

Governance Principles

MISSION OF THE EQUIFAX INC. BOARD OF DIRECTORS

The Equifax Inc. Board of Directors serves shareholder interests in the management and growth of a successful business, including optimizing long-term financial returns. The Board is responsible for directing the Company in such a way to ensure this result. This is an active, not a passive, responsibility. The Board has the responsibility to ensure that in good times, as well as difficult ones, management is capably executing its responsibilities. The Board's responsibility is to regularly monitor the effectiveness of management policies and decisions including the execution of its strategies.

In addition to fulfilling its obligations for increased shareholder value, the Board has responsibility to Equifax's customers, employees, and suppliers and to the communities where it operates -- all of whom are essential to a profitable business. All of these responsibilities, however, are founded upon the successful perpetuation of the business.

GUIDELINES ON SIGNIFICANT CORPORATE GOVERNANCE ISSUES

Selection and Composition of the Board

1) Board Membership Criteria

The Governance Committee is responsible for developing and recommending to the Board criteria for selection of qualified directors, including criteria for the evaluation of nominees submitted by the shareholders. More specifically, the criteria to be considered shall include: the highest degree of integrity and ethical standards; independence from management; the ability to provide sound and informed judgment; a history of achievement that reflects superior standards; a willingness to commit sufficient time; possess financial literacy; and other public board memberships should not exceed five at the time a candidate is considered for election.

The Governance Committee will review with the Board, on an annual basis, the appropriate skills and characteristics required of Board members in the context of the current circumstances of the Board at that point in time. This assessment should include consideration of those factors deemed relevant by the Governance Committee and the Board such as issues of geographic, gender, age and ethnic diversity, educational and professional experience, skills (such as understanding of accounting, finance, markets, technologies, international operations, corporate governance, industry knowledge and other disciplines relevant to the success of a large publicly traded company in today's business environment) and other board commitments. An individual director's background should be complementary to the Company's needs.

Each director should have the capacity and desire to represent the balanced, best interests of the Company and the shareholders as a whole and not primarily a special interest group or constituent.

Each director should be free of any conflict or interest that would violate any applicable law or regulation or interfere with the proper performance of his or her responsibilities as a director.

2) Selection and Orientation of New Directors

Subject to the requirements of applicable law, the Governance Committee is responsible for recommending to the Board a slate of directors for submission to shareholders at the Company's annual meeting, and is also responsible for considering and making recommendations to the Board concerning any nominees for director submitted by the shareholders in accordance with the nomination procedures in the Bylaws and any other policies or procedures adopted by the Governance Committee or the Board in connection with shareholder nominations. Attached as Appendices A, B and C, respectively, are the Company's provisions for the annual election of directors; majority voting for directors in uncontested elections; and director resignation policy.

Subject to the requirements of applicable law, the Board shall be responsible for selecting director nominees and recommending them for election by the shareholders. Shareholders may submit nominees for consideration as set forth in the latest proxy statement and in accordance with Rule 14a-11 under the Securities Exchange Act of 1934, as amended. The Board delegates the screening process involved to the Governance Committee with direct input from the Chairman of the Board and the Chief Executive Officer.

The Governance Committee oversees the director orientation and continuing education activities of the Board. The Board and the Company have an orientation process for new directors that includes background materials and meetings with senior management. Continuing education opportunities for directors will be identified and directors are encouraged to participate in appropriate continuing education activities.

3) Extending the Invitation to a Potential Director to Join the Board

The invitation to join the Board should be extended by the Board itself through the Chair of the Governance Committee and the Chairman of the Board.

Board Leadership

4) Selection of Chairman of the Board and CEO

The Board should be free to make this choice in the best interests of the Company.

Therefore, the Board does not have a policy, one way or the other, on whether or not the role of the Chief Executive Officer and Chairman of the Board should be separate and, if it is to be separate, whether the Chairman of the Board should be selected from among non employee directors.

5) Presiding Director

If the Chairman of the Board is the Chief Executive Officer of the Company, then one of the non-employee directors will be named as Presiding Director. In addition to presiding at executive sessions of the non-employee directors described in Section 15 below, the Presiding Director powers or duties shall include:

- advising the Chairman of the Board and Chief Executive Officer of decisions reached, and suggestions made, at executive sessions;
- calling meetings of the non-employee directors;
- presiding at each Board meeting at which the Chairman is not present;
- reviewing and approving the agenda, schedule and materials;
- facilitating communication between the non-employee directors and the Chairman and Chief Executive Officer;
- meeting directly with management and non-management employees of the Company; and
- if requested by major shareholders, being available for consultation and direct communication.

