

Mission

The purpose of the Governance and Nominating Committee (Committee) is to review the qualifications of and recommend to the Board of Directors (Board) of ISACA (the Company) proposed nominees for appointment to the Board; identify and recommend candidates to fill vacancies between annual membership meetings; review, evaluate and recommend to the Board changes to the corporate governance practices applicable to the organization; and appraise the framework for assessment of Board performance and the annual Board self-evaluation.

Membership

The Committee shall be comprised solely of members of the Board (Directors) who are not employees of the Company and includes at least the three immediate past chairs of the Board. 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.

Committee members are appointed by the Board at the 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 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 frequently than three times per annum. Meetings may be held in person or by conference call. 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. Additional meetings may occur as a majority of the Committee, or its Chair deem

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advisable. The Committee will keep adequate minutes of its proceedings. 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 at the meeting or by unanimous written consent, including by e-mail or other electronic means, of all members of the Committee.

The Committee may ask any employee of the Company to attend the meeting of the Committee or for such persons to meet with any members of, or advisors to, the Committee. 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 the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

Board Evaluation

- Evaluate and report annually to the Board on the performance and effectiveness of the Board in fulfilling its responsibilities.

Identification and Recommendation of Director-Nominees

- Assist in identifying, interviewing and recruiting candidates for the Board, applying the Board Membership Criteria outlined in the Corporate Governance Guidelines and taking into consideration the directives from the Board.

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- Seek qualified individuals to become members of the Board as the need arises to fill vacancies.
- Consider Board composition factors including independence, integrity, diversity (inclusive of age, gender, race, ethnicity, sexual orientation and gender identity), skills, financial and other expertise, breadth of experience, knowledge about the Company's business or related industries, and the willingness and ability to devote adequate time and effort to Board responsibilities.
- Review and recommend the appropriateness of the size of the Board relative to its various responsibilities.
- Present the Board a list of individuals recommended for appointment to the Board annually, no later than the last Board Meeting of the current Board term.

Governance and Framework Guidelines

- Review, monitor compliance and provide oversight regarding all issues of corporate governance not specifically delegated to the Ethics Committee or Audit & Risk Committee by statute, rule, regulation or by charter such as:
 - Codes of business conduct and ethics
 - Conflicts of interest
 - Corporate compliance with laws and regulations
 - Complaints and concerns regarding improper or unethical conduct of any ISACA or One in Tech Board member
 - Other matters as the Board shall assign from time to time
- Review and assess the adequacy of the Company's Code of Conduct, the Code of Ethics, the Standards of Professional Conduct and other internal policies and guidelines and monitor that the principles described are being incorporated into the Company's culture and business practices.
- Review, develop, and recommend to the Board appropriate changes to the Company's corporate governance framework including its Bylaws, Corporate Governance Guidelines, and Director Independence Guidelines on an ongoing basis.
- Review and take appropriate action on any potential conflict of interest or related party transaction.
- Review adherence by directors to corporate guidelines regarding transactions with the Company.

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Committee Composition and Charters

- Review the composition of each committee of the Board (including this Committee) annually and present recommendations for committee memberships to the Board as needed considering such factors as the Board deems appropriate.
- Recommend additional committee members to fill vacancies as needed.
- Review annual recommendations of each committee of the Board regarding changes to their charters.

Other Responsibilities

- Obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations.
- Review and make recommendations to the Board regarding Board compensation from a Board governance perspective.
- Appraise the framework for assessment of Board performance and the Board self-evaluation discussion periodically.

Charter Review

The Committee will review, annually at a minimum, the charters of all committees including this Committee', and recommend any proposed changes to such charters to the Board for approval. The Committee will not act in violation of the applicable laws, regulations, or the Company's bylaws. If a situation arises where any committee's charter conflicts with the applicable laws, regulations, or the Company's bylaws, the Committee will recommend a change to bring the relevant 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 Governance and Nominating Committee Charter was approved by the ISACA Board on July 22, 2022.