



RUBICON PROJECT

Q3 2017

FINANCIAL HIGHLIGHTS

NOVEMBER 2, 2017

SAFE HARBOR

Forward-Looking Statements

This presentation and management's prepared remarks during the conference call in connection with this presentation, and management's answers to questions during the conference call may include, 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 our anticipated financial performance, including, without limitation, revenue, advertising spend, profitability, net income (loss), Adjusted EBITDA, earnings per share, and cash flow; strategic objectives, including focus on header bidding, mobile, video, Orders, and private marketplace opportunities; investments in our business; development of our technology; introduction of new offerings; the impact of our acquisition of nToggle and its traffic shaping technology on our business; scope and duration of client relationships; the fees we may charge in the future; business mix; sales growth; client utilization of our offerings; our competitive differentiation; our leadership position in the industry; our market share, market conditions, trends, and opportunities; user reach; certain statements regarding future operational performance measures including ad requests, fill rate, advertising spend, take rate, paid impressions, and average CPM; and factors that could affect these and other aspects of our business. These statements are not guarantees of future performance; they reflect our current views with respect to future events and are based on assumptions and estimates and subject to known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from expectations or results projected or implied by forward-looking statements. These risks include, but are not limited to: our ability to grow and to manage any growth effectively; our ability to develop innovative new technologies and remain a market leader; our ability to attract and retain buyers and sellers and increase our business with them; our vulnerability to loss of, or reduction in spending by, buyers; our ability to maintain and grow a supply of advertising inventory from sellers; the effect on the advertising market and our business from difficult economic conditions; the freedom of buyers and sellers to direct their spending and inventory to competing sources of inventory and demand; our ability to use our solution to purchase and sell higher value advertising and to expand the use of our solution by buyers and sellers utilizing evolving digital media platforms; our ability to introduce new offerings and bring them to market in a timely manner in response to client demands and industry trends, including shifts in digital advertising growth from display to mobile channels; the increased prevalence of header bidding and its effect on our competitive position; our header bidding solution not resulting in revenue growth and causing infrastructure strain and added cost; uncertainty of our estimates and expectations associated with new offerings, including header bidding, private marketplace, mobile, video, Orders, automated guaranteed, and guaranteed audience solutions, and traffic shaping; declining fees and take rate, including as a result of implementation of alternative pricing models in response to market pressures, including demands for reduction or elimination of buyer fees, and the need to grow through advertising spend and fill rate increases rather than pricing increases; our ability to compensate for declining take rate by increasing the volume of transactions on our platform; our vulnerability to the depletion of our cash resources as revenue declines with the reduction of our take rate and as we incur additional investments in technology required to support the increased volume of transactions on our exchange; our ability to raise additional capital; our limited operating history and history of losses; our ability to continue to expand into new geographic markets; our ability to adapt effectively to shifts in digital advertising to mobile and video channels and formats; increased prevalence of ad blocking technologies; the slowing growth rate of online digital display advertising; the growing percentage of online and mobile advertising spending captured by owned and operated sites (such as Facebook and Google); the effects, including the loss of market share, of increased competition in our market and increasing concentration of advertising spending, including mobile spending, in a small number of very large competitors; acts of competitors and other third parties that can adversely affect our business; our ability to differentiate our offerings and compete effectively in a market trending increasingly toward commodification, transparency, and disintermediation; requests from buyers and sellers for discounts, fee concessions or revisions, rebates, refunds, and greater levels of pricing transparency and specificity; potential adverse effects of malicious activity such as fraudulent inventory and malware; the effects of seasonal trends on our results of operations; costs associated with defending intellectual property infringement and other claims; our ability to attract and retain qualified employees and key personnel; our ability to identify future acquisitions of or investments in complementary companies or technologies and our ability to consummate the acquisitions and integrate such companies or technologies; and our ability to comply with, and the effect on our business of, evolving legal standards and regulations, particularly concerning data protection and consumer privacy and evolving labor standards. 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," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and elsewhere in 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, 2016 and subsequent Quarterly Reports on Form 10-Q. These forward-looking statements represent our estimates and assumptions only as of the date made. 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, we are currently not providing guidance, and 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 press release and the documents that we reference in this press release 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.

