



**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD OCTOBER 31, 2022**

To our stockholders:

We will hold our annual meeting of stockholders at Metro Tower, 950 Tower Lane, Suite 600, Foster City, California 94404 on Monday, October 31, 2022, at 3:00 P.M. local time. We are holding this meeting for the purpose of considering and voting on:

- (1) Election of three Board nominees to serve as Class I directors for a three-year term expiring on the date of the 2025 annual meeting of stockholders or until their respective successors have been duly elected and qualified;
- (2) Ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2023;
- (3) Approval by non-binding advisory vote of the fiscal year 2022 compensation of our Named Executive Officers; and
- (4) The transaction of any other business that properly comes before the meeting.

The stockholders of record at the close of business on September 9, 2022 will be entitled to vote at the meeting or any postponements or adjournments of the meeting.

We have elected to provide access to our proxy materials over the Internet under the SEC's "Notice and Access" rules, which will reduce the impact of printing and mailing these materials on the environment. Stockholders will not receive printed proxy materials unless they request them or have previously elected to receive printed copies of all future proxy materials. Instead, we will mail on or about September 20, 2022 to most stockholders a Notice of Internet Availability of Proxy Materials (the "Notice") containing instructions on how to access our proxy statement and our annual report on the Internet. Whether or not you expect to attend, we urge you to vote via the Internet in accordance with the instructions in the Notice you received in the mail and in this proxy statement. The Notice will contain instructions on how you may request printed proxy materials, including a proxy card (or voting instruction form, as applicable).

If you have received printed proxy materials, we urge you to sign, date, and promptly return the accompanying proxy card (or voting instruction form, as applicable) in the prepaid postage, pre-addressed envelope or vote via telephone or the Internet in accordance with the instructions on the proxy card (or voting instruction form, as applicable). If you attend the meeting, you may vote your shares in person as described in the proxy statement, which will revoke any prior vote.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting To Be Held on October 31, 2022: This Proxy Statement and the 2022 Annual Report to Stockholders are available on the following website: <http://investor.quinstreet.com/financials/annual-meeting>.

By order of the Board of Directors,

/s/ Douglas Valenti
Douglas Valenti
Chief Executive Officer

September 20, 2022
Foster City, California

TABLE OF CONTENTS

	<u>Page</u>
PROXY STATEMENT	1
ABOUT THE MEETING	1
Purpose of the 2022 Annual Meeting of Stockholders	1
Quorum	1
Who May Vote	2
How to Vote	2
How Proxies Work	2
Proposals You Are Asked to Vote On and the Board’s Voting Recommendation	2
Vote Necessary to Approve Proposals	3
Revoking Your Proxy	3
Vote Confidentiality	3
Proxy Solicitation Costs	4
PROPOSAL 1: ELECTION OF CLASS I DIRECTORS	5
Recommendation of the Board of Directors	5
Nominations for Election as Class I Directors (Terms Expiring on the Date of the 2025 Annual Meeting of Stockholders, if Elected)	5
Continuing Class II Directors (Terms Expiring on the Date of the 2023 Annual Meeting of Stockholders)	5
Continuing Class III Directors (Terms Expiring on the Date of the 2024 Annual Meeting of Stockholders)	5
BOARD OF DIRECTORS	11
Compensation of Board of Directors	11
Committees of the Board of Directors	13
Board Diversity	15
Corporate Governance	16
Independence Determination for Directors	17
Audit Committee Financial Qualifications	17
Director Nominations	18
Contacting the Board and Further Information on Corporate Governance	19
STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT	20
Section 16(a) Beneficial Ownership Reporting Compliance	21
Certain Relationships and Related Person Transactions	21
Policies and Procedures for Transactions with Related Persons	21
EXECUTIVE COMPENSATION	23
Compensation Discussion and Analysis	23
COMPENSATION COMMITTEE REPORT	37
Fiscal Year 2022 Summary Compensation Table	38
Fiscal Year 2022 Grant of Plan-Based Awards Table	39
Fiscal Year 2022 Outstanding Equity Awards at Fiscal Year-End Table	41
Option Exercises and Stock Vested in Fiscal Year 2022 Table	43
Pension Benefits	43
Nonqualified Deferred Compensation	43

	<u>Page</u>
Potential Payments Upon Termination or Change in Control	43
Equity Compensation Plan Information	45
Pay Ratio Disclosure	45
PROPOSAL 2: RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	47
Recommendation of the Board of Directors	47
AUDIT COMMITTEE REPORT	49
PROPOSAL 3: APPROVAL OF FISCAL YEAR 2022 COMPENSATION OF NAMED EXECUTIVE OFFICERS	51
Recommendation of the Board of Directors	51
HOUSEHOLDING OF PROXY MATERIALS	52
ANNUAL REPORT	52
OTHER MATTERS	52
STOCKHOLDER PROPOSALS	53



950 Tower Lane, Suite 600, Foster City, California 94404

PROXY STATEMENT

This proxy statement is furnished to you by the Board of Directors of QuinStreet, Inc. (the “Board” or “Board of Directors”) and contains information related to the 2022 annual meeting of our stockholders to be held on Monday, October 31, 2022, beginning at 3:00 P.M., local time, at Metro Tower, 950 Tower Lane, Suite 600, Foster City, California 94404, and at any postponements or adjournments thereof. **This proxy is solicited by our Board.**

In accordance with the SEC’s “Notice and Access” rules, we may provide proxy materials, including this proxy statement and our annual report, to our stockholders by providing access to such documents on the Internet instead of mailing printed copies. Stockholders will not receive printed copies of the proxy materials unless they request them or have previously elected to receive printed copies of all future proxy materials. Instead, we will mail on or about September 20, 2022 to most of our stockholders a Notice of Internet Availability of Proxy Materials (the “Notice”) containing instructions on how to access our proxy statement and our annual report, and vote electronically via the Internet. The Notice will also contain instructions on how to receive a printed copy of your proxy materials, including a proxy card (or voting instruction form, as applicable). Stockholders who do not receive the Notice will receive a copy of the proxy materials by mail or electronic mail.

References in this proxy statement to “we,” “us,” “our,” “the Company” and “QuinStreet” refer to QuinStreet, Inc.

ABOUT THE MEETING

Purpose of the 2022 Annual Meeting of Stockholders

The purpose of the 2022 annual meeting of stockholders is:

- (1) To elect three Board nominees to serve as Class I directors for a three-year term expiring on the date of the 2025 annual meeting of stockholders or until their respective successors have been duly elected and qualified;
- (2) To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2023;
- (3) To approve by non-binding advisory vote the fiscal year 2022 compensation of our Named Executive Officers; and
- (4) To transact any other business that properly comes before the meeting.

Quorum

A quorum is the minimum number of shares required to hold and transact business at a meeting. The presence in person or by proxy of the holders of a majority of the outstanding shares of common stock entitled to vote will constitute a quorum for the transaction of business at the meeting. Votes cast by proxy or in person at the meeting will be counted by the person appointed by the Company to act as the inspector of elections for the meeting.

The inspector of elections will treat shares represented by proxies that reflect abstentions as shares that are present and entitled to vote for purposes of determining the presence of a quorum. The inspector of elections will treat shares referred to as “broker non-votes” (i.e., shares held by brokers or nominees over which the broker or nominee lacks discretionary power to vote and for which the broker or nominee has not

received specific voting instructions from the beneficial owner) as shares that are present and entitled to vote for purposes of determining the presence of a quorum.

Who May Vote

Holders of record of our common stock at the close of business on September 9, 2022 (the “Record Date”) may vote at the annual meeting of stockholders. As of the Record Date, we had 53,548,560 issued and outstanding shares of common stock. Each share of QuinStreet common stock that you own entitles you to one vote.

How to Vote

You may vote in person at the meeting or by proxy. We recommend that you vote by proxy even if you plan to attend the meeting. You can change your vote at the meeting as described below under “— Revoking Your Proxy.”

If you are a registered stockholder (meaning your name is included on the stockholder file maintained by our transfer agent, Computershare Trust Company, N.A.), you can vote by proxy in any of the following ways:

By Internet. You may submit your proxy by following the “Internet” instructions on the Notice. The deadline for voting electronically is 11:59 P.M. (Eastern Time) on October 30, 2022.

In Writing. If you have requested printed proxy materials, you may complete and sign the proxy card contained in your proxy materials and mail it in the accompanying prepaid postage, pre-addressed envelope. If we receive your proxy card prior to the annual meeting of stockholders, we will vote your shares according to your instructions. If you sign but do not provide instructions in your proxy card, we will vote your shares as recommended by the Board of Directors. Your proxy card will also contain instructions on how to vote by telephone or Internet and the applicable deadlines.

If your shares are held in the name of a broker, bank, trustee or other nominee, you will receive instructions from such broker, bank, trustee or nominee that you must follow in order for your shares to be voted by proxy. You may also vote in person at the meeting if you have obtained a legal proxy from your broker, bank, trustee, or other nominee giving the right to vote your shares.

How Proxies Work

Our Board of Directors is asking for your proxy. Giving us your proxy means you authorize us to vote your shares at the meeting in the manner you direct. You may abstain from voting on any of the proposals. With respect to the nominees proposed to be elected to the Board at the meeting, you may vote for all, some, or none of them. However, if you submit your proxy but do not provide instructions, we will vote your shares as recommended by the Board of Directors.

Proposals You Are Asked To Vote On and the Board’s Voting Recommendation

If you properly fill in your proxy card and send it to us in time to vote, or vote by Internet or telephone, one of the individuals named on your proxy card as the Company’s proxies will vote your shares as your proxy and as you have directed. If you sign the proxy card but do not make specific choices, your proxy will follow the Board’s recommendations and we will vote your shares:

- “FOR” the election of Stuart M. Huizinga, David Pauldine, and James Simons, to serve as Class I directors for a three-year term expiring on the date of the 2025 annual meeting of stockholders or until their respective successors have been duly elected and qualified (see “Proposal 1 — Election of Class I Directors”);
- “FOR” the ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2023 (see “Proposal 2 — Ratification of the Selection of PricewaterhouseCoopers LLP as Our Independent Registered Public Accounting Firm”); and

- “FOR” the approval of fiscal year 2022 compensation of our Named Executive Officers (see “Proposal 3 — Approval of Fiscal Year 2022 Compensation of Named Executive Officers”).

If any other matter is properly presented at the meeting, your proxy will vote in accordance with the best judgment of the individual voting your shares as your proxy. At the time this proxy statement was made available to stockholders, we knew of no other matters to be acted on at the meeting.

Vote Necessary to Approve Proposals

Directors are elected by a plurality of the shares of common stock present or represented by proxy and entitled to vote, and the nominees who receive the most votes will be elected. The three Class I director nominees with the most votes will be elected as Class I directors to serve terms ending at our 2025 annual meeting of stockholders. Abstentions and broker non-votes will not be taken into account in determining the outcome of these elections. We did not receive any nominations from any stockholders for the 2022 annual meeting of stockholders.

Ratification of the selection of our independent registered public accounting firm and approval by non-binding advisory vote of the fiscal year 2022 compensation of our Named Executive Officers each requires the affirmative vote of the majority of the shares of common stock present or represented by proxy with respect to such proposal and entitled to vote. For these proposals, abstentions are treated as shares present or represented and voting, so abstaining has the same effect as a negative vote.

If you hold your shares through a broker and do not provide your broker with specific voting instructions, your shares may constitute broker non-votes. Under the rules that govern brokers in such circumstances, your broker will have the discretion to vote such shares on routine matters but not on non-routine matters. Even though we are a Nasdaq-listed company, the New York Stock Exchange (“NYSE”) rules govern how a broker licensed by the NYSE can vote shares it holds on behalf of stockholders of Nasdaq-listed companies. As a result:

- Your broker will not have the authority to exercise discretion to vote your shares with respect to the election of a director and the advisory vote on executive compensation because those matters are treated as non-routine under NYSE rules.
- Your broker will have the authority to exercise discretion to vote your shares with respect to the ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2023 because that matter is treated as routine under NYSE rules.

Because the proposals to be acted upon at the annual meeting of stockholders include both routine and non-routine matters, if you do not give voting instructions to your broker, bank, trustee or other nominee, your broker, bank, trustee or other nominee may either (1) vote your shares on routine matters or (2) leave your shares unvoted. “Broker non-votes” occur on a matter when a broker or nominee lacks discretionary power to vote and for which the broker or nominee has not received specific voting instructions from the beneficial owner. In tabulating the voting result for any particular proposal, shares that constitute broker non-votes are not considered voting power present with respect to that proposal. Thus, broker non-votes will not affect the outcome of any matter being voted on at the Annual Meeting, assuming that a quorum is obtained.

Revoking Your Proxy

You may revoke your proxy by: (1) sending in another signed proxy card with a later date prior to the deadlines noted above under “— How to Vote”; (2) providing subsequent Internet or telephone voting instructions prior to the deadlines noted above; (3) notifying our Corporate Secretary in writing at the address set forth below under “Board of Directors — Contacting the Board and Further Information on Corporate Governance” prior to the deadlines noted above that you have revoked your proxy; or (4) voting in person at the meeting.

Vote Confidentiality

Proxy instructions, ballots, and voting tabulations that identify individual stockholders are handled in a manner that is designed to protect your voting privacy. Your vote will not be disclosed either within

QuinStreet or to third parties, except as necessary to meet applicable legal requirements, to allow for the tabulation of votes and certification of the vote, or to facilitate a successful proxy solicitation.

Proxy Solicitation Costs

The Company will bear the costs of soliciting proxies.

PROPOSAL 1:

ELECTION OF CLASS I DIRECTORS

Recommendation of the Board of Directors

The Board of Directors recommends that you vote “FOR” the election of the nominees for election as Class I directors as described below, which proposal is designated as Proposal 1.

Our Certificate of Incorporation provides for a classified Board of Directors. A classified structure offers several advantages, such as motivating potential activists or acquirers seeking control to initiate arms-length discussions with our Board of Directors, rather than engaging in unsolicited or coercive tactics, thereby better enabling our Board of Directors to maximize stockholder value and to ensure the equal and fair treatment of stockholders. Furthermore, a classified structure may promote board continuity and stability, encouraging directors to take a long-term perspective and ensuring that a majority of our Board of Directors will always have prior experience with the Company.

Our Board has nominated Stuart M. Huizinga, David Pauldine and James Simons for election as Class I directors at the 2022 annual meeting of stockholders. We did not receive any nominations from stockholders. Each person elected as a Class I director at the 2022 annual meeting of stockholders will serve a three-year term expiring on the date of the 2025 annual meeting of stockholders or until his or her respective successor has been duly elected and qualified.

Unless authority to vote for the nominee is withheld, the shares represented by your properly completed proxy will be voted **FOR** the election of Stuart M. Huizinga, David Pauldine and James Simons as Class I directors. In the event that any of becomes unable or unwilling to serve, the shares represented by your properly returned proxy will be voted for the election of such other person as the Board may recommend in their place. We have no reason to believe that our nominees will be unable or unwilling to serve as a director.

Directors are elected by a plurality of the shares of common stock present or represented by proxy and entitled to vote, and the nominees who receive the most votes will be elected. Abstentions and broker non-votes will not be taken into account in determining the outcome of the election.

Each of our nominees has been chosen to stand for election in part because of their ability to ask relevant questions, understand QuinStreet’s opportunities and challenges, evaluate alternative strategies, and implement such strategies. Each of the nominees has a record of professional integrity, a strong work ethic, a willingness to spend the time and effort needed to maintain a collegial Board environment, and, in some cases, the experience of having served as a board member at other companies. Specific experience, qualifications, attributes, and skills of each nominee are described in each nominee’s biography below.

Nominations for Election as Class I Directors (Terms Expiring on the Date of the 2025 Annual Meeting of Stockholders, if Elected)

<i>Stuart M. Huizinga</i>	Director since April 2015
<i>David Pauldine</i>	Director since October 2014
<i>James Simons</i>	Director since July 1999

Continuing Class II Directors (Terms Expiring on the Date of the 2023 Annual Meeting of Stockholders)

<i>Asmau Ahmed</i>	Director since July 2021
<i>Matthew Glickman</i>	Director since April 2017
<i>Hillary Smith</i>	Director since April 2021

Continuing Class III Directors (Terms Expiring on the Date of the 2024 Annual Meeting of Stockholders)

<i>Anna Fieler</i>	Director since July 2020
<i>Andrew Sheehan</i>	Director since February 2017
<i>Douglas Valenti</i>	Director since July 1999

Directors, Executive Officers, and Officers

The names of our directors, executive officers, and officers and their ages, positions, and biographies as of the date of this proxy statement are set forth below. Our executive officers, Douglas Valenti and Gregory Wong, are appointed by, and serve at the discretion of, our Board of Directors. There are no family relationships among any of our directors, executive officers or officers.

<u>Name</u>	<u>Age</u>	<u>Position with QuinStreet</u>
<u>Directors, Executive Officers and Officers:</u>		
Douglas Valenti	62	Chief Executive Officer and Chairperson
Asmau Ahmed	43	Director
Anna Fieler	50	Director
Matthew Glickman	56	Director
Stuart M. Huizinga	60	Nominee for Director
David Pauldine	65	Nominee for Director
Andrew Sheehan	64	Director
James Simons	59	Lead Independent Director and Nominee for Director
Hillary Smith	56	Director
Nina Bhanap	49	Chief Technology Officer and President, Product and Technology
Stephen Chen	36	Senior Vice President
Martin J. Collins	58	Chief Legal & Privacy Officer
Tim Stevens	55	Executive Vice President
Gregory Wong	49	Chief Financial Officer

Directors

Douglas (Doug) Valenti

Mr. Valenti founded QuinStreet and has served as our Chief Executive Officer and as a member of our Board of Directors since July 1999 and as our Chairperson since March 2004. Prior to QuinStreet, Mr. Valenti served as a partner at Rosewood Capital, a venture capital firm; as a strategy consultant at McKinsey & Company; in various management roles at Procter & Gamble; and as a decorated nuclear submarine officer and qualified submarine warfare specialist (gold dolphins) for the U.S. Navy. Mr. Valenti is a graduate of the Georgia Institute of Technology with a Bachelor's degree in Industrial Engineering, where he graduated with highest honors and was named the Georgia Tech Outstanding Senior; the U.S. Navy postgraduate nuclear engineering program; and the Stanford University Graduate School of Business with an M.B.A., where he was an Arjay Miller Scholar. As a seasoned executive and Chief Executive Officer of QuinStreet since 1999, Mr. Valenti brings in-depth knowledge of QuinStreet's industry, competition, operations, and strategy that is important to the Board's oversight of long-term strategy, enterprise risk management, compensation, and corporate governance practices for the Company.

