



COMPENSATION COMMITTEE CHARTER

December 8, 2020

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 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

The Committee shall meet at least four times per year.

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 AND FUNCTIONING CRITERIA

1. The Committee shall be comprised of a minimum of three and maximum of five independent directors.
2. A quorum for the transaction of business at any Committee meeting shall consist of a majority of currently appointed members of the Committee.
3. 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.
4. Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee.
5. 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.
6. The Committee Chair may invite other directors of the Board or management to attend any Committee meeting as may be appropriate as a non-voting participant.