

# WILEY

## **Digital Product & Technology** **Committee Charter**

The Board of Directors of John Wiley & Sons, Inc. (the “Company”) has established a Digital Product & Technology Committee (the “Committee”) with authority, responsibility and specific duties as described in this charter. The Committee shall review and reassess the adequacy of this charter annually and report its conclusion and any recommendations to the Board of Directors.

### **Purposes and Authority**

The purpose of the Committee is to exercise its business judgment in carrying out the responsibilities described in this Charter in a manner the Committee members reasonably believe to be in the best interest of the Company and its stockholders.

The Committee assists the Board of Directors in fulfilling its oversight responsibilities by reviewing, giving guidance, and making recommendations to the Board, when appropriate, relating to the Company’s digital product and services and technology strategies, initiatives, investments, and risks. The Committee’s work supports the overall Company strategy and performance, with a focus on driving growth, efficiency, and value to the users of the Company’s products and services. As appropriate, the Committee will also support the Audit Committee on matters of risk and risk mitigation relating to technology.

If the Committee determines that additional expertise is appropriate in order to fulfill its responsibilities, the Committee is empowered to retain and reasonably compensate consultants or firms to assist the Committee in fulfilling its responsibility.

### **Membership**

The Committee shall consist of three or more Directors appointed by the Board. In consultation with the Governance Committee, the Board shall approve the members of the Committee, and designate one member to be its Chair. In addition, the Chair of the Board and the Chief Executive Officer may participate on a non-voting basis. Representatives of management may be invited to attend meetings as necessary.

### **Meetings**

The Committee will meet at least four times a year, with additional meetings as it may deem appropriate. A quorum for the transaction of business at any meeting of the Committee shall consist of a majority of the Committee members.

## Responsibilities

The Committee shall be responsible for, but not limited to, the following responsibilities and roles:

1. Provide oversight of, guidance on, the Company's digital products and services, technology-driven initiatives and investments, scalability, and overall technology strategies.
2. Monitor emerging technology, industry and competitive trends that may materially affect the Company's business strategy or technology investments.
3. Review and advise on the annual technology budget for capital expenditures, and make recommendations to the Board regarding technology sourcing agreements and contractual commitments exceeding the CEO's approval authority, on behalf of and/or coordinating with other committees with overlapping duties.
4. Review the Company's digital products and services and technology infrastructure roadmaps and delivery of features and functionality in line with Company and business unit strategies.
5. Review and give guidance to management and the Board on talent, structure and capabilities of the Company's technology and digital product and service teams.
6. Report to the Board on its activities, including on the Company's digital product and technology strategy, including both organic and inorganic initiatives.
7. Coordinate with, or report to, or cause management to report to the Audit Committee, any activities undertaken by the Committee involving the oversight of enterprise-wide or product-related technology that supports the Audit Committee's overall oversight of the Company's global risk management framework (including technology and information security risks and privacy). The Committee may meet in joint sessions with other committees of the Board from time to time to discuss areas of common interest and significant matters.
8. Maintain minutes or other records of Committee meetings and activities and report regularly to the full Board on the Committee's findings and recommendations.

***Amended and Approved by the John Wiley & Sons, Inc. Board of Directors  
September 28, 2022***