

Effective June 29, 2021

## INTEGRAL AD SCIENCE HOLDING CORP.

### CORPORATE GOVERNANCE GUIDELINES

The following Corporate Governance Guidelines (these “Guidelines”) have been adopted by the Board of Directors (the “Board”) of Integral Ad Science Holding Corp. (“IAS”) to assist the Board in the exercise of its responsibilities to IAS and its shareholders. These Guidelines provide a general framework and should be interpreted in the context of all applicable laws and IAS’s Certificate of Incorporation, Bylaws and other corporate governance documents, and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations.

#### **DIRECTOR QUALIFICATIONS**

Director Criteria. The Board will have a majority of directors who meet the criteria for independence under the listing rules of the NASDAQ Global Select Market (“NASDAQ”); provided however that IAS may avail itself of any exemption or grace period from such requirement available to it under the listing rules of NASDAQ and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including the “controlled company” exemption. In order for a director to qualify as independent, the Board must affirmatively determine that such director is independent and disclose that determination, to the extent required. The Compensation and Nominating Committee, together with the Board, is responsible for developing the criteria for the requisite skills and characteristics of new Board members, as well as the composition of the Board as a whole. These criteria will include the nominee’s (a) independence, (b) diversity, including gender, race, ethnicity and age, (c) skills and experience, in the context of the needs of the Board, including broad professional and leadership expertise to effectively respond to the complex issues encountered by a publicly-traded company (d) ability to work in and promote a productive environment, (e) the number of other public company directorships held, (f) level of character, ethics and integrity expected by IAS, (g) ability to apply sound and independent business judgment and (h) the diverse attributes of the nominee, such as differences in background, qualifications and personal characteristics (hereinafter collectively referred to as the “Director Criteria”).

Size / Election / Appointment / Term. Directors shall be elected annually by shareholders, on a three-year rotating basis by class. The size of the Board shall be set from time to time, consistent with the Bylaws and Certificate of Incorporation, and any applicable shareholders agreement

that exists, including the Director Nomination Agreement. Nominees for directorship will be recommended to the Board for approval by the Compensation and Nominating Committee in accordance with the Director Criteria, the policies, principles and requirements in its charter and any applicable shareholders agreement that exists, including the Director Nomination Agreement. The invitation to join the Board should be extended on behalf of the Board by the Chairperson of the Board (the “Chair”), if any, or such other director designated by the Board based on the recommendations of the Compensation and Nominating Committee.

Changes in Professional or Other Activities. Individual directors who experience a change in their employment or relationship with IAS or any other changed circumstance that could affect the director’s independence, qualifications or availability should volunteer to resign from the Board. It is not the sense of the Board that in every instance the directors who retire from, or change, such responsibility or occupation should necessarily leave the Board. However, the Board shall have the opportunity to review if the continued Board membership is appropriate under the changed circumstances. Any employee of IAS who is a director shall volunteer to resign from the Board when such individual ceases to be employed by IAS.

Overboarding. Directors should not serve on more than four other boards of public companies in addition to IAS’s Board. No director that is an executive officer of a public company may serve on more than two public company boards (including IAS’s Board). No member of the Audit Committee may serve simultaneously on the audit committee of more than three public companies (including IAS’s Audit Committee). Directors are expected to advise the Chair, if any, and if none, the entire Board in advance of accepting an invitation to serve on another public company board or assignment to any other public company’s audit or compensation committee. No director shall serve as a director, officer or employee of a competitor of IAS.

Delegation of Authority. The Board shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more committees as the Board may deem appropriate in its sole discretion.

Books and Records. The Board will have access to IAS’s books, records, facilities and personnel.

Tenure / Retirement. No director may be nominated to a new term if he or she would be age 74 or older at the time of the election, unless such director is also the Chief Executive Officer of IAS. The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they have the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into IAS and its operations and, therefore, are able to provide an increasing contribution to the Board as a whole. In order to ensure the appropriate balance between

members with new and different perspectives and those with institutional IAS knowledge, the Compensation and Nominating Committee will review a director's continuation on the Board each time such director's term of office expires.

