MSCI Inc.
A Delaware corporation
(the "Company")

Audit and Risk Committee Charter
(As Amended and Restated July 23, 2026)

Purpose

The Audit and Risk Committee (the "Audit Committee") is created by the Board of Directors of the Company to:

1. assist the Board of Directors (the "Board") in its oversight of:

    (a) the integrity of the financial statements of the Company and the financial information provided to the Company's shareholders;

    (b) the Company's internal controls over financial reporting and risk assessment and risk management;

    (c) the qualifications, independence and performance of the Company's independent auditor;

    (d) the performance of the Company's internal audit function;

    (e) the Company's enterprise risk management processes; and

    (f) compliance by the Company with legal and regulatory requirements; and

2. prepare the Audit Committee report that the Securities and Exchange Commission ("SEC") rules require to be included in the Company's annual proxy statement.

Membership

The Audit Committee shall consist of at least three (3) members. Each Audit Committee member shall be an independent director meeting the independence and experience requirements of the New York Stock Exchange ("NYSE"), the Company's Corporate Governance Policies and the SEC, including Section 10(A)(m)(3) of the Securities Exchange Act of 1934 ("Exchange Act"). Each Audit Committee member shall also be financially literate in accordance with NYSE requirements or must become financially literate in accordance with such requirements within a reasonable period of time after such individual's appointment to the Audit Committee. At least one Audit Committee member shall have accounting or related financial management expertise in accordance with NYSE requirements, and at least one Audit Committee member (who may also be the member with accounting or related financial management expertise) shall, in the judgment of the Board, be an "audit committee financial expert" as defined by the SEC. The Governance and Corporate Responsibility Committee shall recommend nominees for

appointment to the Audit Committee initially and as vacancies or newly created positions occur, or as necessary. Audit Committee members shall be appointed by the Board and may be removed by the Board at any time. The Governance and Corporate Responsibility Committee shall recommend to the Board, and the Board shall designate, the Chairperson of the Audit Committee.

No Audit Committee member may serve simultaneously on more than three public company audit committees, including the Company's, unless the Board determines that such simultaneous service will not impair the ability of the member to serve effectively on the Committee. Any such determination will be disclosed in the Board meeting minutes and in the Company's annual proxy statement.

Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Audit Committee is responsible for the following matters:

Independent Auditor

1. The Audit Committee shall be directly responsible for the appointment, compensation, retention, termination and oversight of the work of any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services on the Company's consolidated financial statements (subject, if applicable, to shareholder ratification). Each such accounting firm shall report directly to the Audit Committee.

2. The Audit Committee shall pre-approve the audit services and non-audit services (including fees and terms thereof) to be provided by the Company's independent auditor before the auditor is engaged to render such services or pursuant to pre-approval policies and procedures established by the Audit Committee. The Audit Committee may delegate its authority to pre-approve services to one or more Audit Committee members, provided that such designees present any such approvals to the full Audit Committee at the next Audit Committee meeting.

3. The Audit Committee shall review and approve the scope and staffing of the independent auditor's annual audit plans to ensure completeness of coverage, reduction of redundant efforts, the effective use of audit resources, and the use of independent public accountants other than the appointed independent auditors of the Company.

4. The Audit Committee shall evaluate the independent auditor's qualifications, performance and independence, and shall present its conclusions with respect to the independent auditor to the full Board on at least an annual basis and, if appropriate, recommend its discharge. As part of such evaluation, at least annually, the Audit Committee shall:

    (a) obtain and review a report or reports from the Company's independent auditor:

(i) describing the independent auditor's internal quality-control procedures;

(ii) describing any material issues raised by (i) the most recent internal quality-control review, or peer review, of the auditing firm or (ii) any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the auditing firm; and any steps taken to deal with any such issues;

(iii) describing all relationships between the independent auditor and the Company consistent with the applicable requirements of the Public Company Accounting Oversight Board (United States) ("PCAOB") regarding the independent auditor's communication with audit committees concerning the auditor's independence;

(iv) describing all other matters required by the PCAOB and SEC;

(b) assure that Section 10A of the Exchange Act has not been implicated;

(c) review and evaluate the senior members of the independent auditor team(s), particularly the lead partner and any other partners on the audit engagement teams, and ensuring required rotation of audit partners;

(d) consider whether the audit engagement team partners should be rotated more frequently than is required by law, so as to assure continuing auditor independence;

(e) consider whether the independent auditor should be rotated, so as to assure continuing auditor independence; and

(f) obtain the opinion of management and the internal auditors of the independent auditor's performance.

