



GOVERNANCE & NOMINATING COMMITTEE CHARTER

December 8, 2020

A. OVERALL RESPONSIBILITIES OF THE COMMITTEE

The Governance & Nominating 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. corporate governance practices, principles, guidelines and related policies;
2. nomination of candidates for election or appointment to the Board;
3. appointment of directors to Board Committees;
4. composition and evaluation of the Board and Board Committees; and
5. matters relating to integrity and ethics.

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. Corporate Governance:

General Governance Matters

- a) Review and recommend to the Board for approval:
 - (i) the Company's approach to corporate governance, including practices, principles, guidelines and policies related to the approach, monitor compliance and report exceptions to the Board;
 - (ii) significant corporate policies, and material amendments to such policies, addressing communication, disclosure and confidentiality of corporate or material information and monitor compliance and report exceptions to the Board; and
 - (iii) the required capabilities, expectations and responsibilities of directors, including basic duties and responsibilities with respect to attendance at Board meetings and advance review of meeting materials.
- b) Regularly review the Board Charter and the Charters for Board Committees, considering input from the Board and the relevant Board Committees, and recommend to the Board for approval any required Charters or revisions.

- c) Review communication and disclosure of the Company's corporate governance practices and compliance with governance guidelines and any applicable regulatory or securities law.
- d) Monitor independence of individual Board members.
- e) Monitor the number of Boards each director serves on to ensure that individual directors are not overboarded, in alignment with best practices.
- f) Approve policies, and material amendments to such policies, regarding the reimbursement of director expenses incurred while conducting the business of the Board and its Committees or advancing the interests of ISC.

Orientation and Continuing Education

- g) Approve policies, and material amendments to such policies, regarding orientation, training and continuing education of directors so that they may maintain and enhance their skills and abilities as directors and to ensure that their knowledge and understanding of the Company's business remains current.
- h) Take reasonable steps to ensure that all new directors receive a comprehensive orientation so that each director fully understands the nature and operations of the Company's business, the role of the Board and the Board Committees and the contribution that each director is expected to make including, in particular, the commitment of time and resources that the Company expects from its directors.

2. Nomination of Directors:

- a) On an annual basis, recommend to the Board for approval the competencies and skills the Board, as a whole, should possess; and
- b) assess the competencies and skills of existing directors and provide a report to the Board.
- c) In consultation with the Board Chair, Board and the Chief Executive Officer, on an ongoing basis, identify individuals qualified to become new directors, based on:
 - (i) the personal attributes and qualifications of potential candidates, including their experience, expertise and industry knowledge;
 - (ii) any legal requirements, including those related to director independence and financial literacy; and
 - (iii) the Board succession plan.
- d) Identify and recommend to the Board for approval the proposed candidate(s) for nomination for election to the Board at the next annual meeting of the shareholders of the Company or for appointment to fill any vacancy that is anticipated or has arisen on the Board. In making its recommendation, the Committee shall assess and consider:
 - (i) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
 - (ii) the competencies and skills that the Committee considers each existing director to possess;

- (iii) the competencies and skills each new nominee will bring to the boardroom;
- (iv) the ability of each new nominee to devote sufficient time and resources to his/her duties as a director; and
- (v) the Board succession plan.

3. Composition and Evaluation of the Board and Board Committees:

- a) Review at least annually and recommend to the Board for approval:
 - (i) the size and composition criteria of the Board with a view to facilitating effective decision-making;
 - (ii) the creation, disbanding, size and composition criteria of Board Committees with a view to facilitating effective decision making;
 - (iii) the appointment to and removal of directors from each of the Board Committees; and
 - (iv) the appointment and removal of directors to serve as Chair and Vice-Chair to the Board and Chair to each of the Board Committees.
- b) Review and recommend to the Board for approval position descriptions for the Board Chair and each of the Board Committee Chairs.
- c) Establish criteria for and annually conduct an evaluation of some or all of: the Board, each Board Committee, the Board and Committee Chairs and individual directors, in order to assess the effectiveness of the Board as a whole, each Board Committee, the Board and Committee Chairs and the contribution of individual directors.
- d) Report to the Board the results of the evaluation of the Board and each Board Committee.
- e) In consultation with the Board Chair, develop an approach to Board succession planning and recommend to the Board for approval a Board succession plan with a particular focus on the succession of the Board Chair and Board Committee Chairs, considering the competencies and skills the Board, as a whole, should possess.

4. Integrity and Ethical Oversight:

- a) Review and recommend to the Board for approval any policy, and material amendments to such policies, and related disclosure, addressing corporate and individual integrity and ethical standards, including the Company's Code of Conduct, and take reasonable steps to monitor compliance.
- b) Review and report annually to the Board the findings of investigations of significant or material breaches of the Code of Conduct.
- c) Monitor, review and report to the Board on conflict of interest matters involving directors, as necessary, and if a conflict or a perceived conflict exists, determine the appropriate action required to remedy the conflict or perceived conflict and undertake appropriate responsive measures.

5. 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 evaluate 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 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.