

# Ziff. Davis

CORE INVESTOR PRESENTATION

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February 2025

Ziff.  
Davis

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[www.ziffdavis.com](http://www.ziffdavis.com)

# Safe Harbor for Forward-looking Statements

Certain statements in this presentation are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, particularly those regarding our 2025 financial guidance. These forward-looking statements are based on management’s current expectations or beliefs as of February 24, 2025 (“Release Date”) and are subject to numerous assumptions, risks, and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. These factors and uncertainties include, among other items: the Company’s ability to grow advertising, licensing, and subscription revenues, profitability, and cash flows, particularly in light of an uncertain U.S. or worldwide economy, including the possibility of economic downturn or recession; the Company’s ability to make interest and debt payments; the Company’s ability to identify, close, and successfully transition acquisitions; customer growth and retention; the Company’s ability to create compelling content; our reliance on third-party platforms; the threat of content piracy and developments related to artificial intelligence; increased competition and rapid technological changes; variability of the Company’s revenue based on changing conditions in particular industries and the economy generally; protection of the Company’s proprietary technology or infringement by the Company of intellectual property of others; the risk of losing critical third-party vendors or key personnel; the risks associated with fraudulent activity, system failure, or a security breach; risks related to our ability to adhere to our internal controls and procedures; the risk of adverse changes in the U.S. or international regulatory environments, including but not limited to the imposition or increase of taxes or regulatory-related fees; the risks related to supply chain disruptions, inflationary conditions, and rising interest rates; the risk of liability for legal and other claims; and the numerous other factors set forth in the Company’s filings with the Securities and Exchange Commission (“SEC”). For a more detailed description of the risk factors and uncertainties affecting the Company, refer to our most recent Annual Report on Form 10-K and the other reports filed by the Company from time-to-time with the SEC, each of which is available at [www.sec.gov](http://www.sec.gov). The forward-looking statements provided in this presentation, including those regarding our 2025 financial guidance, are based on limited information available to the Company as of the Release Date and are subject to change. Although management’s expectations may change after the Release Date, the Company undertakes no obligation to revise or update these statements.

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## Non-GAAP Financial information

Included in this presentation are certain financial measures that are not calculated in accordance with U.S. generally accepted accounting principles (“GAAP”) and are not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. The non-GAAP measures, as defined by Ziff Davis, may not be comparable to similar non-GAAP measures presented by other companies, limiting their usefulness for comparison purposes. The presentation of such measures, which may include adjustments to exclude unusual or non-recurring items, should not be construed as an inference that Ziff Davis’ future results or leverage will be unaffected by other unusual or non-recurring items. Please see the “Supplemental Information” to this presentation for details related to how we define these non-GAAP measures and reconciliations thereof to the most directly comparable GAAP measures.

We use these non-GAAP financial measures for financial and operational decision making and as a means to evaluate period-to-period comparisons. We believe that these non-GAAP financial measures provide meaningful supplemental information regarding our performance and liquidity by excluding certain items that may not be indicative of our recurring core business operating results or, in certain cases, may be non-cash in nature. We believe that both management and investors benefit from referring to these non-GAAP financial measures in assessing our performance and when planning, forecasting, and analyzing future periods. These non-GAAP financial measures also facilitate management’s internal comparisons to our historical performance and liquidity. We believe these non-GAAP financial measures are useful to investors both because (1) they allow for greater transparency with respect to key metrics used by management in its financial and operational decision-making, (2) certain measures are used to determine the amount of annual incentive compensation paid to our named executive officers, and (3) they are used by the analyst community to help them analyze the health of our business.

# Risk Factors

Some factors that could cause actual results to differ materially from those expressed or implied by the forward-looking statements contained in this presentation include, but are not limited to, our ability and intention to:

- Sustain growth or profitability, particularly in light of an uncertain U.S. or worldwide economy, including the possibility of an economic downturn or recession, continuing inflation, supply chain disruptions, and other factors and their related impacts on customer acquisition and retention rates, customer usage levels, and credit and debit card payment declines;
- Maintain and increase our customer base and average revenue per customer;
- Generate sufficient cash flow to make interest and debt payments, reinvest in our business, and pursue desired activities and businesses plans while satisfying restrictive covenants relating to debt obligations;
- Acquire businesses on acceptable terms, execute on our investment strategies, successfully manage our growth, and integrate and realize anticipated synergies from such acquisitions;
- Continue to expand our businesses and operations internationally in the wake of numerous risks, including adverse currency fluctuations, difficulty in staffing and managing international operations, higher operating costs as a percentage of revenues, or the implementation of adverse regulations;
- Maintain our financial position, operating results and cash flows in the event that we incur new or unanticipated costs or tax liabilities, including those relating to federal and state income tax and indirect taxes, such as sales, value-added, and telecommunication taxes;
- Manage certain risks related to the unauthorized use of our content and the infringement of our intellectual property rights by developers and users of generative artificial intelligence ("AI");
- Prevent system failures, security breaches, and other technological issues;
- Accurately estimate the assumptions underlying our effective worldwide tax rate;
- Maintain favorable relationships with critical third-party vendors that are financially stable;
- Create compelling digital media content facilitating increased traffic and advertising levels and additional advertisers or an increase in advertising spend, and effectively target digital media advertisements to desired audiences;
- Manage certain risks inherent to our business, such as costs associated with fraudulent activity, system failure, or security breach; effectively maintaining and managing our billing systems; the time and resources required to manage our legal proceedings; liability for legal and other claims; or adhering to our internal controls and procedures;
- Compete with other similar providers with regard to price, service, functionality;
- Achieve business and financial objectives in light of burdensome domestic and international laws and regulations, including those related to data privacy, access, security, retention, and sharing;
- Successfully adapt to technological changes and diversify services and related revenues at acceptable levels of financial return;
- Successfully develop and protect our intellectual property, both domestically and internationally, including our brands, content, copyrights, patents, trademarks, and domain names from infringement by third parties, and avoid infringing upon the proprietary rights of others;
- Manage certain risks associated with environmental, social, and governmental matters, including related reporting obligations, that could adversely affect our reputation and performance;
- Recruit and retain key personnel and maintain the beneficial aspects of our corporate culture globally;
- Meet our publicly announced guidance or other expectations about our business and future operating results; and
- Respond to other factors set forth in our most recent Annual Report on Form 10-K filed by us with the SEC and the other reports we file from time to time with the SEC.

