

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 compensation of the Company's directors, officers and employees insofar as they require the Board's oversight and approval.

II. Composition and Membership

The Committee shall consist of a minimum of three directors. Members of the Committee and its Chairman shall be appointed by the Board upon the recommendation of the Committee for a term to continue until Committee assignments are renewed and 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)), the listing standards of the New York Stock Exchange ("NYSE"), NASDAQ OMX ("NASDAQ") and the Section 162 (m) of the Internal Revenue Code, as amended.

III. Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

- A. The Committee shall produce an annual report regarding executive compensation for inclusion in the Company's Proxy statement, as required by law.
- B. The Committee shall review and approve at least once annually compensation as relates to the corporate goals and objectives of the Chief Executive Officer (CEO) and direct reports to the CEO and any other named executive officers ("NEOs") (collectively "Executive Officers"), and evaluate the Executive Officers' performance based on these goals. Based on its evaluation of these executives, the Committee shall set appropriate compensation, including salary, bonus, and annual and long-term incentives. The Committee shall also determine equity grants, change of control provisions, severance and retirement payments. The Committee may modify or change compensation, as appropriate. 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, as appropriate. The Executive Officers may not be present during voting or deliberations regarding their respective compensation.
- C. The Committee may review management's annual written evaluations of other senior executives designated by the Committee, based on such quantitative as well as qualitative criteria and goals as the Committee may deem appropriate from time to time. The Committee may review such senior executives' annual compensation, including salary, bonus, and annual and long-term incentives. To the extent the Committee reviews compensation of senior executive(s), it shall also review equity grants, change of control provisions, severance and retirement payments. The senior executives may not be present during deliberations regarding their respective compensation.
- D. As it may deem appropriate, the Committee may also provide oversight on management's decisions regarding the performance and compensation of other Company executives and employees.

- E. In evaluating and determining Executive Officers' compensation and reviewing senior executives' compensation, 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.
- F. The Committee shall review and approve policies related to clawback provisions, if any, applicable to the NEOs and other senior executives. The Committee shall be responsible for the invocation of any clawback provision.
- G. The Committee shall approve an overall compensation philosophy and strategy for the Company and its NEOs and employees. The Committee shall receive a periodic report on how the Company's compensation programs implement the compensation philosophy and affect all employees. The Committee shall evaluate management recommendations regarding the grants of bonuses and options to employees generally and approve appropriate grants in the aggregate.
- H. The Committee shall have oversight of the Company's stock and compensation plans as adopted by the Board, and amend or restate any such plan to the extent deemed appropriate for incorporating into them non-substantive changes or substantive changes expressly mandated by applicable law.
- I. The Committee shall from time to time review compensation for non-employee directors and make such recommendation as the Committee finds appropriate to the Board for its approval.
- J. The Committee shall review and approve any proposed stock ownership guidelines for the Directors, Executive Officers and senior executives of the Company, to the extent applicable.
- K. The Committee shall review incentive compensation arrangements to determine whether they encourage excessive risk-taking. The Committee shall also review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
- L. The Committee shall periodically review and assess the efficacy, adequacy and compliance with applicable law governing executive compensation and this Charter, and recommend modifications as appropriate to the Board for its approval.

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. 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 options 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 officers 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 the Audit Committee from time to time. The Committee shall provide the Board with periodic reports of the Committee's activities and proceedings, as appropriate, in addition to a written compensation discussion and analysis report on executive compensation for inclusion in the Company's annual Proxy statement. 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 a compensation consultant, accountants, independent legal counsel or other advisers to assist in the execution of the Committee's responsibilities. The Committee shall also have authority to approve the consultant's fees and other retention terms. In selecting a compensation consultant, independent legal counsel or other advisor, the Committee shall take into account factors it considers 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 compensation consultant, legal counsel or other advisor to the Compensation Committee. 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.

The Committee shall review this Charter annually and recommend any proposed changes to the Board for approval, as necessary.

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: March 23, 2017