



**S&P Global Inc.
Board of Directors**

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) is to: (i) assist the Board by identifying, considering and recommending, consistent with criteria approved by the Board, qualified candidates for election as Directors, including the slate of Directors to be nominated by the Board for election at the Company’s Annual Meeting of Shareholders, and recommend to the Board nominees for each Board committee; (ii) review and recommend to the Board the compensation program for the Board’s non-executive Directors; (iii) develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company, including taking a leadership role in shaping the corporate governance of the Company; (iv) oversee and advise the Board on management of the Company’s strategy, initiatives, risks, opportunities and reporting on material environmental, social and governance (“ESG”) matters; (v) oversee the development and implementation of succession planning for the Company’s Chief Executive Officer; and (vi) review and oversee compliance with the Company’s policies applicable to Directors, including the Company’s Code of Business Conduct and Ethics for Directors, Related Party Transactions Policy and Non-Employee Director Stock Ownership Guidelines.

COMPOSITION

The Board shall annually appoint a Committee comprised of at least three Directors, each of whom is, in the business judgment of the Board, "independent" under the rules of the New York Stock Exchange. The Committee shall recommend to the Board, and the Board shall designate, one of its members to serve as the Chair of the Committee. Members of the Committee shall be elected and may be removed and replaced by the full Board at any time.

AUTHORITY, OPERATIONS & PROCEDURES

Authority.

1. The Committee will have the resources and authority necessary to discharge its duties and responsibilities.
2. The Committee shall have sole authority to retain, obtain the advice of, and terminate any external advisors, including any search firm to identify Director candidates, any compensation consultant to advise on Board compensation matters, and any legal counsel and other advisor, as it deems necessary to fulfill its responsibilities pursuant to this Charter and the Corporate Governance Guidelines.
 - (a) The Committee shall have sole authority to approve the fees and other retention terms of

any such advisors, and the Company shall provide for appropriate funding for payment of any such fees accrued and approved by the Committee.

- (b) In the event that any compensation consultant retained by the Committee to advise on Board compensation also performs work on behalf of a company for whom the Committee Chair serves as CEO, the Committee shall designate another member to review and approve the scope of the work of the consultant and invoices for work performed on behalf of the Committee.

Operations & Procedures.

1. The Committee may meet in person or telephonically or act by unanimous written consent.
2. The Committee shall hold at least three regular meetings each calendar year with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Chair of the Committee or the Committee.
3. A majority of the Committee shall constitute a quorum for the transaction of business, and an act of a majority of those present at any meeting at which there is a quorum shall be an act of the Committee.
4. The Committee will meet in executive session without Company management present at each regularly scheduled Committee meeting.
5. The Chairman of the Committee, in consultation with Committee members, will determine the frequency and length of the meetings of the Committee. The Chair of the Committee, in consultation with Committee members and the appropriate members of management and staff, will develop the Committee's agenda consistent with this Charter.
6. The Committee Secretary shall be a member of management recommended by the Chairman of the Board or, if the Chairman of the Board is not an independent Director, the Presiding Director, and approved by the Board. The Secretary shall prepare minutes of each Committee meeting, which minutes will be distributed to members of the Committee.
7. The Chair of the Committee shall regularly report to the Board on the Committee's activities and any and all matters which should appropriately be brought to the Board's attention.
8. The Committee may form and delegate authority to subcommittees when it deems appropriate and in the best interests of the Company.

RESPONSIBILITIES

1. Board Composition. The Committee shall provide advice and counsel to the Board on Board composition matters and, considering any factors that are set forth in the Company's Corporate Governance Guidelines or are deemed appropriate by the Committee or the Board, in this context:
 - (a) Will develop and recommend to the Board the general criteria for selection of proposed nominees for election as Directors, consistent with the selection criteria set forth in the Corporate Governance Guidelines, and will annually review and recommend any proposed changes therein to the Board for approval;
 - (b) Will recommend the slate of individuals who will constitute the nominees of the Board for election as Directors at each Annual Meeting of Shareholders consistent with such criteria;
 - (c) Will evaluate and assess the performance of current Directors, with the assistance of the Committee Chair as necessary, at such time as the Director's term is expiring and the

- Director is being considered for re-nomination to the Board;
- (d) Will recommend to the Board individuals to fill vacancies on the Board if and when such vacancies occur and to fill vacancies relating to any newly created directorships resulting from any future increase in the number of Directors on the Board;
 - (e) Will on a continuing basis evaluate possible candidates (including making a specific determination as to the independence of each candidate, and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or the rules of the New York Stock Exchange for Audit Committee or other committee membership purposes) to serve on the Board either in connection with selecting the slate of nominees under subparagraph (b) above or in connection with filling vacancies under subparagraph (c) above;
 - (f) Will determine whether any material relationship exists between a Director and the Company or any of its subsidiaries that might affect the independent status of the Director, and will annually review compliance with the definition of independence set forth in the Company's Corporate Governance Guidelines in connection with the Committee's recommendation of Director nominees for the Annual Meeting of Shareholders; and
 - (g) Will consider recommendations for candidates or nominations by a shareholder if the shareholder submits the nomination in compliance with the advance notice, informational and other requirements set forth in the Company's By-Laws.

2. Board Compensation. The Committee shall provide advice and counsel to the Board on Board compensation matters and in this context:

- (a) Will recommend to the Board appropriate compensation to be paid to the Company's non-employee Directors;
- (b) Will administer the Director Deferred Stock Ownership Plan;
- (c) Will administer the Director Deferred Compensation Plan; and
- (d) Will administer the Non-Employee Director Stock Ownership Guidelines.