# Investment Highlights



**Portfolio of Digital Media & Internet Brands in High-Value Verticals**



**Experts in Digital Transformation & Creators of Premium Content & Tools**



**Highly Recurring Revenues Across Advertising & Subscription Businesses**



**Disciplined Capital Allocators with a Proven Track Record**



**Systematic & Repeatable Acquisition System Supporting Long-Term Growth**



**Strong Growth, Profitability & Free Cash Flow Fundamentals**

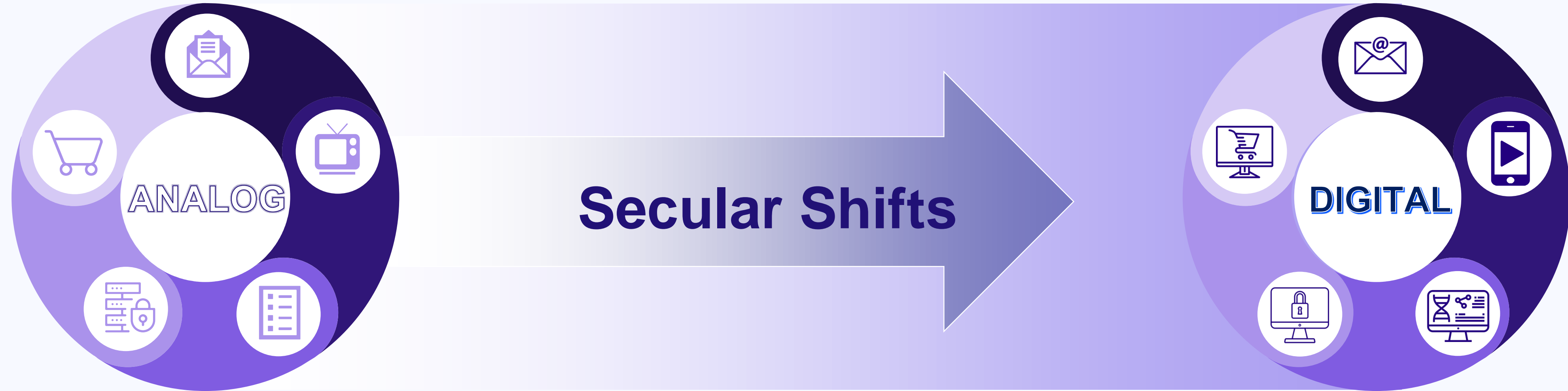
**Ziff  
Davis**

# Participants in the Highest-Value, Fastest-Growing Advertising Verticals on the Internet

	'24 Digital Ad Spend (\$B)	'19-'24 CAGR	
Shopping	\$83	24%	<ul style="list-style-type: none"><li>Leadership positions in categories that collectively represent ~60% of U.S. digital ad spending</li></ul>
Technology	\$44	17%	
Entertainment	\$28	14%	
Health & Wellness	\$22	21%	

# Experts in Digital Transformation

Ziff Davis has an established platform and playbook that takes advantage of the secular shift from analog to digital



## Ziff Davis Advantage



Superior monetization of audiences



Proprietary tech platforms for scale & efficiency



Returns-based resource allocation



Deep bench of digital executives

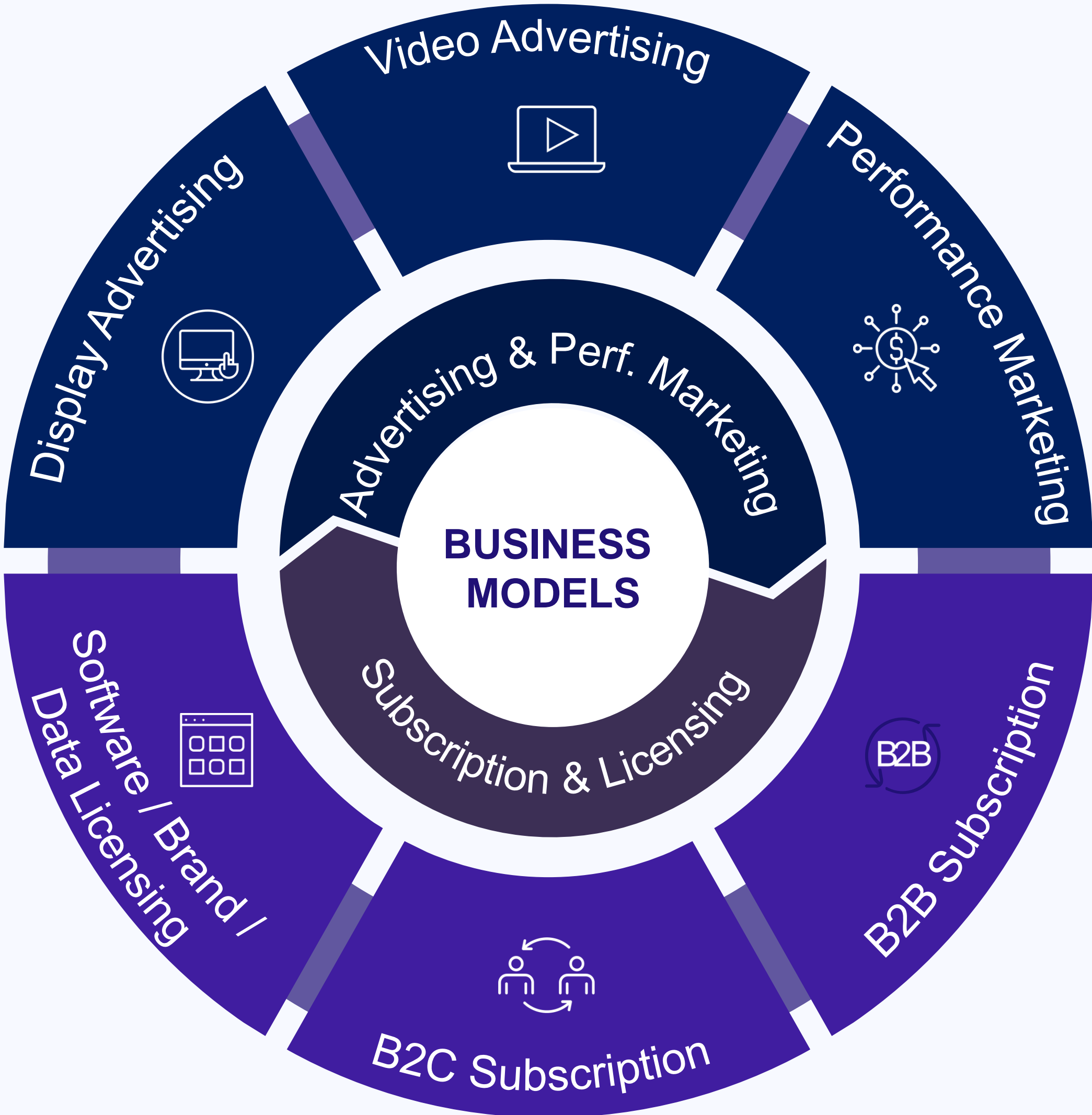
# High-Quality Content and Widely-Adopted Tools

