

MSCI Inc.
A Delaware corporation
(the “Company”)

Compensation & Talent Management Committee Charter
(As Amended and Restated October 26, 2016)

Purpose and Scope

The Compensation & Talent Management Committee (the “Committee”) is created by the Board of Directors of the Company (the “Board”) to discharge the responsibilities relating to compensation of the Company’s executive officers, oversee and set compensation for the Company’s directors, to review and discuss with the Company’s management the Compensation Disclosure & Analysis (“CD&A”) to be included in the Company’s annual proxy statement and determine whether to recommend to the Board that the CD&A be included in the annual proxy statement, to oversee plans for management development and succession, to review and assess the risks arising from the Company’s compensation policies and to exercise and perform the authority, duties and responsibilities set forth in this charter. The Committee shall have the authority and membership and shall operate according to the procedures provided in this charter.

Membership

The Committee shall consist of at least three members and shall be comprised solely of independent directors meeting the independence requirements of the New York Stock Exchange. In addition, members must also qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, and satisfy the requirements of “outside directors” pursuant to Section 162(m) of the Internal Revenue Code. Committee members shall be appointed by the Board and may be removed by the Board at any time. 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:

Compensation Policies and Plans

The Committee shall review the Company’s compensation strategy and review and approve the Company’s compensation and benefits policies generally (subject, if applicable, to shareholder ratification), including reviewing and approving any incentive-compensation and equity-based plans of the Company that are subject to Board approval, including making grants thereunder. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of executive officers and other employees of the Company and any other factors that it deems appropriate. The Committee shall report the results of such review and any action it takes with respect to the Company’s compensation and benefits policies to the Board.

Executive Compensation

1. The Committee shall review and approve for the CEO and each of the Company's other executive officers his or her (i) annual base salary level, (ii) annual incentive compensation, (iii) long-term incentive compensation, (iv) employment, severance and change-in-control agreements, and (v) any other compensation, ongoing perquisites or special benefit items. In so reviewing and approving executive officer compensation, the Committee shall, among other things:
 - (a) identify, review and approve corporate goals and objectives relevant to executive officer compensation;
 - (b) evaluate each executive officer's performance in light of such goals and objectives and set each executive officer's compensation based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation, market trends, benchmarking and share dilution);
 - (c) determine any long-term incentive component of each executive officer's compensation based on the Company's performance, shareholder return and the value of similar incentive awards relative to such targets at comparable companies and such other factors as the Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation, market trends, benchmarking and share dilution);
 - (d) review and approve the Company's compensation peer group as reported in the CD&A included in the Company's annual proxy statement, to the extent applicable; and
 - (e) consider and recommend to the Board the frequency of the Company's advisory vote on executive compensation.
2. The Committee may delegate to one or more officers of the Company the authority to make grants and awards of stock rights or options to any non-Section 16 officer of the Company under such of the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate, in accordance with the terms of such plans and consistent with Section 157(c) of the Delaware General Corporation Law.
3. The Committee shall review and approve and advise the Board on any employment agreement, new hire award or new hire payment proposed to be made with or to a proposed or current executive officer.

Director Compensation

The Committee shall review every two years and recommend to the Board, when appropriate, compensation (including stock option grants and other equity-based compensation) for the Company's directors. In so reviewing and recommending director compensation, the Committee shall, among other things,

1. be guided by three goals: compensation should fairly pay directors for work required in a company of MSCI's size and scope; compensation should align directors' interests with the long-term interests of shareholders; and the structure of the compensation should be easy for shareholders to understand; and
2. evaluate the possibility that directors' independence may be compromised or impaired for Board or committee purposes if director compensation exceeds customary levels, if the Company makes substantial charitable contributions to an organization with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director (which consulting contracts or other indirect forms of compensation are expressly prohibited for Audit Committee members).

Management Succession

The Committee shall, in consultation with the Company's CEO, periodically review the Company's management succession planning, including policies for CEO selection and succession in the event of the incapacity, retirement or removal of the CEO, and evaluations of, and development plans for, any potential successors to the CEO.

Talent Management

The Committee shall assist in Board oversight of the Company's talent management process. In fulfilling its duties, the Committee shall:

- (a) annually review talent management for the Company's CEO, other members of the Executive Committee and, from time to time, other key talent, as the Committee may determine in its discretion;
- (b) periodically evaluate open senior management roles and future talent needs; and
- (c) annually review the Company's diversity and inclusion programs including their key performance metrics.

Disclosure

The Committee shall review and discuss the Company's CD&A with management and provide a recommendation to the Company's Board regarding the inclusion of the CD&A within the Company's proxy statement or Form 10-K. The Committee shall also prepare the Compensation &

Talent Management Committee Report required by SEC rules to be included in the Company's annual proxy statement or Form 10-K.

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 Company compensation and benefits policies, executive officer compensation, management succession planning and 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. Annually, the Committee shall review and assess the adequacy of this charter and recommend any proposed changes to the Board.

Risk Assessment

The Committee shall review and assess risks arising from the Company's compensation policies and practices for its employees and whether any such risks are reasonably likely to have a material adverse effect on the Company.

Advisors

The Committee has the sole authority to retain and terminate any advisor as well as the discretion to otherwise obtain the advice of an advisor, including any legal advisor or compensation consultant assisting the Committee in the evaluation of CEO, executive officer or director compensation, and has sole authority to approve all retention terms of any advisor retained by the Committee, including such advisor's fees. The Committee shall be directly responsible for the oversight of any advisor retained by the Committee and shall annually evaluate the performance of such advisor. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any advisor retained by the Committee. The Committee may select any advisor, or receive advice from any other advisor to the Committee, only after taking into consideration all factors relevant to that person's independence from management, including those independence factors enumerated by the rules of the New York Stock Exchange.

Authority

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

The Committee may delegate its authority hereunder relating to employees other than executive officers and directors, to the extent it deems appropriate and consistent with law and customary practice, and may otherwise fully delegate authority relating to matters it deems to be ministerial.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. 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. The Committee shall meet regularly in Executive Session. In consultation with management, the Committee shall discuss the process to ensure all responsibilities are addressed throughout the year. No executive officer should attend that portion of any meeting where such executive's performance or compensation is discussed, unless specifically invited by the Committee. The CEO may not be present during voting or deliberations related to his or her compensation.