



IHS Markit™

# Risk Committee Charter

July 2019

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## Purpose and Scope

The Risk Committee (the “Committee”) is created by the Board of Directors (the “Board”) of IHS Markit Ltd., an exempted company incorporated pursuant to the laws of Bermuda (the “Company”), to discharge the responsibilities set forth in this charter. The Committee shall have the authority and membership and shall operate according to the procedures provided in this charter.

## Membership

The Committee shall consist of at least three members, comprised solely of independent directors meeting the independence and experience requirements applicable to a company listed on the New York Stock Exchange.

The Nominating and Corporate Governance Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed and may be removed at any time by the Board. The Nominating and Corporate Governance Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

## Responsibilities

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

- Review and discuss with management the Company’s risk assessment and risk management processes, including any policies and procedures for the identification, evaluation and mitigation of major risks of the Company.
- Receive periodic reports from management as to efforts to monitor, control and mitigate major risks.
- Review periodic reports from management pertaining to the Company’s business lines, products and services, including any major risks with respect to such business lines, products and services, as the Committee deems appropriate.
- Review of periodic reports from management pertaining to cyber security programmes and data protection controls and such other appropriate information security reports as the Committee deems appropriate.
- Review and discuss with management the Company’s compliance with laws and regulations, including major legal and regulatory initiatives.
- Review periodic reports from management pertaining to corporate sustainability strategy and initiatives.
- Review any material complaints received pursuant to the Company’s Code of Conduct Hotline policy (other than complaints regarding accounting, internal accounting controls or auditing matters, which shall be reviewed by the Audit Committee in accordance with the procedures established by it under such policy).
- Review periodic reports from management on selected risk topics as the Committee deems appropriate from time to time encompassing major risks other than those delegated by the Board to other committees of the Board in their respective charters or otherwise.

- Assign for review to other committees of the Board such selected risk topics identified by the Committee as the Committee determines is appropriate for effective oversight of such risks.

## Coordination

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The Chair of the Committee shall coordinate with the chairs of the other committees of the Board with respect to the responsibilities assigned by the Board or the Committee and by applicable regulatory requirements to each of the committees in assisting the Board in its oversight of the Company's risk management.

## Reporting to the Board

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The Committee shall report to the Board periodically. This report shall include a review of risk oversight processes, any issues that arise with respect to management's identification, review and mitigation of the Company's risks, including with respect to cyber security programmes and data protection controls, and any other matters that the Committee deems appropriate or are requested to include by the Board.

At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.

The Committee shall periodically, but no less frequently than annually, review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

## Authority and Delegations

The Committee is authorized (without seeking Board approval) to retain special legal, accounting or other advisers and may request any officer or employee of the Company or the Company's outside counsel or independent auditor to meet with any members of, or advisers to, the Committee.

The Committee shall have available appropriate funding from the Company, as determined by the Committee, for payment of:

- compensation to any advisers employed by the Committee; and
- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may delegate its authority to subcommittees or the Chair 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 Chair 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 quorum necessary for the transaction of business at a Committee meeting shall be a majority of the Committee members. In the absence of the Chair of the Committee, a chair of the meeting shall be appointed or elected by the Committee members present at the meeting.

A resolution put to vote at a Committee meeting shall be carried by the affirmative votes of a majority of the votes cast. The Chair of the Committee shall have a casting vote on all matters in the event of an equality of votes.

## Limitations Inherent in the Committee's Role

While the Committee is responsible for reviewing the Company's oversight framework (i.e., policies and procedures with respect to risk assessment and management), it is the responsibility of the Chief Executive Officer and senior management to assess and manage the Company's exposure to risk.

**Document Management:**

Policy Name	Risk Committee Charter
Policy Owner	Corporate Legal
Applies To	IHS Markit Ltd. Risk Committee
Effective Date	16 July 2019
Related Documents	IHS Markit Ltd. Bye-laws
Approved By	IHS Markit Board of Directors
Supersedes	Risk Committee Charter (2 July 2019)
Contact person for questions or policy interpretation	General Counsel
Originally adopted	July 2016
Date Policy was last reviewed	July 2019