

Liftoff Corporate Governance Guidelines

1. Purpose

The Board of Directors (the “Board”) of Liftoff Mobile, Inc. (the “Company”) has adopted these Corporate Governance Guidelines, which describe the principles and practices that the Board is expected to follow in carrying out its responsibilities.

These guidelines should be interpreted in the context of all applicable laws and the Company’s certificate of incorporation, bylaws, other corporate governance documents, and any stockholders’ agreement to which the Company is a party (each as amended, restated, and in effect). These guidelines 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. The Board may modify these guidelines from time to time.

2. Guidelines

A. Role and Responsibility of the Board

The Board is responsible for providing strategic direction, oversight, and fiduciary stewardship to maximize value for the Company’s shareholders. The Board serves as the ultimate decision-making body of the Company, except for those matters explicitly reserved for, or shared with, the Company’s stockholders. The Company’s Chief Executive Officer (“CEO”) is charged by the Board with conducting the business of the Company, and the Board selects and oversees the CEO’s performance. The Board may also oversee the selection of other members of senior management.

The Board, in regular coordination with the Company’s management, exercises direct oversight of strategic risks to the Company. While the full Board retains overall responsibility for risk oversight, it exercises this oversight both directly and through its committees. The Audit Committee reviews guidelines and policies governing the process by which management assesses and manages the Company’s overall exposure to risk, including the Company’s major financial and operational risk exposures and the steps management takes to monitor and control such exposures. The Compensation Committee oversees risks relating to the Company’s compensation policies and practices and otherwise relating to human capital management. The Nominating and Corporate Governance Committee oversees and evaluates programs and risks associated with Board organization, membership, and structure, succession planning, and

corporate governance. The full Board receives reports from each committee regarding the risk matters for which the committee has oversight responsibility.

B. Board Composition, Structure, and Policies

1. *Board Size.* The Nominating and Corporate Governance Committee will consider and make recommendations to the Board concerning the appropriate size and needs of the Board. The Board will determine the appropriate Board size, taking into consideration such recommendations of the Nominating and Corporate Governance Committee and any parameters set forth in the Company's certificate of incorporation and bylaws, as well as any contractual obligations of the Company.

2. *Independence of Directors.* The Company defines an "independent" director in accordance with Rule 5605(a)(2) of the Nasdaq Stock Market ("Nasdaq"). For so long as the Company qualifies as a "controlled company" within the meaning of the Nasdaq Marketplace Rules, it may elect not to comply with certain corporate governance standards, including the requirement that a majority of the board of directors consist of independent directors. Subject to an election by the Company to rely on the exemption available to controlled companies and the applicable transition periods available to initial public offerings or as may otherwise be permitted under the applicable rules of the Nasdaq, the Board will make an affirmative determination at least annually as to the independence of each director. The Nasdaq independence definition includes a series of objective tests, such as that the director is not an employee of the Company and has not engaged in various types of business dealings with the Company. Because it is not possible to anticipate or explicitly provide for all potential conflicts of interest that may affect independence, the Board is also responsible for determining affirmatively, as to each independent director, that no material relationships exist that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the Board will broadly consider all relevant facts and circumstances, including information provided by the directors and the Company with regard to each director's business and personal activities as they may relate to the Company and the Company's management. As the concern is independence from management, the Board does not view ownership of even a significant amount of stock, by itself, as a bar to an independence finding. Each director must notify the Board of any change in circumstances that may put their independence at issue. In the event of such notification, the Board will evaluate such director's independence as promptly as practicable thereafter.