The Presiding Director will be elected annually by majority vote of the non-employee directors after consultation with the Governance Committee. The Presiding Director shall have no greater obligations (fiduciary or otherwise) or liabilities than those of other directors by reason of serving as Presiding Director.

For purposes of these Guidelines, "non-employee directors" shall mean only those directors who (1) are not current employees of the Company, or (2) have not been employees of the Company at any time within the past five years.

Board Composition and Performance

6) Size of the Board

The Board believes that the number of directors should not exceed a number that can function efficiently as a body. The Company's Articles of Incorporation and Bylaws provide that the number of directors shall range from nine to twenty, and shall be fixed from within such range by the Board.

7) Inside and Outside Directors

On matters of corporate governance, the Board intends that decisions will be made by non-employee directors.

8) Access to Independent Advisors

In the course of fulfilling its duties, the Board shall have the authority to access Company resources, seek advice and assistance from outside consultants, legal counsel or other independent advisors as the Board, in its sole discretion, determines to be necessary or appropriate in carrying out its duties.

9) Independence

It is the policy of the Board that a substantial majority of its members will be independent directors. For a director to be considered independent, the Board must determine that the director does not have any direct or indirect material relationship with the Company. Independent directors shall meet the independence requirements of the New York Stock Exchange listing requirements (NYSE rules) and such other independence standards applicable to independent Board members as may be in effect from time to time under applicable laws, rules or regulations.

The Board has established guidelines (attached as Appendix D hereto) to assist it in determining director independence, which conform to or are more exacting than the independence requirements of the current NYSE rules. In addition to applying these guidelines, the Board will consider all relevant facts and circumstances in making an independence determination, and not merely from the standpoint of the director, but also from that of persons or organizations with which the director has an affiliation.

The Governance Committee and Board will monitor and review director independence, and the Board will make and publicly disclose its independence determination for each director when the director is first elected to the Board and annually thereafter for all nominees for election as director. If the Board determines that a director who satisfies the NYSE rules is independent even though he or she does not satisfy all of the Company's independence guidelines, this determination will be disclosed and explained in the next proxy statement. Each director shall notify the Board of any change in circumstances that may put his or her independence at issue. If so notified, the Board will reevaluate, as promptly as practicable thereafter, such director's independence.

Members of the Audit Committee and the Compensation, Human Resources & Management Succession Committee shall additionally meet the independence criteria applicable to them under Rules 10A-3, Rule 10C-1 and Rule 14a-11 of the Securities Exchange Act of 1934. It is also the sense of the Board that each member of the Compensation, Human Resources & Management Succession Committee should meet the criteria for being a 'non-employee director' under Rule 16b-3 of the Securities Exchange Act of 1934 and be an 'outside director' within the meaning of Section 162(m) of the Internal Revenue Code.

10 Former Chief Executive Officer's Board Membership

The Board believes this is a matter to be decided on individual circumstances. It is assumed that when the Chief Executive Officer resigns from that position, he or she should submit his/her resignation from the Board at the same time. Whether the individual continues to serve on the Board is a matter for determination by the Board.

11 Directors Who Change Their Present Job Responsibility

The Board believes that individual directors who significantly change the responsibility they held when they were elected to the Board should submit a letter of resignation to the Board.

It is not the sense of the Board that the directors who retire, or change the position they held when they came on the Board, should leave the Board in every instance. There should, however, be an opportunity for the Board, through the Governance Committee, to review continued Board membership under these circumstances.

12) Term Limits

While term limits may help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. Accordingly, the Board has not established term limits for director service.

As an alternative to term limits, the Governance Committee, in conjunction with the Chief Executive Officer and the Chairman of the Board, will formally review each director's contribution to the Board annually. This will also allow each director the opportunity to conveniently confirm his/her desire to continue as a member of the Board.

