million, respectively, and used cash for investments in our internally developed software of \$6.4 million and \$7.5 million, respectively.

### Financing Activities

Our financing activities consisted of our debt refinancing and repricing activities, and transactions related to our share repurchases and equity plans.

For the six months ended June 30, 2025 and 2024, net cash used in financing activities was \$47.4 million and \$5.6 million, respectively. Cash outflows from financing activities for the six months ended June 30, 2025 primarily included \$92.6 million of payments to certain 2024 Term Loan B Facility lenders related to our Amendment No. 2 repricing activity, \$27.3 million for taxes paid related to net share settlement of stock-based awards, and \$22.9 million of payments related to share repurchases. The outflows were partially offset by cash proceeds primarily consisting of \$92.6 million from certain 2024 Term Loan B Facility lenders related to our Amendment No. 2 repricing activity, cash proceeds from the employee stock purchase plan of \$2.1 million, and cash proceeds from stock options exercised of \$1.7 million. In connection with Amendment No. 2, most lenders decided to roll their principal balance from the 2024 Term Loan B Facility over from Amendment No. 1 to Amendment No. 2, while some decided to cash out and reassign their loan balances. On March 18, 2025, \$270.6 million of the Amendment No. 1 principal balance was rolled over as part of non-cash financing activities while the remaining lenders who were repaid and then had their loans reissued were included in the \$92.6 million cash outflows and the \$92.6 million cash proceeds mentioned above.

Cash outflows from financing activities for the six months ended June 30, 2024 primarily included \$351.0 million of payments related to paying off our 2021 Term Loan B Facility, \$12.7 million for taxes paid related to net share settlement of stock-based awards, and \$4.5 million of payments related to debt issuance costs for our 2024 Term Loan B Facility and 2024 Revolver Facility. The outflows were partially offset by cash proceeds of \$361.4 million from the issuance of our 2024 Term Loan B Facility, net of debt discount, and cash proceeds from the employee stock purchase plan of \$2.0 million.

### Contractual Obligations and Known Future Cash Requirements

Our principal commitments as of June 30, 2025 consist of obligations under our Convertible Senior Notes, 2024 Term Loan B Facility, 2024 Revolving Credit Facility, leases for our various office facilities, including our corporate headquarters in New York, New York and offices in Los Angeles, California, and operating lease agreements, including data centers, and cloud hosting services that expire at various times through 2033. In certain cases, the terms of the lease agreements provide for rental payments on a graduated basis.

The following table summarizes our future lease obligations, payments of principal and interest under our debt agreements, and other future payments due under non-cancelable agreements at June 30, 2025 (in thousands):

	Remaining 2025	2026	2027	2028	2029	Thereafter	Total
Lease liabilities associated with leases included in right-of-use lease assets as of June 30, 2025	\$ 11,832	\$ 19,465	\$ 13,064	\$ 9,449	\$ 9,347	\$ 8,017	\$ 71,174
Obligations for leases not included in Lease Liabilities as of June 30, 2025	941	2,334	2,428	2,746	2,856	479	11,784
Convertible Senior Notes	—	205,067	—	—	—	—	205,067
Interest, Convertible Senior Notes	256	256	—	—	—	—	512
2024 Term Loan B Facility <sup>(1)</sup>	1,816	3,632	3,632	3,632	3,632	345,925	362,269
Interest, 2024 Term Loan B Facility <sup>(2)</sup>	13,623	26,675	26,405	26,207	25,865	28,173	146,948
Contractual fees related to the 2024 Term Loan B Facility and the 2024 Revolving Credit Facility <sup>(3)</sup>	305	635	635	635	238	38	2,486
Other non-cancelable obligations	52,848	106,024	71,770	17,652	—	—	248,294
<b>Total</b>	<b>\$ 81,621</b>	<b>\$ 364,088</b>	<b>\$ 117,934</b>	<b>\$ 60,321</b>	<b>\$ 41,938</b>	<b>\$ 382,632</b>	<b>\$ 1,048,534</b>

<sup>(1)</sup> Includes only customary scheduled loan amortization payments and excludes currently unknown prepayment amounts that may be required, per terms of the 2024 Credit Agreement.

