

MCGRAW HILL, INC.

AUDIT COMMITTEE CHARTER

General Statement of Purpose

The primary purposes of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**” and each member thereof, a “**Director**”) of McGraw Hill, Inc. (the “**Company**”) are to prepare the Committee report required by the rules of the Securities and Exchange Commission (the “**SEC**”) and to assist the Board with its oversight of the Company’s risk management policies and procedures, the audits and integrity of the Company’s financial statements, the effectiveness of the Company’s internal controls over financial reporting, the Company’s compliance with legal and regulatory requirements, the qualifications, performance, and independence of the Company’s Independent Auditor (as defined below), and the performance of the Company’s internal audit function.

Composition

The Committee shall consist of at least three (3) Directors, each of whom shall be determined by the Board to satisfy the independence requirements established by Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and the rules of the New York Stock Exchange (the “**NYSE**”), subject, in each case, to an election by the Company to rely upon the transition periods applicable to initial public offerings. Each member of the Committee shall be financially literate (or shall become financially literate within a reasonable period of time after his or her appointment to the Committee), as such qualification is interpreted by the Board in its business judgment. At least one member of the Committee must be an “audit committee financial expert,” in accordance with applicable rules of the SEC. The Board has determined in its business judgment that a person who satisfies this definition of “audit committee financial expert” will also be deemed to have accounting or related financial management expertise, as required by the applicable rules of the NYSE.

The members of the Committee, and the chairperson of the Committee (the “**Chair**”), shall be appointed by the Board annually, or as vacancies or newly created positions occur, and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically and without any further action constitute resignation or removal, as applicable, from the Committee.

No member of the Committee may simultaneously serve on the audit committee of more than three (3) issuers having securities registered under Section 12 of the Exchange Act, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.

Compensation

A member of the Committee may not, other than in his or her capacity as a member of the Committee, the Board, or any other committee established by the Board, receive directly or indirectly any consulting, advisory, or other compensatory fee from the Company.

Meetings

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter (the “**Charter**”), but not less frequently than quarterly. To the extent permitted by the Company’s bylaws, as may be adopted and amended by the Board from time to time (the “**Bylaws**”), any Director may participate in a meeting of the Committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at a meeting. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting, and all matters shall be determined by a vote of a majority of the members present at such meeting. The Committee may also act by unanimous written consent (which may include electronic consent) in lieu of a meeting to the extent permitted by the Bylaws. Periodically (typically quarterly), the Committee shall also meet in separate executive sessions with management, with applicable members of the Company’s internal audit function, and with representatives of the Company’s independent accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company (the “**Independent Auditor**”). The Chair, in consultation with the other Committee members and management, may set meeting agendas consistent with this Charter.

Duties, Responsibilities, and Authority

The Committee’s role is one of oversight. Notwithstanding the duties, responsibilities, and authority of the Committee, the Committee does not have the responsibility of planning or conducting audits of the Company’s financial statements or determining whether the Company’s financial statements are complete, accurate, and in accordance with generally accepted accounting principles (“**GAAP**”). Such responsibilities are the duty of management and, to the extent of the Independent Auditor’s audit responsibilities, the Independent Auditor. In addition, it is not the duty of the Committee to conduct investigations or to ensure compliance with laws and regulations.

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters:

Matters Relating to Selection, Performance, and Independence of Independent Auditor

- Be directly responsible for the appointment, retention, and termination of, and for determining the compensation of, the Company’s Independent Auditor. The Independent Auditor shall report directly to the Committee, and the Committee shall be directly responsible for oversight of the work of the Independent Auditor (including resolution of disagreements between management and the Independent Auditor regarding financial reporting). As part of such oversight, the Committee may review and approve the scope and staffing of the Independent Auditor’s annual audit plan(s).
- Preapprove all auditing services and the terms thereof and non-audit services (other than non-audit services prohibited under Section 10A(g) of the Exchange Act or the applicable rules of the SEC or the Public Company Accounting Oversight Board (the “**PCAOB**”)) to be provided to the Company and its applicable subsidiaries by the Independent Auditor; provided, however, that the preapproval requirement is waived

with respect to the provision of non-audit services if the “de minimis” provisions of Section 10A(i)(1)(B) of the Exchange Act are satisfied. The authority to preapprove auditing and non-audit services as described in this paragraph may be delegated to one or more members of the Committee, including the Chair, who shall present all such preapproval decisions to the full Committee for ratification at its first meeting following such decision.