3. *Director Qualification Standards.* The Nominating and Corporate Governance Committee is responsible for reviewing the qualifications of potential director candidates and selecting or recommending for the Board's selection those candidates to be nominated for election to the Board, subject to any obligations and procedures governing the nomination of directors to the Board that may be set forth in any stockholders' agreement to which the Company is a party. The Nominating and Corporate Governance Committee may consider (a) minimum individual qualifications, including strength of character, mature judgment, familiarity

with the Company's business and industry, independence of thought, and an ability to work collegially with the other members of the Board and (b) any other factors it considers appropriate, which may include age, diversity of viewpoints, background and experience, existing commitments to other businesses, service on other boards of directors or similar governing bodies of public or private companies or committees thereof, potential conflicts of interest with other pursuits, legal considerations such as antitrust issues, corporate governance background, various and relevant career experience, relevant technical skills, relevant business or government acumen, financial and accounting background, technology background, compliance background, executive compensation background, and the size, composition, and combined expertise of the existing Board. No single factor will be determinative, and the Nominating and Corporate Governance Committee will retain discretion to weigh such factors based on the needs of the Board and the Company at the time. Stockholders may also nominate directors for election at the Company's annual stockholders meeting by following the provisions set forth in the Company's bylaws, whose qualifications the Nominating and Corporate Governance Committee will consider.

4. *Change in Primary Employment.* If a director significantly changes their primary employment or responsibilities during their tenure, that director must promptly notify the chair of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will evaluate the continued appropriateness of Board membership under the new circumstances and make a recommendation to the Board as to any action to be taken with respect to such circumstances. Directors who are officers of the Company must tender their resignation upon termination of employment with the Company. Whether the individual continues to serve on the Board is a matter for determination by the Board at its discretion.

5. *Term Limits.* The Board does not have a policy to impose term limits for directors because such a policy may deprive the Board of the service of directors who have developed, through valuable experience over time, an increasing insight into the Company and its operations. It is expected that the Nominating and Corporate Governance Committee will consider the tenure of continuing directors when selecting, or recommending for the Board's selection, those candidates to be nominated for election to the Board.

6. *Retirement Age for Directors.* Directors are required to retire from the Board when they reach the age of 75. A director elected to the Board prior to their 75th birthday may continue to serve until the annual stockholders meeting coincident with or next following their 75th birthday. On the recommendation of the Nominating and Corporate Governance Committee, the Board may waive this requirement as to any director if it deems such waiver to be in the best interests of the Company, provided it reviews any such waiver annually.

7. *Selection of Chairperson of the Board and Chief Executive Officer.* The Board will select its chairperson ("Chairperson") and the CEO in the manner it considers in the best interests of the Company. Therefore, the Board does not have a policy on whether the roles of Chairperson and CEO should be separate or combined, and, if it is to be separate, whether the Chairperson should be selected from the independent directors.

8. *Lead Director.* Whenever the Chairperson of the Board is also the CEO or is a director who does not otherwise qualify as an “independent director”, the independent directors may elect from among themselves a Lead Director of the Board. Following nomination by the Nominating and Corporate Governance Committee, the Lead Director may be elected by a plurality vote among the independent directors and should generally serve in such capacity for a minimum of one year. Service as Lead Director, however, generally should not exceed five consecutive years, but is subject to the Board’s discretion to set other guidelines in specific instances. The responsibilities of the Lead Director (if one has been elected) will be determined from time to time by the Board, upon the recommendation of the Nominating and Corporate Governance Committee.

9. *Conflicts of Interest.* If an actual or potential conflict of interest develops because of a change in the business of the Company, a director’s circumstances or otherwise, the director should report the matter immediately to the General Counsel or such other person designated by the Board for evaluation and appropriate resolution. If the General Counsel or such other designated person determines that a conflict of interest exists that may impair the ability of such director to fulfill their duties to the Company and its stockholders, such director must offer their resignation to the Board. The Nominating and Corporate Governance Committee will evaluate the continued appropriateness of Board membership under the circumstances and make a recommendation to the Board as to whether to accept such director’s offer of resignation or take any other action with respect to such matter.

10. *Director, Orientation and Continuing Education.* Management, in consultation with the Nominating and Corporate Governance Committee, will provide an orientation process for new directors and coordinate director continuing education programs. The orientation process is designed to familiarize new directors with, among other things, the Company’s businesses, strategies, significant financial, accounting, and risk management issues, compliance programs, code of conduct, corporate governance policies, principal officers, internal auditors, and independent auditors, and to otherwise assist new directors in developing and maintaining skills necessary or appropriate for the performance of their responsibilities. As appropriate, management will make opportunities for additional educational sessions for directors on matters relevant to the Company and its business, as well as educational programs relevant to their board membership responsibilities.