<p><b>Content</b></p>	<ul style="list-style-type: none"> <li>• Editorial content that informs important decisions</li> <li>• Actionable reviews, recommendations and “how to” articles</li> <li>• Service journalism that shapes purchase intent</li> </ul>						
<p><b>Tools</b></p>	<ul style="list-style-type: none"> <li>• Apps to measure and improve broadband</li> <li>• End-to-end protection against cybersecurity threats</li> <li>• Full marketing technology suite to acquire and engage customers</li> </ul>						
<p><b>Brands</b> <i>Select Examples</i></p>	<p>Tech</p>  	<p>Shopping</p>  	<p>Gaming &amp; Entertainment</p>  	<p>Connectivity</p>  	<p>Health &amp; Wellness</p>  	<p>Cybersecurity</p>  	<p>Martech</p>  

# Robust and Balanced Monetization Formula

**\$778MM**  
Advertising and Performance Marketing Revenue  
*(FY 2024)*

**\$586MM**  
Subscription & Licensing Revenue  
*(FY 2024)*



# Advertising: An Intent-Driven Model



**Authoritative editorial content and tools** that instills confidence for important decisions



**Actionable** reviews, recommendations, how to's, rankings, etc.



**Participants in the most valuable categories** where intent volume and yield are highest



**Direct advertising and merchant relationships** that drive the best price, deal and offer for the user



**Substantially insulated from third-party cookie phaseout** as nearly all of Ziff Davis' customer insights are first-party sourced

## Intent-Driven Advertising

**92%**  
**Net Revenue Retention<sup>(1)</sup>**  
**(Q4 2024)**

**1.9K**  
**Customers<sup>(2)</sup>**  
**(Q4 2024)**

**\$136K**  
**Quarterly Revenue per**  
**Customer (Q4 2024)**

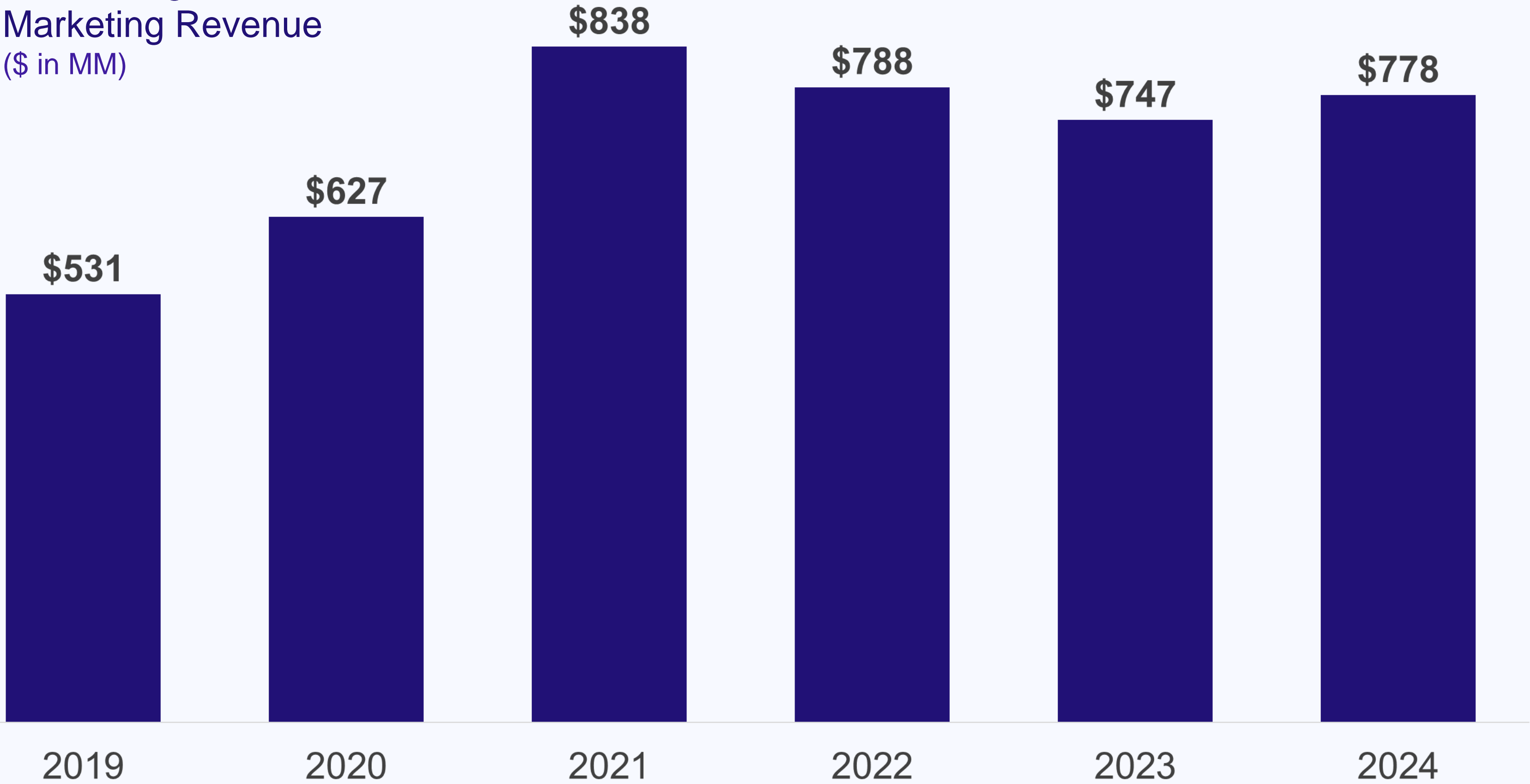
1. Net Advertising and Performance Marketing Revenue Retention = (Revenue Recognized by Prior Year Customers in Current Year Period (exclude revenue from acquisitions during the stub period)) / (Revenue Recognized by Prior Year Customers in Prior Year Period (exclude revenue from acquisitions during the stub period)). Excludes customers that generated less than \$10,000 of revenue in the measurement period.

