

**AMENDED AND RESTATED  
CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
DOUBLEVERIFY HOLDINGS, INC.**

As Adopted by the Board of Directors on  
April 9, 2021

Pursuant to duly adopted amended and restated bylaws of the Company (the “Bylaws”), the Board of Directors (the “Board”) of DoubleVerify Holdings, Inc. (the “Company”) has determined that the Compensation Committee of the Board (the “Committee”) shall assist the Board in fulfilling certain of the Board’s oversight responsibilities. The Board hereby adopts this Amended and Restated Compensation Committee Charter (this “Charter”) to establish the governing principles of the Committee and to set forth, among other things, the purpose, membership, duties and responsibilities of the Committee. This Charter shall be effective upon the listing of the Company’s common stock on the New York Stock Exchange (the “NYSE”).

**1. Purpose**

The purpose of the Committee is: (a) to discharge the Board’s responsibilities relating to compensation of the Company’s executives; (b) to prepare any report on executive compensation required by the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”) for inclusion in the Company’s annual proxy statement; and (c) to take such other actions relating to the compensation and benefits structure of the Company as the Committee deems necessary or appropriate.

**2. Membership**

The Committee shall consist of at least three members. The initial members of the Committee shall be appointed by the Board and, thereafter, the members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee of the Board. Members of the Committee shall serve at the pleasure of the Board for such term or terms as the Board may determine. Members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board.

The membership of the Committee shall meet the independence requirements within the phase-in periods provided in the NYSE rules, relating to compensation committees of public companies following an initial public offering, subject to any relevant exemptions or phase-ins for “controlled companies.” Additionally, at least two Committee members shall be “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as in effect from time to time.

**3. Structure and Operations**

The Board shall designate one member of the Committee as its chairperson (the “Chairperson”). The affirmative vote of a majority of the members of the Committee

participating in any meeting of the Committee at which a quorum is present is necessary for the adoption of any resolution. The Committee may create one or more subcommittees and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittees.

The Committee shall have at least three regularly scheduled meetings per year, at such times and places as shall be determined by the Chairperson, and may have such additional meetings as the Chairperson or a majority of the Committee's members deem necessary or desirable. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications arrangements by means of which all persons participating in the meeting can hear each other. The Committee may invite, or exclude, such members of management, consultants, advisors or others to its meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions; provided, however, that the Committee shall meet in executive session when it considers the compensation of the Company's Chief Executive Officer (the "CEO").

The meetings and other actions of the Committee shall be governed by the provisions of the Bylaws applicable to meetings and actions of the committees of the Board.

#### **4. Duties and Responsibilities**

The Committee's duties and responsibilities shall include each of the items enumerated in this Section 4 and such other matters as may from time to time be delegated to the Committee by the Board.

(a) The Committee shall establish the Company's general compensation philosophy, and, in consultation with senior management, oversee the development and implementation of compensation programs.

(b) The Committee shall, at least annually, (i) review and approve corporate and individual performance goals and objectives relevant to the compensation of the CEO, (ii) evaluate the performance of the CEO in light of those goals and objectives, (iii) report the results of such evaluation to the Board and (iv) recommend for approval by the Board or, if directed by the Board, determine the CEO's compensation level based on this evaluation.

(c) The Committee shall, at least annually, review and approve all compensation arrangements with the CEO and the senior executives of the Company that are direct reports to the CEO, including, without limitation: (i) the annual base salary level; (ii) the annual incentive opportunity level; (iii) the long-term incentive opportunity level; (iv) employment agreements, severance arrangements and change-in-control agreements/provisions, indemnification agreements, consulting agreements and other material agreements between the Company and its senior executives, in each case as, when and if appropriate; and (v) any special or supplemental benefits.

(d) The Committee shall review and make recommendations to the Board with respect to the Company's non-CEO compensation, expense accounts of the Company's senior executives and incentive-compensation plans.

(e) The Committee shall review and make recommendations to the Board with respect to individual performance goals and objectives for the Company's non-CEO executives and review annually performance against the metrics set forth in the Company's bonus plans.

(f) The Committee shall oversee all equity-based plans (including the granting and modification of stock options, restricted stock units, restricted stock and other equity awards thereunder) and other material employee benefit plans of the Company (including the Company's 401(k) plan), the administration of these plans and discharge any responsibilities imposed on the Committee by any of these plans, and review policies related to equity ownership, including ownership guidelines for the CEO, executives and directors.