5. The Audit Committee shall establish policies for the Company's hiring of current or former employees of the independent auditor, and ensure the policies comply with any regulations applicable to the Company.

Internal Auditors

1. At least annually, the Audit Committee shall evaluate the performance, responsibilities, budget and staffing of the Company's internal audit function and review the internal audit plan. Such evaluation shall include a review of the responsibilities, budget and staffing of the Company's internal audit function with the independent auditor.

2. At least annually, the Audit Committee shall evaluate the qualifications and performance of the senior officer or officers responsible for the internal audit function of the

Company, and make recommendations to the Board and management regarding the responsibilities, retention or termination of such officer or officers.

3. As appropriate, the Audit Committee shall review summaries of material reports to management prepared by the internal audit function, management's responses and the status of associated remediation plans.

4. The Audit Committee shall ensure that the internal auditor and all employees performing the internal audit function shall have unrestricted access to the members of the Audit Committee and free and open access to information deemed necessary by them to perform their assessments.

Financial Statements and Disclosure

1. The Audit Committee shall meet to review and discuss with management and the independent auditor, in separate meetings if the Audit Committee deems it necessary:

   (a) prior to the filing of the Company's Form 10-K, the annual audited financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the determination as to whether to recommend to the Board that the audited financial statements be included in the Company's Form 10-K;

   (b) prior to the filing of the Company's Form 10-Q, the quarterly financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations";

2. As appropriate, the Audit Committee shall review with management, the internal auditors and the independent auditor, in separate meetings if the Audit Committee deems it necessary:

   (a) any analyses or other written communications prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative Generally Accepted Accounting Principles ("GAAP") methods on the financial statements;

   (b) the critical accounting policies and practices of the Company and critical audit matters reported to the Committee by the independent auditor;

   (c) related-party transactions and off-balance sheet transactions and structures;

   (d) any significant issues regarding accounting principles and financial statement presentations or alternative treatments of financial information, including any significant changes in the Company's selection or application of accounting principles;

(e) the effect of regulatory and accounting initiatives or actions applicable to the Company (including any SEC investigations or proceedings) on the financial statements of the Company; and

(f) any other contingent liabilities and risks that could be material to the Company or materially impact its financial statements.

3. The Audit Committee shall review, in conjunction with management, the Company's policies generally with respect to the Company's earnings press releases and with respect to financial information and earnings guidance provided to investors, analysts and rating agencies, including, in each case, the type of information to be disclosed and type of presentation to be made and paying particular attention to the use of non-GAAP financial information, including "pro forma" or "adjusted" measures.

4. The Chairperson of the Audit Committee may review any of the Company's financial information and earnings guidance provided to investors, analysts and ratings agencies and any of the Company's other financial disclosures, such as earnings press releases, as the Chairperson deems appropriate.

5. The Audit Committee shall, in conjunction with the CEO and CFO of the Company, review the Company's disclosure controls and procedures and the Company's internal control framework and the independent auditor's attestation thereto. The review of internal control over financial reporting shall include whether there are any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to affect the Company's ability to record, process, summarize and report financial information, any special audit steps adopted in light of material control deficiencies and any fraud involving management or other employees with a significant role in internal control over financial reporting.

6. The Audit Committee shall review and discuss with the independent auditor any problems or difficulties encountered in the course of the audit work of the independent auditor and management's response thereto, including those matters required to be discussed with the Audit Committee by the independent auditor under auditing standards and any regulations applicable to the Company, such as:

(a) any restrictions on the scope of the independent auditor's activities or on access to requested information;

(b) any accounting adjustments that were noted or proposed by the independent auditor but were "passed" (as immaterial or otherwise);

(c) any communications between the audit team and the audit firm's national office regarding auditing or accounting issues presented by the engagement;

(d) any management or internal control letter issued, or proposed to be issued, by the independent auditor; and

(e) any significant disagreements between management and the independent auditor.

