



**Ziff Davis, Inc.**  
**Code of Business Conduct and Ethics**  
(Last revised February 2025)

**Introduction**

This Code of Business Conduct and Ethics (the “Code”) embodies the commitment of Ziff Davis, Inc. and its subsidiaries (the “Company”) to conduct our business in accordance with all applicable laws, rules and regulations and the highest ethical standards. All employees and members of our Board of Directors (each a “director”) are expected to adhere to those principles and procedures set forth in this Code that apply to them. We also expect the consultants we retain to abide by this Code. (For purposes of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder, Section I of this Code shall be our code of ethics for Senior Financial Officers (as defined below).)

**SECTION I**

***A. Compliance and Reporting***

Employees and directors are expected to actively monitor compliance with this policy. Employees and directors should strive to identify and raise potential issues before they lead to problems, and should ask about the application of this Code whenever in doubt. Any employee or director who becomes aware of any existing or potential violation of this Code should promptly notify a Company President, Chief Executive Officer, Chief Financial Officer, or Chief Accounting Officer (the “Senior Financial Officers”) or the Company’s General Counsel or Director of Internal Audit, or, with respect to an employee of a division of the Company, the General Counsel of the division (we refer to all such contacts collectively as “Appropriate Ethics Contacts”). The Company will take such disciplinary or preventive action as it deems appropriate to address any existing or potential violation of this Code brought to its attention.

Any questions relating to how these policies should be interpreted or applied should be addressed to an Appropriate Ethics Contact.

***B. Personal Conflicts of Interest***

A “personal conflict of interest” occurs when an individual’s private interest improperly interferes with the interests of the Company. Personal conflicts of interest are prohibited as a matter of Company policy, unless they have been approved by the Company. In particular, an employee or director must never use or attempt to use his or her position at the Company to obtain any improper personal benefit for himself or herself, for his or her family members, or for any other person, including loans or guarantees of obligations, from any person or entity. Service to the Company should never be subordinated to personal gain and advantage. Conflicts of interest should, to the extent possible, be avoided.



Any employee or director who is aware of a material transaction or relationship that could reasonably be expected to give rise to a conflict of interest should discuss the matter promptly with an Appropriate Ethics Contact.

### ***C. Public Disclosure***

It is the Company's policy that the information in its public communications, including SEC filings, be full, fair, accurate, timely and understandable. All employees and directors who are

involved in the Company's disclosure process, including the Senior Financial Officers, are responsible for acting in furtherance of this policy. In particular, these individuals are required to maintain familiarity with the disclosure requirements applicable to the Company and are prohibited from knowingly misrepresenting, omitting, or causing others to misrepresent or omit, material facts about the Company to others, whether within or outside the Company, including the Company's independent auditors. In addition, any employee or director who has a supervisory role in the Company's disclosure process has an obligation to discharge his or her responsibilities diligently.

### ***D. Compliance with Laws, Rules and Regulations***

It is the Company's policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each employee and director to adhere to the standards and restrictions imposed by those laws, rules and regulations.

Generally, it is both illegal and against Company policy for any employee or director who is aware of material nonpublic information relating to the Company to buy or sell any securities of the Company, or recommend that another person buy, sell or hold the securities of the Company.

More detailed rules governing the trading of securities by the Company's employees and directors are set forth in the Company's Employee Handbook. Any employee or director who is uncertain about the legal rules involving his or her purchase or sale of any Company securities should consult with an Appropriate Ethics Contact before making any such purchase or sale.

### ***E. Anti-Hedging Policy***

Directors and officers are prohibited from, directly or indirectly, hedging any of the Company's equity securities. "Hedging" includes any instrument or transaction, including put options and forward-sale contracts, through which a director or officer offsets or reduces exposure to the risk of price fluctuations in a corresponding equity security. "Equity securities" include common stock, voting preferred stock and options and other securities exercisable for, or convertible into, settled in, or measured by reference to, any other equity security determined on an as-exercised and as-converted basis. The equity securities attributable to a director or officer shall include equity securities attributable to the director or officer under either Section 13 or Section 16 of the Securities Exchange Act of 1934.

