Dear Fellow Shareholders,

We are pleased to invite you to attend the Annual Meeting of Shareholders of Integral Ad Science Holding Corp. (''IAS'' or the ''Company'') to be held on Thursday, May 11, 2023, at 9:30 a.m. Eastern Time (the ''Annual Meeting''). This year's Annual Meeting will be conducted virtually, via live audio webcast. You will be able to attend the meeting online by visiting *www.virtualshareholdermeeting.com/IAS2023*. You will be able to submit questions and vote your shares electronically during the meeting by logging in using the 16-digit control number included on your proxy card or on the voting instruction form accompanying these proxy materials.

The accompanying proxy statement provides information about the matters we will ask you to consider at the Annual Meeting, which are:

1. to elect three nominees identified in the accompanying proxy statement to serve as Class II directors until the 2026 annual meeting and until their successors are duly elected and qualified;
2. to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2023; and
3. to transact other business as may properly come before the meeting or any adjournment of the meeting.

Our Board has set the record date as March 22, 2023. Only shareholders that owned shares of the Company's common stock at the close of business on that day are entitled to notice of and may vote at this meeting or any adjournment or postponement thereof.

Your vote is important. Whether or not you plan to attend the virtual Annual Meeting, we urge you to vote. You may vote by proxy over the Internet, by telephone, or by mail by following the instructions on the proxy card. Voting by proxy will ensure your representation at the Annual Meeting regardless of whether you attend.

Sincerely,

LISA UTZSCHNEIDER
Chief Executive Officer

IAS Integral Ad Science

NOTICE OF 2023 ANNUAL MEETING OF SHAREHOLDERS

The 2023 Annual Meeting of shareholders of Integral Ad Science Holding Corp. will be held via the internet at *www.virtualshareholdermeeting.com/IAS2023* on Thursday, May 11, 2023, at 9:30 a.m. Eastern Time for the following purposes:

1. to elect three nominees identified in the accompanying proxy statement to serve as Class II directors until the 2026 annual meeting and until their successors are duly elected and qualified;
2. to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2023; and
3. to transact other business as may properly come before the meeting or any adjournment or postponement thereof.

Shareholders of record of our common stock as of the close of business on March 22, 2023 are entitled to vote. A list of shareholders entitled to vote at the Annual Meeting will be available for examination on the date of the meeting on the virtual platform at *www.virtualshareholdermeeting.com/IAS2023*.

The proxy statement is first being delivered to the Company's shareholders as of the record date on or about April 10, 2023.

By Order of the Board of Directors

Lisa Utzschneider

LISA UTZSCHNEIDER
Chief Executive Officer and Director

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COMMONLY ASKED QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

Q: Why did I receive these materials?

The Board is soliciting your proxy to vote at our 2023 Annual Meeting of Shareholders (or at any postponement or adjournment thereof). Shareholders who own shares of our common stock, as of the close of business on the record date, March 22, 2023 (the "Record Date"), are entitled to vote at the Annual Meeting. You should review these proxy materials carefully as they give important information about the proposals that will be voted on at the Annual Meeting, as well as other important information about the Company.

Householding. The Securities and Exchange Commission's ("SEC") rules permit us to print an individual's multiple accounts on a single set of Annual Meeting materials. To take advantage of this opportunity, we have summarized on one set of Annual Meeting materials all of the accounts registered with the same tax identification number or duplicate name and address, unless we received contrary instructions from the impacted shareholder prior to the mailing date. We agree to deliver promptly, upon written or oral request, a separate copy of the Annual Meeting materials, as requested, to any shareholder to which a single copy of those documents was delivered. If you prefer to receive separate copies of the Annual Meeting materials, contact Broadridge Financial Solutions, Inc. at 1-866-540-7095 or in writing at Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York 11717. A number of brokerage firms have instituted householding. They will have their own procedures for shareholders who wish to receive individual copies of the proxy materials.

Q: Who will be entitled to vote?

Shareholders who own shares of our common stock as of the Record Date are entitled to vote at the Annual Meeting. As of the Record Date, the Company had 154,511,531 shares of common stock outstanding. Holders of shares of our common stock are each entitled to one vote per share. Cumulative voting is not permitted with respect to the election of directors or any other matter to be considered at the Annual Meeting.

Q: What will I be voting on?

You will be voting on:

1. the election of Otto Berkes, Brooke Nakatsukasa, and Lisa Utzschneider as Class II directors to serve on the Board until the 2026 annual meeting and until their successors are duly elected and qualified;
2. the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2023; and
3. any other business as may properly come before the meeting or any adjournment or postponement thereof.

Q: How does the Board recommend I vote on these matters?

The Board recommends you vote:

1. FOR the election of each of Otto Berkes, Brooke Nakatsukasa, and Lisa Utzschneider as Class II directors; and
2. FOR the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2023.

Q: How do I cast my vote?

Beneficial Shareholders. If you hold your shares through a broker, trustee or other nominee, you are a beneficial shareholder. In order to vote your shares, please refer to the materials forwarded to you by your broker, trustee or other nominee for instructions on how to vote the shares you hold as a beneficial shareholder.

Registered Shareholders. If you hold shares in your own name, you are a registered shareholder and may vote during the virtual Annual Meeting at *www.virtualshareholdermeeting.com/IAS2023*. You will need to log in by entering your unique 16-digit control number included on your proxy card or on the voting instructions form that accompany your proxy materials. Only one person will be able to log in with that unique control number at any time. You can also vote by proxy before the Annual Meeting in the following ways:

1. via the Internet at *www.proxyvote.com*;
2. by phone by calling 1-800-690-6903; or
3. by signing and returning a proxy card.

Proxies submitted via the Internet or by telephone must be received by 11:59 p.m., Eastern Time, on May 10, 2023.

Q: Can I access the proxy materials electronically?

Yes. Our proxy materials are available at *https://investors.integralads.com* and at *www.proxyvote.com*. In addition, instead of receiving future copies of our proxy statement and annual reports by mail, shareholders of record and most beneficial owners can elect to receive an email that will provide an electronic link to these documents. If you would like to instruct us to send electronic copies of our proxy materials, you should follow the instructions available at *www.proxyvote.com*. Your election to receive future proxy materials by email will remain in effect until you revoke it.

Q: How may I change or revoke my proxy?

Beneficial Shareholders. Beneficial shareholders should contact their broker, trustee or other nominee for instructions on how to change their proxy vote.

Registered Shareholders. Registered shareholders may change a properly executed proxy at any time before its exercise:

1. via the Internet at *www.proxyvote.com*;
2. by phone by calling 1-800-690-6903;
3. by signing and returning a new proxy card; or
4. by voting at the virtual Annual Meeting.

Q: How can I attend the virtual Annual Meeting?

The Annual Meeting is being held as a virtual only meeting this year.

If you are a shareholder of record as of the Record Date, you may attend, vote and ask questions virtually at the meeting by logging in at *www.virtualshareholdermeeting.com/IAS2023* and then providing your 16-digit control number. This number is included in your proxy card.

If you are a shareholder as of the Record Date and have logged in using your 16-digit control number, you may submit a question at any point during the meeting (until the floor is closed to questions) by typing your question into the "Ask a Question" field and clicking "Submit." Shareholder questions or comments are welcome, but we will only answer questions pertinent to Annual Meeting matters, subject to time constraints. Questions regarding personal matters and statements of advocacy are not pertinent to Annual Meeting matters and therefore will not be addressed. Questions that are substantially similar may be grouped and answered together to avoid repetition. The audio broadcast of the Annual Meeting will be archived at *www.virtualshareholdermeeting.com/IAS2023* for at least one year.

If you are not a shareholder as of the Record Date or do not log in using your 16-digit control number, you may still log in as a guest and listen to the Annual Meeting, but you will not be able to ask questions or vote at the meeting.

List of Shareholders. A list of shareholders entitled to vote at the Annual Meeting will be available for examination on the date of the meeting on the virtual platform at *www.virtualshareholdermeeting.com/IAS2023*. In addition, information on how to obtain access to the list of shareholders will be available during the ten days preceding the meeting at *https://investors.integralads.com*. To examine the list you must be a shareholder as of the Record Date and will be required to provide a copy of your proxy card or voting instruction form bearing your unique 16-digit control number and a copy of a valid picture identification, such as a driver's license or passport. To examine the list of shareholders, the name on the identification must match the name on the proxy card or voting instruction form.

Q: Why is the Annual Meeting virtual only?

We are excited to embrace the latest technology to provide ease of access, real-time communication, and cost savings for our shareholders and the Company. Hosting a virtual meeting makes it easy for our shareholders to participate from any location around the world.

Q: What is the voting requirement to approve each of the proposals, and how are the votes counted?

PROPOSAL 1 - ELECTION OF DIRECTORS

A plurality of the votes cast by the shares of common stock present in person or represented by proxy at the meeting and entitled to vote thereon is required to elect each nominee named herein. This means that the three nominees receiving the highest number of ''FOR'' votes at the Annual Meeting will be elected, even if those votes do not constitute a majority of the votes cast. Votes that are ''WITHHELD'' with respect to one or more director nominees will result in the respective nominee receiving fewer votes, but they will not count as votes against a nominee and will have no effect on the outcome of the elections of those nominees. Broker non-votes will not impact the election of the nominees.

PROPOSAL 2 - RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The affirmative vote of a majority of the voting power of the capital stock present in person or represented by proxy at the meeting and entitled to vote thereon is required to approve Proposal 2. Abstentions will be counted as present and entitled to vote on this proposal and will therefore have the effect of a negative vote. There will not be broker non-votes with respect to the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2023.

Q: When will the results of the vote be announced?

The preliminary voting results will be announced at the virtual Annual Meeting. The final voting results will be published in a Current Report on Form 8-K filed with the Securities and Exchange Commission (''SEC'') within four business days of the Annual Meeting.

Q: What is the deadline for submitting a shareholder proposal or director nomination for the 2024 annual meeting?

Shareholder proposals pursuant to SEC Rule 14a-8 for inclusion in the Company's proxy statement and form of proxy for the Company's annual meeting of shareholders to be held in 2024, must be received by the Company's Secretary at the Company's mailing address at 99 Wall Street, #1950, New York, New York 10005 no later than December 12, 2023, and must otherwise comply with SEC Rule 14a-8. Shareholders wishing to make a director nomination or bring a proposal before the annual meeting to be held in 2024 (other than pursuant to SEC Rule 14a-8) must comply with the advance notice provisions of the Company's Bylaws, which require, among other things, that you provide timely written notice of such proposal to the Secretary at the mailing address noted above no later than the close of business on February 9, 2024 and not earlier than the close of business on January 12, 2024. However, if the date of the 2024 annual meeting of shareholders is held within a period that commences more than 30 days before or 70 days after the first anniversary of the 2023 Annual Meeting, then our Secretary must receive the notice no earlier than the close of business on the 120th day prior to the date of the 2024 annual meeting and no later than the close of business on the later of the 90th day prior to the date of the 2024 annual meeting and the 10th day following the day on which public announcement of the date of the 2024 annual meeting is first made by us.