2. This excludes customers that generated less than \$2,500 of revenue in Q4 2024 in either Tech, Shopping, Entertainment, Health & Wellness, or Connectivity.

# Advertising: High Growth and SaaS-Like Revenue Retention

Our advertising model is recurring in nature

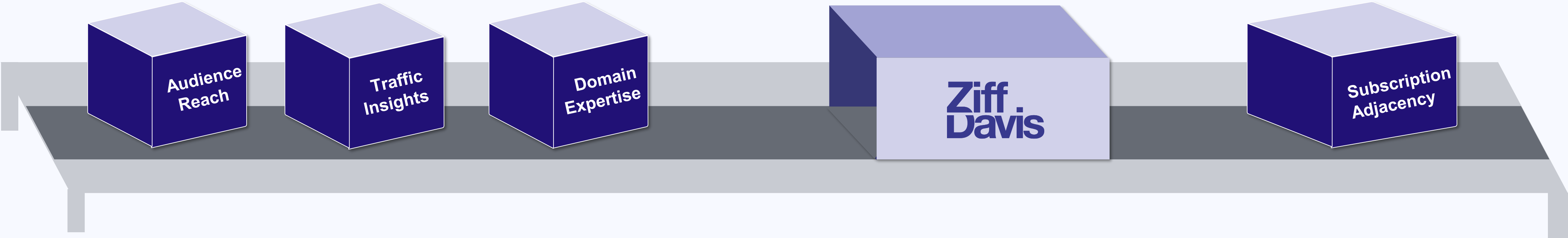
Advertising and Performance  
Marketing Revenue  
(\$ in MM)



8%  
2019 – 2024  
Revenue CAGR

# Strong Track Record of Expanding into Subscription Adjacencies

We leverage audience reach, traffic insights and domain expertise in existing verticals to actively pursue subscription adjacencies



Existing Verticals

Select Examples

Technology

Entertainment

Technology

Shopping

Subscription Adjacency

Cybersecurity

Indie Gaming

Connectivity

Retail Martech



# Subscriptions and Licensing: A Proven and Durable Model

## B2B Subscriptions / Licensing

- SMB and Enterprise subscriptions to access and use content, tools, and services; or
- Recurring data-as-a-service and IP licensing
- Customer acquisition via online, channel, and direct sales

**141K<sup>(1)</sup>**

Business Subscribers

**63%<sup>(2)</sup>**

of Total Subscription Revenue



## B2C Subscriptions

- Consumer/SOHO subscriptions to access content and services
- Customer acquisition predominantly via online sales

**3.3MM<sup>(1)</sup>**

Consumer Subscribers

**37%<sup>(2)</sup>**

of Total Subscription Revenue



**42%<sup>(2)</sup>**

Subscription & Licensing Revenue as % of Total Revenue

**3.5MM<sup>(3)</sup>**

Total Subscribers

**\$40<sup>(4)</sup>**

Quarterly ARPS

**2.8%<sup>(5)</sup>**

Churn Rate

1. TTM Monthly Average as of December 31, 2024.  
 2. Percentage for the TTM period ended December 31, 2024.  
 3. Based on the TTM period ended December 31, 2024.  
 4. Quarterly ARPS = Q4 2024 Subscription & Licensing Revenue / Q4 2024 Average Monthly Subscribers

5. "Churn Rate" = A / B. A = (average revenue per subscription in the prior month) x (number of cancels in current month), calculated at each business and aggregated\*. B = subscription and licensing revenue in the current month, calculated at each business and aggregated. Churn rate is presented for the period Q4 2024. For Ookla, this is calculated by taking the sum of the monthly revenue from the specific cancelled agreements.

# Subscription and Licensing: A Consistent Growth Engine

Our subscription / licensing model supports strong customer retention

Subscription and Licensing Revenue <sup>(1)</sup>  
(\$ in MM)

