

FORRESTER®

# 2021 ANNUAL REPORT



## **To shareholders and all members of the Forrester community,**

### **Forrester delivered a historic performance in 2021.**

Job One for 2021 was driving double-digit contract value (CV) growth. Thanks to the passion and dedication of Forresterites, we delivered on that commitment while continuing to navigate the challenges of the pandemic.

CV grew 15%, revenue increased 10%, adjusted operating margin rose to 13%, adjusted earnings per share were up 31%, and the company generated record cash flow from operations of \$107 million. We also improved across key metrics: Our client count, wallet retention, and client retention all showed strong growth, as we won back clients lost during the pandemic and attracted a new vintage of clients.

We played offense in 2021: launching Forrester Decisions, our new flagship research product portfolio; rallying Forresterites around the common goal of expanding CV at double-digit rates; investing in our employee experience and shifting to anywhere work; and advancing our Environmental, Social, and Governance (ESG) initiatives.

### **The launch of Forrester Decisions expanded our client value proposition.**

Forrester Decisions is a portfolio of 15 standardized research services tailored to the most critical priorities of senior leaders and their teams in technology, marketing, customer experience, sales, and product functions. It is the most significant product transformation in the company's history, made possible by the 2019 acquisition of SiriusDecisions. It combines the best of Forrester and the best of SiriusDecisions in one integrated offering.

Forrester Decisions clients have access to our bold vision research (helping them see the future), our strategy research (guiding them to make the right decisions, especially in technology), and curated tools and frameworks (helping them operate effectively). The research is augmented by extended guidance sessions with our analysts, who help our clients apply our research to their businesses.

No other research firm delivers this unique combination of vision, strategy, and execution research. Unlike competitive offerings, Forrester Decisions shows how technology and business operate in synergy, not as separate disciplines or activities, to accelerate growth through customer obsession. The offering is highly differentiated and deepens our utility and value for clients.

As part of bringing Forrester Decisions to market, we also launched an entirely new digital platform for all clients that amplifies their ability to get personalized insights and relevant content — faster. The product portfolio and the platform save our clients time and money — and empower them and their teams to deliver better financial outcomes. Forrester client companies are 34% more profitable than comparative large companies; highly engaged Forrester clients are 52% more profitable.

We have seen Forrester Decisions already outperform our legacy research products in both readership and engagement. Clients spend 12% more time on the site, they are viewing 59% more pages per session, and they are spending 31% more time engaging with research than legacy customers.

**Growing contract value became our touchstone metric.**

Beginning in 2021, we are now singularly focused on growing contract value: We are looking to double CV over the next five years. Increased CV will enable the company to generate more cash, which we will invest in growing and sharpening our sales force, improving and launching CV products, and acquiring other companies.

Forrester Decisions is transforming the dynamics of Forrester's CV growth engine in three important ways:

1. It is improving sales pipeline conversion, as the product is significantly easier to both buy and sell.
2. It is improving our wallet retention — primarily enrichment — through its multiservice structure.
3. It is expanding our ability to secure multiyear agreements with clients.

Our focus on CV expansion resulted in unprecedented research contract growth in 2021, with research revenues expanding 8%. For investors, growing CV means more predictable financial results, increasing margins, and broader market scale. Consistent CV expansion will drive shareholder value.

Consulting and Events, our non-CV businesses, are essential to driving CV growth. Consulting had a strong year with 14% year-over-year revenue growth. All service lines performed well, propelled by our content marketing, strategy consulting, and international growth. We also delivered 11 virtual events, which showcased Forrester's research, served as a launchpad for Forrester Decisions, and exceeded profit expectations.

In 2021, we generated a record amount of cash flow from operations — \$107 million — which we have deployed with over \$20 million of stock buybacks, as well as \$34 million of debt payments, bringing our debt level down to \$75 million at year-end. We will continue to use our significant cash position to enhance earnings-per-share growth in 2022.

Forrester's economic model — our contract value growth engine — is firing on all cylinders. We are well positioned for sustained CV growth in 2022 and beyond.

**Investing in our people and culture propelled our momentum.**

People are Forrester's most important asset. We are committed to investing in our people and culture, as evidenced by being named one of Glassdoor's Best Places to Work five of the past six years. Listening to employees has always been the bedrock of our employee experience — and 2021 was no exception. Leveraging our own research on the future of work and gathering employee feedback on how they'd like to return to the office, Forrester adopted "anywhere work," where Forresterites operate in a full flex environment.

Forrester's research shows that employees are happier, more productive, and more creative working within this model. We're proof of that: Forrester has been running at high performance levels working from anywhere for the past two years. This move has also helped us retain and attract new talent.

**We advanced our ESG commitments.**

In 2021, we made important strides in advancing our ESG commitments. We prioritized two key areas of significance to our stakeholder community: advancing diversity and inclusion (D&I) and environmental sustainability.

We firmly believe that progressing ESG at Forrester will make us a better partner for our clients and a more responsible corporate citizen. We also believe it strengthens our culture and instills a sense of pride and purpose for our employees.

**We are just getting started — and the company is well positioned for sustained CV growth.**

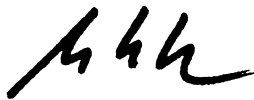
2021 was an excellent start to Forrester's voyage of doubling contract value. We are positioned to deliver a second consecutive year of double-digit CV bookings growth in 2022. And we will continue to invest in our people and the business to drive this growth.

In times of uncertainty, leaders are looking for ideas, guidance, data, and clarity on their next best and bold move: Forrester will continue to be by their side and on their side to deliver those insights and outcomes. Forrester Decisions best demonstrates that value proposition to clients. And with Forresterites laser-focused on CV growth, we are well positioned to drive sustained shareholder value for our investors. I am excited about the opportunities ahead.

To our clients, thank you for making Forrester part of your teams. It is an honor to be your long-term trusted partner.

To our investors, thank you for your continued support and belief in our opportunity.

And to the people of Forrester, I want to thank all of you for the resilience, agility, passion, and customer obsession that drove our historic performance in 2021. In 2022, let's continue to be bold together.

A handwritten signature in black ink, appearing to read 'GFC', written in a cursive style.

George F. Colony  
CEO, Forrester



Form 10-K  
2021





**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2021

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE TRANSITION PERIOD FROM TO

Commission File Number 000-21433

**Forrester Research, Inc.**

(Exact name of Registrant as specified in its Charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**60 Acorn Park Drive**

**Cambridge, Massachusetts**

(Address of principal executive offices)

**04-2797789**

(I.R.S. Employer  
Identification No.)

**02140**

(Zip Code)

**Registrant's telephone number, including area code: (617) 613-6000**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 Par Value	FORR	Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES  NO

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. YES  NO

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files). YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant, based on the closing price of the shares of common stock on The NASDAQ Stock Market on June 30, 2021, was approximately \$519,000,000.

The number of shares of Registrant's Common Stock outstanding as of March 7, 2022 was 18,983,000.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's Proxy Statement related to its 2022 Annual Stockholders' Meeting to be filed subsequently -- Part III of this Form 10-K.

**FORRESTER RESEARCH, INC.**

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*This Annual Report on Form 10-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as “expects,” “believes,” “anticipates,” “intends,” “plans,” “estimates,” or similar expressions are intended to identify these forward-looking statements. Reference is made in particular to our statements about changing stakeholder expectations, product development, holding hybrid events, possible acquisitions, future dividends, future share repurchases, future growth rates, operating income and cash from operations, future deferred revenue, future compliance with financial covenants under our credit facility, future interest expense, anticipated increases in, and productivity of, our sales force and headcount, changes to our customer engagement model, the adequacy of our cash, and cash flows to satisfy our working capital and capital expenditures, and the anticipated impact of accounting standards. These statements are based on our current plans and expectations and involve risks and uncertainties. Important factors that could cause actual future activities and results of operations to be materially different from those set forth in the forward-looking statements are discussed below under “Risk Factors.” We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events, or otherwise.*

## **PART I**

### **Item 1. Business**

#### **General**

Forrester Research, Inc. is a global independent research and advisory firm. We help leaders across technology, customer experience, marketing, sales and product functions use customer obsession to accelerate growth. Through Forrester’s proprietary research, consulting, and events, leaders from around the globe are empowered to be bold at work, navigate change, and put their customers at the center of their leadership, strategy, and operations. Our unique insights are grounded in annual surveys of more than 700,000 consumers, business leaders, and technology leaders worldwide, rigorous and objective research methodologies, 70 million real-time feedback votes, and the shared wisdom of our clients.

Our common stock is listed on Nasdaq Global Select Market under the symbol "FORR".

#### **Market Overview**

We believe that market dynamics — from empowered customers to the COVID-19 pandemic — have fundamentally changed business and technology. These dynamics continue to change stakeholder expectations.

Consumers and buyers have new demands and requirements. To win, serve, and retain customers in this environment, we believe that companies require a higher level of customer obsession. Customer obsessed firms put their customers at the center of their leadership, strategy, and operations. Our research has shown that customer-obsessed firms grow faster and are more profitable.

Organizations and leaders require a continuous stream of guidance and analysis to adapt to these ever-changing behaviors and realities. We believe that there is an increasing need for objective external sources of this guidance and analysis, fueling what we call the “golden age of research.”

#### **Forrester’s Strategy and Business Model**

The foundation of our business model is our ability to help business and technology leaders tackle their most pressing priorities and drive growth through customer obsession. Forrester helps clients solve problems, make decisions, and take action to deliver results. With our proprietary research, consulting, and events, our business model provides multiple sources of value to our clients and creates a system to expand contract value ("CV"), which we view as our most significant business metric.

Generally speaking, we define CV products as those services that our clients use over a year’s time and that are renewable periodically, usually on an annual basis. Our CV products primarily consist of our subscription research products, while our non-CV businesses, consulting and events, play critical complementary roles in driving our CV growth.

With respect to our clients, we believe that it has become difficult for large companies to run multi-year strategy and change management projects on their own as customers are changing faster and competitors are increasingly aggressive. Multi-year CV product relationships enable us to help our clients formulate their vision for the future and then translate those plans into implementation and outcomes over time. For our investors, we believe that CV growth will result in predictable and profitable revenue streams.

Our business model is built on the premise that an increase in CV generates more cash which can then be invested in improving our go-to-market structure (activities including sales, product, marketing and acquisitions) and creating CV products that clients renew year after year—repeating the cycle and driving the model forward. We refer to this model as our "CV growth engine."

## **Our Products and Services**

We strive to be an indispensable source that business and technology leaders across functions, including technology, customer experience, marketing, sales, and product, worldwide turn to for ongoing guidance to plan and operate more effectively.

We deliver our products and services globally through three business segments – Research, Consulting and Events.

### ***Research***

For more than 35 years, Forrester has been providing objective, independent and data-driven research insights utilizing both qualitative and quantitative data. We adhere to rigorous, unbiased research methodologies that are transparent and publicly available to ensure consistent research quality across markets, technologies, and geographies.

Our primary subscription research services include Forrester Research, SiriusDecisions Research, and Forrester Decisions. This portfolio of research services is designed to provide business and technology leaders with a proven path to growth through customer obsession. Key content available via online access includes:

- future trends, predictions, and market forecasts;
- deep consumer and business buyer data and insights;
- curated best practice models and tools to run business functions;
- operational and performance benchmarking data; and
- technology and service market landscapes and vendor evaluations.

Our research services also include time with our analysts to apply research to their context.

Launched in 2021, Forrester Decisions is a portfolio of 15 standardized research services combining key features of Forrester Research with key features of SiriusDecisions Research. Over time, we believe Forrester Decisions will become Forrester's flagship research product.

### ***Consulting***

Our Consulting business includes consulting projects and advisory services. We deliver focused insights and recommendations to assist clients in developing and executing their technology and business strategies. Our consulting projects help clients with challenges addressed in our published research. Our consulting projects include conducting maturity assessments, prioritizing best practices, developing strategies, building business cases, selecting technology vendors, structuring organizations, developing content marketing strategies and collateral, and sales tools. Consulting plays an important role in supporting our CV growth, as we have found that clients that purchase consulting projects from us renew their CV contracts at higher rates compared to clients that do not purchase consulting.

### ***Events***

We host multiple events across North America, Europe, and the Asia-Pacific region throughout the year. Forrester Events are thoughtfully designed and curated experiences to provide clients with insights and actionable advice to achieve accelerated business growth. Forrester Events focus on business imperatives of significant interest to clients, including business-to-business marketing, sales and product leadership, customer experience, security and risk, new technology and innovation, and data strategies and insights. One of the primary purposes of our Events business is to help drive our CV growth, and we have found that prospective clients that have attended one of our events convert into clients at higher rates compared to those that have not attended an event.

Due to the COVID-19 pandemic, in 2021 we continued to offer our events as live virtual experiences, though we currently plan to hold our events in 2022 as hybrid events, consisting of both in-person and virtual experiences. These virtual events allowed us to offer added attendee benefits such as on demand sessions, more networking opportunities and more content, leading to higher attendee engagement.

## **Sales and Marketing**

We believe we have a strong alignment across our sales, marketing and product functions.

We sell our products and services through our direct sales force in various locations in North America, Europe and the Asia Pacific region. Our sales organization is organized into groups based on client size, geography, and market potential. Our Premier groups focus on our largest vendor and end user clients across the globe while our Core group focuses on small to mid-sized vendor

clients. Our European and Asia Pacific groups focus on both end user and vendor clients in their respective geographies. Our International Business Development group sells our products and services through independent sales representatives in select international locations. We also have a group dedicated to event sales.

We employed 637 sales personnel as of December 31, 2021 compared to 701 sales personnel employed as of December 31, 2020.

We also sell select Research products directly online through our website.

Our marketing activities are designed to elevate the Forrester brand, differentiate and promote Forrester's products and services, improve the client experience, and drive growth. We achieve these outcomes by combining the value of analytics, brand campaigns, content, social media, public relations, creative, and field marketing, delivering multi-channel campaigns, Forrester Events, and high-quality digital experiences.

As of December 31, 2021, our products and services were delivered to more than 3,000 client companies. No single client company accounted for more than 3% of our 2021 revenues.

## **Pricing and Contracts**

We report our revenue from client contracts in three categories of revenue: (1) research, (2) consulting, and (3) events. We classify revenue from subscriptions to, and licenses of, our research products and services as research revenue. We classify revenue from our consulting projects and standalone advisory services as consulting revenue. We classify revenue from tickets to and sponsorships of events as events revenue.

Contract pricing for annual subscription-based products is principally a function of the number of licensed users at the client. Pricing of contracts is a fixed fee for the consulting project or shorter-term advisory service. We periodically review and increase the list prices for our products and services.

We track contract value as a significant business indicator. Contract value is defined as the value attributable to all of our recurring research-related contracts. Contract value is calculated as the annualized value of all contracts in effect at a specific point in time, without regard to how much revenue has already been recognized. Contract value increased 15% to \$345.8 million at December 31, 2021 from \$301.3 million at December 31, 2020.

## **Competition**

We believe our focus on helping business and technology leaders use customer obsession to drive growth sets us apart from our competition. In addition, we believe we compete favorably due to:

- our ability to offer forward-looking research, tools and frameworks as well as hands-on guidance;
- our focus on providing teams within our clients' organizations with the confidence to execute effectively with end-to-end guidance, valuable knowledge, know-how, and a shared vocabulary;
- our use of rigorous research methodologies to offer objective insights; and
- our brand promise to be "on your side and by your side," meaning that we strive to be obsessed about our clients' needs and priorities and aligned to their strategies.

Our principal direct competitors include other independent providers of research and advisory services, such as Gartner, as well as marketing agencies, general business consulting firms, survey-based general market research firms, providers of peer networking services, and digital media measurement services. In addition, our indirect competitors include the internal planning and marketing staffs of our current and prospective clients, as well as other information providers such as electronic and print publishing companies. We also face competition from free sources of information available on the Internet, such as Google. Our indirect competitors could choose to compete directly against us in the future. In addition, there are relatively few barriers to entry into certain segments of our market, and new competitors could readily seek to compete against us in one or more of these market segments. Increased competition could adversely affect our operating results through pricing pressure and loss of market share. There can be no assurance that we will be able to continue to compete successfully against existing or new competitors.

## **Intellectual Property**

Our proprietary research, methodologies and other intellectual property play a significant role in the success of our business. We rely on a combination of copyright, trademark, trade secret, confidentiality, and other contractual provisions to protect our intellectual property. We actively monitor compliance by our employees, clients and third parties with our policies and agreements relating to confidentiality, ownership, and the use and protection of Forrester's intellectual property.

## Employees

Attracting, retaining, and developing the best and brightest talent around the globe is critical to the ongoing success of our company. As of December 31, 2021, we employed a total of 1,781 persons. Of these employees, 1,316 were in the United States and Canada; 267 in Europe, Middle East and Africa (“EMEA”); and 198 in the Asia Pacific region.

**Culture.** Our culture emphasizes certain key values — including client, courage, collaboration, integrity, and quality — that we believe are critical to deliver Forrester’s unique value proposition of helping business and technology leaders use customer obsession to drive growth. In addition, we seek to foster a culture where employees can be creative, feel supported and empowered, and are encouraged to think boldly about new ideas. As a reflection of these efforts, in 2021, for the fourth time in five years, Forrester was honored with a Glassdoor Employees’ Choice Award, recognizing the Best Places to Work in 2021. Forrester’s CEO, Founder, and Chairman George F. Colony was also named one of Glassdoor’s Top CEOs in 2021.

**Anywhere Work.** In 2021, based on employees’ feedback and our research, we made the decision to shift to a fully flexible work model that we call “anywhere work.” As the COVID-19 pandemic wanes and our offices fully reopen, our employees and their teams will be empowered to decide when they will be in the office based on their work needs.

**Diversity and Inclusion (D&I).** We focus on attracting, hiring, and the inclusion of all backgrounds and perspectives, with the goals of improving employee retention and engagement, strengthening the quality of our research, and improving client retention and customer experience. We field regular surveys to all of our employees to measure our progress against our goals. In 2021, in addition to the ongoing activities of our D&I Council and regional D&I Networks, examples of our efforts with respect to D&I included:

- the engagement of an outside consultant to perform a comprehensive assessment of our organization;
- our organization of global events and celebrations for Black History Month, International Women’s Day, Pride Month, and Global Ability Month; and
- our formation of various partnerships to attract and access more talent from underrepresented groups.

**Learning and Development.** We have a robust learning and development program and celebrate and enrich the Forrester culture through frequent recognition of achievements. To keep employees and teams connected and inspired to do their best work in an anywhere work environment, we have enhanced the learning and development opportunities for our employees across a broad range of initiatives including new hire and onboarding, D&I, and leadership training.

## Available Information

Forrester Research Inc. was incorporated in Massachusetts on July 7, 1983 and reincorporated in Delaware on February 16, 1996. Forrester’s corporate offices are located in Cambridge, Massachusetts.

Our Internet address is [www.forrester.com](http://www.forrester.com). We make available free of charge, on or through the investor information section of our website, annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. The SEC maintains an internet site (<http://www.sec.gov>) that contains reports, proxy and information statements and other information regarding issuers that file documents electronically.

## Item 1A. Risk Factors

We operate in a rapidly changing and competitive environment that involves risks and uncertainties, certain of which are beyond our control. These risks and uncertainties could have a material adverse effect on our business and our results of operations and financial condition. These risks and uncertainties include, but are not limited to:

### *Risk Factors Specific to our Business*

*A Decline in Renewals or Demand for Our Subscription-Based Research Services.* Our success depends in large part upon retaining (on both a client company and dollar basis) and enriching existing subscriptions for our Research products and services. Future declines in client retention and wallet retention, or failure to generate demand for and new sales of our subscription-based products and services due to competition, changes in our offerings, or otherwise, could have an adverse effect on our results of operations and financial condition.

*Demand for Our Consulting Services.* Consulting revenues comprised 33% of our total revenues in 2021 and 32% of our total revenues in 2020. Consulting engagements generally are project-based and non-recurring. A decline in our ability to fulfill existing or generate new consulting engagements could have an adverse effect on our results of operations and financial condition.

*Our Business May be Adversely Affected by the Economic Environment.* Our business is in part dependent on technology spending and is impacted by economic conditions such as inflation and supply chain issues that may impact us and our customers. The economic environment may materially and adversely affect demand for our products and services. If conditions in the United States and the global economy were to lead to a decrease in technology spending, or in demand for our products and services, this could have an adverse effect on our results of operations and financial condition. Although we do not have any employees or material client relationships in Russia or Ukraine, if the Russian military invasion of Ukraine that commenced in February 2022 were to escalate or spread to other regions, there may be negative effects on both the United States and the global economy that could materially and adversely affect our business.

*Our International Operations Expose Us to a Variety of Operational Risks which Could Negatively Impact Our Results of Operations.* As of December 31, 2021, we have clients in approximately 76 countries and approximately 23% of our revenues come from international sales. Our operating results are subject to the risks inherent in international business activities, including challenges in staffing and managing foreign operations, changes in regulatory requirements, compliance with numerous foreign laws and regulations, differences between U.S. and foreign tax rates and laws, fluctuations in currency exchange rates, difficulty of enforcing client agreements, collecting accounts receivable and protecting intellectual property rights in international jurisdictions, and potential disruptions caused by foreign wars and conflicts. Furthermore, we rely on local independent sales representatives in some international locations. If any of these arrangements are terminated by our representatives or us, we may not be able to replace the arrangement on beneficial terms or on a timely basis, or clients sourced by the local sales representative may not want to continue to do business with us or our new representative.

*We Face Risks Related to Health Epidemics That Could Adversely Impact Our Business.* Our business has been, and could continue to be, adversely affected by the effects of a widespread outbreak of contagious disease, including the ongoing COVID-19 pandemic. Any outbreak of contagious diseases, and other adverse public health developments, could have a material and adverse effect on our business operations. This could include disruptions or restrictions on the ability of our employees or our customers to travel and a slowdown in the global economy, which could adversely affect our ability to sell or fulfill, and a reduction in demand for, our products, services, or events. Any disruption or delay of our customers or third-party service providers, including due to inflation or supply chain issues, would likely impact our operating results. The COVID-19 pandemic significantly affected us beginning in March 2020 primarily through lower contract bookings and a reduction in revenues from the conversion of our events from in-person events to virtual events. Our Events business generated \$27.0 million of revenue during 2019 and due to considerations of the effect of COVID-19, we held all of our events as virtual events during 2020 and 2021 and generated only \$10.1 million and \$12.9 million of revenue, respectively, during those years. While the duration and severity of the pandemic is uncertain, the Company did experience a rebound in contract bookings in the fourth quarter of 2020 and continuing through all of 2021. While our Events business continues to be negatively affected by the pandemic, we intend to hold our events during 2022 as hybrid events, consisting of both in-person and virtual experiences. The extent to which the COVID-19 pandemic ultimately impacts our business, financial condition, results of operations, cash flows, and liquidity may differ from our current estimates due to inherent uncertainties regarding the duration and further spread of the outbreak, its severity, actions taken to contain the virus or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume.

*Ability to Develop and Offer New Products and Services.* Our future success will depend in part on our ability to offer new products and services. These new products and services must successfully gain market acceptance by anticipating and identifying changes in client requirements and changes in the technology industry and by addressing specific industry and business organization sectors. The process of internally researching, developing, launching, and gaining client acceptance of a new product or service, or assimilating and marketing an acquired product or service, is risky and costly. We may not be able to introduce new, or assimilate

acquired, products or services successfully. Our failure to do so would adversely affect our ability to maintain a competitive position in our market and continue to grow our business.

*Loss of Key Management.* Our future success will depend in large part upon the continued services of a number of our key management employees. The loss of any one of them, in particular George F. Colony, our founder, Chairman of the Board and Chief Executive Officer, could adversely affect our business.

*The Ability to Attract and Retain Qualified Professional Staff.* Our future success will depend in large measure upon the continued contributions of our senior management team, research professionals, consultants, and experienced sales and marketing personnel. Thus, our future operating results will be largely dependent upon our ability to retain the services of these individuals and to attract additional professionals from a limited pool of qualified candidates. Our future success will also depend in part upon the effectiveness of our sales leadership in hiring and retaining sales personnel and in improving sales productivity. We experience competition in hiring and retaining professionals from developers of Internet and emerging-technology products, other research firms, management consulting firms, print and electronic publishing companies, and financial services companies, many of which have substantially greater ability, either through cash or equity, to attract and compensate professionals. If we lose professionals or are unable to attract new talent, we will not be able to maintain our position in the market or grow our business.

*Failure to Anticipate and Respond to Market Trends.* Our success depends in part upon our ability to anticipate rapidly changing technologies and market trends and to adapt our research and consulting services, and other related products and services to meet the changing needs of our clients. The technology and commerce sectors that we analyze undergo frequent and often dramatic changes. The environment of rapid and continuous change presents significant challenges to our ability to provide our clients with current and timely analysis, strategies, and advice on issues of importance to them. Meeting these challenges requires the commitment of substantial resources. Any failure to continue to provide insightful and timely analysis of developments, technologies, and trends in a manner that meets market needs could have an adverse effect on our market position and results of operations.

*We Have Outstanding Debt Which Could Materially Restrict our Business and Adversely Affect our Financial Condition, Liquidity, and Results of Operations.* In December of 2021, we entered into an amendment of our existing credit agreement to eliminate our term loan facility, increase the available amount of our revolving credit facility to \$150.0 million, and extend the maturity date to December 2026 (as so amended, “the Facility”). As of December 31, 2021, we had outstanding debt of \$75.0 million under the Facility (refer to Note 5 – *Debt* in the Notes to Consolidated Financial Statements for further information). The obligations incurred under this Facility could impair our future financial condition and operating results. In addition, the affirmative, negative, and financial covenants of the Facility could limit our future financial flexibility. A failure to comply with these covenants could result in acceleration of all amounts outstanding, which could materially impact our financial condition unless accommodations could be negotiated with our lenders. No assurance can be given that we would be successful in doing so, or that any accommodations that we were able to negotiate would be on terms as favorable as those currently. The outstanding debt may limit the amount of cash or additional credit available to us, which could restrain our ability to expand or enhance products and services, respond to competitive pressures or pursue future business opportunities requiring substantial investments of additional capital.

*Competition.* We compete principally in the market for research and advisory services, with an emphasis on customer behavior and customer experience, and the impact of technology on our clients’ business and service models. Our principal direct competitors include other independent providers of research and advisory services, such as Gartner, as well as marketing agencies, general business consulting firms, survey-based general market research firms, providers of peer networking services, and digital media measurement services. Some of our competitors have substantially greater financial and marketing resources than we do. In addition, our indirect competitors include the internal planning and marketing staffs of our current and prospective clients, as well as other information providers such as electronic and print publishing companies. We also face competition from free sources of information available on the Internet, such as Google. Our indirect competitors could choose to compete directly against us in the future. In addition, there are relatively few barriers to entry into certain segments of our market, and new competitors could readily seek to compete against us in one or more of these market segments. Increased competition could adversely affect our operating results through pricing pressure and loss of market share. There can be no assurance that we will be able to continue to compete successfully against existing or new competitors.

*Fluctuations in Our Operating Results.* Our revenues and earnings may fluctuate from quarter to quarter based on a variety of factors, many of which are beyond our control, and which may affect our stock price. These factors include, but are not limited to:

- Trends in technology and research and advisory services spending in the marketplace and general economic conditions.
- The timing and size of new and renewal subscriptions for our products and services from clients.
- The utilization of our advisory services by our clients.
- The timing of revenue-generating events sponsored by us.
- The introduction and marketing of new products and services by us and our competitors.
- The hiring and training of new research professionals, consultants, and sales personnel.



- Changes in demand for our research and advisory services.
- Fluctuations in currency exchange rates.
- An increase in the interest rates applicable to our outstanding debt obligations.

As a result, our operating results in future quarters may be below the expectations of securities analysts and investors, which could have an adverse effect on the market price for our common stock. Factors such as announcements of new products, services, offices, acquisitions or strategic alliances by us, our competitors, or in the research and professional services industries generally, may have a significant impact on the market price of our common stock. The market price for our common stock may also be affected by movements in prices of stocks in general.

*Concentration of Ownership.* Our largest stockholder is our Chairman and CEO, George F. Colony, who owns approximately 40% of our outstanding stock. This concentration of ownership enables Mr. Colony to strongly influence or effectively control matters requiring stockholder approval, including the election of directors, amendment of our certificate of incorporation, adoption or amendment of equity plans, and approval of significant transactions such as mergers, acquisitions, consolidations, and sales or purchases of assets. This concentration of ownership may also limit the liquidity of our stock. As a result, efforts by stockholders to change the direction, management, or ownership of Forrester may be unsuccessful, and stockholders may not be able to freely purchase and sell shares of our stock.

### **General Risk Factors**

*We Face Risks from Network Disruptions or Security Breaches that Could Damage Our Reputation and Harm Our Business and Operating Results.* We face risks from network disruptions or security breaches caused by computer viruses, illegal break-ins or hacking, sabotage, acts of vandalism by third parties, or terrorism. To date, none have resulted in any material adverse impact to our business, operations, products, services or customers. However, our security measures or those of our third-party service providers may not detect or prevent such security breaches. Any such compromise of our information security could result in the unauthorized publication of our confidential business or proprietary information, cause an interruption in our operations, result in the unauthorized release of customer or employee data, result in a violation of privacy or other laws, expose us to a risk of litigation, or damage our reputation, which could harm our business and operating results.

*Failure to Enforce and Protect our Intellectual Property Rights.* We rely on a combination of copyright, trademark, trade secret, confidentiality, and other contractual provisions to protect our intellectual property. Unauthorized third parties may obtain or use our proprietary information despite our efforts to protect it. The laws of certain countries do not protect our intellectual property to the same extent as the laws of the United States and accordingly we may not be able to protect our intellectual property against unauthorized use or distribution, which could adversely affect our business.

*Privacy Laws.* Privacy laws and regulations, and the interpretation and application of these laws and regulations, in the U.S., Europe and other countries around the world where we conduct business are sometimes inconsistent and frequently changing. This includes, but is not limited to, the European Union General Data Protection Regulation (GDPR), the California Consumer Privacy Act, and the California Privacy Rights Act which is scheduled to be effective January 1, 2023. Compliance with these laws, or changing interpretations and application of these laws, could cause us to incur substantial costs or require us to take action in a manner that would be adverse to our business.

*Taxation Risks.* We operate in numerous jurisdictions around the world. A portion of our income is generated outside of the United States and is taxed at lower rates than rates applicable to income generated in the U.S. or in other jurisdictions in which we do business. Our effective tax rate in the future, and accordingly our results of operations and financial position, could be adversely affected by changes in applicable tax law or if more of our income becomes taxable in jurisdictions with higher tax rates.

*Any Weakness Identified in Our System of Internal Controls by Us and Our Independent Registered Public Accounting Firm Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 Could Have an Adverse Effect on Our Business.* Section 404 of the Sarbanes-Oxley Act of 2002 requires that companies evaluate and report on their systems of internal control over financial reporting. In addition, our independent registered public accounting firm must report on its evaluation of those controls. There can be no assurance that no weakness in our internal control over financial reporting will occur in future periods, or that any such weakness will not have a material adverse effect on our business or financial results, including our ability to report our financial results in a timely manner.

### **Item 1B. Unresolved Staff Comments**

We have not received written comments from the Securities and Exchange Commission that remain unresolved.

**Item 2. *Properties***

Our corporate headquarters building is comprised of approximately 190,000 square feet of office space in Cambridge, Massachusetts, substantially all of which is currently occupied by the Company. This facility accommodates research, marketing, sales, consulting, technology, and operations personnel. The lease term of this facility expires February 28, 2027.

We also rent office space in San Francisco, New York City, McLean (VA), Nashville, Norwalk (CT), Austin, Frankfurt, London, Paris, New Delhi, Singapore, and Sydney. We also lease office space on a relatively short-term basis in various other locations in North America, Europe, and Asia.

We believe that our existing facilities are adequate for our current needs and that additional facilities are available for lease to meet future needs.

**Item 3. *Legal Proceedings***

From time to time, we may be subject to legal proceedings and civil and regulatory claims that arise in the ordinary course of our business activities. Regardless of the outcome, litigation can have a material adverse effect on us because of defense and settlement costs, diversion of management resources, and other factors.

**Item 4. *Mine Safety Disclosures***

Not applicable.

## PART II

### Item 5. Market For Registrant’s Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities

Our common stock is listed on the Nasdaq Global Select Market under the symbol “FORR”. On November 27, 2018, in conjunction with the announcement of the acquisition of SiriusDecisions, Forrester announced the indefinite suspension of its quarterly dividend program beginning in 2019. The actual declaration of any potential future dividends, and the establishment of the per share amount and payment dates for any such future dividends, are subject to the discretion of the Board of Directors.

As of March 7, 2022 there were approximately 31 stockholders of record of our common stock. On March 7, 2022 the closing price of our common stock was \$52.40 per share.

As of December 31, 2021, our Board of Directors authorized an aggregate \$585.0 million to purchase common stock under our stock repurchase program, which includes an additional \$50.0 million authorized in October 2021. As of December 31, 2021, we had repurchased approximately 16.7 million shares of common stock at an aggregate cost of \$494.9 million.

During the quarter ended December 31, 2021, we repurchased the following shares of our common stock under the stock repurchase program:

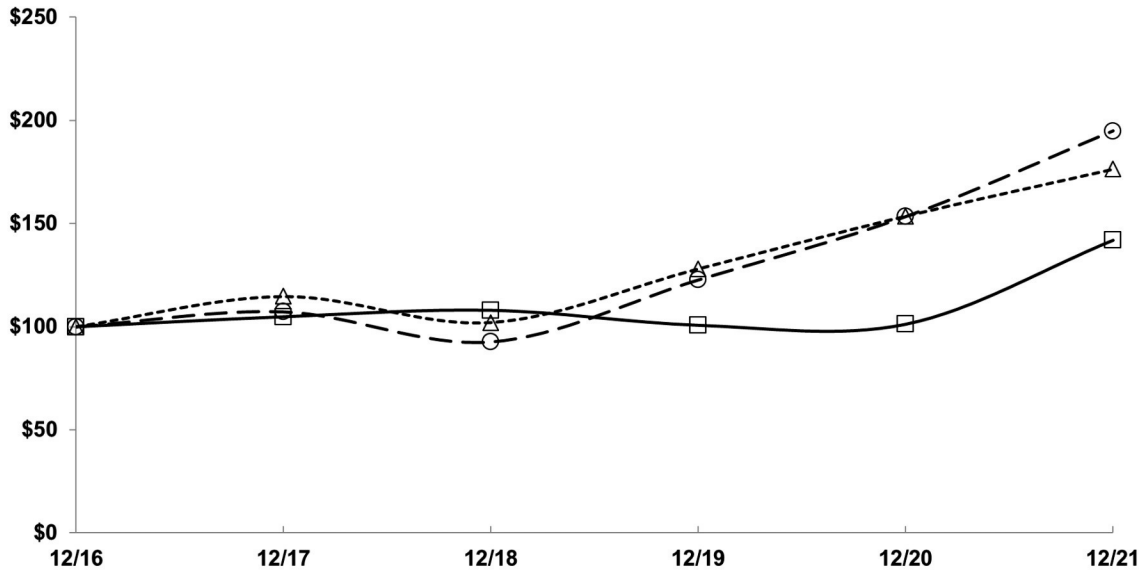
Period	Total Number of Shares Purchased (#)	Average Price Paid per Share (\$)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (#)	Maximum Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs (In thousands)
October 1 - October 31	13,116	\$ 49.53	13,116	\$ 98,848
November 1 - November 30	107,900	\$ 58.79	107,900	\$ 92,505
December 1 - December 31	42,000	\$ 57.78	42,000	\$ 90,078
Total for the quarter	<u>163,016</u>		<u>163,016</u>	

See “Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters” for information on our equity compensation plans.

The following graph contains the cumulative stockholder return on our common stock during the period from December 31, 2016 through December 31, 2021 with the cumulative return during the same period for the Russell 2000 and the S&P 600 Small Cap Information Technology Index, and assumes that the dividends, if any, were reinvested.

## COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\*

Among Forrester Research, Inc., the Russell 2000 Index,  
and S&P Small Cap 600 Information Technology



—□— Forrester Research, Inc.    --△-- Russell 2000    —○— S&P Small Cap 600 Information Technology

\*\$100 invested on 12/31/16 in stock or index, including reinvestment of dividends.  
Fiscal year ending December 31.

Item 6. [Reserved]

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Overview

We derive revenues from subscriptions to our Research products and services, licensing electronic “reprints” of our Research, performing consulting projects and advisory services, and hosting events. We offer contracts for our Research products that are typically renewable annually and payable in advance. Subscription products are recognized as revenue over the term of the contract. Accordingly, a substantial portion of our billings are initially recorded as deferred revenue. Reprints include an obligation to deliver a customer-selected research document and certain usage data provided through an on-line platform, which represents two performance obligations. We recognize revenue for the performance obligation for the data portion of the reprint ratably over the license term. We recognize revenue for the performance obligation for the research document at the time of providing access to the document. Billings for licensing of reprints are initially recorded as deferred revenue. Clients purchase consulting projects and advisory services independently and/or to supplement their access to our subscription-based products. Consulting project revenues, which are based upon fixed-fee agreements, are recognized as the services are provided. Advisory service revenues, such as speeches and advisory days, are recognized when the service is complete or the customer receives the agreed upon deliverable. Billings attributable to consulting projects and advisory services are initially recorded as deferred revenue. Events revenues consist of ticket and sponsorship sales for a Forrester-hosted event. Billings for events are also initially recorded as deferred revenue and are recognized as revenue upon completion of each event.

