

DONNELLEY FINANCIAL SOLUTIONS, INC.

CORPORATE RESPONSIBILITY & GOVERNANCE COMMITTEE CHARTER
(Adopted as of December 14, 2023)

- I. Composition of the Corporate Responsibility & Governance Committee: The Corporate Responsibility & Governance Committee (the “Committee”) shall be comprised of at least three directors appointed by the Board of Directors of the Company (the “Board”), each of whom satisfies the applicable membership requirements under the rules of the New York Stock Exchange (the “NYSE”) and the U.S. Securities and Exchange Commission, as such requirements are interpreted by the Board in its business judgment.
- II. Purposes of the Corporate Responsibility & Governance Committee: The primary purposes of the Committee are to (i) make recommendations to the Board regarding nominees for election to the Board, taking into account the overall diversity of the Board, and recommend policies and practices relating to the governance of the Board and the Company, (ii) review and make recommendations to the Board with respect to the Company’s corporate governance framework, (iii) conduct the annual review of the performance of the Board, its committees and its members, and (iv) review and evaluate the Company’s policies, practices and initiatives with respect to key environmental, social and corporate governance (ESG) issues such as climate, cybersecurity, and workforce diversity and inclusion, and monitoring its progress towards its corporate responsibility goals and objectives.
- III. Meetings of the Corporate Responsibility & Governance 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 advisor 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 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 upon the recommendation of the Committee. 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 chair will, in consultation with management and other members of the Committee, set the agenda for 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 Corporate Responsibility & Governance Committee: The Committee shall perform the following duties and functions:

- A. Determine criteria for Board membership, including the selection of the qualities, experience, education, and other factors that will best qualify a potential nominee to serve on the Company's Board, while assuring a mix of skills, viewpoints, backgrounds and experiences of the Board.
- B. Identify, evaluate and recommend director nominees to the Board for election at any stockholders' meeting at which directors are to be elected or persons for appointment to fill a vacancy on the Board. In identifying and selecting candidates for the Board, the Committee shall strive to build a Board that reflects a diversity of skills, experiences, expertise, industry knowledge, perspectives, and personal characteristics (such as gender, ethnicity/race, age and geographic origin).
- C. Review and make recommendations to the Board with respect to overall Board size and composition (including overall diversity), director selection, refreshment policies, the structure and membership of the Board Committees and the assignment of Board and committee chairs after consultation with the Chair of the Board.
- D. Regularly review succession plans for the Chair of the Board, the chairs and members of each committee and individual directors, as appropriate.
- E. Annually evaluate and make a recommendation to the Board with respect to whether each director qualifies as "independent" and make such other determinations as are required by law or regulations of the NYSE as to qualifications of members of the Audit and other committees.
- F. Conduct at least annually a review of the performance and effectiveness of the full Board, its committees and of the individual directors, and make recommendations to the Board as needed based on such review. Such evaluation may include interviews of each director conducted by a third-party governance expert, who shall then review the results with the Board.
- G. Develop and oversee orientation materials and programs for new directors.
- H. Review all transactions that would be related-party transactions required to be disclosed under Item 404 of Regulation S-K for potential conflict of interest situations, and approve such transactions if appropriate in accordance with the Company's established policies and procedures.
- I. Monitor compliance with the Company's Ethics and Compliance Program, including its codes of conduct applicable to directors, officers and employees of the Company, and make recommendations to the Board regarding whether to grant a waiver under such codes as required or as the Committee may deem necessary or advisable.
- J. Recommend to the Board whether to accept or reject a director resignation or take other action when a director's principal professional status changes or when a

director fails to receive the required number of votes for his or her re-election, as specified in the Company's Principles of Corporate Governance.

- K. Review the Company's corporate governance framework, including the Company's organizational documents, the Principles of Corporate Governance and the Principles of Ethical Business Conduct, and recommend to the Board any changes with respect thereto, including the potential adoption of additional governance policies and practices designed to ensure compliance with legal or regulatory requirements and/or enhance the performance of the Board or its committees.
- L. Review and evaluate the Company's policies, practices and initiatives related to environmental, social and corporate governance (ESG) issues, including sustainability, environmental stewardship including climate, employee health, safety and wellbeing, human rights, and cultivating a diverse and inclusive workforce, and review reports of any related audits.
- M. Establish the Company's stock ownership policies applicable to the Directors and monitor compliance therewith.
- N. Review and provide guidance to management regarding the Company's programs related to workforce diversity and inclusion.
- O. Monitor the Company's progress towards its corporate responsibility objectives.
- P. Oversee the Company's culture and evaluate management's efforts to align corporate culture with the Company's stated values, purpose, and long-term strategy.
- Q. Identify, evaluate and discuss with the Board emerging corporate governance and corporate responsibility matters and trends that may affect the Company and make recommendations to the Board as appropriate.
- R. Review and make recommendations to the Board with respect to stockholder proposals submitted to the Company advocating inclusion in the Company's proxy statement and to be considered at the next shareholders' meeting pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, including by consulting with other committees of the Board as needed when a proposal relates to a matter that is overseen by such other committee.
- S. Review and assess, as needed, corporate governance risks and provide guidance to the Board and management with respect thereto.
- T. Consider any other corporate governance or corporate responsibility matters that arise from time to time, and develop appropriate recommendations for the Board.
- U. 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, and make

such recommendations to the Board with respect to the above and other matters as the Committee may deem necessary or appropriate.

- V. Review annually the performance of the Committee.
 - W. Review annually this Charter and recommend any proposed changes to the Board.
 - X. Have and exercise such other powers, authority and responsibilities as may be determined by the Board.
- V. Resources and Authority of the Corporate Responsibility & Governance Committee: The Committee shall have the resources (at the Company's expense) and authority appropriate to discharge its responsibilities, including the authority to engage search firms and other consultants, and the sole authority to approve the terms and conditions under which it engages search firms utilized to identify candidates for directorships.
- VI. Delegation of the Duties and Responsibilities of the Corporate Responsibility & Governance 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 when appropriate.
- 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 believes to be reliable and competent as to the matters involved;
 - B. 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, merit confidence.