

**EQUIFAX INC.  
CHARTER OF THE  
COMPENSATION, HUMAN RESOURCES AND  
MANAGEMENT SUCCESSION COMMITTEE  
OF THE BOARD OF DIRECTORS**

**I. PURPOSE**

The primary function of the Compensation, Human Resources and Management Succession Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Equifax Inc. (the “Company”) in fulfilling its oversight responsibility with respect to (A) determining and evaluating the compensation of the Chief Executive Officer (the “CEO”) and the other executive officers; (B) approving and monitoring the executive compensation and benefits plans, policies and programs of the Company; (C) reviewing and discussing with the Company’s management the Compensation Disclosure and Analysis (“CD&A”) to be included in the Company’s annual proxy statement and determine whether to recommend to the Board that the CD&A be included in the proxy statement; and (D) advising management on succession planning and other significant human resources matters.

**II. MEMBERSHIP**

The Committee shall consist of three or more directors as determined and appointed by the Board. All members shall meet the independence requirements of the New York Stock Exchange for members of a listed company compensation committee of the board of directors and Rule 10C-1 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). It is intended that at least two of the members will meet the definitions of “non-employee director” under Exchange Act Rule 16b-3.

**III. MEETINGS**

1. The Committee shall meet at least quarterly and at such other times as determined by the Chair of the Committee, or a majority of the committee members.
2. The Board may appoint a Chair of the Committee. The Chair will preside, when present, at all meetings of the Committee. A majority of the members shall constitute a quorum for the transaction of business. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by audio or videoconference and may take action by written consent.
3. The Committee will report its activities and findings to the Board on a regular basis.

#### **IV. RESPONSIBILITIES AND DUTIES**

The specific duties and responsibilities of the Committee include:

A. Executive Compensation Matters

1. Review and approve corporate goals and objectives relevant to compensation of the CEO. The Committee shall evaluate the CEO's performance in light of these goals and objectives and shall determine and set the CEO's compensation level based on such evaluation.
2. Oversee the evaluation of, and make determinations regarding, compensation for all other executive officers (as defined in the Exchange Act) and any other officer who is a direct report to the CEO (such officers, together with the CEO, the "executive officers").
3. In determining or recommending the long-term incentive component of executive officer compensation, the Committee will generally consider the Company's performance and relative shareholder return, the value of similar incentive awards to the executive officers at comparable companies, and the awards given to the Company's executive officers in past years.
4. Authorize and approve any employment, severance, change-in-control or similar termination agreement, award or payment proposed to be made with or to any current or former executive officer.
5. Approve equity compensation awards for executive officers and any other officer who is subject to Section 16 of the Exchange Act.
6. Review and discuss with the Company's management the CD&A required to be included in the Company's proxy statement and determine whether to recommend to the Board that the CD&A be included in the proxy statement. In addition and as appropriate, review and discuss with the Company's management any further disclosures related to executive compensation not contained in the CD&A, but provided elsewhere in the Company's proxy statement or Annual Report on Form 10-K, as applicable.
7. Prepare a report annually on executive compensation for inclusion in the Company's proxy statement, in accordance with all applicable rules and regulations.
8. Consider the results of shareholder advisory votes on executive compensation matters and the changes, if any, to the Company's executive compensation policies, practices and plans that may be warranted as a result of any such vote.
9. Establish and annually review executive officer compliance with the Company's stock ownership guidelines.
10. Review and approve the creation or revision of any recoupment or clawback policy allowing the Company to recoup compensation paid to employees.

11. The Committee may delegate responsibility for the day-to-day management of the Company's executive compensation programs.

12. Oversee an annual risk assessment of the Company's compensation programs.

B. Plan Matters

1. Create, authorize, approve, amend and/or terminate any new or existing executive officer and employee compensation and benefit plans, subject to any approvals required by the shareholders of the Company.

2. Determine and set the Company's discretionary matching contributions to the Company's 401(k) plan and take any other actions required of it under the 401(k) plan.

3. Appoint the members of the Company's Group Plans Administrative Committee (the "Administrative Committee"), which Administrative Committee shall be responsible for oversight and administrative duties regarding the Company's employee benefit plans as determined by the Committee.

C. Plan Funding

1. Create, authorize, approve, amend and/or terminate any funding mechanisms or trusts for new or existing compensation and benefit plans, and add or delete investment alternatives to plans that provide such alternatives, provided, however, that the issuance of shares of Company stock for such purposes will require approval of the Board.

2. Designate or replace those persons identified in certain funding mechanisms as having the authority to amend (or approve amendments to) those mechanisms, subject to the terms of the relevant plan or other documents.

3. Monitor the effectiveness and funded status of the Company's U.S. retirement and 401(k) plans. Annually receive a presentation from the Administrative Committee regarding the effectiveness and funded status of the Company's compensation and qualified benefit plans.

4. The Committee may delegate the powers and functions described under these subheadings "Plan Matters" and "Plan Funding" to the Administrative Committee or to the respective Plan Administrators, or other appropriate committees or individuals, if such delegation is consistent with the Company's overall compensation policies; provided, however, that the Committee may not delegate the power to (i) create, authorize, approve, amend and/or terminate any new or existing incentive compensation or equity-based plan in which executive officers or directors participate; or (ii) terminate, or substantially reduce or freeze benefits or future accruals under, any plan, other than (A) an immaterial plan or (B) a welfare benefit plan.

D. Human Resources and Management Succession Matters

1. Review CEO and other management development and succession plans at least annually with the CEO, and ensure that they are reviewed with the Board at least annually, including succession of the CEO in the event he or she is unexpectedly rendered unable to perform the duties of such office.
2. Advise and consult with management on other significant human resources matters, as appropriate.

V. **GENERAL PROVISIONS**

1. The Committee may establish such subcommittees of its members as it deems appropriate to assist it in its duties, provided that it retains ultimate responsibility for such matters as prescribed by the applicable regulatory or listing requirements.
2. The Committee shall have the sole authority to select, retain, obtain the advice of and terminate any compensation consultant, independent legal counsel or other adviser (each, a "Consultant") (including the sole authority to approve the Consultant's fees and other retention terms without necessity for Board approval) it deems necessary for the fulfillment of its responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such Consultant retained by the Committee. The Company shall provide for appropriate funding as determined by the Committee for payment of reasonable compensation to any such Consultant retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may select a Consultant to the Committee only after taking into consideration all factors relevant to that Consultant's independence from the Company and its management, including the following:

- The provision of other services to the Company by the Consultant or the person that employs the Consultant;
- The amount of fees received from the Company by the person that employs the Consultant, as a percentage of the total revenue of such employer;
- The policies and procedures of the person that employs the Consultant that are designed to prevent conflicts of interest;
- Any business or personal relationship of the Consultant with a member of the Committee;
- Any stock or other voting equity securities of the Company owned by the Consultant; and
- Any business or personal relationship of the Consultant (or the person employing the Consultant) with an executive officer.

The Committee shall conduct the independence assessment with respect to any Consultant that is expected to provide advice to the Committee, other than the Company's in-house legal counsel.

3. The Committee may exercise such additional powers and duties as may be reasonable, necessary or desirable, in the Board or the Committee's discretion, to fulfill its duties under this Charter and applicable law.
4. The Committee shall conduct an annual performance self-evaluation and report the results of such evaluation to the Governance Committee.
5. The Committee will review and assess the adequacy of this Charter at least annually and report the results of such review to the Governance Committee.

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