The COVID-19 pandemic significantly affected us beginning in March 2020 primarily through lower contract bookings and a reduction in revenues from the conversion of our events from in-person events to virtual events. While the duration and severity of the pandemic is uncertain, we did experience a rebound in contract bookings in the fourth quarter of 2020 and continuing through all of 2021. Our Events business continues to be negatively affected by the pandemic. All events held in 2021 have been held as virtual events. We intend to hold our events during 2022 as hybrid events, consisting of both in-person and virtual experiences.

The extent to which the COVID-19 pandemic ultimately impacts our business, financial condition, results of operations, cash flows, and liquidity may differ from our current estimates due to inherent uncertainties regarding the duration and further spread of the outbreak, its severity, actions taken to contain the virus or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume.

Our primary operating expenses consist of cost of services and fulfillment, selling and marketing expenses, and general and administrative expenses. Cost of services and fulfillment represents the costs associated with the production and delivery of our products and services, including salaries, bonuses, employee benefits, and stock-based compensation expense for all personnel that produce and deliver our products and services, including all associated editorial, travel, and support services. Selling and marketing expenses include salaries, sales commissions, bonuses, employee benefits, stock-based compensation expense, travel expenses, promotional costs, and other costs incurred in marketing and selling our products and services. General and administrative expenses include the costs of the technology, operations, finance, and human resources groups and our other administrative functions, including salaries, bonuses, employee benefits, and stock-based compensation expense. Overhead costs such as facilities, net of sublease income, and annual fees for cloud-based information technology systems are allocated to these categories according to the number of employees in each group.

Effective from the first quarter of 2021, we modified our key metrics to focus on our contract value (“CV”) products (as described below) in comparison to our prior metrics which included measures of our broader product portfolio. For 2021, we have focused on increasing our CV product bookings and have modified our compensation programs and metrics accordingly. We are focusing on CV products as these products are our most profitable products and historically our contracts for CV products have renewed at high rates (as measured by our client retention and wallet retention metrics). Our CV products make up essentially all of our research revenues.

We have included the historical calculation of the metrics below on the investor relations section of our website.

Contract value, client retention, wallet retention, and number of clients are metrics that we believe are important to understanding our research business. We define these metrics as follows:

- *Contract value (CV)* — is defined as the value attributable to all of our recurring research-related contracts. Contract value is calculated as the annualized value of all contracts in effect at a specific point in time, without regard to how much revenue has already been recognized. Contract value primarily consists of subscription-based products for which revenue is recognized on a ratably basis, except for the entitlements embedded in our subscription products, such as event tickets and advisory sessions, for which the revenue is recognized when the item is delivered. Contract value also includes our reprint products, as these products are used throughout the year by our clients and are typically renewed.
- *Client retention* — represents the percentage of client companies (defined as all clients that buy a CV product) at the prior year measurement date that have active contracts at the current year measurement date.

- *Wallet retention* — represents a measure of the CV we have retained with clients over a twelve-month period. Wallet retention is calculated on a percentage basis by dividing the annualized contract value of our current clients, who were also clients a year ago, by the total annualized contract value from a year ago.
- *Clients* — is calculated at the enterprise level as all clients that have an active CV contract.

Client retention and wallet retention are not necessarily indicative of the rate of future retention of our revenue base. A summary of our key metrics is as follows (dollars in millions):

	As of December 31,		Absolute Increase (Decrease)	Percentage Increase (Decrease)
	2021	2020		
Contract value	\$ 345.8	\$ 301.3	\$ 44.5	15%
Client retention	78%	72%	6	8%
Wallet retention	102%	86%	16	19%
Number of clients	3,005	2,808	197	7%

Contract value increased 15% at December 31, 2021 compared to the prior year period. Client retention and wallet retention increased 8% and 19%, respectively, at December 31, 2021 compared to the prior year period. These metrics were at their lows during the second and third quarters of 2020 as contract bookings declined during 2020 due to the pandemic. We have seen an improvement in these metrics from their lows in the middle of 2020 as contract bookings expanded during the second half of 2020 and through all of 2021.

### Critical Accounting Estimates

Management’s discussion and analysis of financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States of America (“GAAP”). The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including but not limited to, those related to our revenue recognition, goodwill, intangible and other long-lived assets, and income taxes. Management bases its estimates on historical experience, data available at the time the estimates are made, and various assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We consider the following accounting estimates to be those that require the most subjective judgment or that involve uncertainty that could have a material impact on our financial statements. If actual results differ significantly from management’s estimates and projections, there could be a material effect on our financial statements.

- *Revenue Recognition.* We generate revenues from subscriptions to our Research products and services, licensing electronic reprints of our Research, performing consulting projects and advisory services, and hosting events. We execute contracts that govern the terms and conditions of each arrangement. Revenues are recognized when an approved contract with a customer exists, the fees, payment terms, and rights regarding the products or services to be transferred can be identified, it is probable we will collect substantially all of the consideration for the products and services expected to be provided, and we have transferred control of the products and services to the customer. We continually evaluate customers’ ability and intention to pay by reviewing factors including the customer’s payment history, our ability to mitigate credit risk, and experience selling to similarly situated customers. Although write-offs of customer receivables have not been significant during the last three years (\$0.3 million, \$0.9 million, and \$1.0 million during 2021, 2020, and 2019, respectively), if our customers’ financial condition were to deteriorate unexpectedly, we could experience a significant increase in our expense.

Our contracts may include either a single promise (referred to as a performance obligation) to transfer a product or service or a combination of multiple promises to transfer products or services. We evaluate the existence of multiple performance obligations within our products and services by using judgment to determine if: (1) the customer can benefit from each contractual promise on its own or together with other readily available resources; and (2) the transfer of each contractual promise is separately identifiable from other promises in a contract. When both criteria are met, each promise is accounted for as a separate performance obligation. Revenues from contracts that contain multiple products or services are allocated among the separate performance obligations on a relative basis according to their standalone selling prices. We obtain the standalone selling prices of our products and services based upon an analysis of standalone sales of these products and services. When there is an insufficient history of standalone sales, we use judgment to estimate the standalone selling price, taking into consideration available market conditions, factors used to set list prices, pricing of similar products, and

internal pricing objectives. Standalone selling prices are typically analyzed and updated on an annual basis, or as business conditions change.

Consulting project revenues are recognized over time as the services are provided, based on an input method that calculates the total hours expended compared to the estimated hours required to satisfy the performance obligation. This method requires the use of judgement in determining the required number of hours to complete the project.

We are required to estimate the amount of prepaid performance obligations that will expire unused and recognize revenue for that estimate over the same period the related rights are exercised by our customers. This assessment requires judgment, including estimating the percentage of prepaid rights that will go unexercised and anticipating the impact that future changes to products, pricing, and customer engagement will have on actual expirations. We update the estimates used to recognize unexercised rights on a quarterly basis.

- *Goodwill, Intangible Assets, and Other Long-Lived Assets.* As of December 31, 2021, we had \$307.7 million of goodwill and intangible assets with finite lives recorded in our Consolidated Balance Sheets.

When acquiring a business, as of the acquisition date, we determine the estimated fair values of the assets acquired and liabilities assumed, which may include a significant amount of intangible assets and goodwill. Goodwill is required to be assessed for impairment at least annually or whenever events or circumstances indicate that there may be an impairment. An impairment assessment requires evaluating the potential impairment at the reporting unit level using either a qualitative assessment, to determine if it is more likely than not that the fair value of any reporting unit is less than its carrying amount, or a quantitative analysis, to determine and compare the fair value of each reporting unit to its carrying value, or a combination of both. Judgement is required in determining the use of a qualitative or quantitative assessment, as well as in determining each reporting unit's estimated fair value as it requires us to make estimates of market conditions and operational performance, including projected financial results, discount rates, control premium, and valuation multiples for key financial metrics.

Absent an event that indicates a specific impairment may exist, we have selected November 30th as the date to perform the annual goodwill impairment test. We completed the annual goodwill impairment testing as of November 30, 2021 utilizing a qualitative assessment to determine if it was more likely than not that the fair values of each of our reporting units was less than their respective carrying values and concluded that no impairments existed. Future events could cause us to conclude that impairment indicators exist and that goodwill is impaired. Any resulting impairment loss could have a material adverse impact on our results of operations.

Intangible assets with finite lives as of December 31, 2021 consist of acquired customer relationships, acquired technology, and acquired trademarks and were valued according to the future cash flows they were estimated to produce or the estimated costs to replace the assets. These assigned values are amortized on a basis which best matches the periods in which the economic benefits are expected to be realized. Tangible assets with finite lives consist of property and equipment, which are depreciated over their estimated useful lives. Other long-lived assets consist primarily of operating lease right-of-use assets as described in the *Leases* critical accounting policies and estimates above.

We continually evaluate whether events or circumstances have occurred that indicate the estimated remaining useful life of any of our intangible assets, tangible assets, or operating lease right-of-use assets may warrant revision, or that the carrying value of these assets may be impaired. To compute whether these assets have been impaired, we estimate the undiscounted future cash flows for the estimated remaining useful life of the assets and compare that to the carrying value. To the extent that the future cash flows are less than the carrying value, the assets are written down to their estimated fair value.

During 2020, we recorded \$2.3 million of right-of-use asset impairments and \$1.1 million of leasehold improvement impairments related to a facility lease we no longer used as a result of the integration of SiriusDecisions.

- *Income Taxes.* We recognize deferred tax assets and liabilities using enacted tax rates for the effect of temporary differences between book and tax bases of assets and liabilities, operating loss carryforwards (from acquisitions) and U.S. capital losses. Such amounts are adjusted as appropriate to reflect changes in the tax rates expected to be in effect when the temporary differences reverse. We record a valuation allowance to reduce our deferred taxes to an amount we believe is more likely than not to be realized. We consider all available evidence, both positive and negative, to determine whether, based on the weight of that evidence, a valuation allowance is needed for some portion or all of a net deferred income tax asset. Judgment is required in considering the relative impact of negative and positive evidence. In arriving at these judgments, the weight given to the potential effect of negative and positive evidence is commensurate with the extent to which it can be objectively verified. As of December 31, 2021 and 2020, we maintained a valuation allowance of approximately \$1.1 million and \$1.2 million, respectively, primarily relating to U.S. capital losses from our investment in technology-related private equity funds, and from foreign net operating loss carryforwards from an acquisition. During 2020, we recognized an income tax benefit in the amount of \$1.0 million from the utilization of a capital loss

carryforward, and the reversal of the related valuation allowance, due to a sale of an investment within the private equity fund.

### Results of Operations for the years ended December 31, 2021 and 2020

The following table sets forth our Consolidated Statements of Operations as a percentage of total revenues for the years noted.

	Years Ended December 31,	
	2021	2020
Revenues:		
Research revenues	65.8%	67.2%
Consulting revenues	31.6	30.6
Events revenues	2.6	2.2
Total revenues	100.0	100.0
Operating expenses:		
Cost of services and fulfillment	40.8	40.3
Selling and marketing	34.6	37.0
General and administrative	11.7	11.2
Depreciation	1.9	2.2
Amortization of intangible assets	3.1	4.4
Acquisition and integration costs	0.1	1.3
Income from operations	7.8	3.6
Interest expense	(0.9)	(1.2)
Other expense, net	(0.2)	(0.1)
Gains on investments, net	—	0.6
Income before income taxes	6.7	2.9
Income tax expense	1.7	0.7
Net income	5.0%	2.2%



## 2021 compared to 2020

### Revenues

	2021	2020	Absolute Increase (Decrease)	Percentage Increase (Decrease)
	(dollars in millions)			
Total revenues	\$ 494.3	\$ 449.0	\$ 45.3	10%
Research revenues	\$ 325.3	\$ 301.5	\$ 23.8	8%
Consulting revenues	\$ 156.1	\$ 137.3	\$ 18.8	14%
Events revenues	\$ 12.9	\$ 10.1	\$ 2.7	27%
Revenues attributable to customers outside of the U.S.	\$ 112.7	\$ 92.7	\$ 20.0	22%
Percentage of revenue attributable to customers outside of the U.S.	23%	21%	2	10%

Total revenues increased 10% during 2021 compared to 2020, with 1% of the increase due to changes in foreign currency. Revenues from customers outside of the U.S. increased 22% during 2021 compared to the prior year. The increase in revenues attributable to customers outside of the U.S. was primarily due to an increase in revenues in Europe, the United Kingdom, Asia Pacific region, and Canada. Approximately 4% of the increase was due to changes in foreign currency.

Research revenues are recognized as revenue primarily on a ratable basis over the term of the contracts, which are generally twelve-month periods. Research revenues increased 8% during 2021 compared to 2020, with 1% of the increase due to changes in foreign currency. The increase in revenues was primarily due to increased contract value, which was driven by strong demand for our products and an increase in our wallet retention rate.

Consulting revenues increased 14% during 2021 compared to 2020, with 1% of the increase due to changes in foreign currency. The increase in revenues was primarily due to continued strong demand for our content marketing and strategy consulting offerings.

Events revenues increased 27% during 2021 compared to 2020, with 1% of the increase due to changes in foreign currency. The increase in revenues was primarily due to higher sponsorship revenues.

Refer to the “Segment Results” section below for a discussion of revenue and expenses by segment.

### Cost of Services and Fulfillment

	2021	2020	Absolute Increase (Decrease)	Percentage Increase (Decrease)
Cost of services and fulfillment (dollars in millions)	\$ 201.8	\$ 180.9	\$ 20.9	12%
Cost of services and fulfillment as a percentage of total revenues	40.8%	40.3%	0.5	1%
Service and fulfillment employees (at end of period)	822	783	39	5%

Cost of services and fulfillment expenses increased 12% in 2021 compared to 2020, with 1% of the increase due to changes in foreign currency. The increase was primarily due to (1) a \$10.4 million increase in compensation and benefit costs due to reinstating incentive bonus programs and other benefits that were eliminated as part of the cost-reduction measures implemented in 2020 as a result of the impact of the COVID-19 pandemic and merit increases, partially offset by a decrease in severance costs and headcount in the first half of the year compared to the prior year period, (2) a \$9.5 million increase in professional services costs primarily due to increases in outsourced services related to revenue delivery, contractor costs, product enhancements and survey costs, and (3) a \$2.1 million increase in facilities costs primarily as a result of a lease incentive for early termination of an office lease that reduced expense in 2020. These increases were partially offset by a \$1.4 million decrease in travel and entertainment expenses due to reduced travel as a result of the COVID-19 pandemic.

## ***Selling and Marketing***

	2021	2020	Absolute Increase (Decrease)	Percentage Increase (Decrease)
Selling and marketing expenses (dollars in millions)	\$ 170.9	\$ 166.2	\$ 4.7	3%
Selling and marketing expenses as a percentage of total revenues	34.6%	37.0%	(2.4)	(6%)
Selling and marketing employees (at end of period)	720	781	(61)	(8%)

Selling and marketing expenses increased 3% in 2021 compared to 2020, with 1% of the increase due to changes in foreign currency. The increase was primarily due to (1) a \$2.6 million increase in compensation and benefit costs due to reinstating incentive bonus programs and other benefits that were eliminated as part of the cost-reduction measures implemented in 2020 as a result of the impact of the COVID-19 pandemic, merit increases and an increase in commissions expense, partially offset by a decrease in headcount, (2) a \$2.2 million increase in professional services costs primarily due to an increase in advertising and marketing expenses, and (3) a \$1.1 million increase in facilities costs primarily as a result of a lease incentive for early termination of an office lease that reduced expense in 2020. These increases were partially offset by a \$0.5 million decrease in bad debt expense.

## ***General and Administrative***

	2021	2020	Absolute Increase (Decrease)	Percentage Increase (Decrease)
General and administrative expenses (dollars in millions)	\$ 58.1	\$ 50.4	\$ 7.7	15%
General and administrative expenses as a percentage of total revenues	11.7%	11.2%	0.5	4%
General and administrative employees (at end of period)	239	234	5	2%

General and administrative expenses increased 15% in 2021 compared to 2020, with 1% of the increase due to changes in foreign currency. The increase was primarily due to (1) a \$5.1 million increase in compensation and benefit costs due to reinstating incentive bonus programs and other benefits that were eliminated as part of the cost-reduction measures implemented in 2020 as a result of the impact of the COVID-19 pandemic and merit increases, (2) a \$1.7 million increase in professional services costs, (3) a \$0.7 million increase in facilities costs primarily as a result of a lease incentive for early termination of an office lease that reduced expense in 2020, and (4) a \$0.5 million increase in recruiting expense. These increases were partially offset by a \$0.7 million decrease in stock compensation expense.

## ***Depreciation***

Depreciation expense decreased by \$0.5 million in 2021 compared to 2020 primarily due to software assets becoming fully depreciated.

## ***Amortization of Intangible Assets***

Amortization expense decreased by \$4.6 million in 2021 compared to 2020 primarily due to a certain intangible asset becoming fully amortized in 2020. We expect amortization expense related to our intangible assets to be approximately \$13.2 million for the year ending December 31, 2022.

## ***Acquisition and Integration Costs***

We did not have any acquisitions in 2021 and had one acquisition, SiriusDecisions, at the beginning of 2019. Acquisition and integration costs consist of direct and incremental costs to acquire and integrate acquired companies and primarily consist of certain fair value adjustments, consulting, severance, accounting and tax professional fees, and lease expense for unused leased facilities.

Acquisition and integration costs decreased by \$5.4 million in 2021 compared to 2020 due to the substantial completion of the integration of SiriusDecisions during 2020. Integration costs in 2021 relate to unused lease facilities from the SiriusDecisions acquisition.

### ***Interest Expense***

Interest expense consists of interest on our borrowings used to finance the acquisition of SiriusDecisions and realized gains (losses) on the related interest rate swap. Interest expense decreased by \$1.1 million in 2021 compared to 2020 due to lower average outstanding borrowings and a lower effective interest rate. We expect to incur interest expense of approximately \$2.5 million for the year ending December 31, 2022.

### ***Other Expense, Net***

Other expense, net primarily consists of gains (losses) on foreign currency, gains (losses) on foreign currency forward contracts, and interest income. Other expense, net increased by \$0.9 million in 2021 compared to 2020 due to an increase in foreign currency losses.

### ***Gains on Investments, Net***

Gains on investments, net primarily represents our share of equity method investment gains and losses from our technology-related investment funds. Gains on investments, net decreased by \$2.5 million in 2021 compared to 2020 primarily due to a decrease in investment gains generated by the underlying funds.

### ***Income Tax Expense***

	2021	2020	Absolute Increase (Decrease)	Percentage Increase (Decrease)
Provision for income taxes (dollars in millions)	\$ 8.3	\$ 2.9	\$ 5.4	184%
Effective tax rate	25.1%	22.8%	2.3	10%

The increase in the effective tax rate during 2021 as compared to 2020 was primarily due to the utilization of a valuation allowance on capital assets during 2020 that did not recur in 2021, an increase in foreign subsidiary income subject to U.S. tax in 2021, and a change in tax legislation in 2021 which was less impactful than 2020. These increases were partially offset by increased tax deductions related to stock compensation in 2021 that did not occur in 2020.

### ***Segment Results***

We operate in three segments: Research, Consulting, and Events. These segments, which are also our reportable segments, are based on our management structure and how management uses financial information to evaluate performance and determine how to allocate resources. Our products and services are delivered through each segment as described below. Additionally, the tables below include the reclassification of revenues for the components of our CV subscription research products, as described further in Note 1: *Summary of Significant Accounting Policies* in the Notes to the Consolidated Financial Statements.

The Research segment includes the revenues from all of our research products as well as consulting revenues from advisory services (such as speeches and advisory days) delivered by our research organization. Research segment costs include the cost of the organizations responsible for developing and delivering these products in addition to the cost of the product management organization that is responsible for product pricing and packaging and the launch of new products.

The Consulting segment includes the revenues and the related costs of our project consulting organization. The project consulting organization delivers a majority of our project consulting revenue and certain advisory services.

The Events segment includes the revenues and the costs of the organization responsible for developing and hosting in-person and virtual events.

We evaluate reportable segment performance and allocate resources based on segment revenues and expenses. Segment expenses include the direct expenses of each segment organization and exclude selling and marketing expenses, general and administrative expenses, stock-based compensation expense, depreciation expense, adjustments to incentive bonus compensation from target amounts, amortization of intangible assets, interest and other expense, and gains on investments. The accounting policies used by the segments are the same as those used in the consolidated financial statements. We do not review or evaluate assets as part of segment performance. Accordingly, we do not identify or allocate assets by reportable segment.

	Research Segment	Consulting Segment	Events Segment	Consolidated
<b>Year Ended December 31, 2021</b>	<b>(In thousands, except percentages)</b>			
Research revenues	\$ 325,340	\$ —	\$ —	\$ 325,340
Consulting revenues	47,247	108,867	—	156,114
Events revenues	—	—	12,861	12,861
Total segment revenues	372,587	108,867	12,861	494,315
Segment expenses	(118,155)	(51,770)	(8,518)	(178,443)
Year over year revenue change	6%	25%	27%	10%
Year over year expense change	7%	29%	3%	12%

	Research Segment	Consulting Segment	Events Segment	Consolidated
<b>Year Ended December 31, 2020</b>	<b>(In thousands)</b>			
Research revenues	\$ 301,544	\$ —	\$ —	\$ 301,544
Consulting revenues	50,406	86,897	—	137,303
Events revenues	—	—	10,137	10,137
Total segment revenues	351,950	86,897	10,137	448,984
Segment expenses	(110,843)	(40,168)	(8,231)	(159,242)

Research segment revenues increased 6% during 2021 compared to 2020. Research product revenues within this segment increased 8% which primarily resulted from increased contract value during the period. Consulting product revenues within this segment decreased 6% primarily due to decreased delivery of consulting and advisory services by our research analysts as they shifted more of their efforts to developing and delivering our CV products.

Research segment expenses increased 7% during 2021 compared to 2020. The increase in expenses was primarily due to (1) a \$4.3 million increase in professional services costs due to an increase in survey costs, new product development, and contractor costs, (2) a \$3.5 million increase in compensation and benefit costs primarily due to reinstating incentive bonus programs and other benefits that were eliminated as part of the cost-reduction measures implemented in 2020 as a result of the impact of the COVID-19 pandemic and merit increases, partially offset by a decrease in severance costs and headcount in the first half of the year compared to the prior year, and (3) a \$0.6 million increase in hiring and training costs. These increases were partially offset by a \$1.1 million decrease in travel and entertainment expenses due to reduced travel as a result of the COVID-19 pandemic.

Consulting segment revenues increased 25% during 2021 compared to 2020 due to continued strong demand for our content marketing and strategy consulting offerings.

Consulting segment expenses increased 29% during 2021 compared to 2020. The increase in expenses was primarily due to (1) a \$6.2 million increase in professional services primarily due to an increase in outsourced services related to revenue delivery and contractor costs, and (2) a \$5.5 million increase in compensation and benefit costs primarily due to reinstating incentive bonus programs and other benefits that were eliminated as part of the cost-reduction measures implemented in 2020 as a result of the impact of the COVID-19 pandemic and merit increases, partially offset by a decrease in headcount in the first half of the year compared to prior year.

Event segment revenues increased 27% during 2021 compared to 2020. The increase in Events revenues was primarily due to higher sponsorship revenues.

Event segment expenses increased 3% during 2021 compared to 2020. The increase in expenses was primarily due to an increase in compensation and benefit costs primarily due to reinstating incentive bonus programs and other benefits that were eliminated as part of the cost-reduction measures implemented in 2020 as a result of the impact of the COVID-19 pandemic and merit increases.

A detailed description and analysis of the fiscal year 2019 year-over-year changes can be found in Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations* in our Annual Report on Form 10-K for the year ended December 31, 2020.

## Liquidity and Capital Resources

We have historically financed our operations primarily through funds generated from operations. Research revenues, which constituted approximately 66% of our revenues during 2021, are generally renewable annually and are typically payable in advance. We generated cash from operating activities of \$107.1 million and \$47.8 million during the years ended December 31, 2021 and 2020,

respectively. The \$59.3 million increase in cash provided from operations during 2021 was primarily due to a \$32.8 million increase in cash generated from accounts receivable and deferred revenue due to an increase in contract bookings and strong collections activity and a \$15.9 million reduction in cash used for working capital (excluding accounts receivable and deferred revenue). We expect cash generated from operating activities to decrease in 2022 as compared to 2021, primarily due to an increase in incentive compensation payments in 2022 and a reduction in cash generated from accounts receivable and deferred revenue.

During 2021, we used cash in investing activities of \$29.3 million, which consisted of \$18.6 million in net purchases of marketable investments and \$10.7 million of purchases of property and equipment, primarily consisting of computer software, leasehold improvements and equipment. During 2020, we used cash in investing activities of \$4.6 million, which consisted of \$8.9 million of purchases of property and equipment primarily consisting of software and leasehold improvements, partially offset by a \$4.3 million distribution received from an equity method investment.

During 2021, we used \$49.1 million of cash from financing activities primarily due to \$34.4 million of repayments of our debt, which consisted of \$9.4 million of required payments on our term loan and \$25.0 million of discretionary payments on our revolving credit facility, \$20.1 million for purchases of our common stock, as well as \$3.4 million in taxes paid related to net share settlements of restricted stock units, partially offset by \$9.2 million of net proceeds from the issuance of common stock under our stock-based incentive plans. During 2020, we used \$23.7 million of cash from financing activities primarily due to \$23.4 million of repayments of debt which consisted of \$14.0 million of discretionary payments on our revolving credit facility and \$9.4 million of required repayments of our term loan. As of December 31, 2021, our remaining stock repurchase authorization was approximately \$90.1 million.

On December 21, 2021, we and certain of our subsidiaries entered into an amendment of our existing credit facility, dated as of January 3, 2019, with JPMorgan Chase Bank, N.A., as administrative agent (the "Administrative Agent"), and the lenders party thereto (the "Existing Credit Agreement" and the Existing Credit Agreement as amended by the Amendment, the "Amended Credit Agreement"). The Existing Credit Agreement was amended to, among other things, (a) increase the aggregate principal amount of revolving credit commitments (the "Revolving Credit Facility") from \$75.0 million to \$150.0 million and eliminate the existing term loan facility, (b) extend the scheduled maturity date of the revolving credit commitments to December of 2026, (c) reduce (i) the applicable margin with respect to revolving loans to, at Forrester's option, (i) between 1.25% and 1.75% per annum for loans based on LIBOR and (ii) between 0.25% and 0.75% per annum for loans based on the applicable base rate, in each case, based on Forrester's consolidated total leverage ratio, (d) reduce the commitment fee applicable to undrawn revolving credit commitments to between 0.30% and 0.20% per annum based on our consolidated total leverage ratio, (e) replace the minimum fixed charge coverage ratio financial covenant under the Existing Credit Agreement with a minimum consolidated interest coverage ratio of 3.50:1.00 and (f) include a covenant limiting the amount of capital expenditures in each fiscal year, subject to exceptions for (i) up to \$25.0 million annually with respect to our headquarters property and (ii) an additional general basket of \$20.0 million annually.

On December 21, 2021, we converted the \$100.0 million of outstanding term loan amounts under the Existing Credit Agreement to \$100.0 million outstanding on the Revolving Credit Facility. Additionally in December 2021, we made a \$25.0 million discretionary repayment on the Revolving Credit Facility, leaving a balance of \$75.0 million outstanding on the facility at December 31, 2021. The Amended Credit Agreement permits an increase in commitments under the Revolving Credit Facility in an aggregate principal amount up to \$50.0 million, subject to approval by the Administrative Agent and certain customary terms and conditions. Additional information is provided in Note 5 – *Debt* in the Notes to Consolidated Financial Statements. The Revolving Credit Facility matures on December 21, 2026.

The Amended Credit Agreement contains certain customary restrictive loan covenants, including among others, financial covenants that apply a maximum leverage ratio, minimum interest coverage ratio, and maximum annual capital expenditures. The negative covenants limit, subject to various exceptions, the Company's ability to incur additional indebtedness, create liens on assets, merge, consolidate, liquidate or dissolve any part of the Company, sell assets, change fiscal year, or enter into certain transactions with affiliates and subsidiaries. We were in full compliance with the covenants as of December 31, 2021 and expect to continue to be in compliance through the next 12 months.

Additional future contractual cash obligations extending over the next 12 months and beyond primarily consist of operating lease payments. We lease office space under non-cancelable operating lease agreements (refer to Note 6 – *Leases* in the Notes to Consolidated Financial Statements for additional information). The remaining duration of non-cancelable office space leases ranges from less than 1 year to 10 years. Remaining lease payments within one year, within two to three years, within four to five years, and after five years from December 31, 2021 are \$16.6 million, \$32.7 million, \$26.3 million, and \$14.9 million, respectively.

In addition to the contractual cash commitments included above, we have other payables and liabilities that may be legally enforceable but are not considered contractual commitments. See Note 14 – *Certain Balance Sheet Accounts* in the Notes to Consolidated Financial Statements for more information on our payables and liabilities.

As of December 31, 2021, we had cash and cash equivalents of \$115.8 million. This balance includes \$69.1 million held outside of the U.S. If the cash outside of the U.S. is needed for operations in the U.S., we would be required to accrue and pay U.S. state taxes and may be required to pay withholding taxes to foreign jurisdictions to repatriate these funds. However, our intent is to permanently

reinvest these funds outside of the U.S. and our current plans do not demonstrate a need to repatriate these funds for our U.S. operations. We believe that our current cash balance and cash flows from operations will satisfy working capital, financing activities, and capital expenditure requirements for the next twelve months and to meet our known long-term cash requirements.

As of December 31, 2021, we did not have any significant unrecognized tax benefits for uncertain tax positions.

### **Recent Accounting Pronouncements**

See Note 1 – *Summary of Significant Accounting Policies* in the Notes to Consolidated Financial Statements for a full description of recent accounting pronouncements, including the expected dates of adoption and effects on results of operations and financial condition.

## Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The following discussion about our market risk disclosures involves forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements. We are exposed to market risk related to changes in foreign currency exchange rates and changes in interest rates on our variable-rate debt.

**Foreign Currency Exchange.** On a global level, we face exposure to movements in foreign currency exchange rates as we enter into normal business transactions that may be in currencies other than the local currency of our subsidiaries, including the Euro, British Pound, and other foreign currencies. During 2021, we entered into several foreign currency forward contracts to mitigate the effects of adverse fluctuations in foreign currency exchange rates and we may continue to enter into hedging agreements in the future. In addition, transactions and account balances between our U.S. and foreign subsidiaries expose us to currency exchange risk. This exposure may change over time as business practices evolve and could have a material adverse effect on our results of operations.

We incurred foreign currency exchange losses of \$1.5 million, \$0.6 million, and \$0.9 million during the years ended December 31, 2021, 2020, and 2019, respectively.

**Interest Rate Risk.** As of December 31, 2021, we had \$75.0 million in total debt principal outstanding. See Note 5 — *Debt* in the Notes to Consolidated Financial Statements for additional information regarding our outstanding debt obligations.

All of our debt outstanding as of December 31, 2021 was based on a floating base rate of interest, which potentially exposes us to increases in interest rates. We reduced our overall exposure to changes in interest rates through an interest rate swap contract, which has the effect of converting the floating base rate of interest to a fixed rate on a portion of our outstanding revolver principal balance. At December 31, 2021, we had unhedged interest rate risk on approximately \$35.9 million of our outstanding revolver principal balance. As an indication of our potential exposure to changes in interest rates, a hypothetical 25 basis point increase or decrease in interest rates on the unhedged portion of our debt could change our annual pretax interest expense for the following 12-month period by approximately \$0.1 million.

The primary objective of our investment activities is to preserve principal and maintain liquidity while at the same time maximizing the income we receive from our investments without significantly increasing risk. To achieve this objective, we maintain our portfolio of cash equivalents and marketable investments in a variety of securities during the course of the year, which may include U.S. government agencies, municipal notes and bonds, corporate notes and bonds, commercial paper, and money market funds. The securities, other than money market funds, are classified as available-for-sale and consequently are recorded on the Consolidated Balance Sheets at fair value with unrealized gains or losses reported as a component of accumulated other comprehensive loss in the Consolidated Balance Sheets. If interest rates rise, the market value of our investments may decline, which could result in a realized loss if we are forced to sell an investment before its scheduled maturity. We have the ability to hold our fixed income investments until maturity (without giving effect to any future acquisitions or mergers). Therefore, we would not expect our operating results or cash flows to be affected to any significant degree by a sudden change in market interest rates on our securities portfolio. In addition, given the short maturities and investment grade quality of the portfolio holdings at December 31, 2021, a hypothetical 10% change in interest rates would not materially affect the fair value of our cash and cash equivalents.

The following table provides information about our investment portfolio, for which all of the securities are denominated in U.S. dollars. For investment securities, the table presents principal cash flows and related weighted-average interest rates by maturity date. Principal amounts by maturity dates (dollars in thousands):

	Years Ended December 31,	
	2022	2023
Corporate obligations	\$ 11,437	\$ 7,072
Total	\$ 11,437	\$ 7,072
Weighted average interest rates	1.06%	1.32%

**Item 8. Consolidated Financial Statements and Supplementary Data**

The financial statements listed in the following Index to Financial Statements are filed as a part of this 2021 Annual Report on Form 10-K.

**FORRESTER RESEARCH, INC.**  
**INDEX TO FINANCIAL STATEMENTS**

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## Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Forrester Research, Inc.

### ***Opinions on the Financial Statements and Internal Control over Financial Reporting***

We have audited the accompanying consolidated balance sheets of Forrester Research, Inc. and its subsidiaries (the “Company”) as of December 31, 2021 and 2020, and the related consolidated statements of operations, comprehensive income (loss), stockholders’ equity and cash flows for each of the three years in the period ended December 31, 2021, including the related notes (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2021 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

### ***Basis for Opinions***

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### ***Definition and Limitations of Internal Control over Financial Reporting***

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### ***Critical Audit Matters***

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

#### *Revenue Recognition – Identification of Distinct Performance Obligations*

As described in Note 1 to the consolidated financial statements, the Company generates all of its revenues from contracts with customers, which totaled \$494.3 million for the year ended December 31, 2021. Performance obligations within a contract are identified based on the products and services promised to be transferred in the contract. When a contract includes more than one promised product or service, management must apply judgment to determine whether the promises represent multiple performance obligations or a single, combined performance obligation. This evaluation requires management to determine if the promises are both capable of being distinct, where the customer can benefit from the product or service on its own or together with other resources readily available, and are distinct within the context of the contract, where the transfer of products or services is separately identifiable from other promises in the contract. When both criteria are met, each promised product or service is accounted for as a separate performance obligation.

The principal considerations for our determination that performing procedures relating to revenue recognition, specifically the identification of distinct performance obligations, is a critical audit matter are the significant audit effort in performing procedures and evaluating evidence related to management's identification of the distinct performance obligations.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the revenue recognition process, including controls over the identification of performance obligations. These procedures also included, among others, testing management's process for identifying distinct performance obligations within contracts with customers and evaluating the revenue recognition impact of contractual terms and conditions by examining contracts on a test basis.

/s/ PricewaterhouseCoopers LLP  
Boston, Massachusetts  
March 10, 2022

We have served as the Company's auditor since 2010.

**FORRESTER RESEARCH, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except per share data)

	December 31, 2021	December 31, 2020
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 115,769	\$ 90,257
Marketable investments (Note 3)	18,509	—
Accounts receivable, net of allowance for expected credit losses of \$610 and \$708 as of December 31, 2021 and 2020, respectively (Note 1, 14)	86,965	84,695
Deferred commissions	29,631	23,620
Prepaid expenses and other current assets	18,614	18,588
Total current assets	269,488	217,160
Property and equipment, net	28,245	27,032
Operating lease right-of-use assets	65,009	69,296
Goodwill	244,994	247,211
Intangible assets, net	62,733	77,995
Other assets	9,660	5,524
Total assets	<u>\$ 680,129</u>	<u>\$ 644,218</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts payable	\$ 840	\$ 657
Accrued expenses and other current liabilities	97,800	76,620
Current portion of long-term debt	—	12,500
Deferred revenue	213,696	179,968
Total current liabilities	312,336	269,745
Long-term debt, net of deferred financing fees	75,000	95,299
Non-current operating lease liabilities	65,038	70,323
Other non-current liabilities (Note 14)	23,848	23,085
Total liabilities	476,222	458,452
Commitments and contingencies (Note 6, 15)		
Stockholders' Equity:		
Preferred stock, \$0.01 par value		
Authorized - 500 shares; issued and outstanding - none	—	—
Common stock, \$0.01 par value		
Authorized - 125,000 shares		
Issued - 24,085 and 23,648 shares as of December 31, 2021 and 2020, respectively		
Outstanding - 19,058 and 19,017 shares as of December 31, 2021 and 2020, respectively	241	236
Additional paid-in capital	245,985	230,128
Retained earnings	152,825	127,981
Treasury stock - 5,027 and 4,631 shares as of December 31, 2021 and 2020, respectively	(191,955)	(171,889)
Accumulated other comprehensive loss	(3,189)	(690)
Total stockholders' equity	203,907	185,766
Total liabilities and stockholders' equity	<u>\$ 680,129</u>	<u>\$ 644,218</u>

The accompanying notes are an integral part of these consolidated financial statements.