In addition to satisfying the foregoing requirements under our Bylaws, including the notice deadlines set forth above and therein, to comply with the requirements set forth in Rule 14a-19 of the Securities Exchange Act of 1934, as amended (the ''Exchange Act'') (the universal proxy rules), shareholders who intend to solicit proxies in support of director nominees, other than the Board's nominees, must also provide written notice to our Secretary that sets forth all the information required by Rule 14a-19(b) of the Exchange Act. Such notice must be postmarked or transmitted electronically to the Company at the mailing address provided above no later than March 12, 2024.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Our business and affairs are managed under the direction of our Board, which is composed of nine directors. Our Charter provides that the authorized number of directors may be changed only by resolution of our Board. Our Charter also provides that our Board will be divided into three classes of directors, with the classes as nearly equal in number as possible. At each annual meeting of shareholders, a class of directors will be elected for a three-year term to succeed the class whose term is then expiring.

The following table sets forth the director class, name, age as of March 31, 2023, and other information for each member of our Board:

Name	Class	Age	Position	Director Since	Current Term Expires	Expiration of Term For Which Nominated
Otto Berkes	II	60	Director	2020	2023	2026
Brooke Nakatsukasa	II	30	Director	2020	2023	2026
Lisa Utzschneider	II	54	Chief Executive Officer and Director	2019	2023	2026
Bridgette Heller	III	61	Director	2021	2024	
Christina Lema	III	42	Director	2021	2024	
Jill Putman	III	55	Director	2021	2024	
Michael Fosnaugh	I	44	Chair of the Board	2018	2025	
Rod Aliabadi	I	38	Director	2018	2025	
Martin Taylor	I	53	Director	2018	2025	

We believe that in order for our Board to effectively guide us to long-term sustainable, dependable performance, it should be composed of individuals with sophistication and experience in the many disciplines that impact our business. In order to best serve our shareholders, we seek to have a Board, as a whole, that is competent in key corporate disciplines, including accounting and financial acumen, business judgment, crisis management, governance, leadership, people management, risk management, social responsibility, reputational issues, strategy and strategic planning. Additionally, we desire that the Board have specific knowledge related to our industry, such as expertise in software and technology. The Compensation and Nominating Committee believes that all directors must, at a minimum, meet the criteria set forth in the Company's Code of Ethics and the Corporate Governance Guidelines, which specify, among other things, that the Compensation and Nominating Committee will consider criteria such as independence, diversity, age, skills, and experience in the context of the needs of the Board. In addressing issues of diversity in particular, the Compensation and Nominating Committee considers a nominee's differences in gender, ethnicity, tenure, skills and qualifications. The Compensation and Nominating Committee believes that diversity of backgrounds and viewpoints is a key attribute for a director nominee. While we do not have a formal policy on diversity, when considering the selection of director nominees, the Compensation and Nominating Committee considers individuals with diverse viewpoints, accomplishments, cultural background, professional expertise, and diversity in gender, ethnicity, race, skills and geographic representation, that, when considered as a group, provide a sufficient mix of perspectives to allow the Board to best fulfill its responsibilities to the long-term interests of our shareholders. Further, our Board is committed to seeking qualified women and individuals from underrepresented minority groups to include in the pool from which new candidates are selected. Currently, of the nine directors on our Board, five are women and three identify as ethnically diverse.

The Compensation and Nominating Committee also will consider a combination of factors for each director, including (a) the nominee's independence, (b) the nominee's diversity, including gender, race, ethnicity and age, (c) the nominee's 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) the nominee's ability to work in and promote a productive environment, (e) the number of other public company directorships held, (f) the nominee's level of character, ethics and integrity expected by the Company, (g) the nominee's 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.

The Compensation and Nominating Committee has determined that all of our directors meet the criteria and qualifications set forth in the Company's Code of Ethics, the Corporate Governance Guidelines and the criteria set forth above for director nominees. Moreover, each director possesses the following critical personal qualities and attributes that we believe are essential for the proper functioning of the Board to allow it to fulfill its duties for our shareholders: accountability, ethical leadership, governance, integrity, risk management and sound business judgment. In addition, our directors have the confidence to assess and challenge the way things are done and recommend alternative solutions, a keen awareness of our business and social realities of the environment in which we operate, the independence and high-performance standards necessary to fulfill the Board's oversight function, and the humility, professional maturity, and style to interface openly and constructively with other directors. Finally, the director biographies below include a non-exclusive list of other key experiences and qualifications that further qualify the individual to serve on the Board. These collective qualities, skills, experiences and attributes are essential to our Board's ability to exercise its oversight function for the Company and its shareholders, and guide the long-term sustainable, dependable performance of the Company.

Subject to any earlier resignation or removal in accordance with the terms of our Charter, our Bylaws and the Director Nomination Agreement (as defined and discussed below) by and among the Company, Vista Equity Partners Fund VI, L.P., Vista Equity Partners Fund VI-A, L.P., VEPF VI FAF, L.P., Vista Equity Partners Fund VI GP, L.P., VEPF VI GP, Ltd., and VEP Group, LLC (collectively, "Vista"), our Class I directors will serve until the annual meeting of shareholders to be held in 2025, our Class II directors will serve until this Annual Meeting of shareholders, and our Class III directors will serve until the annual meeting of shareholders to be held in 2024. In addition, our Charter provides that a director nominated by Vista may be removed with or without cause by Vista; provided, however, that at any time when Vista controls less than 40% of our outstanding shares of common stock, all directors, including those nominated by Vista, may only be removed for cause, and only by the affirmative vote of holders of at least 66 ⅔% in voting power of all the then-outstanding shares of capital stock of the Company entitled to vote thereon. In addition, our Charter also provides that, subject to the rights granted to one or more series of preferred stock then outstanding and as otherwise set forth in the Director Nomination Agreement, any newly created directorship on our Board that results from an increase in the number of directors and any vacancies on our Board resulting from death, resignation, disqualification, removal or other cause, will be filled only by the affirmative vote of a majority of the remaining directors then in office, even if less than a quorum, or by a sole remaining director (and not by the shareholders).

Director Nomination Agreement

In connection with our initial public offering ("IPO"), we entered into a Director Nomination Agreement with Vista. The Director Nomination Agreement provides Vista the right to designate: (i) all of the nominees for election to our Board for so long as Vista beneficially owns 40% or more of the total number of shares of our common stock beneficially owned by Vista after the completion of our IPO, as adjusted for any reorganization, recapitalization, stock dividend, stock split, reverse stock split, or similar changes in the Company's capitalization, or such amount of shares, as adjusted, the "Original Amount"; (ii) a number of directors (rounded up to the nearest whole number) equal to 40% of the total directors for so long as Vista beneficially owns at least 30% and less than 40% of the Original Amount; (iii) a number of directors (rounded up to the nearest whole number) equal to 30% of the total directors for so long as Vista beneficially owns at least 20% and less than 30% of the Original Amount; (iv) a number of directors (rounded up to the nearest whole number) equal to 20% of the total directors for so long as Vista beneficially owns at least 10% and less than 20% of the Original Amount; and (v) one director for so long as Vista beneficially owns at least 5% and less than 10% of the Original Amount. In each case, Vista's nominees must comply with applicable law and stock exchange rules. In addition, Vista is entitled to designate the replacement for any of its board designees whose board service terminates prior to the end of the director's term regardless of Vista's beneficial ownership at such time. Vista also has the right to have its designees participate on committees of our Board proportionate to its stock ownership, subject to compliance with applicable law and stock exchange rules. The Director Nomination Agreement also prohibits us from increasing or decreasing the size of our Board without the prior written consent of Vista. This agreement will terminate at such time as Vista owns less than 5% of the Original Amount.

Shareholder Recommendations for Director Nominees

Subject to the requirements of the Director Nomination Agreement, the Compensation and Nominating Committee will consider shareholder nominations for membership on the Board. See "Commonly Asked Questions and Answers About the Annual Meeting—What is the deadline for submitting a shareholder proposal or director nomination for the 2024 annual meeting?" above.

When filling a vacancy on the Board, the Compensation and Nominating Committee will identify the desired skills and experience of a new director and nominates individuals who it believes can strengthen the Board's capabilities and further diversify the collective experience represented by the then-current directors. The Compensation and Nominating Committee may engage third parties to assist in the search and provide recommendations. Also, directors are generally asked to recommend candidates for the position. The candidates are then evaluated based on the process outlined in our Corporate Governance Guidelines and the Compensation and Nominating Committee charter, and the same process is used for all candidates, including candidates recommended by shareholders.

PPROPOSAL 1 - ELECTION OF DIRECTORS

Our Board recommends that the nominees below be elected as members of the Board at the Annual Meeting.

Name	Class	Age*	Position	Director Since	Current Term Expires	Expiration of Term For Which Nominated
Otto Berkes	II	60	Director	2020	2023	2026
Brooke Nakatsukasa	II	30	Director	2020	2023	2026
Lisa Utzschneider	II	54	Chief Executive Officer and Director	2019	2023	2026

* Ages as of March 31, 2023.

Each nominee was recommended for re-election by the Compensation and Nominating Committee for consideration by the Board and our shareholders. If, before the Annual Meeting, any nominee becomes unable to serve, or chooses not to serve, the Board may nominate a substitute. In that case, the persons named as proxies on the proxy card will vote for the substitute. Alternatively, the Board may either let the vacancy stay unfilled until an appropriate candidate is identified or reduce the size of the Board to eliminate the unfilled seat.

THE BOARD RECOMMENDS THAT YOU VOTE "FOR" EACH OF THE DIRECTOR NOMINEES.

Director Nominees to Serve for a Three-Year Term Expiring at the 2026 Annual Meeting.

Otto Berkes has served on our Board since August 2020. Mr. Berkes is currently the Chief Executive Officer at Acendre, a provider of talent management software solutions. Before Acendre, Mr. Berkes led the development of the popular HBO GO video streaming platform from 2011 to 2015. Mr. Berkes joined HBO after an 18-year career at Microsoft, where he drove groundbreaking hardware and software innovation in computer graphics, home entertainment, mobile devices, and cloud services. Mr. Berkes earned a B.A. in Physics with a minor in Music Performance from Middlebury College, and he holds a MS of Computer Science and Electrical Engineering from the University of Vermont.

We determined that Mr. Berkes' experience and expertise in building businesses with innovative technology solutions qualifies him to serve as a director on the Board.

Brooke Nakatsukasa has served on our Board since December 2020. Ms. Nakatsukasa joined Vista Equity Partners in August 2016 and is currently a Vice President on the private equity Flagship team. Ms. Nakatsukasa currently sits on the boards of iCIMS, Inc., and Securonix, Inc. and works with the firm's investment in Gainsight, Inc. She was actively involved with Vista's investments in Ping Identity Holding Corp., Datto Holding Corp., Lucid Numerator, QuickBase, and Zapproved. Prior to joining Vista, Ms. Nakatsukasa worked at Deutsche Bank as an analyst in the Financial Sponsors Group, where she advised private equity clients on mergers, acquisitions and capital raises across a variety of sectors including consumer, industrials and financial institutions. Ms. Nakatsukasa holds a B.B.A. in Finance, magna cum laude, from the George Washington School of Business at George Washington University.

