

**Charter of the Compensation Committee  
of the Board of Directors of USA TODAY Co., Inc.**

**November 2025**

**I. PURPOSE OF THE COMMITTEE**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of USA TODAY Co., Inc. (the “Company”), as set forth in more detail under Section IV, shall be to:

- Oversee the Company's compensation plans and practices, including any incentive-compensation and equity-based plans, and determine the awards to be granted under such plans;
- Assist the Board in its oversight responsibilities with respect to the Company’s employee benefit plans;
- Approve the compensation of each of the Company’s executive officers;
- Make recommendations to the Board regarding Director compensation;
- Review and discuss with management the Company's compensation discussion and analysis (“CD&A”) to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission (“SEC”) and prepare the Compensation Committee Report as required by the rules of the SEC; and
- Perform such further functions as may be consistent with this Charter or assigned by applicable law, the Company's Amended and Restated Certificate of Incorporation or Amended and Restated Bylaws or the Board, each as amended and in effect from time to time.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall be comprised of three or more directors who shall be qualified to serve on the Committee under the listing standards of the New York Stock Exchange (the “NYSE”) and any additional requirements the Board deems appropriate. Members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended.

The members of the Committee shall be nominated by the Nominating and Corporate Governance Committee and shall be designated annually by the Board. Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy or shall be filled without a meeting, if all the members of the Board consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board. No member of the Committee shall be removed except by majority vote of the Board.

### III. MEETINGS OF THE COMMITTEE

The Committee shall meet at least one time annually or more frequently as circumstances require. The Board shall designate one member of the Committee as its Chairperson, provided that if the Board does not so designate a Chairperson, the members of the Committee, by a majority vote, may designate a Chairperson. The Chairperson of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided* further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee may request that any directors or officers of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

The Committee shall regularly provide reports on their meetings to the Board. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

### IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

**A. CEO Compensation.** The Committee shall meet in executive session to determine the compensation of the CEO of the Company. In determining the amount, form, and terms of such compensation, the Committee shall consider the annual performance evaluation of the CEO conducted by the Compensation Committee in light of Company goals and objectives relevant to CEO compensation, competitive market data pertaining to CEO compensation at comparable companies, and such other factors (including the level of difficulty of the CEO's services in the context of the Company's present, historical or projected financial position) as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its stockholders.

**B. Executive Officer Compensation.** The Committee shall evaluate and approve annually the appropriate level of compensation for executive officers.

**C. Board and Committee Compensation.** The Committee shall evaluate annually the appropriate level of compensation for Board and Committee service (including service as a chairperson of any committee) by non-employee members of the Board and make recommendations to the Board with respect thereto.

**D. Incentive-Compensation and Equity-Based Plans and SEC Obligations.** The Committee shall determine annually the awards to be granted under the Company's incentive-compensation and equity-based plans (collectively, the "Plans").

The Committee shall have the following responsibilities with respect to the Plans:

(i) To review at least annually the goals and objectives of the Company's Plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

(ii) To review at least annually the Company's Plans in light of the goals and objectives of these Plans, and recommend that the Board amend these Plans if the Committee deems it appropriate.

(iii) To review all proposed Plans, if any, that are not subject to stockholder approval under the listing standards of the NYSE, and to approve such plans in its sole discretion.

(iv) To review all proposed Plans, if any, that are subject to stockholder approval under the listing standards of the NYSE, and to recommend that the Board adopt these Plans if the Committee deems it appropriate.

(v) To perform such duties and responsibilities as may be assigned to the Committee under (or by the Board to the Committee as authorized by) the terms of any incentive-compensation or equity-based plan.

(vi) To review and discuss with management the Company's CD&A, and based on that review and discussion, to recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K.

(vii) To prepare the Compensation Committee Report in accordance with the rules and regulations of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K.

**E. Employee Benefit Plans.** The Committee shall have the authority to adopt, amend or terminate the employee benefit plans of the Company.

All recommendations may take the form of an oral communication by the Committee to the Board.

In addition to the foregoing, the Committee shall perform such other functions as assigned by law, the Company's Amended and Restated Certificate of Incorporation or Amended and Restated Bylaws or the Board, each as amended and in effect from time to time.

**F. Clawback Policies.** The Committee shall perform such duties and responsibilities as may be assigned to the Committee under (or by the Board to the Committee as authorized by) the terms of any clawback policy of the Company.

## **V. EVALUATION OF THE COMMITTEE**

The Committee shall, on an annual basis, and concurrently with the annual evaluation of the Board, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board an oral report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

## **VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee, the expense of which shall be borne by the Company. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

- (a) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (b) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (c) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (d) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (e) Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (f) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than: (i) in-house legal counsel; and (ii) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing herein requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation consultant, legal counsel or other compensation

adviser. The Committee may select or receive advice from any compensation consultant, legal counsel or other compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.