



**S&P Global Inc.
Board of Directors**

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The primary purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of S&P Global Inc. (the “Company”) is to (i) identify individuals qualified to become Board members; (ii) recommend to the Board director nominees for election at the next Annual Meeting of Shareholders; (iii) advise and make recommendations to the Board with respect to matters of corporate governance; and (iv) develop and recommend a set of corporate governance principles for the Board.

II. COMPOSITION

- 1) Membership. The Board shall appoint a Committee comprised of at least three independent directors, each of whom, in the business judgment of the Board, meets the independence requirements established by the Board and applicable laws, regulations and requirements of the New York Stock Exchange.
- 2) Committee Chair. The Board shall appoint a Committee Chair with input from the Committee.
- 3) Election and Removal. Committee Members shall be elected and may be removed by the Board at any time.

III. AUTHORITY, OPERATIONS & PROCEDURES

- 1) Authority.
 - (a) The Committee shall have sole authority to retain and terminate any external advisors, including any search firm to identify director candidates, any compensation consultant to advise on Board compensation matters, and any legal counsel and other advisor, as it deems necessary to fulfill its responsibilities pursuant to this Charter and the Corporate Governance Guidelines. The Committee shall have sole authority to approve the fees and other retention terms of any such advisors, and the Company shall provide for payment of any such fees approved by the Committee.
 - (b) The Committee may form and delegate authority to subcommittees when it deems appropriate and in the best interests of the Company.
- 2) Operations & Procedures.
 - (a) The Committee shall hold at least three regular meetings each calendar year, with additional meetings to occur as determined by the Chair of the Committee.
 - (b) A majority of the Committee shall constitute a quorum for the transaction of business, and an act

of a majority of those present at any meeting at which there is a quorum shall be an act of the Committee.

- (c) The Committee shall meet periodically in executive session without Company management present.
- (d) The Chair of the Committee shall report to the Board on its activities.

IV. RESPONSIBILITIES

To fulfill its purpose, the Committee shall have the following responsibilities:

1) Director Nominations & Board Composition.

- (a) Criteria for Nomination. The Committee shall determine the appropriate skills, qualifications, characteristics and other criteria for identifying and evaluating directors, and recommend these criteria to the Board for approval.
- (b) Board Composition. The Committee shall consider Board composition, size and responsibilities of the Board and its Committees on an ongoing basis, and recommend any changes to the Board, to ensure the Board has the appropriate capabilities and range of skills, experience and perspectives.
- (c) Director Nominations. The Committee shall oversee the identification of individuals qualified to become directors, including recommending to the Board each year the director nominees for election to the Board at the next Annual Meeting of Shareholders and individuals to fill vacancies or newly created directorships on the Board that occur between annual meetings. The Committee shall consider the performance and contributions of incumbent directors for purposes of determining whether to recommend them for re-election to the Board.
- (d) Shareholder nominees. The Committee shall annually consider shareholder Board nominations, if the nomination complies with the advance notice, informational and other requirements set forth in the Company's By-Laws and applicable law.
- (e) Director Independence. The Committee shall review and make determinations regarding the independence of director nominees at least annually, or more frequently as needed, including consideration of enhanced independence criteria for Audit Committee and Compensation and Leadership Development Committee membership, and the assessment of other criteria, including financial literacy and financial expertise qualifications for Audit Committee membership.
- (f) Director Orientation and Education. The Committee shall oversee the orientation and continuing education programs for directors.
- (g) Director Resignations. The Committee shall review and recommend to the Board whether to accept any resignation tendered pursuant to the Company's Corporate Governance Guidelines.

2) Corporate Governance.

- (a) Board Succession Planning. The Committee shall oversee succession planning for the Board and key leadership roles on the Board and its committees.
- (b) Board Leadership Structure. The Committee shall annually review and recommend to the Board the Board leadership structure and one of the Board's members to serve as the Chair of the Board (or, if the Chair is not an independent director, the Lead Independent Director).

- (c) Committees of the Board. The Committee shall annually review and, after consultation with the Chair of the Board (or, if the Chair is not an independent director, the Lead Independent Director), recommend to the Board the Board committee structure and the assignment of directors and chairs to be appointed to each committee.
- (d) Corporate Governance Guidelines & Director Policies. The Committee shall annually review the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval. The Committee shall periodically review other governance-related documents and policies applicable to directors (including the Director Code of Business Ethics, the Non-Employee Director Stock Ownership Guidelines, and the Director Travel & Expenses Policy) and recommend any proposed changes to the Board as needed.
- (e) Related Party Transactions. The Committee shall review and approve or ratify potential related party transactions pursuant to the Company's Related Party Transaction Policy. The Committee shall annually review the Related Party Transactions Policy and recommend any proposed changes to the Board for approval.
- (f) Conflicts of Interest. The Committee shall review with the Board potential conflicts of interest involving directors, including whether such director or directors may vote on any issue as to which there may be a conflict.
- (g) Evaluation Process. The Committee shall establish and oversee, in coordination with the Chair of the Board, the performance evaluation criteria and process for the annual self-evaluations of the Board, its committees and individual directors.
- (h) Committee Performance & Charter Review. The Committee shall annually review its own performance and the adequacy of this Charter and recommend any proposed changes to the Committee's Charter to the Board for approval. The Committee shall also annually review the responsibilities of each Board committee as set forth in the committee charters and recommend any changes to the committee charters to the Board.
- (i) Annual Meeting of Shareholders. The Committee shall review the Company's proxy statement disclosures regarding the director nomination process and other corporate governance matters.
- (j) Shareholder Engagement. The Committee shall oversee the Company's shareholder engagement program.
- (k) Corporate Governance Trends. The Committee shall periodically review emerging corporate governance trends, best practices and related regulatory developments applicable to the Company, and report to the Board regarding such developments.
- (l) CEO Succession. In accordance with the Company's Corporate Governance Guidelines, on an annual basis, the Committee shall review with the Chief Executive Officer (the "CEO"), and report to the Board on, the CEO's recommendations concerning an emergency succession plan, as well as overall succession planning for the CEO.
- (m) Corporate Responsibility, Public Policy and Sustainability. The Committee shall oversee corporate responsibility, public policy and sustainability matters as they pertain to the Company's business and long-term strategy, including oversight of the Company's involvement in public policy and the political process, activities and reporting related to the Company's sustainability and corporate responsibility initiatives and related risks.
- (n) Risk Oversight. The Committee shall oversee risks related to the Company's governance structure, policies and processes.

- 3) Board Compensation. The Committee shall periodically review, assess, and recommend to the Board appropriate compensation and benefits, including cash and equity-based components, to be paid to the Company's non-employee directors.
- 4) Other Responsibilities. The Committee shall be responsible for any other tasks assigned to it in the Company's Corporate Governance Guidelines and shall undertake any other responsibilities that are delegated to it from time to time by the Board.

May 19, 2026