

**MSCI Inc.**  
A Delaware corporation  
(the “Company”)

**Governance and Corporate Responsibility Committee Charter**  
(As Amended and Restated July 27, 2023)

**Purpose**

The Governance and Corporate Responsibility Committee (the “Committee”) is created by the Board of Directors of the Company (the “Board”) to: identify individuals qualified to become Board members, consistent with criteria approved by the Board; recommend directors for appointment to the Board’s committees; make recommendations to the Board as to determinations of director independence; oversee the annual evaluation of the Board and its committees; develop and recommend to the Board the Corporate Governance Policies of the Company (the “Policies”) and review and oversee compliance with the Code of Ethics and Business Conduct of the Company (the “Code”); and review and advise management with respect to significant corporate responsibility matters, including environmental, social and governance (“ESG”) or corporate responsibility strategy, priorities and disclosure.

**Membership**

The Committee shall consist of at least three (3) members and shall be comprised solely of independent directors meeting the independence requirements of the New York Stock Exchange (“NYSE”). The independent members of the Board shall recommend nominees for appointment to the Committee initially and as vacancies or newly created positions occur, or as necessary. The Committee shall, as part of the search process for each new director, include women and minorities in the pool of candidates (and instruct any search firm the Committee engages to identify a diverse slate of candidates). Committee members shall be appointed by the Board and may be removed by the Board at any time. The Committee shall recommend to the Board, and the Board shall designate, the Chairperson of the Committee.

**Responsibilities**

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters:

*Board/Committee Composition*

1. The Committee shall oversee searches for and identify qualified individuals for membership on the Company’s Board.
2. The Committee shall recommend to the Board criteria for Board and Board committee membership, including as to director independence, and shall recommend individuals for membership on the Company’s Board and its committees, including with respect to director nominees for the next annual meeting of shareholders and to fill vacancies and

newly-created directorships of the Board. In making its recommendations for Board and committee membership, the Committee shall:

- a) review candidates' qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board and set forth in the Policies (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or NYSE rules for Audit Committee membership purposes and the enhanced independence standards that may be required under law or NYSE rules for Compensation Committee membership purposes);
- b) in evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such directors;
- c) review, on an ongoing basis, the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience, including by considering succession planning for the Board and key leadership roles on the Board and its committees;
- d) consider rotation of committee members and committee Chairpersons;
- e) review any director resignation offered in accordance with the Policies and evaluate and recommend to the Board whether such resignation should be accepted; and
- f) consider any other factors that are set forth in the Policies or are deemed appropriate by the Committee or the Board.

#### *Evaluating the Board and its Committees*

1. At least annually, the Committee shall lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and, together with the Chairman of the Board (or, if the Chairman is not a non-employee and independent director, the Lead Director of the Board), report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.
2. The Committee shall periodically review the size, structure, processes and responsibilities of the Board and its committees and recommend any proposed changes to the Board.

### *Corporate Governance Matters*

1. At least annually, the Committee shall review and reassess the adequacy of the Policies and Code and recommend any proposed changes to the Board.
2. The Committee shall be responsible for any tasks assigned to it in the Policies.
3. The Committee shall oversee compliance with the Policies and Code and report on such compliance to the Board. The Committee shall also review and consider any requests for waivers of the Policies or Code for the Company's directors, executive officers and other senior financial officers, and shall make a recommendation to the Board with respect to such request for a waiver.
4. The Committee shall review potential conflicts of interest involving directors and shall determine whether such director or directors may vote on any issue as to which there may be a conflict.
5. The Committee shall annually review and assess the adequacy of the Company's Related Person Transactions Policy and review all related party transactions and determine whether such transactions are appropriate for the Company to undertake. If so, the Committee is authorized to approve such transactions.
6. The Committee shall review and advise the Board with respect to any shareholder proposals, including director nominees recommended by shareholders, in connection with the Company's annual meeting of shareholders, and consider the voting result of any such proposals.
7. The Committee shall review and recommend to the Board tenure and retirement policies for non-employee directors.
8. The Committee shall periodically review the Company's organizational documents, including its articles of incorporation, bylaws and other governance documents, as it deems appropriate and recommend any proposed changes to the Board.
9. The Committee shall periodically review emerging corporate governance trends and best practices, and report and recommend any proposed changes to the Board.
10. The Committee shall annually review and assess the adequacy of the Company's Corporate Political Activities Policy, including any related disclosures, and recommend any proposed changes to the Board.
11. The Committee shall oversee risks related to corporate governance structures, policies and processes, including related to the effectiveness, structure and succession of the Board.

### *Corporate Responsibility*

1. The Committee shall: (i) have general oversight of the Company's policies and initiatives related to corporate responsibility matters, including environmental stewardship (including climate change) and sustainability matters; (ii) coordinate with other Board committees regarding substantive initiatives related to corporate responsibility matters, as appropriate, (iii) make recommendations to management to further advance the Company's corporate responsibility strategy and goals and (iv) report to the Board on current and emerging trends and risks with respect to corporate responsibility matters that could significantly impact the Company's business, performance or reputation.
2. The Chief Responsibility Officer shall regularly report to the Committee on emerging corporate responsibility trends and best practices and on the Company's performance against its corporate responsibility goals, metrics, policies, products and disclosure, and other corporate responsibility initiatives and priorities undertaken by the Company.
3. The Committee shall evaluate the Company's shareholder engagement practices on corporate responsibility matters and consider feedback received from shareholders.

### *Director Orientation and Continuing Education*

The Committee shall oversee and periodically review the director education policy and the orientation program for incoming directors.

### *Reporting to the Board*

1. The Committee shall report to the Board periodically. This report shall include a review of any recommendations or issues that arise with respect to Board or committee nominees or membership, Board performance, corporate governance, corporate responsibility or any other matters that the Committee deems appropriate or is requested to be included by the Board.
2. At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
3. The Committee shall annually review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

### **Authority**

The Committee has the sole authority to retain and terminate any advisors, including legal counsel and search firms assisting the Committee in identifying director candidates. The Committee shall also have sole authority to approve all such search advisor's fees and other retention terms.

The Committee may delegate its authority to subcommittees or the Chairperson of the Committee when it deems appropriate and in the best interests of the Company.

### **Procedures**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter, but not less frequently than quarterly. The Committee shall meet regularly in Executive Session. The Chairperson of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.

Unless otherwise stated herein or established by the Committee, the Committee shall be governed by the same procedural rules, including rules regarding meetings, actions without meetings, notices, and waivers of notice, as are applicable to the Board.