The Global Exchange For Advertising

May 2019

Safe Harbor

FORWARD-LOOKING STATEMENTS

This presentation and management's remarks, and management's answers to questions 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, non-GAAP loss per share, profitability, net income (loss), Adjusted EBITDA, earnings per share, and cash flow; strategic objectives, including focus on header bidding, mobile, video, seller tools, and private marketplace opportunities; investments in our business; development of our technology; introduction of new offerings; the impact of our traffic shaping technology on our business; the effects of our cost reduction initiatives; scope and duration of client relationships; the fees we may charge in the future; business mix and expansion of our mobile, video and private marketplace offerings; sales growth; client utilization of our offerings; our competitive differentiation; our market share and leadership position in the industry; market conditions, trends, and opportunities; user reach; certain statements regarding future operational performance measures including ad requests, fill rate, paid impressions, average CPM, take rate, and advertising spend; benefiting from supply path optimization; 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 continue to grow and to manage our 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 reliance on large sources of advertising demand and aggregators of advertising inventory; our ability to maintain and grow a supply of advertising inventory from sellers and to fill the increased inventory; the effect on the advertising market and our business from difficult economic conditions or uncertainty; 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, and otherwise adapt in response to client demands and industry trends, including shifts in digital advertising growth from desktop to mobile channels and from display to video formats and the introduction and market acceptance of new seller tools; the increased prevalence of header bidding and its effect on our competitive position; uncertainty of our estimates and expectations associated with new offerings, including header bidding, private marketplace, mobile, video, seller tools, and traffic shaping; lower fees and take rate and the need to grow through advertising spend increases rather than fee increases; our ability to compensate for a reduced take rate by increasing the volume and/or value of transactions on our platform and increasing our fill rate; our vulnerability to the depletion of our cash resources as we incur additional investments in technology required to support the increased volume of transactions on our exchange and development of new offerings; our ability to support our growth objectives with reduced resources from our cost reduction initiatives; our ability to raise additional capital if needed and/or renew our working capital line of credit; 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; increased prevalence of ad-blocking or cookie-blocking technologies; the slowing growth rate of desktop display advertising; the growing percentage of online and mobile advertising spending captured by owned and operated sites (such as Facebook, Google and Amazon); the effects, including 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; the effects of consolidation in the ad tech industry; 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 for discounts, fee concessions or revisions, rebates, refunds, favorable payment terms 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," and "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, 2018 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, 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.

Headlines

- **Revenue grew 30%** year-over-year to $32.4 million in Q1 2019
- **Adjusted EBITDA approximately breakeven in Q1 2019**
- **Video revenue nearly doubled in Q1 2019** and continues to increase as a percent of total
- Expect Q2 2019 revenue to increase approximately **20-25%** year-over-year
- Expecting to be slightly Adjusted EBITDA positive in Q2 2019
- **Launched Demand Manager** on May 9th