Asmau Ahmed

Ms. Ahmed has served as a member of our Board of Directors since July 2021. Ms. Ahmed has served as a Managing Director at Alphabet since July 2021. Ms. Ahmed has served on the board of directors at blackcomputeHER since July 2018, a non-profit organization that supports computing and technology education for black women and girls. Previously, Ms. Ahmed served as an SVP/Managing Director — Business Executive at Bank of America from September 2018 to July 2021. From September 2016 to August 2018, Ms. Ahmed served as a digital product executive at Capital One where she oversaw enterprise digital product and strategy for customer-facing products and experiences. From January 2012 to December 2017, Ms. Ahmed was a founder, chief executive officer, and board member at Plum Perfect, a visual search and advertising technology company. From September 2006 to November 2012, Ms. Ahmed served as a

management consultant at Deloitte. Ms. Ahmed holds a B.S. with Honors in Chemical Engineering from the University of Virginia and an M.B.A. from Columbia Business School. Ms. Ahmed brings to the Board her executive experience, financial services experience, and knowledge in digital marketing.

Anna Fieler

Ms. Fieler has served as a member of our Board of Directors since July 2020. Ms. Fieler has served as a member of the board of directors of J.Crew Group, LLC since January 2021; and as a member of the board of directors of Shake Shack Inc. (NYSE: SHAK) since December 2017, where she serves as a member of the compensation committee and has earned the CERT Certificate in Cybersecurity Oversight for public company board directors. Ms. Fieler is currently Founder & Partner of Madison Park Ventures, an investment and advisory firm focusing on early-stage technology startups that advance well-being, connection and productivity. Ms. Fieler served as Chief Marketing Officer of PopSugar Inc., a leading digital lifestyle media company, from 2014 to 2018. Prior to PopSugar, Ms. Fieler served as the Chief Marketing Officer of Stella & Dot LLC, an online social selling company, from 2011 to 2012. Prior to Stella & Dot, Ms. Fieler served as Vice President of Marketing for Tiny Prints, Inc., a digital commerce platform for invitations and greeting cards that was acquired by Shutterfly, Inc. in March 2011, from 2009 to 2011. Ms. Fieler also served in various leadership roles at eBay Inc. from 2001 to 2007. Ms. Fieler began her career in traditional advertising at Ogilvy & Mather. Ms. Fieler holds an MBA from Harvard Business School and graduated magna cum laude from Brown University. She has been appointed by the President of Brown University to serve on its Women's Leadership Council. Ms. Fieler's public board experience, executive experience and in-depth knowledge regarding the digital marketing industry are valuable to the Board's oversight of our business and operations, strategy, and risk management.

Matthew (Matt) Glickman

Mr. Glickman has served as a member of our Board of Directors since April 2017. Mr. Glickman is currently a Lecturer in Management at Stanford Graduate School of Business and a Managing Partner at Promise Venture Studio. He also advises technology executives and entrepreneurs and serves on the boards of several technology firms and nonprofit organizations. Mr. Glickman was previously a co-founder and chief executive officer of enterprise software company Merced Systems and of BabyCenter, Inc., a consumer website for new and expectant parents. Mr. Glickman also served as the founding chief financial officer of Teach for America, Inc. Mr. Glickman holds a B.A. in French and Economics from Amherst College, an M.A. in Educational Policy & Analysis from the Stanford School of Education, and an M.B.A. from the Stanford Graduate School of Business. Mr. Glickman's executive experience and in-depth knowledge of the technology industry are important to the Board's oversight of our business and operations, strategy, and risk management.

Stuart M. Huizinga

Mr. Huizinga has served as a member of our Board of Directors since April 2015. Mr. Huizinga currently serves as the chief financial officer of Apollo Neuroscience, Inc. From August 2018 to February 2020, Mr. Huizinga served as chief financial officer of ACME Technologies, Inc. Mr. Huizinga served as chief financial officer of Sun Basket, Inc. in 2017. From 2000 to 2016, Mr. Huizinga served as senior vice president and chief financial officer at eHealth, Inc. (Nasdaq: EHTH). From 1984 to 2000, Mr. Huizinga served at various positions including partner at Arthur Andersen LLP in the firm's audit business unit, where he also served as a worldwide expert within the firm's technology practice, primarily in the software and Internet sectors. He is a Certified Public Accountant (inactive) in the State of California. Mr. Huizinga holds a B.S. in Business Administration from San Jose State University. Mr. Huizinga possesses substantial expertise in public company reporting, auditing, and financial accounting. With over sixteen years of executive leadership experience at another publicly-held Internet company, Mr. Huizinga brings deep knowledge of the online marketing and e-commerce industry which is valuable to the Board's oversight of our business, strategy, and operations.

David (Dave) Pauldine

Mr. Pauldine has served as a member of our Board of Directors since October 2014. Mr. Pauldine was the president of DeVry University from July 2006 to June 2014 and executive vice president of DeVry

Education Group Inc., now Adtalem Global Education, Inc. (NYSE: ATGE), from October 2005 to June 2014. Prior to that, from 1989 to 2005, Mr. Pauldine served at Education Management Corporation, where his last position was executive vice president and president of The Art Institutes system of schools. From 1979 to 1989, Mr. Pauldine held various operational and management positions at DeVry. Mr. Pauldine serves on the board of the Shelter for Abused Women and Children in Naples, Florida. Mr. Pauldine also provides services for Pauldine Enterprises, LLC as a professional speaker and consultant. He previously served as a member of the board of The Association of Private Sector Colleges and Universities, now Career Education Colleges and Universities, from 2007 to 2013, including as vice chair from 2011 to 2012 and as board chair from June 2012 to June 2013. He also served as a board member for the American Red Cross, the Greater Fort Lauderdale Chamber of Commerce, Communities in Schools, Sarasota University, and ASPIRA. Mr. Pauldine holds a B.A. in Communication Arts from The University of Dayton and an M.A. in Leadership from McGregor School, Antioch University. Mr. Pauldine's many years as an executive, including in the for-profit education industry, brings a deep understanding of the needs of the Company's performance marketing clients as well as a depth of experience in business operations.

Andrew (Andy) Sheehan

Mr. Sheehan has served as a member of our Board of Directors since February 2017. Since 2014, Mr. Sheehan has served as the Managing Partner of Tippet Venture Partners, LLC, a venture capital firm. Mr. Sheehan was a partner of Sutter Hill Ventures, a venture capital firm, from 2007 to February 2021. Mr. Sheehan has served on the board of directors of Yext, Inc. (NYSE: YEXT), a publicly held technology company, since May 2008. Mr. Sheehan also serves on the board of directors of a number of privately-held companies in the technology industry. Mr. Sheehan holds a B.A. in English from Dartmouth College and an M.B.A. from the University of Pennsylvania, Wharton School. Mr. Sheehan's leadership experience, expertise as an investor and in-depth knowledge regarding the technology industry are valuable to the Board's oversight of our business, strategy, and operations.

James (Jim) Simons

Mr. Simons has served as a member of our Board of Directors since July 1999 and our Lead Independent Director since July 2021. Mr. Simons is a managing director of Split Rock Partners, a venture capital firm, which he founded in June 2004. Prior to founding Split Rock Partners, Mr. Simons served as general partner of St. Paul Venture Capital, a venture capital firm, from November 1996 to June 2004. Previously, Mr. Simons was a partner at Marquette Venture Partners and held banking positions at Trammell Crow Company and First Boston Corporation. Mr. Simons also serves on the boards of directors of several privately-held companies. Mr. Simons holds a B.A. in Economics and History from Stanford University and an M.S. in Management from the J.L. Kellogg Graduate School of Management, Northwestern University. Mr. Simons has deep expertise in marketing and customer acquisition on the Internet and has many years of experience as an investor in Internet marketing and other companies. His in-depth knowledge of our business, business experience, and history as a director on our Board bring knowledge that is important to the Board's oversight of our business and operations, strategy and risk management.

Hillary Smith

Ms. Smith has served as a member of our Board of Directors since April 2021. Ms. Smith has served as a member of the board of directors of Yext, Inc. (NYSE: YEXT) since October 2020, where she serves as a member of the audit committee; as a member of the board of directors of Elevate Services, Inc., a private company that offers consulting, technology, and services to law departments and law firms, since November 2018, where she serves as the chair of the compensation committee and a member of the audit committee; and on the board of directors at the National Center for Lesbian Rights since September 2019. Ms. Smith has served as an operating partner at Craft Ventures since September 2019 and also serves as a consultant to various technology companies. Previously, Ms. Smith served as general counsel at a number of public and private technologies companies most recently Square, Inc., from December 2016 to March 2018. From July 2015 to October 2016, Ms. Smith served as general counsel and corporate secretary for Zenefits, and from May 2010 to June 2015, she served as general counsel to SuccessFactors, Inc. Ms. Smith served as SVP, general counsel and corporate secretary for DoubleClick from March 2000 to September 2005, and general counsel for Right Media and associate general counsel for Yahoo! Inc. from January 2007 to May 2010.

Ms. Smith holds a B.A. in History from Montana State University-Bozeman and a J.D. from Cornell Law School. Ms. Smith brings to the Board her public board experience, legal and regulatory expertise, executive experience, and knowledge in digital marketing.

Executive Officers and Officers

Nina Bhanap

Ms. Bhanap has served as our Chief Technology Officer since July 2009 and our President, Product and Technology, since July 2015. She previously served as our Senior Vice President of Engineering from November 2006 to July 2009, as our Vice President of Product Development from January 2004 to November 2006, as our Senior Director from January 2003 to January 2004 and as our Director of Product Management from October 2001 to January 2003. Prior to joining us, Ms. Bhanap served as head of fixed income sales technology for Europe at Morgan Stanley for five years and as a senior associate at Booz Allen Hamilton for one year. Ms. Bhanap holds a B.S. in Computer Science with Honors from Imperial College, University of London, and an M.B.A. from the London Business School.

Stephen Chen

Mr. Chen serves as our Senior Vice President and oversees QuinStreet's insurance vertical. Mr. Chen joined QuinStreet in January 2014 on the Auto Insurance account management team and has run the Life, Health, and Home Insurance client verticals, and more recently, the Credit Cards and Banking client verticals. From January 2009 to December 2013, Mr. Chen served as a health care consultant at Triage Consulting Group. Mr. Chen attended the University of California, Berkeley, where he earned degrees in Business Administration and Mass Communications.

Martin (Marty) J. Collins

Mr. Collins has served as our Chief Legal & Privacy Officer since July 2019. Mr. Collins previously served as our General Counsel, Senior Vice President, and Chief Compliance Officer since April 2014 and head of Corporate Development since October 2014. Prior to joining us, Mr. Collins served as vice president of corporate development at Bloom Energy from March 2010 to March 2014. From November 2006 to March 2010, Mr. Collins served as general counsel, senior vice president, chief compliance officer, and head of internal audit at Novellus Systems, Inc., which was acquired in 2011 by Lam Research Corporation (Nasdaq: LRCX). Before Novellus, Mr. Collins served as associate general counsel and vice president at Oracle Corporation (NYSE: ORCL) from August 2005 to September 2006. At Oracle, Mr. Collins was head of the corporate and securities group. Prior to joining Oracle, Mr. Collins was a corporate partner at Mayer Brown LLP, a global law firm, where he worked from 1991 until 2005. Mr. Collins holds a B.A. in Political Economy from Williams College and a J.D. from the Georgetown University Law Center.

Tim Stevens

Mr. Stevens joined us as Senior Vice President in December 2016 and was promoted to Executive Vice President in August 2021. Mr. Stevens previously served as our Senior Vice President since December 2016. Mr. Stevens was initially responsible for strategic initiatives and business development. During fiscal year 2019, Mr. Stevens took on responsibility for all company media other than education. In January 2020, Mr. Stevens was promoted to head of our Home Services and Personal Loans client verticals. Mr. Stevens previously served as our Senior Vice President of Business and Corporate Development, as well as President of International Operations, from December 2008 to January 2012. From February 2012 to December 2016, Mr. Stevens served as vice president of global business development and corporate development at Cloudera, Inc. Mr. Stevens holds B.S. degrees in Finance and Management from the University of Oregon and a J.D. from the University of California, Davis School of Law.

Gregory (Greg) Wong

Mr. Wong has served as our Chief Financial Officer since September 2013, and as Vice President of Finance from June 2012 to September 2013. Mr. Wong previously served as our Senior Director of Finance and Accounting from May 2011 to June 2012 and as Director of Financial Planning and Analysis from

February 2008 to May 2011. Prior to joining us, Mr. Wong served as director of finance at Lexar Media, a flash memory manufacturer, and a subsidiary of Micron Technology, Inc., from August 2006 to February 2008. Prior to that, Mr. Wong held various finance positions with both public and privately-held technology companies. Mr. Wong holds a B.S. in Economics from California Polytechnic State University, San Luis Obispo.

BOARD OF DIRECTORS

The Board of Directors held four meetings during fiscal year 2022. All directors attended 75% or more of the total number of meetings of the Board and the committees on which they served in fiscal year 2022. As a matter of policy, directors are encouraged, but not required, to attend our annual meeting of stockholders. No directors attended our 2021 annual meeting of stockholders; no stockholders (other than employee stockholders) attended.

Compensation of Board of Directors

Our non-employee director compensation policy, as amended by our Compensation Committee in July 2021 and August 2021, provides that each non-employee director will receive the following compensation for Board service:

- \$45,000 per year for service as a Board member;
- \$15,000 per year for service as a lead director;
- \$31,000 per year for service as a chairperson of the Audit Committee, \$27,000 per year as a chairperson of the Compensation Committee, and \$14,000 per year as a chairperson of the Nominating and Corporate Governance Committee; and
- \$10,000 per year for service as a member of the Audit Committee, \$6,000 per year for service as a member of the Compensation Committee, and \$3,500 per year for service as a member of the Nominating and Corporate Governance Committee.

Our non-employee director compensation policy provides that each non-employee director will receive, annually, on the date of our annual stockholders meeting, a service-vesting restricted stock unit (“RSU”) award equal to a grant date cash value of \$145,000 under the Non-Employee Directors’ Stock Award Plan. The annual RSU award vests daily over a period of one year. Non-employee directors may elect annually (in the prior calendar year) to defer the settlement of their RSUs that are granted within the following calendar year until a change in control of the Company or the director’s departure from the Board.

Our non-employee director compensation policy also provides that each new non-employee director will receive a pro-rated RSU award under the Non-Employee Directors’ Stock Award Plan in connection with their initial election or appointment to our Board of Directors. The number of RSUs in the pro-rated RSU award is equal to the number of RSUs in the last annual RSU award to each of our non-employee directors divided by 365 days and then multiplied by the number of days from the date the new non-employee director is elected or appointed until the anniversary of our last annual stockholder meeting. The pro-rated RSU award vests daily over a period beginning on the date the new non-employee director is elected or appointed and ending on the anniversary of our last annual stockholders meeting.

We reimburse our non-employee directors for their travel, lodging, and other reasonable expenses incurred in attending our Board and Board committee meetings.

Our non-employee directors may elect to receive stock options in lieu of the cash compensation that would otherwise be payable to them for their service on our Board of Directors and its committees. Under this policy, non-employee directors must make an irrevocable election prior to the start of the fiscal year to receive options in lieu of all cash compensation they would otherwise earn during such fiscal year. Pursuant to an election to receive options in lieu of cash compensation, options are granted after the end of each fiscal quarter, and have an “aggregate grant date fair value,” computed in accordance with FASB ASC Topic 718, equal to the value of the cash that would otherwise have been payable for the fiscal quarter. The number of shares of our common stock subject to each option is determined by dividing the compensation otherwise payable with respect to the preceding quarter by the grant date fair value of a single share (rounded down to the nearest whole share).

Our Chief Executive Officer, as an employee of the Company, does not receive compensation for his service on our Board of Directors.

Fiscal Year 2022 Compensation of Non-Employee Directors. The following table sets forth information regarding compensation earned by or paid to our non-employee directors during fiscal year 2022.