## SECTION II

### *A. Corporate Opportunities*

Employees and directors owe a duty to the Company to advance the Company's legitimate business interests when the opportunity to do so arises. Employees and directors are prohibited from taking for themselves (or directing to a third party) a business opportunity that is discovered through the use of corporate property, information or position, unless the Company has already been offered the opportunity and turned it down. More generally, employees and directors are prohibited from using corporate property, information or position for personal gain or competing with the Company.

Sometimes the line between personal and Company benefits is difficult to draw, and sometimes both personal and Company benefits may be derived from certain activities. The only prudent course of conduct for our employees and directors is to make sure that any use of Company property or services that is not solely for the benefit of the Company is approved beforehand through the Appropriate Ethics Contact.

### *B. Confidentiality*

In carrying out the Company's business, employees and directors often learn confidential or proprietary information about the Company, its customers, prospective customers or other third parties. Employees and directors must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Confidential or proprietary information includes, among other things, any non-public information concerning the Company, including its businesses, financial performance, results or prospects, and any non-public information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed.

### *C. Fair Dealing*

We have a history of succeeding through honest business competition. We do not seek competitive advantages through illegal or unethical business practices. Each employee and director should endeavor to deal fairly with the Company's customers, service providers, suppliers, competitors and employees. No employee or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair dealing practice.

### *D. Equal Employment Opportunity and Harassment*

Our focus in personnel decisions is on merit and contribution to the Company's success. Concern for the personal dignity and individual worth of every person is an indispensable element in the standard of conduct that we have set for ourselves. The Company affords equal employment opportunity to all qualified persons without regard to any impermissible criterion or circumstance. This means equal opportunity in regard to each individual's terms and conditions of employment



and in regard to any other matter that affects in any way the working environment of the employee. We do not tolerate or condone any type of discrimination prohibited by law, including harassment.

#### ***E. Protection and Proper Use of Firm Assets***

All employees should protect the Company's assets and ensure their efficient use. All Company assets should be used for legitimate business purposes only. Unless permitted by local laws, regulations (including pursuant to the NLRA), or collective bargaining agreements, use of Company assets for political purposes must be approved by the Company's General Counsel.

#### ***F. Foreign Corrupt Practices Act and UK Bribery Act***

The Foreign Corrupt Practices Act ("FCPA") and other U.S. laws prohibit a U.S. person or U.S. corporation, including affiliated companies of a U.S. corporation, from paying or offering to pay money or anything of value to a foreign official, foreign political party or official thereof for any improper advantage. We must strictly abide by these laws. Non-U.S. employees must also abide by the FCPA. The FCPA does not prohibit "facilitating payments," such as payments for expediting shipments through customs or processing governmental paperwork, or payments to obtain adequate police protection, since these payments simply facilitate the proper performance of duties. While Company policy does not expressly prohibit such payments, you must seek advice in advance from the Ziff Davis Legal Department in cases where facilitating payments may be involved, because it may be contrary to the UK Bribery Act 2010, with which all employees must also comply. If deemed compliant by the Legal Department, any such facilitating payments must be properly accounted for in the Company's records. The UK Bribery Act 2010 prohibits the giving or receiving of bribes, or the bribing of a foreign official. It is prohibited to make or accept facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example, by a government official). You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf that might suggest that such a payment will be made or accepted. You should always ask for a receipt which details the reason for the payment. Kickbacks are typically payments made in return for a business favour or advantage. If you have any suspicions, concerns or queries please contact the Legal Department. Non-UK employees must also abide by the UK Bribery Act 2010. For further details, and for UK employees, please refer to the Bribery Policy within the Ziff Davis Employee Handbook-UK Supplemental Overview.

#### ***G. Anti-Money Laundering***

Ziff Davis is committed to helping combat money laundering and the funding of terrorist and criminal activities. Ziff Davis employees and contractors should note the importance of adhering to any policies and procedures related to Anti-Money Laundering (AML), including policies and procedures regarding customer screening, to help ensure Ziff Davis is not transacting with individuals or entities on U.S. and international sanctions lists.



## **SECTION III**

### **Waivers of This Code**

From time to time, the Company may waive certain provisions of this Code. Any employee or director who believes that a waiver may be called for should discuss the matter with an Appropriate Ethics Contact. Waivers for executive officers (including Senior Financial Officers) or directors of the Company may be made only by the Board of Directors or a committee of the Board.