NEWS RELEASE

Zeta Announces Proposed Public Offering of Class A Common Stock

2024-09-04

NEW YORK--(BUSINESS WIRE)-- Zeta Global Holdings Corp. (“Zeta”) (NYSE: ZETA), the AI-Powered Marketing Cloud, announced today the commencement of an underwritten public offering of an aggregate of 11,000,000 shares of its Class A common stock. Zeta is offering 8,800,000 shares and GPI Capital Gemini HoldCo LP (the “Selling Stockholder”) is offering 2,200,000 shares. Zeta and the Selling Stockholder intend to grant the underwriters a 30-day option to purchase up to an additional 1,320,000 and 330,000 shares, respectively, at the public offering price, less underwriting discounts and commissions.

Zeta intends to use the net proceeds from the offering for general corporate purposes which may include future acquisitions. Zeta will not receive any of the proceeds from the sale of shares by the Selling Stockholder in the offering.

Morgan Stanley, Goldman Sachs & Co. LLC, BofA Securities, Citigroup and KKR Capital Markets LLC are acting as joint book-running managers for the Offering.

The public offering is being made pursuant to an automatic shelf registration statement on Form S-3 that was filed by Zeta with the U.S. Securities and Exchange Commission (the “SEC”) and automatically became effective upon filing. A preliminary prospectus supplement and accompanying prospectus relating to and describing the terms of the offering have been filed with the SEC and are available on the SEC’s website at **www.sec.gov** . When available, copies of the preliminary prospectus supplement and accompanying prospectus, as well as copies of the final prospectus supplement once available, may be obtained by contacting: Morgan Stanley & Co. LLC, Attn: Prospectus Department, 180 Varick Street, 2nd Floor, New York, NY 10014; Goldman Sachs & Co. LLC, Attention: Prospectus

Department, 200 West Street, New York, New York 10282, by phone at 1-866-471-2526, by facsimile at 1-212-902-9316, or by email at: **prospectus-ny@ny.email.gs.com** ; BofA Securities, Attention: Prospectus Department, NC1-022-02-25, 201 North Tryon Street, Charlotte, North Carolina 28255-0001, by phone at 1-800-294-1322, or by email: **dg.prospectus_requests@bofa.com** ; Citigroup Global Markets Inc. at 388 Greenwich Street, New York, New York 10013, Attention: General Counsel, facsimile number: +1 (646) 291-1469; or KKR Capital Markets LLC, Attention: Prospectus Delivery, 30 Hudson Yards, 75th Floor, New York, NY 10001.

This release shall not constitute an offer to sell or a solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

Forward-Looking Statements

This press release, together with other statements and information publicly disseminated by the Company, contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and includes this statement for purposes of complying with these safe harbor provisions. Any statements made in this press release that are not statements of historical fact, including those relating to the timing, size and other terms of the offering and the anticipated use of proceeds from the offering are forward-looking statements and should be evaluated as such. Forward-looking statements include information concerning our anticipated future financial performance, our market opportunities and our expectations regarding our business plan and strategies. These statements often include words such as “anticipate,” “believe,” “could,” “estimates,” “expect,” “forecast,” “intend,” “may,” “plan,” “projects,” “should,” “suggests,” “targets,” “will,” “would” or the negative of these terms or other similar expressions. We base these forward-looking statements on our current expectations, plans and assumptions that we have made in light of our experience in the industry, as well as our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances at such time. Although we believe that these forward-looking statements are based on reasonable assumptions at the time they are made, you should be aware that many factors could affect our business, results of operations and financial condition and could cause actual results to differ materially from those expressed in the forward-looking statements. These statements are not guarantees of future performance or results.

The forward-looking statements are subject to and involve risks, uncertainties and assumptions, and you should not place undue reliance on these forward-looking statements. Factors that may materially affect such forward-looking statements include, but are not limited to: the important factors discussed in Item 1A of Zeta’s Annual

Report on Form 10-K for the year ended December 31, 2023, and Forms 10-Q and 8-K subsequently filed with the SEC. Such statements in this release are based upon information available to Zeta as of the date of this release, and while Zeta believes such information forms a reasonable basis for such statements, such information may be limited or incomplete, and such statements should not be read to indicate that Zeta has conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements. Zeta qualifies all of its forward-looking statements by these cautionary statements. Except as required by applicable law, Zeta does not plan to publicly to update or revise any forward-looking statements contained in this release, whether as a result of any new information, future events.

About Zeta

Zeta Global (NYSE: ZETA) is the AI-Powered Marketing Cloud that leverages advanced artificial intelligence (AI) and trillions of consumer signals to make it easier for marketers to acquire, grow, and retain customers more efficiently. Through the Zeta Marketing Platform (ZMP), our vision is to make sophisticated marketing simple by unifying identity, intelligence, and omnichannel activation into a single platform – powered by one of the industry's largest proprietary databases and AI. Our enterprise customers across multiple verticals are empowered to personalize experiences with consumers at an individual level across every channel, delivering better results for marketing programs. Zeta was founded in 2007 by David A. Steinberg and John Sculley and is headquartered in New York City with offices around the world.

Investor Relations

Scott Schmitz

ir@zetaglobal.com

Press

James A. Pearson

press@zetaglobal.com

Source: Zeta Global Holdings Corp.