

DOUBLEVERIFY HOLDINGS, INC. CORPORATE GOVERNANCE GUIDELINES

As Adopted by the Board of Directors on
April 15, 2021

The board of directors (the “Board”) of DoubleVerify Holdings, Inc. (the “Company”) has adopted the following guidelines as a general framework to assist the Board in carrying out its responsibility for the business and affairs of the Company to be managed by or under the direction of the Board and in furtherance of its continuing effort to enhance its corporate governance. These guidelines are in addition to, and are not intended to change or interpret, any federal or state law or regulation, including the Delaware General Corporation Law, as amended (the “DGCL”), the Company’s Second Amended and Restated Certificate of Incorporation (as may be further amended or restated from time to time), the Company’s Amended and Restated Bylaws (as may be further amended or restated from time to time, the “Bylaws”) or the Stockholder’s Agreement, dated April 21, 2021, between the Company and Providence VII U.S. Holdings L.P. (“Providence”), as amended from time to time (the “Stockholder’s Agreement”). The Board and the Nominating and Corporate Governance Committee of the Board will review and amend these guidelines from time to time as they deem necessary and appropriate.

1. Board and Director Responsibilities

The business and affairs of the Company will be managed under the direction of the Board. Each director will act in what he or she reasonably believes to be in the best interests of the Company and its shareholders, and must exercise his or her business judgment.

Each director, will, in the performance of such director’s duties, be fully protected in relying in good faith upon the records of the Company and upon such information, opinions, reports or statements presented to the Company by any of the Company’s officers, employees, committees of the Board or by any other person as to matters such director reasonably believes are within such other person’s professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

As a condition of service, each director will maintain the confidential nature of all Board deliberations and discussions and any non-public information about the Company.

2. Director Qualification Standards

Pursuant to the exemptions provided to “controlled companies” by the rules of the New York Stock Exchange (the “NYSE”), for such time that the Company qualifies as a “controlled company,” the Company will not be required to have a majority of independent directors. Once the Company ceases to qualify as a “controlled company,” and after any permissible phase-in period, the Board will have a majority of the members of the Board who will satisfy the independence requirements of the NYSE relating to directors. A director will be deemed independent if the Board has made an affirmative determination that such director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). The Board will review the independence of each director annually, or more frequently if required by applicable law or NYSE regulation.

The Board will consider the following criteria for director qualification: (i) the nominee’s independence, judgment, strength of character, ethics and integrity; (ii) the nominee’s business or other relevant experience and skills and knowledge useful to the oversight of the Company’s business; (iii) the Company’s commitment to diversity; and (iv) whether a nominee has sufficient time to carry out the responsibilities of a director.

3. Size of the Board

The Board will initially consist of seven directors, which number may be modified by resolution adopted from time to time by the Board, but shall not be less than one. The Board may consider expanding its size to accommodate an outstanding candidate or candidates or in order to meet applicable independence requirements imposed by law or NYSE rules or reducing its size if the Board determines that a smaller Board would be more appropriate. The Nominating and Corporate Governance Committee will periodically review the size of the Board and recommend any proposed changes to the Board. In conducting its annual assessment of the composition of the Board, the Nominating and Corporate Governance Committee will make recommendations for changes in the size of the Board as appropriate, taking into account the goal of having a Board size appropriate to provide diversity of thought and experience, as well as individual accountability.

4. Office of Chairperson of the Board

A Chairperson of the Board (the “Chairperson”) will be elected by the Board from among its members to preside at all meetings of the Board.

It is the policy of the Board that it may choose in its discretion whether to separate or combine the offices of Chairperson and Chief Executive Officer on a case-by-case basis. The Board believes it is important to retain its flexibility to allocate the

responsibilities of the offices of the Chairperson and Chief Executive Officer in any way that is in the best interests of the Company at a given point in time. If the Board chooses to combine the offices of Chairperson and Chief Executive Officer, a lead director will be appointed annually by the independent directors.

5. **Board Membership Criteria**

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board annually the requisite skills and characteristics of new Board members as well as the Board as a whole. This assessment will take into consideration any requirements of independence, as well as the skills, judgment and diversity of experience of candidates and the needs of the Board.

The Nominating and Corporate Governance Committee will recommend to the Board criteria for the selection of new directors and periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria. Director candidates should demonstrate strong values and discipline, high ethical standards, a commitment to full participation on the Board and its committees, and relevant career experience, along with other skills and characteristics that meet the current needs of the Board.

6. **Selection of New Director Candidates**

The Board will select new director candidates based on the recommendations of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will identify and recommend to the Board candidates the Nominating and Corporate Governance Committee believes are qualified and suitable to become members of the Board consistent with the criteria for selection of new directors adopted from time to time by the Board, and recommend to the Board the nominees to stand for election as directors at each annual meeting of shareholders, or, if applicable, at any special meeting of shareholders.

7. **Term Limits**

In accordance with the Company's Amended and Restated Bylaws, there are no established term limits for service on the Board.