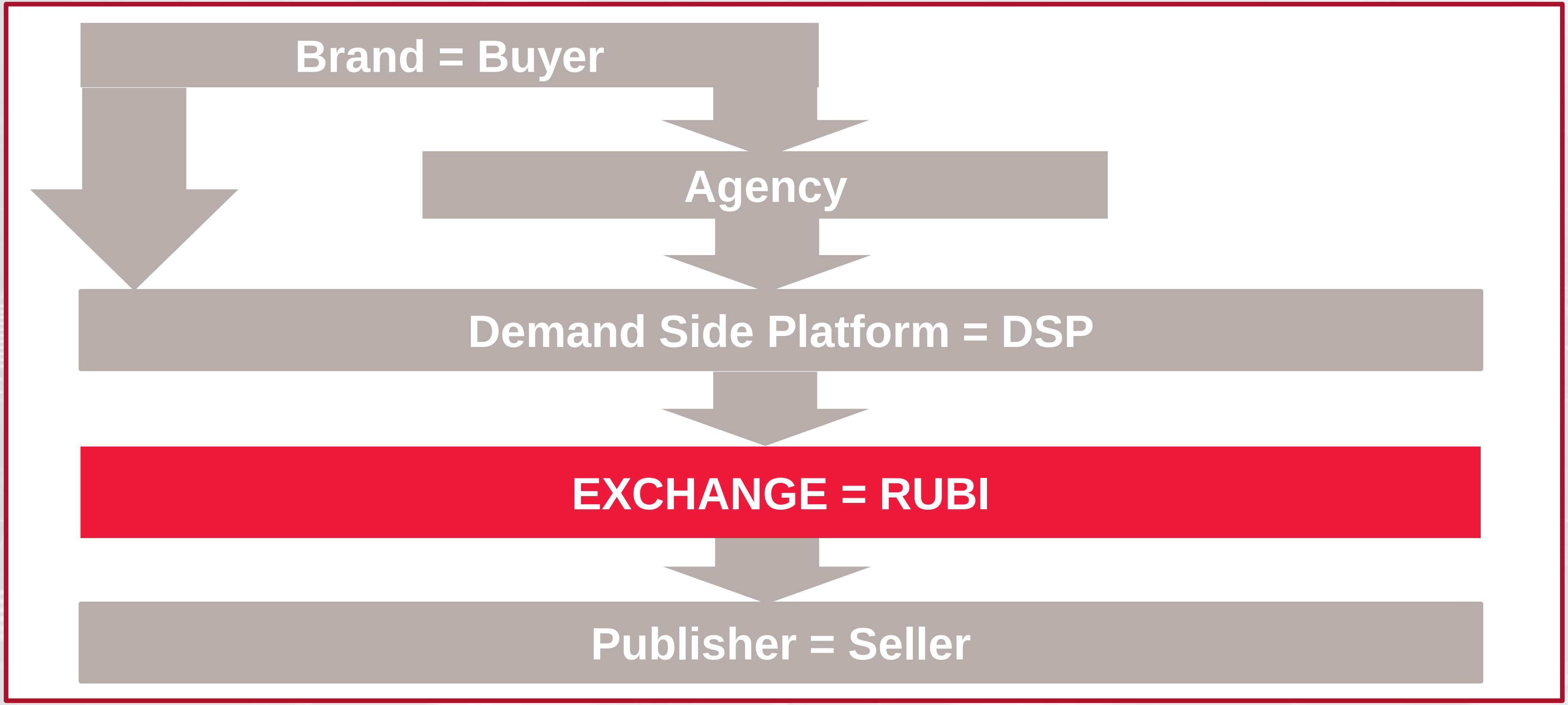
Who We Are

Rubicon Project (NYSE: RUBI)

– The independent global exchange for advertising
– Headquartered in Los Angeles
– 400+ employees
– Operating in 30+ markets globally

What We Do

Connecting Buyers & Sellers



Our Business: Matching Buyers & Sellers

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Publishers & App Developers Want

To drive revenue for all impressions by leveraging turnkey access to billions of dollars of demand, and provide a quality experience for those accessing content

Advertisers Want

To safely reach high quality audiences at scale, across devices no matter where they engage

1,300+ MEDIA COMPANIES WITH >1 MILLION WEBSITES & 60,000 APPS

HEADER BIDDING
PREBID.JS
SDK
xAPI
TAGS

rubicon PROJECT

Helping advertisers efficiently and effectively find consumers wherever and whenever they access technology
We do this through a variety of integrations across any format on any device in an automated fashion to reach
~1,000,000,000 consumers

OMP
PMP
Demand Manager

OTT | Desktop | Video | Mobile In-App | Mobile Web | OOH | Programmatic TV | Audio