**FORRESTER RESEARCH, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In thousands, except per share data)

	Years Ended December 31,		
	2021	2020	2019
Revenues:			
Research	\$ 325,340	\$ 301,544	\$ 303,801
Consulting	156,114	137,303	130,886
Events	12,861	10,137	27,010
Total revenues	<u>494,315</u>	<u>448,984</u>	<u>461,697</u>
Operating expenses:			
Cost of services and fulfillment	201,815	180,899	196,726
Selling and marketing	170,949	166,200	172,865
General and administrative	58,056	50,369	53,042
Depreciation	9,390	9,879	8,572
Amortization of intangible assets	15,129	19,683	22,619
Acquisition and integration costs	334	5,779	8,948
Total operating expenses	<u>455,673</u>	<u>432,809</u>	<u>462,772</u>
Income (loss) from operations	38,642	16,175	(1,075)
Interest expense	(4,222)	(5,340)	(8,054)
Other expense, net	(1,229)	(374)	(515)
Gains on investments, net	—	2,472	45
Income (loss) before income taxes	33,191	12,933	(9,599)
Income tax expense (benefit)	8,347	2,943	(29)
Net income (loss)	<u>\$ 24,844</u>	<u>\$ 9,990</u>	<u>\$ (9,570)</u>
Basic income (loss) per common share	<u>\$ 1.30</u>	<u>\$ 0.53</u>	<u>\$ (0.52)</u>
Diluted income (loss) per common share	<u>\$ 1.28</u>	<u>\$ 0.53</u>	<u>\$ (0.52)</u>
Basic weighted average common shares outstanding	<u>19,110</u>	<u>18,827</u>	<u>18,492</u>
Diluted weighted average common shares outstanding	<u>19,357</u>	<u>18,935</u>	<u>18,492</u>

The accompanying notes are an integral part of these consolidated financial statements.

**FORRESTER RESEARCH, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
(In thousands)

	Years Ended December 31,		
	2021	2020	2019
Net income (loss)	\$ 24,844	\$ 9,990	\$ (9,570)
Other comprehensive income (loss), net of tax:			
Foreign currency translation	(3,083)	4,884	401
Net change in market value of interest rate swap	609	(717)	(104)
Net change in market value of investments	(25)	—	—
Other comprehensive income (loss)	(2,499)	4,167	297
Comprehensive income (loss)	\$ 22,345	\$ 14,157	\$ (9,273)

The accompanying notes are an integral part of these consolidated financial statements.

**FORRESTER RESEARCH, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(In thousands)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Treasury Stock		Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Number of Shares	\$0.01 Par Value			Number of Shares	Cost		
Balance at December 31, 2018	22,951	\$ 230	\$ 200,696	\$ 127,717	4,631	\$ (171,889)	\$ (5,154)	\$ 151,600
Issuance of common stock under stock plans, including tax effects	324	3	4,074	—	—	—	—	4,077
Stock-based compensation expense	—	—	11,684	—	—	—	—	11,684
Net loss	—	—	—	(9,570)	—	—	—	(9,570)
Net change in interest rate swap, net of tax	—	—	—	—	—	—	(104)	(104)
Foreign currency translation	—	—	—	—	—	—	401	401
Balance at December 31, 2019	23,275	233	216,454	118,147	4,631	(171,889)	(4,857)	158,088
Issuance of common stock under stock plans, including tax effects	373	3	2,797	—	—	—	—	2,800
Stock-based compensation expense	—	—	10,877	—	—	—	—	10,877
Cumulative effect adjustment due to adoption of new accounting pronouncement, net of tax	—	—	—	(156)	—	—	—	(156)
Net income	—	—	—	9,990	—	—	—	9,990
Net change in interest rate swap, net of tax	—	—	—	—	—	—	(717)	(717)
Foreign currency translation	—	—	—	—	—	—	4,884	4,884
Balance at December 31, 2020	23,648	236	230,128	127,981	4,631	(171,889)	(690)	185,766
Issuance of common stock under stock plans, including tax effects	437	5	5,787	—	—	—	—	5,792
Repurchases of common stock	—	—	—	—	396	(20,066)	—	(20,066)
Stock-based compensation expense	—	—	10,070	—	—	—	—	10,070
Net income	—	—	—	24,844	—	—	—	24,844
Net change in interest rate swap, net of tax	—	—	—	—	—	—	609	609
Net change in marketable investments, net of tax	—	—	—	—	—	—	(25)	(25)
Foreign currency translation	—	—	—	—	—	—	(3,083)	(3,083)
Balance at December 31, 2021	<u>24,085</u>	<u>\$ 241</u>	<u>\$ 245,985</u>	<u>\$ 152,825</u>	<u>5,027</u>	<u>\$ (191,955)</u>	<u>\$ (3,189)</u>	<u>\$ 203,907</u>

The accompanying notes are an integral part of these consolidated financial statements.

**FORRESTER RESEARCH, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

	Years Ended December 31,		
	2021	2020	2019
Cash flows from operating activities:			
Net income (loss)	\$ 24,844	\$ 9,990	\$ (9,570)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation	9,390	9,879	8,572
Impairment of property and equipment	—	1,098	—
Amortization of intangible assets	15,129	19,683	22,619
Net gains from investments	—	(2,472)	(45)
Deferred income taxes	(275)	(1,677)	(3,957)
Stock-based compensation	10,070	10,877	11,684
Operating lease right-of-use assets amortization and impairments	11,415	13,397	12,592
Amortization of deferred financing fees	920	981	968
Amortization of premium on investments	65	—	—
Foreign currency losses	1,439	582	933
Changes in assets and liabilities, net of businesses acquired			
Accounts receivable	(3,898)	234	3,696
Deferred commissions	(6,010)	(3,299)	(4,643)
Prepaid expenses and other current assets	(1,283)	(423)	(3,697)
Accounts payable	201	109	278
Accrued expenses and other liabilities	20,426	297	4,421
Deferred revenue	36,007	(925)	15,508
Operating lease liabilities	(11,373)	(10,577)	(10,953)
Net cash provided by operating activities	<u>107,067</u>	<u>47,754</u>	<u>48,406</u>
Cash flows from investing activities:			
Acquisitions, net of cash acquired	—	—	(237,684)
Purchases of property and equipment	(10,745)	(8,905)	(11,890)
Purchases of marketable investments	(21,607)	—	—
Proceeds from maturities of marketable investments	2,000	—	—
Proceeds from sales of marketable investments	1,000	—	—
Other investing activity	56	4,335	29
Net cash used in investing activities	<u>(29,296)</u>	<u>(4,570)</u>	<u>(249,545)</u>
Cash flows from financing activities:			
Proceeds from borrowings, net of costs	—	—	171,275
Payments on borrowings	(34,375)	(23,375)	(42,250)
Payment of debt issuance costs	(494)	—	(857)
Deferred acquisition payments	—	(3,112)	(2,799)
Repurchases of common stock	(20,066)	—	—
Proceeds from issuance of common stock under employee equity incentive plans	9,165	5,706	6,327
Taxes paid for net share settlements of stock-based compensation awards	(3,373)	(2,906)	(2,258)
Net cash provided by (used in) financing activities	<u>(49,143)</u>	<u>(23,687)</u>	<u>129,438</u>
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(1,249)	1,963	597
Net increase (decrease) in cash, cash equivalents and restricted cash	27,379	21,460	(71,104)
Cash, cash equivalents and restricted cash, beginning of year	90,652	69,192	140,296
Cash, cash equivalents and restricted cash, end of year	<u>\$ 118,031</u>	<u>\$ 90,652</u>	<u>\$ 69,192</u>
Supplemental disclosure of cash flow information:			
Cash paid for interest	\$ 3,279	\$ 4,373	\$ 7,003
Cash paid for income taxes	\$ 9,815	\$ 3,194	\$ 4,433

The accompanying notes are an integral part of these consolidated financial statements.

Non-cash investing activities for the year ended December 31, 2019 include \$3.7 million of debt issuance costs deducted directly from the proceeds of borrowings by the lender. Refer to Note 5 – *Debt* for further information.

**FORRESTER RESEARCH, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2021**

**Note 1 – Summary of Significant Accounting Policies**

*Basis of Presentation*

Forrester Research, Inc. is a global independent research and advisory firm. The Company helps leaders across technology, customer experience, marketing, sales and product functions use customer obsession to accelerate growth. Through Forrester's proprietary research, consulting, and events, leaders from around the globe are empowered to be bold at work, navigate change, and put their customers at the center of their leadership, strategy, and operations. The Company's unique insights are grounded in annual surveys of more than 700,000 consumers, business leaders, and technology leaders worldwide, rigorous and objective research methodologies, over 70 million real-time feedback votes, and the shared wisdom of our clients.

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") and pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") for reporting on Form 10-K. The Company's fiscal year is the twelve months from January 1 through December 31 and all references to 2021, 2020, and 2019 refer to the fiscal year unless otherwise noted.

*Principles of Consolidations*

The accompanying consolidated financial statements include the accounts of Forrester and its wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

*Reclassification*

Effective for the first quarter of 2021, the Company modified its key metrics, as further described in Item 7. Management's Discussions and Analysis of Financial Condition and Results of Operations. As part of these changes, beginning January 1, 2021, the Company is classifying all components of its subscription research products within the Research revenues financial statement line on the Consolidated Statements of Operations. In prior periods, the separate advisory session performance obligations included in any of the Company's subscription research products were classified within the Consulting revenues financial statement line. Prior periods have been reclassified to conform to the current presentation which resulted in approximately \$7.1 million and \$5.1 million of revenue being reclassified from Consulting revenues to Research revenues during the years ended December 31, 2020 and 2019, respectively. This reclassification had no impact on the amount of total revenues previously reported.

*Management Estimates*

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Forrester considers the more significant of these estimates to be revenue recognition, valuation of goodwill, intangible and other long-lived assets and acquired assets and liabilities from business combinations, ongoing impairment reviews of goodwill, intangible and other long-lived assets, and income taxes. On an ongoing basis, management evaluates its estimates. Actual results could differ from these estimates.

*Liquidity and Impact of COVID-19*

The COVID-19 pandemic significantly affected the Company beginning in March 2020 primarily through lower contract bookings and a reduction in revenues from the conversion of the Company's events from in-person events to virtual events. While the duration and severity of the pandemic is uncertain, the Company did experience a rebound in contract bookings in the fourth quarter of 2020 and continuing through all of 2021. The Company's Events business continues to be negatively affected by the pandemic. All events held in 2021 have been held as virtual events. The Company intends to hold its events during 2022 as hybrid events, consisting of both in-person and virtual experiences, to the extent that conditions in the jurisdictions where the Company holds the events will allow for in-person events in 2022. The extent to which the COVID-19 pandemic ultimately impacts the Company's business, financial condition, results of operations, cash flows, and liquidity may differ from the Company's current estimates due to inherent uncertainties regarding the duration and further spread of the outbreak, its severity, actions taken to contain the virus or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume.

As of December 31, 2021, the Company is in compliance with its financial covenants under its credit agreement (refer to Note 5 – *Debt*). The Company currently forecasts that it will be in compliance with its financial covenants for at least one year from the



issuance of these financial statements. If the impact of COVID-19 is more severe than currently forecasted this may impact the Company's ability to comply with its financial covenants which could have a material adverse effect on the Company.

### ***Adoption of New Accounting Pronouncements***

The Company adopted the guidance in the Financial Accounting Standards Board's ("FASB") Accounting Standards Update ("ASU") No. 2019-12, *Income Taxes – Simplifying the Accounting for Income Taxes* on January 1, 2021. The standard provides guidance to simplify the accounting for income taxes in certain areas, changes the accounting for select income tax transactions, and makes other minor improvements. The adoption of this standard did not have a material impact on the Company's financial position or results of operations.

In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-13, *Financial Instruments – Credit Losses: Measurement of Credit Losses on Financial Instruments*. The standard and its related amendments (collectively "Topic 326") modifies the existing financial instrument incurred loss impairment model by requiring entities to use a forward-looking approach based on expected losses and to consider a broader range of reasonable and supportable information to estimate credit losses on certain types of financial instruments, including accounts receivable. On January 1, 2020, the Company adopted Topic 326 using the modified retrospective method in which prior periods are not adjusted and the cumulative effect of applying the standard is recorded at the date of initial application. The Company recorded a cumulative effect adjustment of \$0.2 million to decrease retained earnings as a result of adopting the standard.

The allowance for expected credit losses on accounts receivable for the twelve months ended December 31, 2020 and adoption impact is summarized in Note 14 - *Certain Balance Sheet Accounts*.

When evaluating the adequacy of the allowance for expected credit losses, the Company makes judgments regarding the collectability of accounts receivable based, in part, on the Company's historical loss rate experience, customer concentrations, management's expectations of future losses as informed by current economic conditions, and changes in customer payment terms. If the expected financial condition of the Company's customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. If the expected financial condition of the Company's customers were to improve, the allowances may be reduced accordingly.

The Company adopted the guidance in ASU No. 2017-04, *Intangibles-Goodwill and Other: Simplifying the Test for Goodwill Impairment* on January 1, 2020. The new standard simplifies the subsequent measurement of goodwill by eliminating Step 2 from the goodwill impairment test and requires that instead, an entity should perform its goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. The adoption of this standard did not impact the Company's financial position or results of operations.

The Company adopted the guidance in ASU No. 2018-13, *Fair Value Measurement Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement* on January 1, 2020. The new standard modifies the disclosure requirements for fair value measurements under Topic 820, *Fair Value Measurement*, including changes to transfers between fair value levels, and Level 3 fair value measurements. Changes required upon adoption of this standard are included in Note 8 – *Fair Value Measurements* and did not impact the Company's financial position or results of operations.

The Company adopted the guidance in ASU No. 2018-15, *Intangibles-Goodwill and Other-Internal-Use Software: Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That is a Service Contract* on January 1, 2020 using the prospective method. The new standard aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal-use software license). The adoption of this standard did not have a material impact on the Company's financial position or results of operations.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*. The standard requires lessees to recognize the assets and liabilities from leases on the balance sheet and disclose qualitative and quantitative information about the lease arrangements. Lessor accounting is largely unchanged. Leases are classified as either financing or operating, with classification affecting the pattern of expense recognition in the income statement. In July 2018, the FASB issued ASU 2018-11, *Leases (Topic 842): Targeted Improvements*, which allowed for an additional adoption method, and for lessors, provides a practical expedient for the separation of lease and non-lease components within a contract.

On January 1, 2019, the Company adopted Topic 842 using the modified retrospective method in which prior periods are not adjusted and the cumulative effect of applying the standard is recorded at the date of initial application. Adoption of the standard did not result in the Company recording a cumulative effect adjustment. The effect of adopting Topic 842 included recording operating lease right-of-use ("ROU") assets of \$53.3 million, operating lease liabilities of \$60.8 million, and the elimination of deferred rent of \$7.5 million. Adoption of the standard did not have a material impact on the Company's results of operations or cash flows.

The Company elected the package of practical expedients permitted under Topic 842 which allows the carry forward of the historical lease classification for all leases that existed as of the adoption date. In addition, the Company elected to exempt short term leases from recognition of ROU assets and lease liabilities and elected not to separate lease and non-lease components within its leases.

### ***Fair Value Measurements***

The carrying amounts reflected in the Consolidated Balance Sheets for cash, certain cash equivalents, accounts receivable, accounts payable, and accrued expenses approximate fair value due to their short-term maturities. The Company's financial instruments also include its outstanding variable-rate borrowings (refer to Note 5 – *Debt*). The Company believes that the carrying amount of its variable-rate borrowings reasonably approximate their fair values because the rates of interest on those borrowings reflect current market rates of interest.

Additionally, the Company has certain financial assets and liabilities recorded at fair value at each balance sheet date, including cash equivalents, marketable investments, and a derivative contract for an interest rate swap, in accordance with the accounting standards for fair value measurements. Refer to Note 8 – *Fair Value Measurements* for the Company's fair value disclosures.

### ***Cash, Cash Equivalents, and Marketable Investments***

Forrester considers all short-term, highly liquid investments with original maturities at the time of purchase of 90 days or less to be cash equivalents.

The Company's portfolio of investments may at any time include securities of U.S. government agencies, municipal notes and bonds, corporate notes and bonds, commercial paper, and money market funds. Forrester accounts for all marketable investments as available-for-sale securities and as such, the marketable investments are carried at fair value with unrealized gains and losses (not related to credit losses) recorded in accumulated other comprehensive loss in the Consolidated Balance Sheets. Realized gains and losses on securities are included in earnings and are determined using the specific identification method. The Company conducts periodic reviews to identify and evaluate each investment that has an unrealized loss, in accordance with the meaning of other-than-temporary impairment and its application to certain investments, as required under the accounting standards. Unrealized losses on available-for-sale securities that are determined to be temporary, and not related to credit loss, are recorded, net of tax, in accumulated other comprehensive loss. During the year ended December 31, 2021, the Company did not record any other-than-temporary impairment losses on its available-for-sale securities. The Company did not own any marketable investments during the years ended December 31, 2020 and 2019.

The Company did not realize any gains or losses from sales of the Company's available-for-sale securities during the year ended December 31, 2021.

### ***Presentation of Restricted Cash***

The following table summarizes the end-of-period cash and cash equivalents from the Company's Consolidated Balance Sheets and the total cash, cash equivalents and restricted cash as presented in the accompanying Consolidated Statements of Cash Flows (in thousands).

	<u>For the Year Ended December 31,</u>	
	<u>2021</u>	<u>2020</u>
Cash and cash equivalents	\$ 115,769	\$ 90,257
Restricted cash classified in (1):		
Prepaid expenses and other current assets	—	395
Other assets	2,262	—
Cash, cash equivalents and restricted cash shown in statement of cash flows	<u>\$ 118,031</u>	<u>\$ 90,652</u>

- (1) Restricted cash consists of collateral required for leased office space, and for the year ended December 31, 2020, also included an amount for credit card processing outside of the U.S. The short-term or long-term classification regarding the collateral for the leased office space is determined in accordance with the expiration of the underlying leases.

### ***Concentrations of Credit Risk***

Financial instruments that potentially subject Forrester to concentrations of credit risk are principally cash, cash equivalents, accounts receivable, an interest rate swap contract, and foreign currency forward exchange contracts. The Company limits its risk exposure by having its cash, cash equivalents, interest rate swap and foreign currency forward exchange contracts with large

commercial banks and by diversifying counterparties. No single customer accounted for greater than 3% of revenues or 2% of accounts receivable in any of the periods presented.

Forrester does not have any off-balance sheet arrangements.

### ***Business Acquisitions***

Forrester accounts for business combinations in accordance with the acquisition method of accounting as prescribed by FASB ASC Topic 805, *Business Combinations*. The acquisition method of accounting requires the Company to record the assets acquired and liabilities assumed based on their estimated fair values as of the acquisition date, with any excess of the consideration transferred over the estimated fair value of the net assets acquired, including identifiable intangible assets, to be recorded to goodwill.

In 2019, Forrester acquired SiriusDecisions, Inc. Refer to Note 2 – *Acquisitions* for further information on this acquisition.

### ***Goodwill***

Goodwill represents the excess of the purchase price of acquired businesses over the estimated fair values of the tangible and identifiable intangible net assets acquired. Goodwill is not amortized; however, it is required to be tested for impairment annually, which requires assessment of the potential impairment at the reporting unit level. Reporting units are determined based on the components of the Company's operating segments that constitute a business for which financial information is available and for which operating results are regularly reviewed by segment management. Testing for impairment is also required on an interim basis if an event or circumstance indicates it is more likely than not an impairment loss has been incurred. When performing an impairment assessment, the Company either uses a qualitative assessment, to determine if it is more likely than not that the estimated fair value of any reporting unit is less than its carrying amount, or a quantitative analysis, to determine and compare the fair value of each reporting unit to its carrying value, or a combination of both. An impairment loss is recognized to the extent that the carrying amount of goodwill of any reporting unit exceeds its estimated fair value. Absent an event that indicates a specific impairment may exist, the Company has selected November 30th as the date for performing the annual goodwill impairment test. Goodwill impairment charges have not been required for the years ended December 31, 2021, 2020 and 2019.

### ***Impairment of Other Long-Lived Tangible and Intangible Assets***

Forrester continually evaluates whether events or circumstances have occurred that indicate the estimated remaining useful life of long-lived assets and intangible assets may warrant revision or if events or circumstances indicate that the carrying value of these assets may be impaired. To compute whether assets have been impaired, the estimated undiscounted future cash flows for the estimated remaining useful life of the assets are compared to the carrying value. To the extent that the future cash flows are less than the carrying value, the assets are written down to the estimated fair value of the asset. The Company recorded \$3.4 million of long-lived asset impairment charges during 2020 (refer to Note 6 – *Leases*). No impairment charges were recorded during 2021 or 2019.

### ***Non-Current Liabilities***

The Company records deferred tax liabilities and other liabilities that are expected to be settled over a period that exceeds one year as non-current liabilities.

### ***Foreign Currency***

The functional currency of Forrester's wholly-owned subsidiaries is their respective local currency. These subsidiary financial statements are translated to U.S. dollars using period-end exchange rates for assets and liabilities and average exchange rates during the corresponding period for revenues and expenses, with translation gains and losses recorded as a component of accumulated other comprehensive loss in the Consolidated Balance Sheets. Gains and losses related to the remeasurement of monetary assets and liabilities denominated in a currency other than an entity's functional currency are included in other expense, net in the Consolidated Statements of Operations. Forrester recorded \$1.5 million, \$0.6 million, and \$0.9 million of foreign exchange losses during 2021, 2020, and 2019, respectively.

### ***Revenue***

The Company generates all of its revenues from contracts with customers, which totaled \$494.3 million for the year ended December 31, 2021.

The Company recognizes revenue when a customer obtains control of promised products or services, in an amount that reflects the consideration expected to be received in exchange for those products or services. The Company follows the five-step model

prescribed under Topic 606: (i) identify the contract(s) with a customer; (ii) identify the performance obligation(s) in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligation(s) in the contract; and (v) recognize revenue when (or as) the Company satisfies each performance obligation. Revenues are presented net of any sales or value added taxes collected from customers and remitted to the government.

The Company accounts for a contract when it has approval and commitment from both parties, the fees, payment terms and rights of the parties regarding the products or services to be transferred are identified, the contract has commercial substance, and it is probable that substantially all of the consideration for the products and services expected to be transferred is probable. The Company applies judgment in determining the customer's ability and intention to pay for services expected to be transferred, which is based on factors including the customer's payment history, management's ability to mitigate exposure to credit risk (for example, requiring payment in advance of the transfer of products or services, or the ability to stop transferring promised products or services in the event a customer fails to pay consideration when due), and experience selling to similarly situated customers. Since the transaction price is fixed and defined as part of entering into a contract, and generally does not change, variable consideration is insignificant.

Performance obligations within a contract are identified based on the products and services promised to be transferred in the contract. When a contract includes more than one promised product or service, the Company must apply judgment to determine whether the promises represent multiple performance obligations or a single, combined performance obligation. This evaluation requires the Company to determine if the promises are both capable of being distinct, where the customer can benefit from the product or service on its own or together with other resources readily available, and are distinct within the context of the contract, where the transfer of products or services is separately identifiable from other promises in the contract. When both criteria are met, each promised product or service is accounted for as a separate performance obligation. In cases where the promises are distinct, the Company is further required to evaluate if the promises are a series of products and services that are substantially the same and have the same pattern of transfer to the customer (referred to as the "series" guidance). When the Company determines that promises meet the series guidance, they are accounted for as a single, combined performance obligation.

Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation on a relative basis according to their standalone selling prices. The Company determines standalone selling price based on the price at which the performance obligation is sold separately. If the Company does not have a history of selling a performance obligation, management applies judgment to estimate the standalone selling price, taking into consideration available information, including market conditions, factors considered to set list prices, pricing of similar products, and internal pricing objectives. The corresponding allocated revenues are recognized when (or as) the performance obligations are satisfied, as discussed further below.

#### *Research revenues*

The majority of Research revenues are annual subscriptions to our research, including access to a designated portion of our research and, depending on the type of license, unlimited analyst inquiry or guidance sessions, an executive coach or advisor, peer offerings, and unlimited participation in Forrester webinars, all of which are delivered throughout the contract period. The Company has concluded that these promises represent a stand ready obligation to provide a daily information service, in which the services are the same each day, every day is distinct, and the customer simultaneously receives and consumes the benefits as the Company transfers control throughout the contract period. Accordingly, these subscriptions meet the requirements of the series guidance and are each accounted for as a single performance obligation. The Company recognizes revenue ratably over the contract term, using an output measure of time elapsed. Certain of the Research products include advisory services and/or an Event ticket, which are accounted for as a separate performance obligation and are recognized at the point in time the service is completed, the final deliverable is transferred to the customer, or the Event occurs. Research revenues also include sales of electronic reprints, which are written research documents prepared by Forrester's analysts and hosted via an on-line platform. Reprints include a promise to deliver a customer-selected research document and certain usage data provided through the on-line platform, which represents two performance obligations. The Company satisfies the performance obligation for the research document by providing access to the electronic reprint and accordingly recognizes revenue at that point in time. The Company satisfies the performance obligation for the data portion of the reprint on a daily basis and accordingly recognizes revenue over time.

#### *Consulting revenues*

Consulting revenues consists of consulting projects and advisory services.

Consulting project revenues consist of the delivery of focused insights and recommendations that assist customers with their challenges in developing and executing strategies around technology, customer experience, and digital transformation. Projects are fixed-fee arrangements that are generally completed over two weeks to three months. The Company has concluded that each project represents a single performance obligation as each is a single promise to deliver a customized engagement and deliverable. For the majority of these services, either practically or contractually, the work performed and delivered to the customer has no alternative use to the Company. Additionally, Forrester maintains an enforceable right to payment at all times throughout the contract. The Company utilizes an input method and recognizes revenue over time, based on hours expended relative to the total estimated hours required to

satisfy the performance obligation. The input method closely aligns with how control of interim deliverables is transferred to the customer throughout the engagement and is also the method used internally to price the project and assess operational performance. If the Company were to enter into an agreement where it does not have an enforceable right to payment at all times, revenue would be recognized at the point in time the project is completed.

Advisory services revenues are short-term presentations or knowledge sharing sessions (which can range from one hour to two days), such as speeches and advisory days. Each is a promise for a Forrester analyst to deliver a deeper understanding of Forrester's published research and represents a single performance obligation. Revenue is recognized at the point in time the service is completed or the final deliverable is transferred to the customer, which is when the customer has received the benefit(s) of the service.

#### *Events revenues*

Events revenues consist of either ticket or sponsorship sales for Forrester-hosted in-person and virtual events. Each is a single promise that either allows entry to, or grants the right to promote a product or service at, a specific event. The Company concluded that each of these represents a single performance obligation. The Company recognizes revenue at the completion of the Event, which is the point in time when the customer has received the benefit(s) from attending or sponsoring the Event.

#### *Prepaid performance obligations*

Prepaid performance obligations (including Event tickets, reprints, consulting projects, and advisory services) on non-cancellable contracts that the Company estimates will expire unused are recognized in proportion to the pattern of related rights exercised by the customer. This assessment requires judgment, including estimating the percentage of prepaid rights that will go unexercised and anticipating the impact that future changes to products, pricing, and customer engagement will have on actual expirations. The Company updates estimates used to recognize unexercised rights on a quarterly basis.

#### *Contract modifications*

Consulting contracts are occasionally modified to update the scope of the services purchased. Since a consulting project is a single performance obligation that is only partially satisfied at the modification date, the updated project requirements are not distinct and the modification is accounted for as part of the existing contract. The effect of the modification on the transaction price and the Company's measure of progress for the performance obligation to which it relates is recognized as an adjustment to revenue (either an increase or decrease) on a cumulative catch-up basis. For the year ended December 31, 2021, the Company recorded an immaterial amount of cumulative catch-up adjustments.

Refer to Note 13 – *Operating Segment and Enterprise Wide Reporting* for a summary of disaggregated revenue by geographic region.

### ***Contract Assets and Liabilities***

#### *Accounts receivable*

Accounts receivable includes amounts billed and currently due from customers. Since the only condition for payment of the Company's invoices is the passage of time, the Company records a receivable on the date the invoice is issued. Also included in accounts receivable are unbilled amounts resulting from revenue exceeding the amount billed to the customer, where the right to payment is unconditional. If the right to payment for services performed was conditional on something other than the passage of time, the unbilled amount would be recorded as a separate contract asset. There were no contract assets as of December 31, 2021.

The majority of the Company's contracts are non-cancelable. However, for contracts that are cancelable by the customer, the Company does not record a receivable when it issues an invoice. The Company records accounts receivable on these contracts only up to the amount of revenue earned but not yet collected.

In addition, since the majority of the Company's contracts are for a duration of one year and payment is expected within one year from the transfer of products and services, the Company does not adjust its receivables or transaction price for the effects of a significant financing component.

#### *Deferred revenue*

The Company refers to contract liabilities as deferred revenue on the Consolidated Balance Sheets. Payment terms in the Company's customer contracts vary, but generally require payment in advance of fully satisfying the performance obligation(s). Deferred revenue consists of billings in excess of revenue recognized. Similar to accounts receivable, the Company does not record deferred revenue for unpaid invoices issued on a cancelable contract.

During the years ended December 31, 2021 and 2020, the Company recognized approximately \$154.9 million and \$153.2 million of revenue, respectively, related to its deferred revenue balance at January 1 of each such period.

Approximately \$458.8 million of revenue is expected to be recognized during the next 24 months from remaining performance obligations as of December 31, 2021.

### ***Cost to Obtain Contracts***

The Company capitalizes commissions paid to sales representatives and related fringe benefits costs that are incremental to obtaining customer contracts. These costs are included in deferred commissions on the Consolidated Balance Sheets. The judgments made in determining the amount of costs incurred include the types of costs to capitalize and whether the costs are in fact incremental. The Company elected the practical expedient to account for these costs at a portfolio level as the Company's contracts are similar in nature and the amortization model used closely matches the amortization expense that would be recognized on a contract-by-contract basis. Costs to obtain a contract are amortized to earnings over the initial contract term, which is the same period the related revenue is recognized.

Amortization of the expense related to deferred commissions was \$43.9 million, \$40.0 million, and \$36.0 million for the years ended December 31, 2021, 2020, and 2019, respectively, and is recorded in selling and marketing expenses in the Consolidated Statements of Operations. The Company evaluates the recoverability of deferred commissions at each balance sheet date and there were no impairments recorded during 2021, 2020, or 2019.

### ***Leases***

The Company determines whether an arrangement is a lease at inception of the arrangement. The Company accounts for a lease when it has the right to control the leased asset for a period of time while obtaining substantially all of the assets' economic benefits. All of the Company's leases are operating leases, the majority of which are for office space. Operating lease ROU assets and non-current operating lease liabilities are included as individual line items on the Consolidated Balance Sheets, while short-term operating lease liabilities are recorded within accrued expenses and other current liabilities.

Operating lease ROU assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. The discount rate used to determine the present value of the lease payments is the Company's incremental borrowing rate based on the information available at lease inception, as generally an implicit rate in the lease is not readily determinable. An operating lease ROU asset includes all lease payments, lease incentives and initial direct costs incurred. Some of the Company's leases include options to extend or terminate the lease. When determining the lease term, these options are included in the measurement and recognition of the Company's ROU assets and lease liabilities when it is reasonably certain that the Company will exercise the option(s). The Company considers various economic factors when making this determination, including, but not limited to, the significance of leasehold improvements incurred in the office space, the difficulty in replacing the asset, underlying contractual obligations, and specific characteristics unique to a particular lease.

Subsequent to entering into a lease arrangement, the Company reassesses the certainty of exercising options to extend or terminate a lease. When it becomes reasonably certain that the Company will exercise an option that was not included in the lease term, the Company accounts for the change in circumstances as a lease modification, which results in the remeasurement of the ROU asset and lease liability as of the modification date.

Lease expense for operating leases is recognized on a straight-line basis over the lease term based on the total lease payments (which include initial direct costs and lease incentives). The expense is included in operating expenses in the Consolidated Statements of Operations.

The Company's lease agreements generally contain lease and non-lease components. Non-lease components are fixed charges stated in an agreement and primarily include payments for parking at the leased office facilities. The Company accounts for the lease and fixed payments for non-lease components as a single lease component under Topic 842, which increases the amount of the ROU assets and lease liabilities. Most of the Company's lease agreements also contain variable payments, primarily maintenance-related costs, which are expensed as incurred and not included in the measurement of the ROU assets and lease liabilities.

Leases with an initial term of twelve months or less are not recorded on the Consolidated Balance Sheets and are not material.

### Advertising Costs

The Company expenses advertising costs as incurred. Advertising expense for the years ended December 31, 2021, 2020, and 2019 was \$2.1 million, \$0.7 million, and \$1.3 million, respectively. These expenses consisted primarily of online marketing and is included in selling and marketing expense in the Consolidated Statements of Operations.

### Stock-Based Compensation

The Company recognizes the fair value of stock-based compensation expense over the requisite service period of the individual grantee, which generally equals the vesting period. Forfeitures are recognized as they occur and all income tax effects related to settlements of share-based payment awards are reported in earnings as an increase or decrease to income tax expense. All income tax-related cash flows resulting from share-based payments are reported as operating activities in the Consolidated Statements of Cash Flows and cash paid by directly withholding shares for tax withholding purposes is classified as a financing activity.

Stock-based compensation expense was recorded in the following expense categories (in thousands):

	Years Ended December 31,		
	2021	2020	2019
Cost of services and fulfillment	\$ 6,057	\$ 6,156	\$ 6,627
Selling and marketing	1,698	1,751	1,768
General and administrative	2,315	2,970	3,289
Total	<u>\$ 10,070</u>	<u>\$ 10,877</u>	<u>\$ 11,684</u>

Shares subject to the employee stock purchase plan were valued utilizing the Black-Scholes model using the following assumptions and had the following fair values (no options were granted in 2021, 2020, or 2019):

	Years Ended December 31,		
	2021	2020	2019
Average risk-free interest rate	0.05%	0.12%	1.89%
Expected dividend yield	0.0%	0.0%	0.0%
Expected life	0.5 Years	0.5 Years	0.5 Years
Expected volatility	30%	93%	30%
Weighted average fair value	\$ 11.20	\$ 14.57	\$ 8.29

Expected volatility is based on the historical volatility of Forrester's common stock as well as management's expectations of future volatility over the expected term of the awards granted. The risk-free interest rate is based on the U.S. Treasury Constant Maturity rate with an equivalent remaining term. The expected term calculation is based upon the option period of the employee stock purchase plan.

The unamortized fair value of stock-based awards as of December 31, 2021 was \$22.9 million with a weighted average remaining recognition period of 2.6 years.

### Depreciation and Amortization

Forrester provides for depreciation and amortization of property and equipment, computed using the straight-line method, over their estimated useful lives of its assets as follows:

	Estimated Useful Life
Computers and equipment	3 to 10 Years
Computer software	3 to 5 Years
Furniture and fixtures	7 Years
Leasehold improvements	Shorter of asset life or lease term

Forrester provides for amortization of intangible assets, computed using an accelerated method according to the expected cash flows to be received from the underlying assets, over their estimated useful lives as follows:

	Estimated Useful Life
Customer relationships	5 to 9 Years
Technology	1 to 8 Years
Trademarks	6 to 8 Years

## ***Income Taxes***

Forrester recognizes deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the financial statements and tax basis of assets and liabilities as well as operating loss carryforwards.

Forrester's provision for income taxes is composed of a current and a deferred provision for federal, state, and foreign jurisdictions. The current provision is calculated as the estimated taxes payable or refundable on tax returns for the current year. The deferred provision is calculated as the net change during the year in deferred tax assets and liabilities. Valuation allowances are provided if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax asset will not be realized.

Forrester accounts for uncertain tax positions using a "more-likely-than-not" threshold for recognizing and resolving uncertain tax positions. The evaluation of uncertain tax positions is based on factors including, but not limited to, changes in tax law, the measurement of tax positions taken or expected to be taken in tax returns, the effective settlement of matters subject to audit, new audit activity, and changes in facts or circumstances related to a tax position. The Company evaluates these tax positions on a quarterly basis. The Company also accrues for potential interest and penalties related to unrecognized tax benefits in income tax expense.

## ***Net Income (Loss) Per Common Share***

Basic net income (loss) per common share is computed by dividing net income (loss) by the basic weighted average number of common shares outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the diluted weighted average number of common shares and common equivalent shares outstanding during the period. The weighted average number of common equivalent shares outstanding has been determined in accordance with the treasury-stock method. Common stock equivalents consist of common stock issuable upon the exercise of outstanding stock options and the vesting of restricted stock units.