FISCAL YEAR 2022 DIRECTOR COMPENSATION TABLE

Name	Fees Earned or Paid in Cash (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾⁽³⁾	Option Awards (\$) ⁽²⁾⁽⁴⁾	Total (\$)
Anna Fieler ⁽⁵⁾	55,000	144,995	0	199,995
Matthew Glickman	55,000	144,995	0	199,995
Asmau Ahmed ⁽⁶⁾	45,000	328,195	432,930	806,125
Stuart M. Huizinga	76,000	144,995	0	220,995
Robin Josephs ⁽⁷⁾	24,004	0	0	24,004
David Pauldine	65,323	144,995	0	210,319
Andrew Sheehan	55,662	144,995	0	200,657
James Simons	72,838	144,995	0	217,834
Hillary Smith	49,092	144,995	0	194,088

- (1) We pay our non-employee directors their cash compensation quarterly in arrears, and, accordingly, the amounts in this column reflect fees earned in cash for fiscal year 2022.
- (2) The amounts reported in this column do not reflect the actual value realized by the non-employee director. Instead, as required by SEC rules, these amounts represent the “aggregate grant date fair value” for awards granted in fiscal year 2022, computed in accordance with FASB ASC Topic 718. The calculations of these values are determined by accounting requirements and may include vested as well as unvested awards, so they do not necessarily correspond to the actual value that ultimately may be realized by the non-employee directors with respect to the awards. The assumptions used in the valuation of these awards are set forth in the notes to our consolidated financial statements, which are included in our Annual Report on Form 10-K for fiscal year 2022, filed with the SEC on August 22, 2022.
- (3) As of the end of fiscal year 2022, Ms. Fieler held an aggregate of 11,125 unvested RSUs; Mr. Glickman held an aggregate of 3,312 unvested RSUs; Ms. Ahmed held an aggregate of 11,021 unvested RSUs; Mr. Huizinga held an aggregate of 3,312 unvested RSUs; Mr. Pauldine held an aggregate of 3,312 unvested RSUs; Mr. Sheehan held an aggregate of 3,312 unvested RSUs; Mr. Simons held an aggregate of 3,312 unvested RSUs; and Ms. Smith held an aggregate of 10,396 unvested RSUs. With respect to RSU grants in fiscal year 2022, Ms. Fieler and Mr. Glickman elected to defer their settlement pursuant to the non-employee director compensation policy discussed under “Compensation of Board of Directors” above. As of the end of fiscal year 2022, Ms. Fieler held an aggregate of 13,107 deferred RSUs, Mr. Glickman held an aggregate of 49,199 deferred RSUs and Mr. Huizinga held an aggregate of 66,654 deferred RSUs.
- (4) As of the end of fiscal year 2022, Ms. Fieler held an aggregate of 58,420 options; Ms. Ahmed held an aggregate of 50,000 options; Mr. Huizinga held an aggregate of 25,000 options; Mr. Pauldine held an aggregate of 25,000 options; Mr. Sheehan held an aggregate of 50,000 options; and Ms. Smith held an aggregate of 50,000 options, in each case covering both vested and unvested shares of our common stock.
- (5) Ms. Fieler elected to receive options in lieu of fees earned in cash for fiscal year 2022. The amount of the cash fees that would have been payable absent her election to receive the fees in options is included in the column entitled “Fees Earned or Paid in Cash.”
- (6) Ms. Ahmed became a director during fiscal year 2022. Ms. Ahmed received new director equity awards in accordance with the Company’s prior non-employee director compensation policy in the amounts set forth in the columns entitled “Stock Awards” and “Option Awards.”
- (7) Ms. Josephs was a director during fiscal year 2022 until her resignation as of October 25, 2021.

The following table sets forth information regarding the individual options and stock awards granted during fiscal year 2022 to our non-employee directors, including the exercise price of the options (which was the fair market value of our common stock on the grant date) and the per-share “grant date fair value” for each option and stock award used in calculating the amounts reported in the “Fiscal Year 2022 Director Compensation Table” above:

Name	Grant Date	Securities Underlying Stock Awards (#)	Securities Underlying Options Awards (#)	Per Share Exercise Price of Option (\$)	Per Share Grant Date Fair Value of Equity Award (\$) ⁽¹⁾	Grant Date Fair Value of Equity Awards (\$) ⁽¹⁾
Matthew Glickman	October 25, 2021	9,938	0	0	14.59	144,995
Asmau Ahmed	July 26, 2021	0	50,000	18.32	8.66	432,930
	July 26, 2021	10,000	0	0	18.32	183,200
	October 25, 2021	9,938	0	0	14.59	144,995
Anna Fieler	November 9, 2021	0	2,167	15.93	6.38	13,815
	February 14, 2022	0	2,984	11.01	4.61	13,767
	May 11, 2022	0	3,269	9.69	4.21	13,750
	October 25, 2021	9,938	0	0	14.59	144,995
Stuart M. Huizinga	October 25, 2021	9,938	0	0	14.59	144,995
David Pauldine	October 25, 2021	9,938	0	0	14.59	144,995
Andrew Sheehan	October 25, 2021	9,938	0	0	14.59	144,995
James Simons	October 25, 2021	9,938	0	0	14.59	144,995
Hillary Smith	October 25, 2021	9,938	0	0	14.59	144,995

(1) See note (2) in the “Fiscal Year 2022 Director Compensation Table” above.

Committees of the Board of Directors

Our Board of Directors has standing, independent Audit, Compensation, and Nominating and Corporate Governance Committees. Copies of the charters for each of these Committees are available on the Company’s website at www.quinstreet.com by using the “Investor Relations” link and then the “Governance Documents” link under the “Corporate Governance” tab. The following table lists members of the Committees as of September 9, 2022.

Name	Audit Committee	Compensation Committee	Governance Committee
Asmau Ahmed	—	—	—
Anna Fieler	Member	—	—
Matthew Glickman	Member	—	—
Stuart M. Huizinga	Chairperson	—	—
David Pauldine	—	Chairperson	—
Andrew Sheehan	—	—	Chairperson
James Simons	—	Member	Member
Hillary Smith	—	Member	—

Audit Committee. Our Audit Committee, which has been established in accordance with Section 3(a)(58)(A) of the Exchange Act of 1934, as amended (“Exchange Act”), met eight times during fiscal year 2022. The chairperson of our Audit Committee is Mr. Huizinga. The functions of this Committee include, among other things:

- reviewing and pre-approving the engagement of our independent registered public accounting firm to perform audit services and any permissible non-audit services;
- evaluating the performance of our independent registered public accounting firm and deciding whether to retain their services;
- reviewing our annual and quarterly financial statements and reports and discussing the statements and reports with our independent registered public accounting firm and management;

- providing oversight with respect to related person transactions and cybersecurity;
- reviewing, with our independent registered public accounting firm and management, significant issues that may arise regarding accounting principles and financial statement presentation, as well as matters concerning the scope, adequacy, and effectiveness of our financial controls;
- reviewing reports from management and auditors regarding our procedures to monitor and ensure compliance with our legal and regulatory responsibilities, our code of conduct and ethics and our compliance with legal and regulatory requirements; and
- establishing procedures for the receipt, retention, and treatment of complaints received by us regarding financial controls, accounting, or auditing matters.

A detailed list of the Audit Committee's functions is included in its charter, which can be accessed on the Company's website at www.quinstreet.com by using the "Investor Relations" link and then the "Governance Documents" link under the "Corporate Governance" tab.

Nominating and Corporate Governance Committee ("Governance Committee"). Our Governance Committee met four times during fiscal year 2022. The chairperson of our Governance Committee is Mr. Sheehan. The functions of this Committee include, among other things:

- reviewing periodically director performance on our Board of Directors and its Committees and performance of management, and recommending to our Board of Directors and management areas for improvement;
- interviewing, evaluating, nominating, and recommending individuals for membership on our Board of Directors including for lead directorship;
- evaluating nominations by stockholders of candidates for election to our Board of Directors and establishing policies and procedures for such nominations;
- reviewing with our Chief Executive Officer plans for succession to the office of Chief Executive Officer or any other executive officer, as it sees fit; and
- reviewing and recommending to our Board of Directors changes with respect to corporate governance practices and policies.

Our Governance Committee met in July 2022 to, among other things, recommend the director nominees for nomination to our Board at our 2022 annual meeting of stockholders. A detailed list of the Governance Committee's functions is included in its charter, which can be accessed on the Company's website at www.quinstreet.com by using the "Investor Relations" link and then the "Governance Documents" link under the "Corporate Governance" tab.

Compensation Committee. Our Compensation Committee met seven times during fiscal year 2022. The chairperson of our Compensation Committee is Mr. Pauldine. The functions of this Committee include, among other things:

- determining the compensation and other terms of employment of our Chief Executive Officer and our other executive officers and reviewing and approving corporate performance goals and objectives relevant to such compensation;
- reviewing and approving the compensation of our non-employee directors;
- evaluating and recommending to our Board of Directors the equity incentive plans, compensation plans, and similar programs advisable for the Company, as well as modification or termination of existing plans and programs;
- establishing policies with respect to equity compensation arrangements;
- reviewing with management our disclosures under the caption "Compensation Discussion and Analysis" and preparing the Compensation Committee Report that the SEC requires to be included in our annual proxy statement;
- assessing risks arising from our compensation policies and practices and determining whether any such risks are reasonably likely to have a material adverse effect; and

- selecting, retaining, overseeing, and terminating any compensation consultant or other compensation advisor.

The Compensation Committee may form, and delegate authority to, subcommittees as appropriate. A detailed list of the Compensation Committee's functions is included in its charter and can be accessed on the Company's website at www.quinstreet.com by using the "Investor Relations" link and then the "Governance Documents" link under the "Corporate Governance" tab.

Compensation Consultant. Compensia, Inc. ("Compensia"), an executive compensation consulting firm, provides compensation advisory services to the Compensation Committee and to the Company. No member of the Compensation Committee or of management has any affiliation with Compensia, and our Compensation Committee has determined that Compensia is "independent" as defined by the rules of the SEC and the Nasdaq Stock Market and that its work does not give rise to any conflict of interest. The Compensation Committee has engaged Compensia and has access to Compensia without the participation of management and periodically seeks input from Compensia on a range of external market factors, including evolving executive compensation trends, general observations on the Company's executive compensation program and competitive market data on a peer group of companies in the Internet marketing and media sector and other similar companies. The Compensation Committee also considers input from Compensia on Board compensation matters for non-employee Board members. Other than as described above under "*Compensation-Related Risk*," Compensia provides no other services to the Company.

Management Input to the Compensation Committee. Our management supports the work of the Compensation Committee, including fulfilling requests for specific analyses to assist with decision making. Our Chief Executive Officer and Chief Legal & Privacy Officer work with the Compensation Committee chairperson to help set meeting agendas and to coordinate the distribution of materials to the Compensation Committee in advance of its meetings. Our Employee Benefits and Compliance, Finance, and Legal departments assist in completing these projects. Generally, our Chief Executive Officer and Chief Legal & Privacy Officer attend Compensation Committee meetings.

Compensation Committee Meetings. For more information on the process for determining executive compensation, see the section titled "Compensation Discussion and Analysis" in this proxy statement.

Compensation Committee Interlocks and Insider Participation. Mr. Pauldine, Mr. Simons, Ms. Smith, and Ms. Robin Josephs served on the Compensation Committee during fiscal year 2022. None of them has been an officer or employee of QuinStreet. Moreover, none of our executive officers has served on the board of directors or compensation committee of a company that has an executive officer who serves on our Board or Compensation Committee.

Board Diversity

Our Governance Committee believes that diversity is one of many factors to be considered when selecting candidates for nomination to serve as one of our directors. While the Governance Committee carefully considers diversity, among other factors, when evaluating nominees for director, the Governance Committee has not established a formal policy regarding diversity in identifying director nominees.

The table below summarizes the composition of our Board:

Board Diversity Matrix (As of September 12, 2022)				
Total Number of Directors	9			
	Female	Male	Non-Binary	Did Not Disclose Gender
Part I: Gender Identity				
Directors	3	6	0	0
Part II: Demographic Background				
African American or Black	1	0	0	0
Alaskan Native or Native American	0	0	0	0
Asian	1	0	0	0
Hispanic or Latinx	0	0	0	0
Native Hawaiian or Pacific Islander	0	0	0	0
White	1	6	0	0
Two or More Races or Ethnicities	0	0	0	0
LGBTQ+	1			
Did Not Disclose Demographic Background	0			

Corporate Governance

Code of Conduct and Ethics. Our Code of Conduct and Ethics applies to all of our directors, employees, and officers (including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions). We will post future amendments to our Code of Conduct and Ethics, or waivers of such provisions, applicable to any principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions or our directors on the Company’s website at www.quinstreet.com.

Board Leadership Structure. The Board of Directors is responsible for determining its leadership structure, which currently consists of a Chairperson of the Board and a chairperson (or acting chairperson) leading each Board Committee. Currently, the Chairperson of the Board, Mr. Valenti, also serves as our Chief Executive Officer. The Board believes in retaining the flexibility to allocate the responsibilities of the offices of Chairperson and Chief Executive Officer in accordance with the best interests of the Company and its stockholders at a given point in time, and therefore the Board does not place restrictions on who may serve as Chairperson.

The Board appointed a lead independent director in July 2021. The lead director has the following roles and responsibilities:

- preside at Board meetings when the Chairperson is not present;
- serve as liaison between the Chairperson and the independent directors;
- approve meeting agendas and information sent to the Board;
- have the authority to call meetings of the independent directors; and
- if required by major shareholders, ensure that he or she is available for consultation and direct communication.

The Board believes that its current leadership structure and corporate governance policies ensure effective independent Board leadership and oversight of management. For example, the Board regularly meets in executive sessions without the Chief Executive Officer or any other members of management present. Strong independent director leadership is also enhanced by the fact that we have a lead independent director and all of the Board Committees are comprised solely of, and chaired by, independent directors.

In order to enhance the independence of the Board from management, the Board believes that a substantial majority of the Board should consist of independent directors. All of our current directors, except for Mr. Valenti, are independent, as determined in accordance with Nasdaq listing standards.

Board's Role in Risk Oversight. Management, which is responsible for day-to-day risk management, continually monitors the material enterprise risks facing the Company, including strategic risks, operational risks, financial risks, credit risks, liquidity risks, cybersecurity risks, and legal and compliance risks.

The Board of Directors is responsible for exercising oversight of management's identification of, management of, and planning for those risks. The Board has delegated to certain Committees oversight responsibility for those risks that are directly related to their area of focus (see descriptions of our Audit Committee, Compensation Committee, and Governance Committee's areas of responsibilities discussed under "— Audit Committee", "— Compensation Committee" and "— Nominating and Corporate Governance Committee ("Governance Committee")" above). The Board and its Committees exercise their risk oversight function by carefully evaluating the reports they receive from management and by making inquiries of management with respect to areas of particular interest to the Board. In addition, the Board and its Committees receive reports from our auditors and other advisors, such as Compensia, and meet in executive sessions with these outside auditors and advisors. Board oversight of risk is enhanced by the fact that our Chief Executive Officer and Chairperson of the Board attends many Committee meetings and that Committee reports are provided to the full Board following each regular quarterly Committee meeting.

Information on Compensation Risk Assessment. Management periodically reviews the Company's incentive compensation programs at all levels within the organization. Employee cash bonuses are based on Company and individual performance, and management (with respect to non-executive bonuses) or the Compensation Committee (with respect to executive officers' bonuses) determines bonus payouts. Equity awards for new hires are based on the individual's level in the Company, prior experience, qualifications, and the market for particular types of talent. Any subsequent awards are based on employee performance and providing retention incentives. Equity awards have long-term vesting requirements to preclude undue incentives for focusing on short-term stock price performance. Our compensation programs and processes were reviewed during fiscal year 2022 by Compensia and management. Based on the findings of this review and input from Compensia and management, the Compensation Committee believes that risks arising from the Company's compensation policies and practices are not reasonably likely to have a material adverse effect on the Company.

Environmental, Social, and Governance ("ESG"). Our business success requires us to consider the ESG consequences of our decisions on our stakeholders, including our employees and their communities. These considerations include our commitments to employee diversity. We embrace diversity, and endeavor to build a culture that attracts and retains a diverse employee population. This includes an employee donation matching program to support groups such as the NAACP, the Thurgood Marshall College Fund and the American Civil Liberties Union. We also seek to support our communities by actively participating in philanthropic events. With respect to the environment, our encouragement of an environmentally conscious approach includes establishing our headquarters in a LEED Gold certified building at 950 Tower Lane in Foster City, California. For more information on our priorities and programs, please visit our website at www.quinstreet.com by using the "Investor Relations" link and then the "Governance Documents" link under the "Corporate Governance" tab.

QuinStreet partners with ISS Corporate Solutions ("ISS") to track, improve, and sustain its performance with regards to the Company's ESG impact. As of September 2, 2022 (ISS' most recent measurement date), our Environmental Quality Score was a four, our Social Quality Score was a five and our Governance Quality Score was a three. For more information on ISS' ESG Quality Score methodology, please visit their site: <https://www.issgovernance.com/esg/ratings/>.

Independence Determination for Directors

The Board of Directors has determined that, with the exception of Mr. Valenti, who is our Chief Executive Officer, all of its current members qualify as independent directors pursuant to the rules adopted by the SEC and the Nasdaq Stock Market. The Audit, Compensation, and Governance Committees of the Board of Directors consist entirely of independent directors.

Audit Committee Financial Qualifications

Our Board of Directors has determined that each member of the Audit Committee: (1) meets the independence criteria prescribed by applicable law and rules of the SEC for Audit Committee membership

and (2) is “independent” within the meaning of the Nasdaq listing standards and the standards established by the Company. The Board has also determined that each member of our Audit Committee can read and understand fundamental financial statements in accordance with audit committee requirements of the SEC and Nasdaq listing standards. In addition, the Board of Directors has designated Mr. Huizinga as an “audit committee financial expert” as such term is defined in Item 407(d)(5)(ii) of Regulation S-K promulgated by the SEC.

Director Nominations

General Criteria and Process. Our Governance Committee has the responsibility of identifying, reviewing, and evaluating candidates to serve on the Company’s Board of Directors consistent with any criteria approved by the Board of Directors, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The minimum qualifications a candidate should possess include being able to read and understand basic financial statements, being over 21 years of age and having the highest personal integrity and ethics. As expressed in the Governance Committee charter, in nominating candidates, the Governance Committee complies with the requirements of the Company’s Bylaws and takes into consideration such other factors as it deems appropriate, including prior experience on public company boards and committees. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate’s experience with the experience of other Board members, the extent to which the candidate would be a desirable addition to the Board and any Committees of the Board, the ability of the candidate to devote sufficient time to the affairs of the Company, the candidate’s demonstrated excellence in his or her field, the candidate’s ability to exercise sound business judgment, and the candidate’s commitment to rigorously represent the long-term interests of the Company’s stockholders. The Governance Committee may use and pay for assistance from consultants, including obtaining background checks, and advice from outside counsel, to assist its review and evaluation of candidates.

In evaluating candidates, the Governance Committee considers a wide variety of qualifications, attributes and other factors, and recognizes that a diversity of viewpoints and practical experiences can enhance the effectiveness of the Board. Accordingly, as part of its evaluation of each candidate, the Governance Committee takes into account how that candidate’s background, experience, qualifications, attributes, and skills may complement, supplement or duplicate those of other Board members, although the Company does not have a policy prescribing specific standards for diversity.