CONNECT WITH 900,000+ BRANDS, AGENCIES & DSPS

RUBI Actions Taken / Differentiators

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Prior Investment

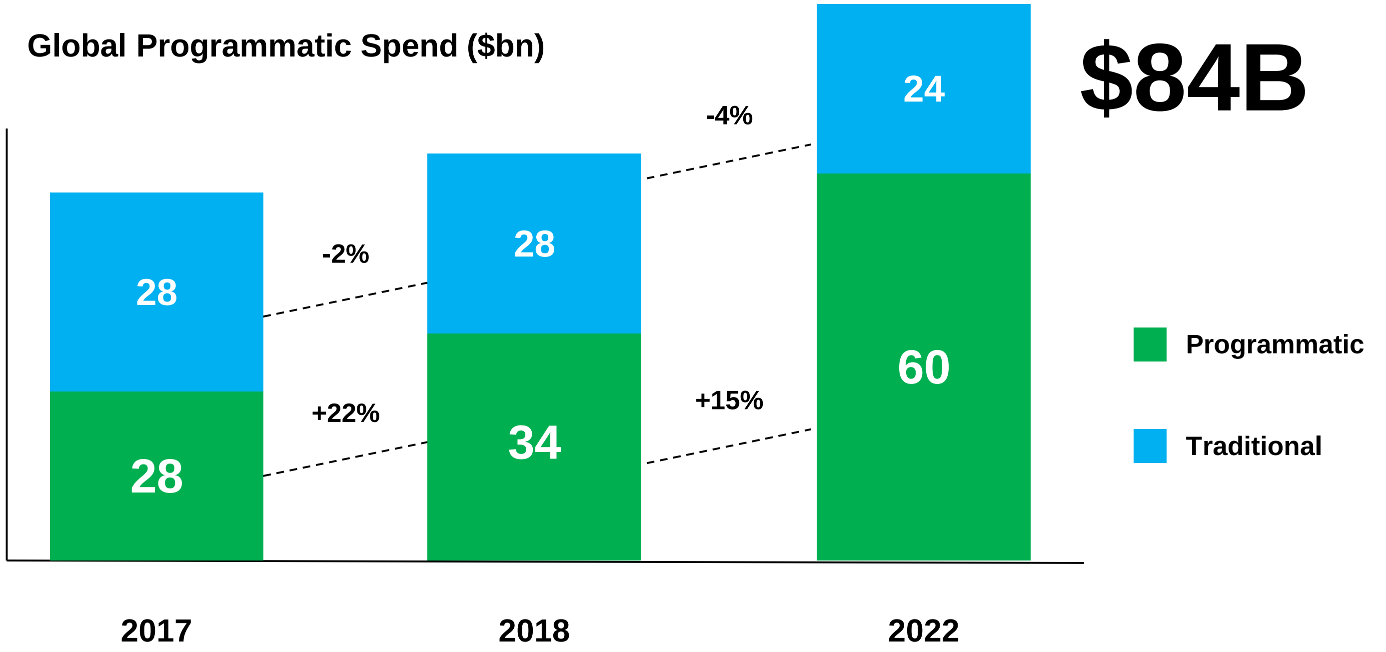
- Header bidding
- Mobile, video, audio & digital out of home
- Bought traffic shaping technology
- Estimated Market Rate (EMR) pricing tool
- Transparency
- Eliminated buyer fees

Present & Future

- **Demand Manager for publishers**
- **Video, audio, mobile app…**
- **Network efficiency**
- **Header bidding**
- **Strong SPO position**

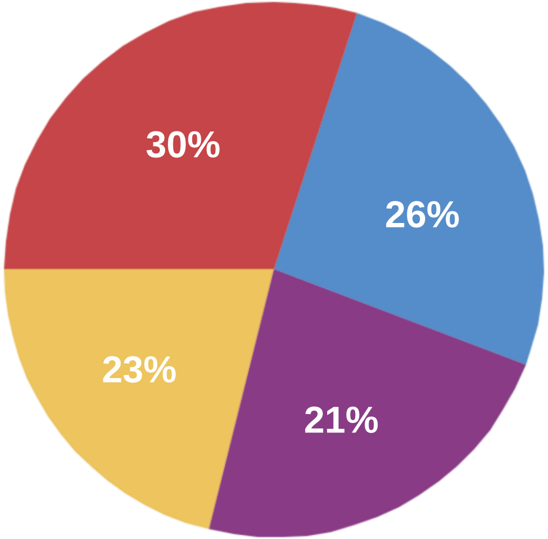
Large & Growing TAM

Large Addressable Market

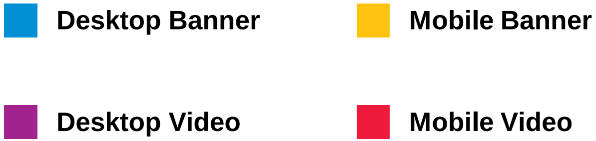


Source: *MAGNA 2018 Programmatic Forecast*

2022 Global Programmatic Forecast by Format



"Mobile is fastest growing sub-segment – comparable to video and faster than social."