<sup>(2)</sup> Interest payments are based on an assumed rate of 7.33%, which was the rate as of June 30, 2025 for the associated 2024 Term Loan B Facility.

<sup>(3)</sup> Includes estimated fees based on current available amounts under our 2024 Revolving Credit Facility and using the current commitment rate as of June 30, 2025, fees based on outstanding but undrawn letters of credit as of June 30, 2025, and fees owed to our administrative agents for both facilities under the 2024 Credit Agreement.

Obligations for leases not included in the lease liabilities as of June 30, 2025 include commitments under agreements for office space and data centers that have not commenced as of June 30, 2025.

Payments associated with our Convertible Senior Notes, 2024 Term Loan B, and 2024 Revolving Credit Facility are based on contractual terms and intended timing of repayments of current and long-term debt and associated interest and required fees.

Other non-cancelable obligations above consist of agreements in the normal course of business that are in excess of one year as of June 30, 2025. The amounts above include commitments under a cloud-managed services agreement, under which we have a non-cancelable commitment from July 2025 to June 2028 containing minimum spend amounts for each twelve-month period (i.e. July 2025 to June 2026, July 2026 to June 2027, and July 2027 to June 2028) as well as an additional minimum spend amount over the entire three-year term. The table above approximates the manner in which we expect to fulfill the obligation.

In the ordinary course of business, we enter into agreements with sellers, buyers, and other third parties pursuant to which we agree to indemnify buyers, sellers, vendors, lessors, business partners, lenders, stockholders, and other parties with respect to certain matters, including, but not limited to, losses resulting from claims of intellectual property infringement, damages to property or persons, business losses, or other liabilities. Generally, these indemnity and defense obligations relate to our own business operations, obligations, and acts or omissions. However, under some circumstances, we agree to indemnify and defend contract counterparties against losses resulting from their own business operations, obligations, and acts or omissions, or the business operations, obligations, and acts or omissions of third parties. These indemnity provisions generally survive termination or expiration of the agreements in which they appear. In addition, we have entered into indemnification agreements with our directors, executive officers and certain other officers that will require us, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors, officers, or employees. No demands for indemnification have been made as of June 30, 2025.

### **Critical Accounting Policies and Estimates**

Our 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.

We believe that the following assumptions and estimates have the greatest potential impact on our condensed consolidated financial statements: (i) the determination of revenue recognition as net versus gross in our revenue arrangements and (ii) the determination of amounts to capitalize and the estimated useful lives of internal-use software development costs. There have been no significant changes in our accounting policies or estimates from those disclosed in our audited consolidated financial statements and notes thereto for the year ended December 31, 2024 included in our Annual Report on Form 10-K.

### **Recently Issued Accounting Pronouncements**

For information regarding recent accounting pronouncements, refer to Note 1 to our condensed consolidated financial statements included in this Quarterly Report on Form 10-Q.

### **Item 3. Quantitative and Qualitative Disclosure About Market Risk**

We have operations both in the United States and internationally, and we are exposed to market risks in the ordinary course of our business. These risks include primarily interest rate, foreign exchange, and inflation risks. The risks below may be further exacerbated by the effects of certain global macroeconomic challenges and market conditions.

#### ***Interest Rate Fluctuation Risk***

Our cash and cash equivalents consist of cash and money market funds, but may from time to time also include other money market instruments such as commercial paper or U.S. treasury bills, with original maturities of three months or less. Our investments may consist of repurchase agreements, U.S. government agency debt, and U.S. treasury debt. The primary objective of our investment activities is to preserve the value of our cash without significantly increasing risk. Because our cash, cash equivalents, and investments have a short maturity, our portfolio's fair value is relatively insensitive to interest rate changes, however, interest income earned will vary as interest rates change.

We do not have economic interest rate expense exposure on our Convertible Senior Notes due to their fixed interest rate nature. The amount paid upon redemption or maturity, before considering any potential additional amount owed due to increases in our underlying share price above the conversion price, is not based on changes in any interest rate index or underlying market interest rates. It is fixed at 100% of the principal amount of the Convertible Senior Notes plus unpaid interest. Since the Convertible Senior Notes bear a fixed interest rate, we are not exposed to interest rate risk on those notes, however, the fair value of those notes will change as market interest rates change.