We determined that Ms. Nakatsukasa's public company experience as well as her insights into the areas of technology, private equity and finance qualifies her to serve as a director on the Board.

Lisa Utzschneider has served on our Board and has been our Chief Executive Officer since January 2019. Prior to joining IAS, Ms. Utzschneider held the position of Chief Revenue Officer and Senior Vice President at Yahoo! Inc., a web services provider, from 2014 to 2017. From 2008 to 2014, Ms. Utzschneider was Vice President of Global Advertising Sales of Amazon.com, Inc. (NASDAQ: AMZN), a multinational technology company. Prior to Amazon, Ms. Utzschneider spent 10 years, from 1998 to 2008, in various executive roles at Microsoft Corporation (NASDAQ: MSFT), culminating in her role as General Manager of the national sales and service teams. Ms. Utzschneider holds a bachelor's degree from Bates College and a master's degree in public administration from New York University.

We determined that Ms. Utzschneider's extensive experience in the technology sector, her experience holding executive positions at various public companies and her insight into our business qualifies her to serve as a director on the Board.

Continuing Directors

Rod Aliabadi has served on our Board since June 2018. Mr. Aliabadi is a Managing Director at Vista and sits on the Flagship Funds' Investment Committee. Prior to joining Vista in 2008, Mr. Aliabadi worked at the Stanford Genome Technology Center, focusing on the development of nanotechnology-driven diagnostics. Mr. Aliabadi currently serves on the board of several of Vista's private portfolio companies, including Acquia Inc., EAB Global Inc., QuickBase, Inc., and TripleLift, Inc. Additionally, Mr. Aliabadi previously served on the board of Ping Identity Holding Corp. from 2018 until it was taken private in 2022. Mr. Aliabadi received a bachelor of engineering in biomedical engineering from Vanderbilt University.

We determined that Mr. Aliabadi's extensive experience in the areas of corporate strategy, technology, finance and engineering, as well as his experience on the boards of other technology and software companies, qualifies him to serve as a director on the Board.

Michael Fosnaugh, *Chair*, has served on our Board since June 2018. Mr. Fosnaugh is a Senior Managing Director at Vista. Mr. Fosnaugh is Co-Head of the Chicago office, is the Co-Head of Vista's Flagship Fund, and is a member of the Executive Committee and the Flagship Funds' Investment Committee. Mr. Fosnaugh was actively involved in Vista's investments in Advicent, Forcepoint, Mediaocean LLC, MRI Software, Numerator, SirsiDynix, Sunquest Information Systems, and Zywave. Prior to joining Vista in 2005, Mr. Fosnaugh worked in the Technology, Media & Telecommunications group at SG Cowen & Co., where he focused on the software, services and financial technology sectors. While at SG Cowen, Mr. Fosnaugh advised clients on buy-side and sell-side transactions, public and private equity financings and other strategic advisory initiatives. Mr. Fosnaugh currently serves as Chair of the Board of Jamf Holding Corp. (NASDAQ: JAMF) and is on the board of several of Vista's private portfolio companies, including Acquia Inc., Alegeus Technologies Holdings Corp., Applause App Quality, Inc., CentralSquare Technologies, LLC, EAB Global Inc., Greenway Health, LLC, KnowBe4, Inc. PlanSource Benefits Administration, Inc., Securonix, Inc. SmartBear Software, Inc., STATS, LLC (d/b/a STATS Perform), and TripleLift Inc. Additionally, Mr. Fosnaugh previously served as Chair of the board of Ping Identity Holding Corp. from 2018 until it was taken private in 2022. Mr. Fosnaugh received a bachelor's degree in economics from Harvard College.

We determined that Mr. Fosnaugh's extensive experience in the areas of corporate strategy, technology, finance, marketing, business transactions and software investments, as well as his experience working with other technology and software companies, qualifies him to serve as a director on the Board.

Martin Taylor has served on our Board since June 2018. Mr. Taylor joined Vista Equity Partners in 2006 and was the initial President of Vista Consulting Group. Mr. Taylor sits on the Vista Flagship Funds' Investment Committee and is responsible for driving the transformation and operational improvements of the Vista Flagship Funds' portfolio companies through leveraging the Vista Best Practices and building platforms for their deployment. Additionally, Mr. Taylor serves as a member of Vista's Private Equity Management Committee, the firm's governing and decision-making body for the overall management of Vista's private equity platform. Mr. Taylor is also active in portfolio executive development. Mr. Taylor currently serves on the boards of Jamf Holding Corp. (NASDAQ: JAMF), Navex Global, Inc., TripleLift, Inc. and VividSeats Inc. (NASDAQ: SEAT). Mr. Taylor previously served on the board of Ping Identity Holding Corp. from 2018 until it was taken private in 2022. In addition, Mr. Taylor is the President of OneVista, responsible for leading the OneVista executive strategy across strategic clients, portfolio companies, partners and the external directors program. Prior to joining Vista in 2006, Mr. Taylor spent over 13 years at Microsoft in various capacities, including roles managing corporate strategy, sales, product marketing and various segment focused teams in North America and Latin America. Mr. Taylor attended George Mason University.

We determined that Mr. Taylor's extensive experience in the areas of corporate strategy, technology, finance, marketing, business transactions and mergers and acquisitions as well as his experience serving on the boards of other technology and software companies, qualifies him to serve as a director on the Board.

Bridgette Heller has served on our Board since May 2021. Ms. Heller founded the Shirley Proctor Puller Foundation in 2014 and currently serves as the Chief Executive Officer. Previously, from 2016 to 2019, Ms. Heller served as the Executive Vice President and President of Nutricia, the Specialized Nutrition Division of Danone S.A. Ms. Heller also previously served as Executive Vice President of Merck & Co., Inc. (NYSE: MRK) and President of Merck's Consumer Care division from 2010 to 2015. Prior to joining Merck & Co., Inc., Ms. Heller was the President of Johnson and Johnson's (NYSE: JNJ) Global Baby Business Unit from 2007 to

2010, and served as President of its Global Baby, Kids, and Wound Care business from 2005 to 2007. Ms. Heller also served as Executive Vice President and General Manager of Kraft Foods' (NASDAQ: KHC) North American Coffee Portfolio from 2002 to 2005. Currently, Ms. Heller is a director on the boards of Dexcom, Inc. (NASDAQ: DXCM), Aramark, Inc. (NYSE: ARMK), and Novartis AG (NYSE: NVS). Ms. Heller received her bachelor's degree in Economics and Computer Studies from Northwestern University and an MBA from Northwestern University's Kellogg Graduate School of Management. She is a Trustee of Northwestern, a member of the Weinberg College Board of Visitors and serves on Advisory Board for the Kellogg School.

We determined that Ms. Heller's extensive business experience as well as her insights into the area of technology qualifies her to serve as a director on the Board.

Christina Lema has been a member of our Board since July 2021. Ms. Lema has served as Managing Director and General Counsel of Vista Equity Partners since February 2012. As General Counsel of Vista, she divides her time between corporate and transactional matters, fund formation, every day legal matters, and advising Vista's portfolio companies. Ms. Lema also sits on the board of Jamf Holding Corp. (NASDAQ: JAMF), and the Vista private portfolio companies Mindbody, Inc. and Greenway Health, LLC. Previously, Ms. Lema served on the board of Datto Holding Corp. (NYSE: MSP) from 2020 until it was taken private in 2022. Ms. Lema earned a B.A. in Economics and Spanish from the University of Pennsylvania and a J.D. from the Columbia University School of Law. Ms. Lema is currently a member of the State Bar of California.

We determined that Ms. Lema's expertise in legal matters and experience working with similar companies qualifies her to serve as a director on the Board.

Jill Putman has served on our Board since January 2021. Ms. Putman served as the Chief Financial Officer of Jamf Holding Corp. (NASDAQ: JAMF) from 2014 to December 2022. Prior to her role at Jamf, Ms. Putman was the Chief Financial Officer at Kroll Ontrack, LLC from July 2011 until May 2014. From 1997 to 2009, Ms. Putman held several roles, including VP of Finance, at Secure Computing, which was acquired by McAfee Associates, Inc. in 2008. Ms. Putman began her career with KPMG LLP, serving in its audit practice. Ms. Putman holds a bachelor's degree in Accounting and Psychology from Luther College, an MBA from the University of St. Thomas, and is a CPA, inactive.

We determined that Ms. Putman's leadership experience as a board member, CFO and an executive at high-growth technology companies qualifies her to serve as a director on the Board.

No family relationship exists among any of the directors or executive officers. No arrangement or understanding exists between any director or executive officer and any other person pursuant to which any director was selected as a director or executive officer of the Company.

Board Diversity Matrix

As previously described, the Board believes that diversity along multiple dimensions, including gender, race, ethnicity, sexual orientation, and professional expertise and experience, is an important factor in board composition. The below sets forth the self-identified diversity characteristics of our Board as of the March 31, 2023. Each of the categories listed in the table below has the meaning set forth in Nasdaq Rule 5605(f).

Board Diversity Matrix		
Total Number of Directors	**9**	
	Female	**Male**
Part I: Gender Identity		
Directors	5	4
Part II: Demographic Background		
African American or Black	1	1
White	3	3
Two or More Races or Ethnicities	1	

Controlled Company; Independence Status

Vista controls a majority of the voting power in the Company. As a result, we are a ‘‘controlled company.’’ Under the rules of the NASDAQ Global Select Market (‘‘NASDAQ’’), a company of which more than 50% of the voting power for the election of directors is held by an individual, group or another company is a ‘‘controlled company’’ and may elect not to comply with certain corporate governance requirements, including the requirements that:

- we have a board of directors that is composed of a majority of ‘‘independent directors,’’ as defined under the rules of such exchange;
- we have a compensation committee that is composed entirely of independent directors; and
- director nominees be selected or recommended for Board’s selection by an independent nominating committee or by majority of the independent directors.

As a controlled company, we are subject to the rules of the Sarbanes-Oxley Act and the NASDAQ that require us to have an audit committee composed entirely of independent directors. We currently have three independent directors, Mr. Berkes, Ms. Heller and Ms. Putman, all of whom qualify as independent for Audit Committee purposes.

For other purposes, we intend to rely on the controlled company exemption. As a result, our Board may not be comprised of a majority of independent directors, and our Compensation and Nominating Committee may not be comprised entirely of independent directors. Accordingly, our shareholders may not have the same protections afforded to shareholders of companies that are subject to all of the NASDAQ corporate governance requirements.

At such time as we are not a ‘‘controlled company’’ under the NASDAQ’s corporate governance standards, our committee membership will comply with all applicable requirements of those standards and a majority of our Board will be comprised of ‘‘independent directors,’’ as defined under the rules of the NASDAQ.