Source: MAGNA 2018 Programmatic Forecast for 2022 Percent of Total

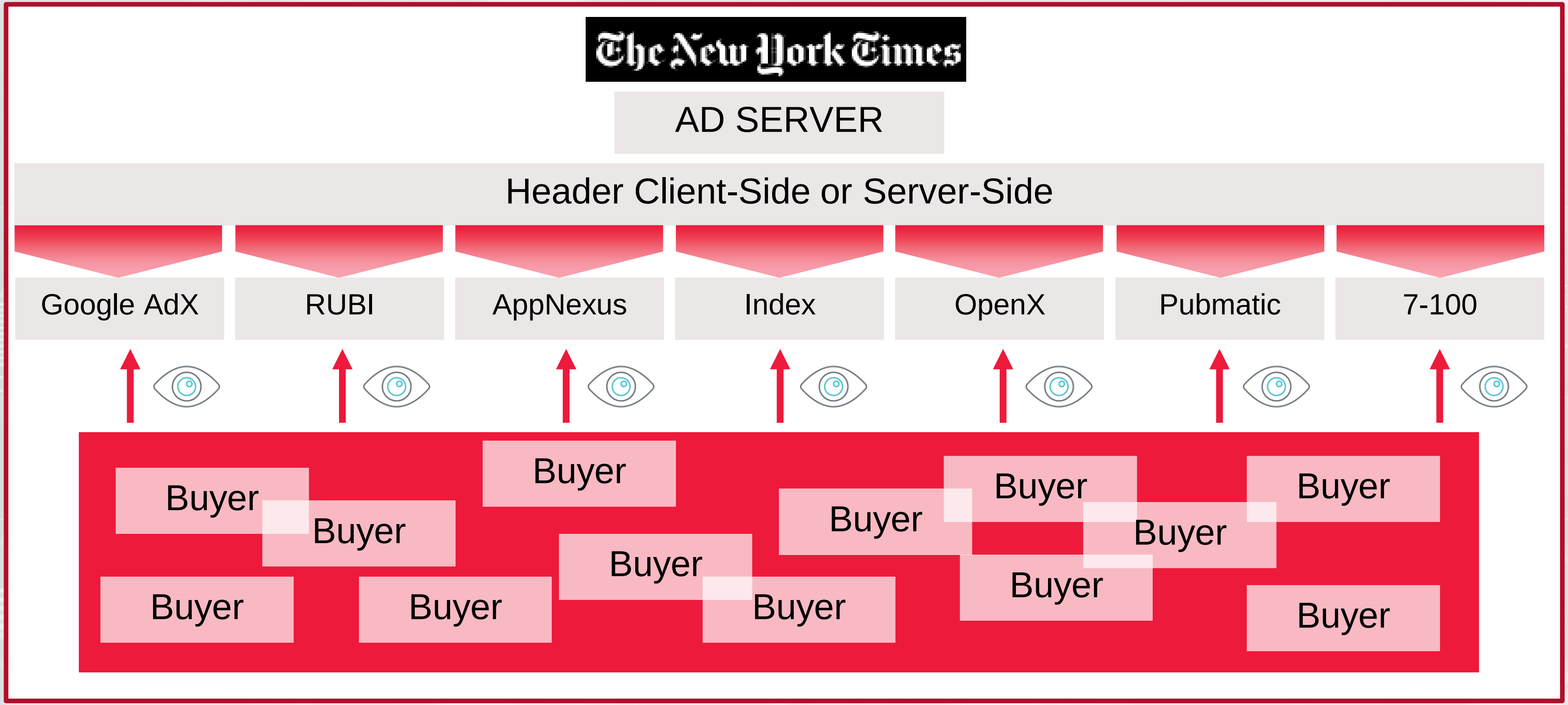
Growth Opportunity

Growth / Market Share Opportunity

- Demand Manager
- Video
- Supply Path Optimization / SPO

Demand Manager

Complex World of Header Bidding



What is Demand Manager

"Demand Manager is a new service that makes it easy for publishers to deploy, configure, and optimize their Prebid-based header bidding solutions."