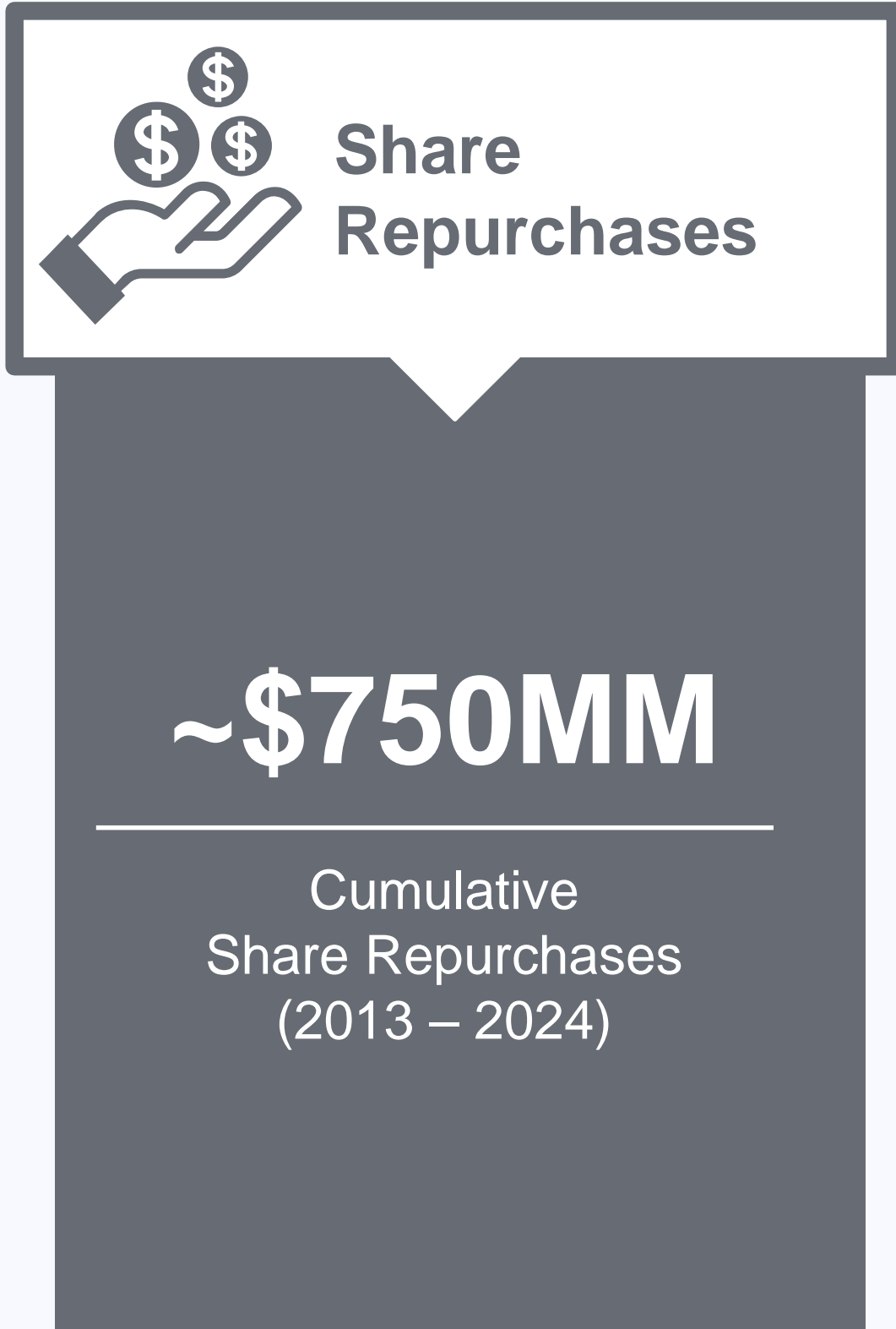


7%  
2019 – 2024  
Revenue CAGR

1. 2019-2021 Revenues exclude the Divested Businesses. See slide 20 for reconciliation.