Board Meetings and Committees

For the year ended December 31, 2022, our Board held 5 meetings, the Audit Committee held 4 meetings and the Compensation and Nominating Committee held 5 meetings. 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. All directors then in office attended the annual meeting held on May 24, 2022. In addition, in 2022, each director attended at least 75% of the meetings of the Board during such director’s tenure and the total number of meetings held by any of the committees of the Board on which the director served.

Our Board has an Audit Committee and a Compensation and Nominating Committee. The composition, duties and responsibilities of these committees are as set forth below. In the future, our Board may establish other committees, as it deems appropriate, to assist it with its responsibilities.

Each of our standing committees has a written charter which is available on the Investor Relations page of our website at *https://investors.integralads.com*. Our website is not part of this notice and proxy statement.

Board Member	Audit Committee	Compensation and Nominating Committee
Rod Aliabadi		X (Chair)
Otto Berkes	X	
Michael Fosnaugh		
Bridgette Heller	X	
Christina Lema		
Brooke Nakatsukasa		X
Jill Putman	X (Chair)	
Martin Taylor		X
Lisa Utzschneider		

Audit Committee

Our Audit Committee is composed of Mr. Berkes, Ms. Heller and Ms. Putman, with Ms. Putman serving as Chair of the committee. Our Board has affirmatively determined that Mr. Berkes, Ms. Heller and Ms. Putman meet the independence requirements of Rule 10A-3 under the Exchange Act and the applicable listing standards of the NASDAQ. As a result, we comply with the audit committee requirements of the NASDAQ, which require that our Audit Committee be composed of all independent directors.

In addition, our Board has determined that Ms. Putman is an ‘‘audit committee financial expert’’ within the meaning of SEC regulations and applicable listing standards of the NASDAQ. This designation does not impose on Ms. Putman any duties, obligations or liabilities that are greater than are generally imposed on members of our Audit Committee and our Board.

The Audit Committee is responsible for, among other matters:

1. appointing, approving the compensation of, and assessing the qualifications, performance and independence of our independent registered public accounting firm;
2. pre-approving audit and permissible non-audit services, and the terms of such services, to be provided by our independent registered public accounting firm;
3. reviewing our policies on risk assessment and risk management;
4. reviewing and discussing with management and the independent registered public accounting firm our annual and quarterly financial statements and related disclosures as well as critical accounting policies and practices used by us;
5. reviewing the adequacy of our internal control over financial reporting;
6. establishing policies and procedures for the receipt and retention of accounting-related complaints and concerns;
7. recommending, based upon the Audit Committee’s review and discussions with management and the independent registered public accounting firm, whether our audited financial statements shall be included in our Annual Report on Form 10-K;
8. monitoring our compliance with legal and regulatory requirements as they relate to our financial statements and accounting matters;
9. preparing the Audit Committee report required by the rules of the SEC to be included in our annual proxy statement;
10. reviewing all related party transactions for potential conflict of interest situations and approving all such transactions; and
11. reviewing and discussing with management and our independent registered public accounting firm our earnings releases.

Compensation and Nominating Committee

Our Compensation and Nominating Committee is composed of Mr. Aliabadi, Ms. Nakatsukasa and Mr. Taylor, with Mr. Aliabadi serving as Chair of the committee.

The Compensation and Nominating Committee is responsible for, among other matters:

1. annually reviewing and approving corporate goals and objectives relevant to the compensation of our chief executive officer;
2. evaluating the performance of our chief executive officer in light of such corporate goals and objectives and determining and recommending to the Board the compensation of our chief executive officer;
3. reviewing and approving the compensation of our other executive officers;
4. appointing, compensating and overseeing the work of any compensation consultant, legal counsel or other advisor retained by the Compensation and Nominating Committee;
5. conducting the independence assessment outlined in the NASDAQ rules with respect to any compensation consultant, legal counsel or other advisor retained by the Compensation and Nominating Committee;
6. annually reviewing and reassessing the adequacy of the Compensation and Nominating Committee charter in its compliance with the listing requirements of the NASDAQ;
7. reviewing and establishing our overall management compensation, philosophy and policy;
8. overseeing and administering our compensation and similar plans;
9. reviewing and making recommendations to our Board with respect to director compensation;
10. reviewing and discussing with management the compensation discussion and analysis to be included in our annual proxy statement or Annual Report on Form 10-K;
11. developing and recommending to our Board criteria for board and committee membership;
12. subject to the rights of Vista under the Director Nomination Agreement, identifying and recommending to our Board the persons to be nominated for election as directors and to each of our Board's committees;
13. developing and recommending to our Board best practices and corporate governance principles;
14. developing and recommending to our Board a set of corporate governance guidelines; and
15. reviewing and recommending to our Board the functions, duties and compositions of the committees of our Board.

Board Leadership Structure

The following section describes our Board leadership structure, the reasons our Board considers that this structure is appropriate at this time, the roles of various positions, and related key governance practices. Our Board believes that the mix of experienced independent and directors affiliated with Vista that currently make up our Board, our Board committee composition and the separation of the roles of Chair and Chief Executive Officer benefit the Company and its shareholders.

Chair and Chief Executive Officer

With respect to the roles of Chair and Chief Executive Officer, our Corporate Governance Guidelines provide that the roles may be separated or combined, and the Board will exercise its discretion in combining or separating these positions as it deems appropriate in light of prevailing circumstances. Currently, the roles of Chair and Chief Executive Officer are separated, with Mr. Fosnaugh acting as Chair and Ms. Utzschneider as Chief Executive Officer. The Board believes that separating the roles of Chair and Chief Executive Officer at this time is the most effective leadership structure because it allows Ms. Utzschneider to focus on the management of the Company and day-to-day operations as it continues to establish itself as a public company and allows Mr. Fosnaugh to leverage his strong background to provide strategic guidance and effective oversight of management.

Self-Evaluation

Our Compensation and Nominating Committee conducts an annual performance evaluation to determine whether the Board, its committees, and the directors are functioning effectively. This evaluation includes survey materials and a report to, and discussion of survey results with, the Compensation and Nominating Committee, as well as individual conversations between each director and the Chair. The survey materials solicit feedback on organizational matters, business strategy, financial matters, board and committee structure and meeting administration. The directors use discussions with the Compensation and Nominating Committee to provide feedback, identify themes for the Board to consider, suggest specific action steps and review Board agendas. The evaluation focuses on the Board's and the committees' contributions to the Company, with an enhanced focus on areas in which the Board or management believes that the Board could improve.

As part of the annual Board self-evaluation, the Board reviews the results to determine whether the current leadership structure continues to be appropriate for the Company and its shareholders, and whether the Board and its committees are functioning effectively. Our Corporate Governance Guidelines provide the flexibility for our Board to modify our leadership structure in the future as appropriate.

Management Succession

The Compensation and Nominating Committee reviews and approves corporate goals and objectives relevant to Chief Executive Officer compensation and evaluates the Chief Executive Officer's performance in light of these goals and objectives. The Compensation and Nominating Committee recommends to the Board the Chief Executive Officer's compensation level or changes to such level based on the evaluation of the Chief Executive Officer's performance and any other factors the Compensation and Nominating Committee deems relevant. The Compensation and Nominating Committee develops and recommends to the Board a Chief Executive Officer succession plan, which is reviewed and revised periodically. The entire Board works with the Compensation and Nominating Committee 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.

Hedging Transactions; No Pledging

Pursuant to our Insider Trading Policy, we prohibit our employees, directors and officers from engaging in hedging transactions, including the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. Such hedging transactions may permit a director, officer or employee to continue to own Company securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, the director, officer or employee may no longer have the same objectives as the Company's other shareholders. Additionally, directors, officers and other employees are prohibited from holding Company securities in a margin account or otherwise pledging our securities as collateral for a loan.

Risk Oversight

Our Board as a whole, and through its committees, has responsibility for the oversight of risk management. In this role, the Board oversees the risk management processes designed and implemented by our management to ensure such processes are adequate and functioning as designed. Additionally, the Board sets the tone at the top as it relates to the approach to enterprise-wide risk management, designed to support the achievement of organizational objectives, including capital structure and strategic objectives to improve long-term organizational performance and enhance stockholder value. A fundamental part of risk management is not only understanding the most significant risks a company faces and what steps management is taking to monitor and control those risks, but also understanding what level of risk is appropriate for any given company. The involvement of the full Board in reviewing our business and related risk exposures is an integral aspect of its assessment of the Company's risk profile and appropriate level of risk. Our Board appreciates the evolving nature of our business and industry and is actively involved with monitoring new threats and risks as they emerge. In addition, our Board is actively involved in overseeing our management of risk enterprise by receiving detailed regular reports and engaging in discussion with members of our senior management and other personnel that include assessments and potential mitigation of the risks and exposures involved with their respective areas of responsibility.

While our full Board has overall responsibility for risk oversight, it has delegated primary oversight of certain risks to its committees. Our Audit Committee regularly monitors our major financial and security risk exposures, and the steps our management has taken to monitor and control these exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken. In addition, our Audit Committee is committed to the prevention, timely detection, and mitigation of the effects of cybersecurity threats or incidents to the Company. Our Audit Committee also monitors compliance with legal and regulatory requirements and management provides our Audit Committee periodic reports on our compliance programs.

Our Compensation and Nominating Committee oversees the design and implementation of our compensation policies and programs and monitors the incentives created by these policies and programs to determine whether they encourage excessive risk-taking. Our Compensation and Nominating Committee also assesses the relationship between risk management policies and practices and compensation, and evaluates compensation policies and practices that could mitigate any such risk. Our Compensation and Nominating Committee oversees our major corporate governance risks, including through monitoring the effectiveness of the Company's environmental, social and governance efforts. The Company has determined that any risks arising from its compensation programs and policies are not reasonably likely to have a material adverse effect on the Company. We are reviewing the final rule issued by the SEC implementing the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act relating to recoupment of incentive-based compensation and will adopt a clawback policy when NASDAQ adopts listing standards in accordance with the final rules.

As with senior management, all committees report to the full Board as appropriate, including when a matter rises to the level of a material or enterprise level risk. We believe that the leadership structure of the Board supports effective risk management oversight.

We are committed to ensuring our Board and its committees are consistently updated on threats to our business and receive consistent updates on risk mitigation processes. At periodic meetings of our Board and its committees, management reports to and seeks guidance from our Board and its committees with respect to the most significant risks that could affect our business, such as legal risks, cybersecurity and privacy risks, and financial, tax and audit related risks.

Code of Ethics

We have adopted a Code of Ethics that applies to all of our employees, officers and directors, including those officers responsible for financial reporting. Our Code of Ethics is available on our website. We intend to disclose any amendments to the Code of Ethics, or any waivers of its requirements that apply to our principal executive officer, principal financial officer and principal accounting officer, on our website at *https://investors.integralads.com*.

Communications by Shareholders and Other Interested Parties with the Board

Shareholders and other interested parties may contact an individual director, the Board as a group, or a specified Board committee or group, including the independent directors as a group, by sending regular mail to our mailing address:

Integral Ad Science Holding Corp.
99 Wall Street, #1950
New York, New York 10005
Attention: Board of Directors
c/o Chief Human Resources Officer

Each communication should specify which director or directors the communication is addressed to, as well as the general topic of the communication. The Company will receive the communications and process them before forwarding them to the addressee. The Company may also refer communications to other departments within the Company. The Company generally will not forward to the directors a communication that is primarily commercial in nature, relates to an improper or irrelevant topic, or requests general information regarding the Company.

