

**FACTSET RESEARCH SYSTEMS INC.**  
**Corporate Governance Guidelines**

**I.** Mission and Purpose

The board of directors (“Board”) of FactSet Research Systems Inc. (“FactSet” or the “Company”) is elected by the stockholders of FactSet and is mandated to act in the long-term interests of the Company. The mission of the Board is to provide guidance to the Company in order to promote FactSet’s success and enhance its ultimate value. The Board must actively make a good faith effort to be informed and to exercise appropriate judgment in matters before it. In assessing management’s methods of optimizing stockholder value, the Board must also take into consideration other interested stakeholders, including employees, clients and vendors, as well as compliance with applicable law. Each of the directors should also serve as a sounding Board for management in matters where the director’s experience or expertise is pertinent.

**II.** Board Composition

**A.** Size and Selection Process

The Board is classified with the terms of office of each of the three classes of directors ending in successive years of three-year terms, as provided in the Company’s certificate of incorporation. Nominations to the Board are made by the Nominating and Corporate Governance Committee of the Board and may be made by stockholders as provided in the Company’s Director Nominee Selection Policy. The Board determines the number of directors, in accordance with the Company’s By-laws, which require between three and fifteen directors. In recent history, the Company has had approximately nine directors, a number that the Board believes is effective. Vacancies on the Board will be filled by new directors. At the discretion of the Board, emeritus directors may be permitted to attend meetings although they are not empowered to vote.

**B.** Membership Criteria

The Board seeks to include directors with diverse and solid experience in areas relevant to the Company’s business. The Company’s directors and candidates for director must demonstrate strength of character, independent thought, sound judgment, integrity, professionalism, leadership, meaningful accomplishments and business knowledge. In addition, the Company’s directors must be committed to representing the long-term interests of the Company’s stockholders and stakeholders. In evaluating candidates for nomination as a director, the Nominating and Corporate Governance Committee and the Board will consider the minimum qualifications set forth above in addition to other factors they deem appropriate based on the needs and desires of the Board, including specific business and financial expertise desired on the Board, experience as a director of a public company, geography, age, gender, race, national origin and other diversity and inclusion factors.

## C. Independent Directors

### 1. Criteria for Independence

The Board will be comprised of a majority of independent directors. The definition of “independent” will be based on the New York Stock Exchange’s and NASDAQ’s rules. The Board will make a determination that a director is independent at the beginning of the director’s first term in office accordance with the stated definitions and this determination will be reviewed annually for each director.

### 2. Meetings of Independent Directors

Independent directors will meet in executive session at the end of each regularly scheduled meeting of the Board. The Board Chair, if independent, will be the presiding director at the meetings of the independent directors; in the event the Board Chair is not independent, then the presiding director at such meetings of the independent directors will be the Lead Independent Director. The independent directors may meet at such other times as they shall determine. The independent directors may invite non-management directors, management or both to participate at any meeting of the independent directors.

## D. Leadership

### 1. Board Chair

The Board has adopted the policy of requiring the separation of the roles of Board Chair and Chief Executive Officer (“CEO”).

### 2. Lead Independent Director

The Board may choose to designate a board member to serve as the Lead Independent Director, but there is no requirement that this position be filled at all times.

## E. Change of Responsibility

Any director who changes principal occupation or business association should notify the Board and offer to resign effective at the end of such director’s term or immediately. The Board may determine, after receiving the recommendation of the Nominating and Corporate Governance Committee, whether to accept the offer of resignation.

### III. Director's Responsibilities

#### A. Attendance, Participation, Preparedness

Directors owe a duty of care to the Company. They must act on an informed basis, in good faith and in the honest belief that the action they take is in the best interests of the Company.

Directors are expected to attend all Board meetings and participate actively, offering their candid views and their well-informed, deliberate judgment. Directors should inform themselves using all material information reasonably available to them prior to making a business decision with regard to the Company. There is no place for fraud, bad faith, or self-dealing in any director's relationship with the Company.

Whenever a director is unable to attend a meeting, the director should contact the Board Chair or applicable committee Chair, the Secretary or an Assistant Secretary promptly after the meeting to become informed on the subjects discussed, views expressed and actions taken, if any. The director should also provide the Secretary with the reason for the director's absence.

