

**MSCI Inc.**

A Delaware corporation  
(the “Company”)

**Technology and Data Committee Charter**  
(Adopted June 2, 2026)

**Purpose**

The Technology and Data Committee (the “Committee”) is created by the Board of Directors of the Company (the “Board”) to assist the Board in fulfilling its oversight responsibilities relating to the Company’s technology and data strategies in support of the Company’s business, commercial and client objectives. This includes oversight of (1) the strategies underlying the Company’s technology and data initiatives, including the Company’s artificial intelligence (“AI”) initiatives; (2) the governance frameworks relating to technology and data, including governance of AI risks; and (3) the execution and performance of the Company’s technology and data strategies.

**Membership**

The Committee shall consist of at least three (3) members, a majority of whom shall be independent directors meeting the independence requirements of the New York Stock Exchange. The Governance and Corporate Responsibility Committee shall recommend nominees for appointment to the Committee initially and as vacancies or newly created positions occur, or as necessary. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Board shall designate the Chairperson of the Committee.

**Responsibilities**

Notwithstanding any duties and responsibilities set forth in this charter, the Board retains, in its discretion, approval of all actions covered by this charter. In addition, the Committee, in its discretion, may submit any matter, along with its recommendation with respect thereto, to the full Board for consideration and approval. In addition to any other responsibilities that may be assigned from time to time by the Board, the Committee is, on behalf of the Board, responsible for the following matters:

*Technology and Data Strategies*

1. The Committee shall oversee the Company’s technology and data strategies, and shall provide strategic guidance and feedback relating to:
  - a. major technology and data projects and initiatives;
  - b. the Company’s AI strategy and roadmap, including AI enablement and integration across the enterprise;

- c. the Company's technology and data planning and development process and investment plans to support the Company's growth, product development and client experience objectives;
- d. the Company's technology and data infrastructure, including the structuring of the Company's technology stack and data architecture;
- e. existing and future trends in the management of technology and data, including with respect to AI developments, emerging technologies and potentially disruptive technologies;
- f. the implications of external technology, data and AI developments for the Company's strategy, operations, products and client experience; and
- g. the strategic capabilities of the Company's technology and data functions.

#### *Technology, Data and AI Governance*

- 2. The Committee shall oversee, and shall provide guidance and feedback relating to:
  - a. the Company's governance frameworks and policies relating to technology and data, including use and integration of AI; and
  - b. risk considerations relating to the Company's technology and data strategies, including potential business and execution risks resulting from use and integration of AI and emerging technologies.

#### *Execution and Performance*

- 3. The Committee shall oversee management's execution of the Company's technology and data strategies in support of the Company's business, commercial and client objectives, and shall provide guidance and feedback relating to:
  - a. management's approach to scaling technology and data innovation and transformation, including AI-driven and AI-enabled initiatives;
  - b. management's execution roadmaps for material technology and data investments and initiatives supporting the Company's business strategy;
  - c. management's progress against such investments and initiatives;
  - d. relevant go-to-market strategies and execution related to the Company's material technology and data initiatives; and
  - e. strategic key performance indicators related to the foregoing.
- 4. The Committee shall review and discuss with management such other matters relating to the Company's technology and data strategies, governance and execution, including with respect to AI use and integration, as the Committee deems appropriate or as may be requested by the Board from time to time.

#### *Coordination with Other Committees*

- 1. The Committee shall oversee AI risks related to its review and oversight of the Company's technology and data governance frameworks. Examples include the

effectiveness of the Company's governance frameworks for approving AI tools and use cases or for assessing and mitigating quality risks such as AI hallucinations.

2. The Audit and Risk Committee (the "Audit Committee") shall retain oversight of enterprise risk management, including cybersecurity, technology-related risk incidents such as production failures and technology matters that may affect internal controls over financial reporting.
3. The Strategy and Finance Committee shall retain primary oversight of overall corporate strategy and material strategic transactions.
4. The Compensation, Talent and Culture Committee shall retain primary oversight of executive talent and succession (including for the Company's technology and data officers).
5. The Committee shall coordinate with each of the foregoing committees, and any other committee of the Board, with respect to matters that may fall within the responsibilities of more than one committee, such as consultation with the Audit Committee regarding the use of AI in connection with preparing the Company's financial statements.
6. The Chairperson of the Audit Committee shall be invited to attend meetings of the Committee as appropriate to facilitate coordination on risk matters of shared interest, and the Committee may invite any other Board member to attend meetings as it deems appropriate.

#### *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 the Company's technology and data strategies, governance and execution, or 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.

#### **Resources and Authority**

The Committee has the sole authority to (1) retain and terminate any advisors, including legal counsel and technology, data or other consultants, that it considers necessary or appropriate in carrying out its responsibilities and (2) 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 Committee may delegate its authority to subcommittees or the Chairperson of the Committee when it deems appropriate and in the best interests of the Company.

## **Procedures**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chairperson 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.

Unless otherwise stated herein or established by the Committee, the Committee shall be governed by the same procedural rules, including rules regarding meetings, actions without meetings, notices, and waivers of notice, as are applicable to the Board.