



Ziff Davis, Inc.
Lead Director Charter
(Last Revised October 2021)

The Board of Directors (the “Board”) of Ziff Davis, Inc. (the “Company”) considers it desirable and appropriate to designate a lead independent director (as defined under the NASDAQ’s listing standards) to serve as Lead Director. The Lead Director shall serve, from time to time as desirable, as liaison between the non-Executive Chairman of the Board (the “NXCB”) and the Chief Executive Officer (the “CEO”) and the other independent directors, and shall have such other duties and responsibilities as may be assigned to such Lead Director by the Board from time to time.

Duties & Responsibilities:

The duties and responsibilities of the Lead Director shall include the following:

1. Advise and consult with the NXCB, the CEO and the Chairperson of each Committee regarding Board and Committee meetings, as necessary, desirable or appropriate including the quality, quantity and timeliness of the information submitted by the Company’s management to, and other communications with, the independent directors and further taking into account suggestions from other members of the Board and observe and participate to the extent practicable at each of the Board Committee meetings;
2. Preside over executive sessions of the Board’s independent directors, if the NXCB is not available or it is desirable or appropriate for the NXCB to not participate;
3. Convey the matters and opinions discussed at the executive sessions of the Board accurately to the CEO, as appropriate, and to also keep the NXCB properly informed;
4. Encourage or facilitate discussion among the independent directors to ensure that the views of every director are heard and work to achieve consensus and to convey the matters and opinions discussed at the Executive Sessions of the Board to the CEO and, if necessary the NXCB;
5. Maintain regular contact with the NXCB and the CEO to provide access for any issue that may arise and assist in communication, if appropriate, and to ensure that there is a steady, relevant, meaningful and effective information flow from Management to the Board and from the Board to Management;
6. Perform other duties as assigned from time to time by the Board, including serving as liaison between Management and the Board relating to material communications with and to Stockholders or other constituents; and
7. Oversee the evaluation of the performance of the Board, its Committees and Directors.

Appointment:

The Environmental, Social and Governance Committee of the Board (the “ESG Committee”), in consultation with the CEO, shall be responsible for recommending a candidate for the position of Lead Director from the independent members of the Board. The independent directors (acting by a vote of the majority of independent directors then serving on the Board) shall be responsible for approving and appointing the Lead Director.



Term:

The election and service of the Lead Director will occur and continue during any period of time. The Lead Director shall serve during such period until a successor shall be duly elected or appointed or until the Lead Director resigns or is otherwise removed from such office by a vote of the majority of the independent directors then serving on the Board (excluding the Lead Director, who shall abstain from any such vote).

Compensation:

The Lead Director shall be paid an annual retainer equal to the annual retainer paid to the Chairperson of the ESG Committee, or such amount as approved by the Board.