Stockholder Nominations and Bylaw Procedures. The Governance Committee considers properly submitted recommendations for candidates to the Board from stockholders in accordance with the Company’s policy on stockholder recommendations of director nominees. The Governance Committee does not alter the manner in which it evaluates nominees for director based on whether the nominee is recommended by a stockholder or otherwise.

Our Bylaws and our policy on stockholder recommendations of director nominees establish procedures pursuant to which a stockholder may nominate a person for election to the Board of Directors. Any stockholder recommendations for consideration by the Governance Committee should set forth all information that is required to be disclosed by Section 5(b)(i) of our Bylaws and all information required pursuant to Regulation 14A under the Exchange Act, as amended, including the candidate’s name, biographical information, business experience for at least the past five years, a summary of the candidate’s qualifications, a representation that the nominating stockholder is a beneficial or record owner of our stock, and a written consent of the candidate to serve on the Board of Directors if elected. In addition, such stockholder recommendations should set forth any other information required to be provided by our policy on stockholder recommendations of director nominees and applicable securities laws and regulations. We may require any such proposed nominee to furnish information concerning his or her eligibility to serve as an independent director or that could be material to a reasonable stockholder’s understanding of the independence of the nominee. A copy of our Bylaws and our policy on stockholder recommendations of director nominees can be accessed on the Company’s website at www.quinstreet.com by using the “Investor Relations” link and then the “Governance Documents” link under the “Corporate Governance” tab.

To nominate a person for election to the Board of Directors at our 2023 annual meeting of stockholders, written notice of a stockholder nomination must be delivered to our Corporate Secretary between July 3,

2023 and August 2, 2023. However, if our 2023 annual meeting is advanced or delayed by more than 30 days from October 31, 2023 (the anniversary of the prior year's annual meeting of stockholders), a stockholder's written notice will be timely if it is delivered no earlier than the 120th day prior to our 2023 annual meeting and no later than the later of the 90th day prior to such annual meeting or the 10th day following the announcement of the date of the meeting. Stockholder recommendations to the Board of Directors should be sent to QuinStreet, Inc., Attention: Corporate Secretary, 950 Tower Lane, Suite 600, Foster City, California 94404.

In addition to satisfying the foregoing requirements under our Bylaws, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees for our 2023 annual meeting must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than September 1, 2023 as described below under "— Stockholder Proposals."

Contacting the Board and Further Information on Corporate Governance

Stockholders may contact the Board of Directors about bona fide issues or questions about QuinStreet by writing to the Corporate Secretary as follows: Board of Directors of QuinStreet, Inc., Attention: Corporate Secretary, 950 Tower Lane, Suite 600, Foster City, California 94404.

Any matter intended for the Board of Directors, or for any individual member or members of the Board of Directors, should be directed to the street address noted above, with a request to forward the communication to the intended recipient or recipients. In general, any stockholder communication delivered to the Corporate Secretary for forwarding to the Board of Directors or specified member or members will be forwarded in accordance with the stockholder's instructions.

Our Code of Conduct and Ethics, stockholder nominations policy, and committee charters are accessible on the Company's website at www.quinstreet.com by using the "Investor Relations" link and then the "Governance Documents" link under the "Corporate Governance" tab. Stockholders may also request printed copies of such documents without charge by writing to the Corporate Secretary as follows: QuinStreet, Inc., Attention: Corporate Secretary, 950 Tower Lane, Suite 600, Foster City, California 94404.

STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table shows the amount of common stock beneficially owned (unless otherwise indicated) by our directors, our director nominees, our Named Executive Officers (as set forth in the Summary Compensation Table below), our directors and executive officers as a group, and beneficial owners of more than 5% of our common stock. Except as otherwise indicated, all information is as of August 31, 2022. As of August 31, 2022, there were 53,536,049 shares of common stock outstanding. Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of common stock that they beneficially own, subject to applicable community property laws. Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o QuinStreet, Inc., 950 Tower Lane, Suite 600, Foster City, California 94404.

Name	Common Stock	
	Shares Beneficially Owned	% of Class
Directors:		
Asmau Ahmed ⁽¹⁾	28,063	*
Anna Fieler ⁽²⁾	39,054	*
Matthew Glickman	50,000	*
Stuart M. Huizinga ⁽³⁾	86,186	*
David Pauldine ⁽⁴⁾	125,340	*
Andrew Sheehan ⁽⁵⁾	103,492	*
James Simons ⁽⁶⁾	76,548	*
Hillary Smith ⁽⁷⁾	31,188	*
Named Executive Officers⁽⁸⁾:		
Douglas Valenti ⁽⁹⁾	1,957,845	3.7%
Gregory Wong ⁽¹⁰⁾	226,875	*
Nina Bhanap	—	*
Timothy Stevens	—	*
Stephen Chen ⁽¹¹⁾	209	*
Executive Officers and Directors as a group (10 persons)⁽⁸⁾⁽¹²⁾	2,724,591	5.1%
Other 5% Stockholders:		
BlackRock, Inc. ⁽¹³⁾ , 55 East 52 nd Street, New York, NY 10055	8,370,777	15.4%
Private Capital Management, LLC ⁽¹⁴⁾ , 8889 Pelican Bay Boulevard, Suite 500, Naples, FL 34108	4,127,432	7.6%
The Vanguard Group ⁽¹⁵⁾ , 100 Vanguard Boulevard, Malvern, PA 19355	3,410,844	6.3%

* Represents 1% or less of our outstanding common stock.

- (1) Includes stock options exercisable for 15,625 shares of our common stock within 60 days of August 31, 2022 and 9,938 RSUs that will vest and settle within 60 days of August 31, 2022.
- (2) Consists of stock options exercisable for 39,054 shares of our common stock within 60 days of August 31, 2022.
- (3) Includes 9,938 RSUs that will vest within 60 days of August 31, 2022.
- (4) Includes 102,902 shares held in a trust of which Mr. Pauldine is a trustee. Also includes 9,938 RSUs that will vest within 60 days of August 31, 2022.
- (5) Includes 15,623 shares held by a limited partnership Tippet Venture Partners, L.P. of which Mr. Sheehan is the managing director of its general partner and 200 shares held by a trust of which Mr. Sheehan is a trustee. Mr. Sheehan disclaims beneficial ownership of the reported securities, except to the extent of

any pecuniary interest therein. Also includes stock options exercisable for 50,000 shares of our common stock within 60 days of August 31, 2022 and 9,938 RSUs that will vest within 60 days of August 31, 2022.

- (6) Includes 44,841 shares held by the James Rexroad Simons Trust of which Mr. Simons is a trustee. Mr. Simons disclaims beneficial ownership of the reported securities, except to the extent of any pecuniary interest therein. Also includes 9,938 RSUs that will vest within 60 days of August 31, 2022.
- (7) Includes stock options exercisable for 18,750 shares of our common stock within 60 days of August 31, 2022 and 9,938 RSUs that will vest within 60 days of August 31, 2022.
- (8) Our executive officers are Messrs. Valenti and Wong. However, we have included Messrs. Stevens and Chen and Ms. Bhanap as Named Executive Officers in our Compensation Discussion and Analysis in this proxy statement for the purpose of providing our shareholders with supplemental disclosure of the compensation of our next three mostly highly compensated other officers in fiscal year 2022.
- (9) Includes 1,915,517 shares held by The Valenti Living Trust of which Mr. Valenti and his spouse are co-trustees. Each of Mr. Valenti and his spouse has voting and investment power with respect to the shares held by The Valenti Living Trust and share beneficial ownership in such shares. Also includes 6,903 shares held by trusts, of which Mr. Valenti's spouse is the trustee, for the benefit of Mr. Valenti and his spouse's immediate family members over which Mr. Valenti may be deemed to have shared voting and dispositive power.
- (10) Includes stock options exercisable for 140,000 shares of our common stock within 60 days of August 31, 2022.
- (11) Consists of stock options exercisable for 209 shares of our common stock within 60 days of August 31, 2022.
- (12) Includes stock options exercisable for 263,429 shares of our common stock within 60 days of August 31, 2022 and 59,628 RSUs that will vest within 60 days of August 31, 2022. Messrs. Valenti and Wong are our Section 16 executive officers. Messrs. Valenti, Wong, Stevens, Chen and Ms. Bhanap are our Named Executive officers for the purposes of the fiscal year 2022 Compensation Discussion and Analysis. Excludes shares held Messrs. Stevens and Chen and Ms. Bhanap, who are not executive officers.
- (13) Based on the Schedule 13G/A filed with the SEC on January 28, 2022 by BlackRock, Inc.
- (14) Based on the Schedule 13G/A filed with the SEC on February 4, 2022 by Private Capital Management, LLC.
- (15) Based on the Schedule 13G/A filed with the SEC on February 10, 2022 by The Vanguard Group.

Section 16(a) Beneficial Ownership Reporting Compliance

Based solely upon a review of filings with the SEC and/or written representations that no other reports were required, we believe that all reports for the Company's executive officers and directors that were required to be filed under Section 16 of the Securities Exchange Act, as amended, were timely filed for fiscal year 2022.

Certain Relationships and Related Person Transactions

We have entered into standard, ordinary course indemnification agreements with each of our directors and senior officers. These indemnification agreements require us to indemnify each of our directors and executive officers to the fullest extent permitted by Delaware law.

Since January 1, 2021, there have not been any transactions, nor are there any currently proposed transactions, in which the Company was or is to be a participant, where the amount involved exceeded \$120,000, and in which any related person had or will have a direct or indirect material interest, other than compensation arrangements, which include equity and other compensation, termination, change in control and other arrangements, which are described elsewhere herein under the sections titled "Compensation of Board of Directors," "Executive Compensation" and "Compensation Committee Report."

Policies and Procedures for Transactions with Related Persons

Our Board of Directors has adopted a written related person transactions policy, which sets forth the policies and procedures for the review and approval or ratification of related person transactions. This policy

covers any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which the Company and a related person were, are, or will be participants and in which the amount involved exceeds \$120,000. Only related person transactions in which the amount involved exceeds \$120,000 and in which the related person had or will have a direct or indirect material interest will be required to be disclosed in applicable SEC filings as required by the Securities Act of 1933, as amended (“Securities Act”), the Exchange Act, and related rules. Pursuant to the Company’s related person transactions policy, our Audit Committee, among other things, (i) reviews the relevant facts and circumstances of each proposed related person transaction, including if the transaction is on terms comparable to those that could be obtained in arm’s-length dealings with an unrelated third-party and the extent of the related person’s interest in the transaction and (ii) takes into account the conflicts of interest and corporate opportunity provisions of our Code of Conduct and Ethics. Management will present to our Audit Committee each proposed related person transaction, including all relevant facts and circumstances relating thereto, and will update the Audit Committee as to any material changes to any related person transaction.

Any related person transaction may only be consummated or continued if our Audit Committee has approved or ratified such transaction in accordance with the guidelines set forth in our related person transactions policy. Certain types of transactions are not subject to the policy, including: (i) transactions involving compensation for services provided by an employee, consultant, or director that are approved by our Compensation Committee; and (ii) transactions in the ordinary course of business where the interest of the related person arises solely from the ownership of a class of QuinStreet equity securities where all holders of such class of equity securities will receive the same benefit on a pro rata basis. Any member of the Audit Committee who is a related person with respect to a transaction under review may not participate in the deliberations or vote on the approval of the transaction. In the event that it is inappropriate for the Audit Committee to review the transaction due to conflicts of interest or otherwise, after taking into account possible recusals by Audit Committee members, another independent body comprised of members of our Board of Directors reviews the related person transaction.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This Compensation Discussion and Analysis provides an overview of the material components of our executive compensation program for our “Named Executive Officers,” which for fiscal year 2022 consists of the following officers:

- Douglas Valenti, Chairperson of our Board of Directors, and our Chief Executive Officer;
- Gregory Wong, our Chief Financial Officer;
- Nina Bhanap, our Chief Technology Officer and President, Product and Technology;
- Tim Stevens, our Executive Vice President; and
- Stephen Chen, our Senior Vice President of Insurance.

Our executive officers in fiscal year 2022 were Messrs. Valenti and Wong. However, we have included Messrs. Stevens and Chen and Ms. Bhanap as Named Executive Officers (each, an officer) in this Compensation Discussion and Analysis for the purpose of providing our shareholders with supplemental disclosure of the compensation of our next three mostly highly compensated officers in fiscal year 2022.

This Compensation Discussion and Analysis is organized into five sections:

Section 1 — Executive Summary

Section 2 — Compensation Philosophy, Objectives, and Design

Section 3 — Compensation-Setting Process

Section 4 — Compensation Components

Section 5 — Other Compensation Information and Policies

Section 1 — Executive Summary

Executive Compensation

The Compensation Committee sets the compensation of our senior officers, including our Named Executive Officers, considering their ability to successfully execute our annual operating plan. This plan is designed to further our long-term business objectives and create sustainable long-term stockholder value. Accordingly, our fiscal year 2022 compensation actions and decisions were largely based on each executive officer’s and officer’s contribution to Company-wide performance goals, consistent with our “pay-for-performance” philosophy.

Fiscal Year 2022 Compensation Decisions

The Compensation Committee took the following actions with respect to the specific compensation of our Named Executive Officers in fiscal year 2022:

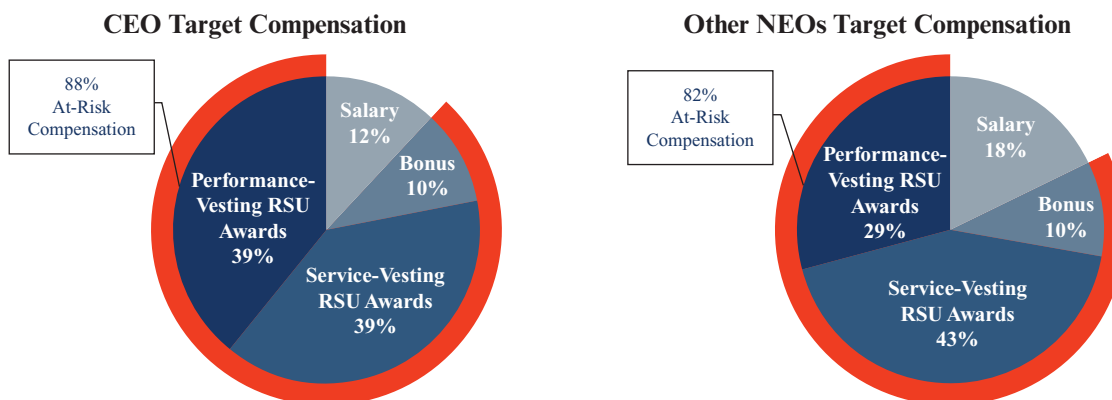
- in July 2021, concurred with our Chief Executive Officer’s recommendation to increase the fiscal year 2022 base salaries of each of our Named Executive Officers whose base salaries were below the 50% percentile of the compensation peer group other than (i) our Chief Executive Officer (as his aggregate compensation is driven largely by his substantial holdings of Company equity) and (ii) Mr. Chen (as he was not promoted to Senior Vice President of Insurance until March 2022);
- approved the grant of equity awards in the form of service-vesting RSU awards (“RSUs”) and performance-vesting RSU awards (“PSUs”); and
- in July 2022, concurred with our Chief Executive Officer’s recommendation to pay annual bonuses at 48% of the target opportunity for each of our Named Executive Officers, other than (i) our Chief

Executive Officer, who received only a 25% bonus and (ii) Mr. Chen, whose bonus was 50% of his target bonus opportunity (as it was based on his management of the credit card and banking verticals for most of the year).

In making its base salary decisions, bonus determinations, and equity award decisions, the Compensation Committee engaged Compensia, Inc. (“Compensia”), an independent national consulting firm providing executive compensation advisory services, to prepare a competitive market analysis.

In granting equity awards, the Compensation Committee took into consideration its desire to: (i) maintain a market-competitive target total direct compensation opportunity for each Named Executive Officer, (ii) retain our key senior officers, (iii) reward individual performance in the preceding fiscal year, and (iv) provide our Named Executive Officers with an incentive to manage our business as owners. The equity awards subject a significant portion of our Named Executive Officers’ target total direct compensation to fluctuations in the market price of our common stock, thus helping to reinforce the alignment of their interests with our stockholders’ interests.

As shown in the charts below, incentive compensation opportunities consisting of (a) annual bonus opportunities and (b) equity awards (consisting of RSUs and PSUs) comprised 88% of the target total direct compensation opportunity for our Chief Executive Officer and an average of 82% of the target total direct compensation opportunities for our other Named Executive Officers. These incentive compensation components of our executive compensation program are “at risk” because they are variable forms of compensation whose values are dependent on our Company’s performance and the successful execution of our strategic objectives.



Pay for Performance

For fiscal year 2022, the Company maintained its focus on increasing revenue and generating positive cash flow. The Company’s primary cash flow measurement metric is adjusted earnings before interest, taxes, depreciation, and amortization (“Adjusted EBITDA”). Revenue and Adjusted EBITDA also constitute the basis of the two performance measures for the performance-based restricted stock units (“PSUs”) that were issued broadly to employees generally early in fiscal year 2022.

The Company seeks to drive revenue and Adjusted EBITDA by using media margin dollars as a performance measure for annual bonuses. Media margin dollars are the Company’s revenues less the applicable media costs of those revenues. Using media margin dollars as a performance measure gives our executives the flexibility to grow Adjusted EBITDA by (i) increasing revenues at a constant media margin percentage, (ii) increasing media margin percentage, or (iii) increasing revenues at a faster rate than the concurrent increase in media costs.

The annual bonus opportunities for the fiscal year 2022 Named Executive Officers were based on media margin dollar targets for the Company overall, other than for Mr. Chen whose bonus was tied to the performance of the credit card and banking verticals that he managed for most of the fiscal year.

