

**FAIR ISAAC CORPORATION**  
**CORPORATE GOVERNANCE GUIDELINES**

**Amended and Restated as of February 14, 2024**

The Board of Directors of Fair Isaac Corporation (the “Company”) has adopted the corporate governance guidelines set forth below as a framework for the governance of the Company. The Governance, Nominating and Executive Committee reviews the Guidelines annually and recommends changes to the Board of Directors as appropriate.

**I. Role of the Board of Directors**

The Board of Directors, which is elected by the Company’s shareholders, oversees the management of the Company and its business. The Board selects the senior management team, which is responsible for operating the Company’s business, and monitors the performance of senior management.

**II. Director Qualifications**

The Board has a majority of directors who meet the criteria for independence established by the New York Stock Exchange, as determined by the Board. The Governance, Nominating and Executive Committee reviews with the Board, on an annual basis: (a) the composition of the Board as a whole; (b) the requisite skills and characteristics of new Board members; and (c) the performance and continued tenure of incumbent Board members. The review includes a determination as to whether or not each director is independent, as well as consideration of diversity, age, skills, and experience in the context of the needs of the Board. The Board makes an affirmative determination regarding the independence of each director annually, considering the recommendation of the Governance, Nominating and Executive Committee. The Board has adopted the standards set forth in Attachment A to these Guidelines to assist it in assessing the independence of directors.

Nominees for directorship are identified by the Governance, Nominating and Executive Committee. The invitation to join the Board is extended by the Board itself, acting through its Chair, and the Chief Executive Officer.

The Board believes that a size of eight to ten directors is appropriate. However, the Board would consider a somewhat larger size should an outstanding candidate become available.

Absent special considerations, the CEO should be nominated as a candidate for a director in each year in which he or she holds that office. Upon termination of employment with the Company, the Board will evaluate the desirability of continued service of the former CEO on the Board. The Board does not believe it should establish term limits or a mandatory retirement age. The Governance, Nominating and Executive Committee will review each director’s continuation on

the Board annually, taking into account such director's contributions and performance, as well as the criteria for Board membership.

Directors should limit their service as directors on publicly held company boards to no more than a total of five such boards (including the Company's Board). A director who is the Chief Executive Officer of the Company or of another public company should limit the total number of public company boards on which he or she serves to three (including service on the board of the company of which he or she is the Chief Executive Officer, as applicable). Service on the boards of subsidiary companies, non-profit organizations and non-public for-profit organizations is not included in this calculation. If a director sits on several mutual fund boards within the same fund family, it will count as one board for purposes of this calculation. Directors should advise the Chair of the Governance, Nominating and Executive Committee in advance of accepting an invitation to serve on another publicly held company board.

A director who changes his or her current employment or principal professional activity will promptly in writing offer to tender his or her resignation from the Board in order to provide the Governance, Nominating and Executive Committee the opportunity to assess each situation based on individual circumstances and make a recommendation to the Board as to whether to accept such offer. The Board is free to determine whether it will accept or reject the director's offer to tender his or her resignation.

### **III. Director Responsibilities**

The basic responsibility of each director is to exercise his or her business judgment in the best interests of the Company and its shareholders while complying with the fiduciary duties imposed by applicable laws. In discharging that obligation, directors rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to discharge their responsibilities. Directors are expected to be diligent and energetic on the shareholders' behalf, and to give to the Company their best advice and counsel at all times. Information important to the Board's understanding of the business to be conducted at a Board or committee meeting generally is distributed in writing to directors before meetings, and directors are expected to review any such materials in advance of meetings. The Board generally holds four to five regular meetings each year, one of which includes an in-depth discussion of the Company's strategic objectives. Additional meetings are held as necessary. Directors are expected to attend the Company's annual meeting of stockholders, absent special circumstances.

### **IV. Board Leadership**

The Board has no policy with respect to the separation of the offices of Chair and Chief Executive Officer. The Board believes that it is in the best interests of the Company for the Board to make a

determination on this matter when it elects a new Chief Executive Officer or Chair. The Chair of the Board also serves as Chair of the Governance, Nominating and Executive Committee.

The Governance, Nominating and Executive Committee establishes the agenda for each Board meeting in cooperation with the Chief Executive Officer and appropriate senior management of the Company.

The independent directors meet in executive session at each regular Board meeting. The Chair of the Board presides at these meetings so long as he or she is an independent director. If the Chair is not an independent director, the independent directors will select a lead independent director to preside at these sessions.

## **V. Board Committees**

The Board has three standing committees: an Audit Committee, a Leadership Development and Compensation Committee, and a Governance, Nominating and Executive Committee. All of the members of these three committees are independent directors under the criteria established by the New York Stock Exchange, and directors who serve on the Audit Committee or the Leadership Development and Compensation Committee must meet additional independence criteria applicable to members of such committees under the New York Stock Exchange listing standards and securities laws and regulations. Committee members are appointed annually by the Board upon the recommendation of the Governance, Nominating and Executive Committee, taking into consideration the qualifications of individual directors and the composition of each Committee. Committee Chairs are selected by the Board.

Each of the three standing Board committees has a charter setting forth the purposes and responsibilities of that committee, and qualifications for committee membership. All committees report regularly to the full Board.

The Chair of each committee, in consultation with committee members, determines the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter and develops the committee's agenda.

The Board may, from time to time, establish or maintain additional committees as the Board deems necessary or appropriate.

## **VI. Director Access to Officers, Employees and Outside Advisors**

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Secretary or directly by the director. A director is expected to use good judgment to see that any such contact is not disruptive to the business operations of the Company and should, unless inappropriate, copy the Chief Executive Officer on any written communications between the director and officers or employees of the Company.