Our 2024 Term Loan B Facility bears a floating rate of interest that resets periodically, subject to a 0% floor on that floating rate, according to the terms of the agreement (the "SOFR Floor"). Our financial results have been exposed to changes in the underlying base interest rate on that debt because the underlying base interest rate resets above the floor on such underlying interest rate. The fair value of the 2024 Term Loan B Facility may fluctuate when the underlying base interest rate fluctuates below the floor or when the rate of return demanded by our loan investors changes relative to when the loans were issued. As of June 30, 2025, the Company had no outstanding borrowings under the 2024 Revolving Credit Facility. Should the company borrow under the 2024 Revolving Credit Facility at any point in the future, any associated borrowings would have a floating underlying base rate of interest that would expose the Company to interest rate risk.

We do not believe that an increase or decrease in interest rates of 100 basis points would have a material effect on our operating results or financial condition. The annualized impact to interest expense for each 100 basis points increase above the SOFR Floor on our 2024 Term Loan B Facility is approximately \$3.6 million. The actual impact to our financial results of the same increase in interest rates is expected to be lower depending on the timing and magnitude of such rate changes relative to our SOFR Floor, and will be partially offset by higher interest income earned on our cash and cash equivalent balances over the same period. In future periods, we will continue to evaluate our investment opportunities and policy relative to our overall objectives.

With regard to all debt currently outstanding, the Company is potentially exposed to refinancing risk in the future, should the Company seek to refinance its debt or raise new debt. As such, the type, cost, and terms of any new debt potentially raised in the future may differ from that of our existing debt agreements.

### ***Foreign Currency Exchange Risk***

As a U.S. based company that does business around the globe, we have foreign currency risks related to our revenue and expenses denominated in currencies other than the U.S. Dollar, principally the Australian Dollar, British Pound, Canadian Dollar, Euro, Japanese Yen, and New Zealand Dollar. Foreign exchange rate volatility is influenced by many factors that we cannot forecast with reliable accuracy. In the event our non-U.S. Dollar denominated revenue and expenses increase, or the volatility of the foreign currencies that we transact in increases, our operating results may be more greatly affected by fluctuations in the exchange rates of those foreign currencies. In addition, we have experienced and will continue to experience fluctuations in our net income (loss) as a result of transaction gains and losses related to translating certain cash balances, trade accounts receivable and payable balances and intercompany balances that are denominated in currencies other than the U.S. Dollar. The effect of an immediate 10% adverse change in foreign exchange rates on foreign currency-denominated monetary assets and liabilities at June 30, 2025 and December 31, 2024, including intercompany balances, would result in a foreign currency loss of approximately \$7.5 million and \$10.8 million, respectively. At this time we do not, but we may in the future, enter into derivatives or other financial instruments in an attempt to hedge our foreign currency exchange risk.

### ***Inflation Risk***

We do not believe that cost inflation has had a material effect on our business, financial condition, or results of operations. If our costs were to become subject to significant inflationary pressures, we might not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition, and results of operations. This risk of cost inflation is distinct from the risk that inflation throughout the broader economy could lead to reduced ad spend and indirectly harm our business, financial condition, and results of operations. For a discussion of the indirect results of inflation on our business, see "Macroeconomic Developments."

## **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, evaluated the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) under the Exchange Act. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives of ensuring that information we are required to disclose in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures, and is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. There is no assurance that our disclosure controls and procedures will operate effectively under all circumstances. Based upon the evaluation described above, our Chief Executive Officer and Chief Financial Officer concluded that, as of June 30, 2025, our disclosure controls and procedures were effective at the reasonable assurance level.