EXECUTIVE OFFICERS

Below is a list of the names, ages, positions, and a brief account of the business experience of the individuals who serve as executive officers of the Company as of March 31, 2023:

Name	Age	Position
Lisa Utzschneider	54	Chief Executive Officer and Director
Tania Secor	51	Chief Financial Officer
Tom Sharma	49	Chief Product Officer

* Excludes Oleg Bershadsky whose employment as Chief Operating Officer terminated on April 3, 2023.

Lisa Utzschneider is our Chief Executive Officer. Her biography can be found above under ''Board of Directors and Corporate Governance—Director Nominees to Serve for a Three-Year Term Expiring at the 2026 Annual Meeting.''

Tania Secor joined the IAS team in 2022 as our Chief Financial Officer. Most recently, Ms. Secor, served as Global Chief Financial Officer of R/GA and Reprise, Interpublic Group of Companies, Inc.'s (NYSE: IPG) digital innovation and digital media agencies, respectively, since July 2018. Prior to that, Ms. Secor served as Senior Vice President, Finance of Medidata Solutions from August 2015 to September 2016. Ms. Secor also served as Chief Financial Officer of Dataminr, Inc. from November 2013 to June 2015 and Chief Financial Officer of Gerson Lehrman Group from December 2011 to November 2013. Additionally, Ms. Secor served on the Advisory Board of Rocketrip, Inc. from April 2017 to September 2020. Ms. Secor holds an M.B.A. from Columbia Business School and a B.A. from Columbia College.

Tom Sharma joined the IAS team in 2020 as our Chief Product Officer. Prior to IAS, Mr. Sharma was the Senior Vice President and Head of Product at Intersection, a smart cities technology and out-of-home advertising company, between 2017 and 2020. He founded and led Impact Digital Media from 2014 to 2017. Between 2008 and 2013, Mr. Sharma held several leadership roles at NBCUniversal, Inc. (NASDAQ: CMCSA) including Vice President, Emerging Products, and was a founding team member for Hulu in 2006. Mr. Sharma earned his bachelor's degree in Engineering from NM University.

EXECUTIVE COMPENSATION

The following section provides compensation information pursuant to the scaled disclosure rules applicable to "emerging growth companies" under the rules of the SEC and may contain statements regarding future individual and company performance targets and goals. These targets and goals should not be understood to be statements of management's expectations or estimates of result or other guidance. We specifically caution investors not to apply these statements to other contexts.

Accordingly, for the purposes of the disclosures in this section, our "Named Executive Officers" are:

Name	Principal Position
Lisa Utzschneider	Chief Executive Officer
Tania Secor	Chief Financial Officer
Oleg Bershadsky(1)	Former Chief Operating Officer

(1) Mr. Bershadsky's employment with the Company terminated on April 3, 2023.

2022 Summary Compensation Table

The following table summarizes the compensation awarded to, earned by or paid to our Named Executive Officers for the fiscal years ended December 31, 2022 and December 31, 2021.

	Year	Salary ($)	Bonus ($)	Stock Awards ($)(1)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)(2)	All Other Compensation ($)(3)	Total ($)
Lisa Utzschneider (Chief Executive Officer)	2022	$518,750	—	$6,414,698	—	$635,800	$28,547	$ 7,597,795
	2021	$500,000	$800,000	—	$34,448,337	—	$33,995	$35,782,332
Tania Secor(4) (Chief Financial Officer)	2022	$ 37,879	—	$5,088,670	—	—	—	$ 5,126,549
Oleg Bershadsky (Former Chief Operating Officer)	2022	$443,750	—	$4,398,654	—	$337,500	$16,114	$ 5,196,018
	2021	$378,958	$371,875	—	$ 6,799,769	—	$17,192	$ 7,567,794

(1) Amounts reported in the "Stock Awards" column reflect the aggregate grant date fair value, computed in accordance with FASB ASC Topic 718, of market stock units ("MSUs") and, with respect to Ms. Secor, restricted stock units ("RSUs") granted in the 2022 fiscal year pursuant to the Integral Ad Science Holding Corp. 2021 Omnibus Incentive Plan (the "2021 Incentive Plan"). The MSUs are subject to both time and performance-based vesting conditions, and the RSUs are subject to time-based vesting conditions. The grant date fair value of the RSUs is based on the closing stock price of our common stock on the date of grant. The grant date fair value of the MSUs was determined using a Monte-Carlo simulation. The probable outcome for the MSUs was estimated at the target payout level, or 100%.

(2) Amounts reported in the "Non-Equity Incentive Plan Compensation" column represent performance-based bonuses awarded with respect to the 2022 fiscal year. Please see the section entitled "Narrative Disclosure to the Summary Compensation Table—Employment Agreements" below for additional details regarding our bonus structure for the 2022 fiscal year.

(3) Amounts reported in the "All Other Compensation" column reflect, for the fiscal year 2022, (i) in the case of Ms. Utzschneider, $5,749 in 401(k) plan matching contributions and $22,798 in annual benefit premiums made on her behalf and (ii) in the case of Mr. Bershadsky, $8,895 in 401(k) plan matching contributions and $7,219 in annual benefit premiums made on his behalf. Please see the section entitled "Additional Narrative Disclosure—Retirement Benefits" below for additional information regarding 401(k) plan contributions.

(4) Ms. Secor joined the Company as Chief Financial Officer on December 5, 2022.

Narrative Disclosure to Summary Compensation Table

Employment Agreements

We have entered into employment agreements, as amended, with each of our Named Executive Officers that provide for each executive's annual base salary, target bonus opportunity, eligibility to receive equity awards, and eligibility to participate in our benefit plans generally. Ms. Secor's employment agreement also provided for a sign-on cash award of $500,000 paid in February 2023. If Ms. Secor resigns without Good Reason (as defined in Ms. Secor's employment agreement) within one year of her start date, Ms. Secor will be required to repay the sign-on bonus.

The employment agreements provide for certain severance benefits upon a resignation by the applicable executive for "good reason" or upon a termination by the Company without "cause". Please see the section entitled ‘‘Additional Narrative Disclosure—Potential Payments upon Termination or Change in Control’’ below for more details regarding the severance benefits provided to our Named Executive Officers under the employment agreements.

Base Salary

During 2022, Ms. Utzschneider's base salary increased from $500,000 to $525,000, Mr. Bershadsky's base salary increased from $425,000 to $450,000, and Ms. Secor's base salary was set at $500,000.

Annual Cash Bonus

Our Named Executive Officers are eligible for an annual cash bonus designed to motivate our Named Executive Officers and drive profitable growth, while also considering individual executive performance. Target bonus amounts for Ms. Utzschneider, Ms. Secor and Mr. Bershadsky were 110%,100% and 75% of base salary, respectively, and actual bonus payouts may range from 0% to 200% of such targets based on an evaluation of actual Company and individual performance results. Actual payments for 2022 performance for Ms. Utzschneider and Mr. Bershadsky were $635,800 and $337,500, respectively. Ms. Secor joined the Company in 2022 and did not receive an annual cash bonus in respect of 2022.

Equity Incentives

2021 Incentive Plan

Options

Pursuant to the 2021 Incentive Plan, in 2021 we granted our Named Executive Officers options to purchase shares of common stock of the Company (the ‘‘Options’’). The time-based Options (the ‘‘Service Options’’) are subject to service-based vesting requirements and accelerated vesting upon the occurrence of certain change in control events. The performance-based Options (the ‘‘Return Target Options’’) are subject to vesting based on total equity return, and expire if such return-based vesting requirements are not met upon certain change in control events. The Return Target Options will vest in connection with certain change in control events, upon the achievement of a 3x return on investment to Vista. See the section entitled ‘‘Additional Narrative Disclosure—Potential Payments upon a Termination or Change in Control’’ below for additional information regarding the circumstances that could result in accelerated vesting of these awards.

MSUs

Pursuant to the 2021 Incentive Plan, in 2022 we made grants of MSUs to our Named Executive Officers. The MSUs vest over four years, 25% on the first anniversary of the vesting commencement date and 6.25% at the end of each quarter thereafter. The number of MSUs eligible to vest is based on the performance of the Company's common stock over each vesting period. The number of shares eligible to vest is calculated based on a payout factor. The payout factor is calculated by dividing the average closing price of the Company's stock during the ten trading days immediately preceding the applicable vesting date by the closing price of the Company's stock on the vesting commencement date. The payout factor is zero if the quotient is less than 0.60 and is capped at 2.25. This quotient is then multiplied by the target number of MSUs granted to the relevant Named Executive Officer to determine the number of shares to be issued to the Named Executive Officer at vesting. See the section entitled ‘‘Additional Narrative Disclosure—Potential Payments upon a Termination or Change in Control’’ below for additional information regarding the circumstances that could result in accelerated vesting of these awards.

RSUs

In 2022, we also granted Ms. Secor an RSU award with a fair value of $2.0 million. The RSUs vest over a four-year period, with 25% vesting on the first anniversary of the grant date, and the balance in 12 equal installments of 6.25% each quarter, subject to continued employment. See the section entitled ‘‘Additional Narrative Disclosure—Potential Payments upon a Termination or Change in Control’’ below for additional information regarding the circumstances that could result in accelerated vesting of this award.

2018 Plan

Service Options and Return Target Options have also been granted pursuant to the 2018 Plan. Similar to the Options granted under the 2021 Incentive Plan, the Service Options granted under the 2018 Plan are subject to service-based vesting requirements and accelerated vesting upon the occurrence of certain change in control events, and the Return Target Options granted under the 2018 Plan are subject to vesting based on total equity return, and expire if such return-based vesting requirements are not met upon certain change in control events and vest in connection with certain change in control events upon the achievement of a 3x return on investment to Vista. Our Board determined not to make any further awards under the 2018 Plan following the completion of our IPO.

Outstanding Equity Awards at 2022 Fiscal Year-End

The following table sets forth certain information with respect to outstanding equity awards of our Named Executive Officers as of December 31, 2022.

