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Leading the Automation of Advertising

Q1 2016
Financial Highlights

May 3, 2016

Safe harbor

Forward-Looking Statements

These materials include forward-looking statements concerning or implying growth trends or expectations, including without limitation growth in our mobile, Orders, and buyer cloud businesses. Forward-looking 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 our ability to grow rapidly and to manage our growth effectively, including in Orders, mobile, and video and our buyer cloud business; our ability to develop innovative new technologies and remain a market leader; our ability to attract and retain buyers and sellers and increase our business with them; the freedom of buyers and sellers to direct their spending and inventory to competing sources of inventory and demand; our ability to use our solution to purchase and sell higher value advertising and to expand the use of our solution by buyers and sellers utilizing evolving digital media platforms; the growing percentage of online and mobile advertising spending captured by owned and operated sites (such as Facebook and Google) where we are unable to participate; our ability to introduce new solutions and bring them to market in a timely manner; uncertainty of our estimates and expectations associated with new offerings, including private marketplace, mobile, orders, automated guaranteed, video and intent marketing solutions; our ability to maintain a supply of advertising inventory from sellers; our limited operating history and history of losses; our ability to continue to expand into new geographic markets; the effects of increased competition in our market and our ability to differentiate our offerings, compete effectively and to maintain our pricing and take rate; potential adverse effects of malicious activity such as fraudulent inventory and malware; the effects of seasonal trends on our results of operations; the effect on the advertising market and our business of difficult economic conditions; costs associated with defending intellectual property infringement and other claims; our ability to attract and retain qualified employees and key personnel; our ability to consummate future acquisitions of or investments in complementary companies or technologies; our ability to comply with, and the effect on our business of, evolving legal standards and regulations, particularly concerning data protection and consumer privacy; and our ability to develop and maintain our corporate infrastructure, including our finance and information technology systems and controls.

More detailed information is set forth in Annual Report our Form 10-K for the year ended December 31, 2015, and subsequent Quarterly Reports on Form 10-Q.   Also, these forward-looking statements represent our current estimates and assumptions only; 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.

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Significant Q1 2016 takeaways[1]

1 **Non-GAAP Net Revenue[2] increased 71% y-o-y,** driven by continued strength in Mobile and RTB

2 **Adj. EBITDA[3] increased 269% y-o-y**, 24% Adj. EBITDA margin

3 **Positive Free Cash Flow[4] of $6.9 million** in Q1 2016

(1)   Rubicon Project acquired Chango Inc. in late April 2015. Contributions from Chango are reflected throughout this presentation from the date of acquisition.
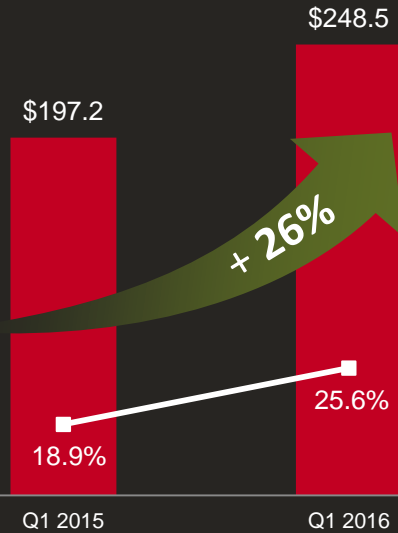(2)   Non-GAAP Net Revenue would represent GAAP Revenue if all transactions were reported on a net basis. It equals GAAP revenue less amounts paid to sellers included in cost of revenue.
      The appendix provides a reconciliation of GAAP Revenue to Non-GAAP Net Revenue.
(3)   The appendix provides a reconciliation of Net Income (Loss) to Adjusted EBITDA.
(4)   Slide 6 provides a reconciliation of Net Cash Provided by Operating Activities to Free Cash Flow.