Fiscal Year 2022 Auto Insurance Adverse Impacts

During fiscal year 2022 the Company met its primary objectives of increasing revenues and generating positive cash flow. This occurred notwithstanding the significant challenges faced by the Company's auto insurance sub-vertical, the Company's largest business, as described in the Company's publicly-available information with respect to fiscal year 2022, and summarized below.

In the first quarter of fiscal year 2022, auto insurance carriers experienced unexpected costs resulting from Hurricane Ida. This led them to decrease their marketing budgets, as they assessed future claim impacts arising from similar extreme weather events as well as higher incident rates. In the second quarter of fiscal year 2022, carriers pulled back further on marketing efforts as supply chain-driven cost increases and delays became manifest in the vehicle sale and repair ecosystem. By the end of the fiscal year, many carriers had curtailed marketing efforts on a state-by-state basis pending regulatory approval of rate increases requested to cover expected increased claim costs.

As the result of the above phenomena, the Company's fiscal year 2022 auto insurance revenue decreased by 18% from fiscal year 2021. The Company's auto insurance business had grown an average of over 30% during the preceding two fiscal years, and similar growth had been expected in fiscal year 2022. As a result, auto insurance adverse impacts resulted in a significant revenue shortfall for fiscal year 2022, causing related shortfalls in media margin dollars and Adjusted EBITDA.

The Chief Executive Officer's compensation recommendations and the Compensation Committee's determinations require striking a balance between results, remuneration and retention. This includes considering factors outside of the Company's control, such as COVID-19 (in fiscal year 2021) or auto insurance related-adverse impacts (in fiscal year 2022). For fiscal year 2022, after reviewing the Chief Executive Officer's compensation recommendations for the other Named Executive Officers, and following consultation with their advisors, the Compensation Committee determined the following:

- the Chief Executive Officer's compensation should bear the full brunt of the auto insurance adverse impacts; and
- the variable compensation of the other Named Executive Officers paid based upon company-wide results should be partially adjusted to reflect the auto insurance adverse impacts.

2021 Stockholder Advisory Vote on Named Executive Officer Compensation

We conducted our annual stockholder advisory vote on named executive officer compensation (the "Say-on-Pay" vote) at our 2021 annual meeting of stockholders on October 25, 2021. We believe that it is important for our stockholders to have an opportunity to have an advisory vote on executive compensation on an annual basis to express their views regarding our executive compensation philosophy, our compensation program, policies, and practices, and the Compensation Committee's decisions regarding executive compensation, all as disclosed in our proxy statements. The Board of Directors and the Compensation Committee value the opinions of our stockholders and, to the extent that there is any significant vote against the compensation of our Named Executive Officers as disclosed in this proxy statement, we will consider our stockholders' concerns and the Compensation Committee will evaluate whether any actions are necessary to address those concerns. Our Compensation Committee is willing to meet with the Company's stockholders to discuss executive compensation matters.

At the 2021 annual meeting of stockholders, more than 95% of the votes cast on the Say-on-Pay proposal were voted in favor of our Named Executive Officers' compensation. The Compensation Committee reviewed the final vote results and determined that there were no significant stockholder concerns that would require us to make any significant changes to our executive compensation program at this time. Our Chief Executive Officer, Chief Financial Officer and Compensation Committee chairperson will continue to be willing to meet with the Company's stockholders to discuss and consider any concerns relating to executive compensation and other matters.

We have determined that our stockholders should have the opportunity to cast an advisory vote on executive compensation each year, consistent with the preference expressed by our stockholders at the 2017

annual meeting of stockholders. We expect to hold our next advisory vote on the frequency of stockholder advisory votes on executive compensation at our 2023 annual meeting of stockholders.

Compensation Governance

We maintain the following corporate governance policies and executive compensation practices that support our pay-for-performance philosophy and serve to manage our compensation risks:

- ✓ the Compensation Committee is comprised solely of independent directors including our lead director;
- ✓ the Compensation Committee has engaged its own compensation consultant to assist it with its review of executive compensation;
- ✓ none of our senior officers has an employment agreement;
- ✓ we provide “double trigger” change in control severance payments and benefits for certain senior officers (discussed in greater detail below) rather than “single trigger” change in control severance payments and benefits;
- ✓ we have a clawback policy that creates retroactive adjustments to any cash bonus or equity-based incentive compensation paid to our senior officers and other employees (discussed in greater detail below);
- ✓ there are no special executive perquisite programs, and our officers participate in the same health and welfare benefit plans as all other employees;
- ✓ there are no tax reimbursements for our senior officers for excess parachute payments, perquisites, or personal benefits;
- ✓ the Compensation Committee grants equity awards primarily at regularly scheduled quarterly Committee meetings set at the beginning of each fiscal year;
- ✓ our insider trading policy provides that our directors and officers may not hold in margin accounts or pledge the Company’s shares;
- ✓ our insider trading policy provides that our directors and officers may not engage in short sales of the Company’s shares, in derivative transactions in the Company’s shares (e.g., publicly traded options contracts, such as puts or calls), or in other transactions that are designed to or have the effect of hedging or offsetting any change in the market value of the Company’s stock; and
- ✓ we have stock ownership guidelines that require stock ownership at a level that is six times the annual base salary for our Chief Executive Officer and three times the annual cash retainer for our non-employee directors.

Section 2 — Compensation Philosophy, Objectives, and Design

Philosophy

We recognize that our success is in large part dependent on our ability to attract and retain talented employees. We endeavor to create and maintain a compensation program that rewards performance, teamwork, commitment, and rapid progress to effectively align the interests of our senior officers and stockholders. The Compensation Committee and management are committed to a pay-for-performance philosophy in designing our compensation policies, practices, and plans.

Objectives

The principles and objectives of our compensation and benefits programs for our employees generally, and for our Named Executive Officers specifically, are to:

- closely align compensation with our business and financial objectives and the long-term interests of our stockholders;

- motivate and reward individuals whose skills and performance promote our continued success;
- attract, motivate, and retain highly-talented, experienced individuals who are incentivized to achieve our strategic objectives; and
- offer total compensation that is competitive, reasonable, and fair.

Design and Pay Mix

The compensation of our senior officers consists of the following primary components:

- base salary;
- performance-based annual cash bonuses;
- long-term incentive compensation in the form of equity awards (RSUs and PSUs);
- employee health and welfare benefits; and
- change in control payments and benefits.

Each compensation component has a role in meeting the objectives described above. While we believe we offer competitive base salaries and performance-based annual cash bonus opportunities, we also believe that long-term incentive compensation in the form of equity awards is a critical compensation component for Internet and other growth-oriented technology companies. We believe that equity awards provide long-term incentives that align the interests of our employees and officers with the long-term interests of our stockholders. We carefully track equity compensation practices of competitors and other comparable companies to ensure that our policies and practices are competitive and generally consistent with peer group dilution rates.

We strive to achieve an appropriate mix between cash and equity compensation to meet our objectives. We do not apply any formal or informal policies or guidelines for allocating compensation between current and long-term compensation, between cash and equity compensation, or among different forms of equity compensation. As a result, the allocation between cash and equity varies among officers. The mix of compensation components is designed to reward short-term results and motivate long-term performance through a combination of cash and equity awards. We believe the most important indicator of whether our compensation objectives are being met is our ability to motivate our officers to deliver superior performance and retain them to continue their careers with us on a cost-effective basis.

Section 3 — Compensation-Setting Process

Role of the Compensation Committee

The Compensation Committee of the Board of Directors is responsible for administering and overseeing the executive compensation program for our senior officers, including our Named Executive Officers, and reports to the full Board of Directors on its discussions, decisions, and other actions.

Our management and the Compensation Committee conduct an annual review of senior management compensation for purposes of setting executive compensation for the upcoming fiscal year. For fiscal year 2022, this review occurred at two meetings in June 2021 and July 2021. At that time, management and the Compensation Committee reviewed the information on market-based executive compensation provided by Compensia, considering the compensation we offer, to ensure that the executive compensation program established for fiscal year 2022 was competitive, reasonable, and fair.

The Compensation Committee reviews the performance of our senior officers on an annual basis. Based on this review and the factors described below, the Compensation Committee, after considering the recommendations of our compensation consultant and our Chief Executive Officer, sets each senior officer's compensation package, including base salary, annual bonus opportunity, and the size and structure of equity awards for the upcoming fiscal year. In evaluating and determining executive compensation, the Compensation Committee also considers the results of the most recent stockholder advisory vote on executive compensation ("Say-on-Pay" vote) required by Section 14A of the Exchange Act.

The Compensation Committee also conducts an annual review of all compensation components at the end of each fiscal year to ensure consistency with our compensation philosophy. The Compensation Committee is authorized to retain the services of third-party executive compensation specialists and other advisors from time to time, as the Compensation Committee sees fit, in connection with the establishment of cash and equity compensation and related policies.

Role of our Chief Executive Officer

Our Chief Executive Officer makes recommendations to the Compensation Committee regarding base salaries, annual bonus opportunities, and long-term incentive compensation for our senior officers (other than himself), is involved in the determination of compensation for our senior officers (other than himself) and attends Compensation Committee meetings (except for sessions discussing and setting his compensation). Our Chief Executive Officer bases his recommendations on the Company's financial and operational results, the individual's contribution toward these results, individual and Company-wide performance toward goal achievement, an analysis of competitive market data prepared by the Compensation Committee's compensation consultant and input from the Compensation Committee's compensation consultant. Our Chief Executive Officer does not make any recommendation as to his own compensation.

The Compensation Committee reviews our Chief Executive Officer's recommendations, the analysis of competitive market data, and other relevant information and determines each senior officer's total compensation, as well as each of their individual compensation components. The Compensation Committee bases its decisions regarding executive compensation on its subjective evaluation of the performance of the Company and each senior officer, the judgment and experience of each of its members in determining compensation, the input of our Chief Executive Officer, the input of its compensation consultant, a review of competitive market data as described below, and other factors, such as prevailing industry trends, also as described below.

Role of Compensation Consultant

Since November 2009, the Compensation Committee has engaged Compensia as its compensation consultant to help evaluate our compensation philosophy and provide guidance in administering our executive compensation program. Compensia reports directly to the Compensation Committee and does not provide any services to the Company other than the services provided to the Compensation Committee. Based on its review of the applicable SEC rules and Nasdaq listing standards, the Compensation Committee believes that the work performed by Compensia for the Compensation Committee does not give rise to any conflicts of interest. Since fiscal year 2010, Compensia has also assisted the Compensation Committee in developing the compensation peer group described below and in providing competitive market data based on the compensation practices of the peer group and from general industry surveys, as appropriate.

Competitive Market Data

We believe it is important when making compensation-related decisions to be informed as to current practices of similarly situated companies. Consequently, the Compensation Committee selects a group of companies that are broadly similar to the Company in terms of industry and financial comparability as a reference point for evaluating the market practices of our "peers" in formulating compensation recommendations and to assist the Compensation Committee in its consideration of executive compensation.

For fiscal year 2022, our compensation peer group (the "Peer Group") consisted of the following companies:

2U	LivePerson
Alarm.com Holdings	MicroStrategy
Benefitfocus	NIC
Blucora	Perficient
Bottomline Technologies	Progress Software
CarGurus	QAD
Cars.com	Quotient Technology
Cloudera	SecureWorks
EverQuote	Shutterstock
Glu Mobile	TrueCar
LendingTree	

Each of the companies in the Peer Group met the following criteria: (1) were operating in the Internet services and infrastructure industry, in the interactive media and services industry or in the Internet and direct marketing retail industry (formerly classified as Internet software and services industry), (2) had annual revenues between \$250.0 million to \$1.0 billion (or approximately 0.5x to 2.0x that of the Company's revenue), and (3) had a market capitalization between \$275.0 million to \$4.4 billion (or approximately 0.25x to 4.0x that of the Company's market capitalization). In addition, all are headquartered in the United States.

The Compensation Committee supplements the data derived from the Peer Group with broader compensation data provided by market surveys. Compensia also provided compensation data from Compensia's proprietary database for positions comparable to those of our senior officers at technology companies with revenues between \$250.0 million and \$1.0 billion to the extent the Peer Group data was not sufficient.

While the Compensation Committee does not "benchmark" pay levels against the Peer Group due to the unique aspects of our business, it believes that evaluating competitive market data is useful to understand market practice and to provide a general context for its decisions. The Compensation Committee exercises its discretion in determining the nature and extent of the use of this market data, which varies by role and individual.

Section 4 — Compensation Components

The compensation we offer to each of our senior officers, including our Named Executive Officers, consists of the following principal components: (a) base salaries; (b) performance-based cash bonuses; and (c) long-term incentive compensation in the form of equity awards.

(a) Base Salaries

The initial base salaries of our senior officers, including our Named Executive Officers, are established through arm's-length negotiation at the time of hire, considering each individual's qualifications, experience and prior salary history, location, and prevailing market practices for similar roles among the companies in the Peer Group and from the survey data of similarly sized companies in the technology industry. Thereafter, the base salaries of our senior officers are reviewed annually by the Compensation Committee, with significant input from our Chief Executive Officer (except with respect to his own base salary) and the Compensation Committee's compensation consultant to determine whether any adjustment is warranted. Base salaries are also reviewed in the case of promotions or other significant changes in responsibility.

In determining a base salary adjustment, the Compensation Committee considers several factors, including the Company's overall performance, the individual's relative job scope and impact in the Company, individual performance history, prior and anticipated future contributions to the Company, anticipated increase in responsibilities, length of time each individual has been employed with the Company, retention incentives, prior experience, and an analysis of competitive market data (including the base salary practices of the Peer Group and the survey data). The Compensation Committee may also consider the individual's current base salary, equity ownership, and internal gender pay parity (i.e., the amounts paid to the female officer's male peers inside the Company for comparable positions and responsibilities). The Compensation Committee also draws upon the experiences of its members with other companies.

In June 2021 and July 2021, the Compensation Committee reviewed the proposed fiscal year 2022 base salaries of our senior officers, including our Named Executive Officers. The Compensation Committee reviewed salary data derived from the Peer Group and summary cash compensation data from Compensia's proprietary database for positions comparable to those of the executive officers and officers at technology companies with revenues between \$250.0 million and \$1.0 billion. The Company generally seeks to pay its executive officers and officers competitively between approximately the 25th and 75th percentile of its peer group but does not target a specific benchmarking level. The Compensation Committee and our Chief Executive Officer consider the competitive market data and take into consideration the factors noted in the paragraph immediately above.

After reviewing input from Compensia and taking into consideration the recommendations of our Chief Executive Officer (except with respect to his own base salary), the Compensation Committee increased

the base salaries of the Named Executive Officers (except for Mr. Chen, who was not promoted to run the Company's insurance verticals until March 2022) as follows:

Named Executive Officer	Fiscal Year 2021 Annual Base Salary (\$)	Fiscal Year 2022 Annual Base Salary (\$)	Percent Change (%)
Douglas Valenti	540,750	540,750	0
Gregory Wong	385,000	425,000	10.39
Nina Bhanap	404,790	425,000	4.99
Tim Stevens	365,000	390,000	6.84
Stephen Chen	200,000	243,650	21.82

(a) Performance-Based Annual Cash Bonuses

We use performance-based annual cash bonuses to motivate our senior officers, including our Named Executive Officers, to achieve our annual financial and operational goals while making rapid and sustainable progress toward our longer-term objectives. These bonuses are designed to reward both Company and individual performance.

The Compensation Committee believes the following factors continue to be important in assessing performance bonus achievement:

- the assessed sustainability of revenue;
- whether the Company maintained or improved media margin targets or delivered margin dollars;
- progress on initiatives to address challenges;
- whether growth was achieved organically or via acquisitions;
- the development of future growth potential and diversification of our revenue streams; and
- the individual contributions of the senior officer.

The Compensation Committee can exercise its discretion and reduce the amount of any actual award below the amount calculated with reference to the Company's annual operating plan.

Annual Bonus Opportunities

For fiscal year 2022, each Named Executive Officer's annual bonus opportunity was expressed as a total dollar amount, with individual opportunities ranging from 46% to 85% of base salary. Annual bonus opportunities were established in July 2021 by the Compensation Committee, based in part upon Compensia's analysis and recommendations. The fiscal year 2022 annual bonus opportunity for each of our Named Executive Officers is set out in the section below entitled "Fiscal Year 2022 Bonus Decisions."

Annual Bonus Performance Measures

For fiscal year 2022, the annual bonus performance measures were based on growth in media margin dollar targets set forth in our annual operating plan. As in prior years, the performance measures were designed to be aggressive. This is demonstrated by the fact that our senior officers did not receive any bonus payouts in three of the last six fiscal years. In those years where bonuses were paid, the highest bonus payout based upon company-wide performance was 80% of target.

All the Named Executive Officers had a media margin dollar target based upon aggregate company performance, except for Mr. Chen, whose media margin dollar target was based upon the performance of the credit card and banking client verticals he managed for most of fiscal year 2022.

Fiscal Year 2022 Bonus Decisions

In determining bonus awards for fiscal year 2022, the Compensation Committee first reviewed the Company's overall financial results for fiscal year 2022. While the Company made progress towards its fiscal year 2022 financial objectives, the Company did not achieve 100% of its Company-wide media margin dollar target.

For fiscal year 2022, actual financial results would have resulted in bonus payouts at the 25% level. As discussed above under “Fiscal Year 2022 Auto Insurance Adverse Impacts”, the Compensation Committee determined 25% was the appropriate level for our Chief Executive Officer. For the remaining Named Executive Officers who are compensated based upon Company-wide results, the Committee concurred in our Chief Executive Officer’s recommendation that bonus payouts at the 48% level would be appropriate, as this was the approximate mid-point of actual results and adjusting for the auto insurance adverse impacts for fiscal year 2022. Mr. Chen received a bonus payout at the 50% level, consistent with his bonus being based upon the performance of the banking and credit card client verticals he managed for most of the year.