### ***Changes in Internal Control over Financial Reporting***

There have been no changes in our internal control over financial reporting that occurred during the three months ended June 30, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### ***Inherent Limitations on Effectiveness of Controls***

Management recognizes that a control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures 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 and instances of fraud or error, if any, have been detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

## **PART II. OTHER INFORMATION**

## **Item 1. Legal Proceedings**

We and our subsidiaries may from time to time be parties to legal or regulatory proceedings, lawsuits and other claims incident to our business activities and to our status as a public company. Such routine matters may include, among other things, assertions of contract breach or intellectual property infringement, claims for indemnity arising in the course of our business, claims relating to our collection or use of data, regulatory investigations, audits by taxing authorities, or enforcement proceedings, and claims by persons whose employment has been terminated. For example, we have recently been subject to lawsuits alleging violation of various privacy statutes. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance. Consequently, we are unable to ascertain the ultimate aggregate amount of monetary liability, amounts which may be covered by insurance or recoverable from third parties, or the financial impact with respect to such matters as of June 30, 2025. However, based on our knowledge as of June 30, 2025, we believe that the final resolution of such matters pending at the time of this report, individually and in the aggregate, will not have a material adverse effect upon our condensed consolidated financial position, results of operations or cash flows.

Refer to Note 10 to our condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for additional information related to legal proceedings.

## **Item 1A. Risk Factors**

Investing in our common stock involves a high degree of risk. We describe risks associated with our business in Part I, Item 1A: "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2024 and in Part II, Item 1A "Risk Factors" of our Quarterly Report on Form 10-Q for the period ended March 31, 2025 (the "Risk Factors"). Each of the risks described in our Risk Factors may be relevant to decisions regarding an investment in or ownership of our stock. The occurrence of any such risks could have a significant adverse effect on our reputation, business, financial condition, revenue, results of operations, growth, or ability to accomplish our strategic objectives, and could cause the trading price of our common stock to decline. You should carefully consider such risks and the other information contained in this report, including our condensed consolidated financial statements and related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations, before making investment decisions related to our common stock.

There are no additional material changes to the Risk Factors of which we are currently aware; but our Risk Factors cannot anticipate and fully address all possible risks of investing in our common stock, the risks of investing in our common stock may change over time, and additional risks and uncertainties that we are not aware of, or that we do not consider to be material, may emerge. In addition, the economic impact of macroeconomic challenges, such as inflation, global conflict, capital market disruptions and the instability of financial institutions, the risk of a recession, and other macroeconomic factors may amplify many of the risks described in our risk factors. Accordingly, you are advised to consider additional sources of information and exercise your own judgment in addition to the information we provide.

## **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

### *(a) Recent Sales of Unregistered Securities*

None (except as previously disclosed).

### *(b) Use of Proceeds*

Not Applicable.

(c) Purchases of Equity Securities by the Company and Affiliated Purchasers

Common stock repurchases during the quarter ended June 30, 2025 were as follows (in thousands, except per share amounts):

Period	Total Number of Shares Purchased	Average Price per Share	Total number of shares purchased as part of a Publicly Announced Program	Maximum Approximate Dollar Value that May Yet be Purchased Under the Program
<b>April 1 - April 30, 2025</b>				
Equity withholding <sup>(1)</sup>	—	\$ —	—	\$ —
Repurchase program <sup>(2)</sup>	370	\$ 9.88	370	\$ 87,547
<b>May 1 - May 31, 2025</b>				
Equity withholding <sup>(1)</sup>	437	\$ 15.88	—	\$ —
Repurchase program <sup>(2)</sup>	—	\$ —	—	\$ 87,547
<b>June 1 - June 30, 2025</b>				
Equity withholding <sup>(1)</sup>	—	\$ —	—	\$ —
Repurchase program <sup>(2)</sup>	—	\$ —	—	\$ 87,547
	807		370	

<sup>(1)</sup> Upon vesting of most restricted stock units or stock awards, we are required to deposit minimum statutory employee withholding taxes on behalf of the holders of the vested awards. As reimbursement for these tax deposits, we have the option to withhold from shares otherwise issuable upon vesting a portion of those shares with a fair market value equal to the amount of the deposits we paid. Withholding of shares in this manner is accounted for as a repurchase of common stock.