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Revenue highlights

Q1 Managed Revenue[1]
($MM)

$197.2 — Q1 2015
$248.5 — Q1 2016

+ 26%

18.9% — Q1 2015
25.6% — Q1 2016

— TAKE RATE[2]

Q1 GAAP Revenue
($MM)

$37.2 — Q1 2015
$69.2 — Q1 2016

+ 86%

Q1 Non-GAAP Net Revenue
($MM)

$37.2 — Q1 2015
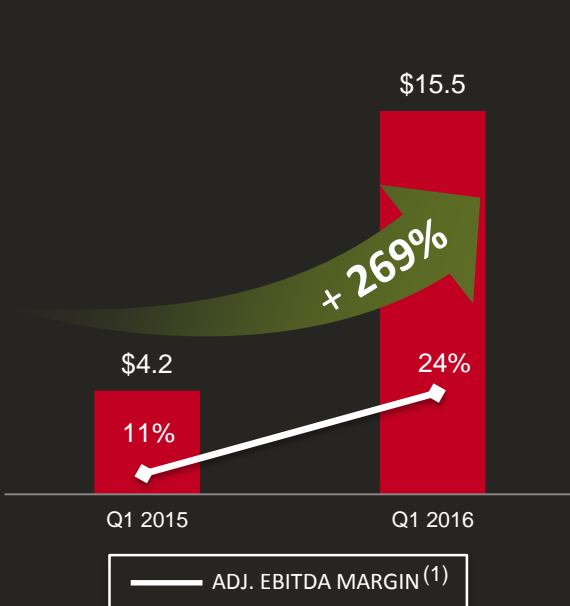$63.6 — Q1 2016
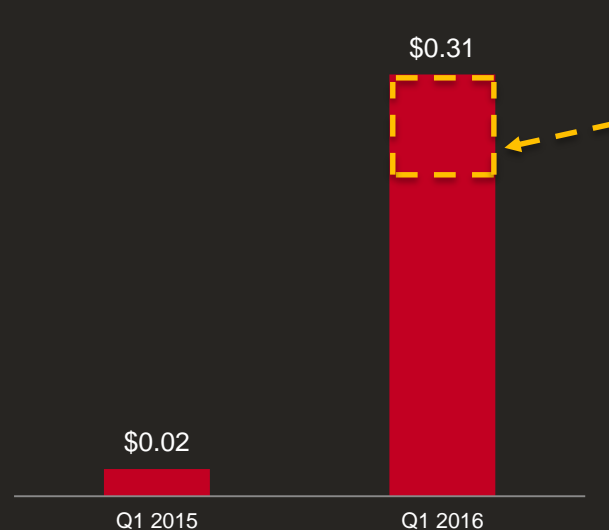
+ 71%

Primary focus + metric tracked in Wall Street estimates
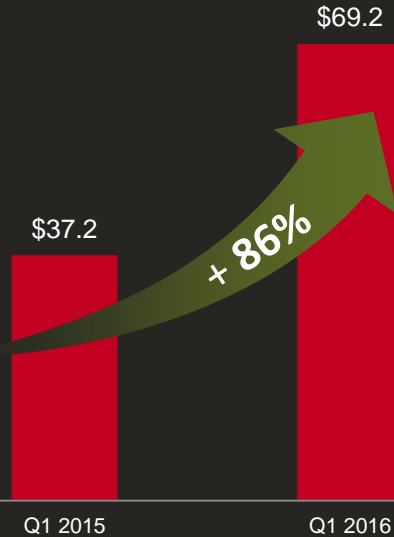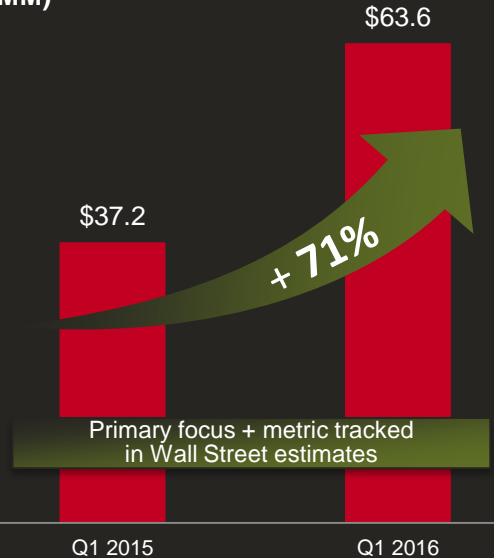
(1) Managed Revenue represents advertising spending transacted on the Company's platform.
(2) Take Rate represents Non-GAAP Net Revenue divided by Managed Revenue.

