

MCGRAW HILL, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

General Statement of Purpose

The primary purposes of the Nominating and Corporate Governance 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 make recommendations to the full Board regarding the structure and composition of the Board and its committees, including identifying qualified Director nominees consistent with criteria approved by the Board, to develop and recommend to the full Board corporate governance guidelines applicable to the Company, and to oversee the evaluation of the Board, its committees, and the Company’s management team.

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. Each member of the Committee shall be familiar with general corporate governance 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).

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.

Procedures and Limitations

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**”), 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 and Responsibilities

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:

Board Selection and Composition

- Prepare, recommend to the full Board for its approval, and periodically reassess, a list of selection criteria for Board and committee membership, which shall include a description of any specific qualifications that the Committee believes must be met by a Director nominee, and a description of any specific qualities or skills the Committee believes one or more of the Directors should possess.
- Lead the process of identifying qualified Director candidates, when the facts and circumstances warrant, consistent with criteria approved by the Board.
- Recommend to the full Board, based on the Committee's review and evaluation, and in accordance with the Bylaws, candidates for nomination or reelection to the Board at the annual meeting of the stockholders or, if applicable, at a special meeting of the stockholders.¹
- Recommend to the full Board candidates to fill vacancies or newly created directorships that may occur between meetings of the stockholders.¹
- Review and make recommendations to the full Board regarding the composition and size of the Board and of each committee.
- Recommend to the full Board whether to accept the resignation of a director tendered in accordance with the Corporate Governance Guidelines.
- Review the Board's committee structure and recommend to the full Board for its approval the Directors to serve as members, and chairpersons, of each committee of the Board.

Review of Governance Documents

- 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.
- Periodically reassess the Company's Corporate Governance Guidelines, Code of Business Ethics, and Bylaws, and recommend to the full Board any amendments or modifications thereto that the Committee deems appropriate.

Governance Oversight

¹ To the extent there is an investor rights agreement, stockholders' agreement, nomination agreement, or similar agreement to which the Company is a party that governs the composition of the Board, the Committee shall act appropriately to comply with such matters as may be specified in such agreement, including to nominate individuals for election or reelection to the Board and to fill vacancies on the Board.

- At least annually, review the Company's corporate governance principles adopted by the Board, and review the Company's public reporting on such topics, including in the Company's proxy statement and annual report on Form 10-K.
- Consider and make appropriate recommendations to the full Board, as applicable, regarding any other corporate governance issues that arise from time to time.

Annual Performance Evaluation

- Oversee an annual self-evaluation of the Board and its committees, including individual Directors.
- Evaluate its performance annually and report the results to the full Board.

Reporting to the Board

- The Committee shall report to the board periodically.

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.
- Exercise sole authority to retain and terminate a search firm or firms to assist it in identifying Director candidates, and to approve the terms and fees relating to such search.
- Engage, on whatever terms it approves, advisers (including, but not limited to, legal 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 and any experts, advisers, and other professionals whom it may consult.
- 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.
- 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.

* * * * *

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