

S&P Global Inc.
Board of Directors

COMPENSATION AND LEADERSHIP DEVELOPMENT COMMITTEE CHARTER

PURPOSE

The Compensation and Leadership Development Committee's (the "Committee") role is to discharge the Board's responsibilities relating to the Company's total compensation philosophy and compensation of the Company's executive officers, the administration and adoption of plans and policies that govern the Company's compensation and benefit programs, oversight of development and succession plans for senior management and key executives, and to fulfill the responsibilities in this Charter.

COMPOSITION

- 1) Membership. The Board shall annually appoint a Committee comprised of at least three Directors.
- 2) Independence. Each member of the Committee shall:
 - a. Meet the independence requirements established by the Board and applicable laws, regulations and requirements of the New York Stock Exchange (the "NYSE");
 - b. Be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934; and
 - c. Be an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code (the "Code").
- 3) Chairperson. One of the members of the Committee shall be appointed by the Board to serve as the Committee's Chairperson.
- 4) Removal. The Board may remove any member from the Committee at any time.

AUTHORITY, OPERATIONS & PROCEDURES

- 1) Authority. The Committee shall have the resources and authority necessary to discharge its duties and responsibilities. Except as otherwise delegated by the Board or the Committee, the Committee will act on behalf of the Board.
- 2) Meetings. The Committee shall hold no less than three regular meetings in each calendar year and shall report on its actions and activities, as appropriate, to the Board.

- a. Additional meetings may occur as the Committee or its Chairperson deems advisable.
 - b. In addition to Committee members, meetings may be attended by the Chief Executive Officer (the “CEO”) or another member of management, as shall be designated by the CEO. However, no executive shall attend that portion of any meeting where such executive’s performance or compensation is discussed, unless specifically invited by the Committee.
 - c. The Committee shall meet periodically in executive session without Company management present.
 - d. 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.
- 3) Agenda and Minutes. The Committee shall cause to be kept adequate minutes of its proceedings.
- a. The Committee Secretary, a member of management approved by the Committee, shall prepare the agenda, distribute materials, keep Committee records, and prepare minutes of each Committee meeting and any action taken by unanimous consent, which minutes will be distributed to members of the Committee.
- 4) Delegations. The Committee may form and delegate authority to one or more subcommittees and may delegate authority to one or more designated members of the Committee.
- a. The Committee shall define a senior management, officer or grade level at and above which all compensation decisions must be approved by the Committee.
 - b. Below this level, the Committee shall approve the overall design of the total executive compensation program; however, the Committee shall delegate the discretion to approve individual compensation decisions to the CEO.
- 5) External Advisors. The Committee shall have complete authority to:
- a. Retain and terminate outside counsel, compensation consultants, accountants or other experts or consultants, as it deems appropriate, including sole authority to approve the fees and other retention terms of any such advisors and the Company shall provide for appropriate funding for payment of any such fees accrued and approved by the Committee;
 - b. Assess periodically (but no less frequently than as required by the rules of the Securities and Exchange Commission (the “SEC”) and the listing requirements of the NYSE) independence and any actual or potential conflicts of interest of such advisors in accordance with the rules of the SEC and the listing requirements of the NYSE;

- c. Evaluate the performance of any such advisors so appointed; and
- d. Commission any special studies or analyses, as it deems necessary to fulfill its Charter responsibilities and functions, and to assist it in evaluating CEO or senior management compensation.

RESPONSIBILITIES

Subject to the Corporate Governance Guidelines, the principal responsibilities of the Compensation Committee are:

1) CEO Compensation.

- a. Annually review and approve individual and corporate goals and objectives for the CEO in connection with CEO compensation.
- b. Meet, at least annually, with the CEO to discuss the CEO's self-assessment in achieving individual and corporate goals and objectives.
- c. Annually evaluate the CEO's performance in light of applicable established goals and objectives.
- d. Annually review and establish the CEO's total compensation.
 - i. In doing so, consider the results of the annual CEO performance evaluation, as required by the Corporate Governance Guidelines.
 - ii. In determining the long-term incentive component of the CEO's compensation, consider, without limitation, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the Company's CEO in past years.
 - iii. The CEO may not be present during deliberations or voting concerning the CEO's compensation.
- e. Recommend its determination and approval of CEO compensation to the other independent Directors of the Board for ratification.

2) Senior Management Compensation.

- a. Annually review and approve the CEO's recommendations for total compensation, including salary and cash and equity incentive compensation targets and awards, of the direct reports to the CEO and other senior executives in grade level 20 and annually review the CEO's recommendations for total compensation of other senior executives designated as members of the Company's operating committee, or its equivalent, who are below grade level 20.
- b. Review and approve hiring, retention and termination arrangements, including in connection with a potential or actual change in control of the

Company or a division, and/or deferred payment arrangements to be paid to officers and senior management for whom the Committee regularly approves compensation decisions.