Directors should have a full working understanding of the Company's business and the issues relevant to it. Directors are expected to be prepared to discuss matters listed on the agenda for each meeting. Directors, acting through the Board Chair and/or the lead independent director, will also propose matters to be included on the agenda. Directors should review materials sent in advance of meetings and, when appropriate, ask questions of management in advance of meetings.

#### B. Time Commitments

A director is expected to give freely and generously of the director's time in providing the best guidance to the Company. A director who is also a member of senior management of the Company may not sit on more than one other board of a public company. A director who is a member of senior management of another public company may not sit on a total of more than three public company boards. All other directors may not serve on more than four boards of public companies without the prior written approval of the Board. Each independent director is expected to participate in committees suited to the director's skills and for the best interest of the Company. Directors are also expected to make themselves available for non-regularly scheduled meetings as well as consultation with management on an as-needed basis. Named executive officers of FactSet will obtain the permission of the Nominating and Corporate Governance Committee prior to joining the board of a public company.

Directors should familiarize themselves with the structure and focus of the Company's business. On a regular basis they should access FactSet's services and review new product developments. Directors are encouraged to attend continuing director education programs on an appropriate basis.

## IV. Management Responsibilities

### A. Informing the Board

Senior management will use its best efforts to keep the Board well informed of developments at FactSet and the issues facing the Company through regularly scheduled Board meetings. Whenever significant issues arise between regularly scheduled meetings, management will inform the Board as appropriate.

Management will prepare an agenda in advance of each Board meeting along with relevant background material to enable informed discussion at each meeting. Items not on the agenda may be discussed at the discretion of the Board Chair. Matters may be discussed at various meetings although no advance material has been prepared. Management will use its best efforts to deliver materials to the Board well enough in advance of each meeting to allow sufficient time for the directors to properly review the materials. Directors should allocate sufficient time to review thoroughly the materials distributed in advance of meetings and should come to meetings prepared to discuss the agenda items.

### B. Director Access to Officers, Employees and Advisors

Members of management are expected to make themselves available to directors to answer questions and provide information whenever requested. The Board is empowered to employ outside advisors and resources at the Company's expense in discharging the Board's responsibilities.

## V. Committees

### A. General

The committees of the Board shall be the Audit Committee, the Compensation and Talent Committee and the Nominating and Corporate Governance Committee. Each committee will have a charter setting forth the basic elements of its responsibilities and activities. The following items summarize the salient points of each committee's purpose and function. All committees are empowered, as necessary, to seek the assistance of management or to employ outside advisors and resources at the Company's expense in discharging the committees' responsibilities. Each committee will develop and follow its own charter that has been approved by the Board, which will include details on the responsibilities listed here. Each committee shall evaluate its own effectiveness at least once a year and the suitability of its charter on a regular basis. Each member of the Audit Committee, the Compensation and Talent Committee and the Nominating and Corporate Governance Committee will be independent, as defined in all applicable listing standards, laws and regulations. The Board may establish additional committees as it deems appropriate.

## B. Nominating and Corporate Governance Committee

### 1. Recruitment

The Nominating and Corporate Governance Committee is charged with identifying individuals who may be nominated to the Board. This committee will interview and investigate the candidates and make recommendations to the Board as whole. Once a new director joins the Board, this committee will supervise the new director's orientation with appropriate materials about and visits to the Company. The committee will also assist the Board in determining committee assignments for the Board's members during their terms. The committee will further identify appropriate educational programs directors may wish to attend.

### 2. Ethics

This committee will oversee the Board's efforts to maintain high standards of corporate governance. The committee will review and recommend the adoption of these guidelines and any subsequent changes to them to the Board as it considers appropriate. The committee will review a code of conduct and ethics for the Board and the Company. The committee will review and adopt any statements of policy necessary from the Board. Additionally, the committee will review any ethical questions that may arise out of a director's activities or proposed activities.

### 3. Term Limits and Retirement Policy

The Board does not currently believe that term limits are in the best interest of the Company. Rather, the Nominating and Corporate Governance Committee will evaluate the appropriateness of re-nominating directors as their terms approach expiration. This committee will reassess the qualifications of a director, including the director's past contributions to the Board and the director's attendance and contributions at Board and committee meetings, prior to recommending a director for reelection to another term.