		Option Awards(1)				Stock Awards			
	Grant Date	Number of securities underlying unexercised options exercisable(2) (#)	Number of securities underlying unexercised options unexerciseable(3) (#)	Option exercise price ($)	Option expiration date	Number of shares or units of stock that have not vested	Market value of shares or units of stock that have not vested	Equity incentive plan awards: number of unearned shares, units or other rights that have not vested	Equity incentive plan awards: market value or payout value of unearned shares, units or other rights that have not vested
Lisa Utzschneider	1/7/2019	1,923,741	1,154,245(4)	$ 4.13	1/7/2029	—	—	—	—
	6/30/2021	141,277	423,833(5)	$18.00	6/30/2031	—	—	—	—
	6/17/2022	—	—	—	—			444,539(6)	$3,907,498
Tania Secor	12/5/2022	—	—	—	—	203,873(7)	$1,792,044	458,714(8)	$4,032,096
Oleg Bershadsky	3/27/2019	137,250	82,350(9)	$ 4.13	3/27/2029	—	—	—	—
	10/1/2020	73,200	146,400(10)	$ 8.58	10/1/2030	—	—	—	—
	6/30/2021	72,861	218,586(11)	$18.00	6/30/2031	—	—	—	—
	6/17/2022	—	—	—	—	—	—	304,827(12)	$2,679,429

(1) For each Named Executive Officer, two-thirds (2/3) of the Options disclosed in this table are Service Options and the remaining one-third (1/3) are Return Target Options. Twenty-five percent (25%) of the Service Options vest on the first anniversary of the vesting commencement date, and 6.25% of the Service Options vest on the last day of each calendar quarter following the first anniversary of the vesting commencement date until 100% of the Service Options are vested, subject to the Named Executive Officer's continued employment through the applicable vesting date. The Return Target Options vest upon the achievement of a 3x return on investment to Vista upon certain change in control events. The treatment of these awards upon certain terminations of employment and change in control events is described below under ''Additional Narrative Disclosure—Potential Payments upon Termination or Change in Control.''

(2) Awards reflected as ''exercisable'' are Service Options that have vested, but remain outstanding.

(3) Awards reflected as ''unexerciseable'' are Service and Return Target Options that have not vested.

(4) Under the terms of the applicable Option award agreement, (i) 1,923,741 Service Options are vested and exercisable, (ii) 128,250 Service Options are unvested; and (iii) 1,025,995 Return Target Options are unvested and will vest upon the achievement of a 3x return on investment to Vista upon certain change in control events, so long as Ms. Utzschneider remains employed through the date of such event.

(5) Ms. Utzschneider received an additional Option grant as part of the Initial Public Offering in June 2021. Under the terms of the applicable Option award agreement, (i) 141,277 Service Options are vested and exercisable; (ii) 235,463 Service Options are unvested; and (iii) 188,370 Return Target Options are unvested and will vest upon the achievement of a 3x return on investment to Vista upon certain change in control events, so long as Ms. Utzschneider remains employed through the date of such event.

(6) Ms. Utzschneider received a MSU grant in June 2022. Under the terms of the applicable award agreement, none of the MSUs have vested and 444,539 are unvested. The number of MSUs reflects the target payout level, or 100%.

(7) Ms. Secor received a RSU grant in December 2022. Under the terms of the applicable award agreement, none of the RSUs have vested and 203,873 RSUs are unvested.

(8) Ms. Secor received a MSU grant in December 2022. Under the terms of the applicable award agreement, none of the MSUs have vested and 458,714 MSUs are unvested. The number of MSUs reflects the maximum payout level, or 225%.

(9) Under the terms of the applicable Option award agreement, (i) 137,250 Service Options are vested and exercisable; (ii) 9,150 Service Options are unvested; and (iii) 73,200 Return Target Options are unvested and will vest upon the achievement of a 3x return on investment to Vista upon certain change in control events, so long as Mr. Bershadsky remains employed through the date of such event.

(10) Mr. Bershadsky received an additional Option grant upon his promotion to COO. Under the terms of the applicable Option award agreement, (i) 73,200 Service Options are vested and exercisable; (ii) 73,200 Service Options are unvested; and (iii) 73,200 Return Target Options are unvested and will vest upon the achievement of a 3x return on investment to Vista upon certain change in control events, so long as Mr. Bershadsky remains employed through the date of such event.

(11) Mr. Bershadsky received an additional Option grant as part of the Initial Public Offering in June 2021. Under the terms of the applicable Option award agreement, (i) 72,861 Service Options are vested and exercisable; (ii) 121,437 Service Options are unvested; and (iii) 97,149 Return Target Options are unvested and will vest upon the achievement of a 3x return on investment to Vista upon certain change in control events, so long as Mr. Bershadsky remains employed through the date of such event.

(12) Mr. Bershadsky received a MSU grant in June 2022. Under the terms of the applicable award agreement, none of the MSUs have vested and 304,827 are unvested. The number of MSUs reflects the target payout level, or 100%.

Additional Narrative Disclosure

Retirement Benefits

We do not have a defined benefit pension plan or nonqualified deferred compensation plan. We currently maintain a retirement plan intended to provide benefits under Section 401(k) of the Internal Revenue Code, pursuant to which employees, including the Named Executive Officers, can make voluntary pre-tax contributions. We match 50% of elective deferrals made by employees, up to 3% of each employee's base salary with respect to each calendar year. All amount contributed to employees' accounts, including these matching contributions, are 100% vested at all times. All contributions under the plan are subject to certain annual dollar limitations, which are periodically adjusted for changes in the cost of living.

Potential Payments upon Termination or Change in Control

Each Named Executive Officer's outstanding Service Options will accelerate and vest upon a ''termination event,'' which is generally defined as (i) any sale or transfer by the Company (or any of its significant subsidiaries) of all or substantially all of their assets on a consolidated basis, (ii) any consolidation, merger or reorganization of the Company (or any of its significant subsidiaries) with or into any other entity or entities as a result of which any person or group other than the pre-public investors obtains possession of voting power to elect a majority of the surviving entity's board of directors or, in the case of a surviving entity which is not a corporation, governing body, or (iii) any sale or transfer to any third party of units or shares of the capital stock of any significant subsidiary by the holders thereof as a result of which any person or group other than the pre-public investors obtains possession of voting power to elect a majority of the Company's board of managers or the board of directors or any other governing body of the applicable significant subsidiary.

Ms. Secor's employment agreement provides that in the event a Change in Control (as defined in the 2021 Incentive Plan) occurs within 12 months of Ms. Secor's start date, the first 25% of the MSUs and RSUs granted pursuant to her commencement of employment and scheduled to vest on the first anniversary of the grant date will become vested immediately upon such Change in Control. Ms. Secor's RSU award agreement provides that except to the extent substitute awards are granted in assumption of, or in substitution for, any then unvested RSUs, in the event of a Change in Control, if Ms. Secor incurs a separation from service within six months following such Change in Control, 100% of any then unvested RSUs will immediately become fully vested and non-forfeitable, provided that she remains in continuous service from the grant date through the occurrence of the Change in Control.

In the event the Named Executive Officer experiences a separation from service due to (x) a termination of the Named Executive Officer's employment by the Company without cause (and not due to the Participant's death or disability) or (y) the Named Executive Officer's resignation for good reason, any MSUs that would have been eligible to vest during the six month period following such separation from service will remain outstanding and continue to be eligible to vest and settle. If the MSUs are not assumed or replaced in the event of a Change in Control, 100% of any then-unvested MSUs will immediately become fully time-vested and non-forfeitable on the date of such Change in Control and the actual number of MSUs earned will be determined on the date of the Change in Control by multiplying (x) the number of then-unvested MSUs by (y) the average share price for the 10 trading days immediately preceding the date of the Change in Control divided by the base price set forth in the applicable award agreement (such result will be capped at 2.25 and will have a minimum of 1.0) (the ''Change in Control Payout Factor''). If the MSUs are assumed or replaced in the event of a Change in Control, then (i) any then-unvested MSUs shall be converted based on the Change in Control Payout Factor and shall continue to time-vest in accordance with the schedule set forth in the applicable award agreement (the ‘‘Converted Award’’) and (ii) in the event the Named Executive Officer incurs a separation from service due to a termination of the Named Executive Officer’s employment by the Company without cause (and not due to the Participant’s death or disability) or due to the Named Executive Officer’s resignation for good reason, in each case, within six months following such Change in Control, 100% of any then-unvested portion of the Converted Award will immediately vest on the date of such separation from service.

Our Named Executive Officers’ employment agreements provide that upon a termination by us other than for ‘‘cause’’ or upon a resignation by such executive for ‘‘good reason’’ (and not in connection with a ‘‘change in control’’, with respect to Ms. Secor), each as defined therein, subject to the execution and delivery of a fully effective release of claims in favor of the Company and continued compliance with applicable restrictive covenants, Ms. Utzschneider, Ms. Secor and Mr. Bershadsky will receive salary continuation payments and continued COBRA coverage at the Company’s expense for 12 months and, at the sole discretion of the Board, a prorated portion of any bonus that may have been awarded in the year of termination. The employment agreements also contain certain restrictive covenants, including provisions that create restrictions, with certain limitations, on our Named Executive Officers (i) soliciting any customers, soliciting or hiring Company employees or inducing them to terminate their employment during the term of the Named Executive Officers’ employment with the Company and, in the case of Ms. Utzschneider, Ms. Secor, and Mr. Bershadsky, for a 12 month period following termination of employment, (ii) competing with the Company during the term of the Named Executive Officers’ employment with the Company and, in the case of Ms. Utzschneider, Ms. Secor and Mr. Bershadsky, for a 12 month period following termination of employment, subject to restrictions in certain jurisdictions, (iii) with respect to Ms. Utzschneider and Mr. Bershadsky making disparaging statements about the Company or its officers, directors or employees, and (iv) disclosing confidential information of the Company or its affiliates.

For the purposes of each Ms. Utzschneider and Mr. Bershadsky’s employment agreement:

- ‘‘Cause’’ means any of the following: (i) a material failure to perform his or her responsibilities or duties to the Company, subject to certain a notice and cure period; (ii) engagement in illegal conduct or gross misconduct that the Company in good faith believes has materially harmed, or is reasonably likely to materially harm , the standing and reputation of the Company; (iii) commission or conviction of, or plea of guilty or nolo contendere to, a felony, a crime involving moral turpitude or any other act or omission that the Company in good faith believes has materially harmed, or is reasonably likely to materially harm , the standing and reputation of the Company; (iv) a material breach of his or her duty of loyalty to the Company or material breach of the Company’s written code of conduct and business ethics or a violations of any of the restrictive covenants; (v) fraud, gross negligence or repetitive negligence committed without regard to written corrective direction in the course of the discharge of duties as an employee to the Company; or (vi) excessive and unreasonable absences from his or her duties for any reason (other than an authorized leave or as a result of disability).

For the purposes of Ms. Secor’s employment agreement:

- ‘‘Cause’’ means any of the following: (i) a material failure by Ms. Secor to perform her primary responsibilities or duties to the Company under the employment agreement or those other lawful and material responsibilities or duties as reasonably requested from time to time by the Board, after written demand for performance has been given by the Board that identifies how she has not performed her responsibilities or duties and the expected correction, and such failure, if susceptible of cure, has not been cured for a period of 45 days after she receives notice from the Board; (ii) her willful engagement in conduct which she knows at the time to be illegal and that the Company in good faith believes has materially harmed, or is reasonably likely to materially harm, the standing and reputation of the Company; (iii) her conviction of, or plea of guilty or nolo contendere to, a felony, a crime involving moral turpitude that the Company in good faith believes has materially harmed, or is reasonably likely to materially harm, the standing and reputation of the Company; (iv) a material breach of her duty of loyalty to the Company or her material breach of the Company’s written code of conduct and business ethics or restrictive covenants (to the extent any such provisions are then lawful and enforceable), or any other material written agreement between her and the Company; (v) willful and material fraud or gross negligence after written demand for performance has been given by the Board that identifies how she has not performed her responsibilities or duties and the expected correction, and such failure, if susceptible of cure, has not been cured for a period of 45 days after she receives notice from the Board; or (vi) excessive and unreasonable absences from her duties for any reason (excluding any reasonable vacation periods, other than an authorized leave as permitted by law, or as a result of her disability.

