

VIVID SEATS INC.
CORPORATE GOVERNANCE GUIDELINES
(As of November 5, 2024)

The Board of Directors (the “**Board**”) of Vivid Seats Inc. (the “**Company**”) has adopted these Corporate Governance Guidelines (these “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve the best interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s amended and restated certificate of incorporation (as amended from time to time, the “**Charter**”), amended and restated bylaws (as amended from time to time, the “**Bylaws**”) and other corporate governance documents (including, for as long it remains in effect, the Stockholders’ Agreement, dated October 18, 2021 (as amended from time to time, the “**Stockholders’ Agreement**”), among the Company, Hoya Topco, LLC and Horizon Sponsor, LLC). These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These Guidelines are subject to modification from time to time by the Board as it deems appropriate and to be in the best interests of the Company and its stockholders, or as required by applicable laws and regulations. These Guidelines shall be posted on the Company’s website.

I. The Board

A. Independence of the Board

Except as otherwise permitted by the applicable rules of the Nasdaq Stock Market LLC (the “**Nasdaq**”), the Board will be comprised of a majority of directors who qualify as “independent” under Nasdaq rules (the “**Independent Directors**”).

The Board will make affirmative determinations of director independence at least annually, after taking into consideration the recommendations of the Board’s Nominating and Corporate Governance Committee (the “**NCG Committee**”). While the Nasdaq definition of independence includes a series of objective tests, it is not possible to anticipate or explicitly provide for all potential conflicts of interest that may affect independence. As a result, the Board is responsible for affirmatively determining, as to each Independent Director, that no material relationships exist that, in the Board’s opinion, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the Board will consider all relevant facts and circumstances, including information provided by the directors and the Company. As the concern is independence from management, the Board does not view ownership of even a significant amount of stock, by itself, as a bar to a determination of independence. A director shall notify the Board of any change in circumstances that may put their independence at issue, and the Board will re-evaluate such director’s independence as promptly as practicable thereafter.

B. Board Leadership

The Board will select the Company’s Chief Executive Officer (the “**CEO**”) and the Chair of the Board (the “**Board Chair**”) in the manner it determines to be in the best interests of the Company and its stockholders. The Board does not believe there should be a fixed rule regarding the CEO and Board Chair positions being held by different individuals, or whether the Board Chair should be a Company employee or should be elected from among the non-employee directors. The needs of the Company and the individuals available to assume these roles may require different outcomes at different times, and the Board believes that retaining flexibility in these decisions is in the best interests of the Company

and its stockholders. The NCG Committee will periodically review this matter and make recommendations to the Board.

C. Separate Sessions of Independent Directors

The Independent Directors will meet in executive session (without non-Independent Directors or management present) on a regularly scheduled basis, but at least twice per year. The Independent Directors in attendance at each executive session will determine which Independent Director will preside over each such session.

A director may also be asked from time to time to leave a Board meeting when the Board is considering a transaction in which such director (or an organization with which such director is affiliated) has a financial or other interest. The Board's Audit Committee (the "**Audit Committee**") shall review and approve any proposed related party transactions in compliance with the Company's policies and Nasdaq rules.

D. Director Qualification Standards & Additional Selection Criteria

The NCG Committee, in identifying and recommending director candidates, and the Board, in nominating candidates for election to the Board, will evaluate candidates in accordance with the qualification standards and the additional selection criteria set forth in Exhibit A hereto.

E. Director Orientation & Continuing Education

Management will provide (i) an orientation process for new directors, including background material on the Company and its business, and (ii) opportunities for additional educational sessions for directors on matters relevant to the Company and its business, as appropriate.

F. Service on Other Boards

The Board does not believe its directors should be prohibited from serving on boards or committees of other organizations and has not adopted any guidelines limiting such activities. However, the NCG Committee may take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of and recommending director candidates (including current directors). Prior to accepting any position on the board or committee of another organization, whether for-profit or not-for-profit, current directors should notify the NCG Committee Chair, the CEO and the General Counsel. The NCG Committee Chair and the General Counsel shall review the proposed board and/or committee position to ensure compliance with applicable laws and policies.

