

**TECHTARGET, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Last approved by the Board of Directors: December 2, 2024**

**I. General Statement of Purpose.**

Subject to and in accordance with the Stockholders Agreement, dated on or about the Closing Date (as defined below), by and among the Company, Informa PLC, and Informa US Holdings Limited (“Ivory”) (as amended from time to time, the “Stockholders Agreement”), the Board of Directors (the “Board”) of TechTarget, Inc. (the “Company”) has established the Nominating and Corporate Governance Committee (the “Nominating Committee”). The Nominating Committee is authorized to nominate for election at any annual or special meeting of stockholders held for the election of directors, the persons who will occupy the Board seats not occupied by “Ivory Directors” (as defined in the Stockholders Agreement) and in the event of a vacancy on the Board caused by the death, resignation, retirement, disqualification, removal from office, or other cause of any director who was not an Ivory Director (a “Non-Ivory Director”), to fill such vacancy in accordance with applicable law, subject however to Section 3.2(e) of the Stockholders Agreement (which requires that (x) until the Third Trigger Date (as defined in the Stockholders Agreement), (i) the then-current Chief Executive Officer of the Company shall be nominated for election as a Non-Ivory Director at any annual or special meeting of the Company at which directors are elected, and (ii) at least two “Non-Ivory Designees” shall be “Company Independent Directors” (as defined in the Stockholders Agreement) and shall meet all other requirements under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the Nasdaq corporate governance listing standards for membership on the Company’s audit committee (the “Audit Committee”), and at least one Non-Ivory Designee shall also be an “audit committee financial expert” having the attributes specified in Item 407(d)(5)(ii) of Regulation S-K; and (y) at all times, the Board shall include at least three “Independent Directors” (as defined in the Stockholders Agreement) who meet all requirements under the Exchange Act and the Nasdaq corporate governance listing standards for membership on the Audit Committee). Accordingly, the Nominating Committee is responsible for identifying individuals qualified to become Non-Ivory Directors, consistent with criteria approved by the Board, and recommending that the Board select the Non-Ivory Director nominees for election at each annual or special meeting of stockholders held for the election of directors.

The Nominating Committee is also responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the Company (which shall be subject to and in all respects consistent with the Stockholders Agreement), periodically reviewing such guidelines and recommending any changes thereto, and overseeing the evaluation of the Board and management.

**II. Nominating Committee Membership and Organization.**

The number of individuals serving on the Nominating Committee shall be fixed by the Board from time to time but shall consist of no fewer than three (3) members, each of whom shall satisfy the requirements of the Stockholders Agreement, including that a majority of the members shall be “Company Independent Directors” who are “Non-Ivory Directors” (each as defined in the Stockholders Agreement); provided that, at any time during which the Company ceases to qualify as a “Controlled Company” under the corporate governance listing standards of Nasdaq, Ivory shall cause the “Ivory Designees” (as defined in the Stockholders Agreement) to include such number of designees who qualify as an “independent director” under applicable Nasdaq corporate governance listing standards to ensure the Company’s compliance with applicable Nasdaq corporate governance listing standards.

Subject to the Stockholders Agreement, the Nominating Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Nominating Committee deems it appropriate to do so in order to carry out its responsibilities.

Subject to the Stockholders Agreement, the members of the Nominating Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause.

Resignation or removal of the Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this committee. Vacancies occurring, for whatever reason, may be filled only by the Board, subject to the Stockholders Agreement. The Board shall designate one member of the Nominating Committee to serve as Chair of the Nominating Committee.

All indemnification, exculpation, expense reimbursement and advancement provisions and rights available to members of the Nominating Committee in their capacities as directors of the Company shall be fully applicable with respect to their service on the Nominating Committee or any subcommittee thereof.

### **III. Meetings.**

The Nominating Committee generally is to meet no less than two times per year in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, as deemed necessary or appropriate by the Nominating Committee. A majority of the members of the Nominating Committee, that until the Third Trigger Date (as defined in the Stockholders Agreement) includes at least one Ivory Director, shall constitute a quorum for purposes of holding a meeting, and the Nominating Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Nominating Committee may act by unanimous written consent.

### **IV. Nominating Committee Activities.**

The following responsibilities are set forth as a guide for fulfilling the Nominating Committee's purposes, with the understanding that the Nominating Committee's activities may diverge as appropriate given the circumstances. The Nominating Committee's purpose and responsibilities shall be as set forth below.

#### **A. Review of Charter**

- Subject to the Stockholders Agreement, review and reassess the adequacy of this charter (the "Charter") annually and submit any proposed changes to the Board for approval.

#### **B. Annual Performance Evaluation of the Nominating Committee**

- Perform an annual performance evaluation of the Nominating Committee and report to the Board on the results of such evaluation.

#### **C. Selection of New Directors**

- Subject to the Stockholders Agreement, recommend to the Board for approval, oversee the implementation and effectiveness of, recommend modifications as appropriate to, and review Company disclosures concerning the Company's policies and procedures for identifying and reviewing Board nominee candidates, including:
  - the qualifications or criteria for nomination for election as a Non-Ivory Director;
  - the qualifications or criteria for appointment of Non-Ivory Directors to committees of the Board; and
  - policies and procedures relating to consideration of Non-Ivory Director nominee candidates recommended by stockholders.
- Upon identifying individuals qualified to become Non-Ivory Directors and upon evaluation of incumbent Non-Ivory Directors for potential renomination, consistent with the minimum qualifications and other criteria approved by the Board from time to time, recommend to the Board candidates for: (i) nomination for election or re-election as Non-Ivory Directors; and (ii) any Non-Ivory Director vacancies that are to be filled by the Nominating Committee; provided that, if the

Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default or in accordance with shareholder agreements or management agreements, including without limitation the Stockholders Agreement), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Nominating Committee.

#### **D. Code of Business Conduct and Ethics**

- Develop and recommend to the Board a Code of Business Conduct and Ethics applicable to all Company employees, directors and officers but subject to and in all respects consistent with the Stockholders Agreement.
- Review and assess the adequacy of the Code of Business Conduct and Ethics periodically, but at least annually, and recommend any proposed changes to the Board for approval but subject to and in all respects consistent with the Stockholders Agreement.

#### **E. Corporate Governance Guidelines**

- Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company but subject to and in all respects consistent with the Stockholders Agreement.
- Review and assess the adequacy of the Corporate Governance Guidelines annually and recommend any proposed changes to the Board for approval but subject to and in all respects consistent with the Stockholders Agreement.

#### **F. Matters Relating to Retention and Termination of Search Firms to Identify Non-Ivory Director Candidates**

- Exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying Non-Ivory Director candidates. The Nominating Committee is empowered, without further action by the Board, to cause the Company to pay, as determined by the Nominating Committee, any such search firm's fees.

#### **V. General.**

- The Nominating Committee shall make regular reports to the Board concerning areas of the Nominating Committee's responsibility and maintain minutes or other records of Nominating Committee meetings and activities.
- In discharging its role, the Nominating Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company.  
In carrying out its responsibilities, the Nominating Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Nominating Committee may consult.
- The compensation of the members of the Nominating Committee will be determined annually by the Board.

#### **VI. Stockholders Agreement**

For so long as the Stockholders Agreement is in effect, in the event of any inconsistency between this Charter and the Stockholders Agreement, the provisions of the Stockholders Agreement shall prevail.

## **VII. Effective Date**

This Charter shall be effective as of the Closing Date (as defined in that certain Agreement and Plan of Merger, dated as of January 10, 2024, by and among the Company, Ivory, and the other parties thereto).