

The Trade Desk, Inc.

COMPENSATION COMMITTEE CHARTER

(As of August 17, 2016)

This Compensation Committee Charter (this “*Charter*”) was adopted by the Board of Directors (the “*Board*”) of The Trade Desk, Inc., a Delaware corporation (the “*Company*”) effective upon the pricing of the Company’s initial public offering.

I. Purpose

The purpose of the Compensation Committee (the “*Committee*”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers and directors.

II. Composition

The Committee must consist of at least two (2) directors, each of whom must (1) satisfy the independence requirements of The NASDAQ Stock Market LLC (the “*NASDAQ*”), except as otherwise permitted by applicable NASDAQ rules, (2) be a “non-employee director” within the meaning of Rule 16b-3 of the Exchange Act, and (3) be an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Committee shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause and with or without prior notice, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under NASDAQ rules. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company’s bylaws and

applicable NASDAQ rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any other advisers engaged by the Committee.

IV. Duties and Responsibilities

1. *CEO Compensation.* With respect to the compensation of the Company's chief executive officer (the "**CEO**"), the Committee shall, at least annually, review the CEO compensation and make recommendations to the Board regarding the compensation of the CEO. The Board shall retain the authority to: (a) approve the corporate goals and objectives relevant to CEO compensation, (b) evaluate CEO performance in light of such corporate goals and objectives, and (c) approve the compensation of the CEO; provided, however, the Board may, from time to time, delegate such authority to the Committee. The CEO may not be present during voting or deliberations on his or her compensation.

2. *Other Executive Officer Compensation.* The Committee will review and set or make recommendations to the Board regarding the compensation of the executive officers other than the CEO.

3. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.

4. *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements.

5. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("**CD&A**") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the CD&A and will consider whether it will recommend to the Board that the CD&A be included in the appropriate filing.

6. *Compensation Committee Report.* If required by applicable law, the Committee will prepare the annual Compensation Committee Report.

7. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

8. *Committee Self-Evaluation.* The Committee must periodically perform a self-evaluation of its performance.

9. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee. The Committee also has the authority to authorize an officer of the Company to grant rights or options to officers (other than executive officers) and employees, in a manner that is in accordance with applicable law.