

Corporate Governance Guidelines

(as amended July 19, 2013)

These guidelines have been approved and adopted by the Board of Directors of IHS Inc. (the "Company"). The Board relies on these guidelines, in conjunction with our Certificate of Incorporation, By-Laws, and each Board Committee charter, to establish the framework for corporate governance.

1. Role of the Board

The Board acts as the ultimate decision-making body of the Company and advises and oversees the senior executives, who are responsible for the day-to-day operations and management of the Company.

2. Composition of the Board and Board Membership Criteria; Director Qualifications

The Nominating and Corporate Governance Committee is responsible for recommending to the Board criteria for Board membership, including the criteria established in these guidelines.

The Corporate Governance Guidelines require that a majority of the Board consist of independent directors. In addition to considering an appropriate balance of knowledge, experience and capability, the Board's membership should be composed of experienced and dedicated individuals with diversity of backgrounds, perspectives, and skills. The Nominating and Corporate Governance Committee will select candidates for director based on the candidate's character, judgment, diversity of experience, business acumen, and ability to act on behalf of all shareholders (without regard to whether the candidate has been nominated by a shareholder). Nominees for director should have experience, such as experience in management or accounting and finance, or industry and technology knowledge, that may be useful to IHS and the Board, high personal and professional ethics, and the willingness and ability to devote sufficient time to effectively carry out his or her duties as a director.

The Nominating and Corporate Governance Committee is also responsible for recommending individuals for membership on the Company's Board of Directors. In making its recommendations, the Nominating and Corporate Governance Committee shall:

- review candidates' qualifications for membership on the Board (including making a specific determination as to the independence of the candidate) based on the criteria approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or New York Stock Exchange rules for audit committee membership purposes);
- in evaluating current directors for re-nomination to the Board, assess the performance of such director; and
- periodically review the composition of the Board in light of the current challenges and needs of the Board and the Company, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience and other criteria listed in these guidelines.

Any shareholder nomination for election of a director submitted in accordance with the Company's By-Laws will be evaluated by the Nominating and Corporate Governance Committee in the same manner as any other candidate, using the criteria established pursuant to these guidelines.

Independence

A majority of the Board shall be comprised of directors meeting the independence requirements applicable to a New York Stock Exchange listed company at a minimum. The Board shall make an affirmative determination at least annually as to the independence of each director. The Board has established categorical standards to assist it in making independence determinations. The standards are set forth in Annex A hereto.

Term Limits

Although the Board has determined that term limits for its members are not necessary, the Board shall periodically review the appropriateness of director term limits in connection with its procedures for the selection and nomination of directors to ensure the presence of diverse viewpoints and ideas on the Board.

Retirement Age

It is the policy of the Board to avoid a mandatory retirement age for director that would have the disadvantage of discontinuing the availability and contributions of directors who are otherwise capable and valuable members of the Board.

Change of Status

Any director whose principal occupation substantially changes following his or her initial election or reelection as a director of the Company should promptly notify the Nominating and Corporate Governance Committee of such change. The committee will, after consultation with the Company's CEO, recommend to the Board whether such director should be asked to remain as a director, to resign or to not stand for reelection at the next annual meeting.

Simultaneous Service on Other Public Company Boards

Although the Board does not have a mandatory policy limiting the number of Boards on which a director may serve, it is the sense of the Board that directors should not serve on more than five boards of public companies while serving on the Company's Board.

If a member of the Company's Audit Committee simultaneously serves on the audit committees of more than three public companies, and the Company does not limit the number of audit committees on which its audit committee members may serve to three or less, then in each case, the Board must determine that such simultaneous service would not impair the ability of such member to serve effectively on the Company's Audit Committee.

Conflicts of Interest

If an actual or potential conflict of interest develops because of a change in the business of the Company, or in a director's circumstances (for example, significant and ongoing competition between the Company and a business with which the director is affiliated), the director should report the matter immediately to the Board for evaluation and appropriate resolution.

If a director has a personal interest in a matter before the Board, the director shall disclose the interest to the full Board, shall recuse himself or herself from participation in the discussion, and shall not vote on the matter.