### 4. Evaluation of Board Function

Under the committee's guidance, all directors will evaluate their own performance as a director over the course of the fiscal year. The committee will also assist the Board as a whole in reviewing its effectiveness over the preceding fiscal year. The committee will assess the overall quality of the material provided to the Board and the presentations made to the Board at least once each year. The Board and the committees may use questionnaires to aid in these types of evaluations. The committee will follow the mandate of its charter.

### 5. Succession Planning

As appropriate, the committee will assist in succession planning and recruitment for senior management of the Company, including the CEO. The committee will review succession plans for the CEO position and will report on this subject to the Board. In addition, the

CEO will propose to the committee an emergency succession plan to provide for one or more individuals to fulfill the CEO's responsibilities on an interim basis in the event that the CEO is disabled or otherwise incapacitated, which such committee will review and, as appropriate, recommend to the Board for its approval.

## C. Audit Committee

### 1. Oversight

The Audit Committee is charged with assisting the Board in its review of the financial information generated by management, outside auditors and the internal audit function (whether internal or outsourced) and risk oversight. The committee will have at least three independent director members, at least one of whom will be a "financial expert" as defined in Section 407 of the Sarbanes Oxley Act and its related rules and regulations.

### 2. Management of Audit Relationship

The Audit Committee is charged with managing the relationship with the Company's outside auditors. The Audit Committee may choose to develop and follow a set of procedures in dealing with that relationship.

### 3. Requirements and Charter

The Audit Committee will adhere to the policy requirements of the New York Stock Exchange and NASDAQ. These requirements and any others instituted by the Board or the Securities and Exchange Commission will be included in the committee's charter. The committee will follow the mandate of its charter.

### 4. Complaints

The Audit Committee is responsible for addressing complaints regarding the Company. The committee will work with the Chief Legal Officer, the Compliance Officer and the Chief Financial Officer of the Company in determining the appropriate response to any complaint. The committee may also seek the assistance of outside advisors in investigating a complaint as appropriate.

### 5. Auditor Rotation

The Audit Committee will develop and adhere to a policy on auditor rotation.

## D. Compensation and Talent Committee

The Compensation and Talent Committee will be comprised of at least two independent directors. The Compensation and Talent Committee will meet at least once a year to review and approve the compensation of management and the issuance of equity awards under the Company's various equity plans. The committee will assist the Board in its review of the

performance of senior management. The committee will review matters related to talent and compensation for the Company generally. The committee will also assist the Board in determining appropriate director compensation. The committee may also be called upon by the Board to review other compensation-related issues as necessary. The committee will follow the mandate of its charter.

## **VI. Conduct Specific to Board Members**

### **A. Ethics**

The Board is expected to adhere to the Company's code of conduct and ethics and other policies that by their nature would apply to the Board. Any breach of this code by a director will be addressed at a meeting of the Nominating and Corporate Governance Committee, which may choose to refer the issue to the Board as a whole, depending on the nature of the breach. A director should promptly disclose to the Board any potential or actual conflict of interest involving such director. The Board will determine an appropriate resolution on a case-by-case basis. All directors must excuse themselves from any discussion or decision affecting their personal, business or professional interests.

### **B. Confidentiality**

Board members are expected to maintain appropriate confidentiality regarding matters discussed in Board and committee meetings. They will exercise good judgment in their electronic communications regarding the Company. Management will act as spokespersons of the Company and the Board should direct outside questions about the Company to management for response. Directors will use a reasonable degree of care to ensure the security of physical or electronic materials provided to them.

## **VII. Compensation**

The Board will determine the form and amount of non-employee director compensation based on recommendations from the Compensation and Talent Committee. It is the general policy of the Board that Board compensation should be a mix of cash and equity-based compensation. Employee directors will not be paid for Board membership in addition to their regular employee compensation. Independent directors may not receive consulting, advisory or other compensatory fees from the Company in addition to their Board compensation. Each non-employee director is entitled to one FactSet password at no charge, which password provides access to the FactSet system to use and to assist directors in understanding the Company's suite of products and services.

Approved by the Board of Directors of FactSet Research Systems Inc. on September 22, 2020.