The Board believes it is critical that directors have the opportunity to dedicate sufficient time to their service on the Board. To that end, a director may not serve on more than four other public company boards (in addition to the Board), *provided* that any director who also serves as the chief executive officer of a public company or in an equivalent position may not serve on more than two public company boards (in addition to the Board).

Service on other boards and/or committees should also comply with the Company's conflict of interest policies.

G. Directors Who Resign or Materially Change Their Current Positions With Their Own Company or Become Aware of Circumstances that May Adversely Reflect upon the Director or the Company

When a director, including any director who currently serves as an employee of the Company, resigns or materially changes their position with their employer or becomes aware of circumstances that may adversely reflect upon them or the Company, such director should promptly notify the NCG Committee Chair of such information. The NCG Committee Chair will share the information with the NCG Committee, which will consider the information and may, in certain cases, recommend that the Board request that the director submit their resignation from the Board (if, for example, their continuing service on the Board is inconsistent with the criteria deemed necessary for continuing service on the Board).

H. Term Limits

As each director is periodically subject to election by the Company's stockholders, the Board does not believe it is in the best interests of the Company or its stockholders to establish term limits at this time. Additionally, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

I. Director Responsibilities

The Company's business and affairs are managed by or under the direction of the Board, including through one or more of its committees. Each director is expected to spend the time and effort necessary to properly discharge their responsibilities on the Board and any committee thereof on which they serve. These responsibilities include, without limitation:

- exercising their business judgment in good faith;
- acting in what they reasonably believe to be the best interest of all of the Company's stockholders;
- becoming and remaining well-informed about the Company's business and operations and general business and economic trends affecting the Company; and
- ensuring that the business of the Company is conducted so as to further the long-term interests of its stockholders.

J. Compensation

The Board believes that director compensation should fairly pay directors for work required in a business of the Company's size and scope, and that such compensation should align directors' interests with the long-term interests of the Company's stockholders. The Board's Compensation Committee (the "**Compensation Committee**") will review and make recommendations to the Board regarding the cash and equity compensation of directors. The Company's employees shall not receive additional compensation for their service as directors.

Except as otherwise permitted by applicable Nasdaq rules, members of the Audit and Compensation Committees may not, directly or indirectly, receive any compensation from the Company other than their director compensation, including any compensation for service on committees of the Board and the receipt of equity incentive awards.

K. Conflicts of Interest

Subject to the provisions of the Charter, the Bylaws and, for as long it remains in effect, the Stockholders' Agreement, directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or could reasonably give rise to the appearance of such a conflict. If an actual or potential conflict of interest develops, the director should immediately report all facts regarding the matter to the Board. Any significant conflict of interest must be resolved or the director should resign.

L. Interaction with Institutional Investors, the Press and Customers

The Board believes that management speaks for the Company. Directors should refer all inquiries from institutional investors, the press or customers regarding the Company's operations to management. Individual directors may, from time to time at the request of management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Board Chair, if applicable, or the CEO.

M. Board Access to Senior Management

The Board will have complete access to management so that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment so that their contact with management does not distract managers from their jobs or disturb the Company's business operations. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the Board Chair or, if neither is available or appropriate, directly by the director. To the extent appropriate, such contact, if in writing, should be copied to the CEO.

N. Board Access to Independent Advisors

The Board's committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to any independent advisor retained by the Company, and the Board may hire any independent advisor it considers necessary or advisable in order to discharge its responsibilities, without consulting or obtaining the advance approval of any officer of the Company.

O. Board & Committee Self-Evaluations

The Board and its committees conduct periodic self-assessments, including as required under applicable Nasdaq rules, to determine whether they are functioning effectively. The NCG Committee will oversee such periodic self-evaluations and provide the results thereof to the Board for further discussion, as appropriate.

II. Board Meetings

A. Frequency of Meetings

The Board will meet as often as it deems necessary or advisable in order to discharge its responsibilities; *provided* that the Board will meet at least four times annually. In addition, special meetings of the Board may be called from time to time as determined by the needs of the business. It is the responsibility of directors to attend meetings of the Board.

