

# Morningstar, Inc.

## Corporate Governance Guidelines

As amended and in effect on May 9, 2025

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## 1. Purpose

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “Board”) of Morningstar, Inc. (“Morningstar”) to recognize the importance of good governance to Morningstar and its shareholders and to guide the board in its objective of enhancing shareholder value over the long term. The Board intends that the guidelines serve as a flexible framework, not as a set of binding legal obligations, and they should be interpreted in the context of all applicable laws and regulations, Morningstar’s by-laws, articles of incorporation, and other governing documents as in effect from time to time. The guidelines are subject to future refinement or changes as the board may find necessary or advisable for Morningstar in order to achieve these objectives.

## 2. Board Composition and Selection, and Independent Directors

### A. Board Size

The Board believes that a board of directors consisting of seven to 12 members is an appropriate size based on Morningstar’s present circumstances. The Board periodically evaluates whether a larger or smaller slate of directors would be preferable.

### B. Selection of Board Members

All members of the Board are elected annually by Morningstar’s shareholders, except as noted below with respect to vacancies. Each year prior to Morningstar’s annual meeting, the Board nominates a slate of directors for election by shareholders. The Board’s nominations are based on its determination (using advice and information supplied by the Nominating and Corporate Governance Committee) as to the suitability of each individual, and the slate as a whole, to serve as directors of Morningstar, taking into account the membership criteria discussed below.

The Board will also consider director candidates proposed by shareholders. All applications, recommendations or proposed nominations for board membership received are referred to the Nominating and Corporate Governance Committee. Nominations made other than by the Board are subject to the regulations set forth in Morningstar’s by-laws.

The Board may fill vacancies in existing or new director positions. Directors appointed by the Board to fill vacancies serve until the next meeting of shareholders at which directors are to be elected.

### **C. Board Membership Criteria**

The Nominating and Corporate Governance Committee works with the Board to determine the appropriate characteristics, skills, and experience required for the Board as a whole and for its individual members. A candidate's skills, qualifications and experience in the following areas are considered particularly relevant: chief executive officer and other leadership positions; business development and operations; accounting, finance and M&A; client relations and insights; governance and regulatory compliance; talent management and compensation; technology; and industry experience (e.g., asset management and advisory, retirement, private Investments and credit ratings). In evaluating the suitability of individual board candidates, the Board and the Nominating and Corporate Governance Committee shall take into account factors such as the individual's general understanding of disciplines relevant to the success of a publicly traded company; understanding of Morningstar's business; education and professional background, including current employment and other board memberships; reputation for integrity; and any other factors they consider to be relevant. The priorities and emphasis of the Nominating and Corporate Governance Committee and the Board with regard to these factors change from time to time to take into account changes in Morningstar's business and other trends, as well as the portfolio of skills and experience of current and prospective directors.

The Board evaluates each individual in the context of the Board as a whole, with the objective of recommending a group that can best perpetuate the success of the business and represent shareholder interests through the exercise of sound judgment, using its different experiences and skills. In determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee also considers the director's past attendance at meetings, participation in and contributions to the activities of the Board, independence and any actual or perceived conflicts of interest, and willingness to serve.

### **D. Director Responsibilities**

The business of Morningstar is managed under the direction of the Board, the primary responsibility of which is to provide oversight, counseling, and direction to our management team in the long-term interests of Morningstar and its shareholders.

Responsibility for the everyday affairs lies with the Chief Executive Officer of Morningstar ("CEO") and other members of management. The CEO and management are responsible for seeking the advice and, in appropriate situations, the approval of the Board with respect to certain extraordinary corporate actions.

The Board's responsibilities include, but are not limited to: selecting and regularly evaluating the performance of the CEO, planning for CEO succession and monitoring succession planning for other senior executives, overseeing the conduct of our business to evaluate whether the business is being properly managed, including review of the strategic plan, risk oversight, and overseeing the processes for maintaining the integrity of our financial statements and other public disclosures and compliance with law and ethics.

