

MCGRAW HILL, INC.

COMPENSATION COMMITTEE CHARTER

General Statement of Purpose

The primary purposes of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**” and each member thereof, a “**Director**”) of McGraw Hill, Inc. (the “**Company**”) are to review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (the “**CEO**”) and the other Senior Executives (as defined below) of the Company, to evaluate the performance of the CEO and the other Senior Executives in light of such goals and objectives, to determine and approve the compensation of the CEO and the other Senior Executives, to make recommendations to the full Board with respect to incentive-based and equity-based compensation plans that are subject to Board approval, to prepare the disclosure required by the rules of the Securities and Exchange Commission (the “**SEC**”), to review and report to the Board on the Company’s key strategic and human resource management issues, and to oversee the Company’s overall compensation structure, policies, and programs.

Composition

The Committee shall consist of at least two (2) Directors, each of whom shall be determined by the Board to satisfy the independence tests under the New York Stock Exchange (“**NYSE**”) Listed Company Manual, subject to an election by the Company to rely upon any applicable exceptions in the NYSE Listed Company Manual. In determining the members of the Committee, the Board will consider whether the members qualify as “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). Each member of the Committee shall be familiar with general executive compensation principles applicable to publicly traded companies (or shall become familiar therewith within a reasonable period of time after his or her appointment to the Committee). No member of the Committee may simultaneously serve as an executive officer of another entity, the board of directors of which includes an executive officer of the Company.

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.

Meetings

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter (the “**Charter**”). To the extent permitted by the Company’s bylaws, as may be adopted and amended by the Board from time to time (the “**Bylaws**”), and unless otherwise prohibited by this Charter, 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. The Chair, in consultation with the other Committee members and management, may set meeting agendas consistent with this Charter.

Duties, Responsibilities, and Authority

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:

Processes and Procedures Regarding Director and Executive Compensation

- Review and assess periodically the Company's processes and procedures for considering and determining the compensation of the (i) the CEO, (ii) all other employees who are subject to the reporting requirements of Section 16 of the Exchange Act, and (iii) any other members of the Company's leadership team as designated by the Board (together, the "**Senior Executives**").
- Make recommendations to the full Board with regard to the Company's processes and procedures for considering and determining the compensation of the Directors.
- Review and discuss with management the description, if any, to be included in the Company's proxy statement regarding the processes and procedures related to director and executive compensation.
- Review and discuss at least annually the relationship between risk management policies and practices and the Company's director and executive compensation, including reviewing the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking and evaluating compensation policies and practices that could mitigate any such risk.

Compensation Committee Report

- Review and discuss with management the Compensation Discussion and Analysis ("**CD&A**"), if any, to be included in the Company's proxy statement or annual report on Form 10-K.
- Based on its review and discussions with management, recommend to the full Board that the CD&A, if and when required, be included in the Company's proxy statement or annual report on Form 10-K.
- Prepare the Compensation Committee Report to be included in the Company's proxy statement or annual report on Form 10-K in accordance with the rules and regulations of the SEC and NYSE, and any other rules and regulations applicable to the Company.

Compensation Plans and Agreements

- Review and approve (and when appropriate, recommend to the full Board for its approval, such as in the event approval of the Company's stockholders is required) incentive-based and equity-based compensation plans, including grants under such plans, in each case consistent with the terms of such plans. The Committee shall also have the authority to administer the Company's incentive-based and equity-based compensation plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted, the terms and conditions applicable to each award or grant (subject to the provisions of each plan), and the policies and procedures for the grant of incentive-based and equity-based awards.
- In formulating its decision regarding the long-term incentive component of the compensation of the CEO and the other Senior Executives, consider the Company's performance and relative stockholder return, the value of similar incentive awards to the chief executive officers and other officers at comparable companies, the awards made by the Company to the CEO and its other Senior Executives in past years, and such other factors as the Committee deems appropriate and in the best interests of the Company.
- Prior to the Trigger Date (as defined in the Company's Certificate of Incorporation), provide to the full Board for its independent ratification and approval any decisions by the Committee regarding incentive-based or equity-based compensation for the CEO and, when so requested by the Board, the other Senior Executives.
- Review and approve (and when appropriate, recommend to the full Board for its approval), any employment or service-related contracts or arrangements involving prospective, current, or former Senior Executives, including consulting arrangements, employment contracts, change-in-control and severance protections, and termination agreements.
- Develop and implement such policies with respect to the recovery or "clawback" of any excess compensation (including equity-based awards) as may be required by the NYSE Listed Company Manual or other applicable law or as determined by the Committee to be reasonable and appropriate.
- Review and approve stock ownership guidelines for the CEO and other Senior Executives, recommend to the full Board stock ownership guidelines for the non-employee Directors, and oversee compliance under any such stock ownership guidelines.

