



Whistleblower Policy

October 2021

Whistleblower Policy

Ziff Davis, Inc. (the “Company” or “us”) is committed to maintaining compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. Any person may submit a good faith complaint or concern regarding the Company’s or any employee’s failure to comply with or adhere to sound accounting, financial reporting or auditing practices and standards; the securities laws, rules and regulations; other legal obligations applicable to the Company’s business; or ethical business practices (“Unlawful Activities”) to Company management without fear of dismissal or retaliation of any kind. The Company prohibits all Unlawful Activities and maintains a strict policy prohibiting its officers, directors and employees from engaging in such conduct. Employees and other individuals with knowledge of potential Unlawful Activities are strongly encouraged to report good faith complaints or concerns regarding such matters.

If you believe, in good faith, that any Unlawful Activity has occurred, please report it in accordance with this policy. The Company will not retaliate against you for reporting possible Unlawful Activity and will not permit any officer, director, manager or supervisor to do so.

The Audit Committee of the Company’s Board of Directors (the “Audit Committee”) has established the following procedures for (1) how confidential, anonymous concerns about potential Unlawful Activities can be submitted and (2) receiving, retaining and treating complaints regarding Unlawful Activities. The Audit Committee will oversee any investigation and/or resolution of complaints that present material issues and will have overall authority for the implementation of this policy.

Scope

These procedures cover complaints or concerns relating to any potential Unlawful Activities. The following are examples, but they are not meant to limit the types of issues that could be communicated:

- Any fraud or deliberate error in preparing, evaluating, reviewing or auditing any financial statement, or in recording or maintaining financial records;
- Any deficiencies in or lack of compliance with internal accounting controls;
- Any misrepresentation or false statement regarding a matter contained in or affecting any financial record, financial report or audit report;
- Any deviation from full and fair reporting of the Company’s financial condition or results;



- Any violation of any federal, state or other applicable criminal law, including laws applicable to the Company's non-domestic operations;
- Any violation of SEC rules or regulations; or
- Any other illegal or unethical conduct relating to the Company's business or financial affairs.

Submission

Any person with concerns regarding potential Unlawful Activities may submit such concerns by doing any or all of the following:

- Discussing such concerns with, or submitting a written description of such concerns to, the Company's Executive Vice President HR and the Executive Vice President, General Counsel; or
- Anonymously reporting an incident by visiting the following site: <https://secure.ethicspoint.com/domain/media/en/gui/46008/index.html> Here you may find a local toll free number, open and available 24/7, to make a call to report an incident for investigation or report an incident online. Your complaint will be placed directly and confidentially to the Executive Vice President HR and the Executive Vice President, General Counsel of the Company. Complaints submitted in this way are handled initially by the Company's outside whistleblower provider in order to assure confidentiality and anonymity.

While reports of potential Unlawful Activities submitted in accordance with the foregoing procedures ("Reports") will be shared with those responsible for carrying out an investigation of the matter, they will otherwise be kept strictly confidential (including information about who submitted the Report or any information which could lead one to know who did so).

You should be aware that you may file a complaint with the United States Secretary of Labor to seek remediation should any retaliatory or discriminatory action be taken against you in connection with any Report you make.

Treatment and Reporting

Upon receiving a Report, the Company shall follow the procedures set forth below:

- If such Report was not submitted initially to the Company's General Counsel, the Report shall be referred to the General Counsel, unless the Report involves the conduct of the General Counsel, in which case it shall be referred to the Chairperson of the Audit Committee.
- Except for any Reports involving the conduct of the General Counsel, the General Counsel shall review each Report to make an assessment whether, in the judgment of the General Counsel, such Report is bona fide and appropriate for referral to the Audit Committee.



- In assessing whether a Report is bona fide and appropriate for referral, the General Counsel shall consider, based on the information reasonably available to the General Counsel, (i) whether the Report was submitted in good faith by an individual with knowledge of the relevant matters; (ii) whether the Report is substantiated; (iii) the significance of the matter in the Report to the Company (including, if appropriate, from a financial and reporting perspective); (iv) the person(s) whose conduct is the subject of the Report; (v) whether the Report describes violations of law, breaches of fiduciary duties or ethical violations; (vi) whether the Report involves regulatory issues or public disclosures; (vii) whether the Report involves material weaknesses in the Company's internal accounting controls; and (viii) such other matters as the General Counsel determines are appropriate to consider in his or her discretion.
- The General Counsel shall immediately notify the Audit Committee of any Report that, in his or her judgment, is bona fide and appropriate for referral. The General Counsel may take any action he or she considers appropriate without the prior approval of the Audit Committee with respect to any Report he or she considers not to be bona fide or not to have merit.
- The Audit Committee shall oversee any investigation and/or resolution of any Report referred to it by the General Counsel.
- The Audit Committee may refer any Report to the General Counsel to investigate and resolve if it determines in its discretion to do so. The Audit Committee shall also have the authority to retain outside legal, accounting or other experts in any investigation as it deems necessary to conduct the investigation in accordance with its charter and this policy.
- Notwithstanding the foregoing, in no event shall the General Counsel be involved in any aspect of the investigation and resolution of any Report if such Report alleges that he or she was involved in the alleged Unlawful Activities.
- The Audit Committee, with the input of the General Counsel and the Company's management, if requested, may implement prompt, corrective action in response to a Report, as appropriate. Directors, officers and employees who are found to have violated any laws, governmental regulations or Company policies shall face appropriate, case-specific disciplinary action, which may include demotion or discharge.
- The General Counsel shall maintain a log of all reported complaints and concerns, tracking receipt, any investigation and any resolution, and shall prepare a periodic summary report thereof (which shall be made on at least a quarterly basis) for the Audit Committee.
- The Company and the Audit Committee shall protect, to the fullest extent possible, the confidentiality and anonymity of any person submitting a Report, and of any person involved in an investigation of a Report, subject to applicable law and stock exchange rules.

**Retention**

The General Counsel shall retain a copy of the summary logs, all submitted Reports and all substantive documents provided or generated pursuant to any investigation hereunder for a period of not less than seven years.

No Negative Treatment For Good Faith Reports

The Company shall not discharge, demote, suspend, threaten, harass or in any manner discriminate against any person based upon any lawful actions of such person with respect to good faith submission of a Report, or based upon any information or assistance such person provides in good faith during any investigation of a Report.