

## **FACTSET RESEARCH SYSTEMS INC.**

### **Compensation and Talent Committee Charter**

#### **I. Purpose**

The Compensation and Talent Committee (the "Committee") of the Board of Directors (the "Board") of FactSet Research Systems Inc. (the "Company" or "FactSet") shall assist the Board and management in all matters relating to recruiting, hiring, retaining and compensating the Company's directors, officers and employees, to the extent the Board's oversight and approval is appropriate.

#### **II. Composition and Membership**

The Committee shall consist of a minimum of three directors. Members of the Committee, including its Chair, shall be appointed by the Board upon the recommendation of the Board's Nominating and Corporate Governance Committee for a term to continue until Committee assignments are renewed, and each member of the Committee may be removed by the Board in its discretion at any time.

All members of the Committee shall be independent Directors as required by the regulations set forth in 17 C.F.R. § 240.10A-3(b) (Exchange Act Rule 10A-3(b)) and the listing standards of the New York Stock Exchange and Nasdaq. Committee members should have a general understanding of executive compensation practices for the purpose of furthering the recruitment and retention of executives and key employees and aligning executive compensation with stockholder and stakeholder interests.

#### **III. Duties and Responsibilities**

The following are the duties and responsibilities of the Committee:

- A. The Committee shall assist the Board in developing and evaluating potential candidates for executive positions with FactSet, including the Chief Executive Officer ("CEO") position, and shall oversee the development of executive succession plans. The Committee shall regularly interact with the Company with respect to leadership development efforts.
- B. The Committee shall regularly review the Company's human capital management, cultural environment, and diversity and inclusion practices, and may request, receive and discuss reports from management on such topics as it deems appropriate.
- C. The Committee shall define and approve an overall compensation philosophy and strategy for the Company and its executive officers and employees. The Committee shall receive a periodic report on how the Company's compensation programs implement the compensation philosophy and affect its employees.

- D. The Committee shall review and approve, on at least an annual basis, the corporate goals and objectives with respect to compensation for the CEO. The Committee shall evaluate at least once per year the CEO's performance in light of these goals and objectives and, based upon these evaluations, shall set the CEO's annual compensation, including salary, bonus and equity and non-equity incentive compensation, on both an annual and long-term basis. The evaluation may be based on quantitative as well as qualitative objectives, and any quantitative objectives such as performance metrics shall be based on and reflect the strategic and operating plans approved by the Board. The Committee shall conduct deliberations regarding the CEO's compensation in executive session without the CEO present.
- E. The Committee shall review and approve, on at least an annual basis, the evaluation process and compensation structure for the CEO's direct reports and any other executive officers of the Company (collectively, "Executive Officers"). The Committee shall discuss at least once per year the Executive Officers' performance based upon evaluations and recommendations from the CEO, and the Committee shall approve the annual compensation of the Executive Officers, including salary, bonus and equity and non-equity incentive compensation, on both an annual and long-term basis. The evaluations may be based on quantitative as well as qualitative objectives, and any quantitative objectives such as performance metrics shall be based on and reflect the strategic and operating plans approved by the Board. The Committee shall conduct deliberations regarding compensation of each Executive Officer in executive session without such Executive Officer present.
- F. As it may deem appropriate, the Committee may also provide oversight on management's decisions regarding the performance and compensation of other Company employees. The Committee also shall evaluate management recommendations regarding the grants of bonuses and equity and non-equity incentive compensation to Company employees generally and approve appropriate equity grants in the aggregate.
- G. The Committee shall review the Company's equity incentive compensation and other stock-based plans and recommend changes in such plans to the Board to the extent deemed appropriate. The Committee shall have and shall exercise all the authority of the Board with respect to administration of such plans.
- H. The Committee shall review and approve any change of control, severance or retirement plans covering the CEO and the Executive Officers. Any change of control provisions or severance or retirement payments for the CEO or any Executive Officer not pursuant to such plans shall be subject to the Committee's review and approval.
- I. The Committee shall review incentive compensation arrangements to confirm that such arrangements do not encourage unnecessary risk-taking. The Committee shall also review and discuss at least annually the relationship between risk management policies and practices and compensation and evaluate compensation policies and practices that could mitigate any such risk.

- J. In evaluating and determining compensation for the CEO and Executive Officers, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation (“Say on Pay Vote”) required by Section 14A of the Exchange Act. Further, the Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, 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 Proxy Statement.
- K. The Committee shall produce an annual report regarding executive compensation for inclusion in the Company’s Proxy Statement and shall also review and approve, and recommend to the Board for approval, the Company’s Compensation Discussion and Analysis on executive compensation for inclusion in the Company’s Proxy Statement, in accordance with Securities and Exchange Commission rules.
- L. The Committee shall, at least annually, assess whether the work of any compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company’s Annual Report and/or Proxy Statement.
- M. The Committee shall review and approve policies related to incentive compensation recoupment provisions, if any, applicable to the CEO and the Executive Officers. The Committee shall be responsible for the invocation of any incentive compensation recoupment provision.
- N. The Committee shall annually review compensation for non-employee Directors and make such recommendations to the Board for its approval as the Committee finds appropriate.
- O. The Committee shall review, approve and monitor compliance with any proposed stock ownership guidelines for the Directors and Executive Officers of the Company.
- P. The Committee shall periodically, and at least annually, review and assess this Charter with respect to its efficacy, adequacy and compliance with applicable laws governing executive compensation, and recommend modifications to the Board for its approval as the Committee finds appropriate.

#### **IV. Meetings**

The Committee shall meet at least four times a year or more frequently as necessary to carry out its responsibilities under this Charter. Such meetings may be held by conference telephone call or other communication method by means of which all persons participating in the meeting can hear each other and participate. At least one Committee meeting annually shall be required to: (i) set executive compensation; and (ii) evaluate management recommendations regarding the grants of bonuses and equity to officers and other employees and approve appropriate grants individually

and in the aggregate, as appropriate.

The Committee Chair shall, in consultation with the other members of the Committee and appropriate executives of the Company, establish an annual agenda and the agenda for each Committee meeting. Any Committee member may submit items to be included on the agenda.

A majority of the Committee members will constitute a quorum for conducting business at a meeting of the Committee. The Committee Chair shall supervise the conduct of the meetings and may have other related responsibilities as the Committee may specify from time to time. The Committee may include senior executives in its meetings as it deems appropriate. The Committee may hold executive sessions in its discretion and may hold a joint meeting with other Board Committees from time to time. The Committee shall provide the Board with periodic reports of the Committee's activities and proceedings. The Committee shall maintain written minutes of its meetings, and reasonably promptly review and approve the written minutes after each meeting, which approved minutes shall be filed with the minutes of the meetings of the Board of Directors.

## **V. Resources and Authority**

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain, oversee and terminate compensation consultants, accountants, independent legal counsel or other advisors to assist in the execution of the Committee's responsibilities (collectively, "Advisors"). The Committee shall have sole authority to approve the fees and other retention terms for its Advisors.

In selecting Advisors, the Committee shall consider factors it deems appropriate in light of applicable law and listing standards, including all factors relevant to the Advisors' independence from management. The Committee shall not be required to implement or act consistently with the advice or recommendations of its Advisors. The authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The Committee shall have the authority to designate and delegate duties to such standing and ad-hoc sub-committees and individual members as it deems necessary or desirable.

## **VI. Performance Evaluation**

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

Approved by the Board of Directors of FactSet Research Systems Inc. on October 20, 2022.