



Ziff Davis, Inc.
COMPENSATION COMMITTEE
CHARTER
(Last revised October 2021)

Role

The role of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Ziff Davis, Inc. (the “Company”) is to administer the programs related to the compensation of the Company’s executive officers (as defined in the Nasdaq Stock Market, Inc. (“Nasdaq”) Listing Rules) and directors, including the Company’s stock and benefit plans, to make recommendations to the Board with respect to compensation of the Company’s executive officers and directors and to recommend to the Board changes in the policies that govern the Company’s compensation programs.

Membership

The membership of the Committee consists of three (3) or more members, each of whom is a member of the Board and the 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.

Only “independent directors” are eligible to serve on the Committee. “Independent directors” mean those directors who qualify as “independent directors” under the Nasdaq Listing Rules as they apply to compensation committee members. In addition, the Company’s Board must consider, in determining whether a director is eligible to serve on the Committee, whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director’s judgment as a member of the compensation committee. Nothing in this Charter will limit the Board’s ability to appoint a Committee member pursuant to Nasdaq Listing Rule 5605(d)(2)(B) or to operate under Nasdaq Listing Rule 5605(d)(4).

In consultation with the Board, the Committee shall designate one member of the Committee as its chairperson. The Committee may also form and delegate authority to subcommittees as the Committee deems necessary or appropriate. The members of the Committee will serve at the discretion of the Board and may be removed at any time upon the determination of the Board.

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.



Authority

The Committee will have 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.

(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:

(i) the provision of other services to the Company by the person that employs the compensation adviser;

(ii) the amount of fees received from the Company by the person that employs the compensation consultant adviser, as a percentage of the total revenue of the person that employs the compensation adviser;

(iii) the policies and procedures of the person that employs the compensation adviser that are designed to prevent conflicts of interest;

(iv) any business or personal relationship of the compensation adviser with a member of the Committee;

(v) any stock of the Company owned by the compensation adviser; and

(vi) any business or personal relationship of the compensation adviser or the person employing the adviser with an executive officer of the Company.

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 necessary steps to preserve the privileged nature of those communications.



Responsibilities

The Committee shall at all times consult with the Chairman of the Board in connection with carrying out its responsibilities. Subject to the provisions of the Company's Corporate Governance Principals, the principal responsibilities and functions of the Committee are as follows:

- 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) to align the interest of executive officers with the long-term interests of the Company's shareholders.

Review trends in management compensation and recommend to the Board, as necessary, the development of new compensation plans or revisions of existing plans.

- Review the performance of executive officers.
- Recommend to the Board for its approval, goals and objectives for the Company's executive officers.
- Recommend to the Board for its approval, the salary, bonus and other compensation for all executive officers.
- Not engage in voting or deliberations regarding the chief executive officer's compensation while he or she is present.
- Review and recommend to the Board for its approval, compensation packages for new executive officers and termination packages for executive officers as requested by management.
- Review and recommend to the Board for its approval, awards made under any executive officer bonus plan.
- 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.
- Consider the results of the most recent nonbinding shareholder vote on executive compensation in evaluating and determining executive compensation.
- 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.
- Produce an annual Report of the Compensation Committee on Executive Compensation for the Company's annual proxy statement in compliance with applicable Securities and



Exchange Commission rules and regulations and relevant listing authority.

- Periodically evaluate compensation paid to non-management members of the Board, including monitoring the competitiveness and composition of director compensation.
- Annually evaluate the Committee's performance.
- Annually review and reassess the adequacy of this Charter.
- Report regularly to the Board with respect to meetings of the Committee.