



**Ziff Davis, Inc.**  
**Compensation Committee Charter**  
(Last revised May 2023)

**I. Role**

The role of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Ziff Davis, Inc. (the “Company”) is to:

- A. Administer the programs related to the compensation of the Company’s executive officers (as defined in the Nasdaq Stock Market LLC (“Nasdaq”) Listing Rules) and directors, including the Company’s stock and benefit plans;
- B. Manage the compensation of the Company’s executive officers and directors and make recommendations to the Board with respect to the compensation of the Company’s Chief Executive Officer; and
- C. Manage the policies that govern the Company’s compensation programs.

**II. Membership and Organization**

The Committee shall be comprised of at least two (2) members. Only “independent directors” are eligible to serve on the Committee, each of whom shall not be an officer or employee of the Company or its subsidiaries, shall not have any relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and shall otherwise satisfy the applicable membership requirements under the rules of the Nasdaq and the Sarbanes-Oxley Act of 2002, as such requirements are interpreted by the Board in its business judgment.

Committee members shall be elected or appointed by the Board at its annual meeting or at any meeting in the event of filling a vacancy. Subject to the foregoing, the Board decides the exact number of members of the Committee. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

The Committee shall designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue.

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

**III. Duties and Responsibilities**

Subject to the provisions of the Company’s Corporate Governance Principles, the principal responsibilities and functions of the Committee are as follows:

- A. Review the competitiveness of the Company’s executive compensation programs with respect to:
  - (a) the attraction and retention of executive officers; (b) the motivation of executive officers to achieve the Company’s business objectives; and (c) alignment of the interest of executive officers with the long-term interests of the Company’s shareholders;



- B. Review trends in management compensation and oversee the development, as necessary, of new compensation plans or revisions of existing plans;
- C. Review the performance of executive officers;
- D. Approve goals and objectives for the Company's executive officers;
- E. Approve the salary, bonus and other compensation for all executive officers other than the Company's Chief Executive Officer;
- F. Recommend to the Board for its approval the salary, bonus and other compensation for the Company's Chief Executive Officer;
- G. Not engage in voting or deliberations regarding the chief executive officer's compensation while he or she is present;
- H. Approve compensation packages for new executive officers and termination packages for executive officers as requested by management (other than the Company's Chief Executive Officer);
- I. Approve awards made under any executive officer bonus plan;
- J. Review and make recommendations concerning long-term incentive compensation plans, including the use of stock options and other equity-based plans. Except as otherwise delegated by the Board, the Committee will act on behalf of the Board as the "Committee" established to administer equity-based and employee benefit plans, and as such will discharge any responsibilities imposed on the Committee under those plans, including making and authorizing grants, in accordance with the terms of those plans;
- K. Consider the results of the most recent nonbinding shareholder vote on executive compensation in evaluating and determining executive compensation;
- L. Review and recommend to the Board for its recommendation at appropriate annual stockholders' meetings the frequency of stockholder nonbinding votes to approve executive compensation, taking into account the results of the most recent nonbinding shareholder vote on the frequency of stockholder nonbinding votes to approve executive compensation;
- M. Produce an annual Report of the Compensation Committee on Executive Compensation for the Company's Form 10-K or annual proxy statement in compliance with applicable securities laws;
- N. Determine stock ownership guidelines for the Company's Board and executive officers. The Environmental, Social and Governance Committee will monitor compliance with such guidelines.
- O. Periodically evaluate compensation paid to non-management members of the Board, including monitoring the competitiveness and composition of director compensation;
- P. Annually evaluate the Committee's performance;
- Q. Annually review and reassess the adequacy of this Charter; and
- R. Report regularly to the Board with respect to meetings of the Committee.



#### **IV. Resources and Authority**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the following specific responsibilities and authority:

- A. The authority, in its sole discretion, to retain the advice of a compensation consultant, legal counsel or other adviser (collectively, “compensation advisers”);
- B. The direct responsibility for the appointment, compensation and oversight of the work of any compensation adviser retained by the Committee;
- C. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation adviser retained by the Committee; and
- D. The Committee may select, or receive advice from a compensation adviser, other than in-house legal counsel, only after taking into consideration the following factors:
  1. the provision of other services to the Company by the person that employs the compensation adviser;
  2. the amount of fees received from the Company by the person that employs the compensation consultant adviser, as a percentage of the total review of the person that employs the compensation adviser;
  3. the policies and procedures of the person that employs the compensation adviser that are designed to prevent conflicts of interest;
  4. the policies and procedures of the person that employs the compensation adviser that are designed to prevent conflicts of interest;
  5. any business or personal relationship of the compensation adviser with a member of the Committee;
  6. any stock of the Company owned by the compensation adviser; and
  7. any business or personal relationship of the compensation adviser or the person employing the adviser with an executive officer.

Nothing in this Charter shall be construed: (i) to require the Committee to implement or act consistently with the advice or recommendations of the compensation adviser; or (ii) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all steps reasonably necessary to preserve the privileged nature of those communications.

#### **V. Meetings**

The Committee shall meet from time to time and shall meet at least two times a year. Additional meetings may occur as the Committee or its chair deems advisable. The Committee will cause to be kept adequate minutes of all its proceedings, and will report its actions to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken



by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by telephone or video conference or similar means), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, (c) the laws of the state of Delaware, or (d) the Nasdaq Listing Rules. For the transaction of business at any meeting of the Committee, a majority of the members shall constitute a quorum.

#### **VI. Minutes and Reports**

Written minutes of each meeting and any written consents in lieu of a meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary or any Assistant Secretary of the Company. The chairperson of the Committee (or any acting chairperson in the absence of the chairperson) will report to the Board at least once per year, or whenever so requested by the Board.

#### **VII. Performance Evaluation**

The Committee shall produce and provide to the Board on an annual basis a performance evaluation of the Committee's performance of its duties under this Charter. The evaluation shall also include any recommendations to improve the Charter of the Committee. The performance evaluation shall be conducted in such a manner as the Committee deems appropriate. Any member of the Committee may present the evaluation to the Board either orally or in writing.