13) Retirement

The Board believes that the current retirement age of 72 (age 65 for employee-directors) is appropriate, as stipulated in Section 2.5 of the Bylaws. A director reaching normal retirement age, or a director who changes his/her employer or otherwise has a significant change in job responsibilities or other business or professional relationship, shall submit his/her resignation.

At the request of the Governance Committee, and if ratified by the Board, a director may continue to serve after the normal retirement age or after a change of employer or job responsibilities or other relationships, if he/she continues in a position or in business or professional activities, or possesses special qualifications, that the Governance Committee and Board determine would be of substantial benefit to the Company.

14) Board Compensation Review; Director Stock Ownership Guidelines

The Governance Committee will annually review the status of Board compensation in relation to comparable U.S. public companies based on such benchmarking data as they deem appropriate, and make recommendations to the Board for approval of any changes in Board compensation. To create a direct linkage with corporate performance, the Board believes that equity in the Company should constitute a meaningful portion of a director's overall compensation. Directors are expected to own Company stock, the value of which is at least five times the annual Board cash retainer, by the fifth anniversary of the date the director was first elected to the Board.

Changes in Board compensation, if any, will be made by approval by the Board, based upon the recommendation of the Governance Committee.

15) Executive Sessions of Outside Directors

The non-employee directors of the Board will meet without management present at each regularly scheduled meeting of the Board and such meetings will be convened and chaired by the Presiding Director. If one or more non-employee directors are not also independent directors, the independent directors shall meet in executive session at least annually in addition to any meetings of the non-employee directors. The format of these meetings will include, in part, a discussion with the Chief Executive Officer on each occasion.

16) Assessing the Board's Performance

The Governance Committee is responsible to report annually to the Board an assessment of the Board's performance. This should be done following the end of each fiscal year and at the same time as the report on Board membership criteria. This assessment should be of the Board's contribution as a whole and specifically review areas in which the Board and/or the management contribution may be improved. Its purpose is to increase the overall effectiveness of the Board and its Committees.

17) Board's Interaction with Investors, Press, Customers, etc.

The Chairman of the Board and Chief Executive Officer is responsible for establishing effective communications with the Company's stakeholder groups, i.e., shareholders, customers, Company associates, communities, suppliers, creditors, governments, and corporate partners. It is the policy of the Board that management generally speaks for the Company. This policy does not preclude non-employee directors, including the Presiding Director and Committee Chairs, from meeting or otherwise communicating with the Company's shareholders and other stakeholder groups as appropriate. Where comments from the Board are appropriate, they will normally come from the Chairman of the Board.

The Board believes that it is important for directors to make themselves available to the Company's stakeholders by attendance at each Annual Meeting of Shareholders.

Shareholders interested in communicating directly with Board members may do so by writing to them in care of the Corporate Secretary, Equifax Inc., 1550 Peachtree Street, N.W., Atlanta, Georgia 30309. Correspondence will be forwarded as directed by the shareholder. The Company may first review such communications and screen out solicitations for goods and services and similar inappropriate communications unrelated to the Company or its business. All concerns related to audit or accounting matters will be referred to the Audit Committee.

Board Relationship to Management

18) Regular Attendance of Non Directors at Board Meetings

With the advice and consent of the Chairman of the Board and the Chief Executive Officer, the Board welcomes attendance at Board meetings of non Board members who are members of management.

19) Board Access to Management

Board members have complete access to Company management and employees.

Board members will ensure, in their judgment, that contact is not distracting to the business operations of the Company.

Furthermore, the Board encourages management to, from time to time, bring managers into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) represent managers with future potential that the senior management believes should be given exposure to the Board.

Meeting Procedures

20) Board Meetings - Scheduling and Attendance

The Chairman of the Board is responsible for scheduling meetings of the Board. Meetings may be scheduled as in-person or telephone meetings. The Board and Committees may also act by unanimous written consent. Directors are responsible for attendance, either in-person or telephonically, at all meetings of the Board and Committees on which they serve.

21) Selection of Agenda Items for Meetings

The Chairman of the Board and the Chief Executive Officer (if the Chairman is not the Chief Executive Officer) will establish the agenda for each Board meeting. The Presiding Director will review and approve the Board agenda. Each Board member may suggest the inclusion of item(s) on the agenda.