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Adjusted EBITDA and EPS highlights

Q1 Adjusted EBITDA
($MM)

$15.5

$4.2

+ 269%

11%

24%

Q1 2015 — Q1 2016

ADJ. EBITDA MARGIN[1]

Q1 Non-GAAP EPS[2]

$0.31

$0.02

Q1 2015 — Q1 2016

Q1 GAAP EPS (Diluted)

Tax benefit provided an increase to Non-GAAP and GAAP EPS in Q1 2016.

$0.05

($0.14)

Q1 2015 — Q1 2016
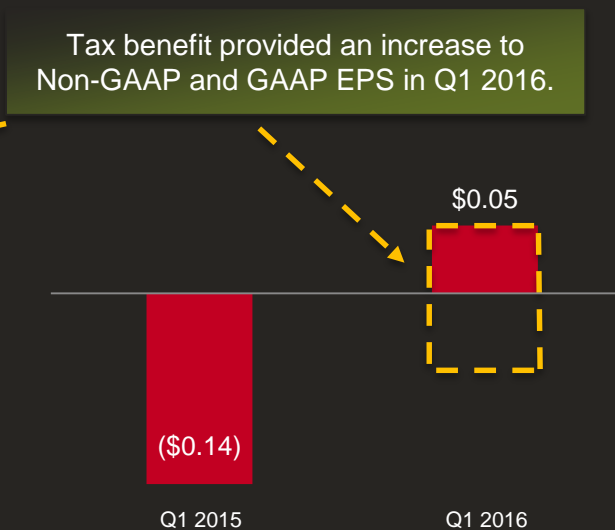
(1) Adjusted EBITDA Margin is measured as a percentage of Non-GAAP Net Revenue.
(2) The appendix provides a reconciliation of GAAP Net Income (Loss) to Non-GAAP Net Income and calculation of Non-GAAP EPS.

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Cash flow and balance sheet highlights

Cash Flow Highlights ($MM)

Financial measure:	Q1 2016
Net cash provided by operating activities	$ 10.7
Less capital expenditures	3.8
Free cash flow	**$ 6.9**

Balance Sheet Highlights ($MM)

Financial measure:	March 31, 2016	December 31, 2015
Cash & equivalents	$ 136.6	$ 116.5
Marketable securities	30.3	36.7
Total cash + liquid assets	**$ 166.9**	**$ 153.2**
Debt + capital lease obligations	$ Nil	$ Nil

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Managed revenue by channel, inventory type and geography

Managed Revenue % by Channel

($MM)

$248

$197

	Q1 2015	Q1 2016
Desktop	80%	70%
Mobile	20%	30%

Mobile up 1000 bps

Mobile **Desktop**
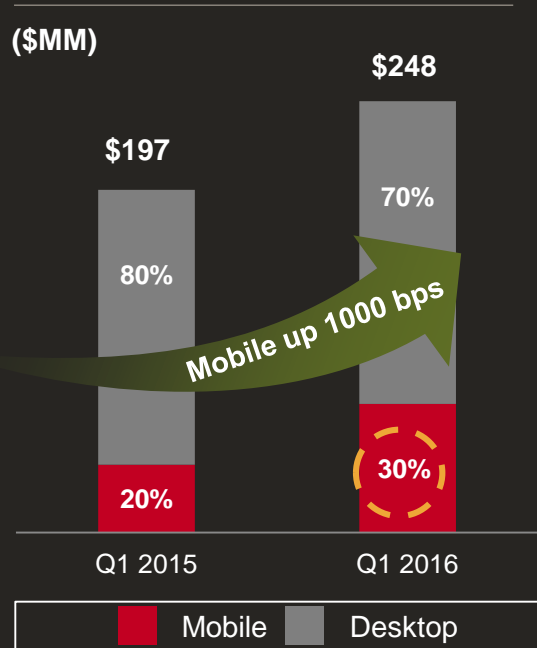
Managed Revenue % by Inventory Type

($MM)

