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## 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 listing standards of the New York Stock Exchange ("NYSE"), (ii) the definition of non-employee director under Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, and (iii) the definition of outside director under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended. 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 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 the compensation of the Company's Chief Executive Officer ("CEO").
- 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 and the awards given to the CEO in past years.
- Make recommendations to the Board with respect to the compensation of the Company's other senior executives and employees. In this regard, the Committee shall 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 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 and corporate financial goals.
- Make recommendations to the Board with respect to incentive compensation plans and equity-based plans. Unless otherwise exempted under the listing standards of the NYSE, the

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- adoption of all equity-compensation plans, and any material revisions to the terms of such plans (including revisions for purposes of repricing existing options and any other material revisions defined under the listing standards of the NYSE), shall be subject to shareholder approval.
- If shareholder approval is not required because of an exemption under the listing standards of the NYSE, review and approve, or recommend for approval by a majority of the independent directors of the Company, the adoption of such exempted equity-compensation plans or such exempted revisions to the terms of such plans, and notify the NYSE in writing of the use of such exemption.
  - Serve as the committee administering the various equity and retirement plans of the Company.
  - Except to the extent delegated to the CEO or other executives, 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.
  - Approve other performance goals and awards as may be required in order to comply with applicable tax laws.
  - Produce an annual Compensation Committee report on executive compensation for inclusion in the Company's proxy statement or annual report, in accordance with applicable rules and regulations of the Securities and Exchange Commission.
  - Approve annual retainer and meeting fees for the Board and for the committees of the Board and fix the terms and award of stock compensation for members of the Board and its committees, subject to shareholder approval where appropriate.
  - Develop and review with the CEO and the Governance/Nominating Committee of the Board matters relating to management succession.
  - Form and delegate authority to subcommittees when appropriate.
  - 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 such firm's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
  - 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 Governance/Nominating Committee of the Board shall conduct an annual performance evaluation of the Compensation Committee in light of its duties and responsibilities as set forth in this Charter.