Directors should exercise their business judgment to act in what they reasonably believe to be in the best interests of Morningstar and its shareholders, and to conduct themselves in accordance with their duties of care and loyalty.

Directors are expected to attend board meetings and meetings of the committees on which they serve, and to spend the time needed to carry out their responsibilities as directors, including meeting as frequently as necessary to properly discharge those responsibilities. Directors are also expected to review in advance all materials for the meetings of the Board and the committee(s) on which they serve and stay up to date on industry trends.

Directors are expected to attend the annual meeting of shareholders.

### **E. Board Composition - Mix of Management and Independent Directors**

The Board believes that, except during periods of temporary vacancies, a substantial majority of its directors must be independent. In determining the independence of a director, the Board will apply the definition of "independent director" in the Nasdaq Stock Market listing rules and applicable law and regulations. A subsequent determination that any member of the Board does not satisfy the

foregoing requirements shall not invalidate any action theretofore taken by the Board except to the extent required by law or determined appropriate to satisfy any regulatory standards.

**F. Term Limits**

The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they can also result in the loss of the contribution of directors who have been able to develop, over a period of time, increasing insight into Morningstar and its operations and, therefore, provide an increasing contribution to the Board as a whole. The Board believes that, as an alternative to term limits, the Board can continue to evolve and adopt new viewpoints through the participation of new directors. In that regard, the Nominating and Corporate Governance Committee and the Board should consider each member's length of service and openness to new ideas when considering the appropriate slate of candidates to recommend for nomination.

**G. Retirement Policy**

No person shall be eligible to stand for election or re-election to the Board if such person shall have reached the age of 73, provided, however, this retirement policy shall not apply until such person has completed ten years of service as a director by the first annual election after (or at which) such person reaches the age of 73. This mandatory retirement age would apply only after a director has reached his or her ten-year anniversary on the Board. On the recommendation of the Nominating and Corporate Governance Committee, the Board may waive this requirement for any director if deemed in the best interests of Morningstar.

**H. Directors with Significant Job Changes**

The Board believes that any director who discontinues or changes his or her present employment, or who materially changes his or her position, should promptly tender a written offer of resignation to the Board. The Nominating and Corporate Governance Committee shall then evaluate whether the Board should accept the resignation based on a review of whether the director continues to satisfy the Board's membership criteria in light of his or her changed circumstances. At the first board meeting held after the meeting where such offer is received, the Nominating and Corporate Governance Committee shall recommend to the Board whether to accept or decline to accept the resignation. It is not the expectation of the Board that directors who offer to resign should necessarily leave the Board.

**I. Selection of CEO and Chairman**

The Board is responsible for determining the roles of the chairman of the Board and CEO in the manner that it determines to be in the best interests of Morningstar's shareholders and, in particular, whether a single person can serve as both chairman and CEO. In some circumstances there can be great value in having separate individuals serve as chairman and CEO, while in other circumstances having the same person serve as both chairman and CEO can be in the best interest of Morningstar and its shareholders, given the nature and size of the business, management needs, the composition of the Board, and other considerations.

**J. Limitation of Other Board Service**

Directors who are currently serving as the chief executive officer or other executive officer of a public company may serve on a total of no more than three public company boards, *including* Morningstar's. Directors who are not currently serving as the chief executive officer or other executive officer of a public company may serve on no more than four public company boards, *including* Morningstar's.

**K. Charitable Contributions**

Morningstar may on occasion make contributions to charitable organizations with which a director is affiliated. All such contributions shall be reasonable in amount. No contribution shall be made if to do so would cause the director to no longer be considered an "independent director" within the meaning of the Nasdaq Stock Market listing rules and applicable law and regulations.