Our Named Executive Officer’s fiscal year 2021 bonus payments and fiscal year 2022 annual bonus opportunities and payments were as follows:

Named Executive Officer	Fiscal Year 2021 Bonus Payout (\$)	Fiscal Year 2022 Target Bonus Opportunity (\$)	Fiscal Year 2022 Bonus Payout (\$)	Fiscal Year 2022 Bonus Payout as a % of Target (%)
Douglas Valenti	348,840	459,000	114,750	25%
Gregory Wong	169,100	245,000	117,600	48%
Nina Bhanap	197,600	273,000	131,040	48%
Tim Stevens	159,600	224,000	107,520	48%
Stephen Chen	20,583	112,917	56,458	50%

(a) Long-Term Incentive Awards

We use long-term incentive awards, in the form of RSUs and PSUs, to attract and retain our senior officers, including our Named Executive Officers, to motivate and reward them for outstanding Company and individual performance and to align their interests with those of our stockholders.

We grant equity awards to our senior officers both at the time of initial hire, and then on an annual basis. Since fiscal year 2013, we have granted annual awards consisting in whole or in part of RSUs. Our practice has been to grant annual awards at the Compensation Committee’s first regularly scheduled meeting after the start of the fiscal year (typically in July). This practice was followed in fiscal year 2022, with awards made in July 2021.

The Compensation Committee also has the discretion, following recommendations made to the Compensation Committee by our Chief Executive Officer, to grant stock options or RSU awards at any time to reflect officer promotions or maintain pay parity. For example, Mr. Chen received an additional award in April 2022 following his promotion to Senior Vice President of Insurance.

In determining the size of the equity awards to be granted to our senior officers, including our Named Executive Officers, the Compensation Committee takes into account several factors, including our Chief Executive Officer’s recommendation for the other individuals, our short-term and long-term financial and strategic objectives, an individual’s relative job scope, the value of his or her then-current equity incentive award holdings, individual performance history, prior and anticipated future contributions to the Company, the size of prior awards, an analysis of competitive market data (including the equity award practices of the Peer Group), our annual equity budget, and the net aggregate amount of the shares proposed to be awarded to all employees for the fiscal year. After considering these factors, the Compensation Committee determines the size of the equity awards at levels it considers appropriate to create a meaningful opportunity for reward predicated on the creation of long-term stockholder value.

After reviewing a competitive market analysis prepared by Compensia and taking into consideration the recommendations of our Chief Executive Officer (as to the equity awards for our senior officers other than himself), the Compensation Committee in July 2021 determined the size of each senior officer’s equity awards (RSUs and PSUs) using the factors described above.

The equity awards (RSUs and PSUs) granted to the Named Executive Officers in fiscal year 2022 were as follows:

Named Executive Officer	Number of Shares Subject to Service-Vesting RSU Grant (#) ⁽¹⁾	Grant Date Fair Value of Service-Vesting RSU Grant (\$) ⁽²⁾	Number of Shares Subject to Performance-Vesting RSU Grant (Target) (#) ⁽³⁾	Grant Date Fair Value of Performance-Vesting RSU Grant (Target) (\$) ⁽⁴⁾
Douglas Valenti	100,000	1,832,000	100,000	1,832,000
Gregory Wong	40,000	732,800	40,000	732,800
Nina Bhanap	43,000	787,760	43,000	787,760
Tim Stevens	40,000	732,800	40,000	732,800
Stephen Chen ⁽⁵⁾	78,500	1,005,920	8,500	155,720

- (1) The amounts reported in this column represent RSUs with four-year service vesting schedules. The RSUs vest as follows: 25% of the award vests on the first anniversary of the date of the vesting commencement date (typically, which is on or about the date of grant), and 6.25% of the award vested each quarter over the subsequent twelve quarters.
- (2) The amounts reported in this column represent the aggregate grant date fair value for RSUs granted in the applicable fiscal year, computed in accordance with FASB ASC Topic 718. The assumptions used in the valuation of these awards are set forth in the notes to our consolidated financial statements, which are included in our Annual Report on Form 10-K for fiscal year 2022, filed with the SEC on August 22, 2022. As noted, the amounts reported reflect the prescribed accounting value and do not reflect the actual economic value that may be realized by the applicable Named Executive Officer.
- (3) The amounts reported in this column assume that the fiscal year 2022 performance criteria of the PSUs issued in July 2021 are fully achieved. Any PSUs issued would then vest as follows: 25% on the first anniversary of the date of the vesting commencement date (typically on or about the date of grant), and 6.25% over the subsequent twelve quarters. For more information about the performance measures and related target levels for these fiscal year 2022 awards, see “Performance-Vesting RSU Awards” below.
- (4) The amounts reported in this column assume that (i) the PSU performance criteria are fully achieved and (ii) all such shares are valued at the closing price on the grant date.
- (5) Mr. Chen was granted 8,500 RSUs and 8,500 PSUs in July 2021, 30,000 RSUs in January 2022, and 40,000 RSUs in April 2022.

With respect to fiscal year 2022, the Compensation Committee determined that a combination of RSUs and PSUs properly align the incentives between our Named Executive Officers and our Company in view of the equity awards’ direct tie to our stock price performance.

Service-Vesting RSU Awards

We believe RSUs provide a strong retention component to our equity compensation program while also providing an alignment with stockholders’ interests since the value of the RSU awards is determined by our stock price. We also believe that RSUs can serve as an effective retention tool due to vesting requirements that are based on continued service with the Company. Together with other equity awards, RSUs can help create an ownership culture. Our typical RSUs have a four-year vesting schedule and are designed to encourage long-term employment with the Company while allowing our senior officers to realize increased compensation in line with the value they have created for our stockholders.

Performance-Vesting RSU Awards (PSUs)

We believe that PSUs further align our officers’ and employees’ interests with those of our stockholders. Our officers and employees benefit from these awards only if certain pre-established performance conditions are deemed achieved. In addition, we believe these awards help retain our officers and employees based on the service component of the PSU’s vesting requirements.

As in prior years, the PSUs granted in fiscal year 2022 contained a revenue metric and an Adjusted EBITDA metric. The Company's performance against these metrics, as assessed by the Compensation Committee at the end of the fiscal year, determines the number of shares available for vesting under the award. Inclusive of the initial year during which performance is measured and the subsequent three-year service vesting period, vesting occurs over the Company's standard four-year service vesting period. Accordingly, the PSUs require both performance (assessed at the end of the first fiscal year) and continuous service over an additional three years (to obtain the financial benefit of the first-year performance).

As in prior years, the PSU metrics were established in July, at the beginning of the Company's fiscal year. For fiscal year 2022, the metrics established in July 2021 were as follows:

- **Revenue Metric.** At a minimum, the Company's net revenue for fiscal year 2022 would need to be greater than the Company's net revenue for fiscal year 2021. If this minimum was achieved, the number of PSUs deemed earned would be determined on a pro-rata basis ranging from the minimum net revenue up to a maximum net revenue of \$668.3 million.
- **Adjusted EBITDA Metric.** The number of PSUs deemed earned pursuant to the revenue metric is subject to downward adjustment based upon an Adjusted EBITDA metric. For fiscal year 2022, if the minimum revenue metric was met and the Company's Adjusted EBITDA, as a percentage of net revenue ("Adjusted EBITDA Percentage"), equaled or exceeded 9%, then all the shares underlying the PSUs deemed earned pursuant to the revenue metric would be issuable (subject to standard continuous service vesting). If the Adjusted EBITDA Percentage was less than 5%, then no PSUs would be deemed earned, notwithstanding the achievement of the revenue metric. If the Adjusted EBITDA Percentage was between 9% and 5%, then the number of PSUs deemed earned would be adjusted downward on a pro-rata basis.

For fiscal year 2022, actual financial results would have resulted in the vesting at 1% of target. As discussed above under "Fiscal Year 2022 Auto Insurance Adverse Impacts," the Compensation Committee determined that was the appropriate level for fiscal year 2022 PSUs issued to our Chief Executive Officer. For the remaining Named Executive Officers who are compensated on a Company-wide results, the Committee determined that vesting at 75% of target would be appropriate, as this was the approximate mid-point of actual results and adjusting for the auto insurance adverse impacts for fiscal year 2022. For Mr. Chen, the Committee determined that vesting at 100% of target would be appropriate, consistent with all other full-time Company employees. Receipt of the deemed amount of the award remains subject to standard PSU vesting and thus continued employment by and service to the Company.

Section 5 — Other Compensation Information and Policies

Welfare and Other Employee Benefits

We maintain a tax-qualified Section 401(k) retirement plan for all employees who satisfy certain eligibility requirements, including requirements relating to age and length of service. Currently, we do not match any contributions made to the plan by our employees, including our senior officers. We intend for the plan to qualify under Section 401(a) of the Internal Revenue Code so that contributions by employees to the plan, and income earned on plan contributions, are not taxable to employees until withdrawn from the plan.

Our senior officers are entitled to participate in the same employee benefit plans, and on the same terms and conditions, as our other full-time, salaried employees. These benefits include medical, dental and vision benefits, medical and dependent care flexible spending accounts, short-term and long-term disability insurance, accidental death and dismemberment insurance, and basic life insurance coverage.

We believe these benefits are generally consistent with those of companies with which we compete for executive talent.

We design our employee benefits programs to be affordable and competitive in relation to the market, as well as compliant with applicable laws and practices. We adjust our employee benefits programs as needed based upon regular monitoring of applicable laws and practices and the competitive market.

Perquisites and Other Personal Benefits

Currently, we do not view perquisites or other personal benefits as a significant component of our executive compensation program. Accordingly, we currently do not provide perquisites to our senior officers.

In the future, we may provide perquisites or other personal benefits in limited circumstances, such as where we believe it is appropriate to assist an officer in the performance of his or her duties, to make our officers more efficient and effective, or for recruitment, motivation, or retention purposes. All future practices with respect to perquisites or other personal benefits will be approved and subject to periodic review by the Compensation Committee.

Employment Arrangements

We do not have any employment agreements with any of our officers.

Post-Employment Compensation

The Company has entered into change in control severance agreements with substantially all of our Named Executive Officers (other than Mr. Chen) to provide “double-trigger” change in control severance payments and benefits, including full (100%) acceleration of outstanding and unvested equity awards upon a qualifying termination of employment during a specified period relating to a change in control. These agreements were approved as a result of the Compensation Committee’s ongoing review of competitive market practices for compensatory matters and based on an analysis performed by the Compensation Committee’s compensation consultant. For a summary of the material terms and conditions of these post-employment compensation arrangements, see “Potential Payments Upon Termination or Change in Control” below.

Stock Ownership Guidelines

The Board believes that significant stock ownership by the Chief Executive Officer and non-employee directors further align their interests with the long-term interests of our stockholders. The stock ownership guidelines adopted by the Compensation Committee on August 29, 2018 and amended on August 20, 2021, require stock ownership that is six times the annual base salary for our Chief Executive Officer and three times the annual cash retainer for our non-employee directors (excluding additional retainers for committee chairpersons or members and as a lead director) (“Ownership Guidelines”). These Ownership Guidelines are to be attained within five years, for the Chief Executive Officer, or three years, for a non-employee director, of the later of: (a) the effective date of the Ownership Guidelines, or (b) the date of hire or appointment, as the case may be (collectively, the “Attainment Period”). In the event a participant is subject to a greater ownership amount due to an increase in base salary or annual cash retainer, the Ownership Guidelines are to be attained upon the later of: (m) the Attainment Period, or (n) two years from the effective date of the salary or retainer change. In the event the stock ownership requirement of the Ownership Guidelines is amended, the amended ownership guidelines are to be attained upon the later of: (x) the Attainment Period, or (y) three years from the effective date of such amendment.

The following equity holdings qualify towards satisfaction of the Ownership Guidelines: (i) shares owned outright by the participant or his or her immediate family members; (ii) shares held indirectly by trusts, family partnerships and other types of entities formed for the benefit of the participant or his or her immediate family members; and (iii) shares held by investment funds, trusts, partnerships, or other similar entities over which the participant has the ability to influence or direct investment decisions. The following equity holdings do not qualify towards satisfaction of the Ownership Guidelines: (a) shares that are pledged; (b) unvested/unearned PSUs; (c) unvested RSUs; and (d) unexercised stock options and unvested stock options.

If the ownership requirements are not achieved at the end of the applicable Attainment Period, the Ownership Guidelines require the participants to retain 50% of the shares granted to them by the Company (net of applicable taxes and shares subject to an Exchange Act Rule 10b5-1 plan) until the Ownership

Guidelines are achieved. Under certain limited circumstances, such as hardship on the participant, the Ownership Guidelines may be waived by the Compensation Committee at its discretion.

Our Chief Executive Officer has satisfied his stock ownership requirement and each non-employee director has satisfied or is on track to satisfy the stock ownership requirement within the applicable time frame.

Clawback Policy

We have a compensation recovery (“clawback”) policy. Our clawback policy would impose retroactive adjustments to any cash bonus or equity-based incentive compensation paid to our senior officers and other employees where the payments were predicated upon the achievement of financial results that were subsequently the subject of a financial restatement. The policy will apply regardless of whether the SEC adopts final rules implementing the requirements of Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and will be amended to meet any such requirements if implemented. The policy covers all employees, including senior officers, and applies to equity awards and other incentive compensation awarded to such employees. The Compensation Committee has discretion to recover and recoup incentive compensation in several instances including a material restatement of the Company’s financials, materially inaccurate financial statements or performance metrics, and misconduct resulting in significant financial harm.

Derivatives Trading, Hedging, and Pledging Policies

We have a policy that prohibits our employees, members of our Board of Directors, contractors, and consultants, as well as family members of such persons, from engaging in short sales, hedging transactions (such as put or call options), or other inherently speculative transactions with respect to our equity securities or from holding our equity securities in margin accounts or pledging our equity securities as collateral for a loan.

Deductibility of Executive Compensation

Section 162(m) of the Internal Revenue Code limits the tax deductibility of compensation in excess of \$1.0 million in any taxable year for certain executive officers. Prior to the enactment of the Tax Cuts and Jobs Act of 2017 (“TCJA”) in December 2017, Section 162(m) provided an exemption from that limitation for certain qualified “performance-based compensation.” Among other changes to Section 162(m), however, the TCJA repealed this exemption for qualified performance-based compensation, effective for taxable years beginning after December 31, 2017, subject to limited transition relief that applies to certain arrangements in place as of November 2, 2017.

While the Compensation Committee is mindful of the benefit to the Company of the full tax deductibility of compensation, it continues to reserve the right to exercise its judgment to award compensation that may not be deductible because of the application of the Section 162(m) deduction limit when it believes that such compensation is in the Company’s best interests.

Accounting for Stock-Based Compensation

We follow Financial Accounting Standards Board Accounting Standards Codification Topic 718 (“ASC 718”) for our stock-based compensation awards. ASC 718 requires companies to measure the compensation expense for all share-based payment awards made to employees and directors, including stock options, based on the “fair value” of these awards. This calculation is performed for financial statement reporting purposes and reported in the compensation tables below, even though the employees may never realize any value from their awards. ASC 718 also requires companies to recognize the compensation cost of their stock-based awards in their income statements over the period that an employee or director is required to render service in exchange for the award.

Compensation-Related Risk

From time to time, the Compensation Committee reviews the potential risks associated with the structure and design of our various compensation plans as discussed above in this Compensation Discussion

and Analysis. For fiscal year 2022, the Compensation Committee requested that Compensia, its compensation consultant, assisted by our management, undertake a comprehensive review of the material compensation plans and programs discussed above and, based upon this review, determined that none of our compensation policies and practices discussed above is reasonably likely to have a material adverse effect on the Company. Overall, the Compensation Committee believes that our various compensation programs generally contain a balance of fixed and variable features, as well as complementary metrics and reasonable goals, all of which operate to mitigate risk and reduce the likelihood of senior officers engaging in excessive risk-taking behavior with respect to the compensation-related aspects of their jobs. In addition, the material plans and programs operate within the Company's governance and review structure that serves and supports risk mitigation.

COMPENSATION COMMITTEE REPORT

The following Compensation Committee Report does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other QuinStreet filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent we specifically incorporate this Report by reference therein.

The Compensation Committee of the Board of Directors has furnished the following report.

The Compensation Committee has reviewed and discussed the “Compensation Discussion and Analysis” section of the proxy statement, as prepared by the management of QuinStreet, with the management of QuinStreet, and, based on this review and discussion, recommended to the Board of Directors of QuinStreet that such “Compensation Discussion and Analysis” be included in QuinStreet’s proxy statement for the 2022 annual meeting of stockholders for filing with the SEC.

Members of the Compensation Committee
of the Board of Directors of QuinStreet, Inc.

David Pauldine (Chairperson)

James Simons

Hillary Smith

Fiscal Year 2022 Summary Compensation Table

The following table sets forth information regarding the compensation for the last three completed fiscal years, paid to, or earned by, our Chief Executive Officer, our Chief Financial Officer, and our other three most highly-compensated officers. We collectively refer to such individuals as our “Named Executive Officers” for fiscal year 2022.

Name and Position	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$) ⁽²⁾	Total Compensation (\$)
Douglas Valenti	2022	540,750	0	3,664,000	114,750	4,319,500
<i>Chairperson and Chief Executive Officer</i>	2021	540,750	0	2,342,000	348,840	3,231,590
	2020	540,750	0	3,250,000	0	3,790,750
Gregory Wong	2022	425,000	0	1,465,600	117,600	2,008,200
<i>Chief Financial Officer</i>	2021	385,000	0	960,220	169,100	1,514,320
	2020	385,000	0	1,300,000	0	1,685,000
Nina Bhanap	2022	425,000	0	1,575,520	131,040	2,131,560
<i>Chief Technology Officer and President, Product and Technology</i>	2021	404,790	0	1,171,000	197,600	1,773,390
	2020	404,790	0	1,624,350	0	2,029,140
Tim Stevens	2022	390,000	0	1,465,600	107,520	1,963,120
<i>Executive Vice President</i>	2021	365,000	0	1,053,900	159,600	1,578,500
	2020	365,000	0	1,484,161	0	1,849,161
Stephen Chen	2022	243,650	0	1,161,640	56,458	1,461,748
<i>Senior Vice President</i>						

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- (1) The amounts reported in this column generally represent the aggregate grant date fair value for RSUs and PSUs awards granted in the applicable fiscal year, computed in accordance with ASC 718. The assumptions used in the valuation of these awards are set forth in the notes to our consolidated financial statements, which are included in our Annual Report on Form 10-K for fiscal year 2022, filed with the SEC on August 22, 2022. For PSUs granted in fiscal year 2022, our accountants have determined that the grant date did not occur until certification of performance for these awards. As required by SEC guidance, the amounts included in this column represent the fair value of the awards at the service inception date determined under FASB ASC Topic 718, based upon the then-probable outcome of the performance conditions. The value of the fiscal year 2022 PSU awards as of the service inception date assuming the highest levels of performance would be achieved was \$1,832,000 for Mr. Valenti, \$732,800 for Mr. Wong, \$787,760 for Ms. Bhanap, \$732,800 for Mr. Stevens, and \$155,720 for Mr. Chen.
- (2) The amounts reported in this column are performance-based cash bonuses in respect of performance for fiscal years 2020, 2021 and 2022. See the discussion in the “Compensation Discussion and Analysis” above.

