

Mission

The role of the ISACA Compensation & Human Capital Management Committee (Committee) is to assist the ISACA Board of Directors' (Board) responsibilities relating to compensation of ISACA's CEO and executive direct reports of CEO (Company Executives), the adoption of policies that govern ISACA's compensation and benefit programs. This includes oversight on the administration of ISACA's equity compensation plans and review of strategies relating to, and costs and structure of, key employee benefit and fringe-benefit plans and programs. To fulfill the responsibilities in the Committee Charter (Charter), the committee also assists the Board in oversight of employee engagement within the Company, the development of succession plans for executive officers and other key executives through talent management policies and programs. The Committee seeks to ensure the competitiveness of ISACA compensation and related programs, while also avoiding practices that would encourage excessive or unnecessary spending by ISACA. The Committee shall perform its duties and responsibilities with the goals of ensuring that (a) the benefits and compensation practices of the Company are competitive and sufficient to attract, motivate and retain quality professional staff and (b) the Company's compensation programs adhere to a "pay for performance" philosophy, which is consistent with long-term corporate and shareholder interests, and does not encourage unnecessary or excessive risk-taking.

Membership

The Committee shall be comprised solely of members of the Board (Directors) who are not employees of ISACA. The Committee shall have at least three members and if one or more of the designated members is unable or unwilling to serve on the Committee, the Board will appoint another non-employee Director to the Committee in the unwilling or unable designated member's place. Each member of the Committee shall meet the independence standards as provided in the Governance Principles of the Board. At least one individual on the Committee must have direct experience in dealing with executive and CEO level compensation related matters in an organization that is reasonably comparable in size to ISACA. The committee must represent a mix of members that reflect sufficient tenure and understanding of ISACA's culture, history, and structure.

Committee members are appointed by the Board at the first Board Meeting after the Annual General Meeting and serve one-year terms or until the new Committee is appointed. The Board will also select the Chair and, optionally, a Vice Chair of the Committee. The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee. The Board may appoint additional members to the Committee at its discretion or remove any member from the Committee at any time with or without cause.

Meetings

The Committee shall meet as often as it determines is appropriate, but not less than four times per annum. Meetings may be in person or virtual. There must be at least three members of the Committee present to conduct a meeting. The Chair of the Committee or the Vice Chair (if the Chair is not available) shall preside at all meetings of the Committee and shall set the agenda.

The Committee will keep adequate minutes of its proceedings and shall report on actions taken and significant matters reviewed by the Committee to the Board at the next regularly scheduled Board meeting following a Committee meeting. In addition, summarized minutes from Committee meetings separately identifying monitoring activities from approvals shall be available to each Board member at least one week prior to the subsequent Board meeting. Committee members will be furnished with copies of the minutes of each meeting and may take any action by a majority vote of the members present for the meeting or by unanimous written consent, including by e-mail or other electronic means, of all members of the Committee.

The Committee shall provide the Board with regular reports of the activities and review with the Board any issues that arise with respect to the ISACA's compliance with legal or regulatory requirements or any other matter the Committee determines is necessary or advisable to report to the Board.

The Committee shall report on actions taken and significant matters reviewed by the Committee to the Board at the next regularly scheduled Board meeting following a Committee meeting.

Authority

The Committee has the authority to engage advisers when it deems appropriate, including approval of fees and terms of retention, with the prior permission of the Board, and shall be provided the necessary resources for such purposes. The Committee may ask for and obtain assistance from ISACA's legal counsel without prior approval from the board or CEO.

Any communications between the Committee and legal counsel while obtaining legal advice will be privileged communications of ISACA and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Except as otherwise delegated by the Board, the Committee will act on behalf of the Board with respect to compensation of ISACA Executives, the adoption of policies that govern ISACA's compensation and benefit programs, oversight of plans for ISACA Executive's development and succession, and to ensure compliance with regulatory bodies where applicable.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

Compensation and Benefit Programs

- Periodically review and approve a statement of ISACA's compensation philosophy, principles, and practices.
- Review the structure and competitiveness of ISACA's Executive compensation programs considering the following factors:
 - Attraction and retention of Company Executives
 - Motivation of Company Executives to achieve ISACA's objectives
 - Alignment of the interests of Company Executives with the long-term interests of ISACA
- Assist the Board in determining the annual goals and objectives of the CEO and administer and work with the Board to evaluate attainment of performance goals and take this into account for its recommendation of CEO compensation to the board.