Basic and diluted weighted average common shares are as follows (in thousands):

	Years Ended December 31,		
	2021	2020	2019
Basic weighted average common shares outstanding	19,110	18,827	18,492
Weighted average common equivalent shares	247	108	—
Diluted weighted average common shares outstanding	19,357	18,935	18,492
Options and restricted stock units excluded from diluted weighted average share calculation as effect would have been anti-dilutive	3	326	1,099

## ***Recent Accounting Pronouncements***

In March 2020, the FASB issued ASU No. 2020-04, *Reference Rate Reform (Topic 848) – Facilitation of the Effects of Reference Rate Reform on Finance Reporting*. The new standard provides optional guidance for a limited period of time to ease the potential burden in accounting for, or recognizing the effects of, reference rate reform on financial reporting due to the risk of cessation of the London Interbank Offered Rate ("LIBOR"). The updates apply to contracts, hedging relationships, and other transactions that reference LIBOR, or another reference rate expected to be discontinued because of reference rate reform, and as a result require a modification. An entity may elect to apply the amendments immediately or at any point through December 31, 2022. The adoption of this standard will not have a material impact on the Company's financial position or results of operations as the Company's only interest rate swap, which is based on LIBOR, will terminate prior to the cessation of LIBOR.



## Note 2 – Acquisitions

2019

### *SiriusDecisions*

On January 3, 2019, Forrester acquired 100% of the issued and outstanding shares of SiriusDecisions, Inc. (“SiriusDecisions”), a privately-held company based in Wilton, Connecticut that employed approximately 350 employees globally at the time of the acquisition. SiriusDecisions equipped business-to-business (“B2B”) sales, marketing, and product leaders with the actionable research, frameworks, tools, operational benchmarks and expert advice they need to maximize performance and drive alignment. The acquisition created several opportunities for the Company, including cross-selling services to the Company’s respective client bases, extending SiriusDecisions’ platform, methodologies, data, and best-practices tools into new roles, and accelerating international and industry growth. The acquisition of SiriusDecisions was determined to be an acquisition of a business under the provisions of Topic 805.

Pursuant to the terms of the merger agreement, the Company paid \$246.8 million at closing after certain transaction expense adjustments, which was subject to a working capital adjustment, and included the purchase price of \$245.0 million plus an estimate of cash acquired and reduced by an estimate of certain working capital items. At the time of the merger, each vested SiriusDecisions stock option was converted into the right to receive the excess of the per share merger consideration over the exercise price of such stock option. All unvested SiriusDecisions stock options were cancelled without payment of any consideration.

### *Total Consideration Transferred*

The following table summarizes the fair value of the aggregate consideration paid for SiriusDecisions (in thousands):

Cash paid at close (1)	\$ 246,801
Working capital adjustment (2)	(1,259)
Total	<u>\$ 245,542</u>

- (1) The cash paid at close represents the gross contractual amount paid. Net cash paid, which accounts for the cash acquired of \$7.9 million and the working capital adjustment of \$1.3 million, was \$237.7 million and is reflected as an investing activity in the Consolidated Statements of Cash Flows.
- (2) Amount represents the final amount receivable from the sellers based upon working capital as defined, which was received in 2019.

### *Allocation of Purchase Price*

The following table summarizes the allocation of the purchase price to the fair value of the assets acquired and liabilities assumed for the acquisition of SiriusDecisions (in thousands):

Assets:	
Cash and cash equivalents	\$ 7,858
Accounts receivable	19,237
Prepays and other current assets	3,660
Property and equipment	4,169
Goodwill (1)	158,569
Intangible assets (2)	115,000
Other assets	418
Total assets	<u>308,911</u>
Liabilities:	
Accounts payable and other current liabilities	8,924
Deferred revenue	26,143
Deferred tax liability	26,226
Long-term deferred revenue	1,037
Other long-term liabilities	1,039
Total liabilities	<u>63,369</u>
Net assets acquired	<u>\$ 245,542</u>

- (1) Goodwill represents the expected revenue and cost synergies from combining SiriusDecisions with Forrester as well as the value of the acquired workforce.

- (2) All of the intangible assets are finite-lived. The determination of the fair value of the finite-lived intangible assets required management judgment and the consideration of a number of factors. In determining the fair values, management primarily relied on income valuation methodologies, in particular discounted cash flow models, and replacement cost valuation methodologies. The discounted cash flow models required the use of estimates, including projected cash flows related to the particular asset, the useful lives of the particular assets, the selection of royalty and discount rates used in the models, and certain published industry benchmark data. The replacement cost methodology required the use of estimates in determining the costs to replace the assets and the amount of obsolescence existing at the time of the acquisition. In establishing the estimated useful lives of the acquired intangible assets, the Company relied primarily on the duration of the cash flows utilized in the valuation model. Of the \$115.0 million assigned to intangible assets, \$13.0 million was assigned to the technology asset class with useful lives of 1 to 8 years (with a weighted average amortization period of 3.2 years), \$13.0 million to backlog with a useful life of 2 years, \$77.0 million to customer relationships with a useful life of 9.25 years, and \$12.0 million to trademarks with an original useful life of 15.5 years. The weighted-average amortization period of all intangible assets was originally 8.4 years.

The Company's financial statements include the operating results of SiriusDecisions beginning on January 3, 2019, the date of the acquisition. SiriusDecisions' operating results were being reported as its own operating segment prior to the Company's segment realignments in 2020. The goodwill is not deductible for income tax purposes and was allocated to the SiriusDecisions and Research operating segments in the amounts of \$142.5 million and \$16.0 million, respectively, prior to the segment realignments. The acquisition of SiriusDecisions added approximately \$79.3 million of additional revenue and \$103.9 million of direct expenses, including intangible amortization, for the year ended December 31, 2019. Had the Company acquired SiriusDecisions in prior periods, the Company's operating results would have been materially different, and as a result the following unaudited pro forma financial information is presented as if SiriusDecisions had been acquired by the Company on January 1, 2018 (in thousands):

	Years Ended December 31,	
	2019	2018
Pro forma total revenue	\$ 472,810	\$ 438,049
Pro forma net income (loss)	\$ 733	\$ (10,069)

The pro forma results have been prepared in accordance with U.S. GAAP and include the following pro forma adjustments in 2018: (1) an increase in interest expense and amortization of debt issuance costs related to the financing of the SiriusDecisions acquisition; (2) a decrease in revenue as a result of the fair value adjustment to deferred revenue; and (3) an adjustment for depreciation and amortization expenses as a result of the purchase price allocation for finite-lived intangible assets and property and equipment. In addition, the year ended December 31, 2018 has been adjusted to increase operating costs to recognize acquisition costs incurred upon the close of the acquisition. The year ended December 31, 2019 has been adjusted to add the year two amounts, and eliminate the year one amounts, for the fair value of deferred revenue, depreciation and amortization expense and interest expense. In addition, the year ended December 31, 2019 has been adjusted to eliminate the acquisition costs incurred upon the close of the acquisition.

### Acquisition and Integration Costs

Acquisition and integration costs consist of direct and incremental costs to acquire and integrate acquired companies. The company recognized \$0.3 million, \$5.8 million, and \$8.9 million of acquisition and integration costs during 2021, 2020, and 2019, respectively. The costs primarily consisted of investment banker fees, legal fees, regulatory costs, accounting and tax professional fees, and costs of abandoning unused facilities.

### Note 3 – Marketable Investments

The following table summarizes the Company's marketable investments (in thousands):

	As of December 31, 2021			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Market Value
Corporate obligations	\$ 18,542	\$ —	\$ (33)	\$ 18,509
Total	\$ 18,542	\$ —	\$ (33)	\$ 18,509

Realized gains and losses on investments are included in earnings and are determined using the specific identification method. There were no realized gains or losses on the sale of the Company's marketable investments during the year ended December 31, 2021.

The following table summarizes the maturity periods of the marketable investments in the Company's portfolio as of December 31, 2021 (in thousands).

	FY2022	FY2023	Total
Corporate obligations	\$ 11,437	\$ 7,072	\$ 18,509
Total	\$ 11,437	\$ 7,072	\$ 18,509

The following table shows the gross unrealized losses and market value of the Company's available-for-sale securities with unrealized losses that are not deemed to be other-than-temporary, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position (in thousands):

	As of December 31, 2021			
	Less Than 12 Months		12 Months or Greater	
	Market Value	Unrealized Losses	Market Value	Unrealized Losses
Corporate obligations	\$ 18,509	\$ 33	\$ —	\$ —
Total	\$ 18,509	\$ 33	\$ —	\$ —

#### Note 4 – Goodwill and Other Intangible Assets

A summary of goodwill by segment and the changes in the carrying amount of goodwill is shown in the following table (in thousands):

	Research Segment	Consulting Segment	Total
Balance at December 31, 2019	\$ 235,685	\$ 8,143	\$ 243,828
Translation adjustments	3,228	155	3,383
Balance at December 31, 2020	238,913	8,298	247,211
Translation adjustments	(2,143)	(74)	(2,217)
Balance at December 31, 2021	\$ 236,770	\$ 8,224	\$ 244,994

The Company performed its annual impairment testing as of November 30, 2021 utilizing a qualitative assessment to determine if it was more likely than not that the fair values of each of its reporting units was less than their respective carrying values, and concluded that no impairments existed.

As of December 31, 2021, the Company had no accumulated goodwill impairment losses and the Consulting reporting unit had a negative carrying value.

A summary of Forrester's intangible assets is as follows (in thousands):

	December 31, 2021		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortizable intangible assets:			
Customer relationships	\$ 78,364	\$ 25,805	\$ 52,559
Technology	16,845	13,073	3,772
Trademarks	12,478	6,076	6,402
Total	\$ 107,687	\$ 44,954	\$ 62,733
	December 31, 2020		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortizable intangible assets:			
Customer relationships	\$ 78,450	\$ 17,277	\$ 61,173
Technology	16,956	10,197	6,759
Trademarks	12,495	2,432	10,063
Total	\$ 107,901	\$ 29,906	\$ 77,995

Amortization expense related to intangible assets was approximately \$15.1 million, \$19.7 million, and \$22.6 million during the years ended December 31, 2021, 2020, and 2019, respectively. Estimated intangible asset amortization expense for each of the five succeeding years is as follows (in thousands):

2022	\$ 13,197
2023	11,951
2024	9,910
2025	8,878
2026	8,391
Thereafter	10,406
Total	<u>\$ 62,733</u>

## Note 5 – Debt

### *Amended Credit Agreement*

On December 21, 2021, the Company and certain of its subsidiaries entered into an amendment of its existing credit facility, dated as of January 3, 2019, with JPMorgan Chase Bank, N.A., as administrative agent (the “Administrative Agent”), and the lenders party thereto (the "Existing Credit Agreement" and the Existing Credit Agreement as amended by the Amendment, the "Amended Credit Agreement").

The Existing Credit Agreement was amended to, among other things, (a) increase the aggregate principal amount of revolving credit commitments (the "Revolving Credit Facility") from \$75.0 million to \$150.0 million and eliminate the existing term loan facility, (b) extend the scheduled maturity date of the revolving credit commitments to December of 2026, (c) reduce (i) the applicable margin with respect to revolving loans to, at Forrester’s option, (i) between 1.25% and 1.75% per annum for loans based on LIBOR and (ii) between 0.25% and 0.75% per annum for loans based on the applicable base rate, in each case, based on Forrester’s consolidated total leverage ratio, (d) reduce the commitment fee applicable to undrawn revolving credit commitments to between 0.30% and 0.20% per annum based on the Company’s consolidated total leverage ratio, (e) replace the minimum fixed charge coverage ratio financial covenant under the Existing Credit Agreement with a minimum consolidated interest coverage ratio of 3.50:1.00 and (f) include a covenant limiting the amount of capital expenditures made by the Company in each fiscal year, subject to exceptions for (i) up to \$25.0 million with respect to its headquarters property and (ii) an additional general basket of \$20.0 million annually.

On December 21, 2021, the Company converted the \$100.0 million outstanding term loan amounts under the Existing Credit Agreement to \$100.0 million outstanding on the Revolving Credit Facility as the lenders remained the same under both facilities. The Amended Credit Agreement permits the Company to increase commitments under the Revolving Credit Facility in an aggregate principal amount up to \$50.0 million, subject to approval by the Administrative Agent and certain customary terms and conditions.

The Company may voluntarily prepay revolving loans under the Amended Credit Agreement at any time and from time to time, without premium or penalty, other than customary breakage reimbursement requirements for LIBOR-based loans. No interim amortization payments are required to be made under the Amended Credit Agreement.

The Amended Credit Agreement provides that once LIBOR ceases to exist in 2023, the benchmark rate for the Revolving Credit Facility will automatically transfer from LIBOR to the Secured Overnight Financing Rate.

Up to \$5.0 million of the Revolving Credit Facility is available for the issuance of letters of credit, and any drawings under the letters of credit must be reimbursed within one business day. As of December 31, 2021, \$0.8 million in letters of credit were issued under the Revolving Credit Facility.

The Company incurred \$0.5 million in costs related to the issuance of the Revolving Credit Facility under the Amended Credit Agreement, which are included in other assets on the Consolidated Balance Sheets. These costs are being amortized on a straight-line basis over the five-year term of the Revolving Credit Facility and are included in interest expense in the Consolidated Statements of Operations. The Amended Credit Agreement was accounted for as a debt modification and thus no existing debt issuance costs were written off to interest expense as a result of the modification.

### *Existing Credit Agreement*

Prior to December 21, 2021, the Company had a credit facility that provided for a \$125.0 million Term Loan A facility and a \$75.0 million Revolving Credit Facility. The term loan amounts outstanding under the Existing Credit Agreement were repaid when the Company entered into the Amended Credit Agreement on December 21, 2021.

## Outstanding Borrowings

The following table summarizes the Company's total outstanding borrowings as of the dates indicated (in thousands):

Description:	December 31, 2021	December 31, 2020
Term loan facility	\$ —	\$ 109,375
Revolving credit facility (1) (2)	75,000	—
Principal amount outstanding (3)	75,000	109,375
Less: Deferred financing fees	—	(1,576)
Net carrying amount	\$ 75,000	\$ 107,799

- (1) The contractual annualized interest rate as of December 31, 2021 on the Revolving Credit Facility was 1.625%, which consisted of LIBOR of 0.125% plus a margin of 1.5%. However, the Company has an interest rate swap contract that effectively converts the floating LIBOR base rates on a portion of the amounts outstanding to a fixed base rate. Refer to Note 7 – *Derivatives and Hedging* for further information on the swap.
- (2) The Company had \$74.2 million of available borrowing capacity on the Revolving Credit Facility (not including the expansion feature) as of December 31, 2021.
- (3) The weighted average annual effective rate on the Company's total debt outstanding for the years ended December 31, 2021 and 2020 was 2.1% and 2.73%, respectively.

The Amended Credit Agreement contains certain customary restrictive loan covenants, including among others, financial covenants that apply a maximum leverage ratio, minimum interest coverage ratio, and maximum annual capital expenditures. The negative covenants limit, subject to various exceptions, the Company's ability to incur additional indebtedness, create liens on assets, merge, consolidate, liquidate or dissolve any part of the Company, sell assets, change fiscal year, or enter into certain transactions with affiliates and subsidiaries. The Company was in full compliance with the covenants as of December 31, 2021. The Facility also contains customary events of default, representations, and warranties.

All obligations under the Amended Credit Agreement are unconditionally guaranteed by each of the Company's existing and future, direct and indirect, material wholly-owned domestic subsidiaries, other than certain excluded subsidiaries, and are collateralized by a first priority lien on substantially all tangible and intangible assets, including intellectual property, and all of the capital stock of the Company and its subsidiaries (limited to 65% of the voting equity of certain subsidiaries).

## Note 6 – Leases

The components of lease expense were as follows (in thousands):

	Year Ended December 31, 2021	Year Ended December 31, 2020
Operating lease cost	\$ 15,527	\$ 16,188
Short-term lease cost	439	330
Variable lease cost	5,582	1,871
Sublease income	(549)	(256)
Total lease cost	\$ 20,999	\$ 18,133

Additional lease information is summarized in the following table (in thousands, except lease term and discount rate):

	Year Ended December 31, 2021	Year Ended December 31, 2020
Cash paid for amounts included in the measurement of operating lease liabilities	\$ 11,373	\$ 10,577
Operating ROU assets obtained in exchange for lease obligations	\$ 7,522	\$ 12,200
Weighted-average remaining lease term - operating leases (years)	5.9	6.4
Weighted-average discount rate - operating leases	4.3%	4.6%

Future minimum lease payments under non-cancelable leases and estimated future sublease cash receipts from non-cancelable arrangements as of December 31, 2021 are as follows (in thousands):

	Operating Lease Payments	Sublease Cash Receipts
2022	\$ 16,607	\$ 839
2023	16,548	606
2024	16,187	625
2025	14,234	—
2026	12,115	—
Thereafter	14,871	—
Total lease payments	90,562	\$ 2,070
Less imputed interest	(12,532)	
Present value of lease liabilities	\$ 78,030	

Lease balances are as follows (in thousands):

	As of December 31, 2021
Operating lease ROU assets	\$ 65,009
Short-term operating lease liabilities (1)	\$ 12,992
Non-current operating lease liabilities	65,038
Total operating lease liabilities	\$ 78,030

(1) Included in accrued expenses and other current liabilities in the Consolidated Balance Sheets.

The Company's leases do not contain residual value guarantees, material restrictions or covenants. During the year ended December 31, 2021, the Company subleased one of its facilities in San Francisco, California. The sublease agreement expires in 2024 and (i) does not include renewal and termination options, (ii) provides for customary escalations of lease payments in the normal course of business, and (iii) grants the subtenant certain allowances, such as free rent.

During the fourth quarter of 2020, the Company received a variable incentive payment of \$3.5 million from one of its landlords to terminate the related office space lease early. This amount was recognized as a reduction in variable lease expense.

During the year ended December 31, 2020, the Company recorded \$2.3 million of ROU asset impairments and \$1.1 million of leasehold improvement impairments related to a facility lease from the SiriusDecisions acquisition that the Company no longer used as a result of the integration of SiriusDecisions. The leasehold improvements were originally recorded in property and equipment, net in the Consolidated Balance Sheets. As an impairment did occur, the ROU asset and leasehold improvements were required to be recorded at their estimated fair value as Level 3 non-financial assets. The fair value of the asset group was determined using a discounted cash flow model, which required the use of estimates, including projected cash flows for the related assets, the selection of discount rate used in the model, and regional real estate industry data. The fair value of the asset group was allocated to the ROU asset and leasehold improvements based on their relative carrying values. The impairments are included in acquisition and integration costs in the Consolidated Statements of Operations.

The Company did not have any lease impairments or abandonments during 2021 or 2019.

## Note 7 – Derivatives and Hedging

The Company enters into derivative contracts (an interest rate swap and foreign currency forwards) to mitigate the cash flow risk associated with changes in interest rates on its variable rate debt (refer to Note 5 – *Debt*) and changes in foreign exchange rates on forecasted foreign currency transactions. The Company accounts for its derivative contracts in accordance with FASB ASC Topic 815 – *Derivatives and Hedging* (“Topic 815”), which requires all derivatives, including derivatives designated as accounting hedges, to be recorded on the balance sheet at fair value.

### *Interest Rate Swap*

During 2019, the Company entered into a single interest rate swap contract that matures in 2022, with an initial notional amount of \$95.0 million. The notional amount of this interest rate swap at December 31, 2021 was \$39.1 million. The Company pays a base fixed rate of 1.65275% and in return receives the greater of: (1) 1-month LIBOR, rounded up to the nearest 1/16 of a percent, or (2) 0.00%. The fair value of the swap on December 31, 2021 was a liability of \$0.3 million (refer to Note 8 – *Fair Value Measurements*

for information on determining the fair value). The liability is included in accrued expenses and other current liabilities in the Consolidated Balance Sheets.

The swap has been designated and accounted for as a cash flow hedge of the forecasted interest payments on the Company's debt. As long as the swap continues to be a highly effective hedge of the designated interest rate risk, changes in the fair value of the swap are recorded in accumulated other comprehensive loss, a component of equity in the Consolidated Balance Sheets. Any ineffective portion of a change in the fair value of a hedge is recorded in earnings.

As required under Topic 815, the swap's effectiveness is assessed on a quarterly basis. Since its inception, and through December 31, 2021, the interest rate swap was considered highly effective. Accordingly, the entire negative fair value as of December 31, 2021 of \$0.2 million (net of taxes) is recorded in accumulated other comprehensive loss. The Company expects \$0.2 million of this loss, net of taxes, to be reclassified into earnings within the next 12 months. Realized gains or losses related to the interest rate swap are included as operating activities in the Consolidated Statement of Cash Flows.

#### *Foreign Currency Forwards*

The Company enters into a limited number of foreign currency forward exchange contracts to mitigate the effects of adverse fluctuations in foreign currency exchange rates on transactions entered into in the normal course of business that are denominated in foreign currencies that differ from the local functional currency. These contracts generally have short durations and are recorded at fair value with both realized and unrealized gains and losses recorded in other expense, net in the Consolidated Statements of Operations because the Company does not designate these contracts as hedges for accounting purposes.

During 2021, the Company entered into seven foreign currency forward exchange contracts, all of which settled by December 31, 2021. Accordingly, as of December 31, 2021, there are no amounts recorded in the Consolidated Balance Sheets. During 2020, the Company entered into three foreign currency forward exchange contracts, all of which settled by December 31, 2020. Accordingly, as of December 31, 2020, there are no amounts recorded in the Consolidated Balance Sheets.

The Company's derivative counterparties are investment grade financial institutions. The Company does not have any collateral arrangements with its derivative counterparties and the derivative contracts do not contain credit risk related contingent features. The table below provides information regarding amounts recognized in the Consolidated Statements of Operations for derivative contracts for the periods indicated (in thousands):

<b>Amount recorded in:</b>	<b>For the Year Ended December 31,</b>	
	<b>2021</b>	<b>2020</b>
Interest expense (1)	\$ (807)	\$ (858)
Other expense, net (2)	(90)	(157)
<b>Total</b>	<b>\$ (897)</b>	<b>\$ (1,015)</b>

- (1) Consists of interest expense from the interest rate swap contract.
- (2) Consists of net realized losses on foreign currency forward contracts.

The Company did not have any derivatives as of or during the year ended December 31, 2019.

#### **Note 8 – Fair Value Measurements**

The Company has certain financial assets and liabilities which have been classified as either Level 1, 2, or 3 within the fair value hierarchy as described below.

Level 1 — Fair value based on quoted prices in active markets for identical assets or liabilities.

Level 2 — Fair value based on inputs other than Level 1 inputs that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 — Fair value based on unobservable inputs that are supported by little or no market activity and such inputs are significant to the fair value of the assets or liabilities.

The following table represents the Company's fair value hierarchy for its financial assets and liabilities that are measured at fair value on a recurring basis (in thousands):

	As of December 31, 2021		
	Level 1	Level 2	Total
<b>Assets:</b>			
Money market funds (1)	\$ 6,885	\$ —	\$ 6,885
Marketable investments (2)	—	18,509	18,509
<b>Total Assets</b>	<b>\$ 6,885</b>	<b>\$ 18,509</b>	<b>\$ 25,394</b>
<b>Liabilities:</b>			
Interest rate swap (3)	\$ —	\$ (294)	\$ (294)
<b>Total Liabilities</b>	<b>\$ —</b>	<b>\$ (294)</b>	<b>\$ (294)</b>
	As of December 31, 2020		
	Level 1	Level 2	Total
<b>Assets:</b>			
Money market funds (1)	\$ 503	\$ —	\$ 503
<b>Total Assets</b>	<b>\$ 503</b>	<b>\$ —</b>	<b>\$ 503</b>
<b>Liabilities:</b>			
Interest rate swap (3)	\$ —	\$ (1,144)	\$ (1,144)
<b>Total Liabilities</b>	<b>\$ —</b>	<b>\$ (1,144)</b>	<b>\$ (1,144)</b>

- (1) Included in cash and cash equivalents in the Consolidated Balance Sheets.
- (2) Marketable investments have been initially valued at the transaction price and subsequently valued, at the end of the reporting period, utilizing third party pricing services or other market observable data. The pricing services utilize industry standard valuation methods, including both income and market based approaches and observable market inputs to determine value. These observable market inputs include reportable trades, benchmark yields, credit spreads, broker/dealer quotes, bids, offers, current spot rates and other industry and economic events.
- (3) The Company has an interest rate swap contract that hedges the risk of variability from interest payments on its borrowings (refer to Note 5 – *Debt* and Note 7 – *Derivatives and Hedging*). The fair value of the interest rate swap is based on mark-to-market valuations prepared by a third-party broker. Those valuations are based on observable interest rates and other observable market data, which the Company considers Level 2 inputs.

During the years ended December 31, 2021 and 2020, the Company did not transfer assets or liabilities between levels of the fair value hierarchy. Additionally, there have been no changes to the valuation techniques for Level 2 liabilities.

Level 3 activity consisted entirely of the contingent purchase price related to the acquisition of FeedbackNow during 2018. Changes in the fair value of Level 3 contingent consideration were as follows (in thousands):

	Contingent Consideration
Balance at December 31, 2018	(4,196)
Fair value adjustment of contingent purchase price (1)	(68)
Payment of contingent purchase price (2)	1,769
Foreign exchange effect	(16)
<b>Balance at December 31, 2019</b>	<b>(2,511)</b>
Fair value adjustment of contingent purchase price (1)	(22)
Payment of contingent purchase price (3)	2,680
Foreign exchange effect	(147)
<b>Balance at December 31, 2020</b>	<b>\$ —</b>

- (1) Subsequent to the acquisition of FeedbackNow, the increases in the fair value of the contingent consideration were primarily due to the achievement of contract bookings during these periods. The Monte Carlo simulation was used to determine the fair value and increases or decreases in the simulation's inputs would have resulted in higher or lower fair value measurements. These amounts were recognized as acquisition and integration costs in the Consolidated Statements of Operations.
- (2) During the third quarter of 2019, the first year financial targets were met and \$1.8 million was paid to the sellers during the same period.
- (3) During the third quarter of 2020, the second year financial targets were met and \$2.7 million was paid to the sellers during the fourth quarter of 2020.



## Note 9 – Income Taxes

Income (loss) before income taxes consists of the following (in thousands):

	Years Ended December 31,		
	2021	2020	2019
Domestic	\$ 22,424	\$ 7,237	\$ (14,637)
Foreign	10,767	5,696	5,038
Total	<u>\$ 33,191</u>	<u>\$ 12,933</u>	<u>\$ (9,599)</u>

The components of the income tax expense (benefit) are as follows (in thousands):

	Years Ended December 31,		
	2021	2020	2019
Current:			
Federal	\$ 4,203	\$ 603	\$ 618
State	2,272	2,054	911
Foreign	2,147	1,963	2,399
Total current	<u>8,622</u>	<u>4,620</u>	<u>3,928</u>
Deferred:			
Federal	334	490	(1,454)
State	(663)	(1,641)	(2,005)
Foreign	54	(526)	(498)
Total deferred	<u>(275)</u>	<u>(1,677)</u>	<u>(3,957)</u>
Income tax expense (benefit)	<u>\$ 8,347</u>	<u>\$ 2,943</u>	<u>\$ (29)</u>

A reconciliation of the federal statutory rate to Forrester's effective tax rate is as follows:

	Years Ended December 31,		
	2021	2020	2019
Income tax provision at federal statutory rate	21.0%	21.0%	21.0%
Increase (decrease) in tax resulting from:			
State tax provision, net of federal benefit	3.8	2.6	8.3
Foreign tax rate differential	(0.4)	(0.2)	0.4
Stock option compensation	(0.4)	5.7	(1.2)
Withholding taxes	1.3	3.3	(3.5)
Non-deductible expenses	—	2.2	(9.8)
Change in valuation allowance	—	(5.8)	2.3
Foreign subsidiary income subject to U.S. tax	(0.5)	(4.3)	(7.4)
Change in tax legislation	(0.3)	(1.9)	(1.2)
Audit settlements	—	—	(8.3)
Other, net	0.6	0.2	(0.3)
Effective tax rate	<u>25.1%</u>	<u>22.8%</u>	<u>0.3%</u>

The increase in the effective tax rate during 2021 as compared to 2020 was primarily due to the utilization of a valuation allowance on capital assets during 2020 that did not recur in 2021, an increase in foreign subsidiary income subject to U.S. tax in 2021, and a change in tax legislation in 2021 which was less impactful than 2020. These increases were partially offset by increased tax deductions related to stock compensation in 2021 that did not occur in 2020.

The components of deferred income taxes are as follows (in thousands):

	As of December 31,	
	2021	2020
Non-deductible reserves and accruals	\$ 1,567	\$ 2,814
Net operating loss and other carryforwards	8,343	8,719
Stock compensation	1,256	1,935
Lease liability	20,870	22,842
Gross deferred tax asset	32,036	36,310
Less - valuation allowance	(1,114)	(1,237)
Sub-total	30,922	35,073
Other liabilities	(741)	(751)
Depreciation and amortization	(1,962)	(1,091)
Goodwill and intangible assets	(22,488)	(27,319)
Operating lease right-of-use assets	(17,340)	(19,201)
Deferred commissions	(8,268)	(6,665)
Net deferred tax liability	<u>\$ (19,877)</u>	<u>\$ (19,954)</u>

As of December 31, 2021 and 2020, long-term net deferred tax assets were \$1.5 million and \$1.6 million, respectively, and are included in other assets in the Consolidated Balance Sheets. Long-term net deferred tax liabilities were \$21.3 million and \$21.5 million, respectively, at December 31, 2021 and 2020, and are included in non-current liabilities in the Consolidated Balance Sheets.

As of December 31, 2021, the Company has fully utilized its U.S. federal net operating loss carryforwards.

The Company has foreign net operating loss carryforwards of approximately \$26.2 million, which can be carried forward indefinitely. Approximately \$3.4 million of the foreign net operating loss carryforwards relate to a prior acquisition, the utilization of which is subject to limitation under the tax law of the United Kingdom.

As of December 31, 2021, the Company has U.S. federal and state capital loss carryforwards of \$1.2 million, which expire in 2022.

The Company considers all available evidence, both positive and negative, to determine whether, based on the weight of that evidence, a valuation allowance is needed for some portion or all of a net deferred income tax asset. Judgment is required in considering the relative impact of negative and positive evidence. In arriving at these judgments, the weight given to the potential effect of negative and positive evidence is commensurate with the extent to which it can be objectively verified. Although realization is not assured, based upon the Company's historical taxable income and projections of the Company's future taxable income over the periods during which the deferred tax assets are deductible and the carryforwards expire, management believes it is more likely than not that the Company will realize the benefits of these deductible differences, net of the existing valuation allowances, as discussed below.

As of December 31, 2021 and 2020, the Company maintained a valuation allowance of approximately \$1.1 million and \$1.2 million, respectively, primarily relating to U.S. capital losses from the Company's investment in technology-related private equity funds, and from foreign net operating loss carryforwards from an acquisition.

The following table provides a summary of the changes in the deferred tax valuation allowance for the years ended December 31, 2021, 2020, and 2019 (in thousands):

	2021	2020	2019
Deferred tax valuation allowance at January 1	\$ 1,237	\$ 2,274	\$ 2,574
Additions	—	52	30
Deductions	(108)	(1,134)	(356)
Change in tax legislation	—	2	—
Translation adjustments	(15)	43	26
Deferred tax valuation allowance at December 31	<u>\$ 1,114</u>	<u>\$ 1,237</u>	<u>\$ 2,274</u>

The Company will generally be free of additional U.S. federal tax consequences on additional unremitted foreign earnings that have been subject to U.S. tax primarily through GILTI or would be eligible for a dividends received deduction for earnings distributed after January 1, 2018. Notwithstanding the U.S. taxation of these amounts, the Company intends to continue to invest all of its unremitted earnings of \$34.9 million, as well as the capital in these subsidiaries, indefinitely outside of the U.S. unless there are opportunities in the future to repatriate in a tax efficient manner. The Company does not expect to incur any material, additional taxes related to such amounts.

The Company utilizes a two-step process for the measurement of uncertain tax positions that have been taken or are expected to be taken on a tax return. The first step is a determination of whether the tax position should be recognized in the financial statements. The second step determines the measurement of the tax position. A reconciliation of the beginning and ending amount of unrecognized tax benefits is summarized as follows for the years ended December 31, 2021, 2020, and 2019 (in thousands):

	2021	2020	2019
Unrecognized tax benefits at January 1	\$ 28	\$ 345	\$ 799
Reductions for tax positions of prior years	(24)	(344)	(458)
Translation adjustments	1	27	4
Unrecognized tax benefits at December 31	<u>\$ 5</u>	<u>\$ 28</u>	<u>\$ 345</u>

As of December 31, 2021, the total amount of unrecognized tax benefits totaled approximately \$5 thousand, all of which, if recognized, would decrease our effective tax rate in a future period. The Company does not expect the liability for unrecognized tax benefits to change materially within the next 12 months due to expiration of certain statutes of limitation.

The Company recognizes interest and penalties related to uncertain tax positions in income tax expense and such amounts were not significant in the years ended December 31, 2021, 2020, and 2019. Accrued interest and penalties were insignificant at December 31, 2021, 2020, and 2019.

The Company files income tax returns in the U.S. and in foreign jurisdictions. Generally, the Company is no longer subject to U.S., state, local, and foreign income tax examinations by tax authorities in its major jurisdictions for years before 2015, except to the extent of net operating loss and tax credit carryforwards from those years. Major taxing jurisdictions include the U.S., the Netherlands, the United Kingdom, Germany, and Switzerland. During 2019, the Company recorded a \$0.3 million tax expense to settle a foreign tax audit. As of December 31, 2021, the Company has one non-U.S. subsidiary under audit.

## Note 10 – Stockholders’ Equity

### *Preferred Stock*

Forrester has authorized 500,000 shares of \$0.01 par value preferred stock. The Board of Directors has full authority to issue this stock and to fix the voting powers, preferences, rights, qualifications, limitations, or restrictions thereof, including dividend rights, conversion rights, redemption privileges, liquidation preferences, and the number of shares constituting any series or designation of such series.

### *Treasury Stock*

As of December 31, 2021, Forrester’s Board of Directors has authorized an aggregate \$585.0 million to purchase common stock under the Company’s stock repurchase program, which includes an additional \$50.0 million authorized in October 2021. The shares repurchased may be used, among other things, in connection with Forrester’s equity incentive and purchase plans. As of December 31, 2021, the Company had repurchased approximately 16.7 million shares of common stock at an aggregate cost of \$494.9 million.

### *Dividends*

The Company does not currently pay cash dividends on its common stock.

### *Equity Plans*

The Company maintains the Forrester Research, Inc. Amended and Restated Equity Incentive Plan (the “Equity Incentive Plan”). The Equity Incentive Plan, which runs until May 2026, provides for the issuance of stock-based awards, including incentive stock options (“ISOs”), non-qualified stock options (“NSOs”), and restricted stock units (“RSUs”) to purchase up to 6,350,000 shares authorized in the plan and 793,275 shares returned from prior plans. Under the terms of the Equity Incentive Plan, ISOs may not be granted at less than fair market value on the date of grant (and in no event less than par value). Options and RSUs generally vest annually over four years and options expire after 10 years. No future awards can be granted or issued under prior plans and there is a maximum amount of awards issuable under the plan to the Company’s non-employee Directors. RSUs granted to non-employee directors vest quarterly over one year. Options and RSUs granted under the Equity Incentive Plan immediately vest upon certain events, as described in the plan. As of December 31, 2021, approximately 1.7 million shares were available for future grant of awards under the Equity Incentive Plan.

As of December 31, 2021, no options remain outstanding under prior plans.

### Restricted Stock Units

Restricted stock units represent the right to receive one share of Forrester common stock when the restrictions lapse and the vesting conditions are met. RSUs are valued on the date of grant based upon the value of the Company's stock on the date of grant less the present value of dividends expected to be paid during the requisite service period. Shares of Forrester's common stock are delivered to the grantee upon vesting, subject to a reduction of shares for payment of withholding taxes. The weighted average grant date fair value for RSUs granted in 2021, 2020, and 2019 was \$46.64, \$35.15, and \$43.84, respectively. The value of RSUs vested and converted to common stock, based on the value of Forrester's common stock on the date of vesting, was \$11.5 million, \$10.0 million, and \$8.2 million during 2021, 2020, and 2019, respectively.

RSU activity for the year ended December 31, 2021 is presented below (in thousands, except per share data):

	Number of Shares	Weighted-Average Grant Date Fair Value
Unvested at December 31, 2020	642	\$ 38.99
Granted	326	46.64
Vested	(249)	39.97
Forfeited	(85)	39.72
Unvested at December 31, 2021	634	\$ 42.45

### Stock Options

Stock option activity for the year ended December 31, 2021 is presented below (in thousands, except per share data and contractual term):

	Number of Shares	Weighted - Average Exercise Price Per Share	Weighted - Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding at December 31, 2020	292	\$ 35.46		
Exercised	(172)	35.46		
Forfeited	(6)	34.41		
Outstanding at December 31, 2021	114	\$ 35.52	2.68	\$ 2,657
Vested and Exercisable at December 31, 2021	114	\$ 35.52	2.68	\$ 2,657

The total intrinsic value of options exercised during 2021, 2020, and 2019 was \$2.2 million, \$0.5 million, and \$1.5 million, respectively.