Director Equity Ownership

The Board believes that ownership of equity in the Company by directors is desirable. The Directors Stock Plan adopted by the Board provides that part of the annual compensation for services of the Company's nonemployee directors is an annual grant to each nonemployee director of restricted stock units. The Board has adopted share ownership guidelines for directors requiring that directors hold shares equal in value to five times the annual director cash retainer. Additionally, the Human Resources Committee of the Board has adopted share ownership guidelines for the Company's CEO and executive officers.

3. Director Responsibilities

Each director must act in what he or she reasonably believes to be in the best interests of the Company and must exercise his or her business judgment.

Participation at and Preparation for Board Meetings

The Company expects directors to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company. Directors are expected to attend all Board meetings and the meetings of the committees on which they serve and to prepare themselves for these meetings.

Any written materials that assist directors in preparing for a Board or committee meeting shall be distributed to the directors in advance of the meeting, to the extent possible, and directors are expected to review such materials prior to the meeting.

Company Performance and Corporate Strategy

The Board reviews the Company's financial performance on a regular basis at Board meetings and through periodic updates, with a particular focus on peer and competitive comparisons. These reviews include the views of management.

The Board also conducts an annual meeting to review and approve the Company's long-term strategy, and assess its strategic, competitive and financial performance, on both an absolute basis and in relation to the performance, practices and policies of its peers and competitors.

Attendance at Meeting of Shareholders

The Board expects all of its members to attend the annual meetings of the Company's shareholders.

4. Board Agenda

The Chairman of the Board, in conjunction with the CEO, or, if the Board has appointed a Lead Independent Director, in conjunction with the Lead Independent Director, shall review with the Board and recommend to the Board the frequency and length of Board meetings and shall set the agenda for each Board meeting. Board members are encouraged to suggest the inclusion of additional items on an agenda, and any director may request that an item be placed on an agenda.

5. Lead Independent Director; Meetings of Independent Directors

When either the Chairman and Chief Executive Officer positions are combined, the Chairman is an executive position or the director who serves as Chairman has been an executive officer of the Company within the last three years, the Board will maintain a Lead Independent Director. This director will be elected annually by majority vote of the independent directors of the Board from among the independent directors of the Board. The Lead Independent Director serves as an important liaison between the Board and management as well as a critical non-management point of contact for the Company's shareholders and other external stakeholders.

The Company's independent directors shall meet in executive session without management present at each regularly scheduled Board meeting. Such sessions shall be scheduled by the Lead Independent Director or, absent such position, the chair of the Nominating and Corporate Governance Committee.

The Lead Independent Director shall preside at each executive session. Absent such position, the presiding director for each executive session shall be selected annually by majority vote of the independent directors. The chair of the Nominating and Corporate Governance Committee shall serve as presiding director if no other director has been selected or if the selected director is unable to serve. Any interested party who wishes to communicate directly with our independent directors or non-management directors may do so by sending a communication to the attention of the Lead Independent Director or the Corporate Secretary, c/o the Lead Independent Director or Corporate Secretary, IHS Inc., 15 Inverness Way East, Englewood, Colorado 80112.

6. Board Size

The Board considers nine to eleven members to be the appropriate size. It may consider expanding its size to accommodate an outstanding candidate or candidates or reducing its size if the Board determines that a smaller Board would be more appropriate. The Nominating and Corporate Governance Committee shall periodically review the size of the Board and recommend any proposed changes to the Board.

7. Chairman of the Board and CEO

The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chairman and Chief Executive Officer in any way that it deems to be in the best interests of the Company at a given point in time. The Board may make a determination as to the appropriateness of its current policies in connection with the recruitment and succession of the Chairman of the Board and/or the CEO

8. Board Committees

The Board shall have at all times an Audit Committee, a Human Resources Committee, and a Nominating and Corporate Governance Committee. Subject to any changes that the Board may make from time to time:

- the Audit Committee shall generally be responsible for overseeing the integrity of the Company's financial statements, its independent auditor, its internal audit function, and compliance by the Company with legal and regulatory requirements;
- the Human Resources Committee shall generally be responsible for overseeing the Company's compensation, benefits, diversity, and employee policies generally, evaluating Chairman, CEO, and senior executive performance and compensation, and reviewing the Company's management succession plan; and
- the Nominating and Corporate Governance Committee shall generally be responsible for identifying qualified Board candidates, recommending director nominees and appointments to Board committees, evaluating Board performance, overseeing director compensation, reviewing the Company's Corporate Governance Guidelines and Business Code of Conduct, and overseeing compliance with the Corporate Governance Guidelines.