- Evaluate the Independent Auditor’s independence by (1) requesting that the Independent Auditor provide the Committee with the written disclosures and the letter required by PCAOB Rule 3526, (2) requiring that the Independent Auditor submit to the Committee at least annually a formal written statement describing all relationships between the Independent Auditor or any of its affiliates and the Company or persons in financial reporting oversight roles at the Company that might reasonably be thought to bear on the independence of the Independent Auditor, (3) discussing with the Independent Auditor the potential effects of any disclosed relationships or services on the objectivity and independence of the Independent Auditor, (4) requiring that the Independent Auditor provide to the Committee written affirmation that the Independent Auditor is, as of the date of the affirmation, independent in compliance with PCAOB Rule 3520, and (5) based on such disclosures, statement, discussion, and affirmation, taking or recommending that the Board take appropriate action in response to the Independent Auditor’s report to satisfy itself of the Independent Auditor’s independence. In addition, before approving the initial engagement of any independent auditor, the Committee shall receive, review, and discuss with the audit firm all information required by, and otherwise take all actions necessary for compliance with the requirements of, PCAOB Rule 3526. References to rules of the PCAOB shall be deemed to refer to such rules and to any substantially equivalent rules adopted to replace such rules, in each case as subsequently amended, modified, or supplemented.
- Evaluate, at least annually, the Independent Auditor’s qualifications, performance, and independence, and present to the full Board the Committee’s conclusions with respect to the Independent Auditor. As part of such evaluation, the Committee shall
 - obtain and review a report or reports from the Independent Auditor describing (1) the Independent Auditor’s internal quality control procedures, (2) any material issues raised by the most recent internal quality control review or peer review of the Independent Auditor or by any inquiry or investigation by government or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the Independent Auditor, and any steps taken to address any such issues, and (3) in order to assess the Independent Auditor’s independence, all relationships between the Independent Auditor and the Company that may be reasonably thought to bear on the Independent Auditor’s independence; and
 - confirm and evaluate the regular rotation of the audit partners as required under the Exchange Act and Regulation S-X.

- Set clear policies with respect to the potential hiring of current or former employees of the Independent Auditor.

Audited Financial Statements and Annual Audit

- Review and discuss the overall audit plan (both internal and external) with the Independent Auditor and with the members of management who are responsible for preparing the Company's financial statements, including the Company's Chief Financial Officer and/or principal accounting officer or principal financial officer.
- Review and discuss with the members of management who are responsible for preparing the Company's financial statements, including the Company's Chief Financial Officer and/or principal accounting officer or principal financial officer, and with the Independent Auditor, the Company's annual audited financial statements, including (1) all critical accounting policies and practices used or to be used by the Company, (2) the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" prior to the filing of the Company's Annual Report on Form 10-K, and (3) any significant financial reporting issues that have arisen in connection with the preparation of such audited financial statements.
- Review the following:
 - any analyses prepared by management, the internal auditors, and/or the Independent Auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements. The Committee may consider the ramifications of the use of such alternative disclosures and treatments on the financial statements, as well as the treatment preferred by the Independent Auditor. The Committee may also consider other material written communications between the Independent Auditor and management, such as any management letter or schedule of unadjusted differences;
 - major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies;
 - major issues regarding accounting principles and procedures and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; and
 - the effects of regulatory and accounting initiatives, as well as of off-balance sheet transactions and structures, on the financial statements of the Company.
- Review and discuss with the Independent Auditor any audit problems or difficulties and management's response thereto. This review shall include (1) any difficulties encountered by the Independent Auditor in the course of performing its audit work,

including any restrictions on the scope of the Independent Auditor's activities or its access to information, and (2) any significant disagreements with management.

- Discuss with management (1) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting that are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act, within the time periods specified in the SEC's rules and forms, and (2) any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.
- Prepare or oversee the Committee report required by Item 407(d) of Regulation S-K of the Exchange Act (or any successor provision) to be included in the Company's annual proxy statement.