For the purposes of the employment agreement with Ms. Utzschneider:

- ‘‘Good Reason’’ means, subject to certain notice and cure provisions, any of the following: (i) a material, adverse change in Ms. Utzschneider’s duties or responsibilities; (ii) a reduction of greater than 10% of her base salary, or that is not implemented in conjunction with a general decrease in salary for the executive management team; (iii) a material breach by us of any employment agreement employment agreement between the Named Executive Officer and the Company; or (iv) a relocation of her primary place of work by more than 25 miles.

For the purposes of the employment agreement with Ms. Secor:

- ‘‘Good Reason’’ means, subject to certain notice and cure provisions, any of the following: (i) a material, adverse change in her duties, responsibilities or reporting structure with the Company; (ii) (A) any reduction in her then current base salary that is not implemented in conjunction with and in equal proportion to a general decrease affecting the executive management team or (B) a reduction in her then current base salary by more than 10% in conjunction with a general decrease affecting the entire executive management team; (iii) a relocation of her primary place of work by more than 50 miles; or (iv) the material breach by the Company of the letter agreement or any other employment agreement between Ms. Secor and the Company;.

For the purposes of the employment agreement with Mr. Bershadsky:

- ‘‘Good Reason’’ means, subject to certain notice and cure provisions, any of the following: (i) a material, adverse change in his duties or responsibilities; (ii) a reduction in base salary of greater than 10% of his base salary, or that is not implemented in conjunction with a general decrease in salary for the executive management team; (iii) a material breach by us of any employment agreement between the Named Executive Officer and the Company; or (iv) a relocation of his primary place of work by more than 50 miles.

As we reported in our Current Reports filed on Form 8-K on March 10, 2023 and March 31, 2023, on March 9, 2023, the Company and Mr. Bershadsky agreed that he would leave the Company. Mr. Bershadsky’s employment terminated April 3, 2023.

DIRECTOR COMPENSATION

Non-Employee Director Compensation

The following table presents the total compensation for each person who served as a non-employee, non-Vista member of our Board during 2022. Other than as set forth in the table and described more fully below, we did not pay any compensation, reimburse any expense of, make any equity awards or non-equity awards to, or pay any other compensation to any of, the other non-employee members of our Board in 2022.

Name	Fees earned or paid in cash ($)(1)	Stock Awards(2)	Total ($)
Otto Berkes	$100,000	$150,002	$250,002
Bridgette Heller	$100,000	$150,002	$250,002
Jill Putman	$120,000	$150,002	$270,002

(1) The Chair of the Audit Committee received cash fees of $30,000 per quarterly meeting and the remaining directors received cash fees of $25,000 per quarterly meeting.

(2) Our non-employee directors listed above also received RSUs that vest on the anniversary of the relevant grant date.

Non-Employee Director Compensation Policy

The annual compensation of our non-employee and non-Vista directors is as follows:

Name	Amount
Annual cash retainer (paid in quarterly installments)	$100,000
Additional cash retainer compensation for Chair of Audit Committee and Chair of the Compensation and Nominating Committee (paid in quarterly installments)	$ 20,000
Annual equity retainer (payable in RSUs that cliff vest on the one-year anniversary of the grant date)	$150,000

All non-employee directors are also reimbursed for their reasonable out-of-pocket expenses to attend meetings of our Board and related committees and otherwise attend to our business.

All non-employee, non-Vista board members are expected to have a minimum level of stock ownership equivalent to five times the annual cash retainer, to be achieved within five years of the latter of adoption of the set of operating guidelines or joining the Board.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Policies and Procedures for Approval of Related Party Transactions

We have adopted a written policy with respect to the review, approval and ratification of related party transactions. Under the policy, our Audit Committee is responsible for reviewing and approving related party transactions. In the course of its review and approval of related party transactions, our Audit Committee will consider the relevant facts and circumstances to decide whether to approve such transactions. In particular, our policy requires our Audit Committee to consider, among other factors it deems appropriate:

- the related person's relationship to us and interest in the transaction;
- the material facts of the proposed transaction, including the proposed aggregate value of the transaction;
- the impact on a director's independence in the event the related person is a director or an immediate family member of the director;
- the benefits to us of the proposed transaction;
- if applicable, the availability of other sources of comparable products or services; and
- an assessment of whether the proposed transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally.

The Audit Committee may only approve those transactions that are in, or are not inconsistent with, our best interests and those of our shareholders, as the Audit Committee determines in good faith.

In addition, under our Code of Ethics, our employees, directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest.

Related Party Transactions

Other than compensation arrangements for our directors and Named Executive Officers, which are described in the section entitled ''Executive and Director Compensation'', below we describe transactions during the fiscal year ended December 31, 2022 to which we were a participant or will be a participant, in which:

- the amounts involved exceeded or will exceed $120,000; and
- any of our directors, executive officers, or holders of more than 5% of our capital stock, or any member of the immediate family of, or person sharing the household with, the foregoing persons, had or will have a direct or indirect material interest.

Director Nomination Agreement

The Director Nomination Agreement provides Vista the right to designate: (i) all of the nominees for election to our Board for so long as Vista beneficially owns 40% or more of the Original Amount; (ii) a number of directors (rounded up to the nearest whole number) equal to 40% of the total directors for so long as Vista beneficially owns at least 30% and less than 40% of the Original Amount; (iii) a number of directors (rounded up to the nearest whole number) equal to 30% of the total directors for so long as Vista beneficially owns at least 20% and less than 30% of the Original Amount; (iv) a number of directors (rounded up to the nearest whole number) equal to 20% of the total directors for so long as Vista beneficially owns at least 10% and less than 20% of the Original Amount; and (v) one director for so long as Vista beneficially owns at least 5% and less than 10% of the Original Amount. In each case, Vista's nominees must comply with applicable law and stock exchange rules. In addition, Vista is entitled to designate the replacement for any of its board designees whose board service terminates prior to the end of the director's term regardless of Vista's beneficial ownership at such time. Vista also has the right to have its designees participate on committees of our Board proportionate to its stock ownership, subject to compliance with applicable law and stock exchange rules. The Director Nomination Agreement also prohibits us from increasing or decreasing the size of our Board without the prior written consent of Vista. This agreement will terminate at such time as Vista owns less than 5% of the Original Amount.

Rod Aliabadi, Michael Fosnaugh, Christina Lema, Brooke Nakatsukasa and Martin Taylor, five of our current directors, are employed as Managing Director; Senior Managing Director; Managing Director and General Counsel; Vice President; and Operating Principal, respectively, of Vista.

Registration Rights Agreement

We are party to a registration rights agreement with Vista. Vista is entitled to request that we register Vista's shares on a long-form or short-form registration statement on one or more occasions in the future, which registrations may be "shelf registrations." Vista is also entitled to participate in certain of our registered offerings, subject to the restrictions in the registration rights agreement. We pay Vista's expenses in connection with Vista's exercise of these rights. The registration rights described in this paragraph apply to (i) shares of our common stock held by Vista and its affiliates and (ii) any of our capital stock (or that of our subsidiaries) issued or issuable with respect to the common stock described in clause (i) with respect to any dividend, distribution, recapitalization, reorganization, or certain other corporate transactions ("Registrable Securities"). These registration rights are also for the benefit of any subsequent holder of Registrable Securities; provided that any particular securities will cease to be Registrable Securities when they have been sold in a registered public offering, sold in compliance with Rule 144 of the Securities Act of 1933, as amended (the "Securities Act"), or repurchased by us or our subsidiaries. In addition, with the consent of the company and holders of a majority of Registrable Securities, any Registrable Securities held by a person other than Vista and its affiliates will cease to be Registrable Securities if they can be sold without limitation under Rule 144 of the Securities Act.

Indemnification of Officers and Directors

We are party to indemnification agreements with each of our officers and directors. The indemnification agreements provide the officers and directors with contractual rights to indemnification, expense advancement and reimbursement, to the fullest extent permitted under Delaware law. Additionally, we may enter into indemnification agreements with any new directors or officers that may be broader in scope than the specific indemnification provisions contained in Delaware law. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our officers and directors pursuant to the foregoing agreements, we have been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act, and is therefore unenforceable.

Consulting Agreement

We have used Vista Consulting Group, LLC ("VCG"), the operating and consulting arm of Vista, for consulting services, and have also reimbursed VCG for expenses related to participation by our employees in VCG sponsored events and for software and professional services centrally managed and administered by VCG and utilized by us, and also paid to VCG related fees and expenses. We paid VCG $0.1 million for the year ended December 31, 2022.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information about the beneficial ownership of our common stock as of March 22, 2023 for:

- each person or group known to us who beneficially owns more than 5% of our common stock;
- each of our directors;
- each of our Named Executive Officers; and
- all of our directors and executive officers as a group.

The numbers of shares of common stock beneficially owned and percentages of beneficial ownership are based on 154,511,531 shares of common stock outstanding as of March 22, 2023.

Beneficial ownership for the purposes of the following table is determined in accordance with the rules and regulations of the SEC. These rules generally provide that a person is the beneficial owner of securities if such person has or shares the power to vote or direct the voting thereof, or to dispose or direct the disposition thereof or has the right to acquire such powers within 60 days. Common stock subject to options or RSUs that are currently exercisable or exercisable or will vest within 60 days of March 22, 2023 are deemed to be outstanding and beneficially owned by the person holding the options or RSUs. These shares, however, are not deemed outstanding for the purposes of computing the percentage ownership of any other person. Except as disclosed in the footnotes to this table and subject to applicable community property laws, we believe that each shareholder identified in the table possesses sole voting and investment power over all common stock shown as beneficially owned by the shareholder.

Unless otherwise noted below, the mailing address of each beneficial owner listed on the table is c/o Integral Ad Science Holding Corp., 99 Wall Street, #1950, New York, NY 10005.

	Common Stock	
Name of Beneficial Owner	**Number of Shares Beneficially Owned**	**Percentage of Shares Outstanding**
5% Shareholders		
Vista Funds[(1)]	94,380,001	61%
Atlas Venture Fund VIII, L.P.[(2)]	22,722,771	15%
Named Executive Officers and Directors		
Lisa Utzschneider[(3)]	2,216,814	1%
Tania Secor	—	*
Oleg Bershadsky[(4)]	322,904	*
Rod Aliabadi	—	*
Otto Berkes	26,931	*
Michael Fosnaugh	—	*
Bridgette Heller	8,991	*
Christina Lema	—	*
Brooke Nakatsukasa	—	*
Jill Putman	12,094	*
Martin Taylor	—	*
All Directors and Executive Officers as a Group (12 individuals)[(5)]	2,737,396	2%

* Less than 1%.

