

DONNELLEY FINANCIAL SOLUTIONS, INC.

COMPENSATION COMMITTEE CHARTER

(Adopted as of December 14, 2023)

- I. Composition of the Compensation Committee: The Committee shall be comprised of at least three directors appointed by the Board of Directors, each of whom satisfies the applicable membership requirements under the rules of the New York Stock Exchange and the U.S. Securities and Exchange Commission, as such requirements are interpreted by the Board of Directors in its business judgment.
- II. Purposes of the Compensation Committee: The primary purposes of the Committee are to (a) establish the Company's overall compensation strategy, (b) establish the compensation of the Company's directors, Chief Executive Officer, other senior officers and key management employees (c) adopt amendments to, and approve terminations of, the Company's employee benefit plans, (d) review the Company's succession planning practices for the Chief Executive Officer and for other key senior management positions, (e) review and evaluate the Company's human capital management, and (f) review and approve compensation-related disclosures for inclusion in the Company's annual proxy statement in accordance with the rules and regulations of the SEC. The Committee's goal is to enable the Company to attract, retain and motivate highly qualified management and provide that management total compensation is reasonable in light of the Company's objectives, compensation for similar personnel in other companies, and other relevant factors.
- III. Meetings of the Compensation Committee: The Committee shall generally meet at least three times a year to perform the duties and functions set forth in Article IV. The Committee may request any officer or employee of the Company, or any Committee Adviser (as defined below) or other adviser or professional engaged by the Company, the Board or the Committee, to attend any of its meetings.

The members of the Committee shall be appointed by the Board on the recommendation of the Corporate Responsibility & Governance Committee and shall serve for such term as the Board may determine, or until their earlier resignation, death or removal by the Board. The Board shall designate one member of the Committee to serve as its chair. Notice of all meetings shall be given, and waiver thereof determined, pursuant to the provisions contained in the Company's bylaws. The chair will preside, when present, at all meetings of the Committee. The Committee may meet by telephone or video conference and may take action by written consent. Each member of the Committee shall have one vote. One-third of the members, but not less than two, shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

- IV. Duties and Powers of the Compensation Committee: The Committee shall perform the following duties and functions:

- A. Annually review and approve the Company's stated compensation strategy to provide that management is rewarded appropriately and that executive compensation supports the Company's objectives.
- B. Annually review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate performance in light of those goals and objectives, and determine the salary, bonus, and other benefits of the Chief Executive Officer based on this evaluation as well as any hiring and severance or similar termination payments proposed to be made by the Company to any prospective, current or former Chief Executive Officer. The Chief Executive Officer may not be present during voting or deliberations with respect to the Chief Executive Officer's compensation.
- C. Review performance standards and determine salary, bonus and other benefits under compensation programs for, as well as any hiring and severance or similar termination payments proposed to be made by the Company to, all executive officers other than the Chief Executive Officer based on the recommendations of the Chief Executive Officer and for such other officers and key management employees as the Committee deems appropriate.
- D. Review shareholder communications and engagement efforts with stakeholders on executive compensation matters and review the results of any "say-on-pay" or other shareholder vote regarding the Company's compensation programs.
- E. Adopt, amend, or terminate any employee compensation and benefit plans in accordance with their terms, or, where the Committee determines appropriate, recommend to the board any such adoption, amendment or termination.
- F. Make recommendations to the Board regarding adoption, amendment and termination of any equity compensation plans where shareholder approval is required and to approve grants pursuant to any equity compensation plans.
- G. Review and provide guidance to management regarding the Company's programs related to human capital management, including with respect to employee engagement, benefits, succession planning and talent management.
- H. Review and recommend to the Board the compensation of outside directors.
- I. Recommend to the Board candidates for election as senior officers, and update the Board from time to time on any search, whether internal or external, for the position of Chief Executive Officer.
- J. Regularly review Chief Executive Officer succession planning practices and potential successors for other key senior management positions of the Company.
- K. Prepare a report to be included in the Company's annual proxy statement in such form as required by regulations of the Securities and Exchange Commission,

including any recommendation of the Committee required by the rules of the Securities and Exchange Commission.

- L. Approve any compensation “clawback” policy or stock ownership policy applicable to senior officers required by law or otherwise adopted by the Company.
 - M. Review the Company’s incentive compensation arrangements and consider whether such arrangements encourage unnecessary risk taking.
 - N. Review and assess, as needed, risks related to the attraction and retention of key management and employees and the design of the Company’s compensation programs and arrangements.
 - O. Maintain minutes and records of, and report to the full Board on a regular basis the results of its deliberations and exercise of its duties and functions.
 - P. Review annually the performance of the Committee.
 - Q. Review annually this Charter and recommend any proposed changes to the Board of Directors.
- V. Resources and Authority of the Compensation Committee: The Committee shall have the resources and authority, in its sole discretion, to select, retain, terminate or obtain the advice of a compensation consultant, legal counsel or other adviser (a “Committee Adviser”) as it deems appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter, only after taking into consideration all factors relevant to the Committee Adviser’s independence from management, including the following: (a) the provision of other services to the Company by the person that employs the Committee Adviser; (b) the amount of fees received from the Company by the person that employs the Committee Adviser, as a percentage of the total revenue of the person that employs the Committee Adviser; (c) the policies and procedures of the person that employs the Committee Adviser that are designed to prevent conflicts of interest; (d) any business or personal relationship of the Committee Adviser with a member of the Committee; (e) any stock of the Company owned by the Committee Adviser; and (f) any business or personal relationship of the Committee Adviser or the person employing the Committee Adviser with an executive officer of the Company. The Committee shall be directly responsible for appointing, terminating, compensating and overseeing the work of any Committee Adviser retained by the Committee and shall receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to such Committee Adviser. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company and shall have full, unrestricted access to Company records.
- VI. Delegation of the Duties and Responsibilities of the Compensation Committee: The Committee, in its discretion, may form and delegate all or a portion of its duties and responsibilities to subcommittees consisting of one or more members or the chair of the Committee when appropriate. The Committee may also delegate to the Chief Executive

Officer the authority to approve equity award grants to non-executive officers in such amounts as established by the Committee pursuant to any equity compensation plan.

- VII. General: In performing their responsibilities, members of the Committee are entitled to rely in good faith on information, opinions, reports or other materials prepared or presented by:
- A. One or more members of management or other employees of the Company whom the Committee members believe to be reliable and competent as to the matters involved;
 - B. Committee Advisers, legal counsel, independent auditors or other third parties as to matters which, in the reasonable opinion of the Committee members, are within the professional or expert competence of such third party; and
 - C. Another committee of the Board as to matters within the purview of such committee which, in the reasonable opinion of the Committee members, merits confidence.