- **Efficient**
- **Simple Intuitive UI**
- **All Inventory Types**
- **Powerful**
- **Comprehensive Reporting & Analytics**
- **Scalable**
- **Transparent**
- **Manages All Exchanges**
- **Provides Revenue Lift**
- **PMPs & Open Market**

Demand Manager Business Model

– Go to market as percent of winning bids

– Fee charged for Demand Manager

Auctions Others Win → **Demand Manager % Fee**

Auctions RUBI Wins → **Take Rate + DM % Fee**

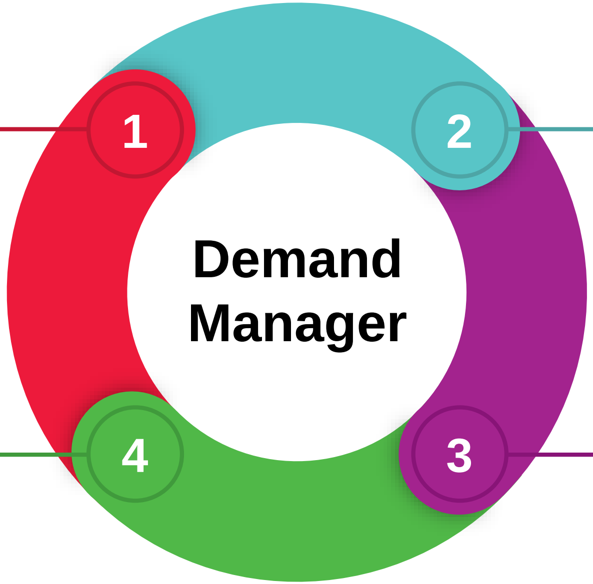
Rubicon Project Demand Manager

Built on
Open Source Tech

Prebid.js
Prebid Server
Prebid SDK

Enhanced With
Value Add Tools

Configuration Management
User Interface
Performance Analytics



Supported with
Exceptional Service

Consultative Support
Wrapper Management
Yield Management
Proactive SLAs

Integrates with
Multiple Marketplaces

All Inventory Types
Rubicon Project PMP/PG/OMP
70+ Other Exchanges and SSPs

Prebid.org

Prebid.org is an independent organization designed to promote fair, transparent, and efficient header bidding across the industry. It is open to all companies who are part of the programmatic ecosystem to work to standardize specific tools and systems related header bidding technologies.

Open Source Projects

- Prebid.js
- Prebid Tools
- Prebid Mobile
- Prebid Server
- Prebid Video
- Prebid Native