<sup>(2)</sup> On February 1, 2024, our Board of Directors approved a share repurchase program (the "February 2024 Repurchase Plan") under which the Company is authorized to repurchase common stock or Convertible Senior Notes, with an aggregate market value of up to \$125.0 million, through February 1, 2026. Shares repurchased under the February 2024 Repurchase Plan in the quarter ended June 30, 2025 have been subsequently retired, which was recorded as a reduction in additional paid in capital. The average price paid per share purchased under the February 2024 Repurchase Plan includes broker commission costs. As of June 30, 2025, \$87.5 million remains available under the February 2024 Repurchase Plan.

## Item 5. Other Information

### Trading Plans

In the second quarter of 2025, the following trading plans were adopted or terminated by our Section 16 officers or directors:

Officer Name	Officer Title	Date Plan Adopted/Terminated	Duration of Plan	Shares to be Purchased or Sold	Intended to Satisfy Rule 10b5-1(c)?
Adam Soroca	Chief Product Officer	Adopted May 28, 2025	September 2, 2025 - November 28, 2025	Sell up to 53,594*, subject to certain conditions	Yes
Brian Gephart	Chief Accounting Officer	Adopted June 05, 2025	September 4, 2025 - May 15, 2026	Sell up to 27,671, subject to certain conditions	Yes

\*Represents a combination of previously vested shares and gross amounts of shares that will vest over the duration of the plan (shares that will actually be sold under the plan are net of tax withholding).

**Item 6. Exhibits**

<b>Number</b>	<b>Description</b>
31.1*	<a href="#">Certification of Principal Executive Officer Pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
31.2*	<a href="#">Certification of Principal Financial Officer Pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
32*( <sup>1</sup> )	<a href="#">Certification of the Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
101.ins *	Instance Document- the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.sch *	XBRL Taxonomy Schema Linkbase Document
101.cal *	XBRL Taxonomy Calculation Linkbase Document
101.def *	XBRL Taxonomy Definition Linkbase Document
101.lab *	XBRL Taxonomy Label Linkbase Document
101.pre *	XBRL Taxonomy Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

\* Filed herewith

(<sup>1</sup>) The information in this exhibit is furnished and deemed not filed with the Securities and Exchange Commission for purposes of section 18 of the Exchange Act of 1934, as amended (the "Exchange Act"), and is not to be incorporated by reference into any filing of Magnite, Inc. under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

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**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.

MAGNITE, INC. (Registrant)

/s/ David Day

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David Day

Chief Financial Officer

(Principal Financial Officer and Duly Authorized Officer)

Date August 6, 2025

**Certification of Principal Executive Officer  
pursuant to  
Exchange Act Rules 13a-14(a) and 15d-14(a),  
as adopted pursuant to  
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Michael Barrett, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Magnite, 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(s) 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(s) 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.

Signature:

/s/ Michael Barrett

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Michael Barrett  
Chief Executive Officer  
(Principal Executive Officer)

Date August 6, 2025

**Certification of Principal Financial Officer  
pursuant to  
Exchange Act Rules 13a-14(a) and 15d-14(a),  
as adopted pursuant to  
Section 302 of the Sarbanes-Oxley Act of 2002**

I, David Day, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Magnite, 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(s) 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(s) 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.

Signature:

/s/ David Day

David Day  
Chief Financial Officer  
(Principal Financial Officer)

Date August 6, 2025

**CERTIFICATIONS OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER PURSUANT TO 18 U.S.C.  
SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350), Michael Barrett, Chief Executive Officer (Principal Executive Officer) of Magnite, Inc. (the "Company"), and David Day, Chief Financial Officer (Principal Financial Officer) of the Company, each hereby certifies that, to the best of his knowledge:

1. Our Quarterly Report on Form 10-Q for the quarter ended June 30, 2025, to which this certification is attached as Exhibit 32 (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; 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 August 6, 2025

/s/ Michael Barrett

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Michael Barrett  
Chief Executive Officer  
(Principal Executive Officer)

/s/ David Day

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David Day  
Chief Financial Officer  
(Principal Financial Officer)

The foregoing certifications are being furnished pursuant to 18 U.S.C. Section 1350. They are not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and are not to be incorporated by reference into any filing of the Company, regardless of any general incorporation language in such filing.