(1) As reported on the Schedule 13G filed February 8, 2022, shares held by the Vista Funds (as defined below) include 58,393,646 shares held directly by Vista Equity Partners Fund VI, L.P. (''VEPF VI''), 35,275,781 shares held directly by Vista Equity Partners Fund VI-A, L.P. (''VEPF VI-A''), and 710,574 shares held directly by VEPF VI FAF, L.P. (''FAF,'' and collectively with VEPF VI and VEPF VI-A, the ''Vista Funds''). Vista Equity Partners Fund VI GP, L.P. (''Fund VI GP'') is the sole general partner of each of VEPF VI, VEPF VI-A and FAF. Fund VI GP's sole general partner is VEPF VI GP, Ltd. (''Fund VI UGP''). Robert F. Smith is the sole director and one of 11 members of Fund VI UGP. VEPF Management, L.P. (''Management Company'') is the sole management company of each of the Vista Funds. The Management Company's sole general partner is VEP Group, LLC (''VEP Group''), and the Management Company's sole limited partner is Vista Equity Partners Management, LLC (''VEPM''). VEP Group is the Senior Managing Member of

VEPM. Robert F. Smith is the sole Managing Member of VEP Group. Consequently, Mr. Smith, Fund VI GP, Fund VI UGP, the Management Company, VEPM and VEP Group may be deemed the beneficial owners of the shares held by the Vista Funds. The principal business address of each of the Vista Funds, Fund VI GP, Fund VI UGP, the Management Company, VEPM and VEP Group is c/o Vista Equity Partners, 4 Embarcadero Center, 20th Fl., San Francisco, California 94111. The principal business address of Mr. Smith is c/o Vista Equity Partners, 401 Congress Drive, Suite 3100, Austin, Texas 78701.

(2) As reported on the Schedule 13G/A filed January 31, 2023, Atlas Venture Fund VIII, L.P. (''Atlas VIII'') directly holds 22,722,771 shares. Atlas Venture Associates VIII, L.P. (''AVA VIII LP'') is the sole general partner of Atlas VIII. Atlas Venture Associates VIII, Inc. (''AVA VIII Inc.'') is the sole general partner of AVA VIII LP and its four directors are Jeff Fagnan, Peter Barrett, Jean-Francois Formela and Bruce Booth, who may act by majority. Each of Atlas VIII, AVAI VIII LP and AVA VIII Inc. disclaim beneficial ownership of all shares except to the extent of its pecuniary interest, if any, therein. The business address of each of Atlas VIII, AVA VIII LP and AVA VIII Inc. is 56 Wareham Street, Floor 3, Boston, MA 02118.

(3) Includes options to purchase 2,193,268 shares of common stock that are currently exercisable and options to purchase 23,546 shares of common stock that become exercisable within 60 days as of March 22, 2023.

(4) Includes options to purchase 292,461 shares of common stock that are currently exercisable and options to purchase 30,443 shares of common stock that become exercisable within 60 days as of March 22, 2023.

(5) Includes options to purchase 2,617,166 shares of common stock that are currently exercisable and options to purchase 72,214 shares of common stock that become exercisable within 60 days as of March 22, 2023.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than ten percent of a registered class of our equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock and other equity securities. Officers, directors and greater than ten percent shareholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

To our knowledge, based solely on a review of the copies of such reports furnished to us and written representations that no other reports were required, during the year ended December 31, 2022, all Section 16(a) filing requirements applicable to our officers, directors and greater than ten percent beneficial owners were complied with, except that due to administrative error, a disposition of common stock by Anil Sukumaran was not timely reported.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information as of December 31, 2022 regarding shares of our common stock that may be issued under the Company's equity compensation plans, consisting of the 2021 Incentive Plan, the Integral Ad Science Holding Corp. 2021 Employee Stock Purchase Plan (the "ESPP"), and the 2018 Plan.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities available for future issuance under equity compensation plans (excluding securities reflected in column (a))(c)[(3)]
Equity compensation plans approved by security holders[(1)]	15,698,615	$8.06[(2)]	9,813,780
Equity compensation plans not approved by security holders	—	—	—
Total	15,698,615	$8.06	9,813,780

(1) Includes the 2021 Plan, the ESPP and the 2018 Plan.

(2) The weighted average exercise price excludes RSUs and MSUs that have no exercise price.

(3) Includes (i) 8,026,296 shares of common stock that remained available for grant under the 2021 Plan as of December 31, 2022, and (ii) 1,787,484 shares of common stock that remained available under the ESPP as of December 31, 2022. The 2021 Plan provides for an automatic increase in the number of shares reserved for issuance thereunder on January 1 of each calendar year during the term of the Plan, equal to the lesser of (i) 5% of the total number of shares of common stock outstanding on each December 31 immediately prior to the date of increase or (ii) such lesser number of shares of common stock determined by our Board. The number of shares available for issuance under the ESPP is increased annually on January 1 of each calendar year beginning in 2022 and ending in and including 2031, by an amount equal to the lesser of (i) 1% of the shares outstanding on the final day of the immediately preceding calendar year and (ii) such smaller number of shares as is determined by our Board, provided that no more than 16,000,000 shares of our common stock may be issued under the Section 423 Component. There are no shares of common stock remaining to be issued under the 2018 Plan as our Board determined not to make any further awards under such plan following the completion of our IPO.

PROPOSAL 2 – RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2023. Services provided to the Company and its subsidiaries by PricewaterhouseCoopers LLP for the year ended December 31, 2022 are described below and under "Audit Committee Report."

Fees and Services

The following table summarizes the aggregate fees for professional audit services and other services rendered by PricewaterhouseCoopers LLP for the years ended December 31, 2022 and 2021 (in thousands):

	2022	2021
Audit Fees(1)	$1,980	$1,980
Audit-Related Fees	$ —	$ —
Tax Fees(2)	$ 283	$ 100
All Other Fees(3)	$ 10	$ 5
Total	$2,273	$2,085

(1) Audit fees include professional services rendered for the audit of our consolidated financial statements, reviews of our quarterly consolidated financial statements, services provided in connection with our initial public offering and other regulatory filings.

(2) Tax fees include the aggregate fees billed for services rendered for tax compliance and tax advice.

(3) All other fees include aggregate fees billed for services other than those disclosed above, including access to online accounting and tax research software applications.

In considering the nature of the services provided by the independent auditor, the Audit Committee determined that such services are compatible with the provision of independent audit services. The Audit Committee discussed these services with the independent auditor and the Company's management to determine that they are permitted under the rules and regulations concerning auditor independence promulgated by the SEC to implement the Sarbanes-Oxley Act of 2002, as well as the American Institute of Certified Public Accountants.

The Audit Committee has adopted a policy that requires advance approval of all audit services as well as non-audit services to the extent required by the Exchange Act and the Sarbanes-Oxley Act of 2002. Unless the specific service has been previously pre-approved with respect to that year, the Audit Committee must approve the permitted service before the independent auditor is engaged to perform it. Each year, the Audit Committee will pre-approve audit services, audit-related services and tax services to be used by the Company.

The Audit Committee approved all services provided by PricewaterhouseCoopers LLP. Representatives of PricewaterhouseCoopers LLP are expected to be present at the Annual Meeting. They will have the opportunity to make a statement if they desire to do so, and we expect that they will be available to respond to questions.

Ratification of the appointment of PricewaterhouseCoopers LLP requires affirmative votes from the holders of a majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote. If the Company's shareholders do not ratify the appointment of PricewaterhouseCoopers LLP, the Audit Committee will reconsider the appointment and may affirm the appointment or retain another independent accounting firm. Even if the appointment is ratified, the Audit Committee may in the future replace PricewaterhouseCoopers LLP as our independent registered public accounting firm if it is determined that it is in the Company's best interests to do so.

THE BOARD RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2023.

AUDIT COMMITTEE REPORT

The Audit Committee is composed solely of independent directors under SEC rules and the NASDAQ listing standards. None of the Audit Committee members is or has been an officer or employee of the Company or any of our subsidiaries or has any current business or any family relationship with the Company or any of our subsidiaries or affiliates.

Our management has the primary responsibility for the financial statements and reporting process, including the systems of internal controls. The independent auditors are responsible for performing an independent audit of our consolidated financial statements in accordance with auditing standards generally accepted in the United States and issuing a report thereon. The Audit Committee's responsibility is to monitor and oversee these processes and to select annually the accountants to serve as our independent auditors for the coming year.

In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed with management and the independent auditors the audited consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2022, including a discussion of the quality, rather than just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements. The Audit Committee also discussed with the independent auditors such other matters as are required to be discussed under the applicable requirements of the Public Company Accounting Oversight Board (''PCAOB'') and the SEC.

In addition, the Audit Committee received written disclosures and the letter from the independent auditors required by the applicable requirements of the PCAOB regarding the independent auditors' communications with the Audit Committee concerning independence. The Audit Committee discussed with the independent auditors their independence, including whether the provision of services during the fiscal year ended December 31, 2022 by the auditors that were unrelated to their audit of the consolidated financial statements referred to above and to their reviews of our interim consolidated financial statements during the fiscal year is compatible with maintaining their independence.

Additionally, the Audit Committee discussed with the independent auditors the overall scope and plan for their audit. The Audit Committee met with the independent auditors, with and without management present, to discuss the results of their examination, their observations on our internal controls and the overall quality of our financial reporting.

Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2022 for filing with the SEC.

Audit Committee:

Jill Putman, Chair
Otto Berkes
Bridgette Heller

OTHER MATTERS

We are not aware of any matters other than those discussed in the foregoing materials contemplated for action at the Annual Meeting. The persons named in the proxy card will vote in accordance with the recommendation of the Board on any other matters incidental to the conduct of, or otherwise properly brought before, the Annual Meeting. The proxy card contains discretionary authority for them to do so.

WHERE TO FIND ADDITIONAL INFORMATION

We are subject to the informational requirements of the Exchange Act and in accordance therewith, we file annual, quarterly and current reports and other information with the SEC. Such information may be accessed electronically by means of the SEC's home page on the Internet at *www.sec.gov*. We are an electronic filer, and the SEC maintains an Internet site at *www.sec.gov* that contains the reports and other information we file electronically. Our website address is *https://investors.integralads.com*. Please note that our website address is provided as an inactive textual reference only. We make available free of charge, through our website, our annual report on Form 10-K, as amended, quarterly reports on Form 10-Q and current reports on Form 8-K, and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. The information provided on or accessible through our website is not part of this proxy statement.

COST OF PROXY SOLICITATION

The Company is paying the expenses of this solicitation. The Company will also make arrangements with brokerage houses and other custodians, nominees and fiduciaries to forward proxy materials to beneficial owners of stock held as of the Record Date by such persons, and the Company will reimburse such persons for their reasonable out-of-pocket expenses in forwarding such proxy materials. In addition to solicitation by mail, directors, officers and other employees of the Company may solicit proxies in person or by telephone, facsimile, email or other similar means.