Fiscal Year 2022 Grant of Plan-Based Awards Table

The following table provides information regarding all grants of plan-based awards that were made to or earned by the Named Executive Officers during fiscal year 2022. Disclosure on a separate line item is provided for each award granted to a Named Executive Officer.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards: Threshold (\$) ⁽¹⁾	Estimated Future Payouts Under Non-Equity Incentive Plan Awards: Target (\$) ⁽²⁾	Estimated Future Payouts Under Non-Equity Incentive Plan Awards: Maximum (\$) ⁽³⁾	Estimated Future Payouts Under Equity Incentive Plan Awards: Target (#) ⁽⁵⁾	All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Equity Awards (\$) ⁽⁴⁾
Douglas Valenti	—	0	459,000	918,000	0	0	0	0	0
	26-Jul-21	0	0	0	0	100,000	0	0	1,832,000
	26-Jul-21	0	0	0	100,000	0	0	0	1,832,000
Gregory Wong	—	0	245,000	490,000	0	0	0	0	0
	26-Jul-21	0	0	0	0	40,000	0	0	732,800
	26-Jul-21	0	0	0	40,000	0	0	0	732,800
Nina Bhanap	—	0	273,000	546,000	0	0	0	0	0
	26-Jul-21	0	0	0	0	43,000	0	0	787,760
	26-Jul-21	0	0	0	43,000	0	0	0	787,760
Tim Stevens	—	0	224,000	448,000	0	0	0	0	0
	26-Jul-21	0	0	0	0	40,000	0	0	732,800
	26-Jul-21	0	0	0	40,000	0	0	0	732,800
Stephen Chen	—	0	112,917	225,834	0	0	0	0	0
	26-Jul-21	0	0	0	0	8,500	0	0	155,720
	26-Jul-21	0	0	0	8,500	0	0	0	155,720
	28-Jan-22	0	0	0	0	30,000	0	0	469,800
	29-Apr-22	0	0	0	0	40,000	0	0	380,400

- (1) This column shows the threshold bonus payout corresponding with 0% achievement of each executive officer's and officer's performance targets for fiscal year 2022.
- (2) This column shows the target bonus payout corresponding with 100% achievement of each executive officer's and officer's performance targets for fiscal year 2022. The bonus plans provided for possible target bonus payouts ranging from 46% to 85% of the annual base salaries of our Named Executive Officers. Payout of the bonuses was dependent on achievement against our media margin dollar target and the individual's achievement against that plan and against other strategic objectives, as further described in the "Compensation Discussion and Analysis" above. The actual bonus payments for fiscal year 2022 are set forth in the "Non-Equity Incentive Plan Compensation" column.
- (3) This column shows the maximum bonus payout corresponding with 200% achievement of each executive officer's and officer's performance targets for fiscal year 2022.
- (4) The amounts shown reflect the fair value of each equity award on the grant or modification date as determined under the principles used to calculate the value of equity awards for purposes of our consolidated financial statements. For a discussion of the assumptions and methodologies used to calculate the value of the equity awards, please see footnote (1) to the "Summary Compensation Table" above.
- (5) Represents PSUs that vest as to 100% of covered shares subject to the achievement of pre-established performance conditions for fiscal year 2022. As of the end of the performance period, the Compensation Committee determined that the performance conditions for these outstanding PSUs were satisfied, in

whole or in part, resulting in 1% achievement for Mr. Valenti, 75% achievement for Messrs. Wong and Stevens and Ms. Bhanap, and 100% achievement for Mr. Chen as described in the “Compensation Discussion and Analysis” above. Accordingly, the achieved percentages of the shares of our common stock subject to these PSUs will vest as follows: 25% of these awards vest on the first anniversary of the date of the vesting commencement date, which is on or about the date of grant, and 6.25% of these awards vest on each quarterly anniversary over the remaining 12 quarters thereafter. For more information about the performance measures and related target levels for these new awards, see the discussion in the “Compensation Discussion and Analysis” above.

Fiscal Year 2022 Outstanding Equity Awards at Fiscal Year-End Table

The following table presents information regarding outstanding equity awards held by the Named Executive Officers as of June 30, 2022.

Name	Grant Date	Option Awards				Stock Awards	
		Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#) ⁽¹⁾	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#) ⁽²⁾	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽³⁾
Douglas Valenti	26-Jul-18	0	0	0		6,250	62,875
	26-Jul-18	0	0	0		6,250 ⁽⁷⁾	62,875
	25-Jul-19	0	0	0		31,250	314,375
	25-Jul-19	0	0	0		27,500 ⁽⁶⁾	276,650
	29-Jul-20	0	0	0		56,250	565,875
	29-Jul-20	0	0	0		56,250 ⁽⁵⁾	565,875
	26-Jul-21	0	0	0		100,000	1,006,000
	26-Jul-21	0	0	0		100,000 ⁽⁴⁾	1,006,000
Gregory Wong	29-Jul-16	100,000	0	3.63	28-Jul-23	0	0
	27-Jul-17	40,000	0	4.01	28-Jul-24	0	0
	26-Jul-18	0	0	0		2,500	25,150
	26-Jul-18	0	0	0		2,500 ⁽⁷⁾	25,150
	25-Jul-19	0	0	0		12,500	125,750
	25-Jul-19	0	0	0		11,000 ⁽⁶⁾	110,660
	29-Jul-20	0	0	0		23,063	232,014
	29-Jul-20	0	0	0		23,064 ⁽⁵⁾	232,024
	26-Jul-21	0	0	0		40,000	402,400
	26-Jul-21	0	0	0		40,000 ⁽⁴⁾	402,400
Nina Bhanap	26-Jul-18	0	0	0		2,500	25,150
	26-Jul-18	0	0	0		2,500 ⁽⁷⁾	25,150
	25-Jul-19	0	0	0		11,000 ⁽⁶⁾	110,660
	25-Jul-19	0	0	0		12,500	125,750
	31-Oct-19	0	0	0		2,813	28,299
	31-Oct-19	0	0	0		2,476 ⁽⁶⁾	24,912
	29-Jan-20	0	0	0		4,375	44,013
	29-Jul-20	0	0	0		28,125	282,938
	29-Jul-20	0	0	0		28,125 ⁽⁵⁾	282,938
	26-Jul-21	0	0	0		43,000	432,580
26-Jul-21	0	0	0		43,000 ⁽⁴⁾	432,580	
Tim Stevens	26-Jul-18	0	0	0		1,563	15,724
	26-Jul-18	0	0	0		1,562 ⁽⁷⁾	15,714
	25-Jul-19	0	0	0		11,000 ⁽⁶⁾	110,660
	25-Jul-19	0	0	0		12,500	125,750
	29-Jul-20	0	0	0		25,313	254,649

Name	Grant Date	Option Awards				Stock Awards	
		Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#) ⁽¹⁾	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#) ⁽²⁾	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽³⁾
	29-Jul-20	0	0	0		25,314 ⁽⁵⁾	254,659
	26-Jul-21	0	0	0		40,000	402,400
	26-Jul-21	0	0	0		40,000 ⁽⁴⁾	402,400
Stephen Chen	26-Jul-18	0	0	0		469	4,718
	26-Jul-18	0	0	0		469 ⁽⁷⁾	4,718
	25-Jul-19	0	0	0		1,565 ⁽⁶⁾	15,744
	25-Jul-19	0	0	0		1,563	15,724
	29-Jul-20	0	0	0		5,625	56,588
	29-Jul-20	0	0	0		5,625 ⁽⁵⁾	56,588
	26-Jul-21	0	0	0		8,500	85,510
	26-Jul-21	0	0	0		8,500 ⁽⁴⁾	85,510
	28-Jan-22	0	0	0		30,000	301,800
	29-Apr-22	0	0	0		40,000	402,400

- (1) Each stock option granted to our executive officers and officers vests over a four-year period as follows: 25% of the shares of our common stock underlying the option vest on the first anniversary of the date of the vesting commencement date, which is the date of grant, and the remainder of the shares of our common stock underlying the option vest in equal monthly installments over the remaining 36 months thereafter.
- (2) Except as otherwise noted for PSUs, the RSUs vest over four years as follows: 25% of the RSU awards vest on the first anniversary of the date of the vesting commencement date, which is on or about the date of grant, and 6.25% of the RSU awards vest on each quarterly anniversary over the remaining 12 quarters thereafter. See footnote 4, 5, 6 and 7 to this table below for the fiscal year 2022, fiscal year 2021, fiscal year 2020, and fiscal year 2019 PSUs' vesting period, respectively.
- (3) The market value of unvested awards is calculated by multiplying the number of unvested awards held by the applicable Named Executive Officer by the closing price of our common stock on June 30, 2022, the last trading day of fiscal year 2022, which was \$10.06.
- (4) These PSUs are subject to the achievement of pre-established performance conditions for fiscal year 2022. As of the end of the performance period, the Compensation Committee determined that the performance conditions for these outstanding PSUs were satisfied, in whole or in part, resulting in 1% achievement for Mr. Valenti, 75% achievement for Messrs. Wong and Stevens and Ms. Bhanap, and 100% achievement for Mr. Chen as described in the "Compensation Discussion and Analysis" above. Accordingly, the achieved percentages of the shares of our common stock subject to these PSUs will vest as follows: 25% of these awards vest on the first anniversary of the date of the vesting commencement date, which is on or about the date of grant, and 6.25% of these awards vests on each quarterly anniversary over the remaining 12 quarters thereafter.
- (5) These PSUs are subject to the achievement of pre-established performance conditions for fiscal year 2021. As of the end of the performance period, the Compensation Committee determined that the performance conditions for these outstanding PSUs were satisfied and 100% of the shares of our common stock subject to these PSUs will vest as follows: 25% of these awards vest on the first anniversary of the date of the vesting commencement date, which is on or about the date of grant, and 6.25% of these awards vests on each quarterly anniversary over the remaining 12 quarters thereafter.

- (6) These PSUs are subject to the achievement of pre-established performance conditions for fiscal year 2020. As of the end of the performance period, the Compensation Committee determined that certain of the performance conditions for these outstanding PSUs were satisfied, in whole or in part, resulting in 88% achievement of the performance conditions. Accordingly, 88% of the shares of our common stock subject to these PSUs were considered achieved and will vest as follows: 25% of these awards vest on the first anniversary of the date of the vesting commencement date, which is on or about the date of grant, and 6.25% of these awards vest on each quarterly anniversary over the remaining 12 quarters thereafter.
- (7) These PSUs are subject to the achievement of pre-established performance conditions for fiscal year 2019. As of the end of the performance period, the Compensation Committee determined that the performance conditions for these outstanding PSUs were satisfied and 100% of the shares of our common stock subject to these PSUs will vest as follows: 25% of these awards vest on the first anniversary of the date of the vesting commencement date, which is on or about the date of grant, and 6.25% of these awards vests on each quarterly anniversary over the remaining 12 quarters thereafter.

Option Exercises and Stock Vested in Fiscal Year 2022 Table

The following table presents information on the option exercises by, or vesting of stock awards held by, the Named Executive Officers during fiscal year 2022.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) ⁽¹⁾	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) ⁽²⁾
Douglas Valenti	7,943	\$ 111,962	190,750	\$2,844,730
Gregory Wong	0	0	77,173	\$1,151,636
Nina Bhanap	1,667	\$ 22,659	91,072	\$1,359,687
Tim Stevens	169,727	\$2,168,977	71,298	\$1,068,041
Stephen Chen	0	0	15,160	\$ 228,503

- (1) The value realized on exercise is calculated by multiplying the number of shares for which the stock options were exercised by the excess of the sale price of the common stock acquired upon exercise over the applicable exercise price per share of the stock option.
- (2) The value realized on vesting is calculated by multiplying the number of shares underlying the stock award that vested by the closing price of our common stock, or if such day is the weekend or a holiday, on the immediately preceding trading day.

Pension Benefits

We do not maintain any defined benefit pension plans in which our senior officers participate.

Nonqualified Deferred Compensation

We do not maintain any nonqualified deferred compensation plans for our senior officers.

Potential Payments Upon Termination or Change in Control

“Double Trigger” Severance Benefits

In fiscal year 2017, the Compensation Committee and the Board approved change in control severance agreements for each of our Named Executive Officers (other than Mr. Chen, who at that time was a Senior Director of Marketing) to provide “double-trigger” change in control severance benefits, and the Company entered into such agreements (each, a “CIC Agreement”) with each of our Named Executive Officers (other than Mr. Chen) at the time. Each CIC Agreement provides that if, during the period beginning on the date that is three months before a change in control of the Company and ending on the date that is 12 months following a change in control of the Company, (a) the Named Executive Officer terminates his or

her employment for Good Reason (as such term is defined in the CIC Agreement), including such actions as a material diminution in title or duties, reduction in pay, or relocation or (b) the Named Executive Officer's employment is terminated by the Company or an affiliate without Cause (as such term is defined in the CIC Agreement), including for reasons other than a material breach of obligations to the Company, commission of fraud, or felony conviction (a termination of employment under clause (a) or (b), a "Qualifying Termination"), the Named Executive Officer will be eligible to receive the following severance benefits from the Company:

- a lump sum payment equal to the sum of (A) 100% of the Named Executive Officer's annual base salary and (B) 100% of the Named Executive Officer's annual cash bonus opportunity (in each case, as in effect (1) immediately prior to the Named Executive Officer's termination, (2) on the date of the change in control, or (3) prior to an event resulting in Good Reason, whichever is greatest);
- a lump sum cash payment equal to 12 times 135% of the amount of monthly COBRA continuation premiums for the Named Executive Officer and his or her eligible dependents as of the termination; and
- the Named Executive Officer's then outstanding and unvested Equity Awards (as such term is defined in the CIC Agreement) will become fully vested and if applicable, will become exercisable.

With respect to any Equity Awards that are subject to performance conditions, if a change in control of the Company occurs before the end of a performance period and before the achievement of the performance conditions has been determined, such performance conditions shall be deemed achieved (at the maximum level if applicable) prior to the change in control but shall remain subject to the service-based vesting conditions originally set forth in such Equity Award and will be subject to accelerated vesting upon a Qualifying Termination as described above.

To receive severance benefits under the CIC Agreement, the Named Executive Officer must execute and not revoke a release of claims agreement in favor of the Company. In the event that the severance and other benefits payable to the Named Executive Officer constitutes "parachute payments" under Section 280G of the Internal Revenue Code and would be subject to the applicable excise tax, then the Named Executive Officer's severance benefits will be either (A) delivered in full or (B) delivered to such lesser extent which would result in no portion of such benefits being subject to the excise tax, whichever produces the better net after-tax position to the Named Executive Officer (taking into account the excise tax and any other applicable taxes).

The term of each CIC Agreement ends on the third anniversary of its effective date and is automatically extended for an additional three-year period unless otherwise provided by the Board or Compensation Committee. If a change in control of the Company occurs during the term of the CIC Agreement, the term will expire no earlier than 12 months beyond the date of such change in control.

The following table sets forth quantitative estimates of payments that would have been received by the Named Executive Officers if there had been a change in control of the Company and either the Named Executive Officer had terminated his or her employment for Good Reason or the Named Executive Officer had been terminated by the Company without Cause effective June 30, 2022.

Named Executive Officer	Base Salary (\$)	Target Bonus (\$)	Health and Welfare Benefits (\$)	Value of Stock Award Acceleration Benefit (\$) ⁽¹⁾	Value of Option Award Acceleration Benefit (\$) ⁽²⁾	Total (\$)
Douglas Valenti	540,750	459,000	31,289	3,860,525	0	4,891,564
Gregory Wong	425,500	245,000	45,654	1,555,548	0	2,271,702
Nina Bhanap	425,000	273,000	41,233	1,814,968	0	2,554,201
Tim Stevens	390,000	224,000	45,654	1,581,956	0	2,241,610
Stephen Chen ⁽³⁾	0	0	0	0	0	0

(1) The aggregate dollar value reported in connection with the acceleration of the outstanding RSUs and

PSUs represents the aggregate fair market value of our common stock underlying the accelerated RSUs and PSUs as of June 30, 2022, which was \$10.06 per share, multiplied by the number of the accelerated RSUs and PSUs.

- (2) The aggregate dollar value reported in connection with the acceleration of the outstanding option award represents the difference between the exercise price and the aggregate fair market value of our common stock underlying the accelerated option award as of June 30, 2022, which was \$10.06 per share, multiplied by the number of the accelerated option shares.
- (3) Mr. Chen has not yet entered into a CIC Agreement with the Company, and therefore is not currently eligible to receive any severance benefits if he is terminated in connection with a change in control.