8. **Directors who Change their Present Job Responsibility or Cease to be Independent**

Directors are expected to report substantial changes in their principal business responsibilities, including retirement, to the Chairperson and the chairperson of the Nominating and Corporate Governance Committee. Together with such report, the reporting director will also tender his or her resignation to the Chairperson and the

chairperson of the Nominating and Corporate Governance Committee. In addition, directors who cease to qualify as independent after election to the Board will be required to tender a resignation as a director promptly to the Chairperson and the chairperson of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will review whether the new occupation, or retirement, of the director, or lost independence is consistent with the specific rationale for originally selecting that individual and the guidelines for board membership. The Nominating and Corporate Governance Committee will recommend action to be taken by the full Board regarding the resignation based on, in the case of retirement, the circumstances of retirement, in the case of a new position, the responsibility and type of position and industry involved, or in the case of lost independence, the independence requirements of the Board. The director who has experienced the change in circumstance or lost independence shall not participate in the deliberations by the Nominating and Corporate Governance Committee and the Board with respect to the resignation.

9. **Limitation on Number of Boards a Director may Serve**

No director will serve on more than four other public company boards (for the avoidance of doubt, a public company is a company with publicly traded equity) without the prior consent of the Board, and any director who is a chief executive officer, chief financial officer or other senior executive of a public company who is designated as an “executive officer” of the public company for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, may serve on no more than two other public company boards without the prior consent of the Board. Directors will advise the Chairperson and the chairperson of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another public company board.

Service on boards and committees of other organizations should be consistent with the Company’s Code of Business Conduct. If a member of the Company’s Audit Committee serves on more than two public company audit committees, the Board will determine whether such simultaneous service impairs the director’s ability to serve effectively on the Company’s Audit Committee.

10. **Number of Meetings; Attendance of Directors at Board Meetings**

The Board will hold a minimum of four meetings per year. Directors are expected to regularly attend meetings of the Board and the committees of which they are members, and to spend the time needed to properly discharge their responsibilities, including by keeping themselves informed about the business and operations of the Company.

11. **Selection of Agenda Items for Board Meeting**

The Chairperson, in consultation with the Chief Executive Officer, if desired or appropriate, will establish the agenda for each Board meeting. Individual Board members are encouraged to suggest agenda items. The Board will review the Company's financial performance on a regular basis at Board meetings and through periodic updates. The Board will review the Company's strategic plans and the principal issues (including financial, accounting and risk management issues) that the Company is facing or will face in the future during at least one Board meeting each year.

12. **Board Materials Distributed in Advance**

The Company will distribute meeting agendas and appropriate materials and information pertaining to Board and committee meetings in advance of those meetings to the extent practicable. A director is expected to review all distributed materials prior to any Board or committee meeting that such director attends. The Board recognizes that certain items to be discussed at Board meetings are of an extremely sensitive nature and the distribution of material on these matters prior to a Board or committee meeting may not be appropriate.

13. **Ethics and Conflicts of Interest**

The Company expects all directors, officers and employees to act ethically and adhere to the Company's Code of Business Conduct. Copies of the codes are available at www.doubleverify.com. In addition to complying with the Code of Business Conduct and all other applicable company policies, including the Related Person Transaction Policy, directors shall promptly inform the Chairperson or the chairperson of the Audit Committee if an actual or potential conflict of interest arises. Directors shall recuse themselves from any discussion or decision involving another firm or company with which the director is affiliated or other matters with respect to which the director has a personal conflict. Each director will notify the Chairperson of any substantial changes in his or her affiliation or position of principal employment. The Company shall not, directly or indirectly, extend or maintain credit, arrange for or renew an extension of credit in the form of a personal loan to or for any director or executive officer. Accordingly, each director will avoid taking actions or having interests that might result in a conflict of interest, that is, a situation where a director's private interest interferes in any way—or even appears to interfere—with the interests of the Company as a whole. Each director will ethically handle all actual or apparent conflicts of interest between personal and professional relationships, including promptly informing the Chief Legal Officer if such a conflict arises and recusing himself/herself from any discussion or decision affecting his/her personal interests. The Board will resolve any conflict of interest question involving a non-management director and/or the Chief Executive

Officer and the Company's senior management shall resolve any conflict of interest involving any other officer of the Company.

14. **Executive Sessions of Non-Management Directors**

The non-management directors will meet at regularly scheduled executive sessions without management not less frequently than once per year. The independent directors will meet at least once a year in an executive session without management. At least once a year, the non-management directors will meet with the Chief Executive Officer without the other executive officers being present. The Chairperson shall act as chair at such meetings. If the Chairperson is not an independent director, the Board will either designate an independent director to preside at the meetings of independent directors or establish a procedure by which a presiding director is selected for such meetings.

15. **Committees of the Board**

There are currently three Board committees: Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee. The Board may from time to time establish other committees, including standing or special committees, subject to the Bylaws and the DGCL. The Board may, by resolution, at any time deemed desirable, discontinue any standing or special committee, subject to the requirements of the Bylaws, applicable law and NYSE requirements.

