

**CHARTER OF THE
TECHNOLOGY, DATA AND SUPPLY CHAIN COMMITTEE
OF THE BOARD OF DIRECTORS
OF SCHOLASTIC CORPORATION**

Organization

The Technology, Data and Supply Chain Committee (the “Committee”) of the Board of Directors of Scholastic Corporation (the “Company”) shall be comprised of no fewer than three (3) directors appointed by the Board of Directors (the “Board”).

Mandate

The Committee shall have oversight over all applications of technology across the Company, including but not limited to: the Company’s computer systems and software applications; integration of third party systems and applications; process automation; robotics; technical standards to be adopted and compliance with such standards; talent required for implementation of technology-related projects; and the management and security of all data related to the business, customers and employees of the Company.

The Committee’s primary objectives include: (i) providing assistance to the Board in fulfilling its oversight responsibilities with respect to monitoring the risk profile of the Company as it relates to the Company’s computer systems and software applications and the integration of third party systems and applications, including cyber security, and reporting its observations to the full Board; (ii) providing oversight and guidance in respect to the foregoing systems and applications in the expanded context of the general internal operations activities of the Company in support of the Company’s business activities, including the Company’s stored databases and the uses of stored database information by the Company’s operating businesses in the business activities of the Company, including marketing activities; (iii) providing guidance in respect to the Company’s product development and enhancement process, including design and relevant technologies, as it relates to the marketing objectives of improving the customer experience and driving customer satisfaction and the Company’s business success; (iv) providing general oversight and guidance in respect to the role of Scholastic Technology Services (STS) in ensuring consistent approaches among the operating businesses and the involvement of STS in all technology projects, whether initiated by STS, the Marketing group, the Operations group or within the operating businesses; and (v) providing general oversight and guidance in respect to the active participation of STS in technology projects being implemented within the Marketing group and the Operations group recognizing the critical interplay between STS and both groups.

Responsibilities

The Committee shall be authorized to perform the following functions and engage in the following activities on behalf of the Board and in support of the Company’s STS management, as well as the Company’s Marketing management and Operations management in the context of technology, and to report its observations, recommendations and actions regularly to the Board:

- Monitor the state of technology and systems and software capabilities within the Company, including in relation to the Company's business strategies.
- Review the overall strategy, direction and effectiveness of the Company's technology programs and computer and business systems capabilities, and the metrics utilized by the Company in assessing the same, in the context of the achievement of business goals, including from an asset management perspective, with special focus on significant systems integration initiatives, centralized data management initiatives and the adoption of new technologies through the Operations group, including but not limited to process automation and robotics.
- Review, evaluate and make recommendations to management concerning the Company's technology strategy, including reviewing the technology roadmap and dashboard and progress against the Company's defined goals and metrics, as well as alignment with relevant best practices.
- Assess the risk profile of the Company as it relates to the Company's computer systems and computer software applications and the integration of third party systems and applications, including cybersecurity and other technology risks, as well as competitive risk, and reporting its observations to the full Board.
- Periodically review specific systems risk areas, including cybersecurity risks and incidents, disaster recovery preparedness, security against other data breaches and the identification of such breaches, reliability of systems performance and systems obsolescence.
- Provide oversight and guidance in respect to the development and deployment of the Company's stored database information, including its centralized data collection and analysis practices and the uses of such data by the Company's operating businesses in the assessment and marketing of the Company's products and programs, including through social media.
- Monitor, including periodically reviewing, the Company's privacy (including the treatment of personally identifiable information (PII) and other customer data), data retention and data protection policies and practices.
- Review with management the commercial risks of the Company's technology infrastructure and platforms, including marketplace and financial risks.
- Provide guidance and recommendations to management in relevant areas concerning the Company's strategy, processes, skills and resources designed to foster new product development, including evaluating the impact of technology changes on the businesses of the Company and customer satisfaction, the integration of new products and services, the adoption of relevant best practices and the monitoring of technology trends which may have an impact on the Company and its businesses.

Meetings

- The Committee shall meet in person, telephonically or through remote virtual meeting services at least four times each fiscal year. A quorum for the transaction of business at any meeting shall be two Committee members. The Committee may also act by unanimous written consent.
- The Committee Chair shall be responsible for calling the meetings of the Committee, establishing meeting agendas with input from management and supervising the conduct of the meetings. Any Committee member may submit items to be included on the agenda and may also raise subjects that are not on the agenda at any meeting.
- In the discretion of the Committee Chair, but at least once each fiscal year, the members of the Committee should meet in Executive Session.

Additional Matters

- The Committee shall report regularly to the full Board on its meetings and review with the Board significant issues and concerns that arise at Committee meetings.
- The Committee shall have the authority and appropriate funding to retain, consult with and compensate outside counsel and other advisors as the Committee may deem appropriate.
- The Committee shall, on an annual basis, review and reassess the adequacy of the Committee's Charter and recommend proposed changes to the full Board for approval.
- The Committee shall assess annually the adequacy of the reporting and information provided by management to support the Committee's oversight responsibilities.
- Given certain of the risk assessment and other responsibilities of the Committee, the Chair of the Committee should closely communicate with the Chair of the Audit Committee on relevant matters or issues. The Chair of the Committee and the Chair of the Human Resources and Compensation Committee should also communicate with each other on relevant STS staffing matters or issues.
- The head of STS, as well as the head of the Marketing group and the head of the Operations group and other appropriate members of management, should fully participate in meetings of the Committee, other than those portions which may be held in executive session.