C. Board Meetings

1. *Frequency of Meetings.* The Board will hold at least four meetings each year, with further meetings to occur (or action to be taken by unanimous consent) at the discretion of the Board. During those meetings, Board committees may meet, as well as the full Board.

2. *Selection of Board Agenda Items.* The Chairperson of the Board, with approval from the Lead Director (if one has been elected), will, in consultation with management, set the agenda for Board meetings with the understanding that the other members of the Board may

provide suggestions for agenda items that are aligned with the advisory and monitoring functions of the Board. Agenda items that fall within the scope of responsibilities of a Board committee will be reviewed with the chairperson of that committee. Any member of the Board may request that an item be included on the agenda.

3. *Access to Management and Independent Advisors.* Board members will have access to all members of management and other employees of the Company. Generally, any meeting or contact that a director wishes to initiate with an employee should be arranged through the Company's President or General Counsel. In addition, the Board and each committee will have the power to retain, terminate, and approve the fees of independent legal, financial, accounting, and other advisors, at the Company's expense, as necessary and appropriate, to assist in their duties to the Company and its stockholders.

4. *Executive Sessions.* To ensure free and open discussion and communication among the non-employee directors of the Board, the non-employee directors will meet in executive session with no members of management present at regularly scheduled executive sessions throughout the year (which are generally expected to occur quarterly). Further, if the non-employee directors include directors who have not been determined to be independent, the independent directors will separately meet at least twice a year in a private session that excludes management and those directors who have not been determined to be independent. The Chair of the Board, the Lead Director, if any, or a director designated by the non-employee or independent directors, as applicable, will preside at the executive sessions.

D. Committees of the Board

It is expected that the Board will have at least three standing committees: the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. Each committee will have a written charter approved by the Board that describes the responsibilities of the committee and will report regularly to the Board, summarizing the committee's actions and any significant issues considered by the committee. In addition, the Board may determine to form ad hoc committees from time to time and determine the composition and areas of competence of such committees.

Each committee will be composed of no fewer than the number of members set forth in the relevant committee charter. In addition, each committee member must satisfy the membership requirements set forth in the relevant committee charter and all applicable legal, regulatory, and Nasdaq requirements. A director may serve on more than one committee.

The Nominating and Corporate Governance Committee will be responsible for identifying Board members qualified to fill vacancies on any committee and recommending that the Board appoint the identified member or members to the applicable committee. The Board, taking into account the view of the Chairperson and the recommendation of the Nominating and Corporate

Governance Committee, will designate one member of each committee as chairperson of such committee. Committee chairpersons will be responsible for setting the agendas for their respective committee meetings.

E. Expectations of Directors

The business and affairs of the Company will be managed under the direction of the Board in accordance with state and other applicable laws, rules, regulations, and listing standards. In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Company. The Board has developed a number of specific expectations of directors to promote the discharge of this responsibility and the efficient conduct of the Board's business, including, but not limited to, the following items:

1. *Commitment and Attendance.* All directors are expected to make every effort to attend all meetings of the Board, meetings of the committees of which they are members, and any meetings of stockholders. Meetings of the Board and its committees and meetings of stockholders may be held in person or by telephone or video conference. When the Board or one of its committees meets in person, or the stockholders meet in person, directors are expected to make reasonable efforts to attend such meetings in person.

2. *Participation in Meetings.* Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks, regulations, and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which they serve. Management will make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its committees, and be prepared to discuss the issues presented.

3. *Loyalty and Ethics.* In their roles as directors, all directors owe a duty of loyalty to the Company and its stockholders. Directors must act with integrity in their dealings with, and on behalf of, the Company and demonstrate a commitment to the Company's values. The Company has adopted a Code of Business Conduct and Ethics (the "Code"), which includes a compliance program to enforce the Code, and directors are expected to adhere to the Code and annually acknowledge their understanding of, and compliance with, the Code.