#### **L. Conflicts of Interest**

All directors must comport with the following conflicts of interest procedures. If an actual or potential conflict of interest develops for any reason, including, without limitation, because of a change in the business operations of Morningstar or a subsidiary, or in a director's circumstances, the director should immediately report such matter to the Chief Legal Officer ("CLO"), however titled, of Morningstar for evaluation. The CLO shall have the discretion to report any or all such actual or potential conflicts to the Chair of the Nominating and Corporate Governance Committee for review and determination, but is required to report to the Chair of the Nominating and Corporate Governance Committee all such conflicts that are material. For purposes of this policy, an actual or potential conflict of interest is considered to be material if it would require proxy statement disclosure as a related party transaction or if it involves a relationship with a competitor of Morningstar. Any related party transaction should be reviewed in accordance with Morningstar's related party transaction procedures. If a significant conflict cannot be resolved, the director may be required to resign. If a director has a personal interest in a matter before the board, the director must disclose the interest to the Board, excuse himself or herself from participation in the discussion, and not vote on the matter.

### **3. Board Meetings and Involvement of Senior Management**

#### **A. Board Meetings – Agenda**

The Chair of the Nominating and Corporate Governance Committee shall work with the Chairman of the Board and CEO to set the agenda for each board meeting, and this agenda will be distributed in advance to each director. The Chairman of the Board and CEO shall, as appropriate, solicit suggestions from other directors as to agenda items for Board meetings. Any Board member may raise at any Board meeting additional items that are not on the agenda for the meeting.

#### **B. Advance Distribution of Materials**

All information relevant to the Board's understanding of matters to be discussed at an upcoming board meeting should be distributed in an accessible format, including electronically through the use of an electronic board portal, to all members in advance, whenever feasible and appropriate. This will help facilitate the efficient use of meeting time. In preparing this information, management should ensure that the materials distributed are as concise as possible, yet give directors sufficient information to make appropriate inquiries and informed decisions. The Board acknowledges that certain items to be discussed at Board meetings may be of an extremely sensitive nature and that the distribution of materials on these matters prior to Board meetings may not be appropriate.

#### **C. Access To Employees**

The Board should have access to Morningstar employees, without senior management present, in order to ensure that directors can ask all questions and ascertain all information necessary to fulfill their duties. In addition, management is encouraged to invite Morningstar personnel to Board meetings at which their presence and expertise would help the Board have a better understanding of matters being considered.

#### **D. Executive Sessions of Independent Directors**

The independent directors of Morningstar will meet regularly in executive session, i.e., with no management directors or other members of management present. These executive session discussions may include such topics as the independent directors determine. During these executive sessions, the independent directors shall have access to members of management, outside advisors and other guests as the independent directors determine.

## 4. Performance Evaluation, Succession Planning and Compensation

### A. Annual CEO Evaluation

The Chair of the Nominating and Corporate Governance Committee shall lead a review at least annually of the performance of the CEO and report findings to the Board. The results of this review are also communicated to the CEO.

### B. Succession Planning

As part of the annual officer evaluation process, the Nominating and Corporate Governance Committee shall lead the Board's annual review of, and make recommendations to the Board regarding a succession plan for the CEO, as well as develop plans for interim succession for the CEO in the event of an unexpected occurrence. Succession planning may be reviewed more frequently by the Board as it deems warranted.

### C. Board Self-Evaluation

The Nominating and Corporate Governance Committee is responsible for facilitating an annual evaluation of the performance of the full Board and presenting a summary of the results to the Board. The Nominating and Corporate Governance Committee's summary should generally include an identification of areas in which the Board could improve its performance.

### D. Director Compensation

Morningstar management should periodically report to the Compensation Committee or the full Board as to how Morningstar's director compensation practices compare with those of comparable public companies. The Compensation Committee shall lead the Board, as necessary, in reviewing its director compensation practices and considering whether changes to such practices are appropriate. No non-employee director shall receive any compensation from Morningstar other than his or her compensation as a director.