22) Board Materials Distributed in Advance

It is the sense of the Board that information and data that is important to the Board's understanding of the business be distributed in writing to the Board before the Board meets. As a general rule, presentations on specific subjects should be sent to the Board members in advance so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the material.

Committee Matters

23) Number, Structure and Independence of Committees

The Governance Committee has the responsibility to recommend to the Board which Board Committees to form, and the composition and responsibilities of such Committees. The current Committees are Audit; Executive; Compensation, Human Resources & Management Succession; Governance; and Technology. Committee membership, with the exception of the Executive and Technology Committees, must consist solely of independent, non-employee directors.

24) Assignment and Rotation of Committee Members

The Governance Committee is responsible, after consultation with the Chairman of the Board and the Chief Executive Officer, and with consideration of the skills and desires of individual Board members, for recommending to the Board the assignment of Board members to various Committees.

It is the sense of the Board that consideration should be given to rotating Committee members and Committee chairs periodically at five-year intervals, but the Board does not mandate a policy of such rotation since there may be reasons to maintain an individual director's committee membership or committee chair for a longer period.

25) Frequency and Length of Committee Meetings

Committee Chair, in consultation with Committee members, will determine the frequency, and the length, of Committee meetings.

26) Committee Agendas

Committee Chair, in consultation with Committee members and management, will develop and approve their respective Committee agendas.

Leadership Development

27) Annual Evaluation of the Chief Executive Officer

The independent members of the Board are responsible for evaluating the performance of the Chief Executive Officer on an annual basis. This evaluation should be based on: (a) objective criteria including the Chief Executive Officer's performance against his or her annual objectives; (b) the performance of the business; and (c) other factors the independent directors may deem appropriate and relevant. The Presiding Director will lead the evaluation process and communicate the results to the Chief Executive Officer. The evaluation will be used by the Compensation, Human Resources & Management Succession Committee in the course of its consideration of the compensation of the Chief Executive Officer.

28) Succession Planning

The Chair of the Compensation, Human Resources & Management Succession Committee will report annually to the independent members of the Board on succession planning. There shall also be available to the Presiding Director, on a continuing basis, the Chief Executive Officer's recommendation as to a successor should he/she be

unexpectedly rendered unable to perform the duties of such office, along with a review of any development plans recommended for such individual.

29) Management Development

The Chief Executive Officer will report annually to the Board concerning the Company's program for management development. This report should be given to the Board at the same time as the succession planning report noted above.

30) Code of Ethics and Compliance Programs; Confidentiality

The Board expects all directors, officers and employees to act with the highest standards of integrity and adhere to the Company's policies and applicable code of conduct, ethics and compliance program. Directors also are required to act at all times in accordance with the requirements of the Company's Code of Conduct and Ethics for Directors and compliance program, including its insider trading policy. The Audit Committee of the Board annually reviews and oversees compliance with the Company's ethics and compliance programs.

The proceedings and deliberations of the Board and its committees shall be confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

31. Reliance on Management and Outside Advice

In performing its functions, the Board shall be entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisors. Except as otherwise provided in the charter of a Committee, the Board shall have the authority to select, retain, terminate and approve the fees and other retention terms of its outside advisors.

As revised September 11, 2012

**Amendments to Equifax's Articles of Incorporation and Bylaws
to Declassify the Board of Directors**

[ANNUAL ELECTION OF DIRECTORS]

IV.

(a) Subject to the rights of the holders of any outstanding series of Preferred Stock or any other outstanding class or series of shares of the Corporation as may be specified in or authorized by these Amended and Restated Articles of Incorporation, the business and affairs of the Corporation shall be managed by, or under the direction of, a Board of Directors comprised as follows:

1. The Board of Directors of the Corporation shall consist of not less than nine, nor more than 20 Directors, the exact number of Directors to be determined from time to time by a resolution of the Board of Directors.

