



## COMPENSATION COMMITTEE CHARTER

May 15, 2024

### A. OVERALL RESPONSIBILITIES OF THE COMMITTEE

The Compensation Committee (the "Committee") shall assist the Board of Directors (the "Board") of Information Services Corporation (the "Company") in fulfilling its obligations and oversight responsibility for:

1. Chief Executive Officer (the "CEO") appointment and performance;
2. executive compensation philosophy, approach, framework and disclosure;
3. incentive plans including equity and non-equity incentive plans;
4. compensation of the CEO, other executive officers and directors; and
5. executive officer succession planning and training and development programs.

### B. RESPONSIBILITIES AND AUTHORITY OF THE COMMITTEE

Subject to the Company's Articles and By-Laws, the Committee has authority over the following areas of responsibility:

#### 1. Executive Compensation Framework and Disclosure:

- a) Review and recommend to the Board for approval the total compensation philosophy, approach and framework for the CEO and other executive officers, including incentive plans, pension and perquisites, and material changes taking into account the competitiveness and appropriateness of the Company's approach to CEO and executive officer total compensation.
- b) Review and recommend to the Board for approval executive compensation disclosure before the Company publicly discloses this information.

#### 2. CEO Compensation and Oversight:

- a) Develop, with the participation of the CEO, and recommend to the Board for approval, a clear position description for the CEO, which includes delineating the responsibilities of management.
- b) Review and recommend to the Board for approval the recruitment, appointment and, if necessary, replacement of the CEO.

- c) Annually review and recommend to the Board for approval the corporate goals and objectives that the CEO is responsible to achieve.
- d) Annually evaluate the CEO's performance and consider training and development needs in light of the corporate goals and objectives that the CEO is responsible to achieve, and report results of the evaluation to the Board.
- e) Annually review and recommend to the Board for approval the total compensation for the CEO, giving consideration to the results of the performance evaluation.
- f) Annually review and recommend to the Board for approval the succession plan for the CEO.

**3. Other Executive Officer Compensation and Oversight:**

- a) Approve any compensation matters for other executive officers, based on the recommendation of the CEO, that do not align with the established compensation framework and report these matters to the Board.
- b) Annually review and approve the succession plan for other executive officers and report to the Board.
- c) Monitor, in consultation with the CEO, the appointment and allocation of responsibilities for other executive officers and report to the Board as required.

**4. Director Compensation:**

- a) Recommend to the Board for approval any compensation philosophy, approach, framework and policy for the directors of the Company.

**5. Incentive Plans:**

- a) Review and recommend to the Board for approval:
  - (i) any equity or non-equity incentive plans of the Company;
  - (ii) any grants to be made under any established equity incentive plan of the Company, including associated performance measures, weightings and targets for any share-based plan;
  - (iii) performance measures, weightings and targets for any non-equity incentive plan;
  - (iv) the level of corporate achievement associated with any incentive plans that include performance measures and targets; and
  - (v) Any discretionary component, including annual payments, associated with any incentive plans.

## **6. General Responsibilities:**

- a) The Committee, through the Chair, will provide a report to the Board at each regularly scheduled Board meeting outlining the results of the Committee's activities and any reviews the Committee has undertaken.
- b) The Committee may perform any other activities consistent with this Charter, the Company's By-Laws and applicable law, as the Committee or the Board deems necessary or appropriate.
- c) Monitor existing or potential strategic risks and ESG requirements, initiatives or opportunities in alignment with the Committee mandate, and report to the Board as required.
- d) The Committee may engage independent counsel and other advisors the Committee determines necessary to carry out its duties at the Company's expense.
- e) The Committee will assist the Governance and Nominating Committee in the evaluation of this Committee's performance and this Charter on a regular basis.

## **C. MEETINGS**

1. The Committee shall meet at least four times per year. An agenda and supporting materials will be circulated to the members of the Committee in advance of the meeting to allow members an appropriate period of time to prepare for the meeting. The Committee Chair will chair all Committee meetings that he or she attends, and, in the absence of the Committee Chair, the members of the Committee present shall choose one of their number to chair the meeting. The Corporate Secretary will keep minutes of each meeting of the Committee. A copy of the minutes will be provided to each member of the Committee.
2. The Committee will, where appropriate, invite other members of the Board, and/or members of management, to attend meetings as a non-voting participant. In addition, the Committee may invite to any of its meetings as a non-voting participant external legal counsel or other external advisors or other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities.
3. The Board Chair may attend any Committee meeting as may be appropriate but can only vote at such Committee meetings if the Board Chair is a member of the Committee.
4. Meetings may be held in person, by teleconference, or through the use of electronic means in accordance with the Company's By-Laws and Board and Committee Electronic Meeting Policy.
5. A quorum for the transaction of business at any Committee meeting shall consist of a majority of currently appointed members of the Committee. If a quorum is present when the meeting is called to order, then a quorum shall be deemed to be constituted throughout the continuance of the meeting. Should a member declare a conflict of interest during the meeting, the member should remove themselves from the discussion and/or decision making. Declaring a conflict of interest does not affect quorum.

6. At any meeting of the Committee, questions will be decided by a majority of the votes cast by members present. In case of an equality of votes, the chair of the meeting shall not be entitled to a second or casting vote and the motion shall be defeated.

#### **D. DELEGATION**

The Committee may delegate any of its responsibilities and authority to a subcommittee comprised of one or more Committee members. The Committee remains accountable for the work and decisions of any subcommittee to which the Committee has delegated decision-making authority.

#### **E. COMMITTEE COMPOSITION**

1. The Committee shall be comprised of a minimum of three and maximum of five independent directors.
2. The Governance and Nominating Committee will recommend for approval by the Board, independent directors for appointment to the Committee and the Chair of the Committee.
3. Any member of the Committee may be removed or replaced at any time by the Board and when so removed or replaced shall cease to be a member of the Committee.