Each of the Audit Committee, Human Resources Committee, and Nominating and Corporate Governance Committee shall operate pursuant to its own written charter. These charters shall, among other things, set forth the purpose, goals and responsibilities of the particular committee, the procedures for committee member appointment and removal, and committee structure and operations, as well as reporting to the Board. The charters shall also provide for an annual evaluation of each committee's performance.

Only independent directors meeting the independence requirements applicable to a New York Exchange listed company and, for audit committee members, Rule 10A-3 of the Securities Exchange Act of 1934 and any related rules promulgated by the Securities and Exchange Commission may serve on the Audit Committee, the Human Resources Committee and the Nominating and Corporate Governance Committee. Committee members shall be appointed by the Board based upon the recommendation of the Nominating and Corporate Governance Committee, except for the Nominating and Corporate Governance Committee, which is directly appointed by the Board. The Board may, from time to time, establish or maintain additional committees as it deems appropriate and in the best interests of the Company.

In making its recommendations for committee appointments, the Nominating and Corporate Governance Committee shall:

- review candidates' qualifications for membership on the committee (including a determination as to the independence of the candidate) based on the criteria recommended by the Nominating and Corporate Governance Committee;
- in evaluating current directors for re appointment to a committee, assess the performance of such director and of such committee; and
- periodically review the composition of the committee in light of the current challenges and needs of the committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background, and experience.

While the rotation of committee members at certain set intervals should be considered periodically, rotation is not required because the Board believes there are significant benefits attributable to continuity and experience gained in service on a particular committee over time.

9. Board Member Access to Management and Independent Advisors

Each board member shall have access to the management and employees of the Company and to its outside counsel and auditors. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the Secretary or directly by the director in appropriate circumstances.

Executive officers and other members of senior management are expected to be present at Board meetings at the invitation of the Board. The Board encourages senior management to make presentations and to invite to Board meetings managers and other employees who can provide additional insight into the items being discussed. The Board and each of its committees is authorized to hire independent legal, financial, or other advisors as they may consider necessary, without conferring with or obtaining the approval of management or, in the case of committees, the full Board.

10. Director Compensation

The Board shall review and approve compensation (including stock option grants and other equity-based compensation) for the Company's directors. The Nominating and Corporate Governance Committee shall make recommendations to the Board with respect to compensation for the Company's directors. In making such recommendations with respect to director compensation, the Nominating and Corporate Governance Committee shall, among other things:

- identify corporate goals and objectives relevant to director compensation;
- evaluate the performance of the Board in light of such goals and objectives and recommend director compensation based on such evaluation and such other factors as the Nominating and Corporate Governance Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation);
- recommend any long-term incentive component of director compensation based on the awards given to directors in past years, the Company's performance, shareholder return, and the value of similar incentive awards relative to such targets at comparable companies and such other factors as the Nominating and Corporate Governance Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation); and
- evaluate the possibility that directors' independence may be compromised or impaired for Board or committee purposes if director compensation exceeds customary levels, if the Company makes substantial charitable contributions to an organization with which a director is affiliated or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director (which consulting contracts or other indirect forms of compensation are expressly prohibited for Audit Committee members).

Charitable Contributions

Proposed charitable contributions or pledges of charitable contributions by the Company within any given fiscal year in an aggregate amount of \$250,000 or more to an entity for which a director or a member of his or her immediate family serves as a director, officer, employee, or member of such entity's fund-raising organization or committee, shall be subject to prior review and approval by the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee shall be provided on an annual basis with a report from management of the charitable contributions or pledges made by the Company during the fiscal year in an amount of

\$250,000 or more to an entity for which a director or executive officer, or a member of his or her immediate family, serves as a director, officer, employee, or member of such entity's fund-raising organization or committee.

11. Director Orientation and Continuing Education

All new members of the Board are required to participate in the Company's orientation program for directors. Other directors may also attend the orientation program. The orientation program will include discussions with and presentations by senior management and visits to the Company's facilities, and provide new directors with a review of the Company's financial position, and an overview of the industry in which the Company operates and competes.

All directors will be offered the opportunity to participate in continuing education programs with any associated expenses to be reimbursed by the Company.