Equity Compensation Plan Information

The following table provides information as of June 30, 2022 with respect to shares of our common stock issuable under our existing equity compensation plans:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (#)(a)	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights \$(b) ⁽¹⁾	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (#)(c)
Equity compensation plans approved by security holders . . .	3,640,095	8.30	15,447,240 ⁽²⁾
Equity compensation plans not approved by security holders . . .	0	0	0
Total	3,640,095	8.30	15,447,240

- (1) The weighted-average exercise price excludes shares issuable upon vesting of outstanding stock awards, which have no exercise price.
- (2) The number of shares available under our 2010 Equity Incentive Plan automatically increased each year, beginning July 1, 2010 through July 1, 2019, by an amount equal to the lesser of (i) 5% of the total number of shares of our outstanding common stock on June 30th of the preceding fiscal year or (ii) an amount determined by our Board. Subject to our Board providing for a lesser increase for a given fiscal year, the number of shares available under our 2010 Non-Employee Directors' Stock Award Plan automatically increased each year, beginning July 1, 2010 through July 1, 2019, by an amount equal to the sum of (i) 200,000 shares, plus (ii) the aggregate number of shares of our common stock subject to stock awards granted pursuant to Section 5 of the 2010 Non-Employee Directors' Stock Award Plan during the immediately preceding fiscal year.

Pay Ratio Disclosure

As required by Item 402(u) of Regulation S-K (the "Pay Ratio Rule"), we are providing the following information for our 2022 fiscal year:

- the total compensation paid to the median employee of the Company (excluding our Chief Executive Officer), was \$73,983 and
- the annual total compensation of our Chief Executive Officer, as reported in the Summary Compensation Table, was \$4,319,500.

The ratio of these two amounts is 58 to 1. We believe that this ratio is a reasonable estimate calculated in a manner consistent with the requirements of the Pay Ratio Rule.

The median employee's annual total compensation for our fiscal year 2022, as calculated using the same methodology we used for Named Executive Officers in our Summary Compensation Table, was compared to our Chief Executive Officer's annual total compensation as it appears in our Summary Compensation Table. In calculating the pay ratio between a median employee's and a chief executive officer's total compensation, the Pay Ratio Rule allows companies to use various estimates, assumptions, adjustments

and statistical sampling. As a result, the pay ratio reported by other companies may not be comparable to the pay ratio we have reported above.

Identifying the Median Employee

As permitted by the Pay Ratio Rule, the median employee utilized for the 2022 fiscal year is the same employee identified for the 2021 fiscal year pay ratio calculation because there have been no material changes in our employee population or employee compensation arrangements that we reasonably believe would result in a significant change to our pay ratio disclosure. We identified the median employee for fiscal year 2021 by considering our employee population as of June 30, 2021, which is within the last three months of our fiscal year 2021. We identified our median employee from our global pool of full-time, part-time, temporary and seasonal employees located in the United States and outside the United States in India, and from this pool, we excluded our Chief Executive Officer (the “Employee Pool”).

In identifying the median employee, we compared the amount of base salary and the actual bonus earned in fiscal year 2021 as reflected in our payroll records. This measure was applied consistently to each employee in our Employee Pool. For employees paid in currencies other than U.S. dollars, we converted their compensation to U.S. dollars using the exchange rates in effect on June 30, 2021. We annualized the base salaries of employees who were hired during fiscal year 2021. In addition, we did not make any cost of living adjustments in identifying the median employee.

The following chart shows the Company’s pay ratio multiple (“Pay Ratio”) for fiscal year 2022 as well as the Pay Ratios disclosed by various Peer Group companies in the most recent proxy statement filed by each company.

CEO Pay Ratio: **QuinStreet vs. Peer Group⁽¹⁾**



(1) Besides the Company’s Pay Ratio for fiscal year 2022, this chart includes the Pay Ratios disclosed in the most recent proxy statements filed by each of the following Peer Group companies: 2U, Alarm.com Holdings, Benefitfocus, Blucora, Bottomline Technologies, Cars.com, EverQuote, LivePerson, CarGurus, MicroStrategy, Perficient, LendingTree, Progress Software, Quotient Technology, Shutterstock, and TrueCar. The revenue figures are based on the most recent annual report filed by each company. The following Peer Group companies did not have pay ratio available: Cloudera, GluMobile, NIC, and QAD.

PROPOSAL 2:

RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Recommendation of the Board of Directors

The Board of Directors recommends that you vote “FOR” the ratification of the selection of PricewaterhouseCoopers LLP (“PwC”) as our independent registered public accounting firm for fiscal year 2023, which proposal is designated as Proposal No. 2.

PwC served as QuinStreet’s independent registered public accounting firm for fiscal years 2022 and 2021. PwC has advised QuinStreet that it has no direct or indirect financial interest in QuinStreet. Representatives of PwC are expected to be present at the 2022 annual meeting of stockholders, with the opportunity to make a statement should they desire to do so and will be available to respond to appropriate questions from stockholders. Our Audit Committee has retained PwC to continue to serve as QuinStreet’s independent registered public accounting firm for fiscal year 2023. See “Audit Committee Report” below.

The following table sets forth fees for professional services rendered by PwC, our independent auditors, for fiscal years 2022 and 2021.

	Fiscal Year 2021 (\$)	Fiscal Year 2022 (\$)
Audit Fees	2,440,000	2,041,500
Audit-Related Fees	0	0
Tax Fees	279,095	454,597
All Other Fees	1,800	1,800
Total	<u>2,720,895</u>	<u>2,497,897</u>

Audit Fees consist of professional services rendered for the audit of our consolidated financial statements; the review of our interim consolidated financial statements included in quarterly reports; and services provided in connection with comfort letters, consents, and statutory and regulatory filings.

Audit-Related Fees consist of assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under “Audit Fees.” These services include due diligence in connection with our acquisitions, other accounting consultations in connection with transactions, attest services that are not required by statute or regulation, and consultations concerning financial accounting and reporting standards.

Tax Fees consist of professional services rendered for tax advice, planning and compliance (domestic and international). These services include the preparation and review of income tax returns, VAT tax returns, and international returns and assistance regarding: transfer pricing; VAT matters; federal, state and international tax compliance; acquisitions; and international tax planning.

All Other Fees consist of subscription service fees for use of accounting research software.

Other than the fees described above, we were not billed for any other fees for products or services provided by PwC in either of our last two fiscal years.

Management is required to review and obtain the prior approval of the Audit Committee for all non-audit services proposed to be provided by PwC. We review whether the provision of such services by PwC would be compatible with the maintenance of PwC’s independence in the performance of its auditing functions for us.

The Audit Committee annually reviews its policy on audit and non-audit services performed by QuinStreet’s independent registered public accounting firm. Unless a proposed service to be provided by QuinStreet’s independent registered public accounting firm has received general pre-approval, it will require

specific pre-approval by the Audit Committee. Any proposed services exceeding pre-approved fee levels will require additional pre-approval by the Audit Committee.

The annual audit services engagement terms and fees are subject to the specific pre-approval of the Audit Committee. The Audit Committee must approve any significant changes in terms, conditions, and fees resulting from changes in audit scope, company structure, or other matters. Additional fees in excess of the amount initially approved in connection with the annual audit services require additional pre-approval by the Audit Committee. With respect to certain categories of non-audit services, the Audit Committee has concluded that the provision of such services does not impair QuinStreet's independent registered public accounting firm's independence, and the Audit Committee has provided (and the Audit Committee will annually review and provide) general pre-approved categories of services that may be provided by QuinStreet's independent registered public accounting firm without obtaining pre-approval for each specific non-audit assignment.

The term of any pre-approval is generally 12 months from the date of pre-approval unless the Audit Committee provides for a different period. The Audit Committee may revise the list of general pre-approved services from time to time, based on subsequent determinations. The Audit Committee may delegate pre-approval authority to one or more of its members. The member or members to whom such authority is delegated shall report any pre-approval decisions to the Audit Committee at its next scheduled meeting. In addition, on a periodic basis, QuinStreet's management reports to the Audit Committee the services provided by QuinStreet's independent registered public accounting firm pursuant to the Audit Committee's pre-approval policy.

All audit and non-audit services described above were provided pursuant to pre-approval policies of the Audit Committee.

AUDIT COMMITTEE REPORT

The following Audit Committee Report does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other QuinStreet filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent we specifically incorporate this Report by reference therein.

The Audit Committee of the Board of Directors has furnished the following report.

The charter of the Audit Committee of the Board of Directors of QuinStreet, Inc. (“QuinStreet”) specifies that the purpose of the Audit Committee is to act on behalf of the Board of Directors (the “Board”) of QuinStreet in fulfilling the Board’s oversight responsibilities with respect to:

- QuinStreet’s corporate accounting and financial reporting processes, systems of internal control over financial reporting and audits of financial statements, as well as the quality and integrity of QuinStreet’s financial statements;
- reports and the qualifications, independence and performance of the independent registered public accounting firm or firms engaged as QuinStreet’s independent outside auditors for the purpose of preparing or issuing an audit report or performing audit services and the performance of QuinStreet’s internal audit function, if applicable; and
- QuinStreet’s legal, regulatory, and ethical compliance programs as established by management and the Board.

In addition, the Audit Committee is charged with providing an avenue of open communication among QuinStreet’s independent registered public accounting firm, financial management, and any internal auditors.

The Audit Committee expects to consider further amendments to its Charter from time to time as rules and standards are revised and/or finalized by various regulatory agencies, including the SEC and the Nasdaq Stock Market, and to address any changes in QuinStreet’s operations, organization, or environment.

The Audit Committee meets with management periodically to consider the adequacy of QuinStreet’s disclosure and internal controls and compliance with applicable laws and Company policies, as well as the quality of its financial reporting, including the application of critical accounting policies.

As part of its oversight activities, the Audit Committee monitors the scope and adequacy of QuinStreet’s internal auditing program, including reviewing staffing levels and steps taken to implement recommended improvements in internal controls. The Audit Committee discusses these matters with QuinStreet’s independent registered public accounting firm and with appropriate Company financial personnel and internal auditors.

The Audit Committee’s meetings include executive sessions with QuinStreet’s independent registered public accounting firm, in each case without the presence of QuinStreet’s management.

The Audit Committee appoints QuinStreet’s independent registered public accounting firm for the purpose of issuing an audit report on QuinStreet’s annual financial statements or performing related work and approves the firm’s compensation.

As part of its oversight of QuinStreet’s financial statements, the Audit Committee reviews and discusses with both management and QuinStreet’s independent registered public accounting firm all annual and quarterly financial statements, including reviewing QuinStreet’s specific disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” prior to their issuance.

During fiscal year 2022, the Audit Committee reviewed and discussed QuinStreet’s financial statements with management, including significant accounting and disclosure matters. The Audit Committee reviewed and discussed with management and with its independent registered public accounting firm the audited consolidated financial statements in QuinStreet’s Form 10-K for fiscal year 2022. Management has represented to the Audit Committee that the financial statements were prepared in accordance with accounting principles generally accepted in the United States of America. The Audit Committee also discussed QuinStreet’s earnings press releases, as well as financial information and earnings guidance, in accordance with the Nasdaq Stock Market corporate governance rules.

The Audit Committee received and reviewed the written disclosures and the letter from PwC required by applicable requirements of the Public Company Accounting Oversight Board (“PCAOB”) regarding PwC’s communications with the Audit Committee concerning independence, and the Audit Committee discussed with PwC its independence from QuinStreet.

The Audit Committee discussed with PwC matters required to be discussed by Auditing Standard No. 1301 “Communications with Audit Committees” issued by the PCAOB.

Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in QuinStreet’s Annual Report on Form 10-K for fiscal year 2022 for filing with the SEC.

Members of the Audit Committee
of the Board of Directors of QuinStreet, Inc.

Stuart M. Huizinga (Chairperson)

Anna Fieler

Matthew Glickman

PROPOSAL 3:

APPROVAL OF FISCAL YEAR 2022 COMPENSATION OF NAMED EXECUTIVE OFFICERS

Recommendation of the Board of Directors

The Board of Directors recommends that you vote “FOR” the approval of fiscal year 2022 compensation of our Named Executive Officers, which proposal is designated as Proposal No. 3.

We are conducting an advisory, non-binding stockholder vote with respect to the compensation paid and awarded to, and earned by, our Named Executive Officers for fiscal year 2022. This proposal, commonly known as a “Say-on-Pay” proposal, gives our stockholders the opportunity to express their views on our Named Executive Officers’ compensation. This vote is not intended to address any specific item of compensation or any specific Named Executive Officer but rather the overall compensation of all our Named Executive Officers and the compensation philosophy, policies and practices described in this proxy statement.

The Say-on-Pay vote is advisory, and therefore not binding on the Company, our Compensation Committee, or our Board of Directors. The Say-on-Pay vote will, however, provide information to us regarding stockholder sentiment about our executive compensation philosophy, policies and practices, which the Compensation Committee will be able to consider when determining executive compensation for the remainder of fiscal year 2023 and beyond. Our Board of Directors and our Compensation Committee value the opinions of our stockholders and to the extent there is any significant vote against the Named Executive Officer compensation as disclosed in this proxy statement, we will consider our stockholders’ concerns, and the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

We believe that the information we have provided in the “Executive Compensation” section of this proxy statement, and in particular the information discussed in the “Compensation Discussion and Analysis” above, demonstrates that our executive compensation program was designed appropriately and is working to ensure management’s interests are aligned with our stockholders’ interests. Accordingly, we ask our stockholders to vote “FOR” the compensation of our Named Executive Officers for fiscal year 2022, as disclosed under SEC rules, including the “Compensation Discussion and Analysis,” the compensation tables, and related narrative disclosures in this proxy statement.

HOUSEHOLDING OF PROXY MATERIALS

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for the Notice of Internet Availability of Proxy Materials (the “Notice”), and if applicable, the proxy statements and annual reports, with respect to two or more stockholders sharing the same address by delivering a single Notice or proxy statement addressed to those stockholders. This process, which is commonly referred to as “householding,” potentially means extra convenience for stockholders and cost savings for companies.

This year, a number of brokers with account holders who are QuinStreet stockholders will be “householding” our Notice, and if applicable, our proxy materials. A single Notice, and if applicable, a single copy of our proxy materials, may be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that it will be “householding” communications to your address, “householding” will continue until you are notified otherwise or until you notify your broker or the Company that you no longer wish to participate in “householding.”

If, at any time, you no longer wish to participate in “householding” and would prefer to receive a separate Notice (or proxy materials), you may (1) notify your broker, (2) direct your written request to: QuinStreet, Inc., Attention: Investor Relations, 950 Tower Lane, Suite 600, Foster City, California 94404 or (3) contact our Investor Relations department by telephone at (650) 578-7950. Stockholders who currently receive multiple copies of our proxy materials at their address and would like to request “householding” of their communications should contact their broker. In addition, the Company will promptly deliver, upon written or oral request to the address or telephone number above, a separate copy of the Notice (and if applicable, the proxy materials) to a stockholder at a shared address to which a single copy of the documents was delivered.

ANNUAL REPORT

Our annual report for fiscal year 2022 (including our Form 10-K filed with the SEC, the consolidated financial statements audited by PwC, our independent registered public accounting firm, and their report thereon dated August 22, 2022) will be mailed to all stockholders who have requested a printed copy of our proxy materials, and will also be sent to any stockholder without charge upon written request to: QuinStreet, Inc., Attention: Investor Relations, 950 Tower Lane, Suite 600, Foster City, California 94404. Our annual report on Form 10-K, along with this proxy statement, can also be reviewed by accessing the SEC’s Internet site at <http://www.sec.gov> or our Internet site at <http://investor.quinstreet.com/financials/annual-meeting>. This text is not an active link and our Internet site, and the information contained on that site, or connected to that site, are not incorporated into this proxy statement.

OTHER MATTERS

As of the date of this proxy statement, we know of no business that will be presented for consideration at the annual meeting of stockholders other than the items referred to above. If no other matter is properly brought before the meeting for action by stockholders, proxies returned to us will be voted in accordance with the recommendation of the Board of Directors or, in the absence of such a recommendation, in accordance with the judgment of the proxy holders.

STOCKHOLDER PROPOSALS

Stockholders interested in submitting a proposal for inclusion in the proxy materials for our 2023 annual meeting of stockholders may do so by following the procedures prescribed in Exchange Act Rule 14a-8. To be eligible for inclusion, our Corporate Secretary must receive stockholder proposals no later than May 23, 2023.

Stockholders may wish to have a proposal presented at the annual meeting of stockholders in 2023, but without the Company being required to include that proposal in the Company's proxy statement relating to that annual meeting of stockholders. Such proposals must be received by the Corporate Secretary between July 3, 2023 and August 2, 2023. However, if our 2023 annual meeting of stockholders is advanced or delayed by more than 30 days from October 31, 2023 (the anniversary date of the prior year's annual meeting of stockholders), a stockholder's proposal will be timely if it is delivered no earlier than the 120th day prior to our 2023 annual meeting and no later than the later of the 90th day prior to such annual meeting or the 10th day following the announcement of the date of the meeting. If QuinStreet does not receive notification of the proposal within that time frame it will be considered untimely, and we will not be required to present it at the 2023 annual meeting of stockholders.

In addition to satisfying the foregoing requirements under QuinStreet's Bylaws, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than QuinStreet's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act, as amended, which notice must be postmarked or transmitted electronically to QuinStreet at its principal executive offices no later than 60 calendar days prior to the anniversary date of the 2022 annual meeting (for the 2023 annual meeting, no later than September 1, 2023). However, if the date of the 2023 annual meeting is changed by more than 30 calendar days from such anniversary date, then notice must be provided by the later of 60 calendar days prior to the date of the 2023 annual meeting or the 10th calendar day following the day on which public announcement of the date of the 2023 annual meeting is first made by QuinStreet. QuinStreet reserves the right to disregard any stockholder nomination of a candidate for election to the QuinStreet Board or stockholder proposal of other business that does not comply with the requirements of QuinStreet's Bylaws or any applicable laws or regulations. A copy of the full text of QuinStreet's Bylaws is available on the Company website at www.quinstreet.com or may be obtained without charge by writing to the Corporate Secretary as follows: QuinStreet, Inc., Attention: Corporate Secretary, 950 Tower Lane, Suite 600, Foster City, California 94404.

By order of the Board of Directors,

/s/ Douglas Valenti

Douglas Valenti
Chief Executive Officer

September 20, 2022
Foster City, California

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