2. Subject to the provisions of Section 3 of this Article IV, the Directors shall be divided into three classes, designated as Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third of the total number of Directors constituting the entire Board of Directors. At each Annual Meeting of Shareholders, successors to the class of Directors whose term expires at that Annual Meeting of Shareholders shall be elected for a three- year term. If the number of Directors has changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of Directors in each class as nearly equal as possible, and any additional Director of any class elected to the Board of Directors to fill a vacancy resulting from an increase in such a class shall hold office for a term that shall coincide with the remaining term of that class, unless otherwise required by law, but in no case shall a decrease in the number of Directors for a class shorten the term of an incumbent Director. A Director shall hold office until the Annual Meeting of Shareholders for the year in which such Director's term expires and until his or her successor shall be elected and qualified, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

3. Notwithstanding anything contained in Section 2 of this Article IV to the contrary, beginning at the 2010 Annual Meeting of Shareholders, Directors shall be elected annually for terms of one year, except that any Director whose term expires at the 2011 Annual Meeting of Shareholders or the 2012 Annual Meeting of Shareholders shall continue to hold office until the end of the term for which such Director was elected or appointed and until such Director's successor shall have been elected and qualified, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Accordingly, (i) at the 2010 Annual Meeting of Shareholders, the Directors whose terms expire at that meeting shall be elected to hold office for a one-year term expiring at the 2011 Annual Meeting of Shareholders; (ii) at the 2011 Annual Meeting of Shareholders, the Directors whose terms expire at that meeting shall be elected to hold office for a one-year term expiring at the 2012 Annual Meeting of Shareholders; and (iii) at the 2012 Annual Meeting of Shareholders, the Directors whose terms expire at that meeting shall be elected to hold office for a one-year term expiring at the 2013 Annual Meeting of Shareholders.

4. Except as otherwise required by law any vacancy on the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or any other reason) and any newly created directorships resulting from an increase in the authorized number of Directors or any other reason may be filled by a majority of the Directors then in office, even if less than a quorum, or by a sole remaining Director. Any Director so chosen shall hold office until the next Annual Meeting of the Shareholders and until his or her successor has been duly elected and qualified. No decrease in the number of authorized Directors shall shorten the term of any incumbent Director.

(b) Except as may be prohibited by law or by these Amended and Restated Articles of Incorporation, the Board of Directors shall have the right to make, alter, amend, change, add to, or repeal the By-laws of the Corporation, and have the right (which, to the extent exercised, shall be exclusive) to establish the rights, powers, duties, rules and procedures that from time to time shall govern the Board of Directors, each of its members, including without limitation, the vote required for any action by the Board of Directors, and that from time to time shall affect the Directors' powers to manage the business and affairs of the Corporation. No By-law shall be adopted by shareholders that shall impair or impede the implementation of the foregoing.

(c) Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation or the By-laws of the Corporation (and notwithstanding the fact that a lesser percentage for separate class vote for certain actions may be permitted by law, by these Amended and Restated Articles of Incorporation or by the By-laws of the Corporation), the affirmative vote of the holders of not less than two-thirds (2/3) of the votes entitled to be cast by the holders of all then outstanding shares of Voting Stock, voting together as a single class, shall be required to make, alter, amend, change, add to or repeal any provision of these Amended and Restated Articles of Incorporation or the By-laws of the Corporation inconsistent with this Article IV; provided, however, that this Article IV(c) shall not apply to, and such two-thirds (2/3) vote shall not be required to alter, amend, change, add to or repeal any provisions of the By-laws relating to this Article IV, or this Article IV of these Amended and Restated Articles of Incorporation, recommended by a majority of the Board of Directors.

(d) The invalidity or unenforceability of this Article IV, or any portion hereof, or of any action taken pursuant to this Article IV shall not affect the validity or enforceability of any other provision of these Amended and Restated Articles of Incorporation, any action taken pursuant to such other provision, or any action taken pursuant to this Article IV.

**AMENDMENT AND RESTATEMENT OF SECTION 2.2 OF EQUIFAX'S AMENDED AND
RESTATEMENT BYLAWS
[ANNUAL ELECTION OF DIRECTORS]**

Section 2.2 Number of Directors and Term of Office. The number of Directors constituting the Board shall be consistent with the provisions of the Amended and Restated Articles of Incorporation and shall be fixed from time to time by resolution of the Board. A Director may resign from the Board at any time by delivering notice in writing or by electronic transmission to the Board of Directors, the Chairman of the Board or the Secretary. Such resignation shall be effective on such later date as is specified therein (or, if no such date is specified, upon delivery); provided, that, if so specified in such resignation or so provided by the Corporation's Guidelines on Significant Corporate Governance Issues or other Board-adopted policy in effect from time to time, the effectiveness of a Director's resignation may be conditioned upon its acceptance by the Board or upon the happening of another event, and the effective date thereof may be determined by the happening of such event. A resignation that is conditioned upon the happening of another event may provide that it is irrevocable. Directors shall have terms of office as provided in the Amended and Restated Articles of Incorporation.

