



IHS Markit™

Audit Committee Charter

July 2018

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Purpose and Scope

The Audit Committee (the “Committee”) is created by the Board of Directors (the “Board”) of IHS Markit Ltd., an exempted company incorporated pursuant to the laws of Bermuda (the “Company”), to discharge the responsibilities set forth in this Charter, including assisting the Board in its oversight of (i) the integrity of the Company’s financial statements and internal controls, (ii) the qualifications, independence and performance of the Company’s independent auditor, (iii) the performance of the Company’s internal audit function and (iv) the Company’s compliance with legal and regulatory requirements. The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

Membership

The Committee shall consist of at least three members, comprised solely of independent directors meeting the independence and experience requirements applicable to a company listed on the Nasdaq Stock Market. All members of the Committee shall, in the judgment of the Board, have sufficient financial expertise to discharge their duties, including the ability to read and understand the Company’s basic financial statements, and at least one member of the Committee shall, in the judgement of the Board, be an “audit committee financial expert” (as defined by the rules and regulations of the United States Securities and Exchange Commission (the “SEC”).

The Nominating and Corporate Governance Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed and may be removed at any time by the Board. The Nominating and Corporate Governance Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

Responsibilities

In addition to any other responsibilities that may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Independent Auditor

The Committee shall be directly responsible for the recommendation to the Company’s shareholders of the appointment, retention, termination and compensation of (provided authorization to agree to such compensation is provided to the Committee by the Company’s shareholders at each annual general meeting of the Company), and oversight of the work of, any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. Each such accounting firm shall report directly to the Committee.

The Committee shall pre-approve the audit services and non-audit services to be provided by the Company’s independent auditor before the auditor is engaged to render such services or pursuant to pre-approval policies and procedures established by the Committee. The Committee may delegate its authority to pre-approve services to one or more Committee members, provided that such designees present any such approvals to the full Committee at the next Committee meeting.

The Committee shall review and approve the scope and staffing of the independent auditor’s annual audit plan(s).

The Committee shall evaluate the independent auditor’s qualifications, performance and independence, and shall present its conclusions with respect to the independent auditor to the full Board on at least an annual basis. As part of such evaluation, at least annually, the Committee shall:

- obtain and review a report or reports from the Company's independent auditor:
 - > describing the independent auditor's internal quality-control procedures;
 - > describing (A) any material issues raised by (i) the most recent internal quality-control review, peer review, or Public Company Accounting Oversight Board ("PCAOB") review, of the independent auditor, or (ii) any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the auditing firm; and (B) any steps taken to deal with any such issues;
 - > describing all relationships between the independent auditor and the Company consistent with Independence Standards Board Standard No. 1; and
 - > assuring that Section 10A of the Securities Exchange Act of 1934 has not been implicated;
- review and evaluate the senior members of the independent auditor teams, particularly the partners on the audit engagement teams;
- consider whether the audit engagement team partners should be rotated more frequently than is required by law, so as to assure continuing auditor independence; and
- obtain the opinion of management and the internal auditors of the independent auditor's performance.

The Committee shall establish policies for the Company's hiring of current or former employees of the independent auditor.

Internal Auditors

At least annually, the Committee shall evaluate the performance, responsibilities, budget and staffing of the Company's internal audit function and review the internal audit plan. Such evaluation shall include a review of the responsibilities, budget and staffing of the Company's internal audit function with the independent auditor.

The Committee shall approve the appointment of the senior officer or officers responsible for the internal audit function of the Company and may remove such officer or officers. The senior officer or officers responsible for the internal audit function of the Company shall report functionally to the Committee and administratively to the chief financial officer of the Company. At least annually, the Chair of the Committee shall provide feedback to the Company relating to the performance of the senior officer or officers responsible for the internal audit function of the Company. The Company shall incorporate and communicate the Chair's feedback as a part of the annual performance evaluation process of the senior officer or officers responsible for the internal audit function. The Chair of the Committee may also make any recommendations to the Committee and management regarding the responsibilities, retention or termination of such officer or officers.

Financial Statements; Disclosure Matters

The Committee shall meet to review and discuss with management and the independent auditor, in separate meetings if the Committee deems it necessary:

- the annual audited financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" or other comparable sections of reports prior to the filing of the Company's annual report on Form 10-K with the SEC or any other regulatory body; and

- the quarterly unaudited financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" or other comparable sections of reports prior to the filing of the Company's interim quarterly reports on Form 10-Q with the SEC or any other regulatory body.

