



**Ziff Davis, Inc.**  
**INVESTOR RELATIONS COMMITTEE CHARTER**  
(Last Updated October 2021)

**I. Purpose**

The purpose of the Investor Relations Committee (the “Committee”) of the Board of Directors (the “Board”) of Ziff Davis, Inc., a Delaware corporation (the “Company”), is to:

- A. Monitor and assist management with the strategic direction and overall status of the Company's investor relations and public relations programs and associated activities;
- B. Conduct regular informal meetings with senior management of the Company regarding investor relations and public relations matters;
- C. Provide oversight and guidance regarding all material investor relations and public relations issues; and
- D. Perform such other functions as expressly delegated to it from time to time by the Board relating to investor relations and public relations.

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. Subject to the foregoing, the Board decides the exact number of members. 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.

**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. Monitor and assist management with the strategic direction and overall status of the Company's investor relations and public relations programs and associated activities. This includes assistance with development of global investor relations and public relations strategies, review and approval of engagement of third party investor relations and public relations professionals and review of investor presentations and press releases.
- B. Conduct regular informal meetings with senior management of the Company to discuss and strategize on the Company's investor relations and public relations. Provide oversight and guidance regarding all material investor relations and public relations issues.



- C. To prepare and issue the evaluation required under “Performance Evaluation” below.
- D. To review and re-examine this Charter on a periodic basis and make recommendations to the Board regarding any proposed changes.
- E. Any other responsibilities expressly delegated to the Committee by the Board from time to time relating to investor relations and public relations.
- F. To perform such other activities consistent with this Charter, the Company’s Bylaws and governing law as the Committee deems necessary or appropriate.

#### **IV. Meetings**

The Committee will meet in person or telephonically at least once per year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The Chief Executive Officer (if any), President or Co-Presidents, Chief Financial Officer, General Counsel and Secretary or others serving in similar capacities may attend any meeting or meetings of the Committee, except for portions of the meetings where such presence would be inappropriate, as determined 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 of the Committee.

#### **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. 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.