- Establish the process to evaluate the CEO and Company Executives considering those goals and objectives, and determine their compensation based on this evaluation (subject to ratification by the Board).
- Review and recommend to the Board all short-term incentive compensation and long-term incentive benefits for the CEO and Company Executives for approval. Compensation for senior executives is made in consultation with the CEO. The CEO may not be present during deliberations or voting concerning the CEO's compensation.
- Review and approve the terms of the employment offer for new executives that report directly to the CEO prior to their hire.
- Review and approve annual and new Long-Term Incentive Plan awards.
- Review and approve the overall incentive compensation structure and pool for ISACA.
- Review and approve the overall average annual salary increase (excluding the CEO or executives who report directly to the CEO).
- Review and approve sales commission structure, on-target commissions and budgeted commissions. This does not include approving individual sales commissions.
- Review and approve changes in ISACA's qualified benefit plans that result in a material change in costs or the benefit levels provided.
- Review the compensation of any highly compensated employee that must be individually listed on ISACA's 990 tax return for the prior year, even if that employee is not the CEO or an executive reporting to the CEO.
- Review and approve any other material executive or employee compensation matters. This does not include business as usual hiring of non-executive employees.
- Review any proposed employment agreements, retention plans and severance arrangements to any executive officer of ISACA.
- Review and discuss with management the human capital management matters relevant to the ISACA's employees and, where applicable, independent contractors, including workplace health and safety, diversity and inclusion, culture and employee engagement, pay equity, and general approach to broad-based compensation, benefits, and employee growth and development practices, and

- periodically review the ISACA's employment and workplace conduct practices that relate to the ISACA's values and desired cultural environment.
- Oversee risks associated with the ISACA's compensation policies and practices. Annually review whether such policies and practices are reasonably likely to have a material adverse effect on the ISACA.

Oversight of Compensation Consultant and Other Advisors

- Retain and terminate compensation consultants, outside counsel, or other advisors or experts who advise the Committee, as it deems appropriate, including recommending approval of fees and other retention terms to the board for approval.
- Evaluate the independence of the compensation consultant and other counsel or advisors engaged by the Committee in accordance with applicable regulations and typical industry practice before selecting them.

Management Development, Culture, Conduct and Succession Planning

- Periodically review and approve a written talent management program that supports development, recruitment and succession planning for Company Executives.
- Review the succession plan for the CEO and make any recommendations on the plan to the Board.
- Periodically review ISACA's culture including review of thematic feedback from employees and cultural initiatives, and review reports from management about significant conduct issues and any related employee actions, including, but not limited to, compensation actions.

Disclosure

- Based on the review and discussion, recommend to the Board what parts of ISACA's Compensation, Discussion and Analysis should be included in ISACA's annual report.

Board Compensation

- Periodically review any compensation paid to non-employee directors and make recommendations to the Board for any adjustments.

- Ensure that no member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as a director.

Other Responsibilities

- Maintain oversight and compliance with applicable bylaws, laws, and regulations, as they relate to compensation and employee matters.

Charter Review and Committee Evaluation

- The Committee will review, annually at a minimum, the Committee's Charter and recommend any proposed changes to the Nominating and Governance Committee for Board approval.
- The Committee will not act in violation of the applicable laws, regulations, or the ISACA's bylaws. If a situation arises where the Committee's Charter is in conflict with the applicable laws, regulations, or the ISACA's bylaws, the Committee will recommend a change to bring the Committee Charter into compliance.
- The Committee shall prepare and report to the Board the results of an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this Charter.

Reviewed and endorsed by the Governance & Nominating Committee on June 15, 2022. The Compensation & Human Capital Management Committee Charter was approved by the ISACA Board on July 22, 2022.