**Amendments to Equifax's Articles of Incorporation to
Provide for Majority Voting in Uncontested Director Elections**

[MAJORITY VOTING FOR DIRECTORS IN UNCONTESTED ELECTIONS]

III.

(a) Except as otherwise provided in these Amended and Restated Articles of Incorporation or pursuant to the terms of any authorized series of Preferred Stock or by action of the Board of Directors pursuant to the Georgia Business Corporation Code, the vote required for shareholder action on all matters shall be the minimum vote required by the Georgia Business Corporation Code.

(b) The vote required for election of a Director by shareholders, other than in a contested election, shall be the affirmative vote of the holders of a majority of the votes cast with respect to the Director at any meeting for the election of Directors at which a quorum is present. A majority of votes cast means that the number of votes cast "for" a Director must exceed the number of votes cast "against" that Director. In a contested election, the nominees receiving the greatest number of votes "for" their election, up to the number of Directors to be elected, shall be elected. Abstentions and broker non-votes will not count as votes either "for" or "against" a nominee. The election is "contested" if there are more nominees than Board vacancies, which shall be the case if: (i) the Secretary of the Corporation has received a notice that a shareholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for shareholder nominees for Director set forth in the Corporation's By-laws and (ii) such nomination has not been withdrawn by such shareholder on or prior to ten (10) days in advance of the date that the Corporation files its definitive proxy statement with the Securities and Exchange Commission with respect to such election (regardless of whether such proxy statement is thereafter revised or supplemented).

**PROPOSED AMENDMENT AND RESTATEMENT OF SECTION 2.3 OF EQUIFAX'S
AMENDED AND RESTATED BYLAWS**

[MAJORITY VOTING FOR DIRECTORS IN UNCONTESTED ELECTIONS]

Section 2.3 Election of Directors. Except as provided in Section 2.4 of these By-laws or by applicable law, each Director shall be elected by the affirmative vote of the holders of a majority of the votes cast by the holders of all then outstanding shares of Voting Stock voting together as a single class with respect to the Director at any meeting for the election of Directors at which a quorum is present *provided that*, if as of a date that is ten (10) days in advance of the date the Company files its definitive proxy statement (regardless of whether or not thereafter revised or supplemented) with the Securities and Exchange Commission the number of nominees exceeds the number of Directors to be elected in such election (a "contested election"), the Directors shall be elected by the vote of a plurality of the votes cast by the shares represented in person or by proxy at any such meeting and entitled to vote on the election of Directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" a Director must exceed the number of votes cast "against" that Director. If Directors are to be elected by a plurality of the votes cast in a contested election, shareholders shall not be permitted to vote against a nominee. The Governance Committee of the Board of Directors shall establish and submit to the Board of Directors for approval policies pursuant to which any incumbent Director who is not re-elected by a majority of the votes cast in an election in which such majority is required shall offer his or her resignation to the Board. The Governance Committee will make a recommendation to the Board on whether or not to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of certification of the election results. If, for any cause, and except as provided in Section 2.4 of these By-laws or by applicable law, Directors

shall not have been elected at an annual meeting, they may be elected as soon thereafter as convenient at a special meeting of the shareholders called for that purpose in the manner provided in these Bylaws.

Section 2.4 Vacancies. Any vacancy on the Board of Directors that results from an increase in the number of Directors or from prior death, resignation, retirement, disqualification or removal from office of a Director shall be filled by a majority of the Board of Directors then in office, though less than a quorum, or by the sole remaining Director. Any Director elected to fill a vacancy resulting from an increase in the number of Directors or from the death, resignation, retirement, disqualification or removal from office of a Director shall hold office until the next annual meeting of the shareholders and until the Director's successor has been duly elected and qualified. No decrease in the number of authorized Directors shall shorten the term of any incumbent Director.

