

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

November 2025

I. PURPOSE OF THE COMMITTEE

The purpose of the Share Repurchase Committee (the “Committee”) of the Board of Directors (the “Board”) of USA TODAY Co., Inc. (the “Company”) shall be to determine the timing, number, and value of any shares repurchased under the Company’s Share Repurchase Program in its discretion using factors such as, but not limited to, stock price, trading volume, general market conditions, and the ongoing assessment of the Company’s capital needs. There is no assurance of the number or aggregate price of any shares that the Company will repurchase pursuant to the Share Repurchase Program. The Share Repurchase Program may be extended, suspended, or terminated at any time by the Board.

II. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of three or more directors who qualify as independent directors under the listing standards of the New York Stock Exchange (the “NYSE”).

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 THE COMMITTEE

The Committee shall meet periodically at such time and place as the Committee shall determine. 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

The Committee shall have the following goals and responsibilities:

1. The Committee shall, in its discretion, determine the timing, number, and value of any shares repurchased under the Company's Share Repurchase Program.
2. The Committee shall review and make recommendations to the full Board regarding the parameters of the Share Repurchase Program, such as the aggregate number of shares authorized for repurchase.
3. The Committee shall report to the Board regularly on its actions and deliberations.
4. The Committee shall exercise such other powers and authority as the Board may, from time to time, confer upon it.

In carrying out its responsibilities, the Committee's practices and policies should remain flexible, in order for the Committee to respond to changing facts and circumstances.

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.