No stock options were granted during the year ended December 31, 2021.

### Employee Stock Purchase Plan

The Company's Second Amended and Restated Employee Stock Purchase Plan (the "Stock Purchase Plan"), provides for the issuance of up to 0.5 million shares of common stock and as of December 31, 2021, approximately 0.2 million shares remain available for issuance. With certain limited exceptions, all employees of Forrester whose customary employment is more than 20 hours per week, including officers and directors who are employees, are eligible to participate in the Stock Purchase Plan. Purchase periods under the Stock Purchase Plan are six months in length and commence on each successive March 1 and September 1. Stock purchased under the Stock Purchase Plan is required to be held for one year before it is able to be sold. During each purchase period the maximum number of shares of common stock that may be purchased by an employee is limited to the number of shares equal to \$12,500 divided by the fair market value of a share of common stock on the first day of the purchase period. An employee may elect to have up to 10% deducted from his or her compensation for the purpose of purchasing shares under the Stock Purchase Plan. The price at which the employee's shares are purchased is the lower of: (1) 85% of the closing price of the common stock on the day that the purchase period commences, or (2) 85% of the closing price of the common stock on the day that the purchase period terminates.

Shares purchased by employees under the Stock Purchase Plan are as follows (in thousands, except per share data):

<u>Purchase Period Ended</u>	<u>Shares Purchased</u>	<u>Purchase Price</u>
February 28, 2021	51	\$ 30.29
August 31, 2021	39	\$ 39.13
February 29, 2020	47	\$ 29.27
August 31, 2020	50	\$ 30.14

### ***Accumulated Other Comprehensive Income (Loss) (“AOCI/L”)***

The components of accumulated other comprehensive income (loss) are as follows (in thousands):

	<u>Marketable Investments</u>	<u>Interest Rate Swap</u>	<u>Translation Adjustment</u>	<u>Total AOCI/L</u>
Balance at December 31, 2018	\$ —	\$ —	\$ (5,154)	\$ (5,154)
Foreign currency translation (1)	—	—	401	401
Unrealized loss, net of tax of \$40	—	(104)	—	(104)
Balance at December 31, 2019	—	(104)	(4,753)	(4,857)
Foreign currency translation (1)	—	—	4,884	4,884
Unrealized loss before reclassification, net of tax of \$283	—	(1,333)	—	(1,333)
Reclassification of AOCI/L to income, net of tax of \$(242) (2)	—	616	—	616
Balance at December 31, 2020	—	(821)	131	(690)
Foreign currency translation (1)	—	—	(3,083)	(3,083)
Unrealized gain (loss) before reclassification, net of tax of \$(6)	(25)	29	—	4
Reclassification of AOCI/L to income, net of tax of \$(227) (2)	—	580	—	580
Balance at December 31, 2021	<u>\$ (25)</u>	<u>\$ (212)</u>	<u>\$ (2,952)</u>	<u>\$ (3,189)</u>

- (1) The Company does not record tax provisions or benefits for the net changes in foreign currency translation adjustments as it intends to permanently reinvest undistributed earnings of its foreign subsidiaries.
- (2) Reclassification is related to the Company’s interest rate swap (cash flow hedge) and was recorded in interest expense in the Consolidated Statements of Operations. Refer to Note 7 – *Derivatives and Hedging*.

### **Note 11 – Employee Pension Plans**

Forrester sponsors several defined contribution plans for eligible employees. Generally, the defined contribution plans have funding provisions which, in certain situations, require contributions based upon formulas relating to employee wages or the level of elective participant contributions, as well as allow for additional discretionary contributions. Further, certain plans contain vesting provisions. Forrester’s contributions to these plans totaled approximately \$6.5 million, \$7.6 million, \$7.3 million for the years ended December 31, 2021, 2020, and 2019, respectively.

### **Note 12 – Non-Marketable Investments**

At December 31, 2021 and 2020, the carrying value of the Company’s non-marketable investments, which were interests in technology-related private equity funds, was \$0.6 million, and is included in other assets in the Consolidated Balance Sheets.

The Company’s investments are accounted for using the equity method as the investments are limited partnerships and the Company has an ownership interest in excess of 5%. Accordingly, the Company records its share of the investee’s operating results each period, which are included in gains on investments, net in the Consolidated Statement of Operations. The Company recorded \$2.5 million in gains from its non-marketable investments for the year ended December 31, 2020, and gains were immaterial during 2021 and 2019, respectively.

The Company uses the cumulative earnings approach to classify distributions received from equity method investments. During the years ended December 31, 2021 and 2019, no distributions were received from the funds. During the year ended December 31, 2020, \$4.3 million was distributed from the funds to the Company. This amount was included within other investing activity in the Consolidated Statements of Cash Flows as it was considered a return on investment.

### Note 13 – Operating Segment and Enterprise Wide Reporting

The Company's chief operating decision-maker (used in determining the Company's segments) is the chief executive officer and the chief financial officer. The Company operates in three segments: Research, Consulting, and Events. These segments, which are also the Company's reportable segments, are based on the management structure of the Company and how the chief operating decision maker uses financial information to evaluate performance and determine how to allocate resources. The Company's products and services are delivered through each segment as described below. Additionally, the tables below include the reclassification of revenues for the components of the Company's CV subscription research products, as described further in Note 1: *Summary of Significant Accounting Policies*.

The Research segment includes the revenues from all of the Company's research products as well as consulting revenues from advisory services (such as speeches and advisory days) delivered by the Company's research organization. Research segment costs include the cost of the organizations responsible for developing and delivering these products in addition to the costs of the product management organization responsible for product pricing and packaging, and the launch of new products. In May 2021, the Company announced the launch of a new research portfolio called Forrester Decisions, which became available in August 2021. This new portfolio of products helps executives, functional leaders, and their teams, across technology, marketing, customer experience, sales, and product management, plan and pursue initiatives for driving growth. The Forrester Decisions product combines the research, frameworks, models, and methodologies of the Company's Forrester Research and SiriusDecisions Research product offerings, as well as features of the Company's smaller research products. In connection with the launch of Forrester Decisions, the Company no longer provides disaggregation of revenue by its research products in the segment tables below (refer to the tables below for disclosure of disaggregated revenue by geography).

The Consulting segment includes the revenues and the related costs of the Company's project consulting organization. The project consulting organization delivers a majority of the Company's project consulting revenue and certain advisory services.

The Events segment includes the revenues and the costs of the organization responsible for developing and hosting in-person and virtual events.

The Company evaluates reportable segment performance and allocates resources based on segment revenues and expenses. Segment expenses include the direct expenses of each segment organization and exclude selling and marketing expenses, general and administrative expenses, stock-based compensation expense, depreciation expense, adjustments to incentive bonus compensation from target amounts, amortization of intangible assets, interest and other expense, and gains on investments. The accounting policies used by the segments are the same as those used in the consolidated financial statements. The Company does not review or evaluate assets as part of segment performance. Accordingly, the Company does not identify or allocate assets by reportable segment.

The Company provides information by reportable segment in the tables below (in thousands):

	Research Segment	Consulting Segment	Events Segment	Consolidated
<b>Year Ended December 31, 2021</b>				
Research revenues	\$ 325,340	\$ —	\$ —	\$ 325,340
Consulting revenues	47,247	108,867	—	156,114
Events revenues	—	—	12,861	12,861
Total segment revenues	372,587	108,867	12,861	494,315
Segment expenses	(118,155)	(51,770)	(8,518)	(178,443)
Selling, marketing, administrative and other expenses				(261,767)
Amortization of intangible assets				(15,129)
Acquisition and integration costs				(334)
Interest expense, other expense, and gains on investments				(5,451)
Income before income taxes				<u>\$ 33,191</u>

	Research Segment	Consulting Segment	Events Segment	Consolidated
<b>Year Ended December 31, 2020</b>				
Research revenues	\$ 301,544	\$ —	\$ —	\$ 301,544
Consulting revenues	50,406	86,897	—	137,303
Events revenues	—	—	10,137	10,137
Total segment revenues	351,950	86,897	10,137	448,984
Segment expenses	(110,843)	(40,168)	(8,231)	(159,242)
Selling, marketing, administrative and other expenses				(248,105)
Amortization of intangible assets				(19,683)
Acquisition and integration costs				(5,779)
Interest expense, other expense, and gains on investments				(3,242)
Income before income taxes				<u>\$ 12,933</u>

	Research Segment	Consulting Segment	Events Segment	Consolidated
<b>Year Ended December 31, 2019</b>				
Research revenues	\$ 303,801	\$ —	\$ —	\$ 303,801
Consulting revenues	55,812	75,074	—	130,886
Events revenues	—	—	27,010	27,010
Total segment revenues	359,613	75,074	27,010	461,697
Segment expenses	(120,882)	(38,192)	(18,968)	(178,042)
Selling, marketing, administrative and other expenses				(253,163)
Amortization of intangible assets				(22,619)
Acquisition and integration costs				(8,948)
Interest expense, other expense, and gains on investments				(8,524)
Loss before income taxes				<u>\$ (9,599)</u>

Net long-lived tangible assets by location as of December 31, 2021 and 2020 are as follows (in thousands):

	2021	2020
United States	\$ 76,966	\$ 87,126
United Kingdom	10,667	1,216
Europe (excluding United Kingdom)	316	667
Asia Pacific	5,305	7,319
Total	<u>\$ 93,254</u>	<u>\$ 96,328</u>

Revenues by geographic destination, based on the location products and services are consumed, and as a percentage of total revenues for the years ended December 31, 2021, 2020, and 2019 are as follows (dollars in thousands):

	2021	2020	2019
United States	\$ 381,662	\$ 356,288	\$ 362,867
Europe (excluding United Kingdom)	41,264	34,897	32,585
United Kingdom	21,913	15,741	21,316
Canada	17,213	14,005	17,246
Asia Pacific	26,768	22,969	22,842
Other	5,495	5,084	4,841
Total	<u>\$ 494,315</u>	<u>\$ 448,984</u>	<u>\$ 461,697</u>

	2021	2020	2019
United States	77%	79%	79%
Europe (excluding United Kingdom)	9	8	7
United Kingdom	5	4	4
Canada	3	3	4
Asia Pacific	5	5	5
Other	1	1	1
Total	<u>100%</u>	<u>100%</u>	<u>100%</u>

## Note 14 – Certain Balance Sheet Accounts

### *Property and Equipment:*

Property and equipment as of December 31, 2021 and 2020 is recorded at cost less accumulated depreciation and consists of the following (in thousands):

	2021	2020
Computers and equipment	\$ 15,751	\$ 17,191
Computer software	39,858	35,476
Furniture and fixtures	10,896	10,466
Leasehold improvements	31,697	31,517
Total property and equipment	98,202	94,650
Less accumulated depreciation	(69,957)	(67,618)
Total property and equipment, net	<u>\$ 28,245</u>	<u>\$ 27,032</u>

The Company incurs costs to develop or obtain internal use computer software used for its operations, and certain of these costs meeting the criteria in ASC 350 – *Internal Use Software* (as updated by ASU No. 2018-15, refer to Note 1 – *Summary of Significant Accounting Policies*) are capitalized and amortized over their useful lives. The entire balance in the computer software category above consists of these costs. Amortization of capitalized internal use software costs totaled \$4.6 million, \$4.9 million, and \$5.1 million for the years ended December 31, 2021, 2020, and 2019, respectively, and is included in depreciation expense in the Consolidated Statements of Operations.

### *Accrued Expenses and Other Current Liabilities:*

Accrued expenses and other current liabilities as of December 31, 2021 and 2020 consist of the following (in thousands):

	2021	2020
Payroll and related benefits	\$ 61,979	\$ 43,575
Taxes	4,731	8,324
Lease liability	12,992	11,972
Other	18,098	12,749
Total	<u>\$ 97,800</u>	<u>\$ 76,620</u>

### *Non-Current Liabilities:*

Non-current liabilities as of December 31, 2021 and 2020 consist of the following (in thousands):

	2021	2020
Deferred tax liability	\$ 21,346	\$ 21,526
Other	2,502	1,559
Total	<u>\$ 23,848</u>	<u>\$ 23,085</u>

### *Allowance for Doubtful Accounts:*

A rollforward of the allowance for doubtful accounts as of and for the years ended December 31, 2021, 2020, and 2019 is as follows (in thousands):

	2021	2020	2019
Balance, beginning of year	\$ 708	\$ 628	\$ 359
Cumulative effect adjustment of adopting Topic 326 (1)	—	218	—
Provision for doubtful accounts	225	721	1,246
Write-offs	(318)	(850)	(987)
Translation adjustments	(5)	(9)	10
Balance, end of year	<u>\$ 610</u>	<u>\$ 708</u>	<u>\$ 628</u>

- (1) Topic 326 was adopted on January 1, 2020. Refer to Note 1 – *Summary of Significant Accounting Policies* for a discussion on the adoption.



**Note 15 – Contingencies**

From time to time, the Company may be subject to legal proceedings and civil and regulatory claims that arise in the ordinary course of its business activities. Regardless of the outcome, litigation can have a material adverse effect on the Company because of defense and settlement costs, diversion of management resources, and other factors.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

Not applicable.

**Item 9A. Controls and Procedures*****Evaluation of Disclosure Controls and Procedures***

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of the end of the period covered by this report. Based on the evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2021.

**Management’s Report on Internal Control over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act. Internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States (“GAAP”). Internal control over financial reporting includes those policies and procedures that: 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company, 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company, and 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

Management assessed the effectiveness of the Company’s internal control over financial reporting as of December 31, 2021. In making its assessment, management used the criteria set forth in *Internal Control — Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in 2013. Based on this assessment, management concluded that as of December 31, 2021, the Company’s internal control over financial reporting was effective.

The effectiveness of our internal control over financial reporting as of December 31, 2021 has been audited by PricewaterhouseCoopers LLP, our independent registered public accounting firm, as stated in their report which appears herein.

**Changes in Internal Control Over Financial Reporting**

There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) of the Exchange Act) that occurred during the quarter ended December 31, 2021, which has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information**

Not applicable.

**Item 9C. Disclosure Regarding Foreign Jurisdictions That Prevent Inspections**

Not applicable

## PART III

### Item 10. Directors, Executive Officers, and Corporate Governance

#### Executive Officers

The following table sets forth information about our executive officers as of March 10, 2022.

Name	Age	Position
George F. Colony	68	Chairman of the Board, Chief Executive Officer
Ryan D. Darrah	50	Chief Legal Officer and Secretary
L. Christian Finn	51	Chief Financial Officer
Kelley Hippler	53	Chief Sales Officer
Carrie Johnson	46	Chief Product Officer
Mike Kasparian	46	Chief Information Officer
Sharyn Leaver	47	Chief Research Officer
Alicia Lee	49	Chief Consulting Officer
Shirley Macbeth	50	Chief Marketing Officer
Steven Peltzman	53	Chief Business Technology Officer

*George F. Colony*, Forrester's founder, has served as Chairman of the Board of Directors and Chief Executive Officer since the Company's inception in July 1983, and as President since September 2001 and from 1983-2000.

*Ryan D. Darrah* began serving as Chief Legal Officer and Secretary in March 2017. Previously, he was the Assistant General Counsel and Assistant Secretary of the Company. Prior to joining the Company in 2007, Mr. Darrah served as General Counsel and Secretary of Sports Loyalty Systems, Inc. and ProfitLogic, Inc.

*L. Christian Finn* became the Company's Chief Financial Officer in September 2021. Prior to joining Forrester, he was Vice President FP&A and Global Procurement of LogMeIn, Inc., a software as a service company focused on unified communications and collaboration, from September 2015 to September 2021. Prior to joining LogMeIn, from 2011 to 2015 Mr. Finn was with Nuance Communications, Inc., most recently serving as the Chief Financial Officer of its Healthcare division.

*Kelley Hippler* became Forrester's Chief Sales Officer in July 2017. Previously she served as Senior Vice President for Customer Success from November 7, 2016 to July 2017, Chief of Staff, Global Sales from January 2013 to October 2013, and Senior Vice President, Emerging Sales, from January 2012 to January 2013. Ms. Hippler joined Forrester in 1999.

*Carrie Johnson* became Forrester's Chief Product Officer in January 2022. Previously, she served as Chief Research Officer from November 2018 until January 2022, Senior Vice President, Research from August 2015 to November 2018, and Vice President, Group Director from October 2013 to August 2015. Ms. Johnson joined Forrester in 1998.

*Mike Kasparian* began serving as Chief Information Officer in May 2018. Previously he served as VP, Information Technology from 2011 to May 2018. Mr. Kasparian joined Forrester in 2001.

*Sharyn Leaver* began serving as the Company's Chief Research Officer in January 2022. Previously she served as Senior Vice President, Research, from November 2018 to January 2022, and Vice President and Group Research Director from October 2013 to November 2018. Ms. Leaver joined Forrester in 2001.

*Alicia Lee* became the Company's Chief Consulting Officer in January 2022. Previously she served as Senior Vice President, Consulting, from November 2018 to January 2022, Vice President and Practice Director from January 2017 to November 2018, Vice President and Principal Consultant from July 2014 to January 2017, and Principal Consultant from August 2013 to July 2014.

*Shirley Macbeth* became the Company's Chief Marketing Officer in March 2020. Prior to joining Forrester, she was Senior Vice President, Corporate Marketing, of ACI Worldwide, a publicly traded payment systems company, from October 2011 to March 2020.

*Steven Peltzman* joined Forrester as its Chief Business Technology Officer in September 2011. From 2001 to 2011, Mr. Peltzman was the Chief Information Officer of the Museum of Modern Art in New York City. Prior to that, Mr. Peltzman served as the Chief Technology Officer at MarketMedical.com and as the vice president of technology at Earthweb and was an officer in the United States Air Force.

Our Code of Business Conduct and Ethics covers all employees, officers and directors, including our principal executive, financial and accounting officers. A copy of our Code of Business Conduct and Ethics can be found on our web site, [www.forrester.com](http://www.forrester.com).

We intend to satisfy the disclosure requirements under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of the Company's Code of Business Conduct and Ethics, that relates to a substantive amendment or material departure from a provision of the Code, by posting such information on our Internet website at [www.forrester.com](http://www.forrester.com). We also intend to satisfy the

disclosure requirements of the Nasdaq Stock Market regarding waivers of the Code of Business Conduct and Ethics by posting such information on our Internet website at [www.forrester.com](http://www.forrester.com).

The remainder of the response to this item is contained in our Proxy Statement for our 2022 Annual Meeting of Stockholders (the “2022 Proxy Statement”) under the captions “Election of Directors” and “Section 16(a) Beneficial Ownership Reporting Compliance”, all of which is incorporated herein by reference.

**Item 11. Executive Compensation**

The response to this item is contained in the 2022 Proxy Statement under the captions “Director Compensation” and “Executive Compensation” and is incorporated herein by reference.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The response to this item is contained in the 2022 Proxy Statement under the caption “Security Ownership of Certain Beneficial Owners and Management” and is incorporated herein by reference.

The following table summarizes, as of December 31, 2021, the number of options issued under our equity incentive plans and the number of shares available for future issuance under these plans:

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)(1))
Equity compensation plans approved by stockholders	748,933 (1)	\$ 35.52	1,906,052 (2)
Equity compensation plans not approved by stockholders	N/A	N/A	N/A
<b>Total</b>	<b>748,933</b>	<b>\$ 35.52</b>	<b>1,906,052</b>

(1) Includes 634,441 restricted stock units that are not included in the calculation of the weighted average exercise price.

(2) Includes, as of December 31, 2021, 1,688,276 shares available for issuance under our Equity Incentive Plan and 217,776 shares that are available for issuance under our Stock Purchase Plan.

The shares available under our Equity Incentive Plan are available to be awarded as restricted or unrestricted stock or stock units.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

The response to this item is contained in the Company’s 2022 Proxy Statement under the captions “Information with Respect to Board of Directors”, “Certain Relationships and Related Transactions”, and “Related Person Transactions” and is incorporated herein by reference.

**Item 14. Principal Accountant Fees and Services**

The response to this item is contained in the Company’s 2022 Proxy Statement under the caption “Independent Auditors’ Fees and Other Matters” and is incorporated herein by reference.

## PART IV

### **Item 15. Exhibits and Financial Statement Schedules.**

*a. Financial Statements.* See Index to Financial Statement herein.

*b. Financial Statement Schedules.* None.

*c. Exhibits.* A complete listing of exhibits required is given in the Exhibit Index herein, which precedes the exhibits filed with this report.

### **Item 16. Form 10-K Summary.**

Not applicable.

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
2.1	Agreement and Plan of Merger, dated as of November 26, 2018, by and among Forrester Research, Inc., Supernova Acquisition Corp., SiriusDecisions, Inc., the Founder Stockholders named therein, and Fortis Advisors LLC, as Stockholder Representative
3.1	Restated Certificate of Incorporation of Forrester Research, Inc. (see Exhibit 3.1 to Registration Statement on Form S-1A filed on November 5, 1996)
3.2	Certificate of Amendment of the Certificate of Incorporation of Forrester Research, Inc. (see Exhibit 3.1 to Annual Report on Form 10-K for the year ended December 31, 1999)
3.3	Certificate of Amendment to Restated Certificate of Incorporation of Forrester Research, Inc.
3.4	Amended and Restated By-Laws of Forrester Research, Inc.
4.1	Specimen Certificate for Shares of Common Stock, \$.01 par value, of Forrester Research, Inc. (see Exhibit 4 to Registration Statement on Form S-1A filed on November 5, 1996)
4.2	Description of Common Stock
10.01+	Registration Rights and Non-Competition Agreement (see Exhibit 10.1 to Registration Statement on Form S-1 filed on September 26, 1996)
10.02+	Amended and Restated Employee Stock Purchase Plan
10.03+	Amended and Restated Equity Incentive Plan
10.04+	Stock Option Plan for Directors, as amended
10.05+	Form of Incentive Stock Option Certificate (Amended and Restated Equity Incentive Plan)
10.06+	Form of Non-Qualified Stock Option Certificate (Amended and Restated Equity Incentive Plan)
10.07+	Form of Performance-Based Stock Option Certificate (Amended and Restated Equity Incentive Plan)
10.08+	Form of Performance-Based Restricted Stock Unit Award Agreement (Amended and Restated Equity Incentive Plan)
10.09+	Form of Director's Option Certificate (Stock Option Plan for Directors)
10.10+	Form of Restricted Stock Unit Award Agreement (Amended and Restated Equity Incentive Plan)
10.11+	Form of Restricted Stock Unit Award Agreement for Directors with Four-Year Vesting (Amended and Restated Equity Incentive Plan)
10.12+	Form of Restricted Stock Unit Award Agreement for Directors with One-Year Vesting (Amended and Restated Equity Incentive Plan)
10.13+	Form of Stock Option Certificate with Non-Solicitation Covenant (Amended and Restated Equity Incentive Plan)
10.14+	Form of Stock Option Certificate with Non-Solicitation and Non-Competition Covenant (Amended and Restated Equity Incentive Plan)
10.15+	Form of Restricted Stock Unit Award Agreement with Non-Solicitation Covenant (Amended and Restated Equity Incentive Plan)
10.16+	Form of Restricted Stock Unit Award Agreement with Non-Solicitation and Non-Competition Covenant (Amended and Restated Equity Incentive Plan)
10.17+	Amended and Restated Executive Cash Incentive Plan
10.18+	Executive Quarterly Cash Incentive Plan
10.19+	Letter Agreement, dated December 9, 2020, by and between the Company and Michael A. Doyle
10.20	Forrester Research, Inc. Executive Severance Plan

- 10.21 Lease of Premises at Cambridge Discovery Park, Cambridge, Massachusetts dated as of September 29, 2009 from BHX, LLC, as Trustee of Acorn Park I Realty Trust to the Company
- 10.22 First Amendment of Lease dated as of December 21, 2009 by 200 Discovery Park, LLC, successor to BHX, LLC, as Trustee of Acorn Park I Realty Trust, and the Company
- 10.23 Agreement Regarding Project Rights dated as of September 29, 2009, by BHX, LLC, a Massachusetts limited liability company, as Trustee of Acorn Park I Realty Trust, a Massachusetts nominee trust, and the Company
- 10.24 Second Amendment of Lease dated as of February 8, 2012 by 200 Discovery Park, LLC and the Company
- 10.25 Credit Agreement, dated as of January 3, 2019, among the Company, as borrower, JPMorgan Chase Bank, N.A., as administrative agent, and the lenders from time to time party thereto.
- 10.26 First Amendment to Credit Agreement, dated December 21, 2021, among the Company, as borrower, SiriusDecisions, Inc. and Whitcomb Investments, Inc., each as subsidiary guarantors, JPMorgan Chase Bank, N.A., as administrative agent, and the lenders party thereto.
- 21(1) Subsidiaries of the Registrant
- 23.1(1) Consent of PricewaterhouseCoopers LLP
- 31.1(1) Certification of the Principal Executive Officer
- 31.2(1) Certification of the Principal Financial Officer
- 32.1(2) Certification of the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2(2) Certification of the Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101.INS(1) Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document
- 101.SCH(1) Inline XBRL Taxonomy Extension Schema Document
- 101.CAL(1) Inline XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF(1) Inline XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB(1) Inline XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE(1) Inline XBRL Taxonomy Extension Presentation Linkbase Document
- 104(1) Cover Page Interactive Data File (embedded within the Inline XBRL document)

(1) Filed herewith.

(2) Furnished herewith.

+ Denotes management contract or compensation arrangements.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FORRESTER RESEARCH, INC.

By:           /s/ GEORGE F. COLONY            
George F. Colony  
Chairman of the Board and Chief Executive  
Officer

Date: March 10, 2022

Pursuant to the requirement of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Capacity In Which Signed</u>	<u>Date</u>
<u>          /s/ GEORGE F. COLONY          </u> George F. Colony	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	March 10, 2022
<u>          /s/ L. CHRISTIAN FINN          </u> L. Christian Finn	Chief Financial Officer (Principal Financial Officer)	March 10, 2022
<u>          /s/ SCOTT R. CHOUINARD          </u> Scott R. Chouinard	Chief Accounting Officer and Treasurer (Principal Accounting Officer)	March 10, 2022
<u>          /s/ YVONNE L. WASSENAAR          </u> Yvonne L. Wassenaar	Member of the Board of Directors	March 10, 2022
<u>          /s/ ROBERT M. GALFORD          </u> Robert M. Galford	Member of the Board of Directors	March 10, 2022
<u>          /s/ GRETCHEN TEICHGRAEBER          </u> Gretchen Teichgraeber	Member of the Board of Directors	March 10, 2022
<u>          /s/ DAVID J. BOYCE          </u> David J. Boyce	Member of the Board of Directors	March 10, 2022
<u>          /s/ ANTHONY J. FRISCIA          </u> Anthony J. Friscia	Member of the Board of Directors	March 10, 2022
<u>          /s/ NEIL BRADFORD          </u> Neil Bradford	Member of the Board of Directors	March 10, 2022
<u>          /s/ JEAN BIRCH          </u> Jean Birch	Member of the Board of Directors	March 10, 2022



Notice Of 2022 Annual Meeting Of Stockholders  
And Proxy Statement



**Forrester Research, Inc.**  
**60 Acorn Park Drive**  
**Cambridge, Massachusetts 02140**

**George F. Colony**  
**Chairman of the Board**  
**and Chief Executive Officer**

March 29, 2022

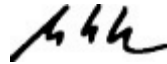
To Our Stockholders:

You are cordially invited to attend the 2022 Annual Meeting of Stockholders of Forrester Research, Inc., which will be held on Tuesday, May 10, 2022 at 10:00 a.m. Eastern Daylight Time. The Annual Meeting will be a virtual stockholder meeting, conducted via live audio webcast, through which you can submit questions and vote online. You may attend the meeting by visiting [www.virtualshareholdermeeting.com/FORR2022](http://www.virtualshareholdermeeting.com/FORR2022) and entering your 16-digit control number included with these proxy materials.

On the following pages, you will find the formal notice of the Annual Meeting and our proxy statement. At the Annual Meeting you are being asked to elect nine Directors, to approve an amendment and restatement of our Employee Stock Purchase Plan to increase the number of shares available for purchase under the plan, to ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022, and to approve by non-binding vote our executive compensation.

We hope that many of you will be able to attend. Thank you for your continued support and investment in Forrester.

Sincerely yours,



GEORGE F. COLONY  
*Chairman of the Board*  
*and Chief Executive Officer*



# Forrester Research, Inc.

## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

May 10, 2022

Notice is hereby given that the 2022 Annual Meeting of Stockholders of Forrester Research, Inc. will be held at 10:00 a.m. Eastern Daylight Time on Tuesday, May 10, 2022. The annual meeting will be a virtual stockholder meeting, conducted via live audio webcast, through which you can submit questions and vote online. You may attend the meeting by visiting [www.virtualshareholdermeeting.com/FORR2022](http://www.virtualshareholdermeeting.com/FORR2022) and entering your 16-digit control number included with these proxy materials. The purpose of the annual meeting will be the following:

1. To elect the nine directors named in the accompanying proxy statement to serve until the 2023 Annual Meeting of Stockholders;
2. To approve an amendment and restatement of the Forrester Research, Inc. Second Amended and Restated Employee Stock Purchase Plan to increase the number of shares available for purchase under the plan;
3. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022; and
4. To approve by non-binding vote our executive compensation.

The foregoing items of business are more fully described in the proxy statement accompanying this notice.

Stockholders of record at the close of business on March 14, 2022 are entitled to notice of and to vote at the meeting. A list of stockholders entitled to vote at the meeting will be open to examination by any stockholder, for any purpose germane to the meeting, during normal business hours for a period of ten days before the meeting at our corporate offices at 60 Acorn Park Drive, Cambridge, Massachusetts 02140, and online during the meeting accessible at [www.virtualshareholdermeeting.com/FORR2022](http://www.virtualshareholdermeeting.com/FORR2022).

If you are unable to participate in the annual meeting online, please vote your shares as provided in this proxy statement.

By Order of the Board of Directors



RYAN D. DARRAH  
*Secretary*

Cambridge, Massachusetts  
March 29, 2022

**IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED AT THE MEETING. PLEASE VOTE YOUR SHARES OVER THE INTERNET OR BY TELEPHONE IN ACCORDANCE WITH THE INSTRUCTIONS SET FORTH ON THE PROXY CARD, OR COMPLETE, SIGN AND RETURN THE ENCLOSED PROXY CARD AS PROMPTLY AS POSSIBLE WHETHER OR NOT YOU PLAN TO PARTICIPATE IN THE MEETING ONLINE.**



# FORRESTER RESEARCH, INC.

## Annual Meeting of Stockholders

May 10, 2022

### PROXY STATEMENT

The Board of Directors of Forrester Research, Inc., a Delaware corporation, is soliciting proxies from our stockholders. The proxy will be used at our 2022 Annual Meeting of Stockholders and at any adjournments thereof. You are invited to attend the meeting to be held at 10:00 a.m. Eastern Daylight Time on Tuesday, May 10, 2022. The annual meeting will be held virtually, conducted via live audio webcast, through which you can submit questions and vote online. You may attend the meeting by visiting [www.virtualshareholdermeeting.com/FORR2022](http://www.virtualshareholdermeeting.com/FORR2022). Be sure to have your 16-digit control number included with these proxy materials in order to access the annual meeting. This proxy statement was first made available to stockholders on or about March 29, 2022.

This proxy statement contains important information regarding our annual meeting. Specifically, it identifies the proposals upon which you are being asked to vote, provides information that you may find useful in determining how to vote, and describes voting procedures.

We use several abbreviations in this proxy statement. We call our Board of Directors the “Board”, refer to our fiscal year which began on January 1, 2021 and ended on December 31, 2021 as “fiscal 2021,” and refer to our fiscal year ending December 31, 2022 as “fiscal 2022”. We also refer to ourselves as “Forrester” or the “Company.”

#### Who May Attend and Vote?

Stockholders who owned our common stock at the close of business on March 14, 2022 are entitled to notice of and to vote at the annual meeting. We refer to this date in this proxy statement as the “record date.” As of the record date, we had 19,111,673 shares of common stock issued and outstanding. Each share of common stock is entitled to one vote on each matter to come before the meeting.

#### How Do I Vote?

If you are a stockholder of record of our common stock:

1. *You may vote over the internet.* If you have internet access, you may vote your shares from any location in the world by following the “Vote by Internet” instructions on the enclosed proxy card. In addition, you may attend the annual meeting via the internet and vote during the annual meeting. Please have your 16-digit control number included with these proxy materials in order to access the annual meeting.
2. *You may vote by telephone.* You may vote your shares by following the “Vote by Phone” instructions on the enclosed proxy card.
3. *You may vote by mail.* If you choose to vote by mail, simply mark your proxy card, date and sign it, and return it in the postage-paid envelope provided.

By voting over the internet or by telephone, or by signing and returning the proxy card according to the enclosed instructions, you are enabling the individuals named on the proxy card (known as “proxies”) to vote your shares at the meeting in the manner you indicate. We encourage you to vote in advance even if you plan to attend the meeting. In this way, your shares will be voted even if you are unable to attend the meeting. Your shares will be voted in accordance with your instructions. If a proxy card is signed and received by our Secretary, but no instructions are indicated, then the proxy will be voted “FOR” the election of the nominees for directors, “FOR” the approval of the Forrester Research, Inc. Third Amended and Restated Employee Stock Purchase Plan, “FOR” ratifying the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal 2022, and “FOR” approval of the non-binding vote on our executive compensation.

#### How Do I Vote if My Shares are Held in Street Name?

If you hold shares in “street name” (that is, through a bank, broker, or other nominee), the bank, broker, or other nominee, as the record holder of your shares, is required to vote your shares according to your instructions. In order to vote your shares, you will need to follow the directions your brokerage firm provides you. Many brokers also offer the option of voting over the internet or by telephone, instructions for which would be provided by your brokerage firm on your voting instruction form. Please follow the instructions on that form to make sure your shares are properly voted. If you hold shares in “street name” and would like to attend the annual meeting and vote online, you must contact the person in whose name your shares are registered and follow directions provided to obtain a proxy card from that person and have it available for the annual meeting.

## **What Does the Board of Directors Recommend?**

The Board recommends that you vote FOR the election of nominees for directors identified in Proposal One, FOR approval of the Third Amended and Restated Employee Stock Purchase Plan described in Proposal Two, FOR ratifying the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm as described in Proposal Three, and FOR approval by non-binding vote of our executive compensation as provided in Proposal Four.

If you are a record holder and submit the proxy card but do not indicate your voting instructions, the persons named as proxies on your proxy card will vote in accordance with the recommendations of the Board of Directors. If you hold your shares in “street name”, and you do not indicate how you wish to have your shares voted, your nominee has discretion to instruct the proxies to vote on Proposal Three but does not have the authority, without your specific instructions, to vote on the election of directors or on Proposals Two or Four, and those votes will be counted as “broker non-votes”.

## **What Vote is Required for Each Proposal?**

A majority of the shares entitled to vote on a particular matter, present in person or represented by proxy, constitutes a quorum as to any proposal. The nominees for election of the directors at the meeting (Proposal One) who receive the greatest number of votes properly cast for the election of directors will be elected. As a result, shares that withhold authority as to the nominees recommended by the Board will have no effect on the outcome. The affirmative vote of the holders of a majority of the shares of common stock present in person or represented by proxy and voting is required to approve the Forrester Research, Inc. Third Amended and Restated Employee Stock Purchase Plan (Proposal Two), to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm (Proposal Three), and to approve the non-binding vote on our executive compensation (Proposal Four).

Shares represented by proxies that indicate an abstention or a “broker non-vote” (that is, shares represented at the annual meeting held by brokers or nominees as to which (i) instructions have not been received from the beneficial owners or persons entitled to vote and (ii) the broker or nominee does not have discretionary voting power on a particular matter) will be counted as shares that are present and entitled to vote on the matter for purposes of determining the presence of a quorum, but are not considered to have been voted, and have the practical effect of reducing the number of affirmative votes required to achieve a majority for those matters requiring the affirmative vote of the holders of a majority of the shares present or represented by proxy and voting (Proposals Two, Three and Four) by reducing the total number of shares from which the majority is calculated. However, because directors are elected by a plurality vote, abstentions and broker non-votes will have no effect on the outcome on Proposal One.

## **May I Change or Revoke My Vote After I Return My Proxy Card or After I Have Voted My Shares over the Internet or by Telephone?**

Yes. If you are a stockholder of record, you may change or revoke a proxy any time before it is voted by:

- returning to us a newly signed proxy bearing a later date;
- delivering a written instrument to our Secretary revoking the proxy; or
- attending the annual meeting via the internet and voting online. Simply attending the annual meeting will not, by itself, revoke your proxy.

If you hold shares in “street name”, you should follow the procedure in the instructions that your nominee has provided to you.

## **Who Will Bear the Cost of Proxy Solicitation?**

We will bear the expense of soliciting proxies. Our officers and regular employees (who will receive no compensation in addition to their regular salaries) may solicit proxies. In addition to soliciting proxies through the mail, our officers and regular employees may solicit proxies personally, as well as by mail, telephone, and electronically from brokerage houses and other stockholders. We will reimburse brokers and other persons for reasonable charges and expenses incurred in forwarding soliciting materials to their clients.