- c. Administer and interpret the Key Executive Short-Term Incentive Compensation Plan, the Stock Incentive Plan, the S&P Dow Jones Indices Long-Term Cash Incentive Compensation Plan and any and all other compensation and benefit plans in which members of the senior management group participate, including special benefits and perquisites.

3) General Compensation Setting.

- a. Annually assess the structure and competitiveness of the Company's compensation levels (including, for the CEO and members of senior management) with the external marketplace based on broad competitive compensation survey data and/or a peer group approved for this purpose.
- b. Annually review and approve the companies used for assessing competitiveness of the Company's executive pay practices and pay levels, and monitor the Company's earned executive compensation levels and performance relative to this group.

4) General Compensation Oversight. Monitor and evaluate matters relating to the compensation structure of the Company, as the Committee deems appropriate, including:

- a. Establishing an overall total compensation philosophy statement for the Company and, thereafter, reporting to the Board, all matters concerning the Company's total compensation philosophy, including periodic reviews to ensure that the Company's compensation philosophy supports its objectives and shareholders' interests.
- b. Providing that the Company's executive compensation programs are appropriately competitive, support organization objectives and shareholder interests, create pay-for-performance linkage and are designed to enable it to recruit, retain and motivate a large group of talented and diverse executives.
- c. Making recommendations to the Board, as deemed appropriate, concerning amendments to and approval of the Key Executive Short-Term Incentive Compensation Plan and administering the plan.
- d. Monitoring the structure, operations and payments under division management incentive plans.

- 5) Equity and Benefit Plan Oversight. Monitor and evaluate matters concerning the equity and benefit plans of the Company, as the Committee deems appropriate, including:
 - a. Making recommendations to the Board, as deemed appropriate, concerning amendments to and approval of the Stock Incentive Plan and administering the plan.
 - b. Overseeing the structure, operations and payments under the S&P Dow Jones Indices Long-Term Cash Incentive Compensation Plan with respect to any participants who are executive officers of the Company.
 - c. Authorizing, amending or modifying the terms and provisions of any incentive, profit sharing, benefit, pension or similar plans affecting the Company and its employees that is administered by the Committee.
 - d. Appointing and removing plan administrators for the Company's retirement plans, as appropriate, and performing other duties that the Board may have with respect to the Company's retirement plans.
- 6) Development and Succession Planning.
 - a. Periodically review the succession and development plans for senior executives and other key executives below the direct reports to the CEO.
 - b. Annually review the Company's talent, diversity and organizational plans.
 - c. Act in an advisory capacity to the Board and to the CEO on all development matters relating to senior management and other key executives, including reviewing plans and programs for the development of such executives and the identifying and selecting candidates for senior officer positions.
- 7) Stock Ownership. Review and approve the Company's executive stock ownership guidelines and oversee stock retention and ownership levels, trading policies and anti-hedging and pledging policies applicable to executives under the Committee's purview.
- 8) Compensation Risk Review.
 - a. At least annually, evaluate the Company's compensation policies, programs and practices and those of its divisions in relation to risks inherent in the business.
 - b. Take reasonable steps to ensure that the various components of the compensation programs do not encourage unnecessary or imprudent risk-taking.
- 9) Disclosure and Shareholder-Related Matters.
 - a. Oversee the portions of the annual proxy statement pertaining to executive compensation, including the Company's Compensation Discussion and Analysis ("CD&A") and the various compensation and pension tables, and discuss with management.

- b. Based on the review and discussion, recommend to the Board that the CD&A be included in the Company's annual report or annual proxy statement; and produce an annual report of the Compensation Committee on executive compensation for the Company's annual proxy statement in compliance with and to the extent required by applicable SEC rules and regulations and the listing requirements of the NYSE.
 - c. Advise the Board on management proposals to shareholders on executive compensation matters and proposals received from shareholders on executive compensation matters under the Committee's purview.
 - d. Oversee shareholder communications on executive compensation matters, including shareholder votes on executive compensation, and assess the results of the Company's most recent advisory vote on executive compensation.
- 10) Section 162(m) of the Code. To the extent practicable and in the best interests of the Company, oversee the Company's compensation programs to preserve the tax deductibility of compensation paid to the CEO and other senior executives in grade level 20 pursuant to Section 162(m) of the Code and take any appropriate action to comply with Section 162(m) of the Code.
- 11) Compliance with Law. Oversee compliance with the requirements of laws and regulations applicable to the Committee and the executive compensation program applicable to officers and other members of senior management, including the Dodd-Frank Wall Street Reform and Consumer Protection Act.
- 12) Other Responsibilities.
- a. Annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
 - b. Annually review its own performance and report to the Board on the performance and effectiveness of the Committee.
 - c. Undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.

June 26, 2018