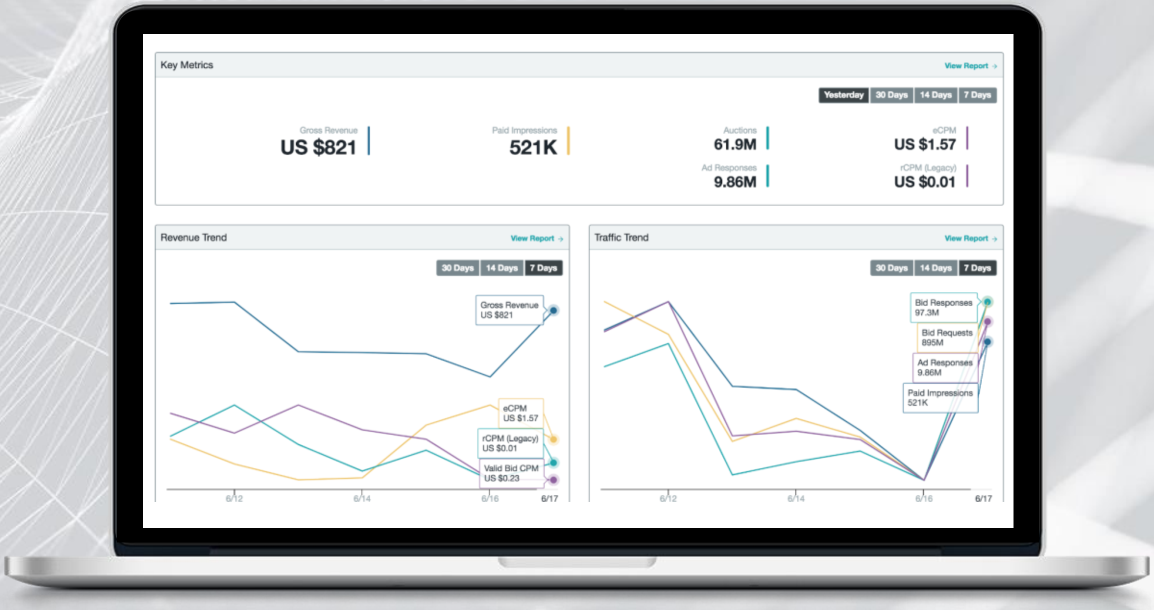
Prebid.org Members

rubicon project, PubMatic, criteo, marfeel, OpenX, AppNexus, Oath, Ad Lightning, sortable, cafe media

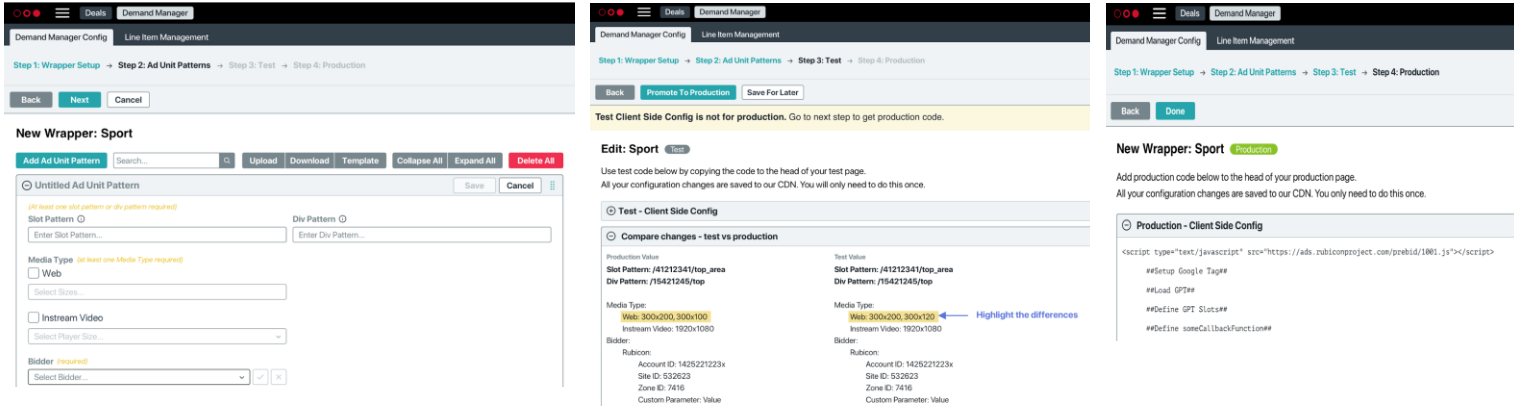
Build Value
Add Tools

Performance Analytics for Prebid

- Break down impressions and revenue by demand partner, ad format, inventory, and region
- Track deal performance across multiple exchanges with a single report
- Measure who is winning where – segment data by size, ad format, and DFP ad unit
- See through the entire monetization funnel to spot bottlenecks and eliminate inefficiencies



Configuration Management



Insights

- Wrapper Configuration - add adaptors and define global settings
- Inventory Management - define inventory structure and mapping
- On-page Code - generation of test and production code
- Audit Trail - view wrapper configurations for both client and server side

Video

– Revenue more than doubled in Q4 & Q1 year over year
– Offerings in CTV, mobile app, mobile web, display, digital out of home…
– $156 million in Ad Spend in 2018
– $20 million in revenue in 2018
– Re-investing in business

Supply Path Optimization

- Buyer driven
- Result of header bidding
- Started in early 2018
- Accelerating in 2019
- Changes competitive landscape
- RUBI very well positioned