## **DIRECTOR RESPONSIBILITIES**

The basic responsibility of the directors is to exercise sound business judgment and to act in a manner they reasonably believe to be in the best interests of IAS and its shareholders. In discharging that obligation, directors are entitled to rely on the honesty and integrity of IAS's senior executives and its outside advisors and auditors.

Below is an overview of the Board's responsibilities:

- Setting the direction of IAS and monitoring management to ensure that IAS 2 achieves its objectives;
- Identifying the stakeholders relevant to IAS;
- Reviewing, monitoring and approving the overall operating, financial and strategic plans, operating goals and performance of IAS;
- Reviewing the outside activities of executive officers;
- Selecting, evaluating, retaining and compensating IAS's Chief Executive Officer and other executive officers and approving the compensation of directors, based on the recommendations of the Compensation and Nominating Committee;
- Overseeing policies and compliance with laws;
- Facilitating communication between IAS's shareholders and directors and reviewing shareholder proposals properly submitted based on the recommendations of the Compensation and Nominating Committee;
- Reviewing the principal risks facing IAS and overseeing the key risk decisions of management, as well as helping develop and oversee the strategies to address these risks;
- Ensuring that IAS has implemented, and overseeing IAS's, internal control over financial reporting and disclosure controls and procedures;
- Discussing IAS's position on issues related to sustainability and environmental, social and governance issues;
- Overseeing IAS's efforts at devising and maintaining a human capital management system and a corporate culture that promote compliance with legal and regulatory requirements and the ethical conduct of IAS's business;
- Reviewing the process by which financial and non-financial information about IAS is provided to management, the Board and IAS's shareholders;
- Reviewing the results of the annual Board evaluation conducted by the Compensation and Nominating Committee; and

- Establishing policies designed to maintain the financial, legal and ethical integrity of IAS.

Directors are expected to attend the annual meeting of shareholders and all or substantially all of the Board meetings and meetings of committees on which they serve. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting and shall preserve the confidentiality of confidential material given or presented to directors. Directors are also expected to comply with stock ownership guidelines, as they may be in effect from time to time.

If the Board has elected a Chair, the offices of Chair and Chief Executive Officer may be combined or separated, as the Board deems appropriate in light of prevailing circumstances. The Board believes that the combination or separation of these offices should continue to be considered as part of the succession planning process. If the offices of Chair and Chief Executive Officer are combined, the Board may designate a lead independent director. IAS will appropriately disclose the name of the Chair and any lead independent director or method by which interested parties may contact the independent directors. The Board will conduct an annual assessment of its leadership structure to determine that the leadership structure is the most appropriate for IAS, taking into account the recommendations of the Nominating and Corporate Governance Committee.

The Chair, or if none, a lead independent director, or if none, a director to be designated by the Board will establish the agenda for each Board meeting. At the beginning of the year, the Chair, the lead independent director or such other director, as applicable, will establish a schedule of agenda subjects to be discussed during the year (to the degree this can be foreseen). Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review IAS's long-term strategic plans and the principal issues that IAS will face in the future during at least one Board meeting each year. The Board shall meet at least quarterly at such times and places as it deems necessary to fulfill its responsibilities.

The non-management directors will have the opportunity to meet in executive session as often as they deem appropriate, but shall meet in executive session at least annually. The Chair or, if the Chair is the Chief Executive Officer, the lead independent director, if any, or if none, another director designated by the Board shall preside at these executive sessions and his or her name will be disclosed in the annual proxy statement. In order that interested parties may be able to make their concerns known to the non-management directors, IAS shall disclose a method for such parties to communicate directly with the Chair or, if the Chair is the Chief Executive Officer, the lead independent director, if any, or such other director, as applicable.

The Board believes that the management speaks for IAS. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with IAS, however, it is expected that Board members would do this with the knowledge of management.

## **BOARD COMMITTEES**

Independence. The Board will have at all times an Audit Committee and a Compensation and Nominating Committee. All of the members of these committees will be independent directors under the listing rules of NASDAQ and will additionally meet the independence requirements under the Exchange Act; provided however that IAS may avail itself of any exemption or grace period from such requirements available to it under the listing rules of NASDAQ and the Exchange Act, including our current reliance on the “controlled company” exemption.

