
GOVERNANCE/NOMINATING COMMITTEE CHARTER

The Board of Directors (the "Board") of Gartner, Inc. (the "Company") has constituted a Corporate Governance/Nominating Committee (the "Committee" or "Governance/Nominating Committee") with authority, responsibility and duties as described in this Governance/Nominating 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 the independence requirements of the corporate governance listing standards of the New York Stock Exchange ("NYSE"). The Board shall appoint the Committee members and the Chairperson of the Committee (the "Chairperson") 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 will be responsible for the effective functioning of the Board and for taking a leadership role in shaping the corporate governance of the Company, to the extent that applicable law does not require such responsibility to be vested in the full Board. Although the Board expects that the Committee's responsibilities and functions will evolve with the needs of the Company, at a minimum the Committee shall have the following responsibilities and functions:

Board and Committee Size and Composition:

- Engage in succession planning for the Board and key leadership roles on the Board and its committees.
- Regularly review the composition of the Board in light of the current and anticipated needs of the Company, the assessment of Board and committee performance, and the input of stockholders and other key stakeholders.
- Make recommendations to the Board with respect to the size, composition and organization of the Board, and the size, composition, organization and functions of the Board's committees, consistent with the Company's bylaws, the Principles and Practices of the Board of Directors of Gartner, Inc. (the "Principles and Practices") and applicable SEC, IRS and NYSE rules regulations in effect from time to time (the "Regulations").
- Develop and recommend to the Board criteria for the selection of directors, to include procedures for soliciting and reviewing potential nominees and the identification of minimum and desired qualifications, diversity, age, skills, expertise, qualities and characteristics of potential directors, consistent with the Principles and Practices and the Regulations.
- Consider the qualifications of, and evaluate, individuals who are nominated by shareholders for election to the Board.
- Review the contributions of incumbent directors when determining whether to recommend them for re-nomination to the Board.
- Consider the removal of directors and recommend stockholder action, as appropriate.

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- Identify to the Board, after consultation with the Chief Executive Officer (“CEO”), individuals who are qualified to become directors, consistent with criteria approved by the Board.
- Recommend to the Board nominees for election as directors at the next annual meeting of stockholders, and director nominees to fill vacancies on the Board that may occur between annual meetings of stockholders by reason of disqualification, resignation, retirement, death or an increase in the size of the Board.
- If Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, identify to the Board any nominees selected or nominated by such third parties.
- Recommend to the Board annually candidates for membership on the Board's committees and chairpersons for each committee.
- Review the Board's leadership structure and submit to the Board annually a recommendation for chairman of the board.
- Identify departing members of the Board for potential appointments as Directors Emeritus and make recommendations to the Board concerning such appointments.
- Make recommendations to the Board concerning director stock ownership guidelines.

Independence Assessment:

- Assist the Board in determining whether individual directors have material relationships with the Company that may impact their independence, as provided under the listing standards of the NYSE, and if appropriate, develop and recommend to the Board categorical standards for determining whether individual directors are independent.
- Assist the Board in considering any additional independence criteria mandated by the Regulations and applicable to compensation committee and/or audit committee members, as the case may be, and determining whether compensation committee and audit committee members qualify for membership pursuant to the Regulations.

Board, Committee, CEO and Management Performance Evaluations:

- Oversee the periodic evaluation process regarding the performance of the Chief Executive Officer (“CEO”) and senior management with the Compensation Committee of the Board and such other independent directors as the Committee shall designate.
- Develop processes for, and oversee, annual Board and Board committee performance evaluations to assess how well the Board and its committees are functioning.

Board Processes:

- Recommend procedures for the smooth functioning of the Board and its committees, including the calendar, agenda and information requirements for meetings of the Board, meetings of committees of the Board, regularly scheduled executive sessions of non-management directors and at least annual executive sessions consisting of only independent directors, consistent with the Principles and Practices.
- Review directorships at other for-profit organizations offered to directors of the Company.

Corporate Governance:

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- Annually review the Principles and Practices, and recommend changes, if any, thereto to the Board for approval, and assist the Board in the interpretation and application of such guidelines.
- Annually review this Charter, and recommend proposed changes, if any, to the Board for approval.
- See that the Company posts the Principles and Practices and all of its committee charters on its website.

Director Compensation:

- Assist the Compensation Committee in determining the annual recommendation to the Board regarding the form and amount of director compensation.
- Consider factors that may impact directors' independence, including charitable contributions to organizations in which a director is affiliated or any direct or indirect forms of compensation to a director.

Succession Planning and Other Executive Officer Matters:

- Develop and review with the CEO matters relating to management succession.
- Conduct an annual review on succession planning, report the Committee's findings and recommendations to the Board and work with the Board in evaluating potential successors to executive management positions.
- Assist the Compensation Committee with the development of any compensation or equity - related policies as may be required by law or otherwise deemed necessary or appropriate, for approval by the Board.

Miscellaneous:

- Make regular reports to the Board concerning Committee actions and recommendations.
- Perform any other activities that the Committee deems appropriate or as requested by the Board, consistent with this Charter, the Company's bylaws, the Principles and Practices and the Regulations.

RESOURCES

The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors, in the performance of its duties, and the Company shall pay the fees of any such advisor. If a search firm is used to assist the Committee in the identification or evaluation of any director candidate, the Committee shall have the sole authority to retain and terminate any such search firm, including sole authority to approve such firm's fees and other retention terms.

EVALUATIONS

The Committee shall conduct an annual self-evaluation of the performance of its duties and responsibilities as set forth in this Charter and share the findings with the full Board.