



COMPENSATION COMMITTEE CHARTER

A. OVERALL RESPONSIBILITIES OF THE COMMITTEE

The Compensation Committee (the "Committee") shall assist the board of directors (the "Board") of Information Services Corporation (the "Corporation") in fulfilling its obligations and oversight responsibility for:

1. CEO appointment and performance;
2. executive compensation approach, framework and disclosure;
3. equity-based compensation 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 Corporation's Articles and By-Laws, the Committee has authority over the following areas of responsibility:

1. Compensation Framework and Disclosure:

- a) Review and recommend to the Board for approval any compensation approach and framework for the CEO and other executive officers, including material incentive compensation plans, taking into account the competitiveness and appropriateness of the Corporation's approach to CEO and executive officer compensation.
- b) Review and recommend to the Board for approval any equity-based compensation plans of the Corporation.
- c) Review and recommend to the Board for approval any grants to be made under any established equity-based compensation plans of the Corporation.
- d) Review executive compensation disclosure before the Corporation 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) Review and recommend to the Board for approval the corporate goals and objectives that the CEO is responsible for meeting relevant to CEO compensation.
- d) Review and recommend to the Board for approval the performance evaluation process for the CEO.
- e) Annually evaluate the CEO's performance in light of the corporate goals and objectives that the CEO is responsible for meeting relevant to CEO compensation and report results of the evaluation to the Board.
- f) Based on the results of the performance evaluation, annually review and recommend to the Board for approval the total compensation for the CEO.
- g) Review and recommend to the Board for approval:
 - (i) the succession plan for the CEO; and
 - (ii) the training and development approach for the CEO.

3. Other Executive Officer Compensation and Oversight:

- a) Approve and report to the Board the total compensation for other executive officers, based on the recommendation of the CEO, in accordance with any established compensation framework.
- b) Monitor, in consultation with the CEO, the appointment, allocation of responsibilities and approach to succession planning for other executive officers and report to the Board as required.

4. Director Compensation:

- a) On an annual basis, recommend to the Board for approval a compensation package for the directors of the Corporation.

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 it has undertaken.
- b) The Committee may perform any other activities consistent with this Charter, the Corporation's By-Laws and applicable law, as the Committee or the Board deems necessary or appropriate.

- c) The Committee may engage independent counsel and other advisors the Committee determines necessary to carry out its duties and the Committee may set and pay the compensation for any advisors employed by the Committee.
- d) 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 CRITERIA

1. The Committee shall be comprised of a minimum of three and maximum of five 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 to the Board directors for appointment to the Committee and the Chair of the Committee.
4. 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.
5. 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.