## **Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting To Be Held on May 10, 2022**

This proxy statement and our Annual Report to Stockholders are available on-line at [www.proxyvote.com](http://www.proxyvote.com). These materials will be mailed to stockholders who request them.

## **How Can I Obtain an Annual Report on Form 10-K?**

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 is available on our website at [www.forrester.com/aboutus](http://www.forrester.com/aboutus). If you would like a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, we will send you one without charge. Please contact Investor Relations, Forrester Research, Inc., 60 Acorn Park Drive, Cambridge, MA 02140, Tel: (617) 613-6000.



## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table and notes provide information about the beneficial ownership of our outstanding common stock as of March 14, 2022 (except as otherwise noted) by:

- (i) each person who we know beneficially owns more than 5% of our common stock;
- (ii) each of the executive officers named below in the Summary Compensation Table;
- (iii) each member of our Board of Directors; and
- (iv) our directors and executive officers as a group.

Except as otherwise indicated, each of the stockholders named in the table below has sole voting and investment power with respect to the shares of our common stock beneficially owned. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission (“SEC”) and includes voting or investment power with respect to the shares. Shares subject to exercisable options and vesting restricted stock units include options that are currently exercisable or exercisable within 60 days of March 14, 2022 and shares underlying restricted stock units scheduled to vest within 60 days of March 14, 2022.

Name of Beneficial Owner	Common Stock Beneficially Owned		
	Shares Beneficially Owned	Shares Subject to Exercisable Options and Vesting Restricted Stock Units	Percentage of Outstanding Shares
George F. Colony c/o Forrester Research, Inc. 60 Acorn Park Drive Cambridge, MA 02140(1)	7,572,449	—	39.6%
BlackRock, Inc. 55 East 52nd Street New York, NY 10022(2)	1,956,809	—	10.2%
Royce & Associates, LP 745 Fifth Avenue New York, NY 10151(3)	1,587,978	—	8.3%
The Vanguard Group 100 Vanguard Boulevard Malvern, PA 19355(4)	1,258,961	—	6.6%
Jean Birch	11,539	—	*
David Boyce	8,490	—	*
Neil Bradford	17,889	—	*
Tony Friscia	13,916	—	*
Robert Galford	33,854	—	*
Gretchen Teichgraeber	11,582	—	*
Warren Romine	—	—	*
Yvonne Wassenaar	12,551	—	*
Scott Chouinard	3,283	—	*
Ryan Darrah	13,310	—	*
Michael Doyle	—	—	*
L. Christian Finn	—	—	*
Kelley Hippler	20,941	8,750	*
Carrie Johnson	4,300	—	*
Directors, named executive officers, and other executive officers as a group (20 persons)(1)	7,752,564	18,074	40.6%

- (1) Includes 1,580 shares held by Mr. Colony’s wife as to which Mr. Colony disclaims beneficial ownership.
- (2) Beneficial ownership as of December 31, 2021, as reported in a Schedule 13G filed with the SEC on January 27, 2022, stating that BlackRock, Inc. has sole voting power with respect to 1,932,193 shares and sole dispositive power with respect to 1,956,809 shares.

- (3) Beneficial ownership as of December 31, 2021, as reported in a Schedule 13G filed with the SEC on January 14, 2022, stating that Royce & Associates, LP has sole voting and dispositive power with respect to 1,587,978 shares.
- (4) Beneficial ownership as of December 31, 2021, as reported in a Schedule 13G filed with the SEC on February 9, 2022, stating that The Vanguard Group has shared voting power with respect to 22,024 shares, sole dispositive power with respect to 1,227,541 shares and shared dispositive power with respect to 31,420 shares.

\* Less than 1%

## **PROPOSAL ONE:**

### **ELECTION OF DIRECTORS**

Our directors are elected annually by the stockholders. The Board has nominated Jean Birch, David Boyce, Neil Bradford, George Colony, Anthony Friscia, Robert Galford, Warren Romine, Gretchen Teichgraeber and Yvonne Wassenaar to serve one-year terms that will expire at the 2023 Annual Meeting of Stockholders. These individuals all currently serve on our Board. Mr. Romine was first elected by the Board since the last Annual Meeting upon the recommendation of the Compensation and Nominating Committee.

The proxies intend to vote each share for which a proper proxy card has been returned or voting instructions received and not revoked in favor of the nominees named above. If you wish to withhold the authority to vote for the election of any of the nominees, your voting instructions must so indicate or your returned proxy card must be marked to that effect.

It is expected that each of the nominees will be able to serve, but if any of them is unable to serve, the proxies reserve discretion to vote, or refrain from voting, for a substitute nominee or nominees.

The following section provides information about each nominee, including information provided by each nominee about his or her principal occupation and business experience for the past five years and the names of other publicly-traded companies, if any, for which he or she currently serves as a director or has served as a director during the past five years. In addition to the information presented with respect to each nominee's experience, qualifications and skills that led our Board to conclude that he or she should serve as a director, we also believe that each of the nominees has demonstrated business acumen and a significant commitment to our company, and has a reputation for integrity and adherence to high ethical standards.

### **NOMINEES FOR ELECTION**

Jean M. Birch, age 62, became a director of Forrester in February 2018. Ms. Birch currently serves as an independent director of Charlotte's Web Holdings, Inc., a position she has held since July of 2020. At Charlotte's Web, Ms. Birch acts as chair of the compensation committee and sits on the audit committee. Ms. Birch also serves as Lead Independent Director at NextPoint Financial, a position she has held since July of 2021. At NextPoint, Ms. Birch chairs the nominating and governance committee and serves on the compensation committee. Previously, Ms. Birch served on the boards of CorePoint Lodging, Inc. from September 2018 until its sale in March 2022 and Jack in the Box Inc. from May of 2019 to February of 2021, and was the Chair of the Board of Papa Murphy's Holdings, Inc., a position she held from September of 2016 to May of 2019. She joined the PMI board in April of 2015 and, from January through July of 2017, Ms. Birch served as interim President and CEO. Ms. Birch is the President and CEO of Birch Company, LLC., a small consulting practice, a position she has held since the company's formation in 2007. Ms. Birch has previously served on the board of Darden Restaurants, Inc. from 2014-2016. Additionally, she served on the board of Cosi, Inc. from 2013-2016. Prior to that, from 2009 through 2012, Ms. Birch served as President of IHOP Restaurants, Inc., a division of DineEquity, Inc. We believe Ms. Birch's qualifications to serve on our Board of Directors include her more than two decades of operating experience leading large consumer businesses and her experience as a public company board member.

David Boyce, age 54, became a director of Forrester in June 2017. Mr. Boyce is an investor and advisor on product-led growth (PLG). He teaches PLG at Brigham Young University's Marriott School of Business, invests in PLG companies through his own investing entity Formative Ventures, and advises growth companies on PLG via Winning by Design, LLC, a global revenue architecture consultancy working primarily with growth-stage unicorn and pre-unicorn companies. From 2014 until its acquisition by Aurea in 2021, Mr. Boyce was the Chief Strategy Officer of XANT, Inc. (formerly known as InsideSales.com, Inc.), a software company offering a leading sales acceleration platform. Prior to joining XANT, Mr. Boyce was the Chief Executive Officer and Chairman of Fundly, Inc., a crowdfunding site for online fundraising from 2010 to 2013. Previously, Mr. Boyce was global VP of Strategy at Oracle from 2005 to 2010. We believe Mr. Boyce's qualifications to serve on our Board of Directors include his extensive experience as an operating executive at several software companies and his expertise in product, strategy and marketing.

Neil Bradford, age 49, became a director of Forrester in February 2018. Mr. Bradford is the founder and Chief Executive Officer of General Index Limited, a start-up provider of energy and commodity pricing data. From 2017 to March 2019, Mr. Bradford served as the Chief Executive Officer of Financial Express, Ltd., an investment ratings and fund research agency based in the United Kingdom.

Prior to joining FE, Mr. Bradford was the Chief Executive Officer of Argus Media, a provider of price assessments, business intelligence and market data for the global energy and commodities markets. In 1997, Mr. Bradford co-founded Fletcher Research Limited, a UK-based technology research firm that was acquired by Forrester in 1999. Mr. Bradford served in executive roles with Forrester until 2006. We believe Mr. Bradford's qualifications to serve on our Board of Directors include his years of experience in the research and advisory business, having both founded and led companies in the industry, his prior experience as an executive officer of Forrester, and his perspective on European business as a UK citizen having worked for firms headquartered in London.

George F. Colony, age 68, is the founder of Forrester and since 1983, he has served as Chairman of the Board and Chief Executive Officer. He also has served as Forrester's President since September 2001, and he previously was Forrester's President from 1983 to 2000. We believe Mr. Colony's qualifications to serve on our Board of Directors and as its Chairman include his extensive experience in the research industry, including more than 35 years as our chief executive officer, and his significant ownership stake in the Company.

Anthony Friscia, age 66, became a director of Forrester in June 2017. Mr. Friscia is currently an independent business consultant. From 2014 to 2016, Mr. Friscia was the President and Chief Executive Officer of Eduventures, Inc., a research and advisory firm that provides proprietary research and strategic advice to higher education leaders. Previously, from 2011 to 2014, Mr. Friscia served as a consultant and special advisor to the President of the New School, a private university in New York City. In 1986, Mr. Friscia founded AMR Research, a provider of research and advice on global supply chain and enterprise technology to operations and IT executives, and served as its President and Chief Executive Officer until 2010. We believe Mr. Friscia's qualifications to serve on our Board of Directors include his years of experience in business leadership and providing strategic advice to senior leaders, including extensive experience as a chief executive officer in the research and advisory business.

Robert M. Galford, age 69, became a director of Forrester in November 1996. Since November 2007, Mr. Galford has been the managing partner of the Center for Leading Organizations, an organizational development firm he founded in Concord, Massachusetts. From 2001 to 2007, Mr. Galford was a managing partner of the Center for Executive Development, an executive education provider in Boston, Massachusetts. We believe Mr. Galford's qualifications to serve on our Board of Directors include his many years of organizational development and executive education experience, along with his more recent corporate governance experience as an instructor for the National Association of Corporate Directors.

Warren Romine, age 51, became a director of Forrester in March 2022. Mr. Romine is the founder and managing director of Orchard Knob Capital LLC, an independent financial advisory firm focused on the aerospace, defense and government services markets. From 2017 to January 2022, Mr. Romine was a Managing Director and co-head of the Aerospace and Defense group at KippsDeSanto & Co., an investment bank focused on growth-oriented aerospace, defense and technology companies. Previously, from 2013 to 2017, Mr. Romine was a Managing Director and head of the Aerospace, Defense and Government Services group at FBR & Co., an investment banking and brokerage firm. From 2006 to 2014, Mr. Romine also served as chair of the audit committee of the board of directors of RELM Wireless Corporation, a publicly-traded manufacturer of telecommunications products. We believe that Mr. Romine's qualifications to serve on our Board of Directors include his extensive finance and management experience in the investment banking business, his expertise regarding mergers and acquisitions, and his prior experience as a public company board member.

Gretchen G. Teichgraeber, age 68, became a director of Forrester in December 2005. Since 2017, Ms. Teichgraeber has been the chair of the board of Leadership Connect, a premier information services company with its main office in New York City that publishes biographical and contact data on leaders in the private and public sectors, and she was previously their CEO from 2009 to 2017. Previously, Ms. Teichgraeber was an independent consultant to digital media companies and various non-profit organizations from 2007 to 2009. From 2000 to 2007, Ms. Teichgraeber was the chief executive officer of Scientific American, Inc., publisher of the science and technology magazine, Scientific American. Prior to joining Scientific American, Ms. Teichgraeber served as general manager, publishing, and vice president, marketing and information services at CMP Media, Inc., a leading provider of technology news and information. We believe Ms. Teichgraeber's qualifications to serve on our Board of Directors include her significant general management and marketing experience in the publishing and information services business, including on-line and print media.

Yvonne Wassenaar, age 53, became a director of Forrester in June 2017. Ms. Wassenaar is the Chief Executive Officer of Puppet, Inc., an information technology automation software company. From 2017 to 2018, Ms. Wassenaar was the Chief Executive Officer of Airware, an enterprise drone solutions company. From 2014 to 2017, Ms. Wassenaar was with New Relic, Inc., a cloud-based SaaS company, most recently as Chief Information Officer. Prior to joining New Relic, Ms. Wassenaar held senior positions at VMware, Inc. from 2010 to 2014. We believe Ms. Wassenaar's qualifications to serve on our Board of Directors include her thought leadership in the areas of cloud computing, big data analytics and business digitization and her extensive experience in senior leadership positions at technology companies.

**OUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF THE NOMINEES NAMED ABOVE.**

## **Corporate Governance**

We believe that good corporate governance is important to ensure that Forrester is managed for the long-term benefit of its stockholders. Based on our continuing review of the provisions of the Sarbanes-Oxley Act of 2002, rules of the Securities and Exchange Commission and the listing standards of The NASDAQ Stock Market, our Board of Directors has adopted Corporate Governance Guidelines, an amended and restated charter for the Audit Committee of the Board of Directors, and a charter for the Compensation and Nominating Committee of the Board.

Our Corporate Governance Guidelines include stock retention guidelines applicable to executive officers and directors. The guidelines, which are described in more detail below in the Compensation Discussion and Analysis section, require all directors and executive officers to hold a targeted value of our common stock within specified timeframes, and include restrictions on sales of our common stock by such directors and executive officers until the guidelines have been met. These guidelines may be waived, at the discretion of the Compensation and Nominating Committee of the Board of Directors, if compliance with the guidelines would create severe hardship or prevent an executive officer or director from complying with a court order. We currently do not have a policy regarding hedging.

We also have a written code of business conduct and ethics that applies to all of our officers, directors and employees, including our principal executive officer, principal financial officer, principal accounting officer, and persons performing similar functions. You can access our Code of Business Conduct and Ethics, Corporate Governance Guidelines and our current committee charters on our website, at [www.forrester.com/aboutus](http://www.forrester.com/aboutus).

## **Information With Respect to Board of Directors**

### ***Board Meetings and Committees***

Our Board of Directors has determined that each of the current directors, with the exception of Mr. Colony, our Chairman and Chief Executive Officer, is independent under applicable NASDAQ standards as currently in effect.

Our Board of Directors held five meetings during fiscal 2021. Each director attended at least 75 percent of the aggregate of the meetings of the Board of Directors and of each committee of which he or she is a member. Forrester does not require directors to attend the annual meeting of stockholders. Mr. Colony, who presided at the meeting, attended the 2021 annual meeting of stockholders, as did Mr. Galford. Historically, very few stockholders have attended our annual meeting and we have not found it to be a particularly useful forum for communicating with our stockholders. The Board of Directors currently has two standing committees, the Audit Committee and the Compensation and Nominating Committee, whose members consist solely of independent directors.

Our Audit Committee consists of four members: Jean M. Birch, Chair, Neil Bradford, Tony Friscia, and Yvonne Wassenaar, each of whom, in addition to satisfying the NASDAQ independence standards, also satisfies the Sarbanes-Oxley independence requirements for audit committee membership. In addition, the Board has determined that Ms. Birch is an “audit committee financial expert” under applicable rules of the Securities and Exchange Commission, and all of the members of the Audit Committee satisfy the financial literacy standards of NASDAQ. The Audit Committee held six meetings during fiscal 2021. The responsibilities of our Audit Committee and its activities during fiscal 2021 are described in the committee’s amended and restated charter, which is available on our website at [www.forrester.com/aboutus](http://www.forrester.com/aboutus). The charter will also be made available without charge to any stockholder who requests it by writing to Forrester Research, Inc., Attn: Chief Legal Officer and Secretary, 60 Acorn Park Drive, Cambridge, MA 02140.

Our Compensation and Nominating Committee consists of three members: Robert M. Galford, Chair, David Boyce, and Gretchen G. Teichgraeber. The Compensation and Nominating Committee held five meetings during fiscal 2021. The Compensation and Nominating Committee has authority, as specified in the committee’s charter, to, among other things, evaluate and approve the compensation of our Chief Executive Officer, review and approve the compensation of our other executive officers, administer our stock plans, and oversee the development of executive succession plans for the CEO and other executive officers. The committee also has the authority to identify and recommend to the Board qualified candidates for director. The Compensation and Nominating Committee charter is available on our website at [www.forrester.com/aboutus](http://www.forrester.com/aboutus). The charter will also be made available without charge to any stockholder who requests it by writing to Forrester Research, Inc., Attn: Chief Legal Officer and Secretary, 60 Acorn Park Drive, Cambridge, MA 02140.

During fiscal 2021, Forrester engaged Mercer to provide general compensation and benefits advice with respect to 2022 and brokerage services. The total fees paid to Mercer with respect to these services were approximately \$650,000.

### ***Compensation Committee Interlocks and Insider Participation***

No person who served during the past fiscal year as a member of our Compensation and Nominating Committee is or was an officer or employee of Forrester, or had any relationship with Forrester requiring disclosure in this proxy statement. During the past

fiscal year, none of our executive officers served as a member of the board of directors of another entity, any of whose executive officers served as one of our directors.

### ***Board Leadership Structure***

At the present time, Mr. Colony serves as both Chairman of the Board and Chief Executive Officer. Mr. Colony is a significant stakeholder in Forrester, beneficially owning approximately 40% of our outstanding common stock. As such, we believe it is appropriate that he set the agenda for the Board of Directors in addition to serving as the Chief Executive Officer. We also do not believe that the size of the Company warrants the division of these responsibilities.

In 2017, the Board of Directors selected Robert Galford to act as lead independent director. In this role, Mr. Galford presides at executive sessions of the independent directors and will bear such further responsibilities as the Board as a whole may designate from time to time.

### ***The Board's Role in Risk Oversight; Risk Considerations in our Compensation Programs***

The Board's role in the Company's risk oversight process includes receiving regular reports from members of management on areas of material risk to the Company, including financial, strategic, operational, cybersecurity, ESG, legal and regulatory risks. The full Board (or the appropriate Committee in the case of risks that are under the purview of a particular Committee) receives these reports from the appropriate manager within the Company. When a committee receives such a report, the Chair of the relevant Committee reports on the discussion to the full Board during the Committee reports portion of the next Board meeting, enabling the full Board to coordinate the risk oversight role, particularly with respect to risk interrelationships.

Our Compensation and Nominating Committee does not believe that our compensation programs encourage excessive or inappropriate risk taking. We structure our pay programs to consist of both fixed and variable compensation, with the fixed base salary portion providing steady income regardless of our stock price performance. The variable components, consisting of cash bonus and stock-based awards, and for our chief sales officer, sales commissions, are designed to reward both short and long-term performance. Targets under our bonus plans are a function of contract value (CV) bookings and modified operating income (described in greater detail in the Compensation Discussion and Analysis below), important financial metrics for our business. For long-term performance, we generally award restricted stock units vesting over four years. We believe that the variable elements of compensation are a sufficient percentage of overall compensation to motivate executives to produce excellent short and long-term results for the Company, while fixed base salary is also sufficiently high such that the executives are not encouraged to take unnecessary or excessive risks. In addition, our bonus plan funding metrics apply company-wide, regardless of function or client group, which we believe encourages relatively consistent behavior across the organization. While sales commissions are not capped, we cap our bonus at 1.95 times target company performance. Therefore, even if Company performance dramatically exceeds target performance, bonus payouts are limited. Conversely, we have a minimum threshold on Company performance under our executive bonus plan approved by the Compensation and Nominating Committee so that the bonus plan is not funded at performance below a certain level. We also believe that our Executive Severance Plan described in detail below, which provides severance compensation in the event of involuntary termination of employment without cause and in connection with a change in control, promotes stability and continuity of operations.

### ***Director Candidates***

As noted above, the Compensation and Nominating Committee has responsibility for recommending nominees for election as directors of Forrester. Our stockholders may recommend individuals for this committee to consider as potential director candidates by submitting their names and background to the "Forrester Research Compensation and Nominating Committee", c/o Chief Legal Officer and Secretary, 60 Acorn Park Drive, Cambridge, MA 02140. The Compensation and Nominating Committee will consider a recommended candidate for the next annual meeting of stockholders only if biographical information and background material are provided no later than the date specified below under "Stockholder Proposals" for receipt of director nominations.

The process that the Compensation and Nominating Committee will follow to identify and evaluate candidates includes requests to Board members and others for recommendations, meetings from time to time to evaluate biographical information and background material relating to potential candidates, and interviews of selected candidates by members of the Compensation and Nominating Committee. Assuming that biographical and background material is provided for candidates recommended by the stockholders, the Compensation and Nominating Committee will evaluate those candidates by following substantially the same process, and applying substantially the same criteria, as for candidates submitted by Board members.

In considering whether to recommend any candidate for inclusion in the Board's slate of recommended director nominees, including candidates recommended by stockholders, the Compensation and Nominating Committee will apply the criteria set forth in the committee's charter and in the Corporate Governance Guidelines. These criteria include, among others, the candidate's integrity, age, experience, commitment, diligence, conflicts of interest, and the ability to act in the interests of all stockholders. Although the

Compensation and Nominating Committee considers as one of many factors in the director identification and nomination process diversity of race, gender and ethnicity, as well as geography and business experience, it has no specific diversity policy. The Compensation and Nominating Committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. We believe that the backgrounds and qualifications of the directors, considered as a group, should provide a composite mix of experience, knowledge and abilities, including direct operating experience, that will allow the Board to fulfill its responsibilities.

In addition, our by-laws permit stockholders to nominate directors for election at an annual meeting of stockholders, other than as part of the Board’s slate. To nominate a director, in addition to providing certain information about the nominee and the nominating stockholder, the stockholder must give timely notice to Forrester, which, under our advance notice by-law, requires that the notice be received by us no less than 90 nor more than 120 days prior to the anniversary date of the preceding annual meeting of stockholders. In addition, to comply with the universal proxy rules (once effective), stockholders who intend to solicit proxies in support of director nominees other than the company’s nominees must provide notice that sets forth the information required by Rule 14a-19 under the Securities Exchange Act of 1934 no later than March 11, 2023. In accordance with our by-laws, the 2023 Annual Meeting will be held on May 9, 2023.

**Board Diversity**

The following Board Diversity Matrix presents our Board diversity statistics in accordance with Nasdaq Rule 5606, as self-disclosed by our directors. We currently satisfy the minimum objectives of Nasdaq Rule 5605(f)(2) by having at least one director who identifies as female and one director who identifies as a member of an Underrepresented Minority (as defined by the Nasdaq Rules).

<b>Board Diversity Matrix (As of March 29, 2022)</b>				
Total Number of Directors	9			
	Female	Male	Non-Binary	Did not Disclose Gender
<b>Part I: Gender Identity</b>				
Directors	3	5	–	1
<b>Part II: Demographic Background</b>				
African American or Black	–	1	–	–
Alaskan Native or Native American	–	–	–	–
Asian	–	–	–	–
Hispanic or Latinx	–	–	–	–
Native Hawaiian or Pacific Islander	–	–	–	–
White	3	4	–	–
Two or More Races or Ethnicities	–	–	–	–
LGBTQ+	–			
Did not Disclose Demographic Background	1			

**Communications from Stockholders**

The Board will give appropriate attention to communications on issues that are submitted by stockholders, and will respond if and as appropriate. Absent unusual circumstances or as contemplated by committee charters, the Compensation and Nominating Committee, with the assistance of the Chief Legal Officer and Secretary, will be primarily responsible for monitoring communications from stockholders and will provide copies of summaries of such communications to the other directors as deemed appropriate.

Stockholders who wish to send communications on any topic to the Board should address such communications to the Forrester Research Compensation and Nominating Committee, c/o Chief Legal Officer and Secretary, Forrester Research, Inc., 60 Acorn Park Drive, Cambridge, MA 02140.

**Environmental, Social and Governance (ESG)**

Forrester recognizes the importance of being accountable not only to our stockholders, but also to a broader range of stakeholders, including our customers, employees and the public in general. In addition to our own internal efforts, we have research teams focusing on corporate values, Diversity and Inclusion (“D&I”), and sustainability. We work closely with senior leaders at our clients to advise them on how they can align their ESG efforts with their businesses. Our goal is to effect positive change in society and for our planet through our research, data, and expertise.

Our culture emphasizes certain key values — including client, courage, collaboration, integrity, and quality — that we believe are critical to deliver Forrester’s unique value proposition of helping business and technology leaders use customer obsession to drive growth. In addition, we seek to foster a culture where employees can be creative, feel supported and empowered, and are encouraged to think boldly about new ideas. As a reflection of these efforts, in 2021, for the fourth time in five years, Forrester was honored with a Glassdoor Employees’ Choice Award, recognizing the Best Places to Work in 2021. Forrester’s CEO, Founder, and Chairman George F. Colony was also named one of Glassdoor’s Top CEOs in 2021.

Attracting, retaining, and developing the best and brightest talent around the globe is critical to the ongoing success of our company. To this end, we focus on attracting, hiring, and the inclusion of all backgrounds and perspectives, with the goals of improving employee retention and engagement, strengthening the quality of our research, and improving client retention and customer experience. We field regular surveys to all of our employees to measure our progress against our goals. In 2021, in addition to the ongoing activities of our D&I Council and regional D&I Networks, examples of our efforts with respect to D&I included: the engagement of an outside consultant to perform a comprehensive assessment of our organization; our organization of global events and celebrations for Black History Month, International Women’s Day, Pride Month, and Global Ability Month; and our formation of various partnerships to attract and access more talent from underrepresented groups.

In 2021, based on employees’ feedback and our research, we made the decision to shift to a fully flexible work model that we call “anywhere work.” As the COVID-19 pandemic wanes and our offices fully reopen, our employees and their teams will be empowered to decide when they will be in the office based on their work needs.

We have a robust learning and development program and celebrate and enrich the Forrester culture through frequent recognition of achievements. To keep employees and teams connected and inspired to do their best work in an anywhere work environment, we have enhanced the learning and development opportunities for our employees across a broad range of initiatives including new hire and onboarding, D&I, and leadership training. We also support our employees’ efforts to serve in their local communities by offering each employee a paid volunteer day each calendar year. In addition, we and our employees frequently contribute funds or goods to support philanthropic and community giving efforts. Past initiatives have included employee participation in sponsored charitable events and distribution of goods through select disaster relief organizations.

Forrester also recognizes a shared responsibility to respect and protect the environment. Although our facilities and operations have a small ecological footprint, we reduce the environmental impact of our business through various waste reduction practices, including LEED certified/eco-friendly buildings, recycling, and battery disposal. In addition, we have invested in multiple technologies to facilitate remote work that can in many cases reduce the need for travel and the related environmental impacts, and our anywhere work policy should significantly reduce the time spent commuting to most of our major offices, while also lowering our energy consumption and allowing us to use our office spaces more efficiently. Our employee-led Green Teams promote environmental volunteerism along with everyday actions that our employees can take to benefit the environment, both at and away from work.

In 2021, we engaged our sustainability research team, which actively advises our clients on building more sustainable business strategies, to assess our carbon emissions and develop a plan to continue to lessen our environmental impact. While we found that our emissions are in line with industry standards, we are taking steps that will help us reduce our carbon footprint by at least 50% by 2025. In addition to our anywhere work policy, these steps include revisiting our company-wide travel policies to optimize internal and external travel and eliminating emissions from our data center by continuing to accelerate the migration of more of our platforms and services to the cloud.

Our clients trust us with some of their most sensitive confidential information, and we take our obligation to secure it seriously. We have implemented appropriate technical and organizational measures to ensure a level of security appropriate to the risk of disclosure of this information, and we attempt to minimize the amount of personally identifiable information regarding third parties in our possession. When the processing of personally identifiable information is unavoidable, we strive to comply with all applicable laws and regulations, including the European Union General Data Protection Regulation (GDPR), the California Consumer Privacy Act and the California Privacy Rights Act which is scheduled to be effective January 1, 2023. We have also implemented a Privacy Impact Assessment process to be used before we contract with new vendors of products or services that may have access to confidential and/or personal information.

## EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

#### Executive Summary

We have implemented an executive compensation program that rewards performance. Our executive compensation program is designed to attract, retain and motivate the key individuals who are most capable of contributing to the success of our Company and building long-term value for our stockholders. The elements of our executives' total compensation are base salary, cash incentive awards, equity incentive awards and other employee benefits. We have designed a compensation program that makes a substantial portion of executive pay variable, subject to increase when performance targets are exceeded, and subject to reduction when performance targets are not achieved.

#### *2021 Business Results*

The Company had strong operating results in 2021. Revenue grew by 10% to \$494.3 million, contract value (CV) grew by 15% to \$345.8 million, and diluted earnings per share, at \$1.28, were 142% higher than in 2020. As a result, the Company significantly exceeded the targets set early in the year under the Company's executive cash incentive plan, as discussed below.

#### *Compensation for Performance*

A substantial amount of the total compensation of our executive officers is linked to our performance, both through short-term cash incentive compensation and long-term equity incentive compensation. We believe this aligns our executives' incentives with our objective of enhancing stockholder value over the longer term.

Cash Compensation. A significant portion of the current cash compensation opportunity for our executive officers is achieved through our Amended and Restated Executive Cash Incentive Plan (the "Executive Cash Incentive Plan"). As described in more detail below, payments under the plan are based on company financial performance metrics (for 2021, booked sales accounts for the Company's CV products, or "CV bookings", and modified operating income). By design, our plan pays more when we perform well and less, or nothing, when we do not.

Equity Awards. Another key component of compensation for our executive officers consists of long-term equity incentives, principally in the form of restricted stock units (RSUs). In 2021, all RSUs granted to executive officers vest over time, with 25% to vest annually over four years. We believe these awards have retention value and reflect a balance between short-term financial performance and long-term shareholder return, supporting our performance-based compensation. Consistent with past years, we did not grant equity awards in 2021 to George Colony, our Chairman and Chief Executive Officer, who is the beneficial owner of approximately 40% of our common stock.

#### *Compensation Program Changes in 2021*

Base Salary and Short-Term Cash Incentive Compensation. Based on a review of market data, and taking into account the contributions of the named executive officers and our financial performance in 2020, during its annual executive compensation review our Compensation and Nominating Committee (the "Committee") increased, effective April 1, 2021, the base salaries of the named executive officers then in office by an average of approximately 4.7% over 2020, while increasing the target cash incentive bonus amount of the named executive officers then in office by an average of 5.5% over 2020, as discussed further below.

Executive Cash Incentive Plan. As was the case in the four previous years, while the Committee approved the same performance matrix for purposes of both the Executive Cash Incentive Plan and the Forrester Employee Bonus Plan, the Committee decided to place a stronger emphasis on exceeding, rather than just meeting, the target metrics for the executive team. Accordingly, the Committee approved different percentage payouts at various performance levels for the Executive Cash Incentive Plan than the Forrester Employee Bonus Plan, with executive officers achieving less compensation if 2021 performance were to meet or fall short of the targeted levels, and additional compensation for performance above the targeted levels. In addition, for the first time in 2021, the Committee selected CV product contract bookings instead of total product contract bookings as one of the metrics for measuring the Company's financial performance for purposes of the Executive Cash Incentive Plan. As discussed in further detail below, this change to CV product contract bookings is consistent with the Company's use of CV as one of its key performance measures.

CV Bookings and Forrester Decisions Bonuses. In 2021, in addition to target cash incentive bonuses under the Executive Cash Incentive Plan, the Committee approved additional potential bonuses totaling \$90,000 for Mr. Colony and \$50,000 for the other named executive officers upon achievement by the Company of a specified level of CV product contract bookings, as discussed in more detail



below. The Committee also approved an additional potential bonus of \$60,000 for Mr. Colony based on achievement of a successful launch of the Company's Forrester Decisions product offering.

Stock Retention Guidelines. As a result of its annual review of the Company's stock retention guidelines described in more detail below, the Committee determined that changes in annual compensation and stock market fluctuations had caused the retention targets of some executive officers to be inconsistent with the goal of the guidelines. Accordingly, as discussed in further detail below, the Committee decided to update the retention targets for all executive officers and directors effective April 1, 2021.

Say on Pay Stockholder Vote. As we have done each year since 2011, in 2021 we submitted our executive compensation program to an advisory vote of our stockholders and, consistent with the results of our previous say on pay votes, it received the support of 99% of the total votes cast at our annual meeting. We pay careful attention to any feedback we receive from our stockholders about our executive compensation program, including the say on pay vote. The Committee considered this feedback when setting our executive cash compensation program and granting equity awards to executives in 2021 and will continue to consider stockholder feedback in its subsequent executive compensation decision making.

### **Compensation Objectives and Strategy**

The primary purpose of our executive compensation program is to attract, retain and motivate the key individuals who are most capable of contributing to the success of our Company and building long-term value for our stockholders. Our principal objectives and strategy concerning our executive compensation program are as follows:

- encourage achievement of key Company values — including client service, quality, collaboration, courage and integrity — that we believe are critical to our continued growth;
- base cash compensation on individual achievement and responsibility, teamwork, and our short-term financial performance;
- align employees' incentives with our objective of enhancing stockholder value over the longer term through long-term incentives, principally in the form of RSUs; and
- emphasize individual excellence and encourage employees at all levels, as well as executive officers, to take initiative and lead individual projects that enhance our performance.

These objectives and strategy are reviewed each year by the Committee, which oversees our executive compensation program. In furtherance of these objectives, the Committee takes the following actions each year:

- reviews the performance of George Colony, our Chairman and Chief Executive Officer, including his demonstration of leadership and his overall contribution to the financial performance of the Company;
- reviews the assessment by Mr. Colony of the performance of the other executive officers against their individual and team goals;
- reviews the company-wide financial goals that are used in the calculation of the cash incentive compensation for our executives;
- reviews all components of compensation for each executive officer: base salary, short-term cash incentive compensation, and long-term equity incentive compensation;
- assesses relevant market data; and
- holds executive sessions (without our management present) as appropriate to accomplish the above actions.

Mr. Colony also plays a substantial role in the compensation process for the other executive officers, primarily by recommending annual goals for the executives reporting directly to him, evaluating their performance against those goals, and providing recommendations on their compensation to the Committee.

The Committee did not engage an independent compensation consultant in 2021 for its general executive compensation analysis because the members were comfortable relying on their independent review of the market data, surveys and other supporting information provided by management, taking into account that the Company does not offer special perquisites, deferred compensation plans, or other special executive compensation arrangements. The Committee believes it is adequately experienced to address relevant issues and discharge its responsibilities consistent with the Company's compensation objectives and philosophy.

The Committee has not historically used formal benchmarking data to establish compensation levels but has relied instead on relevant market data and surveys to design compensation packages that it believes are competitive with other similarly situated companies or those with whom we compete for talent. While compensation surveys provide useful data for comparative purposes, the Committee believes that successful compensation programs also require the application of sound judgment and subjective determinations of individual and Company performance.

The Committee believes it is helpful to utilize data compiled from a wide array of companies and believes it important to consider comparative data from companies of comparable size and revenue, operating within a comparable industry, and located or operating within our principal geographic markets. In setting executive compensation for 2021, the Committee primarily considered data from the Radford Global Compensation Database, which included companies with annual revenues from \$200 million to \$1 billion, as well as comparable companies in the industries and geographies applicable to our executives. For each of the Company’s executive officers, the data the Committee reviewed included comparative market percentiles for base salary and total annual cash compensation opportunity (or “on-target earnings”). The Committee determined that the base salaries and on-target earnings of the named executive officers, other than Mr. Colony, were aligned with the comparative market data considering experience, role criticality, and performance and, accordingly, made its decisions regarding 2021 executive compensation with the goal of maintaining that status.

Since Mr. Colony owns such a substantial percentage of our common stock, the Committee generally does not deem the available market data on chief executive officer compensation as comparable and does not place substantial weight on that data when setting his executive compensation.

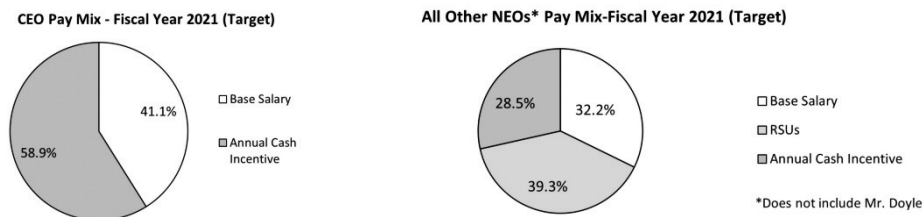
### Elements of Compensation

Compensation for our named executive officers consists of the following principal components:

- base salary;
- short-term cash incentive compensation;
- long-term equity incentive compensation, principally in the form of RSUs;
- severance and change-of-control benefits; and
- other benefits available generally to all full-time employees.

We do not have an express policy for weighting different elements of compensation or for allocating between long-term and short-term compensation, but we do attempt to maintain compensation packages that will advance our overall compensation objectives. In reviewing and setting the compensation of each executive officer, we consider the individual’s position with the Company and his or her ability to contribute to achievement of strategic and financial objectives.