Strategy & Market Update

- Strategy remains clear - grow supply, improve win rate, reduce transaction costs
- Our buy side transaction fees eliminated
- Continued auction dynamics testing
- Deliver high volume / efficient exchange
- Pace of industry change / consolidation is accelerating
- Investment to turn business is greater and timing to recover longer than previously expected

Q3 2017 SUMMARY

Financial Measures	Three Months Ended		
	9/30/2017	9/30/2016	Change
GAAP revenue	\$35.2 M	\$65.8 M	(47)%
Mobile GAAP revenue	\$18.3 M	\$23.1 M	(21)%
Desktop GAAP revenue	\$16.9 M	\$42.7 M	(60)%
Non-GAAP net revenue ⁽¹⁾	\$35.2 M	\$60.6 M	(42)%
Advertising spend ⁽²⁾	\$195.0 M	\$242.8 M	(20)%
Mobile advertising spend	\$91.7 M	\$83.3 M	10%
Desktop advertising spend	\$103.3 M	\$159.5 M	(35)%
Take Rate ⁽³⁾	18.1%	24.9%	(680 bps)
Net income (loss) ⁽⁴⁾	(\$103.6) M	\$3.5 M	nm
Adjusted EBITDA ⁽⁵⁾	(\$2.3) M	\$15.3 M	(115)%
Adjusted EBITDA margin ⁽⁵⁾	(7)%	25%	(32 ppt)
Basic and Diluted income (loss) per share ⁽⁴⁾	(\$2.11)	\$0.07	nm
Non-GAAP earnings (loss) per share ⁽⁶⁾	(\$0.14)	\$0.20	(170)%

(1) See later slide for a reconciliation of GAAP revenue to non-GAAP net revenue.

(2) Advertising spend represents the buyer spending on advertising transacted on our platform. See later slide for a reconciliation of GAAP revenue to advertising spend.

(3) Take rate represents non-GAAP net revenue divided by advertising spend.

(4) nm definition is not meaningful- based on the large negative impact of goodwill impairment in Q3 2017.

(5) See later slide for a reconciliation of net income (loss) to adjusted EBITDA.

Adjusted EBITDA margin is calculated as adjusted EBITDA divided by non-GAAP net revenue.

(6) See later slide for a reconciliation of net income (loss) to non-GAAP net income and calculation of non-GAAP EPS.

CASH FLOW AND BALANCE SHEET HIGHLIGHTS

Cash Flow Highlights

(\$MM)

	YTD Sept 30, 2017	YTD Sept 30, 2016
Financial measure:		
Net cash provided by operating activities	\$9.2	\$48.8
Less capital expenditures	20.7	18.9
Free cash flow	(\$11.5)	\$29.9

Balance Sheet Highlights

(\$MM)

	September 30, 2017	December 31, 2016
Financial measure:		
Cash & equivalents	\$99.5	\$149.4
Marketable securities	39.5	40.6
Total cash + liquid assets	\$139.0	\$190.0
Debt + capital lease obligations	\$ Nil	\$ Nil

DEPRECIATION & AMORTIZATION / AMORTIZATION SCHEDULE

Income Statement includes Depreciation and Amortization as follows: (\$MM)	Q3 2017	Q3 2016
Cost of revenue	\$ 7.2	\$ 7.0
Sales and marketing	0.2	2.8
Technology and development	0.6	0.7
General and administrative	0.2	0.5
Total Depreciation and Amortization	\$8.2	\$ 11.0

Remaining Amortization Schedule for Acquired Intangible by Period (\$MM)	Amount
2017	1.3
2018	5.0
2019 and thereafter	11.8
Total Remaining Amortization of Acquired Intangibles	\$18.1

RECONCILIATIONS OF NET INCOME (LOSS) TO ADJUSTED EBITDA & GAAP REVENUE TO ADVERTISING SPEND

Reconciliation of Net Income (Loss) to Adjusted EBITDA (\$MM)	Q3 2017	Q3 2016
Financial Measure: (\$MM)		
Net income (loss)	(\$103.6)	\$3.5
Add back (deduct):		
Depreciation and amortization, excluding acquisition of acquired intangible assets	7.0	5.3
Amortization of acquired intangibles	1.2	5.7
Stock-based compensation expense	4.6	6.5
Impairment of goodwill	90.3	--
Acquisition and related items	0.3	--
Interest income, net	(0.3)	(0.1)
Foreign currency loss, net	0.2	--
Benefit for income taxes	(2.0)	(5.6)
Adjusted EBITDA	(\$2.3)	\$15.3

Reconciliation of GAAP Revenue to Advertising Spend (\$MM)	Q3 2017	Q3 2016
Financial Measure: (\$MM)		
GAAP Revenue	\$35.2	\$65.8
Plus amounts paid to sellers ⁽¹⁾	\$159.8	\$177.0
Advertising Spend	\$195.0	\$242.8

(1) Amounts paid to sellers for the portion of our revenue recorded on a net basis for GAAP purposes.