Conclusion

Strategy

- Offer the broadest inventory
- Invest in products, tools, high growth areas & efficiency
- Monetize billions of ad spend as high volume transparent exchange
- Lowest total cost of supply - traffic shaping, better win rates, no buyer fees

Leadership & Performance Goals

- Experienced management team
- Capture10-15% share of market
- Grow annual revenue 20% or higher
- Long-term adjusted EBITDA margins targeted at 25% or higher

Executing on Value Proposition

- Strong position in header bidding, mobile, mobile app & video
- Delivering value to buyers and sellers
- Revenue growing
- Re-investing in business

Appendix

Q1 2019 Summary

Financial Measures ($MM except per share data)	Three Months Ended		
	3/31/2019	3/31/2018	Change Favorable / (Unfavorable)
Revenue			
Mobile revenue	$17.2	$10.6	63%
Desktop revenue	$15.2	$14.3	6%
Revenue	$32.4	$24.9	30%
Net loss	($12.5)	($27.8)	55%
Adjusted EBITDA[1]	($0.1)	($14.2)	99%
Adjusted EBITDA margin[1]	- -	(57%)	57 ppt
Basic and Diluted loss per share	($0.24)	($0.56)	57%
Non-GAAP earnings (loss) per share[2]	($0.14)	($0.44)	68%

(1) See later slide for a reconciliation of net loss to adjusted EBITDA. Adjusted EBITDA margin is calculated as adjusted EBITDA divided by revenue.
(2) See later slide for a reconciliation of net income (loss) to non-GAAP loss and calculation of non-GAAP earnings (loss) per share.

Cash Flow and Balance Sheet Highlights

Adjusted Cash Flow Highlights

($mm)

	Q1 2019	Q1 2018
Adjusted EBITDA	($0.1)	($14.2)
Less capital expenditures	**(2.2)**	**(2.8)**
Cash flow (excluding working capital changes)	**($2.3)**	**($17.0)**

Balance Sheet Highlights

($mm)

	March 31, 2019	December 31, 2018
Cash & equivalents	$80.7	$80.5
Marketable securities	- -	7.5
Total cash + liquid assets	$80.7	$88.0
Debt + capital lease obligations	$ Nil	$ Nil

Reconciliations of Net Loss to Adjusted EBITDA

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Reconciliation of Net Loss to Adjusted EBITDA ($MM)	Q1 2019	Q1 2018
Net loss	($12.5)	($27.8)
Add back (deduct):		
Depreciation and amortization, excluding amortization of acquired intangible assets	7.8	7.9
Amortization of acquired intangibles	0.8	0.8
Stock-based compensation expense	4.4	4.5
Interest income, net	(0.2)	(0.3)
Foreign currency loss, net	0.3	0.6
Provision (Benefit) for income taxes	(0.7)	0.1
Adjusted EBITDA / EBITDA (loss)	($0.1)	($14.2)

Reconciliations of Net Loss to Non-GAAP Income (Loss)

Reconciliation of Net Loss to Non-GAAP Income (Loss) ($MM, except share figures)	Q1 2019	Q1 2018
Net loss	($12.5)	($27.8)
Add back (deduct):		
Acquisition and related items, including amortization of acquired intangibles	0.8	0.8
Stock-based compensation expense	4.4	4.5
Foreign currency loss, net	0.3	0.6
Tax effect of non-GAAP adjustments	(0.0)	(0.1)
Non-GAAP loss	($7.2)	($22.0)
Non-GAAP loss per share	($0.14)	($0.44)
Non-GAAP weighted-average shares outstanding (MM)	51.6	49.7

Revenue Split by Channel & Geography

Revenue Split by Channel	Q1 2019			Q1 2018		
Financial Measure: ($MM)	Mobile	Desktop	Total	Mobile	Desktop	Total
GAAP Revenue	$17.2	$15.2	$32.4	$10.6	$14.3	$24.9
Percent of Revenue	53%	47%	100%	42%	58%	100%

Revenue Split by Geography	Q1 2019			Q1 2018		
Financial Measure: ($MM)	U.S.	International	Total	U.S.	International	Total
GAAP Revenue	$21.5	$10.9	$32.4	$15.5	$9.4	$24.9
Percent of Revenue	66%	34%	100%	62%	38%	100%