In 2021, as illustrated below, base salaries for our named executive officers other than Mr. Colony and Michael Doyle, our former Chief Financial Officer, represented an average of approximately 32.2% of total target compensation for these individuals, while the base salary for Mr. Colony represented 41.1% of his total target compensation. Because of Mr. Colony’s significant ownership of our common stock, the Committee generally does not grant equity-based awards to him, resulting in a higher ratio of base salary to total target compensation than that of the other named executive officers. Because Mr. Doyle resigned as an executive officer of the Company effective April 1, 2021, he was not eligible for an annual bonus under our Executive Cash Incentive Plan and did not receive any equity-based awards in 2021.



*Base Salary.* The Committee approves the base salaries of our named executive officers annually by evaluating the responsibilities of their position, the experience and performance of the individual, and as necessary or appropriate, survey and market data. The base salary of a named executive officer is also considered together with the other components of his or her compensation to ensure that both the executive's total cash compensation opportunity (or "on-target earnings") and the allocation between base salary and variable compensation for the executive are in line with our overall compensation philosophy and business strategy. Additionally, the Committee may adjust base salary more frequently than annually to address retention issues or to reflect promotions or other changes in the scope or breadth of an executive's role or responsibilities.

Our goal is to pay base salaries to our named executive officers that are competitive with the base salaries of companies that are similarly situated or with which we compete to attract and retain executives, while taking into account total on-target earnings, and remaining consistent with our overall compensation objectives with respect to variable compensation. In March 2021, taking into account the market data discussed above, the respective tenures, experience and performance of the named executive officers and our financial performance in 2020, the Committee decided to increase the base salaries of the named executive officers then in office, excluding Mr. Doyle, by an average of 4.7%, with such changes effective as of April 1, 2021. Because Mr. Doyle ceased to be an executive officer of the Company effective April 1, 2021, no adjustment was made to his compensation. Chris Finn joined as our Chief Financial Officer in September of 2021 with an annual base salary of \$410,000, and was not eligible for a compensation adjustment in 2021.

*Short-Term Cash Incentive Compensation.* A significant portion of each of our named executive officers' total annual cash compensation is dependent on our achievement of annual financial objectives set forth under our Executive Cash Incentive Plan. Payouts under the plan are made annually in arrears.

An individual named executive officer's annual bonus payout under the Executive Cash Incentive Plan is based on the following factors, which are discussed in more detail below:

- the named executive officer's target award;
- the Company's financial performance; and
- if applicable, the named executive officer's individual and/or team performance.

Effective April 1, 2021, as part of its executive compensation reviews, the Committee increased the target cash incentive bonus amounts for each of the named executive officers then in office by an average of approximately 5.5%, taking into account the Company's financial performance in 2020, the market data discussed above, and the respective tenures, experience and performance of our named executive officers. After giving effect to these increases, and including Mr. Finn's annualized target cash incentive bonus of \$255,000, the average annual target cash incentive bonus amount for our named executive officers, other than Mr. Doyle and Kelley Hippler, our Chief Sales Officer, was approximately 82.0% of that person's base salary. As of April 1, 2021, Ms. Hippler's target cash incentive bonus amount under our Executive Cash Incentive Plan was \$117,000, or 33.0% of her base salary, because as Chief Sales Officer, a significant portion of her target cash incentive amount was tied to sales commissions. Ms. Hippler's 2021 commission-based target cash incentive amount was set at \$238,000, or 67.0% of her base salary.

For purposes of the Executive Cash Incentive Plan, the financial performance of our Company for 2021 was measured based on booked sales accounts of our CV products (referred to as "CV bookings") and modified operating income. Generally speaking, we define CV products as those services that our clients use over a year's time and that are renewable periodically, usually on an annual basis. Our CV products primarily consist of our subscription research products. In previous years, the Committee has typically selected total Company bookings (including all CV and non-CV products) as one of the metrics. However, because CV products are our most profitable products and historically our contracts for CV products have renewed at high rates (as measured by our client retention and wallet retention metrics), the Company began focusing on the increase in CV as one of its key metrics in 2021. In light of this, the Committee selected CV bookings as a more appropriate metric to align the Company's compensation programs with this focus. The Committee also selected CV bookings as one of the metrics because we believe that CV bookings provide an important measure of our current business activity and estimated future revenues.

We define modified operating income to mean the Company's operating income assuming cash incentive compensation payouts under the Executive Cash Incentive Plan and the Forrester Employee Bonus Plan at target levels and excluding amortization of acquisition-related intangible assets, costs associated with acquisition activities, stock-based compensation and net gains or losses from investments. The Committee selected modified operating income as the other key metric because we believe modified operating income provides a comprehensive measure of our financial performance that takes into account the importance of both revenue growth and expense management. In addition, by linking payouts under the plan to the Company's profitability, we provide our employees with the opportunity to share in our profits while assuring that payouts are only made if we achieve a satisfactory, pre-approved level of profitability, taking into account the nature of our business, planned investments to support growth of the business, and the economic environment.

The Committee may adjust the CV bookings and modified operating income metrics, as it deems appropriate, to include or exclude particular non-recurring items to avoid unanticipated results and to promote, and provide appropriate incentives for, actions and decisions that are in the best interests of the Company and its stockholders.

The Executive Cash Incentive Plan was structured as follows in 2021, similar in structure to that in 2020:

- A matrix for 2021 containing CV bookings on the x axis and modified operating income on the y axis was approved by the Committee under the plan based on the Company’s 2021 operating plan approved by the Board of Directors. Minimum CV bookings and modified operating income levels were set taking into account the Company’s recent levels of CV bookings and modified operating income and planned investments to support growth of the business. Failure of our Company to meet either of these minimum levels would result in each executive officer being ineligible to receive any bonus payout. The minimum, target and maximum levels of CV bookings and modified operating income under the Executive Cash Incentive Plan approved by the Committee were as follows (all dollars in thousands):

	CV Bookings	Modified Operating Income
Minimum	\$ 299,263	\$ 39,771
Target	\$ 332,514	\$ 49,714
Maximum	\$ 365,766	\$ 59,657

- If the Company’s target CV bookings and modified operating income were both exactly achieved, the Executive Cash Incentive Plan allowed for the payment of 95% of a named executive officer’s target award.
- If both CV bookings and modified operating income were above the minimum thresholds but neither exceeded the target, the bonus payout would be between 0% and 75% of the target award.
- If both CV bookings and modified operating income were above the minimum thresholds but only modified operating income exceeded the target, the bonus payout would be between 65% and 100% of the target award.
- If both CV bookings and modified operating income were above the minimum thresholds but only CV bookings exceeded the target, the bonus payout would be between 40% and 125% of the target award.
- If both of the applicable target CV bookings and modified operating income were exceeded, the plan allowed for the payment of up to 195% of a named executive officer’s target award.

The Company’s actual CV bookings and modified operating income for 2021 were \$347.0 million and \$71.2 million, respectively, resulting in 180% of each eligible named executive officer’s target award being payable. This illustrates the pay for performance structure of the compensation awarded to our named executive officers, as our 2021 CV bookings and modified operating income were both substantially above our target levels. The total cash incentive plan compensation paid to Ms. Hippler for 2021 also included commissions of \$337,482, or 142% of her targeted commissions for 2021, as set forth in the Summary Compensation Table under the heading “Non-Equity Incentive Plan Compensation”.

While serving as interim Chief Financial Officer for a portion of 2021, Scott Chouinard continued to participate in the Forrester Employee Bonus Plan rather than the Executive Cash Incentive Plan. Payouts under the Forrester Employee Bonus Plan are made annually in arrears and are based on the employee’s target award, as modified by performance against individual goals. Under the Forrester Employee Bonus Plan, a specified percentage of each employee’s target award is also conditioned upon the Company’s achievement of annual CV bookings and modified operating income goals derived from the Company’s 2021 operating plan that was used to create the annual matrix for the Executive Cash Incentive Plan, as described above. Based on Company and individual performance relative to the applicable goals, in 2021 Mr. Chouinard received \$114,487 under the Forrester Employee Bonus Plan, or 163% of his target cash incentive bonus payment. In connection with his additional responsibilities while acting as interim Chief Financial Officer, the Committee also approved three coverage bonuses of \$100,000 each for Mr. Chouinard in 2021, with payment being conditioned upon his continued employment with the Company on each of June 30, September 30, and December 31, 2021.

In 2021, the Committee determined to offer the named executive officers other than Messrs. Chouinard and Doyle an additional potential bonus that would be payable if the Company were to achieve CV bookings of at least \$334.2 million in 2021. The amount of the potential bonus was \$90,000 for Mr. Colony and \$50,000 for each of the other eligible named executive officers. As noted above, the Company’s actual CV bookings for 2021 were \$347.0 million, resulting in each of the eligible named executive officers receiving this additional bonus. The Committee also determined to offer Mr. Colony a further additional bonus of \$60,000 based on a successful launch of the Company’s Forrester Decisions product offering, with such success to be evaluated at the Committee’s discretion. Given the better-than-expected performance of Forrester Decisions following its launch in August 2021, the Committee approved payment of this additional bonus to Mr. Colony.

Pursuant to our employment offer letter dated July 23, 2021 with Mr. Finn that was approved by the Committee, Mr. Finn received an additional sign-on bonus of \$150,000.

*Long-term Equity Incentive Compensation.* Since 2016, our equity awards to executive officers have consisted of RSUs granted under our equity incentive plan, with the number of RSUs awarded to be calculated with reference to a specific compensation value divided by the share price of our common stock on the award date.

All stock-based compensation awards granted to our executive officers are granted by the Committee. We believe that stock-based awards help to motivate and retain executives and also align management's incentives with long-term stock price appreciation. In general, we believe that time-based equity-based awards serve to encourage retention while further aligning the interests of executives and stockholders, as the awards have value only if the recipient continues to provide service to the Company through the vesting date, and, while the RSUs have immediate compensatory value to recipient upon vesting, increases in our share price provide significant additional compensatory value to the recipient, and decreases in the share price reduce the original compensation value of the award. Neither the Company nor our board of directors, including the Committee, has any plan, program or practice of timing equity incentive awards in coordination with the release or withholding of material non-public information.

In determining the size and nature of stock-based awards for 2021, the Committee considered the aggregate number of stock-based awards outstanding relative to the Company's total shares outstanding, the average aggregate size of stock-based awards made to executive officers of companies that are similarly situated or with which we compete to attract and retain executives, and the individuals that they believed were most likely to contribute to or influence a return to the Company's historical growth levels and improvement in the Company's operating margin. On July 27, 2021, the Committee reviewed and approved the grant of time-based RSUs to each of Ms. Hippler, Ryan Darrah, our Chief Legal Officer, and Carrie Johnson, our Chief Product Officer, effective August 1, 2021, as part of a grant of equity-based compensation to key employees across the Company. Mr. Darrah was granted 6,059 RSUs, Ms. Hippler was granted 11,018 RSUs, and Ms. Johnson was granted 8,814 RSUs. The Committee determined that the RSUs would vest 25% annually over four years.

On October 1, 2021, pursuant to his previously-referenced employment offer letter, Mr. Finn received an award of 20,161 RSUs that would vest 25% annually over four years.

Given Mr. Colony's significant ownership of our common stock, the Committee did not grant stock options or RSUs to Mr. Colony in 2021.

*Severance and Change in Control Agreements.* Effective May 15, 2014, we adopted the Forrester Research, Inc. Executive Severance Plan (the "Severance Plan"), applicable to all of our executive officers, including the named executive officers other than Mr. Chouinard. Similar to plans maintained by many other companies, our Severance Plan provides for payments and benefits to our executive officers upon a qualifying termination of employment, including in connection with a change in control. Further detail on the Severance Plan is contained below under the heading "Severance and Change-of-Control Benefits." We believe that the Severance Plan functions as a retention tool for our executive officers to remain with the Company and enable the executive officers to focus on the continuing business operations and, as applicable, the success of a potential business combination that the Board of Directors has determined to be in the best interests of the shareholders. We believe this results in stability and continuity of operations.

As previously described in our Current Report on Form 8-K filed December 9, 2020, we entered into a letter agreement dated December 9, 2020 with Mr. Doyle regarding his resignation as Chief Financial Officer as of April 1, 2021 and his provision of transition services to the Company through no later than December 31, 2021. In consideration for this arrangement, the letter provides for the following benefits to be paid or made available to Mr. Doyle in lieu of any amounts under the Severance Plan or otherwise:

- Compensation of \$690,800, consisting of a lump sum payment of \$265,000 (corresponding to Mr. Doyle's annual target bonus as of December 9, 2020, and payment in lieu of outplacement assistance) and additional payments totaling \$425,800 in equal installments over 12 months (corresponding to Mr. Doyle's annual base salary and payment in lieu of the Company's annual contribution for health and dental insurance);
- Compensation at a rate of \$3,846.15 per week (\$150,000 in total) during the period the Company engaged Mr. Doyle to provide transition services; and
- Had the services of Mr. Doyle been terminated without cause prior to August 4, 2021, unvested restricted stock units previously awarded to Mr. Doyle scheduled to vest on or before August 4, 2021 would have vested.

These benefits were conditioned on a customary release of claims and compliance by Mr. Doyle with his obligations to the Company, including pursuant to his Forrester Employee Confidentiality, Proprietary Rights and Noncompetition Agreement that provides for a one-year post-employment nonsolicitation and noncompetition period, which commenced on April 1, 2021.

## **Other Benefits**

As employees of our Company, our executive officers are eligible to participate in all Company-sponsored benefit programs on the same basis as other full-time employees, including health and dental insurance and life and disability insurance. In addition, our executive officers are eligible to receive the same employer match under our 401(k) plan as is applicable for all participating employees and to participate in our employee stock purchase plan, pursuant to which participants may elect to purchase shares of our stock on a semi-annual basis at a 15% discount based on the lower of the price of our stock at the beginning and end of each period. We do not offer any supplemental executive health and welfare or retirement programs, or provide any other supplemental benefits or perquisites, to our executives.

## **Stock Retention Guidelines**

Our Corporate Governance Guidelines include stock retention guidelines to further align the interests of our directors and executive officers with those of our stockholders. Members of our executive team and Board of Directors are subject to these stock retention guidelines for so long as they remain an executive officer, or serve as a director, of the Company.

The guidelines require directors of the Company to acquire and hold during their service as a Forrester Board member shares of Forrester's common stock ("Common Stock") equal in value to at least two times their total annual compensation from Forrester (including cash retainer and grant date value of equity grants) as in effect on April 23, 2019 (or, if later, the date of commencement of Board service or such other date as the Committee shall designate). Directors have five years from April 23, 2019 (or, if later, the date of commencement of Board service) to meet the target stock ownership guideline.

Executive officers of the Company are required to acquire and hold during their service as a Forrester executive team member shares of Common Stock equal in value to at least one times their total annual on-target earnings (defined as base salary plus total annual cash compensation opportunity) as in effect on April 23, 2019 (or, if later, the date of commencement of executive team service or such other date as the Committee shall designate). Executive officers with fewer than two years tenure on the executive team as of April 23, 2019 or that become executive officers thereafter have five years from April 23, 2019 (or, if later, the date of commencement of executive team service) to meet the target stock ownership guideline, and officers with two or more years tenure on the executive team as of April 23, 2019 have three years from such date to meet the target stock ownership guideline.

Until such time as a director or officer reaches his or her share ownership guideline, the director or officer may sell shares of Common Stock only to the extent that, subsequent to such sale, such director or officer continues to hold more shares than he or she held as of December 31 of the preceding year. In addition, if a director or officer has not reached his or her share ownership guideline within the required accumulation period, he or she will be required to retain 100% of the net shares of Forrester common stock delivered to him or her upon the exercise or vesting of stock awards held by him or her until such guideline is reached. Net shares are the number of shares remaining after shares are sold or netted to pay the exercise price of stock options and withholding taxes. For directors, the applicable withholding taxes will be presumed to be the minimum withholding tax applicable to an employee. All directors and executive officers are expected to continuously own sufficient shares to meet the guideline once it has been reached. Unexercised stock options and unvested restricted stock units will not count toward meeting the stock ownership guidelines.

These guidelines may be waived, at the discretion of the Committee, if compliance with the guidelines would create severe hardship or prevent an executive officer or director from complying with a court order. The Committee will reassess these guidelines on an annual basis, taking into account factors such as compensation and stock price changes. In April of 2021, the Committee determined that the retention targets for all executive officers and directors would be adjusted, effective immediately, using the average closing stock price of the Company during March 2021 and the on-target earnings (for executive officers) and total compensation (for directors) as of April 1, 2021 for purposes of calculating such targets. Our directors and executive officers have complied in full with these guidelines since their initial adoption.

## **Impact of Tax and Accounting on Compensation Decisions**

As a result of federal tax legislation enacted in December 2017, compensation paid to certain of our executive officers in excess of \$1 million per person per year will not be deductible unless it qualifies for transition relief applicable to certain compensation arrangements in place as of November 2, 2017 and not later materially modified.

The Committee believes that the interests of our stockholders are best served if the Committee continues to retain flexibility and discretion to approve and amend compensation plans, agreements and arrangements to support our corporate objectives, even if a plan, agreement or arrangement does not qualify for full or partial tax deductibility and even if an amendment results in a loss or limitation of tax deductibility. Despite the changes as a result of the 2017 tax legislation, the Committee currently expects (consistent with its executive compensation philosophy) to structure executive compensation programs such that a significant portion of executive compensation is linked to our performance.

The Committee also takes into consideration the accounting treatment of the different forms of awards it may grant to executive officers.

### **Compensation Committee Report**

The Compensation and Nominating Committee of the Board of Directors has reviewed and discussed the Compensation Discussion and Analysis included in this proxy statement with management and, based on this review and discussion, recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

### **Compensation and Nominating Committee**

Robert M. Galford, Chair  
David Boyce  
Gretchen G. Teichgraeber

The information contained in the report above shall not be deemed to be “soliciting material” or to be “filed” with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that we specifically incorporate it by reference in any such filing.

## SUMMARY COMPENSATION TABLE

The following table shows the compensation earned by our Chief Executive Officer, our Chief Financial Officer and each of our three other most highly compensated executive officers as of December 31, 2021, and two other individuals who served as Chief Financial Officer during portions of 2021. We refer to these officers as the “named executive officers.”

Name and Principal Position	Year	Salary (\$)	Bonus \$(1)	Stock Awards \$(2)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation \$(3)	Total (\$)
George F. Colony Chairman of the Board and Chief Executive Officer	2021	461,923	150,000	—	922,500	17,845	1,552,268
	2020	425,000	237,500	—	—	19,343	681,843
	2019	421,250	—	—	273,813	17,628	712,691
L. Christian Finn(4) Chief Financial Officer	2021	110,385	200,000	999,986	229,503	446	1,540,319
Michael A. Doyle(5) Former Chief Financial Officer	2021	256,261	—	—	—	587,177	843,438
	2020	410,712	127,500	324,990	—	13,302	876,504
	2019	404,869	—	424,975	159,717	13,152	1,002,713
Scott Chouinard(6) Chief Accounting Officer and Treasurer	2021	322,187	300,000	—	114,487	10,351	747,025
Ryan Darrah Chief Legal Officer and Secretary	2021	317,385	50,000	274,957	274,500	11,543	928,386
Kelley Hippler Chief Sales Officer	2021	349,566	50,000	499,997	545,854	10,356	1,455,773
	2020	340,112	56,000	399,993	179,935	12,588	988,628
	2019	333,489	—	499,981	275,412	18,693	1,127,575
Carrie Johnson Chief Research Officer	2021	387,385	50,000	399,979	445,500	9,780	1,292,644
	2020	371,354	120,000	349,967	—	12,056	853,377
	2019	353,000	—	374,986	132,438	9,120	869,544

- (1) Amounts for 2020 represent discretionary bonuses approved by the Committee. Amounts for 2021 represent: additional performance-based bonuses approved by the Committee of \$150,000 for Mr. Colony and \$50,000 for each of Messrs. Finn and Darrah and Milles. Hippler and Johnson; a sign-on bonus of \$150,000 for Mr. Finn; and coverage bonuses totaling \$300,000 for Mr. Chouinard.
- (2) These amounts represent the aggregate grant date fair value of restricted stock unit awards. The grant date fair value of restricted stock units is based upon the closing price of the Company’s common stock on the date of grant, as adjusted to reflect the absence of dividend credits prior to vesting of the restricted stock units, if any. The amounts set forth may be more or less than the value ultimately realized by the named executive officer based upon, among other things, the value of the Company’s common stock at the time of vesting of the restricted stock units and whether the restricted stock units actually vest.
- (3) 2021 amounts include the following amounts of Company matching contributions under our 401(k) plan: Mr. Colony, \$8,700; Mr. Doyle, \$8,700; Mr. Chouinard, \$8,700; Mr. Darrah, \$8,700; Ms. Hippler, \$8,700; and Ms. Johnson, \$8,700. Other amounts consist of group term life insurance premiums and miscellaneous other items. Amount shown for Mr. Doyle includes severance payments of \$576,161 related to Mr. Doyle’s resignation from the Company, payable pursuant to an end of service agreement, dated as of December 9, 2020.
- (4) Mr. Finn became our Chief Financial Officer on September 13, 2021.
- (5) As disclosed in the Company’s Form 8-K filed December 9, 2020, Mr. Doyle resigned as an executive officer of the Company, effective April 1, 2021. Because of both his total compensation received during 2021 and his service as Chief Financial Officer for a portion of 2021, Mr. Doyle is listed as a named executive officer of the Company in the above table, but he was no longer an executive officer of the Company at December 31, 2021.
- (6) Mr. Chouinard is listed as a named executive officer of the Company in the above table because he served as interim Chief Financial Officer of the Company from April 1, 2021 to September 13, 2021.



## GRANTS OF PLAN-BASED AWARDS FOR 2021

The following table sets forth information with respect to plan-based awards granted to named executive officers in 2021.

Name	Grant Date	Committee Approval Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$)(6)
			Threshold (\$)	Target (\$)	Maximum (\$)				
			(1)	(2)	(3)(4)(5)				
George F. Colony	—	—	205,000	512,500	999,375	—	—	—	
	—	—	N/A	90,000	90,000	—	—	—	
	—	—	N/A	60,000	60,000	—	—	—	
L. Christian Finn	—	—	N/A	127,500	248,625	—	—	—	
	—	—	N/A	50,000	50,000	—	—	—	
	10/01/21	07/26/21	—	—	—	20,161	—	999,986	
Michael A. Doyle	—	—	—	—	—	—	—	—	
Scott Chouinard	—	—	N/A	70,453	145,309	—	—	—	
Ryan Darrah	—	—	61,000	152,500	297,375	—	—	—	
	—	—	N/A	50,000	50,000	—	—	—	
	08/02/21	07/21/21	—	—	—	6,059	—	274,957	
Kelley Hippler	—	—	46,300	353,750	N/A	—	—	—	
	—	—	N/A	50,000	50,000	—	—	—	
	08/02/21	07/21/21	—	—	—	11,018	—	499,997	
Carrie Johnson	—	—	99,000	247,500	482,625	—	—	—	
	—	—	N/A	50,000	50,000	—	—	—	
	08/02/21	07/21/21	—	—	—	8,814	—	399,979	

- (1) Except with respect to Mr. Chouinard and Ms. Hippler, consists of: awards under our Executive Cash Incentive Plan, a non-equity incentive plan, with payouts thereunder made annually in arrears; an additional potential annual bonus conditioned upon attainment of targeted levels of CV bookings; and, with respect to Mr. Colony, an additional potential annual bonus conditioned upon achievement of a successful launch of the Company's Forrester Decisions product offering. Our Executive Cash Incentive Plan and the additional bonuses are described in detail, including calculation of threshold, target and maximum awards under the plan, in the Compensation Discussion and Analysis above. Actual amounts awarded are set forth in the Summary Compensation Table above.
- (2) Mr. Colony's "Target" amounts include the target amount he was eligible to receive under our Executive Cash Incentive Plan of \$512,500 and two targeted additional bonuses of \$90,000 and \$60,000.
- (3) The "Target" amounts for Mr. Finn, Mr. Darrah, and Ms. Johnson include the target amounts they were eligible to receive under our Executive Cash Incentive Plan of \$127,500, \$152,500 and \$247,500, respectively, and a targeted additional bonus of \$50,000 for each officer. There is no threshold amount included for Mr. Finn's target amount he was eligible to receive under our Executive Cash Incentive Plan because he was guaranteed a minimum payout of \$127,500 per the terms of his offer letter.
- (4) Mr. Chouinard's "Target" amount includes the target amount he was eligible to receive under our Forrester Employee Bonus Plan of \$70,453. Mr. Chouinard's threshold amount reflects the fact that his payout under the Forrester Employee Bonus Plan could be increased by as much as 50% or reduced to as little as zero, depending on the achievement of specific individual goals. Without giving effect to any upward or downward adjustment for individual performance, the threshold, target and maximum possible payouts under the Forrester Employee Bonus Plan for Mr. Chouinard were \$17,613, \$70,453 and \$123,293, respectively.
- (5) Ms. Hippler's "Target" amounts include the target amount she was eligible to receive under our Executive Cash Incentive Plan of \$115,750, target sales commissions of \$238,000, and a targeted additional bonus of \$50,000. There is no cap on Ms. Hippler's "Maximum" amount because there is no cap on possible commission payments.
- (6) The grant date fair value of restricted stock units is based upon the closing price of the Company's common stock on the date of grant.

## OUTSTANDING EQUITY AWARDS AT 2021 FISCAL YEAR-END

The following table sets forth information for the named executive officers regarding outstanding option awards and stock awards held as of December 31, 2021.

Name	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)(1)
George F. Colony	—	—	—	—	—	—
L. Christian Finn	—	—	—	—	20,161(2)	1,184,056
Michael A. Doyle	—	—	—	—	—	—
Scott Chouinard	—	—	—	—	364(3)	21,378
	—	—	—	—	203(3)	11,922
	—	—	—	—	960(4)	56,381
	—	—	—	—	2,083(5)	122,335
Ryan Darrah	—	—	—	—	1,464(3)	85,981
	—	—	—	—	3,242(4)	190,403
	—	—	—	—	5,730(5)	336,523
	—	—	—	—	6,059(6)	355,845
Kelley Hippler	—	—	—	—	1,996(3)	117,225
	—	—	—	—	5,896(4)	346,272
	—	—	—	—	8,335(5)	489,515
	—	—	—	—	11,018(6)	647,087
	8,750	—	36.18	6/2/2023	—	—
Carrie Johnson	—	—	—	—	585(3)	34,357
	—	—	—	—	763(7)	44,811
	—	—	—	—	4,422(4)	259,704
	—	—	—	—	7,293(5)	428,318
	—	—	—	—	8,814(6)	517,646

- (1) The market value was calculated based on \$58.73, the closing price per share of our common stock on December 31, 2021.
- (2) Consists of time-based restricted stock units that vest as to 25% of the shares subject to the award on each of October 1, 2022, October 1, 2023, October 1, 2024 and October 1, 2025.
- (3) Consists of time-based restricted stock units that vest on August 1, 2022.
- (4) Consists of time-based restricted stock units that vest as to 50% of the shares subject to the award on each of August 1, 2022 and August 1, 2023.
- (5) Consists of time-based restricted stock units that vest as to one third of the shares subject to the award on each of August 1, 2022, August 1, 2023 and August 1, 2024.
- (6) Consists of time-based restricted stock units that vest as to 25% of the shares subject to the award on each of August 1, 2022, August 1, 2023, August 1, 2024, and August 1, 2025.
- (7) Consists of time-based restricted stock units that vest on November 1, 2022.

## OPTION EXERCISES AND STOCK VESTED TABLE FOR 2021

The following table sets forth information for the named executive officers regarding the value realized during 2021 by the executives pursuant to option exercises and the vesting of RSUs.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
George F. Colony	—	—	—	—
L. Christian Finn	—	—	—	—
Michael A. Doyle	65,700	753,883	9,014	422,306
Scott Chouinard	9,375	213,024	2,255	105,152
Ryan Darrah	2,697	30,880	6,436	294,399
Kelley Hippler	5,125	127,438	9,827	460,395
Carrie Johnson	1,750	25,095	6,651	316,376

### *Pension Benefits*

We have no defined benefit pension plans or long-term incentive plans applicable to the named executive officers.

### *Nonqualified Deferred Compensation*

We have no nonqualified defined contribution or deferred compensation plans.

### *Severance and Change-of-Control Benefits*

Effective May 15, 2014, our Board of Directors adopted and approved the Forrester Research, Inc. Executive Severance Plan (the “Severance Plan”), which is applicable to all of the Company’s executive officers, including the named executive officers other than Mr. Chouinard. The Severance Plan provides for the payment of severance and other benefits to each executive officer in the event of a termination of employment with the Company without cause and also, in the case of a change in control, by an executive officer for good reason, each as defined in the Severance Plan (each, a “Qualifying Termination”). In the event of a Qualifying Termination and subject to the executive’s execution of a general release of claims against the Company, in addition to any accrued obligations such as unpaid base salary, vacation and earned bonuses, the Severance Plan provides for the following severance payments and benefits:

- In the event of a Qualifying Termination other than following a change in control:
  - continued payment of the executive officer’s base salary in installments for one year, and in the case of Mr. Colony (or any successor CEO), for 18 months, after the Qualifying Termination;
  - payment in a lump sum of an amount equal to the lesser of the executive officer’s (x) annual target bonus and, if applicable, sales commissions, as in effect on the date of the Qualifying Termination, or (y) the average of the actual bonus and, if applicable, sales commissions, earned by the executive officer under the applicable plans for the two fiscal years preceding the year of the Qualifying Termination (or for such shorter period that the executive officer was employed by the Company); and in the case of the chief executive officer, payment in a lump sum of an amount equal to one and one-half times the lesser of the chief executive officer’s (x) annual target bonus and, if applicable, sales commissions, as in effect on the date of the Qualifying Termination, or (y) the average of the actual bonus and, if applicable, sales commissions earned by the chief executive officer under the applicable plans for the two fiscal years preceding the year of the Qualifying Termination;
  - payment in cash during the 12-month period following a Qualifying Termination for executive officers other than the chief executive officer, and during the 18-month period following a Qualifying Termination for the chief executive officer, of an amount equal to the Company’s portion of the cost for medical and dental coverage under applicable Company plans; and
  - 6 months of outplacement assistance, subject to extension for an additional 6 months upon request of the executive officer and at the discretion of the Company.
- In the event of a Qualifying Termination during the 18-month period following a change in control (as defined in the Severance Plan):
  - payment in a lump sum of the executive officer’s annual base salary, and in the case of the chief executive officer, two times annual base salary;

- payment in a lump sum of an amount equal to the excess, if any, of (x) the executive officer's annual target bonus amount and/or annual target sales commission amount pro-rated as of the Qualifying Termination, over (y) the amount paid or payable for the actual bonus and/or sales commissions earned through the Qualifying Termination;
- payment of the higher of the executive officer's (x) target annual incentive opportunity, including target bonus opportunity and, if applicable, target sales commissions, or (y) the average of the actual bonus and, if applicable, sales commissions, earned by the executive under the applicable plans for the two fiscal years preceding the year of the Qualifying Termination (or such shorter period that the executive officer was employed by the Company); and in the case of the chief executive officer, the higher of two times his or her (x) target annual incentive opportunity, including target bonus opportunity and, if applicable, target sales commissions, or (y) the average of the actual bonus and, if applicable, sales commissions, earned by the chief executive officer under applicable plans for the two fiscal years preceding the year of the Qualifying Termination;
- payment in cash in a lump sum of an amount equal to 12 months for executive officers other than the chief executive officer, and 24 months for the chief executive officer, of the Company's portion of the cost for medical and dental coverage under applicable Company plans;
- 12 months of outplacement assistance; and
- without limiting an executive officer's rights under any equity plans or agreements, accelerated vesting of, or cancellation and payment of merger consideration for (net of exercise price, if any), all unvested equity and equity-based awards, with performance-based awards, if any, vesting at target level of performance.

The Severance Plan shall also reimburse each executive officer whose termination of employment results from a change of control all reasonable legal fees and expenses incurred to obtain or enforce rights or benefits under the Severance Plan if the executive officer prevails in substantial part on the material issues of the proceeding.

The Severance Plan does not provide for a gross-up payment to any of the executive officers to offset any excise taxes that may be imposed on excess parachute payments under Section 4999 ("Excise Tax") of the Internal Revenue Code of 1986, as amended. Instead, the Severance Plan provides that in the event that the severance payments and benefits described above, and any other parachute payments, would, if paid, be subject to the Excise Tax, then the severance payments and benefits under the Severance Plan will be reduced to the extent necessary so that no portion of the payments or benefits under the Severance Plan are subject to the Excise Tax, provided that there shall be no such reduction if the net amount of the payments received by the executive officer after giving effect to all applicable taxes is greater than the net amount of the payments received by the executive officer after giving effect to the reduction.

As described above, on December 9, 2020, we entered into a letter agreement with Mr. Doyle regarding his resignation as Chief Financial Officer as of April 1, 2021 and his provision of transition services to the Company through no later than December 31, 2021. In consideration for this arrangement, the letter provides for the following benefits to be paid or made available to Mr. Doyle in lieu of any amounts under the Severance Plan or otherwise:

- Compensation of \$690,800, consisting of a lump sum payment of \$265,000 (corresponding to Mr. Doyle's annual target bonus as of December 9, 2020, and payment in lieu of outplacement assistance) and additional payments totaling \$425,800 in equal installments over 12 months (corresponding to Mr. Doyle's annual base salary and payment in lieu of the Company's annual contribution for health and dental insurance);
- Compensation at a rate of \$3,846.15 per week (\$150,000 in total) during the period the Company engaged Mr. Doyle to provide transition services; and
- Had the services of Mr. Doyle been terminated without cause prior to August 4, 2021, unvested restricted stock units previously awarded to Mr. Doyle scheduled to vest on or before August 4, 2021 would have vested.

These benefits were conditioned on a customary release of claims and compliance by Mr. Doyle with his obligations to the Company, including pursuant to his Forrester Employee Confidentiality, Proprietary Rights and Noncompetition Agreement that provides for a one-year post-employment nonsolicitation and noncompetition period, which period commenced on April 1, 2021. The letter agreement also provides that the benefits will be paid or made available to Mr. Doyle's heirs, estate or personal representatives in the event of his death prior all such benefits being paid or made available to him.

We have not entered into agreements providing for severance benefits with any of the other named executive officers. Each of our named executive officers other than Mr. Colony has entered into stock option and restricted stock unit grant agreements that provide for full acceleration of vesting upon a change of control of the Company, unless there is an assumption, substitution or cash-out of the options or restricted stock units in connection with the change of control.

The following table provides the details of payments that would have been paid to, or value that would have been received by, the named executive officers in connection with either a change of control, a termination of employment without cause or for good reason in connection with a change of control, or a termination of employment without cause in the absence of a change of control, in each case effective as of December 31, 2021.

Name	Event (1)	Salary Continuation (\$)	Annual Incentive Compensation (\$)	Payment in Lieu of Medical and Dental (\$)	Outplacement Assistance (\$)(2)	Value of Accelerated Unvested Equity (\$)(3)	Total (\$)
George F. Colony	Change in Control	—	—	—	—	—	—
	Termination Upon Change in Control	950,000	1,350,000	27,384	20,000	—	2,347,384
	Not for Cause Termination	712,500	383,484	20,538	10,000	—	1,126,522
L. Christian Finn(4)	Change in Control	—	—	—	—	1,184,056	1,184,056
	Termination Upon Change in Control	410,000	305,000	22,083	20,000	1,184,056	1,941,138
	Not for Cause Termination	410,000	127,500	22,083	10,000	—	569,583
Michael A. Doyle(5)	Change in Control	—	—	—	—	—	—
	Termination Upon Change in Control	110,923	—	3,715	—	—	114,638
	Not for Cause Termination	110,923	—	3,715	—	—	114,638
Scott Chouinard(6)	Change in Control	—	—	—	—	212,015	212,015
	Termination Upon Change in Control	226,612	—	15,207	—	212,015	453,834
	Not for Cause Termination	226,612	—	15,207	—	—	241,819
Ryan Darrah	Change in Control	—	—	—	—	968,751	968,751
	Termination Upon Change in Control	325,000	205,000	20,254	20,000	968,751	1,539,005
	Not for Cause Termination	325,000	79,248	20,254	10,000	—	434,502
Kelley Hippler	Change in Control	—	—	—	—	1,600,099	1,600,099
	Termination Upon Change in Control	355,000	405,000	21,966	20,000	1,600,099	2,402,065
	Not for Cause Termination	355,000	255,674	21,966	10,000	—	642,640
Carrie Johnson	Change in Control	—	—	—	—	1,284,836	1,284,836
	Termination Upon Change in Control	390,000	300,000	21,966	20,000	1,284,836	2,016,802
	Not for Cause Termination	390,000	126,219	21,966	10,000	—	548,185

(1) None of the named executive officers has an agreement to receive any salary continuation, variable cash compensation, benefits continuation, acceleration of equity or gross-up in the event such named executive officer dies, becomes disabled, voluntarily terminates his or her employment with Forrester without “Good Reason” or if that named executive officer is terminated by Forrester for cause, except as described above in the letter agreement dated December 9, 2020 between the Company and Mr. Doyle.

(2) Estimated cost of 12 months of outplacement service in the event of a change in control and 6 months of outplacement service in the event of termination without a change in control.