# Capital Allocation Framework Maximizes Shareholder Value

## Capital Allocation

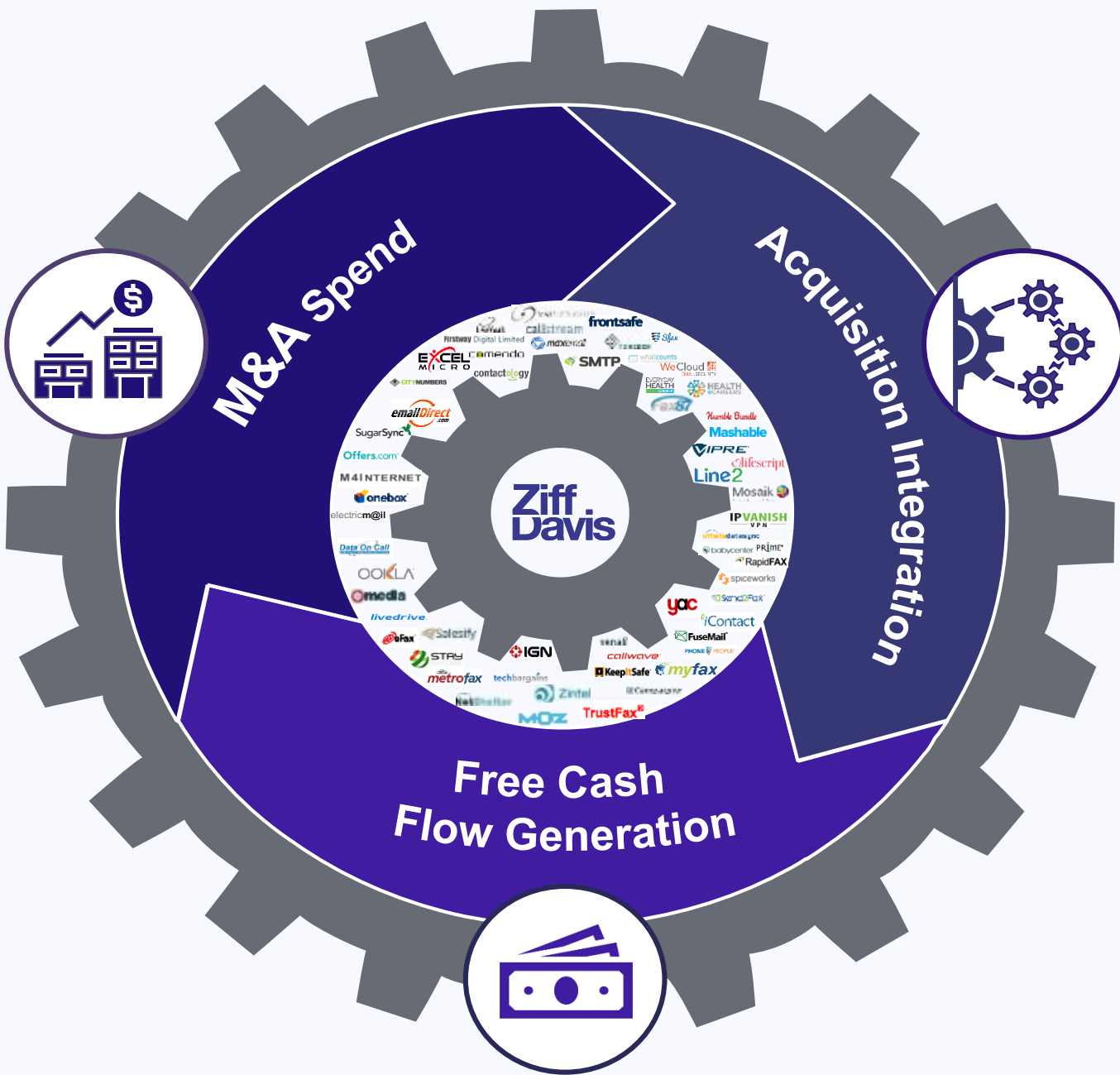


- **20% IRR Hurdle**
- **Investments Ranked by Risk and Return**

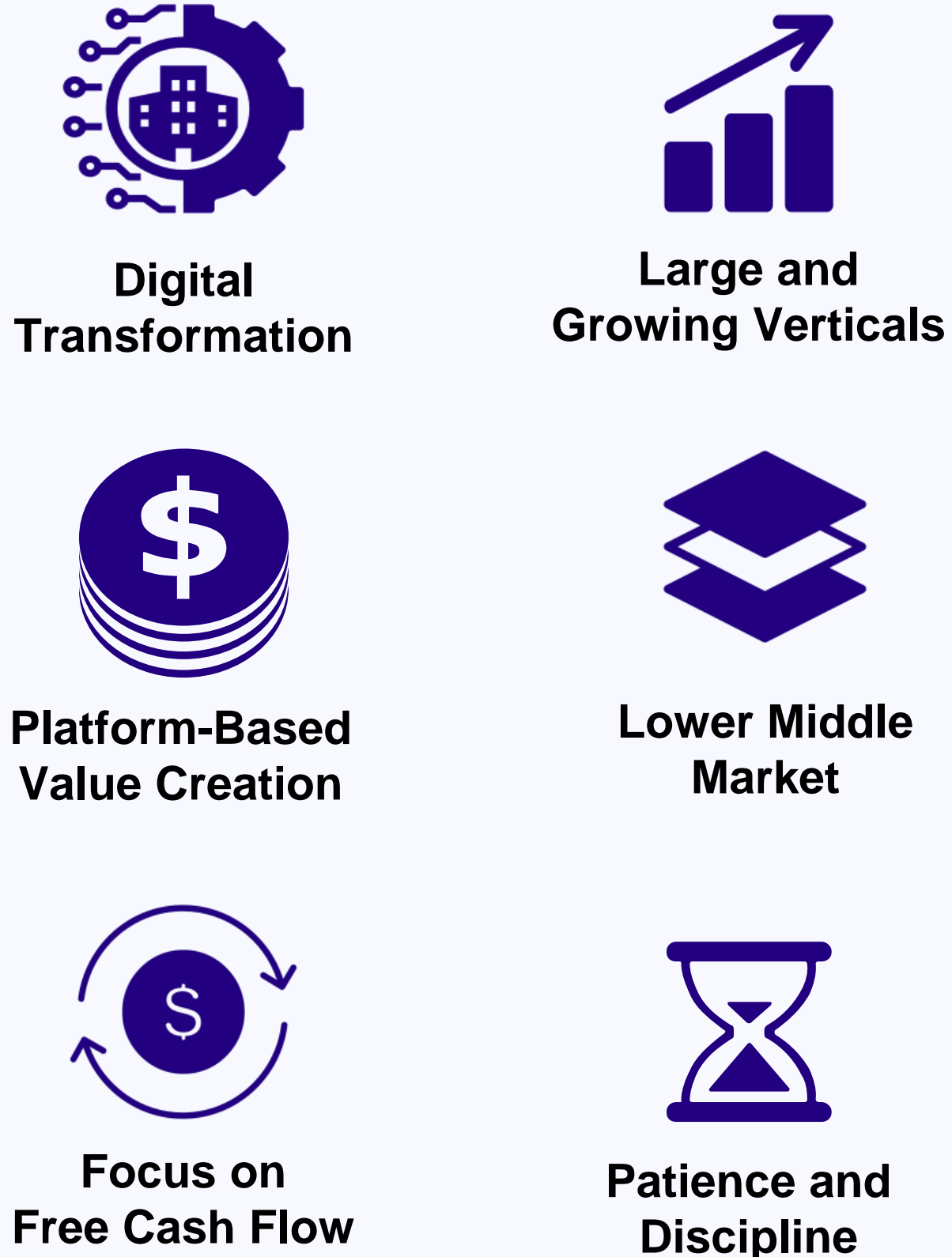
1. Accumulation of JCOM/ZD's total capital expenditures less an assumed \$15MM/year since 2018 that were related to the Consensus business.  
 2. Includes Acquisitions from 2013 through 2024, plus the Ziff Davis acquisition from 2012. This reflects only the businesses that comprise the Ziff Davis portfolio following the spin of Consensus and excludes divested businesses, assets held for sale, and assets that traveled with the spin of Consensus.

