MSCI Inc.
A Delaware corporation
(the "Company")

Compensation, Talent and Culture Committee Charter

(As Amended and Restated October 22, 2026)

Purpose and Scope

The Compensation, Talent and Culture Committee (the "Committee") is created by the Board of Directors of the Company (the "Board") (i) to oversee the compensation of the Company's executive officers, such other members of the Company's senior management as the Committee shall determine (collectively, the "Executives") and the Company's directors; (ii) to oversee plans for talent management, including talent acquisition and development, and succession/progression planning; and (iii) to provide guidance to management with respect to the Company's policies relating to corporate culture and employee engagement. The Committee shall have the authority, duties, responsibilities and membership to operate according to the procedures provided in this charter.

Membership

The Committee shall consist of at least three members and shall be comprised solely of independent directors meeting the independence requirements of the New York Stock Exchange. In addition, each member must also qualify as a "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 (the "Exchange Act"). The Governance and Corporate Responsibility Committee of the Board shall recommend nominees for appointment to the Committee initially and as vacancies or newly created positions occur, or as necessary. Committee members shall be appointed by the Board and may be removed by the Board at any time. 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:

Compensation Program

The Committee shall review the Company's compensation strategy and review and approve the Company's compensation and benefits programs generally (subject, if applicable, to shareholder ratification), including reviewing, approving and amending any incentive compensation and equity-based plans of the Company that are subject to Board approval, including making grants thereunder. In reviewing such compensation and benefits programs, the Committee may consider the recruitment, development, promotion, retention, well-being and compensation of Executives and other employees of the Company and any other factors that it deems appropriate. The Committee shall report the results of such review and any action it takes with respect to the Company's compensation and benefits program to the Board.

Executive Compensation

1. The Committee shall review and approve for the Chief Executive Officer ("CEO") and each of the Company's other-Executives his or her (i) annual base salary level, (ii) annual incentive compensation, (iii) long-term incentive compensation, (iv) employment, severance, termination and change-in-control agreements, and (v) any other compensation, ongoing perquisites or special benefit items. In so reviewing and approving the compensation of Executives, including the CEO, the Committee shall, among other things:

    (a) identify, review and approve corporate goals and objectives relevant to the compensation of Executives, including pay-for-performance alignment;

    (b) evaluate each Executive's performance in light of such goals and objectives and set each Executive's compensation based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company and its shareholders;

    (c) determine any long-term incentive component of each Executive's compensation based on the Company's performance, shareholder return, other targets and measures and the value of similar incentive awards relative to such targets and measures at comparable companies, and such other factors as the Committee deems appropriate and in the best interests of the Company and its shareholders, and certify the performance results under such targets and measures;

    (d) with respect to the CEO, meet at least annually with the CEO to review the CEO's performance in achieving individual and corporate performance goals and objectives. In reviewing and approving CEO compensation, the Committee shall consider the input of the Committee's independent compensation consultant or other advisor selected by the Committee;

    (e) review and approve the Company's compensation peer group as reported in the Compensation Discussion and Analysis ("CD&A") included in the Company's annual proxy statement and required by Securities and Exchange Commission ("SEC") rules;

    (f) consider and recommend to the Board the frequency of the Company's advisory vote on executive compensation, or "Say on Pay" vote; and

    (g) consider the Company's long-term strategic plan when designing compensation policies and plans.

2. The Committee may delegate to one or more officers of the Company the authority to make grants and awards of stock rights or options to any non-Section 16 officer of the Company under such of the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate, in accordance with the terms of such plans and consistent with Section 157(c) of the Delaware General Corporation Law and the requirements of Rule 16b-3 under the Exchange Act.

3. The Committee shall review, approve and advise the Board on any employment agreement, new-hire award or new-hire payment proposed to be made with or to a proposed or current Executive.

4. The Committee shall periodically review and approve revisions to the Company's stock ownership guidelines (having due regard for the Company's owner-operator philosophy) for Executives and monitor compliance with such guidelines.

5. The Committee shall periodically review and approve revisions to the Company's compensation recoupment policies, as the Committee determines to be necessary or appropriate, or as required by applicable law or stock exchange requirements, and shall administer such policies, including by making determinations with respect to recoupment of incentive compensation thereunder.