16. **Assignment of Committee Members**

Committee assignments will be made by the Board based upon recommendations of the Nominating and Corporate Governance Committee. Committee assignments and designation of committee chairs should take into account the director's knowledge and expertise. The Board believes experience and continuity are more important than rotation. Board members and Committee chairpersons should be rotated only if rotation is likely to increase Committee performance and is in compliance with applicable legal, regulatory and NYSE requirements.

17. **Frequency of Committee Meetings**

Each committee will establish its own rules or procedures, which will be consistent with the provisions of the DGCL, the Bylaws and any resolutions of the Board governing such committee and their respective charters. Each committee will meet as provided by such rules and their respective charters.

18. **Committee Agendas**

The chairperson of each committee will determine the committee's agenda prior to a meeting, giving consideration to management recommendations.

19. **Audit Committee**

The Audit Committee's duties and responsibilities will be set forth in the Audit Committee Charter and include all of the responsibilities of an audit committee under the NYSE and Securities and Exchange Commission ("SEC") rules and such other matters as may from time to time be delegated to the Audit Committee by the Board. Subject to any permissible phase-in periods, each member of the Audit Committee will satisfy the independence and other requirements of the NYSE and the SEC relating to directors and audit committee members.

20. **Compensation Committee**

The Compensation Committee's duties and responsibilities will be set forth in the Compensation Committee Charter and include all of the responsibilities of a compensation committee under the NYSE rules and such other matters as may from time to time be delegated to the Compensation Committee by the Board. Once the Company ceases to qualify as a "controlled company" and subject to any permissible phase-in periods, each member of the Compensation Committee will satisfy the independence and other requirements of the NYSE relating to directors and compensation committee members.

21. **Nominating and Corporate Governance Committee**

The Nominating and Corporate Governance Committee's duties and responsibilities will be set forth in the Nominating and Corporate Governance Committee Charter and include all of the responsibilities of a nominating and corporate governance committee under the NYSE rules and such other matters as may from time to time be delegated to the Nominating and Corporate Governance Committee by the Board. Once the Company ceases to qualify as a "controlled company" and subject to any permissible phase-in periods, each member of the Nominating and Corporate Governance Committee will satisfy the independence and other requirements of the NYSE relating to directors.

22. **Board Access to Management and Employees**

Directors will have complete access to management and employees of the Company; however, independent directors are expected to keep the Chief Executive Officer informed of such contacts. The Board encourages the attendance of officers in addition to executive officers at Board meetings when matters within their areas of responsibility are discussed.

23. **Board Access to Independent Advisors**

The Board and each committee will have access to the Company's outside advisors as they deem necessary and appropriate. The Board and each of its committees have the authority to retain independent legal, financial or other advisors at the Company's expense as they may deem necessary and appropriate.

24. **Director Compensation**

All directors of the Company who are not simultaneously employed as officers by the Company will be properly compensated and reimbursed for their services as a director. Any employee of the Company who is elected a director of the Company will not receive any compensation, expense reimbursement or participation in director benefit programs for his or her services as a director of the Company.

The Board will be responsible for setting director compensation. The Compensation Committee will periodically review the compensation of the Company's directors and make recommendations to the Board with respect thereto based on the criteria set forth in the Compensation Committee Charter. Directors' fees and emoluments should not exceed what is customary for a company of the size and stature of the Company. In making such compensation determinations and in making determinations with respect to a director's independence, the Board and the Compensation Committee will consider and critically evaluate the questions that may be raised if fees and emoluments exceed what is customary or if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or enters into consulting contracts with (or provides other indirect forms of compensation to) a director.

25. **Director Orientation and Continuing Education**

All new directors will participate in an orientation program shortly after they are elected to the Board. Orientation will include presentations by senior management to familiarize the directors with the Company's business and operations, its financial condition, its policies and procedures, its principal officers, internal and independent auditors, and the duties and responsibilities of its directors.

Management will make presentations from time to time as necessary to ensure that the Board is aware of all business, legal and other developments relating to such matters.

In addition, newly elected and existing directors are strongly encouraged to attend continuing education programs sponsored by third parties to better understand their responsibilities and duties as directors.

26. **Formal Evaluation of the Chief Executive Officer**

The Compensation Committee will, at least annually, review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives, report the results of such evaluation to the Board and have the authority to determine and approve the Chief Executive Officer's compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Compensation Committee will consider, among such other factors as it believes relevant, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the chief executive officer in past years.

27. **Succession Planning**

Every year the Chief Executive Officer will report to the Board on succession planning. The report will include the principles and process for chief executive officer selection and performance review, as well as plans regarding succession in the case of an emergency or the retirement of the Chief Executive Officer.

28. **Assessing the Board's Performance**

The Board will conduct an annual self-evaluation in order to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee will establish procedures to oversee the Board's annual self-evaluation and report findings to the Board.

29. **Communications with Shareholders**

Shareholders 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 following the procedures set forth in the Company's Board Communication Policy.

30. **Amendments and Waivers**

The Board may amend, waive, suspend or repeal any of these Corporate Governance Guidelines at any time, with or without public notice (subject to compliance with applicable law and NYSE regulations), as it determines necessary or appropriate, in the exercise of the Board's judgment or fiduciary duties.

* * *