



**Ziff Davis, Inc.**

**Environmental, Social and Governance Committee Charter**

(Last revised October 2021)

**I. Purpose**

The purpose of the Environmental, Social and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Ziff Davis, Inc., a Delaware corporation (the “Company”), is to:

- A. Oversee policies, procedures and other actions that support the Company’s ongoing commitment to diversity, equity, inclusion and environmentally sustainable practices;
- B. Oversee the Company’s reporting and disclosure with respect to diversity, equity, inclusion and environmentally sustainable practices;
- C. Identify, evaluate, nominate and approve qualified individuals to become director nominees for election by the stockholders;
- D. Recommend to the Board individuals to fill vacancies occurring between annual meetings of stockholders;
- E. Recommend Board members for nomination as members of the standing committees of the Board;
- F. Develop and recommend to the Board a set of corporate governance principles applicable to the Company and review such corporate governance principles at least annually; and
- G. Perform such other functions as expressly delegated to it from time to time by the Board relating to the nomination of Board and committee members or environmental, social and corporate governance issues.

The Committee shall report to the Board on its activities and any recommendations falling within this purpose on a regular basis and not less than once a year.

**II. Membership and Organization**

The Committee shall be comprised of no fewer than two (2) 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” means those directors who are neither officers or employees of the Company or its subsidiaries nor have a 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 each of whom is otherwise “independent” under the rules of the Nasdaq Stock Market, Inc. 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.



### III. Duties and Responsibilities

The operation of the Committee will be subject to the provisions of the Bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The Board may, in its sole discretion, modify the duties and responsibilities of the Committee from time to time. The duties and responsibilities of the Committee include the following:

- A. To identify individuals believed to be qualified to become Board members, and to determine the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend a nominee to fill such vacancy either through appointment by the Board or through an election by the stockholders. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity (inclusive of race, ethnicity and gender), educational background, experience with businesses and other organizations of a comparable size, the interplay of the candidate's experience with that of the other Board members and the extent to which a candidate would be a desirable addition to the Board and any Committees of the Board. The Committee may consider candidates proposed by management or by stockholders, but is not limited to such candidates.
- B. To recommend to the Board standards to be applied in making determinations as to relationships between the Company and its subsidiaries and a director which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.
- C. To oversee Company policies, practices or procedures with respect to environmental and social corporate responsibilities, consistent with trends in public policy, regulation, legislation and applicable industries.
- D. To oversee Company policies, practices or procedures to promote diversity, equity and inclusion with regard to race, ethnicity, gender, sexual orientation, age, knowledge, experience and/or geography.
- E. To consider qualified candidates for the Board that reflect this commitment to diversity, equity and inclusion including women and people of color.
- F. To identify Board members qualified to fill vacancies on any committee of the Board and to recommend that the Board appoint the identified member or members to the respective committee, taking into account any factors set forth in such committee's charter and any other factors the Committee deems appropriate.
- G. To review and discuss with the Board and senior executives plans for officer development for all senior executives, including the Chief Executive Officer or President. The company will strive to consider both women and people of color as candidates as part of a larger candidate pool when training, growing and developing managers to become officers.
- H. To review and discuss corporate succession plans for all executives, including the Chief Executive Officer or President, with the Board and senior executives. The company will



consider race, ethnicity, gender, sexual orientation, age, knowledge, experience and/or geography in searches for candidates for future executive positions at the company.

- I. To establish procedures for the Committee to exercise oversight of the evaluation of the performance of the Board as a whole, the Committees and management and discuss its findings with the Board.
- J. To review and approve, prior to acceptance, any Executive Officer's service on any other public company Board.
- K. To review the Company's corporate governance principles at least on an annual basis, and recommend to the Board changes as necessary.
- L. To review periodically and recommend to the Board changes, as necessary, to the Company's Code of Business Conduct and Ethics.
- M. To prepare and issue the evaluation required under "Performance Evaluation" below.
- N. To review and re-examine this Charter annually and make recommendations to the Board regarding any proposed changes for Board approval.
- O. Any other responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members or corporate governance issues.
- P. To perform such other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.
- Q. To assist management in the preparation of the disclosure in the Company's annual proxy statement regarding director independence and the operations of the Committee.

#### **IV. Meetings**

The Committee will meet in person at least once per year at a time and place determined by the Committee chairperson, with further meetings to occur in person or telephonically, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The Committee may request any officer, director or employee of the Company or the Company's outside counsel or consultants to attend a meeting, or portion thereof, of the Committee.

The Committee shall hold an executive session at least annually in connection with its meeting in person.

#### **V. 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.

#### **VI. 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.

#### **VII. Resources and Authority**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of outside or special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee. 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.