12. Management Evaluation and Management Succession

The Human Resources Committee shall evaluate the performance of the senior management of the Company and shall present its findings to the full Board. The Board shall review the Human Resources Committee's report in order to ensure that management's performance is satisfactory and that management is providing the best leadership for the Company in the long and short-term.

The Human Resources Committee shall review and report to the Board on the Company's succession planning, including succession planning in the case of the incapacitation, retirement, or removal of the CEO. The CEO shall provide an annual report to the Human Resources Committee recommending and evaluating potential successors, along with a review of any development plans recommended for such individuals. The CEO shall also provide to the Board, on an ongoing basis, his or her recommendation as to a successor in the event of an unexpected emergency.

13. Annual Performance Evaluation

The Board, led by the Nominating and Corporate Governance Committee, shall establish and conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee shall oversee the evaluation. The collective evaluations shall be compiled in advance of the review session and shall be presented by the Chairman of the Nominating and Corporate Governance Committee to the full Board for discussion. This process shall also include annual self-assessments by each Board committee, relying on a review process similar to that used by the Board, with performance criteria for each committee established on the basis of its charter.

Annex A

Independence of Directors

It is the policy of the Company that the Board consist of a majority of independent directors. To assist in determining independence, the Board has established the following guidelines which exceed the independence requirements of the New York Stock Exchange (the "NYSE rules"). When making an independence determination, the Board will consider all relevant facts and circumstances, and not merely from the standpoint of the director but also from that of persons or organizations with which the director has an affiliation.

For a director to be considered "independent" for purposes of these standards, the Board must determine that the director does not have any direct or indirect material relationship with the Company, other than as a director. The Board will make and publicly disclose its independence determination for each director. If the Board determines that a director who satisfies the NYSE rules is independent even though he or she does not satisfy all of these guidelines, this determination will be disclosed and explained in the following proxy statement. When making an independence determination, the Board will apply the following standards:

- A director who is, or has been within the last three years, an employee of the Company, or whose immediate family member is, or has been within the last three years an executive officer of the

Company, may not be deemed independent. Employment as an interim chairman or chief executive officer will not disqualify a director from being considered independent following that employment.

- A director who has received, or whose immediate family member has received, during any twelve-month period within the last three years, more than \$100,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service), may not be deemed independent. Compensation received by a director for former service as an interim chairman or chief executive officer and compensation received by an immediate family member for service as a non-executive employee will not be considered in determining independence under this test.
- A director who is, or whose immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the time serves or served on that company's compensation committee may not be deemed independent.
- A director who is a current employee or general partner, or whose immediate family member is a current executive officer or general partner, of an entity that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of such other entity's consolidated gross revenues, may not be deemed independent.
- A director may not be deemed independent who (i) is, or whose immediate family member is, a current partner of a firm that is the Company's auditor, (ii) is a current employee of such firm, (iii) has an immediate family member who is a current employee of such firm and who participates in the firm's audit, assurance or tax compliance (but not tax planning) practice, or (iv) was, or whose immediate family member was, within the last three years a partner or employee of such a firm and personally worked on the Company's audit within that time.
- A director may not be deemed independent who, at the time of the independence determination, serves as an officer, director or trustee of a charitable organization to which the Company's discretionary charitable contributions to the organization are more than one percent of that organization's total annual charitable receipts during its last completed fiscal year.
- A director may not be deemed independent who, at the time of the independence determination, is an executive officer or employee, or whose immediate family member is an executive officer, of another entity that is indebted to the Company, or to which the Company is indebted, and the total amount of either's indebtedness to the other at the end of the last completed fiscal year is more than one percent of such other entity's total consolidated assets.

For purposes of these guidelines, the term:

"Company" includes IHS Inc. and any consolidated subsidiary;

"executive officer" means an "officer" within the meaning of Rule 16a-1(f) under the Securities and Exchange Act of 1934; and

"immediate family member" includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than employees) who shares a person's home, excluding any person who is no longer an immediate family member as a result of legal separation or divorce, or death or incapacitation.

Directors have an affirmative obligation to inform the Board of any material changes in their circumstances or relationships that may impact their designation by the Board as "independent." This obligation includes all business relationships between, on the one hand directors or their immediate family members, and, on the other hand, the Company, its consolidated subsidiaries and members of their senior management.