In conjunction with its review of the Company's annual and quarterly reports with the SEC, the Committee will also review the process for the CEO and CFO quarterly certifications required by the SEC with respect to the financial statements and the Company's disclosure controls and procedures and internal control over financial reporting, including any material weaknesses or significant deficiencies in such internal controls. As appropriate, the Committee shall review with management, the internal auditors and the independent auditor, in separate meetings if the Committee deems it necessary:

- the annual audited financial statements;
- the quarterly unaudited financial statements;
- related party transactions and off-balance sheet transactions and structures;
- the critical accounting policies and practices of the Company;
- any critical audit matters reported to the Committee by the independent auditor;
- any analyses or other written communications prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative Generally Accepted Accounting Principles ("GAAP") methods on the financial statements;
- any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles;
- any major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; and
- the effect of regulatory and accounting initiatives or actions applicable to the Company (including any SEC investigations or proceedings).

The Committee shall review, in conjunction with management, the Company's policies generally with respect to the Company's earnings press releases and with respect to financial information and earnings guidance provided to analysts and rating agencies, including in each case the type of information to be disclosed and type of presentation to be made and paying particular attention to the use of non-GAAP financial information.

The Committee shall, in conjunction with the Chief Executive Officer and Chief Financial Officer of the Company, review the Company's disclosure controls and procedures and internal control over financial reporting (including the Company's obligations under the Sarbanes-Oxley Act). The review of internal control over financial reporting shall include whether there are any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to affect the Company's ability to record, process, summarize and report financial information and any fraud involving management or other employees with a significant role in internal control over financial reporting.

The Committee shall review and discuss with the independent auditor any audit problems or difficulties and management's response thereto, in addition to any other matters required to be discussed with the Committee by the auditor pursuant to PCAOB Auditing Standard No. 16, Communications with Audit Committees, including, but not limited to:

- the independent auditor's evaluation of the quality, not just the acceptability, of the Company's financial reporting and accounting practices, including situations where the independent auditor identified possible "management bias";
- information relating to any significant unusual transactions and the business rationale for such transactions; and
- the independent auditor's evaluation of the Company's ability to continue as a going concern.

In connection with its oversight responsibilities, the Committee shall be directly responsible for the resolution of disagreements between management and the independent auditor regarding the Company's financial reporting.

The Committee shall prepare any Committee report that the SEC rules and regulations require to be included in the Company's annual proxy statement or annual report on Form 10-K.

Risk Management and Compliance Matters

The Committee shall review the Company's policies and practices with respect to the Company's major financial reporting risk exposures and the steps that have been taken to monitor and control such exposures.

The Committee shall review any major litigation or investigations against the Company that may have a material impact on the Company's financial statements. The Committee shall meet and discuss these matters with management and others as appropriate.

The Committee shall establish procedures for:

- the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and
- the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

The Committee shall review any complaints regarding accounting, internal accounting controls or auditing matters received pursuant to such procedures.

Reporting to the Board

The Committee shall report to the Board periodically. This report shall include a review of any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the independence and performance of the Company's independent auditor, the performance of the internal audit function and any other matters that the Committee deems appropriate or are requested to be included by the Board.

At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.

The Committee shall periodically, but no less frequently than annually, review and assess the adequacy of this Charter and recommend any proposed changes to Board for approval.

Authority and Delegations

The Committee is authorized (without seeking Board approval) to retain special legal, accounting or other advisers and may request any officer or employee of the Company or the Company's outside counsel or independent auditor to meet with any members of, or advisers to, the Committee.

The Committee shall have available appropriate funding from the Company, as determined by the Committee, for payment of:

- compensation to any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (provided authorization to agree to such compensation is provided to the Committee by the Company's shareholders at each annual general meeting of the Company);
- compensation to any advisers employed by the Committee; and
- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Company.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter, but not less frequently than quarterly. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.

The quorum necessary for the transaction of business at a Committee meeting shall be a majority of the Committee members. In the absence of the Chair of the Committee, a chair of the meeting shall be appointed or elected by the Committee members present at the meeting.

A resolution put to vote at a Committee meeting shall be carried by the affirmative votes of a majority of the votes cast. The Chair of the Committee shall have a casting vote on all matters in the event of an equality of votes.

The Committee shall meet separately, periodically, with management, with internal auditors (or other personnel responsible for the internal audit function) and with the independent auditor.

Limitations Inherent in the Committee's Role

It is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with GAAP and applicable rules and regulations. This is the responsibility of management and the independent auditor. Furthermore, while the Committee is responsible for reviewing the Company's policies and practices with respect to risk assessment and management, it is the responsibility of the Chief Executive Officer and senior management to determine the appropriate level of the Company's exposure to risk. The Chair of the Committee will be held to no greater standard than the other members of the Committee in performing such role, whether as outlined herein or otherwise.

Document Management:

Policy Name	Audit Committee Charter
Policy Owner	Corporate Legal
Applies To	IHS Markit Ltd. Audit Committee
Effective Date	July 2018
Related Documents	IHS Markit Ltd. Bye-laws
Approved By	IHS Markit Board of Directors
Supersedes	Audit Committee Charter (July 2017)
Contact person for questions or policy interpretation	General Counsel
Originally adopted	June 2014
Date Policy was last reviewed	July 2018