# Acquisitions are Our Strategic Advantage

## Cash Flywheel



## Core M&A Principles



## Transaction Types

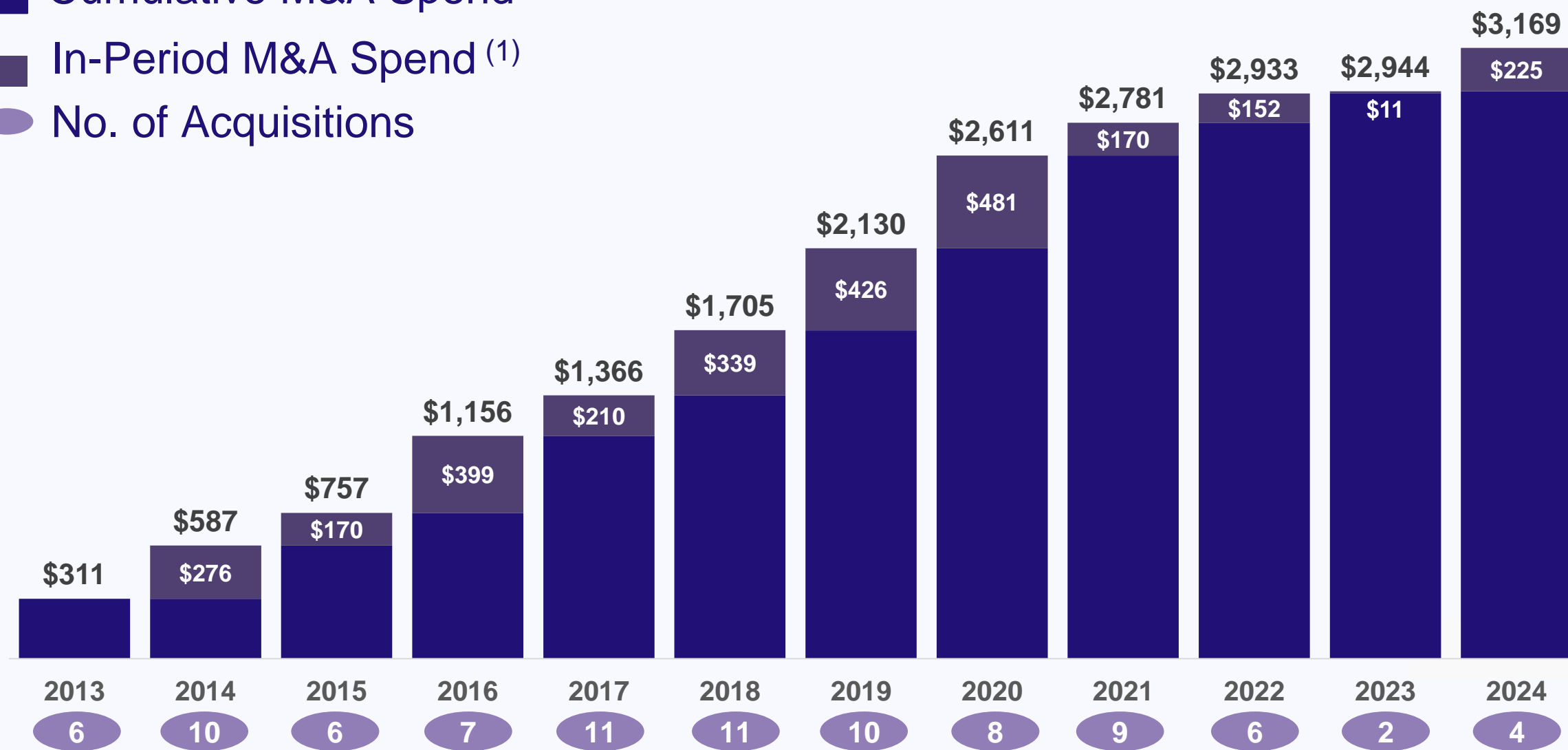


# A Steady & Repeatable System that Drives Consistent Growth

Ziff Davis today represents a collection of businesses that have been acquired and enhanced since 2013

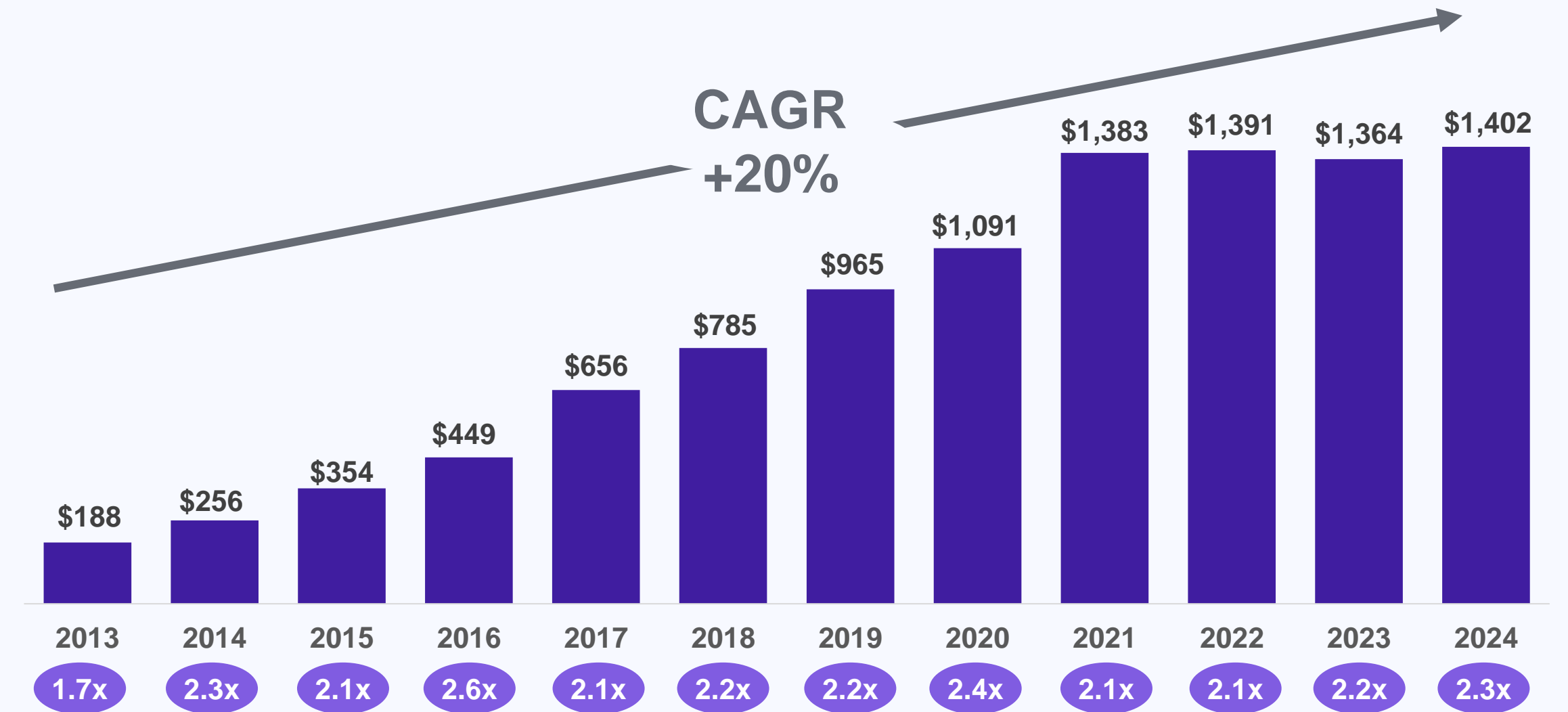
M&A Spend Over Time  
(\$ in MM)

