

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 31, 2023, PubMatic, Inc. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”). At the Annual Meeting, there were present, in person or by proxy, holders of 37,131,991 shares of the Company’s Class A common stock and Class B common stock collectively, or approximately 70.83% of the total outstanding shares entitled to vote at the Annual Meeting, which constituted a quorum for the transaction of business. The holders present voted on the three proposals presented at the Annual Meeting as follows:

Proposal One – Election of Directors

The Company’s stockholders approved the election of six directors, each to serve for a one-year term expiring at the 2024 Annual Meeting of Stockholders and until such director’s successor is elected and qualified, by the following votes:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Cathleen Black	89,677,973	2,996,710	11,088,450
Susan Daimler	87,130,365	5,544,318	11,088,450
Shelagh Glaser	92,388,361	286,322	11,088,450
Amar K. Goel	89,999,272	2,675,411	11,088,450
Rajeev K. Goel	91,982,559	692,124	11,088,450
Jacob Shulman	91,880,424	794,259	11,088,450

Proposal Two – Ratification of Appointment of Independent Registered Accounting Firm

The Company’s stockholders ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered accounting firm for the year ending December 31, 2023 by the following votes:

Votes For	Votes Against	Abstentions
103,599,123	130,011	33,999

Proposal Three – Advisory Vote on the Compensation of the Named Executive Officers

The Company’s stockholders approved, on an advisory basis, the compensation paid by the Company to its named executive officers, by the following votes:

Votes For	Votes Against	Abstentions
90,771,085	1,834,254	69,344

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 6, 2023

PUBMATIC, INC.

By: /s/ Andrew Woods

Andrew Woods

General Counsel and Secretary