

## **GARTNER, INC.**

### **COMPENSATION COMMITTEE CHARTER**

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

#### **COMPOSITION**

The Committee will consist of not less than three (3) directors who meet the (i) independence requirements of the listing standards of the New York Stock Exchange (“NYSE”), (ii) non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, and (iii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.. The Board shall appoint the Committee members and the Chairperson, upon recommendation from the Nominating/Governance Committee, and shall have the power to remove a Committee member for any reason. If a Chairperson is not designated or present, the members of the Committee may designate a Chairperson by majority vote.

#### **RESPONSIBILITIES AND FUNCTIONS**

The Committee’s principal purpose is to discharge the Board’s responsibilities relating to compensation of the Company’s executives. In furtherance of its objectives, the Committee shall:

- Review and approve corporate goals and objectives relevant to CEO compensation
- Evaluate the CEO’s performance in light of these goals and objectives
- Set the CEO’s compensation level based on this evaluation. 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 CEO’s at comparable companies and the awards given to the CEO in past years
- Assure that the Company’s other senior executives and employees are compensated effectively and in a manner consistent with the Company’s articulated compensation strategy, internal equity considerations, competitive considerations and regulatory requirements.
- Review and approve the individual elements of total compensation for such other members of senior management of the Company as the Committee may deem appropriate.
- Review and approve the Company’s compensation strategy to ensure that the Company can attract, retain and motivate key executives and employees who are critical to the long-term success, growth and profitability of the Company.
- Assure that the Company’s compensation programs, including annual and long-term incentive plans, are administered in a manner consistent with the Company’s compensation strategy including eligibility, target incentives, corporate financial goals,
- Make recommendations to the Board with respect to incentive compensation plans and equity-based plans. The adoption of all equity-compensation plans, and any material revisions to the terms of such plans (including for purposes of repricing existing options) shall be subject to shareholder approval.

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- Produce an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations of the Securities and Exchange Commission.
  - Serve as the committee administering the various equity and retirement plans of the Company.
  - Approve annual retainer and meeting fees for the Board of Directors and committees of the Board and fix the terms and award of stock compensation for members of the Board and committees, subject to shareholder approval where appropriate.
  - Except to the extent delegated to the CEO or other executives or entities, approve the granting of stock options, restricted stock and other equity based awards under the Company's equity plans, subject to shareholder approval where appropriate.
  - Develop and review with the CEO matters relating to management succession.
  - If a compensation consultant is to assist the Committee in the evaluation of any director, CEO or senior executive compensation, the Committee shall have the sole authority to retain and terminate any such consulting firm, including sole authority to approve the firm's fees and other retention terms.

### **EVALUATION**

The Nominating/Governance Committee shall conduct an annual performance evaluation of the Compensation Committee in light of its duties and responsibilities as set forth in this Charter.