Non-Employee Director Compensation

The Committee shall review every two years and recommend to the Board, when appropriate, compensation (including stock grants and other equity-based compensation) for the Company's non-employee directors. In so reviewing and recommending such compensation, the Committee shall, among other things,

1. be guided by three goals: compensation should fairly and competitively pay non-employee directors for work required in a company of MSCI's size, value and scope; compensation should align non-employee directors' interests with the long-term interests of shareholders; and the structure of the compensation should be easy for shareholders to understand;

2. evaluate the possibility that non-employee directors' independence may be compromised or impaired for Board or committee purposes if such compensation exceeds customary levels, if the Company makes substantial charitable contributions to an organization with which a non-employee director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a non-employee director; and

3. review the Company's stock ownership and retention guidelines for non-employee directors and monitor compliance with such guidelines.

Management Succession/Progression

The Committee shall, in consultation with the Company's CEO, review, at least annually, the Company's management succession/progression planning, including policies for CEO and other Executive progression, selection and succession in the event of the resignation, retirement, termination, death, incapacity or disability of an Executive, and evaluations of, and development plans for, potential successors, applicable, and shall report theron to the Board at least annually.

Talent Management

The Committee shall assist in Board oversight of the Company's talent management programs. In fulfilling its duties, the Committee shall:

(a) annually review the Company's talent management, career progression and retention strategies and programs with respect to Executives and other senior-level employees;

(b) periodically evaluate open senior management roles, future talent needs and talent acquisition strategies; and

(c) periodically review the Company's learning and leadership development programs.

Corporate Culture

The Committee shall regularly review the Company's initiatives and strategies relating to corporate culture. The Committee shall:

(a) consider the Company's performance, engagement and pay-for-performance alignment when reviewing the workplace environment and culture;

(b) periodically review the results of the Company's employee engagement and other surveys;

(c) discuss with management such additional topics as it deems appropriate, including with respect to key metrics and topics, such as employee attrition, inclusion and belonging, and employee health, well-being and safety; and

(d) annually review and assess the adequacy of the Company's Global Human Rights Policy, including any related disclosures.

Disclosure

The Committee shall review and discuss the Company's CD&A with management and provide a recommendation to the Company's Board regarding the inclusion of the CD&A within the Company's annual proxy statement or annual report on Form 10-K. The Committee shall also prepare the Compensation, Talent and Culture Committee Report required by SEC rules to be included in the Company's annual proxy statement or annual report on Form 10-K.

The Committee shall review and make recommendations to the Board with respect to the frequency with which the Company will conduct "Say on Pay" votes, considering the results of the most recent shareholder advisory vote on frequency of "Say on Pay" votes and review and approve the proposals regarding the "Say on Pay" vote and the frequency of the "Say on Pay" vote to be included in the Company's annual proxy statement.

Shareholder Engagement

The Committee shall review shareholder proposals, advisory shareholder votes and shareholder communications relating to executive compensation matters and recommend to the Board and the Governance and Corporate Responsibility Committee, as applicable, the Company's response to such proposals, votes and communications, including by considering the results of the Company's most recent advisory vote on executive compensation and other feedback gathered through the engagement process.

Reporting to the Board

1. The Committee shall periodically report to the Board a review of any recommendations or issues that arise with respect to Company compensation and benefits policies, the compensation of Executives, succession/progression planning, talent management and 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. Annually, the Committee shall review and assess the adequacy of this charter and recommend any proposed changes to the Board.

Risk Assessment

The Committee shall review and assess risks arising from the Company's compensation policies, practices and programs for its employees and assess whether any such risks are reasonably likely to have a material adverse effect on the Company.

Advisors

The Committee has the sole authority to retain and terminate any advisor as well as the discretion to otherwise obtain the advice of an advisor, including any legal advisor or compensation consultant assisting the Committee in the evaluation of compensation for Executives or non-employee director compensation, and has sole authority to approve all retention terms of any advisor retained by the Committee, including such advisor's fees. The Committee shall be directly responsible for the oversight of any advisor retained by the Committee and shall annually discuss the performance of such advisor. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any advisor retained by the Committee. The Committee may select any advisor, or receive advice from any other advisor to the Committee, only after taking into consideration all factors relevant to that person's independence from management, including any actual or potential conflicts of interests, and those independence factors enumerated by the rules of the SEC and the New York Stock Exchange.

Authority

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

The Committee may delegate its authority hereunder relating to employees other than Executives and directors, to the extent it deems appropriate and consistent with law and customary practice and may otherwise fully delegate authority relating to matters it deems to be ministerial.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. 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. The Committee shall meet regularly in Executive Session. In consultation with management, the Committee shall discuss the process to ensure all responsibilities are addressed throughout the year. No Executive should attend that portion of any meeting where such Executive's performance or compensation is discussed or voted on, unless specifically invited by the Committee.

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.