

MSCI Inc.
A Delaware corporation
(the “Company”)
Nominating and Corporate Governance Committee Charter
(As Amended and Restated October 26, 2016)

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is created by the Board of Directors of the Company (the “Board”) to: identify individuals qualified to become Board members, consistent with criteria approved by the Board, recommend directors for appointment to the Board’s committees; make recommendations to the Board as to determinations of director independence; oversee the evaluation of the Board; and develop and recommend to the Board the Corporate Governance Policies and Code of Ethics and Business Conduct for the Company and oversee compliance with such Guidelines and Code.

Membership

The Committee shall consist of at least three (3) members and shall be comprised solely of independent directors meeting the independence requirements of the New York Stock Exchange. The independent members of the Board shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Committee shall recommend to the Board, and the Board shall designate, the Chairman of the Committee.

Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters:

Board/Committee Nominees

1. The Committee shall oversee searches for and identify qualified individuals for membership on the Company’s Board.
2. The Committee shall recommend to the Board criteria for Board and Board committee membership, including as to director independence, and shall recommend individuals for membership on the Company’s Board and its committees, including with respect to director nominees for the next annual meeting of shareholders. In making its recommendations for Board and committee membership, the Committee shall:
 - a) review candidates’ qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise

standards that may be required under law or New York Stock Exchange rules for Audit Committee membership purposes);

- b) in evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such directors;
- c) periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience;
- d) consider rotation of committee members and committee Chairmen; and
- e) consider any other factors that are set forth in the Company's Corporate Governance Policies or are deemed appropriate by the Committee or the Board.

Evaluating the Board and Its Committees

1. At least annually, the Committee shall lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.
2. The Committee shall periodically review the size and responsibilities of the Board and its committees and recommend any proposed changes to the Board.

Corporate Governance Matters

1. The Committee shall develop and recommend to the Board the Corporate Governance Policies and Code of Ethics and Business Conduct for the Company. At least annually, the Committee shall review and reassess the adequacy of such Corporate Governance Policies and Code of Ethics and Business Conduct and recommend any proposed changes to the Board.
2. The Committee shall be responsible for any tasks assigned to it in the Company's Corporate Governance Policies.
3. The Committee shall oversee compliance with the Company's Corporate Governance Policies and Code of Ethics and Business Conduct and report on such compliance to the Board. The Committee shall also review and consider any requests for waivers of the Company's Corporate Governance Policies or Code of Ethics and Business Conduct for the Company's directors, executive officers and other senior financial officers, and shall make a recommendation to the Board with respect to such request for a waiver.

4. The Committee shall review potential conflicts of interest involving directors and shall determine whether such director or directors may vote on any issue as to which there may be a conflict.
5. The Committee shall review all related party transactions and determine whether such transactions are appropriate for the Company to undertake. If so, the Committee is authorized to approve such transactions.

Director Orientation and Continuing Education

The Committee shall oversee and periodically review the director education policy and the orientation program for incoming directors.

Reporting to the Board

1. The Committee shall report to the Board periodically. This report shall include a review of any recommendations or issues that arise with respect to Board or committee nominees or membership, Board performance, corporate governance or any other matters that the Committee deems appropriate or is requested to be included by the Board.
2. At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
3. The Committee shall annually review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Authority

The Committee has the sole authority to retain and terminate any advisors, including legal counsel and search firms assisting the Committee in identifying director candidates. The Committee shall also have sole authority to approve all such search advisor's fees and other retention terms.

The Committee may delegate its authority to subcommittees or the Chairman of the Committee when it deems appropriate and in the best interests of the Company.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Committee shall meet regularly in Executive Session. The Chairman of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.