B. Director Attendance

Directors are expected to spend the time and effort necessary to properly discharge their responsibilities. Accordingly, directors are expected to regularly prepare for and attend meetings of the Board and all committees thereof on which they serve (including separate executive sessions of the Independent Directors, if applicable). The Company understands that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting of the Board or a committee thereof should notify the Board Chair or the chair of the appropriate committee, as applicable, in advance of such meeting and, whenever possible, participate in such meeting via teleconference.

Directors are also expected to attend each annual meeting of the Company's stockholders.

C. Attendance of Non-Directors

The Board encourages the Board Chair and the chair of any Board committee to invite management and outside advisors or consultants from time to time to participate in meetings to (i) provide insight into items being discussed that involve the manager, advisor or consultant, (ii) make presentations on matters that involve the manager, advisor or consultant and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at such meetings is at the discretion of the Board and the applicable committee.

D. Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the agenda and any written materials relating to a Board meeting will be distributed to the directors sufficiently in advance of such meeting to allow for meaningful review thereof by directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of a meeting.

III. Committee Matters

The Board currently has three standing committees: (i) the Audit Committee; (ii) the Compensation Committee; and (iii) the NCG Committee. Each committee will perform its duties as assigned by the Board in compliance with the Bylaws and the applicable committee's charter. It is the responsibility of directors to attend the meetings of the Board committees on which they serve.

IV. Succession Planning

The Board (and/or a committee thereof delegated by the Board) will periodically (i) work with the CEO to evaluate the Company's succession plans upon the CEO's retirement and in the event of an unexpected occurrence and (ii) review the CEO's performance.

V. Interested Persons' Communications With the Board

To help foster input and insight from the Company's stockholders and other interested parties (collectively, "**Interested Parties**"), Interested Parties may communicate with, or otherwise make their concerns known directly to, the Board Chair, the chair of any Board committee or the Independent Directors by addressing such communication or concern to Vivid Seats Inc., Attn: Corporate Secretary, 24 E. Washington St., Ste. 900, Chicago, IL 60602. The Corporate Secretary will forward all such communications to the appropriate party. Such communications may be made confidentially or anonymously.

VI. Risk Management

The Board and its committees shall have an active role in overseeing management of the risks relevant to the Company. The Board shall oversee the Company's credit, liquidity and operations, as well as the risks associated with each. The Audit Committee is responsible for discussing the Company's policies with respect to risk assessment and risk management, including the steps taken by management to monitor and control the Company's major financial risk exposures, as well as overseeing the management of financial, data privacy, technology, information security and cybersecurity risks. The Compensation Committee is responsible for overseeing the management of risks relating to the Company's compensation policies, practices, plans and arrangements. The NCG Committee is responsible for overseeing the management of risks associated with the independence of the Board and potential conflicts of interest. While each Board committee shall be responsible for evaluating certain risks and overseeing the management of such risks, the entire Board is regularly informed through committee reports about such risks.

VII. Review of Corporate Governance Guidelines

The NCG Committee will periodically review and reassess the adequacy of these Guidelines and, as appropriate, recommend any proposed changes to the Board for consideration and approval.

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Exhibit A

Director Qualification Standards & Additional Selection Criteria

Director Qualification Standards

The NCG Committee, in identifying and recommending director candidates, and the Board, in nominating director candidates for election to the Board, will consider individuals who have a high level of personal and professional integrity, strong ethics and values and the ability to make practical and mature business judgments (including, but not limited to, the ability to make independent analytical inquiries).

Additional Selection Criteria

In identifying, evaluating, recommending director candidates and nominating candidates for election to the Board, the NCG Committee and the Board, as applicable, may also consider the following criteria, as well as any other factors they deem to be relevant:

- the individual's experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- the individual's experience as a director of another publicly held company;
- the individual's professional and academic experience relevant to the Company and its industry;
- the strength of the individual's leadership skills;
- the individual's experience in finance, accounting and/or executive compensation practices;
- whether the individual has the time required for preparation, participation and attendance at meetings of the Board and any applicable committees thereof; and
- the individual's diversity of background and perspectives, including, but not limited to, with respect to age, gender, gender identification, race, ethnicity, place of residence, specialized experience, or identification as an underrepresented minority or as LGBTQ+.

The Board will also consider whether there are any potential conflicts of interest with the individual's other personal and professional pursuits.