The Board welcomes regular attendance by senior officers of the Company at appropriate portions of each Board meeting. If the Chief Executive Officer wishes to have additional Company personnel attendees on a regular basis, this suggestion should be brought to the Board for approval.

The Board and each of its standing committees has the authority, to the extent it deems necessary or appropriate, to retain outside counsel, experts and other advisors to assist it in the performance of its functions.

## **VII. Director Compensation and Equity Ownership**

The Leadership Development and Compensation Committee conducts an annual review of the form and amount of director compensation and presents its recommendations regarding changes in compensation to the Governance, Nominating and Executive Committee. Both committees present the recommendations jointly to the Board. Decisions with respect to director compensation are made by the full Board, after consideration of recommendations from the two committees.

The Board believes that directors should be shareholders and have a significant personal financial stake in the Company. Consequently, the Board has established stock ownership guidelines for non-management directors. These guidelines establish a minimum equity target of seven times the base annual retainer fee in shares of the Company, to be achieved within five years after first joining the Board. The Leadership Development and Compensation Committee monitors compliance with these stock ownership guidelines.

## **VIII. Director Orientation and Continuing Education**

Each new director, with the Company's assistance, is expected to become familiar with the Company within a reasonable period of time after joining the Board. The Company has an orientation process for new directors that includes orientation materials and meetings with senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its core policies including its Code of Business Conduct and Ethics, its principal officers, its internal and independent auditors, and its corporate governance practices.

Directors are expected to periodically attend continuing education courses with respect to corporate governance, consumer financial laws, and other issues germane to Board service.

## **IX. Chief Executive Officer Evaluation and Management Development and Succession**

The Leadership Development and Compensation Committee, as set forth in its charter, conducts an annual review of the Chief Executive Officer's performance in light of goals and objectives approved by the Leadership Development and Compensation Committee. The results of the evaluation are shared with the Chief Executive Officer and used by the Leadership Development and Compensation Committee in setting the Chief Executive Officer's compensation.

The Leadership Development and Compensation Committee solicits input from independent directors and periodically reviews and makes a report to the Board on succession planning. The Chief Executive Officer from time to time makes recommendations and evaluations of potential successors, and recommends appropriate development plans for such individuals. The Board Chair and Chair of the Leadership Development and Compensation Committee provide their views and direction on these processes to the Chief Executive Officer.

## **X. Annual Performance Evaluations**

The Board conducts an annual evaluation to assess whether it is functioning effectively. The Governance, Nominating and Executive Committee, which leads the evaluation, receives comments from all directors and reports to the Board with an assessment of the Board's performance.

Each of the Board's standing committees conducts an annual self-evaluation under the oversight of the Governance, Nominating and Executive Committee. Each committee also reviews and reassesses the adequacy of its charter annually and recommends changes to the Board as appropriate.

The Governance, Nominating and Executive Committee reviews each director's individual performance on the Board annually when considering whether to nominate the director for reelection to the Board, taking into account the criteria for Board membership set forth in these Guidelines. In addition, each director conducts an annual self-evaluation under the oversight of the Governance, Nominating and Executive Committee.

## Attachment A

An “independent” director is a director whom the Board of Directors has determined has no material relationship with Fair Isaac Corporation and its subsidiaries (collectively, the “Company”), either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company.

For purposes of this definition, the Board has determined that a director of the Company is not “independent” if:

1. The director is, or within the last three years has been, an employee of the Company, or an immediate family member of the director is, or within the last three years has been, an executive officer of the Company.
2. The director, or an immediate family member of the director, has received more than \$120,000 in direct compensation from the Company during any 12-month period during the last three years, 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). Compensation received by an immediate family member for service as an employee (other than an executive officer) is not considered for purposes of this standard.
3. The director, or an immediate family member of the director, is a current partner of the Company’s internal or independent auditor; (b) the director is a current employee of the Company’s internal or independent auditor; (c) an immediate family member of the director is a current employee of the Company’s internal or independent auditor who participates in the firm’s audit, assurance or tax compliance (but not tax planning) practice; or (d) the director, or an immediate family member of the director, was within the last three years (but is no longer) a partner or employee of the Company’s internal or independent auditor and personally worked on the Company’s audit within that time.
4. The director, or an immediate family member of the director, is or within the last three years has been, employed as an executive officer of another company where any of the Company’s present executive officers serves or served at the same time on that company’s compensation committee.
5. The director is a current employee or greater than 10% equity holder, or has an immediate family member who is a current executive officer or greater than 10% equity holder, of another company 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 *the other company’s* consolidated gross annual revenues.
6. The director, or the director’s spouse, is a director or executive officer of a not-for-profit entity that received more than \$120,000 in contributions from the Company since the beginning of the Company’s last full fiscal year.

7. The director has, or has had since the beginning of the Company's last full fiscal year, a direct or indirect material interest in a transaction or currently proposed transaction, or series of similar transactions, with the Company, in which the amount involved exceeds \$120,000.

An "immediate family" member includes a director's spouse, parents, children, siblings, mother and father-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than a domestic employee) who shares the director's home.

For purposes of determining the independence of Audit Committee members only, a director is not considered independent for purposes of serving on the Audit Committee, and may not serve on the Audit Committee, if:

1. The director, other than in his or her capacity as a member of the Audit Committee, the Board of Directors, or any other Board committee, accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the Company, provided that, compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service); or
2. The director is an affiliated person of the Company (other than in the director's capacity as a member of the Board of Directors of the Company).

For purposes of determining the independence of Leadership Development and Compensation Committee members only, the Board must consider all factors specifically relevant to determining whether a director has a relationship with the Company that is material to that director's ability to be independent from management in connection with the duties of a Leadership Development and Compensation Committee member, including but not limited to:

1. The source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and
2. Whether such director is affiliated with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company.