



IHS Markit™

Nominating and Governance Committee Charter

July 2019

Purpose and Scope	3
Membership	3
Responsibilities	3
Board and Committee Nominees	3
Director Compensation	4
Corporate Governance Matters	4
Evaluating the Board and Its Committees	4
Director Orientation and Continuing Education	5
Reporting to the Board	5
Authority and Delegations	5
Procedures	5

Purpose and Scope

The Nominating and Governance 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 requirements applicable to a company listed on the New York Stock Exchange. The 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 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.

Board and Committee Nominees

The Committee shall oversee searches for, and identify qualified individuals for, membership on the Board.

The Committee shall recommend to the Board criteria for Board and Board committee membership, including as to director independence, and shall identify and recommend individuals for membership on the Board and its committees consistent with such criteria, including director nominees for election at the next annual or special meeting of shareholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings. In making its recommendations for Board and committee membership, the Committee shall:

- 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 taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or rules for audit committee or other committee membership purposes applicable to a company listed on the New York Stock Exchange);
- review any shareholder nomination for the election of a director submitted in accordance with the provisions of the Company’s bye-laws;
- review and make recommendations to the Board as to determinations of director independence;
- in evaluating current directors for re-nomination to the Board or re-appointment to any committees of the Board, assess the performance of such directors;
- periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee of the Board, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity (including gender, nationality, geography and race/ethnicity), age, tenure, skills, background, attendance and experience;

- consider rotation of committee members and committee chairs, as appropriate; and
- consider any other factors that are set forth in the Corporate Governance Guidelines for the Company or are deemed appropriate by the Committee or the Board.

Director Compensation

The Committee shall review and recommend to the Board compensation (including equity-based compensation) for the Company's non-executive directors. In so reviewing and recommending to the Board director compensation, the Committee shall, among other things, recommend director compensation, including any equity-based component, based on such factors as the Committee deems appropriate and in the best interests of the Company with a view toward attracting and retaining qualified directors, such as a comparison of the board compensation practices of comparable companies, the awards given to directors in past years, the Company's performance, shareholder return and the value of similar equity-based awards relative to such targets at comparable companies, and the cost to the Company of such compensation.

Corporate Governance Matters

The Committee shall develop and recommend to the Board the Corporate Governance Guidelines, Business Code of Conduct and Related Person Transaction policy for the Company. The Committee shall consider matters of corporate governance and, at least annually, the Committee shall review and reassess the adequacy of such Corporate Governance Guidelines, Business Code of Conduct and Related Person Transaction policy and recommend any proposed changes to the Board.

The Committee shall oversee compliance with the Company's Corporate Governance Guidelines and shall be responsible for any tasks or responsibilities assigned to it in the Corporate Governance Guidelines for the Company. The Committee shall review and consider any requests for waivers of the Corporate Governance Guidelines or the Business Code of Conduct 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. The Committee shall review and, if appropriate, approve related party transactions in accordance with the Related Person Transaction Policy for the Company.

If so requested by the Chairman of the Board or otherwise required by the Company's bye-laws, the Committee shall review potential conflicts of interest involving directors, including whether such director or directors may vote on any issue as to which there may be a conflict.

Evaluating the Board and Its Committees

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 report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.

At least annually, the Committee shall review the evaluations prepared by each Board committee of such committee's performance and consider any recommendations for proposed changes to the Board.

The Committee shall periodically review the size and responsibilities of the Board and its committees and recommend any proposed changes to the Board.

Director Orientation and Continuing Education

The Committee shall review the Company's orientation program for new members of the Board and advise directors on opportunities for continuing education.

Reporting to the Board

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 or any other matters that the Committee deems appropriate or are requested to be included 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 review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Authority and Delegations

The Committee has the sole authority to retain, obtain the advice of, and terminate any adviser, including any search firm to identify director candidates, any compensation consultant as to non-executive director compensation, legal counsel or other adviser, including sole authority to approve all such advisers' fees and other retention terms. The Committee shall have available appropriate funding from the Company, as determined by the Committee, for payment of (i) reasonable compensation to any adviser retained by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall not be required to implement or act consistently with the advice or recommendations of any advisor retained by the Committee, and the authority granted in this charter shall not affect the ability or obligation of the Committee to exercise its own judgment in the fulfillment of its duties hereunder.

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. 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.

Document Management:

Policy Name	Nominating and Governance Committee Charter
Policy Owner	Corporate Legal
Applies To	IHS Markit Ltd. Nominating and Governance Committee
Effective Date	16 July 2019
Related Documents	IHS Markit Ltd. Bye-laws
Approved By	IHS Markit Board of Directors
Supersedes	Nominating and Governance Committee Charter (2 July 2019)
Contact person for questions or policy interpretation	General Counsel
Originally adopted	June 2014
Date Policy was last reviewed	July 2019