$248

$197

	Q1 2015	Q1 2016
Static	9%	5%
RTB	76%	78%
Orders	15%	17%

Orders up 200 bps

Orders **RTB** **Static**

Managed Revenue % by Geography[1]

($MM)

$248

$197

	Q1 2015	Q1 2016
Domestic	63%	61%
International	37%	39%

International **Domestic**
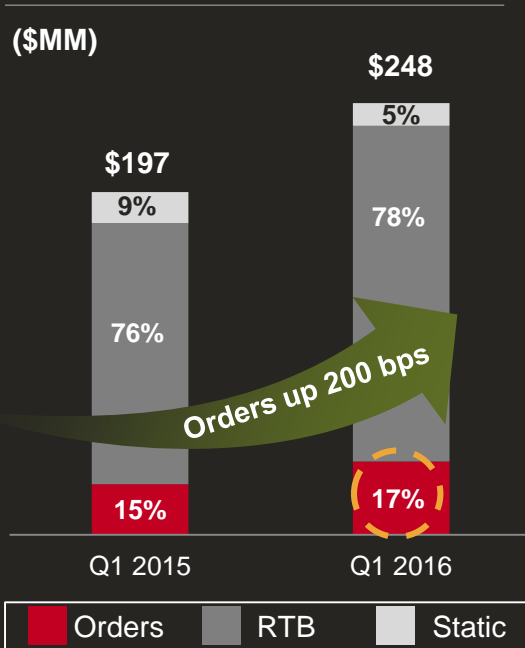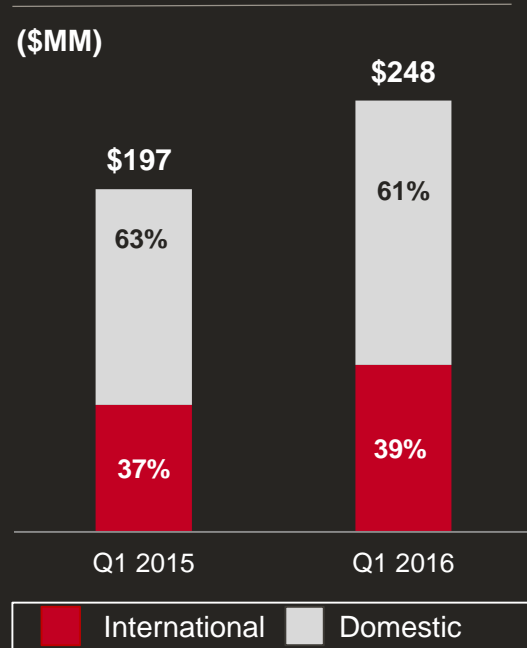
(1) Managed Revenue by geography determined based on the location of the Seller.

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Managed revenue and non-GAAP net revenue contribution % by quarter
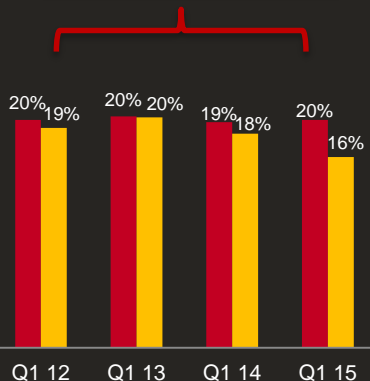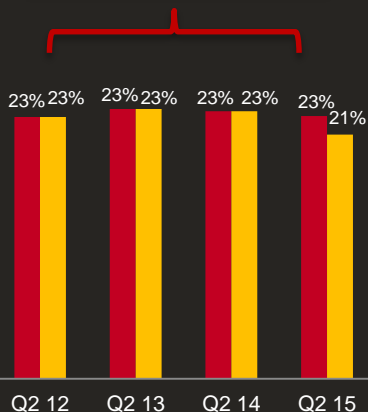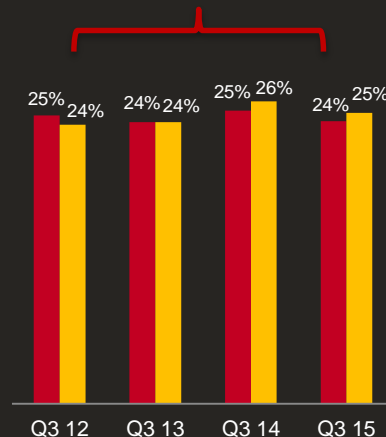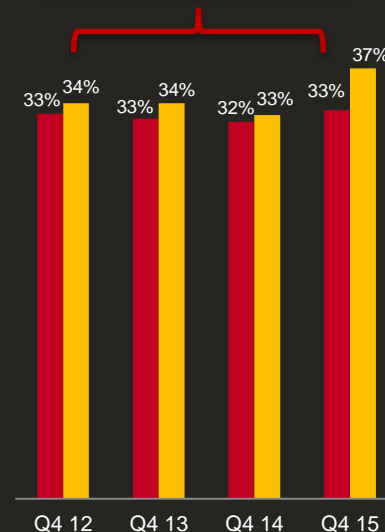
RUBI's complete advertising automation solution and financials are differentiators