## 5. Committees

### A. Number and Type of Committees

The Board has three committees – an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. The Board may add new committees or remove existing committees as it deems advisable in the fulfillment of its primary responsibilities. Each committee operates according to a written charter, each of which is approved by the Board. Each committee will perform its duties as assigned by the Board in compliance with Morningstar's by-laws and articles of incorporation and the applicable committee charter, as in effect from time to time. Key committee duties are described briefly as follows:

- i. *Audit Committee.* The Audit Committee oversees Morningstar's accounting and audit processes and internal control function. The committee is directly responsible for the appointment, compensation, retention, and oversight of Morningstar's independent auditors.
- ii. *Compensation Committee.* The Compensation Committee (i) discharges the Board's responsibilities relating to compensation of the CEO and other executive officers and (ii) reviews and recommends to the Board compensation plans, policies, and programs intended to attract, retain, and appropriately reward employees.
- iii. *Nominating and Corporate Governance Committee.* The Nominating and Corporate Governance Committee is responsible for identifying, evaluating, and recommending to the Board individuals qualified to be directors of Morningstar and developing and recommending to the Board policies and practices with respect to corporate governance.

### B. Composition of Committees and Committee Chairs

The Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee are composed solely of independent directors. In determining the independence of a director, the board will apply the definition of "independent director" in the Nasdaq Stock Market listing rules and applicable law and regulations, including the requirements of the Securities and

Exchange Commission ("SEC"). A subsequent determination that any member of a committee does not satisfy the foregoing requirement shall not invalidate any action theretofore

taken by the committee except to the extent required by law or determined appropriate to satisfy any regulatory standards. The Board is responsible for the appointment of committee members and committee chairs according to criteria that it determines to be in the best interest of Morningstar and its shareholders.

**C. Committee Meetings and Agenda**

The chair of each committee is responsible for developing, together with relevant Morningstar managers, the committee's general agenda and objectives and for setting the specific agenda for committee meetings. The chair and committee members will determine the frequency and length of committee meetings consistent with the committee's charter. The agendas, materials, and meeting minutes of each committee are made available to the full Board, and other members of the Board may attend committee meetings.

**D. Committee Annual Performance Evaluation**

Each of the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee separately conducts an annual evaluation of its performance relative to the requirements of its charter and reports its conclusions to the Board.

## 6. Miscellaneous

**A. Ability to Retain Outside Advisors**

The Board will have all resources and authority necessary to discharge its duties, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate.

**B. Orientation for New Board Members**

The Nominating and Corporate Governance Committee is responsible for oversight of the orientation process for new directors. This process includes orientation as to Morningstar and the Board's culture, background material on strategies, competition, and financial history, technology demonstrations, meetings with senior management, and visits to Morningstar facilities.

**C. Director Education**

Morningstar will, as appropriate, make available educational programs for directors.

**D. Review of Governance Guidelines**

The Board will periodically review these guidelines, as well as consider other corporate governance principles that may, from time to time, merit consideration by the Board.

**E. Stock Ownership Requirements**

Each director of Morningstar is required to hold either (a) an aggregate number of shares of Morningstar common stock with a value of \$5,000,000, or (b) an aggregate number of shares of Morningstar common stock and vested Morningstar restricted stock units that is greater than or equal to 25% of the total number of shares of Morningstar common stock attributable to Morningstar restricted stock units or performance shares that he or she has been granted that became vested after May 2, 2005 or, if later, the date on which he or she became a director.

For the purpose of these guidelines, directors shall be deemed to hold any shares of Morningstar common stock that they beneficially own for purposes of Section 16(b) under the Securities Exchange Act of 1934, as amended.

**F. Shareholder Communications Process**

It is Morningstar's policy that management speaks for Morningstar. Board members are expected to maintain appropriate confidentiality regarding matters discussed in Board and committee meetings. The Board, based on the recommendation of the Nominating and Corporate Governance Committee, will provide a process for Morningstar's shareholders to send communications to the Board. Such communications process, along with the identity of the directors to whom shareholders can send communications and other relevant information, will be described in the proxy statement relating to Morningstar's annual meeting of shareholders. The Board will review such shareholder communications process from time to time and implement such changes, if any, as it deems appropriate.

**G. Public Disclosure of Corporate Governance Guidelines**

Morningstar posts on its website copies of the current version of these guidelines, Morningstar's Code of Ethics (and any other code of ethics required by the SEC or an exchange on which Morningstar's stock is listed) and the charters of the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee, and discloses in its annual report that such information is available on its website or in print to any shareholder upon request.