The Committee shall periodically review and recommend to the Board the form and amount of non-employee Director compensation based on such factors and in consultation with such sources as the Committee deems appropriate and in the best interests of the Company with a view toward attracting and retaining qualified Directors, including by reference to the Board compensation practices of comparable companies; the awards granted to non-employee Directors in past years; the Company's performance, shareholder return and the value of similar equity-based awards at comparable companies; and the cost to the Company of such compensation. The Committee will consider that Directors' independence may be jeopardized if Director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a Director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a Director or an organization with which the Director is affiliated. Changes in Board compensation, if any, will be made by the full Board based upon a formal recommendation of the Committee.

3. Board Governance. The Committee shall provide advice and counsel to the Board on Board governance matters and in this context:

- (a) Will annually review with the Board the appropriate skills, qualifications and characteristics required of Directors as well as the composition, size, structure and responsibilities of the Board and its committees, and recommend any proposed changes to the Board as appropriate, in light of the current and anticipated challenges and needs of the Board, each committee and the Company;
- (b) Will review and oversee succession planning for the Board and key leadership roles on the Board and its committees;
- (c) Will annually review and recommend to the Board the Board leadership structure and one of the Board's members to serve as the Chairman of the Board (or, if the Chairman is not an independent Director, the Presiding Director);
- (d) Will annually review the membership of the Board committees and, after consultation with the Chairman of the Board (or, if the Chairman is not an independent Director, the Presiding Director), recommend to the Board the assignment of Board members to various committees and the selection of committee chairs, taking into consideration periodic rotation of committee members and chairs; the desires, qualifications and performance of the individual Board members; and the duties, membership criteria, performance and any current and anticipated needs of the respective committee;
- (e) Will develop and recommend to the Board of Directors the Company's Corporate Governance Guidelines, will annually review and recommend any proposed changes to the responsibilities and procedures therein to the Board for approval and will periodically review and oversee compliance with the Company's Corporate Governance Guidelines;
- (f) Will annually review and approve the responsibilities of each Board committee as set forth in the committee Charters;
- (g) Will review any Director resignation offered in accordance with the Company's resignation policy set forth in the Corporate Governance Guidelines and evaluate and recommend to the Board whether such resignation should be accepted;
- (h) Will establish and oversee the performance evaluation criteria and process for the annual self-evaluations of the Board, each of its committees, Board and committee leadership and the Board's individual members, including determining the evaluation format, reviewing the results and making appropriate recommendations to the full Board for enhancing Board and committee effectiveness;
- (i) Will develop and oversee procedures for Director orientation and continuing education and periodically review and update the procedures as necessary;
- (j) Will review the Company's engagement with shareholders and other stakeholders on governance matters and review and advise the Board with respect to any shareholder proposals received in connection with the Company's Annual Meeting of Shareholders;
- (k) Will periodically review emerging corporate governance trends, best practices and regulatory developments applicable to the Company, and report and make recommendations to the Board regarding such developments, as appropriate; and
- (l) Will oversee risks related to the Company's governance structure, policies and processes.

4. Environmental, Social and Governance Oversight. The Committee shall periodically review and oversee management of the Company's strategy, initiatives, risks, opportunities and related reporting with respect to significant environmental, social and governance ("ESG") matters in coordination with other Board committees, as appropriate, and provide updates and make recommendations on such matters to the full Board, as needed. In this context, the Committee:

- (a) Will oversee corporate environmental and social responsibility matters as they pertain to the Company's business and long-term strategy and identify and bring to the attention of the full Board emerging ESG trends and issues that may affect the business operations, performance, external stakeholder relationships or reputation of the Company;
 - (b) Will periodically review and receive updates on the Company's ESG programs, products and disclosures and the Company's progress and performance against ESG goals and metrics (including with respect to environmental and supply chain sustainability);
 - (c) Will periodically review and receive updates from management on the Company's corporate social responsibility and global community and social impact policies, programs and activities, including charitable giving and foundation work;
 - (d) Will periodically review and receive updates from management on the Company's public policy and political advocacy activities and expenditures, including lobbying, political contributions and trade association memberships; and
 - (e) Will monitor emerging trends, best practices, and regulatory developments related to ESG matters.
5. In accordance with the Company's Corporate Governance Guidelines (Section 9.B), on an annual basis, the Committee shall review with the Chief Executive Officer, and report to the Board on, the Chief Executive Officer's recommendations concerning an emergency succession plan, in the event of the death or disability of the Chief Executive Officer, as well as overall succession planning (short-term and long-term) for the Chief Executive Officer, including a review of potential internal successors among the direct reports to the Chief Executive Officer.
6. The Committee shall periodically review and oversee compliance with the Company's Code of Business Conduct and Ethics for Directors in accordance with the provisions of such Code and shall recommend any proposed amendments to the Code to the Board for approval.
7. The Committee shall review, with the Board, 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.
8. The Committee shall review and oversee compliance with the Company's Related Party Transactions Policy at least annually, or more frequently as needed, and shall recommend any proposed changes to the Related Party Transactions Policy to the Board for approval.
9. The Committee shall periodically review and oversee compliance with the Company's Non-Employee Director Stock Ownership Guidelines and recommend any proposed changes to the Non-Employee Director Stock Ownership Guidelines to the Board for approval.
10. The Committee shall annually review its own performance and shall present the results of the performance evaluation to the Board.
11. The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

12. The Committee shall be responsible for any other tasks assigned to it in the Company's Corporate Governance Guidelines and shall undertake any other responsibilities which the Board or the Committee shall determine are necessary and proper.

May 5, 2021