7. The Audit Committee shall obtain a statement from the independent auditor that the audit was conducted in a manner consistent with PCAOB standards and applicable portions of Section 10A of the Exchange Act.

8. In connection with its oversight responsibilities, the Audit Committee shall be directly responsible for the resolution of disagreements between management and any auditor regarding the Company's financial reporting.

9. The Audit Committee shall prepare the Audit Committee report that the SEC rules require to be included in the Company's annual proxy statement.

Risk Management Matters

1. The Audit Committee shall periodically meet with management to review (i) the Company's key business risks, including its significant strategic, operational, regulatory, litigation, financial, technology and cybersecurity risk exposures, (ii) policies and practices with respect to risk governance, risk assessment and risk management, and (iii) the steps that have been taken to assess, monitor and control such risks. The General Counsel, Enterprise Risk Management Officer and Chief Information Security Officer, or individuals performing similar roles, shall regularly prepare reports to facilitate the Audit Committee's review of the above.

2. The Audit Committee shall establish procedures for:

   (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and

   (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

3. The Audit Committee shall review any complaints regarding accounting, internal accounting controls or auditing matters received pursuant to such procedures.

4. The Audit Committee shall, at least annually, review and approve on behalf of the Company, the Company's decision to enter into swaps that are exempt from exchange-execution and clearing under "end user exception" regulations established by the Commodity Futures Trading Commission, and review and discuss with management applicable Company policies governing the Company's use of swaps subject to the end-user exception.

5. The Audit Committee shall review and discuss with management the Company's enterprise risk management program including its risk governance framework and risk management practices that facilitate the identification, assessment, mitigation, and public reporting of risks that may affect the Company.

Legal and Regulatory Matters

1. The Audit Committee shall discuss with management, including the General Counsel, and with the independent auditor any correspondence with regulators or governmental agencies, any external or employee complaints or published reports, and legal and regulatory matters that raise material issues regarding the Company's financial statements or accounting policies and internal controls.

Tax Matters

1. The Audit Committee shall review and discuss tax strategy, policies, developments and other related matters with the Head of Tax.

Other Matters

1. At least annually, the Audit Committee shall evaluate the performance of and conduct a goals and talent review of the Company's finance function.

Reporting to the Board

1. The Audit Committee shall report to the Board regularly. This report shall include a review of any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the independence and performance of the Company's independent auditor, the performance of the internal audit function and any other matters that the Audit Committee deems appropriate or is requested to be included by the Board.

2. At least annually, the Audit Committee shall evaluate its own performance and report to the Board on such evaluation.

3. The Audit Committee shall annually review and assess the adequacy of this charter and recommend any proposed changes to the Board.

Authority

The Audit Committee has the authority to conduct investigations into any matters within its scope of responsibility and is authorized (without seeking Board approval) to retain special legal, accounting or other advisors and may request any officer or employee of the Company or the Company's outside counsel or independent auditor to meet with any members of, or advisors to, the Audit Committee.

The Audit Committee shall have available appropriate funding from the Company as determined by the Audit Committee for payment of: compensation to any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company; compensation to any advisors the Audit Committee chooses to engage; and ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Audit Committee may delegate its authority to subcommittees or the Chairperson of the Audit Committee when it deems appropriate and in the best interests of the Company.

Procedures

The Audit Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter, but not less frequently than quarterly. The Chairperson of the Audit 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. The Audit Committee shall meet regularly in Executive Session.

The Audit Committee shall meet separately, at least twice a year, with management, with internal auditors or other personnel responsible for the internal audit function and with the independent auditor.

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

Limitations Inherent in the Audit Committee's Role

It is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with GAAP and applicable rules and regulations. This is the responsibility of management and the independent auditor. Furthermore, while the Audit Committee is responsible for reviewing the Company's policies and practices with respect to risk assessment and management, it is the responsibility of the CEO and senior management to determine the appropriate level of the Company's exposure to risk.