(g) The Committee shall periodically review the compensation of the Company's directors and make recommendations to the Board with respect thereto.

(h) The Committee shall oversee the Company's regulatory compliance with respect to compensation matters, including the Company's policies, if any, on structuring compensation programs to preserve tax deductibility.

(i) The Committee shall report to the Board periodically on all matters for which the Committee has responsibility.

(j) The Committee shall prepare an annual report regarding executive compensation for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

(k) The Committee shall undertake and review with the Board an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the upcoming year. The Committee shall conduct such performance evaluation in such manner as the Committee deems appropriate, and may report the results of its performance evaluation through an oral report by the Chairperson or any other member of the Committee designated by the Committee to make this report.

(l) The Committee shall annually review and reassess the adequacy of this Charter and recommend to the Board for approval such changes as the Committee believes are appropriate.

(m) The Committee shall conduct a review of senior executive succession planning, as necessary, reporting its findings and recommendations to the Board, and working with the Board in evaluating potential successors to senior executive positions.

(n) The Committee shall oversee actions of the Company to seek stockholder approval or input of executive compensation matters, and review the results of any advisory stockholder votes on executive compensation to determine whether to adjust the Company's executive compensation policies and practices.

(o) The foregoing list of duties is not exhaustive, and the Committee shall exercise such other powers and perform such other duties and responsibilities as are incidental to the

purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

## **5. Authority and Resources**

The Committee shall have appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary to compensate any consultant, independent counsel, expert or advisor (collectively, “Compensation Advisors”) retained by the Committee, without further approval by the Board. The Committee shall have the sole authority, without further approval by the Board, to select, retain and terminate a Compensation Advisor to assist in the evaluation of director, CEO or senior executive compensation and to approve any compensation payable by the Company to such consultant, including the fees, terms and other conditions for the performance of such services. In addition, the Committee may, without further approval by the Board, obtain such advice and assistance from outside accounting, legal or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder. Any accounting, legal or other advisor retained by the Committee may, but need not, be in the case of an outside accountant, the same accounting firm employed by the Company for the purpose of rendering or issuing an audit report on the Company’s annual financial statements, or in the case of outside counsel or other advisor, otherwise engaged by the Company for any other purpose.

In selecting a Compensation Advisor, the Committee shall have the sole authority to select any Compensation Advisor it shall deem appropriate; provided, however, that, prior to such selection, the Committee shall assess the independence of such Compensation Advisor, taking into consideration such factors as the Committee determines to be appropriate or as required by applicable law or NYSE rules, including but not limited to (i) the provision of other services to the Company by the person that employs the Compensation Advisor (the “Advisor’s Employer”); (ii) the amount of fees received from the Company by the Advisor’s Employer; (iii) the policies and procedures of the Advisor’s Employer that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the Compensation Advisor with any member of the Committee; (v) any stock of the Company owned by the Compensation Advisor; and (vi) any business or personal relationship of the Compensation Advisor or the Advisor’s Employer with a senior executive of the Company.

Notwithstanding the foregoing, an independence assessment will not be required prior to seeking advice from in-house counsel for the Company or when a Compensation Advisor is (a) consulting on a broad-based plan that does not discriminate in scope, terms or operation in favor of senior executives or directors and is available generally to all salaried employees or (b) providing information that is not customized for the Company or that is customized based on parameters that are not developed by the Compensation Advisor and about which the Compensation Advisor does not provide advice. The Committee, following an independence assessment as described in this Section 5, shall not be prohibited from retaining a Compensation Advisor who is not independent and the Committee shall have no obligation to implement or act consistently with the advice or recommendation of any Compensation Advisor.

In fulfilling its responsibilities, the Committee will have full access to all of the Company's books, records, facilities and personnel.

The Company shall pay to any Compensation Advisor or outside accounting, legal or other advisor retained by the Committee pursuant to this Section 5 such compensation, including, without limitation, usual and customary expenses and charges, as shall be determined by the Committee.

## **6. Miscellaneous**

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. Except as otherwise required by the rules of the NYSE applicable to the Committee, or applicable law, the purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter is intended to be consistent with the Company's Corporate Governance Guidelines.