Equifax Inc.
Director Resignation Policy

1. Introduction

This document describes the policy of the Board of Directors (the “Board”) of Equifax Inc. (the “Company”) with respect to certain situations in which an incumbent director standing for re-election by the Company’s shareholders does not receive a majority affirmative vote of the shares voting on his or her re-election.

2. Definitions

- 2.1. “Incumbent Director” means an incumbent director standing for re-election by the Company’s shareholders.
- 2.2. “Majority Affirmative Vote” means that, in an election in which a quorum is present, the number of votes cast “for” the re-election of an Incumbent Director is greater than the number of votes cast “against” the re-election of the Incumbent Director.
- 2.3. “Governance Committee” means the Governance Committee of the Board.
- 2.4. “Tendered Resignation” means a resignation tendered by an Incumbent Director pursuant to this policy.
- 2.5. “Uncontested Election” means an election of directors by the Company’s shareholders for which, as of a date that is ten (10) days in advance of the date that the Company files its definitive proxy statement with the Securities and Exchange Commission with respect to such election (regardless of whether such proxy statement is thereafter revised or supplemented), the number of nominees is less than or equal to the number of directors to be elected.

3. Action by Incumbent Director

- 3.1. An Incumbent Director who does not receive a Majority Affirmative Vote in an Uncontested Election shall promptly tender his or her resignation from the Board and from those Board committees on which the Incumbent Director serves.
- 3.2. For the avoidance of doubt, this policy is applicable only in the case of an Uncontested Election.
- 3.3. Any Incumbent Director who tenders his or her resignation pursuant to this policy shall not participate in the Governance Committee’s or the Board’s consideration of:
 - 3.3.1. His or her Tendered Resignation; or
 - 3.3.2. Except as provided in Section 7 (Tendered Resignation by Majority) below, in the consideration of the resignation of any other director tendered pursuant to this policy in connection with the same election of directors in which the Incumbent Director did not receive a Majority Affirmative Vote.
- 3.4. An Incumbent Director may provide the Governance Committee and/or the Board with any information that he or she deems relevant to the consideration of his or her Tendered Resignation.

4. Recommendation by Governance Committee

- 4.1. The Governance Committee shall consider the Tendered Resignation and, no later than sixty (60) days following the shareholders’ meeting at which the Incumbent Director did not receive a Majority Affirmative Vote, shall recommend to the Board the action or actions to be taken with respect to the Tendered Resignation.
- 4.2. The Governance Committee may recommend, among other things, that the Board:
 - 4.2.1. Accept the Tendered Resignation;
 - 4.2.2. Delay acceptance of the Tendered Resignation for a reasonable period of time sufficient to recruit and elect a new director;

4.2.3. Reject the Tendered Resignation but address the underlying reasons for the failure of the Incumbent Director to receive a Majority Affirmative Vote; or

4.2.4. Reject the Tendered Resignation without further action.

4.3. If the Governance Committee recommends that the Board accept the Tendered Resignation, the Governance Committee shall also recommend to the Board whether to fill the vacancy resulting from the resignation or to reduce the size of the Board.

4.4. In considering a Tendered Resignation, the Governance Committee may consider those factors it deems relevant to its recommendation, including but not limited to the following:

4.4.1. The underlying reasons for the failure of the Incumbent Director to receive a Majority Affirmative Vote;

4.4.2. The tenure and qualifications of the Incumbent Director;

4.4.3. The Incumbent Director's past and expected future contributions to the Board;

4.4.4. The other policies of the Board; and

4.4.5. The overall composition of the Board, including whether accepting the Tendered Resignation would cause the Company to fail to meet the requirements of any law, regulation, or rule, including but not limited to the regulations of the Securities and Exchange Commission or the rules of any exchange on which the Company's shares are listed or traded.

5. Action by Board

5.1. The Board shall act on the recommendation of the Governance Committee no later than ninety (90) days following the shareholders' meeting at which the Incumbent Director did not receive a Majority Affirmative Vote.

5.2. In considering the Governance Committee's recommendation, the Board may consider those factors considered by the Governance Committee, as well as any other factors that the Board deems to be relevant.

6. Summary; Public Announcement

6.1. This policy will be summarized or included in each proxy statement relating to the election of directors of the Company.

6.2. Following the Board's decision, the Company will promptly publicly announce the Board's decision. The announcement shall include an explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the Tendered Resignation.