RECONCILIATIONS OF GAAP REVENUE TO NON-GAAP NET REVENUE & NET INCOME (LOSS) TO NON-GAAP NET INCOME (LOSS)

Reconciliation of GAAP Revenue to Non-GAAP Net Revenue (\$MM)	Q3 2017	Q3 2016
Financial Measure:		
GAAP revenue	\$35.2	\$65.8
Less amounts paid to sellers reflected in cost of revenue ⁽¹⁾	-	\$5.2
Non-GAAP net revenue	\$35.2	\$60.6
Reconciliation of Net Income (Loss) to Non-GAAP Net Income (\$MM, except share figures)	Q3 2017	Q3 2016
Financial Measure:		
Net income (loss)	(\$103.6)	\$3.5
Add back (deduct):		
Stock-based compensation expense	4.6	6.5
Acquisition and related items, including amortization of acquired intangibles	1.5	5.7
Impairment of goodwill	90.3	--
Foreign currency loss, net	0.2	--
Tax effect of non-GAAP adjustments ⁽²⁾	(0.1)	(6.0)
Non-GAAP Net Income (Loss)	(\$7.1)	\$9.7
Non-GAAP earnings (loss) per diluted share	(\$0.14)	\$0.20
Non-GAAP weighted-average shares outstanding (MM)	49.1	48.7

(1) Amounts paid to sellers for the portion of our revenue recorded on a gross basis for GAAP purposes.

(2) Non-GAAP net loss for the third quarter of 2017 includes the estimated tax impact from the expense items reconciling between net loss and non-GAAP net loss. For consistency, 2016 historical non-GAAP net income has been adjusted to reflect the estimated tax impact of those items.

ADDITIONAL RECONCILIATIONS OF NON-GAAP FINANCIAL MEASURES TO GAAP

Revenue & Advertising Spend Split by Channel	Q3 2017			Q3 2016		
Financial Measure: (\$MM)	Mobile	Desktop	Total	Mobile	Desktop	Total
GAAP Revenue	\$18.3	\$16.9	\$35.2	\$23.1	\$42.7	\$65.8
Plus amounts paid to sellers ⁽¹⁾	73.4	86.4	159.8	60.2	116.8	177.0
Advertising Spend	\$91.7	\$103.3	\$195.0	\$83.3	\$159.5	\$242.8
Percentage of total Advertising Spend	47%	53%	100%	34%	66%	100%

Revenue & Advertising Spend Split by Geography	Q3 2017			Q3 2016		
Financial Measure: (\$MM)	Domestic	International	Total	Domestic	International	Total
GAAP Revenue	\$24.0	\$11.2	\$35.2	\$46.3	\$19.5	\$65.8
Plus amounts paid to sellers ⁽¹⁾	106.8	53.0	159.8	111.2	65.8	177.0
Advertising Spend	\$130.8	\$64.2	\$195.0	\$157.5	\$85.3	\$242.8
Percentage of total Advertising Spend	67%	33%	100%	65%	35%	100%

(1) Amounts paid to sellers for the portion of our revenue recorded on a net basis for GAAP purposes.

REVENUE HIGHLIGHTS

AS ADJUSTED: EXCLUDING STATIC AND INTENT MARKETING⁽¹⁾

Key Metrics As Adjusted: Excluding Static and Intent Marketing ⁽¹⁾	Three Months Ended		
	9/30/2017	9/30/2016	Change
GAAP revenue ⁽²⁾	\$35.2 M	\$55.3 M	(36)%
Non-GAAP net revenue ⁽²⁾	\$35.2 M	\$55.3 M	(36)%
Advertising spend	\$195.0 M	\$227.1 M	(14)%
Take Rate ⁽³⁾	18.1%	24.4%	(630 bps)

(1) Our historical advertising spend and revenue results include results from our static solution, which we exited in the third quarter of 2016, and from our intent marketing solution, which we exited in the first quarter of 2017. To assist understanding our results in the context of our ongoing activities, we are providing “as adjusted” advertising spend, revenue, and take rate metrics on this page, as though the static and intent marketing solutions were discontinued prior to the beginning of calendar year 2016.

(2) GAAP revenue is the same as non-GAAP net revenue in Q3 2017 because Intent Marketing is the only element differentiating the two and we ceased offering that solution in Q1 2017.

(3) Take rate represents non-GAAP net revenue divided by advertising spend.