NOMINATING & GOVERNANCE COMMITTEE CHARTER
of
MAGNITE, INC.

1. Members. The Board of Directors (the "Board") of Magnite, Inc. (the "Company") appoints a Nominating & Governance Committee of at least three members, consisting entirely of independent directors, and designates one member as chairperson or delegates the authority to designate a chairperson to the Nominating & Governance Committee. For purposes hereof, an "independent" director is a director who meets The Nasdaq Stock Market LLC definition of "independence," as determined by the Board.

2. Purpose, Duties and Responsibilities. The purpose, duties and responsibilities of the Nominating & Governance Committee are to identify individuals qualified to become Board members (consistent with criteria approved by the Board); recommend to the Board the Company's director candidates for election at the annual meeting of stockholders; develop and recommend to the Board a set of corporate governance principles; and perform a leadership role in shaping the Company's corporate governance. Among its specific duties and responsibilities, the Nominating & Governance Committee will:

(a) Develop and recommend to the Board criteria for identifying and evaluating director candidates and periodically review these criteria.

(b) Identify, review the qualifications and independence of, and recruit candidates for election to the Board.

(c) Assess the qualifications, contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.

(d) Establish procedures for the consideration of Board candidates recommended for the Committee's consideration by the Company's stockholders.

(e) Recommend to the Board the Company's candidates for election or reelection to the Board at each annual stockholders' meeting.

(f) Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.

(g) Develop and recommend to the Board a set of corporate governance principles, annually review these principles and recommend changes to the Board as appropriate, and consider and make recommendations to the Board concerning other corporate governance matters.

(h) Periodically review the Board's leadership structure and recommend changes to the Board as appropriate, and make a recommendation to the independent directors

regarding the appointment of the lead independent director, if the Board has a lead independent director.

(i) Make recommendations to the Board concerning the size, structure, composition and functioning of the Board and its committees.

(j) Recommend committee members and chairpersons to the Board for appointment and consider periodically rotating directors among the committees.

(k) Review, and establish guidelines for directorships at other for-profit organizations offered to directors and senior officers of the Company.

(l) Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.

(m) Review and make recommendations to the Board concerning the independence of directors under the Nasdaq listing standards and the applicable rules and regulations of the Securities and Exchange Commission.

(n) Oversee the orientation process for new directors and ongoing education for directors.

(o) Oversee the evaluation of the Board and its committees.

(p) Approve, periodically review, and oversee the Board's policies regarding stockholder communications with directors and other policies of the Board not within the scope of authority of other committees.

(q) Oversee and make recommendations to the Board regarding sustainability matters, including environmental, social, and technology and data governance, relevant to the Company's business, including Company policies, activities and opportunities.

(r) Approve, periodically review, and oversee the Company's policies regarding corporate communications and insider trading.

(s) Annually evaluate the performance of the Nominating & Governance Committee and the adequacy of the Committee's charter and recommend changes to the Board as appropriate.

3. Subcommittees. The Nominating & Governance Committee may delegate its duties and responsibilities to one or more subcommittees as it determines appropriate.

4. Outside advisers. The Nominating & Governance Committee will have the authority to retain such outside counsel, experts, and other advisers as it determines appropriate to assist it in the full performance of its functions, including any search firm used to identify director candidates, and to approve the fees and other retention terms of any advisers retained by the Committee.

5. Meetings. The Nominating & Governance Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee determines. The majority of the members of the Nominating & Governance Committee constitutes a quorum. The Nominating & Governance Committee will report regularly to the full Board with respect to its activities.