7. Tendered Resignation by Majority

If, in any Uncontested Election, a majority of the members of the Governance Committee are required to tender their resignation pursuant to this policy, then:

7.1. If the number of independent directors who are not required to tender their resignation in connection with the Uncontested Election is three or more, the Board shall appoint a committee, which shall be comprised of at least three independent directors who are not required to tender their resignation as selected by the independent directors who are not required to tender their resignation, for the purpose of considering the Tendered Resignations in accordance with this policy;

7.2. If the number of independent directors who are not required to tender their resignation in connection with the Uncontested Election is less than three, the Board shall appoint a committee, which shall be comprised of all independent directors, regardless of whether they are required to tender their resignation, for the purpose of considering the Tendered Resignations in accordance with this policy, provided that each independent director required to tender his or her resignation shall recuse himself or herself from consideration

of his or her Tendered Resignation. The committee shall make the recommendation contemplated to be made by the Governance Committee to the Board under this policy.

**APPENDIX D TO EQUIFAX INC. GUIDELINES ON SIGNIFICANT CORPORATE GOVERNANCE
ISSUES**

Guidelines for Determining the Independence of Directors

The Board of Directors of Equifax Inc. (“Equifax”) believes that a majority of its members should be independent non-employee directors. The Board annually reviews all commercial and charitable relationships that directors may have with Equifax to determine whether our directors are, in fact, independent. To assist it in determining director independence, the Board has established the following guidelines that are consistent with the current listing standards of the New York Stock Exchange:

- A director will not be considered independent if, within the preceding three years,
 - the director was an employee of, or an immediate family member of the director was an executive officer of, Equifax;
 - the director, or an immediate family member of the director, has received during any 12-month period more than \$120,000 in direct compensation from Equifax, other than director and committee fees and pension or other forms of deferred compensation for prior service to Equifax (provided such compensation is not contingent in any way on continued service);
 - the director, or an immediate family member of the director, is or was employed as an executive officer of another company where any of Equifax’s present executive officers at the same time serves or served on that company’s Compensation Committee; or
 - the director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, Equifax for property or services in an amount which exceeds or exceeded the greater of \$1 million, or 2% of such other company’s consolidated gross revenues.
- A director will not be considered independent if (i) the director is a current partner or employee of the firm that is Equifax’s internal or external auditor; (ii) the director has an immediate family member who is a current partner of such a firm; (iii) the director has an immediate family member who is a current employee of such a firm and personally works on Equifax’s audit; or (iv) the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on Equifax’s audit within that time.
- The following commercial or charitable relationships will not, by themselves, impair a director’s independence:
 - a director is an executive officer of another company which is indebted to Equifax, or to which Equifax is indebted, and the total amount of either company’s indebtedness to the other is less than two percent of the total consolidated assets of the company he or she serves as an executive officer;
 - a director serves as an officer, director or trustee of a charitable organization and the charitable contributions of Equifax or the Equifax Foundation to such organization are less than the greater of (i) \$100,000 or (ii) two percent of the organization’s total annual charitable receipts (Equifax or Equifax Foundation automatic matching of employee charitable contributions will not be included in the amount of Equifax or Equifax Foundation contributions for this purpose); and
 - a director is an executive officer of another company that does business with Equifax and the annual revenue derived from that business by either company accounts for less than (i) \$1,000,000 or (ii) two percent, whichever is greater, of the consolidated gross revenues of such company.
- For relationships not covered by these guidelines, the determination of whether the relationship is material or not, and therefore whether the director would be independent or not, shall be made by the directors who satisfy the independence guidelines set forth above. Equifax will explain in its proxy statement the basis for any determination by the Board that a relationship is not material if the relationship does not satisfy one of the specific categories of immaterial relationships identified above.
- Audit Committee members may not accept, directly or indirectly, any consulting, advisory or other compensatory fee from us (other than director fees and pension or other deferred compensation for prior service to Equifax).

- Compensation, Human Resources & Management Succession Committee members must be independent in accordance with Section 952 of the Dodd-Frank Act and applicable NYSE listing requirements which require, among other things, a determination as to the source of compensation of the member, including any consulting, advisory or other compensatory fee paid by Equifax, whether the member is affiliated with Equifax, a subsidiary of Equifax or an affiliate.