- Cumulative M&A Spend <sup>(1)</sup>
- In-Period M&A Spend <sup>(1)</sup>
- No. of Acquisitions



Adj. Revenue <sup>(2)</sup>  
(\$ in MM)

- Cumulative M&A Spend / Revenue Ratio



**~\$3.2B**

Cumulative M&A Spend

**~\$1.4B**

2024 Revenue

**35%**

2024 Adjusted EBITDA Margin



1. Includes Acquisitions from 2013 through 2024, plus the Ziff Davis acquisition from late 2012, which is included in the 2013 column. This excludes any acquisitions that were part of businesses that we have since divested or spun-off. M&A spend is defined as the approximate cash paid for the asset and does not necessarily tie to the Statement of Cash Flows within a given period.  
2. Adjusted revenues exclude the Divested Businesses. See side 19 for reconciliation.

# Historical Adj. Revenue & Adj. EBITDA (1)

Ziff Davis' historical Adj. Revenue and Adj. EBITDA reflects its position following the separation of Consensus

(\$ in MM)	2019	2020	2021	2022	2023	2024	'19-'24 CAGR
<b>Adj. Revenue</b>	\$965	\$1,091	\$1,383	\$1,391	\$1,364	\$1,402	8%
<b>Adj. EBITDA</b>	\$310	\$378	\$485	\$507	\$482	\$494	10%
<i>Adj. EBITDA Margin</i>	32%	35%	35%	36%	35%	35%	



# Appendix

# GAAP Reconciliations: Revenue

(\$ in MM)	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
<b>Revenue <sup>(1)</sup></b>	<b>\$237</b>	<b>\$327</b>	<b>\$410</b>	<b>\$568</b>	<b>\$805</b>	<b>\$893</b>	<b>\$1,061</b>	<b>\$1,160</b>	<b>\$1,417</b>	<b>\$1,391</b>	<b>\$1,364</b>	<b>\$1,402</b>
<i>Reconciliation of GAAP to Adjusted non-GAAP measures:</i>												
Acquisition-related integration costs	(2)	2	-	-	-	-	-	-	-	-	-	-
Divested Businesses	(27)	(46)	(60)	(111)	(138)	(95)	(95)	(68)	(34)	0	0	0
<b>Adjusted Revenue excluding Divested Businesses</b>	<b>\$188</b>	<b>\$256</b>	<b>\$354</b>	<b>\$449</b>	<b>\$656</b>	<b>\$785</b>	<b>\$965</b>	<b>\$1,091</b>	<b>\$1,383</b>	<b>\$1,391</b>	<b>\$1,364</b>	<b>\$1,402</b>

1. Adjusted to exclude patent BU related revenue recorded within J2 Cloud Services from 2013 – 2019.

# GAAP Reconciliations: Adjusted EBITDA <sup>(1)</sup>

(\$ in MM)	2019	2020	2021	2022	2023	2024
<b><u>Net income from continuing operations</u></b>	<b>\$219</b>	<b>\$29</b>	<b>\$401</b>	<b>\$65</b>	<b>\$42</b>	<b>\$63</b>
Plus:						
Interest expense, net	70	56	72	34	20	14
Loss (gain) on debt extinguishment, net	-	-	5	(12)	-	-
Loss on sale of businesses	-	(17)	22	-	-	4
(Gain) loss on investments, net	-	21	17	54	28	8
Other expense (income), net	8	-	(1)	(8)	9	(5)
Income tax expense (benefit)	(19)	38	(14)	58	24	41
Unrealized (gain) loss on short-term investments held at the reporting date	-	-	(298)	-	-	-
Depreciation and amortization	232	217	249	233	237	212
Loss (income) from equity method investment, net	-	11	(36)	8	8	(11)
<b>Reconciliation of GAAP to Adjusted financial measures:</b>					-	
Share-based compensation	23	23	24	27	32	40
Acquisition-related integration costs	17	13	11	17	21	40
Lease asset Impairments and other charges	-	13	13	2	2	1
Investments	-	-	2	-	-	
Disposal related costs	-	-	1	1	2	0
Goodwill impairment on business	-	-	33	27	57	85
<b>EBITDA</b>	<b>\$550</b>	<b>\$404</b>	<b>\$499</b>	<b>\$507</b>	<b>\$482</b>	<b>\$494</b>
<b><u>Adjustments:</u></b>						
Excluded assets	(240)	(26)	(14)	-	-	
<b>Adjusted EBITDA</b>	<b>\$310</b>	<b>\$378</b>	<b>\$485</b>	<b>\$507</b>	<b>\$482</b>	<b>\$494</b>

1. The results in this table for 2019 combine continuing operations and discontinued operations. The results in this table for 2020 and 2021 are on a continuing operations basis. The excluded assets reflect the removal of the Divested Businesses. In 2019, the excluded assets also include the cloud fax business that was spun-off in October 2021.