Appointment / Term. Subject to any shareholders agreement (as such may be amended from time to time) governing the composition of the Board or the committees of the Board (including the Compensation and Nominating Committee) that exists, including the Director Nomination Agreement, the committee members will be appointed by the Board upon recommendation of the Compensation and Nominating Committee, which shall consider the expertise of individual directors, among other matters, and shall consider rotating committee members periodically and rotating committee chairs approximately every five years, but the Board does not feel that rotation should be mandated as a policy.

Charters. Each committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance.

Committee Chairs. The chair of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee’s charter. The chair of each committee, in consultation with the appropriate members of the committee and management, will develop the committee’s agenda. At the beginning of the year each committee will establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). The schedule for each committee will be furnished to all directors.

## **OUTSIDE ADVISORS**

The Board and each committee will have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of IAS in advance, and IAS shall bear all fees and expenses associated with any such retention. However, the Board or committee shall not be required to implement or act consistently with the advice or recommendations of any investment bank, outside legal counsel or other advisor, and the authority granted in these Guidelines shall not affect the ability or obligation of the Board or committee, as applicable, to exercise its own judgment in fulfillment of its duties.

### **DIRECTOR COMPENSATION; CHARITABLE CONTRIBUTIONS**

The form and amount of director compensation will be recommended for Board approval by the Compensation and Nominating Committee in accordance with its charter, which will conduct an annual review of director compensation. Director compensation shall be in an amount which is competitive with the market and is geared towards attracting and retaining highly-qualified, independent professionals to represent IAS's shareholders. The Compensation and Nominating Committee will consider a director's compensation when determining such director's independence.

IAS may make charitable contributions in line with established priorities and practices. The recipients of these charitable contributions may include organizations affiliated with directors. However, IAS will not make charitable contributions at the request (or on behalf) of any independent director.

### **DIRECTOR ORIENTATION AND CONTINUING EDUCATION**

New directors may and are encouraged to participate in an orientation program that may include discussions with senior management, visits to IAS facilities and the provision of information regarding the business, plans, organization, financial statements, risk management issues and key policies and procedures of IAS. Each Board member should maintain the necessary level of qualifications to perform the responsibilities of a director and member of any committee of which he or she is a member. IAS may offer continuing education programs to assist the directors in maintaining their qualifications. IAS will provide at least one continuing education presentation per year. The Secretary shall be responsible for coordinating the education programs for directors and for keeping the Board abreast of corporate governance developments.

### **CHIEF EXECUTIVE OFFICER EVALUATION AND MANAGEMENT SUCCESSION**

The Compensation and Nominating Committee shall review and approve corporate goals and objectives relevant to Chief Executive Officer compensation and shall evaluate the Chief Executive Officer's performance in light of these goals and objectives and recommend to the Board changes based on such evaluation and any other factors the Committee deems relevant. The Compensation and Nominating Committee shall make a report to the Board on succession planning at least once annually and work with the Board to evaluate potential successors to the Chief Executive Officer and other officers. The Chief Executive Officer or other officer should make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

## **MANAGEMENT RESPONSIBILITIES**

The Board's governance and oversight functions do not relieve the primary responsibilities of IAS's management to (1) make and keep books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of IAS; (2) devise and maintain an effective system of internal accounting controls; (3) devise and maintain effective disclosure controls and procedures and internal controls over financial reporting; (4) prepare financial statements that are accurate and complete and fairly present the financial condition, results of operation and cash flows of IAS; and (5) devise and maintain systems, procedures and corporate culture which promote compliance with legal and regulatory requirements and the ethical conduct of IAS's business.

Executive management has the primary responsibility to establish policies concerning IAS's communications with investors, the press, customers, suppliers and employees.

Management will ensure that IAS's website will include a copy of these Guidelines, copies of the charters of the Audit and Compensation and Nominating Committees and, if applicable, other key committees of the Board, and a copy of IAS's Code of Ethics.

Management will also include in IAS's annual report to shareholders statements to the effect that this information is available on IAS's website.

## **AMENDMENTS, MODIFICATIONS AND WAIVERS**

These Guidelines and the charters of the Board committees may be amended, modified or waived by the Board, subject in each case to timely compliance with all applicable disclosure requirements.