Internal Auditors

- Oversee the internal audit function (which shall report directly to the Committee), regularly evaluating its structure, staffing, performance, responsibilities, budget, and activities.
- Meet at least quarterly with the leader of the internal audit function.
- Preapprove any decisions by the Company regarding the appointment and/or removal of the leader of the internal audit function.

Unaudited Quarterly Financial Statements

- Discuss, or delegate to the Chair to discuss, with management and the Independent Auditor, prior to the Company's filing of a Quarterly Report on Form 10-Q, (1) the Company's quarterly financial statements and the Company's related disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and (2) any significant financial reporting issues that have arisen in connection with the preparation of such financial statements.

Earnings Press Releases

- Discuss with management the Company's quarterly earnings press releases (including any preliminary announcements of financial results), as well as financial information and earnings guidance provided to analysts and rating agencies, including, in general, the types of information to be disclosed and the types of presentations to be made (paying particular attention to the use of "pro forma" or "adjusted" non-GAAP information).

Risk Assessment and Management

- Discuss the guidelines and policies that govern the process by which the Company's exposure to financial, accounting, and financial statement risk is assessed and managed by management.
- Review, on a periodic basis, the Company's enterprise risk management framework and processes and the Company's major risk exposures.
- Review, on a periodic or as-needed basis, as applicable, the Company's strategy, programs, risk exposures, and public disclosure related to cybersecurity and information security, privacy, physical security, employee health and safety, business continuity, crisis preparedness, environmental responsibility and sustainability, human rights, the Company's supply chain, and financial, accounting, operational, and competition risks, including the steps that the Company's management has taken to monitor and control any such exposures.

Procedures for Addressing Complaints and Concerns

- Establish, periodically review, and update as necessary, procedures for (1) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (2) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Legal and Regulatory Compliance

- Discuss with management and the Independent Auditor, and review with the Board, the legal and regulatory requirements applicable to the Company and its subsidiaries and the Company's compliance with such requirements.
- Discuss with management any legal matters (including pending or threatened litigation) that may have a material effect on the Company's financial statements or its compliance with established policies and procedures.
- Review and approve all related-party transactions of the Company in accordance with the policies of the Company in effect from time to time.
- Oversee the Company's compliance program, including under the Company's Code of Business Ethics (the "**COBE**," and together with the Company's other policies, the "**Codes**") and their enforcement, and at least annually, meet to review the implementation and effectiveness of the Company's compliance program with the General Counsel of the Company, who shall have the authority to communicate directly to the Committee, promptly, about actual and alleged violations of law or the Codes.
- Review and make a recommendation to the full Board regarding whether to accept any proposed waiver of the provisions of the Code for any officer or member of the Board.

Review of Charter

- Review and assess the adequacy of this Charter annually and recommend to the full Board any amendments or modifications thereto that the Committee deems appropriate.

Annual Performance Evaluation

- Evaluate its performance annually and report the results to the full Board.

Reporting to the Board

- The Committee shall report to the board periodically.

Additional Authority

The Committee is authorized, on behalf of the Board, to do any of the following as it deems necessary or appropriate:

- Establish and delegate authority to subcommittees consisting of one or more of its members as the Committee deems appropriate to carry out its responsibilities and exercise its powers except to the extent prohibited under the rules and regulations of the SEC or the NYSE.
- Engage, on whatever terms it approves, advisers (including, but not limited to, legal and accounting advisers) to assist it in performing its responsibilities, and determine the compensation or fees payable to such advisers. In performing its duties and responsibilities, the Committee may rely on advice and information it receives from management, the Independent Auditor, and any experts, advisers, and other professionals whom it may consult.
- Cause the Company to pay, without further action by the Board, the compensation due to the Independent Auditor and such other advisers as established by the Committee.
- Request that any officer or employee of the Company, the Company's outside legal counsel, the Independent Auditor, or any other professional retained by the Company meet with the Committee or its members or advisers.
- Receive appropriate funding from the Company, as determined by the Board, for use by the Committee in fulfilling its duties as set forth herein.

Modification of Charter

This Charter, including the policies and procedures herein, may be modified at any time by the Board.

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Adopted by the Board of Directors of McGraw Hill, Inc. Effective as of July 2025.