4. *Other Directorships and Significant Activities.* Serving on the Board requires significant time and attention. Directors are expected to spend the time needed and meet as often as necessary to discharge their responsibilities properly. It is expected that, without specific approval from the Nominating and Corporate Governance Committee or the full Board, no director will serve on more than five public company boards (including the Company's Board). Further, directors who also serve as executive officers or in equivalent positions at another public company generally should not serve on more than two public company boards (including the

company where they serve as an executive officer) without specific approval from the Nominating and Corporate Governance Committee or the full Board. Directors should advise the chairperson of the Nominating and Corporate Governance Committee and the CEO before accepting membership on other boards of directors or other significant commitments involving affiliation with other businesses, non-profit entities, or governmental units. Further, in all cases, commitments to other businesses, non-profit entities, or governmental units must be consistent with the Company's Related Person Transaction Policy and the Code.

5. *Contact with Management.* All directors are invited to contact the CEO or any of their direct reports at any time to discuss any aspect of the Company's business. Directors also have complete access to other members of management and to the Company's employees, which, whenever possible, should be coordinated through the President. The Board expects that there will be frequent opportunities for directors to meet with the CEO and other members of management in Board and committee meetings and in other formal or informal settings.

6. *Confidentiality.* The proceedings and deliberations of the Board and its committees are confidential. Each director must maintain the confidentiality of information received in connection with their service as a director.

F. Management Succession Planning

The Board may periodically review a succession plan relating to the CEO and other members of senior management that is developed by management and reviewed by the Nominating and Corporate Governance Committee. The succession plan should include, among other things, an assessment of the experience, performance, and skills of possible successors to the CEO. In addition, the Board will approve and maintain a process regarding CEO succession in the event of an emergency or other sudden, temporary, or permanent absence of the CEO.

G. Evaluation of Board Performance

The Board, acting through the Nominating and Corporate Governance Committee, is expected to periodically conduct a self-evaluation to determine whether it and its committees are functioning effectively. This should include consideration of the mix of specific experience, qualifications, and skills of the directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company's business and structure.

It is expected that each committee of the Board also review and evaluate its performance annually and report the results to the Board, acting through the Nominating and Corporate Governance Committee. Each committee's evaluation should compare the performance of the committee with the requirements of its written charter.

H. Board Compensation

The form and amount of director compensation will be determined by the Board. The Compensation Committee will review the form and amount of director compensation from time to time and recommend any changes to the Board, as it deems appropriate. Employee directors will not be paid additional compensation for their service as directors.

I. Communications with Interested Parties

The CEO is responsible for establishing effective communications with all interested parties, including stockholders of the Company. It is the policy of the Company that management speaks for the Company. This policy does not preclude independent directors, including the Chairperson or the Lead Director, if any, from communicating with stockholders or other interested parties. In most circumstances, any such communications are expected to be coordinated with management. Within this framework, independent directors are expected, from time to time, to engage directly with stockholders on matters such as corporate governance, executive compensation, or Board-related issues, as appropriate and at the request of management. In all cases, any communications by directors or employees of the Company must comply with the Company's disclosure policies, including, but not limited to, its Code and Policy and Procedures for Compliance with Regulation FD.

J. Communications with Non-Employee Directors

Anyone who would like to communicate with, or otherwise make their concerns known directly to the chairperson of any of the Audit, Nominating and Corporate Governance, and Compensation Committees, any then-serving Lead Director or the director designated by the non-employee or independent directors as the presiding director, or to the non-employee or independent directors as a group, may do so by addressing such communications or concerns to the Company's General Counsel, at Liftoff Mobile 900 Middlefield Road Fifth Floor, Redwood City, California 94063 or legal@liftoff.ai, who will forward such communications to the appropriate party.

The General Counsel or their designee will initially review and compile all such communications and may summarize such communications prior to forwarding to the appropriate party. The General Counsel or their designee will not forward communications that are not relevant to the duties and responsibilities of the Board and are more appropriately addressed by management, including solicitations, job inquiries, surveys, advertisements, or other inappropriate material.

3. Review and Revision

It is expected that these guidelines will be reviewed by the Nominating and Corporate Governance Committee from time to time to ensure that they continue to comply with all applicable laws, regulations, and stock exchange requirements.

Effective Date: June 3, 2026