Compensation of the CEO

- Review and approve annually the corporate goals and objectives to be considered in determining the compensation of the CEO.
- Evaluate at least annually, the CEO's performance in light of the goals and objectives that were set for the CEO and approve the CEO's compensation based on that evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company.

Compensation of the Other Senior Executives

- Review and approve the corporate goals and objectives to be considered in determining the compensation of all of the Senior Executives other than the CEO.
- Evaluate such other Senior Executives' performance in light of the goals and objectives that were set for them and approve such Senior Executives' compensation based on that evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company.

Compensation of All Senior Executives

- In evaluating and determining the compensation of the CEO and all other Senior Executives, consider the results of the most recent stockholder advisory vote on executive compensation ("**Say on Pay Vote**") required by Section 14A of the Exchange Act.
- Review periodically the aggregate amount of compensation being paid or potentially payable to the CEO and the other Senior Executives.
- Meet without the presence of any given Senior Executive during the period of time when the Committee is deliberating or voting on the specific compensation of such Senior Executive.

Compensation of the Directors

- Review and make such recommendations to the full Board as it deems advisable regarding the compensation of the Directors, including cash and equity-based compensation.

Compensation Consulting Firms or Other Outside Advisers

- Exercise authority, in its sole discretion, to retain or obtain the advice of any compensation consultant, independent legal counsel, or other adviser (each, a "**Consultant**"), on whatever terms it approves, to assist the Committee in performing its responsibilities.
- Have sole responsibility for the appointment, compensation, and oversight of the work of any Consultant it retains (with payment, as determined by the Committee, of reasonable compensation to any such Consultant to be funded by the Company).
- Before selecting a Consultant, and from time to time as the Committee deems appropriate, assess the independence of such Consultant, taking into consideration all factors relevant to such Consultant's independence from management of the Company, including the factors specified in the NYSE Listed Company Manual. The Committee shall ensure that any disclosure required by the rules and regulations of the SEC or the NYSE Listed Company Manual related to the foregoing is included in the Company's proxy statement.

- Evaluate whether any Consultant retained, or to be retained, by the Committee has any conflict of interest, in accordance with Item 407(e)(3)(iv) of Regulation S-K, and prohibit the Company from engaging a Consultant engaged by the Committee, or an affiliate of any such Consultant, to provide any other services to the Company without the approval of the Committee.

Say on Pay Votes and Shareholder Engagement

- Review, and recommend to the full Board for approval, the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on the frequency of Say on Pay Votes required by Section 14A of the Exchange Act.
- Review, and recommend to the full Board for approval, the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
- Oversee engagement with shareholders in general as well as with proxy advisory firms on executive compensation matters.

Human Capital Management

- Review and report to the full Board on a periodic basis with regard to the Company's strategies and policies related to human capital management, including with respect to matters such as talent development and retention, workplace environment and culture.
- Assist the Board in reviewing succession plans for Senior Executive positions other than the CEO.

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.
- Request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor, or any other professional retained by the Company meet with the Committee or its members or advisers. In performing its duties and responsibilities, the Committee may rely on advice and information it receives from management and any experts, advisers, and other professionals whom it may consult.
- 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 written resolution of the Board.

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