Criteria: Product and Service Capabilities	rubicon PROJECT	Other Public Ad Tech?
Strong capabilities as top provider in desktop and mobile	✔	Google facebook
Independent provider of complete Buyer and Seller solutions[1]	✔	None
Monetizes all types of ad inventory	✔	Google
Supports all ad units	✔	Google facebook
Pixalate ranked top 3 inventory source for desktop and mobile	✔	None
Criteria: Financial Results	**rubicon** PROJECT	**Other Public Ad Tech?**
> 50% revenue growth in 2015	✔	criteo. TubeMogul
Net income profitable for full year 2015	✔	Google facebook criteo.
> 20% Adjusted EBITDA margin (on net revenue)	✔	Google facebook criteo.
Positive free cash flow for 2015	✔	Google facebook criteo.

(1) Independent means no owned and operated media properties to create potential conflicts of interest for buyer and seller customers.

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Appendix: Net income (loss) to Adjusted EBITDA reconciliation and D&A detail

Financial Measure: ($MM)	Q1 2016	Q1 2015
Net income (loss)	$2.3	($5.0)
Add back (deduct):		
Depreciation and amortization, excluding acquisition of acquired intangible assets	4.6	3.4
Amortization of acquired intangibles	4.0	1.0
Stock-based compensation expense	8.4	5.5
Acquisition and related items	0.3	1.4
Interest (income) expense, net	(0.1)	-
Foreign currency loss (gain), net	0.3	(2.2)
Provision (benefit) for income taxes	(4.3)	0.1
Adjusted EBITDA	**$15.5**	**$4.2**

Income statement includes depreciation and amortization as follows: ($MM)	Q1 2016	Q1 2015
Cost of revenue	$5.9	$3.5
Sales and marketing	1.6	0.5
Technology and development	0.6	0.2
General and administrative	0.5	0.2
Total Depreciation and Amortization	**$8.6**	**$4.4**

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Appendix: reconciliations of GAAP Revenue to Non-GAAP Net Revenue and Net Income (Loss) to Non-GAAP Net Income

Reconciliation of GAAP Revenue to Non-GAAP Net Revenue ($MM)	Q1 2016	Q1 2015[1]
Financial Measure:		
GAAP revenue	$69.2	$37.2
Amounts paid to sellers:	$5.6	–
Non-GAAP net revenue	**$63.6**	**$37.2**

(1) Rubicon Project adopted non-GAAP net revenue as a measure in Q2 2015. Prior to Q2 2015, all of the Company's revenue was recorded on a net basis.

Reconciliation of Net Income (Loss) to Non-GAAP Net income ($MM, except EPS)	Q1 2016	Q1 2015
Financial Measure:		
Net Income (Loss)	**$2.3**	**($5.0)**
Add back (deduct):		
Stock based compensation expense	8.4	5.5
Acquisition and related items, including amortization of acquired intangibles	4.4	2.4
Foreign currency (gain) loss, net	0.2	(2.2)
Non-GAAP Net Income	**$15.3**	**$0.7**
Non-GAAP Earnings per Diluted Share	**$0.31**	**$0.02**
Non-GAAP weighted average shares outstanding	48.7	40.5

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