

## COMPENSATION COMMITTEE CHARTER

The Board of Directors (the "Board") of Gartner, Inc. (the "Company") has constituted a Compensation Committee (the "Committee") with authority, responsibility and specific duties as described in this Compensation Committee Charter (the "Charter"). The Company shall post this Charter on its website.

### **COMPOSITION**

The Committee will consist of not less than three (3) directors, each of whom meets (i) the independence requirements of the corporate governance listing standards of the New York Stock Exchange, as in effect from time to time that apply to compensation committee members (the "NYSE Standards"), and (ii) the definition of non-employee director under Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

The Board shall be required to affirmatively determine the independence of any director who will serve on the Committee and, in doing so, shall consider all relevant factors specifically relevant to determining whether a director has a relationship with the Company which is material to that director's ability to be independent from management in connection with the duties of a compensation committee member. Such factors shall include, but not limited to, (A) the sources of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director, and (B) whether such director is affiliated with the Company, or a subsidiary or affiliate of the Company.

The Board shall appoint the Committee members and the Chairperson of the Committee (the "Chairperson"), upon recommendation from the Governance/Nominating Committee of the Board, and shall have the power to remove a Committee member for any reason. If a Chairperson is not designated or present at a meeting of the Committee, the members of the Committee may designate a Chairperson by majority vote.

### **RESPONSIBILITIES AND FUNCTIONS**

The Committee's principal purpose is to assist the Board in discharging its responsibilities relating to compensation of the Company's executive officers (as defined for purposes of Section 16 under the Exchange Act) and matters related thereto. In furtherance of its objectives, the Committee shall:

- Review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer ("CEO").
- In consultation with the Governance/Nominating Committee (and any other independent directors as may be designated by the Governance/Nominating Committee), evaluate the CEO's performance in light of these goals and objectives.
- Determine and approve the CEO's compensation level based on this evaluation, either as a Committee or together with other independent directors (as directed by the Board). In determining the long-term incentive component of CEO compensation, the Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years and the terms of the CEO's employment agreement, if any.

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- Oversee the evaluation of the Company's other executive officers in consultation with the Governance/Nominating Committee (and any other independent directors as may be designated by the Governance/Nominating Committee), and determine and approve their compensation arrangements. In this regard, the Committee shall see that the Company's other executive officers are compensated effectively and in a manner consistent with the Company's articulated compensation strategy, internal equity considerations, competitive considerations and regulatory requirements.
- Provide recommendations to the Board on compensation-related proposals to be considered at the Company's annual meeting, including the frequency of advisory votes on executive compensation and advisory votes on executive compensation.
- Review and consider the results of any advisory vote on executive compensation.
- Review and approve stock ownership guidelines for the Company's executive officers.
- Periodically review and administer any Company clawback policies that allow the Company to recoup compensation paid to current and former employees of the Company.
- Review and approve the Company's compensation strategy to enable the Company to attract, retain and motivate key executives and employees who are critical to the long-term success, growth and profitability of the Company.
- Oversee administration of the Company's compensation programs, including, but not limited to, annual and long-term equity and other incentive plans, in a manner consistent with the Company's compensation strategy, including eligibility, target incentives and corporate financial goals.
- Make recommendations to the Board with respect to incentive compensation plans and equity-based plans and any revisions thereto, subject to shareholder approval where appropriate.
- At least annually review the Company's strategies, initiatives and programs related to human capital management, including with respect to matters such as talent recruitment, development and retention, workplace environment and culture, and diversity and inclusion.
- Carry out the Committee's duties and responsibilities as specified in Section 303A.05(c) of the NYSE Listed Company Manual, as in effect from time to time, including, but not limited to:
  - In its sole discretion, retaining or obtaining the advice of a compensation consultant, independent legal counsel or other adviser, but only after taking into consideration all factors relevant to that person's independence from management, including but not limited to those specified in the NYSE Standards; provided, however, that such independence assessment shall not pertain to in-house legal counsel;
  - Being directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by it;
  - Approving the fees and other terms of the retention of any compensation consultant, independent legal counsel or other adviser, and have appropriate funding authority for the paying for the services of any such adviser; and

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- Evaluating whether any conflicts of interest are raised by the work of compensation consultants involved in determining or recommending executive or director compensation, other than in-house legal counsel, and how such conflicts are being addressed.
- In consultation with the Governance/Nominating Committee, develop any compensation or equity-related policies required by law or otherwise deemed necessary or advisable, for approval by the Board, and implement same.
- Serve as the committee responsible for administering the various equity and, to the extent provided for under the plan documents, retirement plans of the Company, either directly or by delegation to management committees where appropriate and permissible.
- Except to the extent delegated to the CEO or subcommittees where appropriate, approve the grants and terms of equity awards under the Company's equity plans, subject to shareholder approval where appropriate.
- Review and discuss management's Compensation Discussion and Analysis and, if acceptable, recommend to the Board its inclusion in the Company's annual report on Form 10-K and proxy statement.
- Prepare the related Compensation Committee Report for inclusion in the Company's annual report on Form 10-K and proxy statement, in accordance with applicable rules and regulations of the Securities and Exchange Commission.
- Annually receive and review the report of management with respect to its risk assessment of the Company's compensation policies and practices in order to determine whether any such policies or practices are reasonably likely to have a material adverse effect on the Company.
- Review and approve the form and amount of compensation awarded to directors for service on the Board and committees of the Board, in consultation with the Governance/Nominating Committee, and approve the terms and award of stock compensation for members of the Board and its committees, subject to shareholder approval where appropriate.
- Form and delegate authority to subcommittees when appropriate.
- Make regular reports to the Board.
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

### EVALUATION

The Committee shall conduct an annual performance evaluation in light of its duties and responsibilities as set forth in this Charter and report its findings to the Governance/Nominating Committee, which shares the findings with the full Board.