

VIVID SEATS INC.
CORPORATE GOVERNANCE GUIDELINES
(As of November 2, 2023)

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 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, amended and restated bylaws and other corporate governance documents (including, for as long it remains in effect, the Stockholders’ Agreement, dated October 18, 2021, 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 the Board may deem appropriate and in the best interests of the Company and its stockholders or as required by applicable laws and regulations.

I. The Board

A. Independence of the Board

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

B. 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 no less than twice per year. The Independent Directors in attendance will determine which Independent Director will preside over each such session.

C. Director Qualification Standards and Additional Selection Criteria

The Nominating and Corporate Governance Committee, in recommending director candidates, and the Board, in nominating director candidates, will evaluate candidates in accordance with the qualification standards set forth in Attachment A hereto. The Nominating and Corporate Governance Committee and the Board may also consider the additional selection criteria listed in Attachment A.

D. Director Orientation and Continuing Education

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

E. Service on Other Boards

The Board does not believe that 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 Nominating and Corporate Governance 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 individual director candidates and current directors. Prior to accepting any position on the board or committee of any organization, whether for-profit or not-for-profit, current directors should notify the

Chair of the Nominating and Corporate Governance Committee, the Chief Executive Officer and the General Counsel. The Chair of the Nominating and Corporate Governance Committee and the General Counsel shall review the proposed board and/or committee membership 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 should not serve on more than two public company boards (in addition to the Board).

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

F. 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 is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer or becomes aware of circumstances that may adversely reflect upon the director or the Company, such director should notify the Nominating and Corporate Governance Committee of such circumstances. The Nominating and Corporate Governance Committee will consider the circumstances and may, in certain cases, recommend that the Board request that the director submit his or her resignation from the Board (if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board).

G. Term Limits

As each director is periodically subject to election by 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.

H. Director Responsibilities

The business and affairs of the Company will be 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 his or her responsibilities on the Board and any committee thereof. These include, without limitation:

- exercising their business judgment in good faith;
- acting in what they reasonably believe to be the best interest of all 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.

I. 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 compensation should align directors' interests with the long-term interests of the Company's stockholders. The Compensation Committee will review and make recommendations to the Board regarding the cash and equity compensation of directors. The Company's executive officers 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 directors' compensation, including any compensation for service on committees of the Board and the receipt of equity incentive awards.

J. Stock Ownership

The Company encourages directors to own shares of the Company's stock. However, the number of shares of the Company's stock owned by any director is a personal decision and, at this time, the Board has chosen not to adopt a policy requiring ownership by directors of a minimum number of shares.

K. Conflicts of Interest

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of 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 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. Each director 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 Chair of the Board, if applicable, or the Chief Executive Officer.

M. Board Access to Senior Management

The Board will have complete access to Company 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 business operations of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Chair of the Board, or if neither is available or neither is appropriate, directly by the director. To the extent appropriate, such contact, if in writing, should be copied to the Chief Executive Officer.

N. Board Access to Independent Advisors

The Board 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 to discharge its responsibilities.

O. Board and Committee Self-Evaluation

The Board and its committees conduct periodic self-assessments under applicable Nasdaq rules to determine whether they are functioning effectively. The Nominating and Corporate Governance Committee will oversee such periodic self-evaluations.

II. Board Meetings

A. Frequency of Meetings

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

B. Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director serves (including separate executive sessions of the Independent Directors), with the understanding 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 is expected to notify the Chair of the Board or the Chair of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference in the case of an in-person meeting. It is expected that directors will attend the Company's annual meeting of stockholders.

C. Attendance of Non-Directors

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

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 meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

III. Committee Matters

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

IV. Succession Planning

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

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 Chair of the Board, the lead director, if any, the Chair of any Board committee or the Independent Directors by addressing such communications or concerns to the Secretary, Vivid Seats Inc., 24 E. Washington St., Suite 900, Chicago, Illinois, 60602, who will forward such communications to the appropriate party. Such communications may be made confidentially or anonymously.

VI. Risk Management

As provided in the Audit Committee's charter, the Audit Committee is responsible for discussing the Company's policies with respect to risk assessment and risk management, including guidelines and policies to govern the process by which the Company's exposure to risk is handled. In accordance with those policies, the Board and its committees shall have an active role in overseeing management of the Company's risks. The Board shall regularly review information regarding the Company's credit, liquidity and operations, as well as the risks associated with each. The Company's Compensation Committee shall be responsible for overseeing the management of risks relating to the Company's executive compensation plans and arrangements. The Company's Audit Committee shall be responsible for overseeing the management of financial, information technology and cybersecurity risks. The Nominating and Corporate Governance Committee shall be responsible for overseeing the management of risks associated with the independence of the Board and potential conflicts of interest. While each 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.

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Director Qualification Standards and Additional Selection Criteria

Director Qualification Standards

The Nominating and Corporate Governance Committee, in recommending director candidates for election to the Board, and the Board, in nominating director candidates, will consider candidates who have a high level of personal and professional integrity, strong ethics and values and the ability to make mature business judgments.

Additional Selection Criteria

In evaluating and nominating director candidates, the Nominating and Corporate Governance Committee and the Board may also consider the following criteria as well as any other factors that they deem to be relevant:

- a. the candidate's experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- b. the candidate's experience as a director of another publicly held company;
- c. the candidate's professional and academic experience relevant to the Company's industry;
- d. the strength of the candidate's leadership skills;
- e. the candidate's experience in finance, accounting and/or executive compensation practices;
- f. whether the candidate has the time required for preparation, participation and attendance at Board and, if applicable, committee meetings; and
- g. the candidate's diversity of background and perspectives, including, but not limited to, with respect to age, gender, race, place of residence, specialized experience, gender identification or identification as an underrepresented minority or as LGBTQ+, and practical and mature business judgment, including, but not limited to, the ability to make independent analytical inquiries.

In addition, the Board will consider whether there are potential conflicts of interest with the candidate's other personal and professional pursuits.

The Nominating & Corporate Governance Committee and the Board are committed to actively seeking out highly qualified women and individuals from minority groups to include in the pool from which new Board candidates are considered and nominated. Each individual will be evaluated in the context of the Board as a whole, with the objective of recommending a group that can best perpetuate the success of the Company's business.