- (3) Calculated using \$58.73, the closing price per share of our common stock on December 31, 2021. In the case of unvested options, calculated using the difference between \$58.73 and the exercise price of the applicable option, multiplied by the number of unvested shares. In the case of unvested restricted stock units (RSUs), calculated using \$58.73 multiplied by the number of shares underlying such unvested RSU.
- (4) Amounts for Mr. Finn reflect the guaranteed minimum annual incentive compensation of \$127,500 for 2021 set forth in his employment offer letter.
- (5) Amounts for Mr. Doyle reflect the remaining amounts due per the terms of the letter agreement dated December 9, 2020 between the Company and Mr. Doyle, as described above.
- (6) Amounts for Mr. Chouinard reflect the amounts that would have been payable to Mr. Chouinard under the Forrester Research, Inc. U.S. Severance Pay Plan assuming he fulfilled the eligibility requirements under that plan on December 31, 2021 and consist of 36 weeks of continued receipt of salary and the Company's portion of the cost for medical and dental coverage under applicable Company plans.

### *Director Compensation*

#### **DIRECTOR COMPENSATION TABLE FOR 2021**

The following table shows the compensation that we paid during the year ended December 31, 2021 to each of our directors, other than Mr. Colony, who was not paid additional compensation for his service as a director and whose compensation is reflected in "Executive Compensation" above.

Name	Fees Earned or Paid in		Total (\$)
	Cash (\$)	Stock Awards (\$)(1)(2)(3)	
Jean M. Birch	43,000	119,972	162,972
Dave Boyce	35,000	119,972	154,972
Neil Bradford	35,000	119,972	154,972
Tony Friscia	35,000	119,972	154,972
Robert M. Galford	50,000	119,972	169,972
Gretchen G. Teichgraeber	35,000	119,972	154,972
Yvonne Wassenaar	35,000	119,972	154,972

- (1) The amounts in this column reflect the aggregate grant date fair value of restricted stock unit awards for 2021. The grant date fair value of restricted stock units is based upon the closing price of the Company's common stock on the date of grant. The amounts set forth may be more or less than the value ultimately realized by the named director based upon, among other things, the value of the Company's Common Stock at the time of vesting of the restricted stock units and whether such restricted stock units actually vest.
- (2) On June 1, 2021, each of the directors, other than Mr. Colony, received 2,772 restricted stock units.
- (3) At December 31, 2021, the non-employee directors held options to purchase, and restricted stock units for, the number of shares listed next to their names below:

Name	Number of Shares	
	Options	RSUs
Jean M. Birch	—	1,386
Dave Boyce	—	1,386
Neil Bradford	—	1,386
Tony Friscia	—	1,386
Robert M. Galford	—	1,386
Gretchen G. Teichgraeber	—	1,386
Yvonne Wassenaar	—	1,386

Our non-employee directors receive an annual retainer of \$30,000 and members of each Board committee receive an additional annual retainer of \$5,000 for each committee on which they serve, with the Chairman of the Audit Committee receiving an additional \$8,000 per year and the Chairman of the Compensation and Nominating Committee receiving an additional \$5,000 per year. Our lead independent director receives an additional \$10,000 annual retainer. Each of these annual fees is payable quarterly in arrears. Members of our Board of Directors are reimbursed for their expenses incurred in connection with attending any meeting.

The Compensation and Nominating Committee of the Board of Directors has the authority under the Forrester Research, Inc. Amended and Restated Equity Incentive Plan ("Equity Incentive Plan") to grant stock options and RSUs to non-employee directors in such amounts and on such terms as it shall determine at the time of grant. On June 1, 2021, our seven non-employee directors at that time each received 2,772 restricted stock units, which equals the number of whole shares calculated by dividing \$120,000 by \$43.28, the closing price of the Company's common stock on the date of award. These RSUs vest in four equal quarterly installments over a

one-year period. RSUs granted under the Equity Incentive Plan become vested in full upon a change of control of the Company, unless there is an assumption, substitution or cash-out of such RSUs in connection with the change of control.

## CEO PAY RATIO

Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 requires most companies with publicly traded stock in the United States to identify the median annual total compensation of their worldwide employee population (other than the chief executive officer) and to compare that amount with the annual total compensation of their chief executive officer. The pay ratio information included below is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K.

We identified our median employee using our total employee population as of October 1, 2021 by applying a consistently applied compensation measure across our global employee population. For our consistently applied compensation measure, we used cash compensation (base salary plus bonuses and commissions) paid in the nine months ending September 30, 2021. We used cash compensation as our consistently applied compensation measure as we believe that this measure provides a reasonably accurate depiction of total earnings for the purpose of identifying our median employee. We then calculated the median employee's total annual compensation in accordance with the requirements of the Summary Compensation Table. Earnings of our employees outside the U.S. were converted to U.S. dollars using the currency exchange rates used for organizational planning purposes, which consider historical and forecasted rates as well as other factors. We did not use any other material estimates, assumptions, adjustments or statistical sampling to determine the worldwide median employee.

Our median employee's total 2021 compensation (other than the CEO) was \$117,070. Our Chief Executive Officer's total 2021 compensation was \$1,552,268, as reported in the Summary Compensation Table. Accordingly, our 2021 CEO to Median Employee Pay Ratio was 13.3 to 1.

Please keep in mind that under the SEC's rules and guidance, there are numerous ways to determine the compensation of a company's median employee, including the employee population sampled, the elements of pay and benefits used, any assumptions made and the use of statistical sampling. In addition, no two companies have identical employee populations or compensation programs, and pay, benefits and retirement plans differ by country even within the same company. As such, our pay ratio may not be comparable to the pay ratio reported by other companies.

## REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The Board of Directors has appointed an Audit Committee composed of four non-employee directors: Ms. Birch (Chair), Mr. Bradford, Mr. Friscia and Ms. Wassenaar. Each of the members of the Audit Committee is “independent” as defined under the NASDAQ Stock Market listing standards. The Board has determined that Ms. Birch is an “audit committee financial expert” under applicable rules of the Securities and Exchange Commission (“SEC”), and the members of the Audit Committee satisfy the NASDAQ financial literacy standards.

The Audit Committee is responsible for providing independent oversight of Forrester’s accounting functions and internal controls. The Audit Committee oversees Forrester’s financial reporting process on behalf of the Board of Directors, reviews financial disclosures, and meets privately, outside of the presence of management, with Forrester’s internal auditor and with representatives of the independent registered public accounting firm. The Audit Committee also selects and appoints the independent registered public accounting firm, reviews the performance of the independent registered public accounting firm, and reviews the independent registered public accounting firm’s fees. The Audit Committee operates under a written charter adopted by the Board of Directors.

In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed Forrester’s audited financial statements for the fiscal year ended December 31, 2021 with Forrester’s management and with PricewaterhouseCoopers LLP (“PricewaterhouseCoopers”), Forrester’s independent registered public accounting firm. The Audit Committee also reviewed the report of management contained in Forrester’s Annual Report on Form 10-K for the year ended December 31, 2021 filed with the SEC, as well as PricewaterhouseCoopers’ report included in Forrester’s Annual Report on Form 10-K related to its audit of (i) the consolidated financial statements and (ii) the effectiveness of internal control over financial reporting.

The Audit Committee has discussed with PricewaterhouseCoopers the matters required to be discussed under the rules adopted by the Public Company Accounting Oversight Board (“PCAOB”). The Audit Committee has received the written disclosures and the letter from PricewaterhouseCoopers required by the PCAOB regarding PricewaterhouseCoopers’ communications with the Audit Committee concerning independence and has discussed with PricewaterhouseCoopers their independence.

Based on the Audit Committee’s review and discussions noted above, the Audit Committee recommended to the Board of Directors, and the Board of Directors approved, the inclusion of the audited financial statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 for filing with the SEC.

### AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Jean M. Birch, Chair  
Neil Bradford  
Tony Friscia  
Yvonne Wassenaar

The information contained in the report above shall not be deemed to be “soliciting material” or to be “filed” with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that we specifically incorporate it by reference in any such filing.



## OTHER INFORMATION

### **Delinquent Section 16(a) Reports**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our officers and directors, and persons who own more than 10% of our common stock to file reports of ownership and changes in ownership on Forms 3, 4 and 5 with the Securities and Exchange Commission (“SEC”). Officers, directors and greater than 10% beneficial stockholders are required by SEC regulation to furnish to us copies of all Forms 3, 4 and 5 they file. Based solely on our review of copies of such forms which we received, we believe that all of our officers, directors, and greater than 10% beneficial owners complied on a timely basis with all filing requirements with respect to transactions during 2021, except for one report filed for Carrie Johnson, our Chief Product Officer, with respect to the sale of shares in 2021, and one report filed for Neil Bradford, one of our directors, with respect to shares withheld to satisfy tax withholding obligations upon the vesting of restricted stock units in 2021.

### **Certain Relationships and Related Transactions**

*Registration Rights and Non-Competition Agreement.* At the time of our initial public offering, we entered into a registration rights and non-competition agreement with Mr. Colony which provides that if Mr. Colony’s employment with us is terminated he will not compete with us for the one year period after the date of such termination. The agreement also provides that in the event we propose to file a registration statement under the Securities Act of 1933, as amended, with respect to an offering by us for our own account or the account of another person, or both, Mr. Colony shall be entitled to include shares held by him in such a registration, subject to the right of the managing underwriter of any such offering to exclude some or all of such shares from such registration if and to the extent the inclusion of the shares would adversely affect the marketing of the shares to be sold by us. The agreement also provides that Mr. Colony may require us to register shares under the Securities Act with a fair market value of at least \$5 million, except that we are not required to effect such registration more than twice or at certain times described in the agreement. The agreement also provides that we will pay all expenses incurred in connection with such registration.

### **Related Person Transactions**

Pursuant to its amended and restated charter, our Audit Committee has responsibility for the review and approval of all transactions between the Company and any related parties or affiliates of the Company, its officers, and directors.

Related persons can include any of our directors or executive officers, certain of our stockholders, and any of their immediate family members. In evaluating related person transactions, the committee members apply the same standards they apply to their general responsibilities as members of a committee of the board of directors and as individual directors. The committee will approve a related person transaction when, in its good faith judgment, the transaction is in the best interest of the Company. To identify related person transactions, each year we require our directors and officers to complete a questionnaire identifying any transactions with the Company in which the officer or director or their family members have an interest. In addition, our Code of Business Conduct and Ethics includes our expectation that all directors, officers and employees who may have a potential or apparent conflict of interest will notify our legal department.

## **PROPOSAL TWO:**

### **APPROVAL OF THE THIRD AMENDED AND RESTATED EMPLOYEE STOCK PURCHASE PLAN**

In 1996, we adopted an Employee Stock Purchase Plan (the “Purchase Plan”) to provide a method by which our eligible employees may use voluntary, systematic payroll deductions to purchase shares of our common stock and thus acquire an interest in the future of our company. A total of 400,000 shares of common stock were initially available for purchase under the Purchase Plan. In 2002, our stockholders approved adding an additional 500,000 shares available for purchase under the Purchase Plan, in 2009 they approved adding an additional 600,000 shares, and in 2018 they approved adding an additional 400,000 shares. As of the record date, approximately 1,723,050 shares of common stock had been purchased under the Purchase Plan, and approximately 176,950 shares remained available for purchase.

On March 22, 2022, our Board of Directors voted, subject to approval by our stockholders, to further amend and restate the Purchase Plan in order to increase the number of shares of common stock available for purchase under the plan by 600,000 shares. Our Board of Directors believes that the Purchase Plan, as so amended, will allow us to attract and retain talented professionals and help align our employees’ incentives with the objective of enhancing stockholder value.

The following summarizes the key features of the Purchase Plan.

#### **Administration**

The Board of Directors, acting through our authorized officers, administers the Purchase Plan. The Board of Directors has properly delegated its authority to administer the Purchase Plan to the Compensation and Nominating Committee of the Board of Directors.

#### **Eligible Employees**

Each employee whose customary employment is more than 20 hours per week is eligible to participate in the Purchase Plan. The number of employees participating in the Purchase Plan as of the record date was approximately 516.

#### **Maximum Number of Shares**

Currently, up to 176,950 shares of our common stock remain available for purchase under the Purchase Plan. Our Board of Directors approved and recommends that the stockholders approve an increase of an additional 600,000 shares of our common stock available for purchase under the Purchase Plan. The number of shares available for purchase under the Purchase Plan is subject to adjustments for stock splits, stock dividends, recapitalizations, mergers, consolidations, or other changes in our common stock.

#### **Method of Participation**

An eligible employee may elect to participate in the Purchase Plan by executing and providing to us a payroll deduction authorization form at least 15 days prior to the first day of any six-month period in which eligible employees are granted options (as defined below) under the Purchase Plan. We refer to this six-month period as the “option period.” Such eligible employee then becomes a “participant” on the first day of the option period and remains a participant until his or her participation is terminated as provided in the Purchase Plan.

By completing a payroll deduction authorization form, each participant designates a whole percentage of compensation to be withheld. The maximum amount that may be withheld per option period is \$10,000, and the percentage withheld must not be less than 2% or more than 10% of compensation. During an option period and upon written notice, a participant may decrease (but not increase) the percentage — by whole percentage points — of compensation withheld. We maintain a withholding account reflecting each participant’s payroll deductions during an option period.

At the beginning of each option period, a participant is granted the right to purchase shares of our common stock under the Purchase Plan. We refer to this right as an “option.” On the last day of the option period, the option is deemed to be exercised for the number of whole shares equal to the quotient obtained by dividing the balance in the participant’s withholding account by the purchase price of our common stock. The Purchase Plan provides for a purchase price of our common stock equal to the lesser of (a) 85% of the fair market value of our common stock on the date of purchase (which is the last business day of the applicable option period) or (b) 85% of the fair market value on the first day of the applicable option period. The Purchase Plan defines fair market value as the closing price of our common stock on the relevant day. As soon as practicable after the end of an option period, we issue the shares purchased under the stock purchase plan.

## Holding Period

Any shares of our common stock issued under the Purchase Plan to a participant pursuant to the exercise of an option may not be sold or otherwise transferred or encumbered for one year after the exercise date of the applicable option.

## Cancellation, Withdrawal, and Termination

A participant who holds an option may cancel it at any time by written notice not less than two business days prior to the end of the applicable option period. A participant may also terminate a payroll deduction at any time by written notice. Upon any such cancellation or termination, the participant's withholding account balance will be returned to the participant, without interest. Once a participant cancels or terminates participation, he or she must wait until a subsequent option period to rejoin the Purchase Plan.

An eligible employee will cease to be a participant upon termination of employment for any reason, and any option held by such participant under the Purchase Plan will be deemed cancelled. We will return the balance of the withholding account to the participant, who will have no further rights under the Purchase Plan.

The Board of Directors may terminate or suspend the Purchase Plan at any time.

## New Plan Benefits Under the Purchase Plan

Because benefits under the Purchase Plan will depend on employees' elections to participate and the fair market value of our common stock at various future dates, it is not possible to determine the benefits that will be received by executive officers and other employees if the Purchase Plan is approved by the stockholders. Non-employee directors are not eligible to participate in the Purchase Plan. During the fiscal year ended December 31, 2021, the following persons or groups purchased shares of common stock under the Purchase Plan as follows:

Name and Position	Number of Shares	Weighted Average Purchase Price (\$)
<b>George F. Colony</b>		
Chief Executive Officer	-	-
<b>L. Christian Finn</b>		
Chief Financial Officer	-	-
<b>Michael A. Doyle</b>		
Former Chief Financial Officer	-	-
<b>Scott Chouinard</b>		
Chief Accounting Officer and Treasurer	519	34.63
<b>Ryan Darrah</b>		
Chief Legal Officer and Secretary	515	34.67
<b>Kelley Hippler</b>		
Chief Sales Officer	-	-
<b>Carrie Johnson</b>		
Chief Product Officer	568	34.26
<b>All current executive officers as a group (10 persons)</b>	1,922	34.52
<b>All current non-employee directors as a group</b>	-	-
<b>All employees, including all current officers who are not executive officers, as a group</b>	90,035	34.12

## Federal Income Tax Aspects of the Purchase Plan

The Purchase Plan is intended to qualify as an "employee stock purchase plan" or ESPP under Section 423 of the Internal Revenue Code. The following summary of certain federal income tax consequences assumes that the Purchase Plan so qualifies. The summary does not purport to be complete and, among other things, does not discuss the income tax laws of any municipality, state, or foreign country.

No taxable income results when a Purchase Plan participant is granted or exercises an option. If the participant disposes of the shares acquired upon exercise more than two years after the date of grant of the option and more than one year after exercise, or dies at any time while holding the shares, the disposition will result in ordinary income equal to the lesser of (i) 15% of the fair market value of the stock at the time the option was granted, or (ii) the excess, if any, of the fair market value of the stock at the time of disposition or death over the exercise price. We will not be entitled to a deduction for this ordinary income amount. A participant who disposes of the shares during the one-year or two-year holding periods described above will have ordinary income in the year of the disposition equal to the excess of the fair market value of the stock at the time the option was exercised over the exercise price, and a corresponding deduction will be available to us. Any additional gain, or any loss, recognized by the participant in connection with the disposition will be taxable as a capital gain or loss, long-term or short-term depending on the participant's holding period in the shares.

### **Market Value of Our Common Stock**

The closing price of our common stock, as reported on the Nasdaq Global Select Market on March 24, 2022, was \$53.95 per share.

### **Recommendation and Vote**

Our Board of Directors believes that the increase in the number of shares available under the Purchase Plan will promote the interests of the stockholders and enable us to attract, retain and compensate employees.

**OUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR APPROVAL OF THE THIRD AMENDED AND RESTATED EMPLOYEE STOCK PURCHASE PLAN.**

## PROPOSAL THREE:

### RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2022

PricewaterhouseCoopers LLP audited our financial statements for the fiscal year ended December 31, 2021. Our Audit Committee has selected PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022. Although stockholder approval of the selection of PricewaterhouseCoopers LLP is not required by law, our Board of Directors believes that it is advisable to give stockholders an opportunity to ratify this selection.

If stockholders do not approve this proposal at the 2022 annual meeting, our Audit Committee will reconsider its selection of PricewaterhouseCoopers LLP. If stockholders do ratify this appointment, the Audit Committee, which has direct authority to engage our independent registered public accounting firm, may appoint a different independent registered public accounting firm at any time during the year if it determines that the change would be in the best interests of Forrester and our stockholders.

The Audit Committee has approved all services provided to Forrester by PricewaterhouseCoopers LLP during 2021. Representatives of PricewaterhouseCoopers LLP are expected to be present at the 2022 annual meeting. They will have the opportunity to make a statement if they desire to do so and will also be available to respond to appropriate questions from stockholders.

#### Independent Auditors' Fees and Other Matters

The following table presents the aggregate fees billed or expected to be billed by PricewaterhouseCoopers LLP ("PwC") and its affiliates for fiscal 2021 and fiscal 2020.

	Fiscal 2021	Fiscal 2020
Audit Fees(1)	\$ 1,463,426	\$ 1,497,907
Audit-Related Fees(2)	—	—
Tax Fees(3)	36,252	33,349
All Other Fees(4)	6,706	37,700
Total Fees	\$ 1,506,384	\$ 1,568,956

- (1) Audit fees are fees related to professional services rendered by PwC and its affiliates in connection with the audit of our financial statements and our internal controls over financial reporting, the reviews of our interim financial statements included in each of our quarterly reports on Form 10-Q, international statutory audits, and review of other SEC filings.
- (2) There were no audit-related fees in fiscal 2021 or fiscal 2020.
- (3) Tax fees are fees billed for professional services related to tax compliance and tax consulting services.
- (4) All other fees include licenses to web-based accounting and finance reference materials and services related to Brexit preparedness.

#### Audit Committee's Pre-Approval Policy and Procedures

The Audit Committee approves the engagement of our independent registered public accounting firm to render any audit or non-audit services. At a regularly scheduled Audit Committee meeting, management or a representative of the Company's independent registered public accounting firm summarizes the services to be provided by the firm and the fees that will be charged for the services. Thereafter, if new services or dollar amounts in excess of those pre-approved at the meeting are proposed, they are either presented for pre-approval at the next meeting of the Audit Committee or approved by the Chair of the Audit Committee pursuant to delegated authority. At subsequent meetings, the Audit Committee is provided a listing of any newly pre-approved services since the last meeting, and an updated projection for the current year of the estimated annual fees to be paid to the firm for all pre-approved audit and permissible non-audit services.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT  
THE STOCKHOLDERS VOTE FOR RATIFICATION OF THE APPOINTMENT OF  
PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2022.**

## **PROPOSAL FOUR:**

### **NON-BINDING VOTE ON EXECUTIVE COMPENSATION**

We have implemented an executive compensation program that rewards performance. Our executive compensation program is designed to attract, retain and motivate the key individuals who are most capable of contributing to the success of our Company and building long-term value for our stockholders. The elements of our executives' total compensation are base salary, cash incentive awards, equity incentive awards, severance and change of control benefits, and other employee benefits. We have designed a compensation program that makes a substantial portion of executive pay variable, subject to increase when performance targets are exceeded, and subject to reduction when performance targets are not achieved.

We believe our executive compensation program strikes the appropriate balance between utilizing responsible, measured pay practices and providing incentives to our executives to create value for our stockholders. We believe this is evidenced by the following:

- The mix of compensation among base salary and cash incentives.
- Generally our compensation policies and practices are uniform across each of our business units and geographic regions.
- Our bonus plan for executive officers provides for multiple payout levels based on targets established and approved by our Compensation and Nominating Committee during the first quarter of the applicable plan year.
- We require that minimum threshold performance targets be achieved before any bonuses under our executive cash incentive plan are paid, and bonus payouts under our executive cash incentive plan are capped.
- We use multiple performance measures under our executive cash incentive plan, including CV bookings and modified operating income.
- We currently grant equity-based awards to executives under our equity incentive plan subject to multi-year vesting criteria, and require that the executive remain employed through the vesting date to realize the value of these awards.

The Board endorses the Company's executive compensation program and recommends that stockholders vote in favor of the following resolution:

RESOLVED, that the stockholders approve the compensation of the Company's named executive officers as described in this proxy statement under "Executive Compensation", including the Compensation Discussion and Analysis and the tabular and narrative disclosure contained in this proxy statement.

Because the vote is non-binding, neither the Board of Directors nor the Compensation and Nominating Committee of the Board will be required to take any action as a result of the outcome of the vote on this proposal. The Compensation and Nominating Committee will carefully consider the outcome of the vote when evaluating future executive compensation arrangements.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.**

## **STOCKHOLDER PROPOSALS**

Stockholder proposals to be considered at the Annual Meeting of Stockholders in 2023 must be received by November 29, 2022 to be considered for inclusion in our proxy materials for that meeting.

Stockholders who wish to make a proposal at the 2023 annual meeting, other than proposals included in our proxy materials, or who wish to nominate individuals for election as directors, must notify us between January 10, 2023 and February 9, 2023. If the stockholder does not notify us by February 9, 2023, the proxies will have discretionary authority to vote on a stockholder's proposal brought before the meeting. In addition, to comply with the universal proxy rules (once effective), stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Securities Exchange Act of 1934 no later than March 11, 2023.

## **OTHER BUSINESS**

The Board of Directors has no knowledge of any other matter that may come before the annual meeting and does not, itself, currently intend to present any other such matter.

## **FORM 10-K**

A copy of our annual report on Form 10-K for the fiscal year ended December 31, 2021 filed with the Securities and Exchange Commission will be sent to stockholders without charge by writing to Forrester Research, Inc., Investor Relations, 60 Acorn Park Drive, Cambridge, Massachusetts 02140.

**FORRESTER RESEARCH, INC.  
THIRD AMENDED AND RESTATED  
EMPLOYEE STOCK PURCHASE PLAN**

**SECTION 1. PURPOSE OF PLAN**

The purpose of this Forrester Research, Inc. Third Amended and Restated Employee Stock Purchase Plan (the "Plan") is to provide employees of Forrester Research, Inc. ("Forrester") and its participating subsidiaries (as defined in Section 19) (such subsidiaries, together with Forrester, are hereinafter referred to as the "Company") who wish to become shareholders of Forrester an opportunity to purchase shares of the Common Stock of Forrester (the "Stock"). The Plan is an amendment and restatement of the Forrester Research, Inc. Second Amended and Restated Employee Stock Purchase Plan, effective March 23, 2018, which was an amendment and restatement of the Amended and Restated Employee Stock Purchase Plan, effective March 27, 2009, as subsequently amended effective October 25, 2011, which was an amendment and restatement of the Forrester Research, Inc. 1996 Employee Stock Purchase Plan, as subsequently amended effective January 29, 2002. The Plan, subject to shareholder approval as described in Section 22, shall be effective on March 22, 2022, the date it was adopted by the Board of Directors of Forrester.

The Plan is intended to constitute an "employee stock purchase plan" within the meaning of Section 423(b) of the Internal Revenue Code of 1986, as amended (the "Code").

**SECTION 2. STOCK SUBJECT TO THE PLAN**

The maximum aggregate number of shares of Stock available under the Plan (subject to adjustment as provided in Section 10) for issuance pursuant to the exercise of options ("Options") granted under the Plan to employees of the Company ("Employees") who meet the eligibility requirements set forth in Section 3 hereof ("Eligible Employees") shall be (a) 600,000 shares, plus (b) 176,950 shares, which was the aggregate number of shares remaining issuable under the Plan as of March 22, 2022. The Stock to be delivered upon exercise of Options under the Plan may be either shares of authorized but unissued Stock or previously issued shares reacquired by Forrester and held in treasury, as Forrester's Board of Directors (the "Board of Directors") may determine.

**SECTION 3. ELIGIBLE EMPLOYEES**

Except as otherwise provided below, each Employee who is employed by the Company on a regular basis (and not a temporary basis) for the Company for at least 20 hours per week shall be eligible to participate in the Plan (each, an "Eligible Employee").

(a) Any Employee who immediately after the grant of an Option to him or her would (in accordance with the provisions of Sections 423 and 424(d) of the Code) own stock possessing 5% or more of the total combined voting power or value of all classes of stock of the employer corporation or of its parent or subsidiary corporations, as the terms "parent corporation" and "subsidiary corporation" are defined in Section 424(e) and (f) of the Code, shall not be eligible to receive an Option to purchase Stock pursuant to the Plan. For purposes of determining stock ownership under this paragraph, the rules of Section 424(d) of the Code shall apply, and Stock which the Employee may purchase under outstanding Options shall be treated as stock owned by the Employee.

(b) No Employee shall be granted an Option that permits the Employee's rights to purchase shares of Stock under the Plan and under all other Section 423(b) employee stock purchase plans of Forrester and any parent and subsidiary corporations to accrue at a rate that exceeds \$25,000 of fair market value of such stock (determined at the time such Option is granted) for each calendar year in which any such Option granted to such Employee is outstanding at any time, as provided in Sections 423(b)(8) of the Code.

**SECTION 4. METHOD OF PARTICIPATION**

The stock option periods for which Options may be granted hereunder shall consist of six-month periods commencing on each March 1 and September 1 (each, an "Option Period"). Each person who will be an Eligible Employee on the first day of any Option Period may elect to participate in the Plan by executing and delivering, at least 15 days prior to such day, a payroll deduction authorization in accordance with Section 5 and such procedures as may be prescribed by and in a form acceptable to the Board of Directors, acting by and through the Chief Financial Officer or any other authorized officer. Such Eligible Employee will thereby become a participant ("Participant") on the first day of such Option Period and will remain a Participant until the Employee's participation is terminated as provided in the Plan. Each Participant's authorization on file under the Plan will continue to succeeding Option Periods as long as the Plan remains in effect, unless a Participant files a new authorization or withdraws from the Plan.

**SECTION 5. PAYROLL DEDUCTION**



An Eligible Employee may request payroll deductions in an amount (expressed as a whole percentage) of not less than two percent (2%) but not more than ten percent (10%) of the Participant's total Compensation by means of substantially equal payroll deductions over the Option Period. All amounts withheld in accordance with a Participant's payroll deduction authorization will be credited to a withholding account for such Participant and shall be deposited with the general funds of the Company. No interest will be payable on such withholding account. In no event shall more than \$10,000 be withheld with respect to any Participant for any Option Period. For purposes of the Plan, "Compensation" shall mean (i) regular base wages or salary (including Company-paid short-term disability compensation, and any pre-tax salary reduction contributions made by the Participant to any Code Section 401(k) plan, Code Section 125 cafeteria or flexible spending plan, Code Section 129 dependent care plan, and Code Section 132(f) qualified transportation fringe benefit plan), and (ii) any overtime, paid time off, cash bonuses, and commissions paid to a Participant by the Company for the relevant period. There shall be excluded from Compensation (i) income arising from any profit-sharing, non-qualified deferred compensation, welfare benefit plan or other employee benefit plan (including payments and benefits relating to severance, relocation allowances, equalization payments, and expense reimbursement), (ii) income arising from any Company equity-based compensation plan, and (iii) any other compensation or remuneration determined not to be "Compensation" by the Board in accordance with Code Section 423.

A Participant may reduce the withholding rate of his or her payroll deduction authorization by one or more whole percentage points (but not to below 2%) at any time during an Option Period (but not more than once per Option Period) by delivering written notice to the Company, such reduction to take effect prospectively as soon as practicable, as determined by the Board of Directors acting by and through the Chief Financial Officer or any other authorized officer, following receipt of such notice by the Company. A Participant may increase or reduce the withholding rate of his or her payroll deduction authorization for a future Option Period by written notice delivered to the Company at least 15 days prior to the first day of the Option Period as to which the change is to be effective.

If a Participant's accumulated payroll deductions on the last day of the Option Period would otherwise enable the Participant to purchase shares of Stock in excess of the limitation described in Section 3(b), the excess of the amount of the accumulated payroll deductions over the aggregate purchase price of the shares actually purchased shall be promptly refunded to the Participant by the Company, without interest.

A Participant may cancel participation and withdraw from the Plan in accordance with Section 12 below.

#### **SECTION 6. GRANT OF OPTIONS**

Each person who is a Participant on the first day of an Option Period will as of such day be granted an Option for such Option Period. Such Option will be for the number of whole shares (not in excess of the share maximum as hereinafter defined) of Stock to be determined by dividing (i) the balance in the Participant's withholding account on the last day of the Option Period, by (ii) the option price per share of the Stock determined under Section 7. For purposes of the preceding sentence, the share maximum with respect to any Option for any Option Period shall be the largest number of shares which, when multiplied by the fair market value of a share of Stock at the beginning of the Option Period, produces a dollar amount of \$12,500 or less. The number of shares of Stock receivable by each Participant upon exercise of his or her Option for an Option Period will be reduced, on a substantially proportionate basis, in the event that the number of shares then available under the Plan is otherwise insufficient.

#### **SECTION 7. OPTION PRICE**

The per share exercise price (the "Option Price") for each such Option shall be the lesser of (i) 85% of the fair market value of the Stock on the date on which the Option was granted pursuant to Section 4 and (ii) 85% of the fair market value of the Stock on the date on which the Option is deemed exercised pursuant to Section 8. Fair market value on any given day shall mean the Closing Price of the Stock on such day or, if there was no Closing Price on such day, the latest day prior thereto on which there was a Closing Price. The "Closing Price" of the Stock on any business day shall be the last sale price as reported on the principal market on which the Stock is traded or, if no last sale is reported, then the fair market value as determined by the Board of Directors. A good faith determination by the Board of Directors as to fair market value shall be final and binding.

#### **SECTION 8. EXERCISE OF OPTIONS; ISSUANCE OF STOCK**

Subject to the limitations in Section 18, each Eligible Employee who is a Participant in the Plan on the last day of an Option Period shall be deemed to have exercised his or her Option on such date and thereby to have purchased from Forrester such number of full shares of Stock reserved for the purpose of the Plan, as the Participant's accumulated payroll deductions will purchase at the Option Price, subject to the limitations described in Sections 3(b) and 6. Upon such exercise, the balance of the Participant's withholding account shall be applied to the purchase of the number of whole shares of Stock determined under Section 6 and as soon as practicable thereafter a book entry shall be made in the stock ledger of the Company to evidence the issuance of shares to the Participant. Shares of Stock purchased upon exercise of an Option shall be issued only in the name of the Participant. Notwithstanding the foregoing, the Board of Directors may permit or require that any purchased shares of Stock be deposited directly with a broker designated by the Board, and held by such broker for the pendency of the holding period described in Section 9.

In the event that the balance of the Participant's withholding account following an Option Period is in excess of the total purchase price of the shares so issued, the balance of the withholding account shall be returned to the Participant; provided, however, that if the balance left in the withholding account consists solely of an amount equal to the value of a fractional share, it shall be retained in the withholding account and carried over to the next succeeding Option Period, but no other amounts may be carried forward. The entire balance of the Participant's withholding account following the final Option Period shall be returned to the Participant. No fractional shares will be issued hereunder.

Notwithstanding anything herein to the contrary, Forrester's obligation to issue and deliver shares of Stock under the Plan is subject to the approval required of any governmental authority in connection with the authorization, issuance, sale or transfer of said shares, to any requirements of any national securities exchange applicable thereto, and to compliance by the Company with other applicable legal requirements in effect from time to time, including without limitation any applicable tax withholding requirements.

#### **SECTION 9. HOLDING PERIOD**

Any shares of Stock issued under this Plan to a Participant pursuant to the exercise of an Option granted on or after March 1, 2012 may not be sold, assigned, pledged, encumbered, or otherwise transferred by such Participant for a period of one (1) year after the exercise date of the applicable Option. By purchasing Stock pursuant to the exercise of an Option, the Participant shall be deemed to have agreed to these restrictions on the transferability of shares of Stock.

#### **SECTION 10. CHANGE IN CAPITALIZATION, MERGER**

In the event of any change in the outstanding Stock of Forrester by reason of a stock dividend, split-up, recapitalization, merger, consolidation, reorganization, or other capital change after the effective date of this Plan, the aggregate number of shares available under the Plan, the number of shares under Options granted but not exercised, the maximum number of shares of Stock purchasable by any one Participant and the Option Price shall be appropriately adjusted; provided, however, that no such adjustment shall be made unless Forrester shall be satisfied that it will not constitute a modification of the Options granted under the Plan or otherwise disqualify the Plan as an employee stock purchase plan under the provisions of Section 423 of the Code.

In the event of a sale of all or substantially all of the Stock or a sale of all or substantially all of the assets of Forrester, or a merger or similar transaction in which Forrester is not the surviving corporation or which results in the acquisition of Forrester by another person, the Board in its sole discretion will (a) if Forrester is merged with or acquired by another corporation, provide that each Option will be assumed or a substitute Option granted by the acquiror or successor corporation or a parent or subsidiary of the acquiror or successor corporation, (b) cancel each Option and return the balances in Participants' withholding accounts to the Participants, (c) pursuant to Section 17, accelerate the exercise date of each Option to a date on or before the date of the proposed sale or merger, or (d) permit each Option to continue unchanged.

#### **SECTION 11. EQUAL RIGHTS AND PRIVILEGES; NO TRANSFER OR ASSIGNMENT OF PARTICIPANT'S RIGHTS**

Except as otherwise provided in Section 19, all Participants granted Options under the Plan within a single Option Period shall have the same rights and privileges, and each Participant's rights and privileges under the Plan shall be exercisable during the Participant's lifetime only by the Participant, and shall not be sold, pledged, assigned, or transferred in any manner. In the event any Participant violates the terms of this Section, any Option held by such Participant may be terminated by the Company and upon return to the Participant of the balance of his or her withholding account, all his or her rights under the Plan shall terminate.

#### **SECTION 12. CANCELLATION AND WITHDRAWAL**

A Participant who holds an Option under the Plan may at any time prior to exercise thereof under Section 8 cancel such Option as to all (but not less than all) the shares of Stock subject or to be subject to such Option by written notice delivered to the Company not less than two (2) business days prior to the end of the applicable Option Period, in which case the Company will promptly refund the entire balance of the Participant's withholding account not previously used to purchase Stock under the Plan, without interest.

A Participant may terminate a payroll deduction authorization as of any date by written notice delivered to the Company and will thereby cease to be a Participant as of such date. Any Participant who voluntarily terminates a payroll deduction authorization prior to the last day of an Option Period will be deemed to have cancelled the related Option.

Any Participant who cancels an Option or terminates a payroll deduction authorization may at any time thereafter again become a Participant by completing a new authorization form prior to the beginning of any subsequent Option Period in accordance with Section 4 provided that such individual is then an Eligible Employee.

### **SECTION 13. TERMINATION OF EMPLOYMENT**

Subject to Section 14, whenever a Participant ceases to be an Eligible Employee because of retirement, voluntary or involuntary termination, resignation, layoff, discharge, death or for any other reason, his or her Option rights under the Plan shall immediately terminate and the Company shall promptly refund, without interest, the entire balance of his or her withholding account under the Plan. Such Participant shall have no further rights under the Plan.

Notwithstanding the foregoing, eligible employment shall be treated as continuing intact while a Participant is on a military leave, sick leave or other bona fide leave of absence that lasts for up to 90 days, or for so long as the Participant's right to re-employment is guaranteed either by statute or by contract, if longer than 90 days.

If a Participant's payroll deductions are interrupted by any legal process, a withdrawal notice will be considered as having been received from the Participant on the day the interruption occurs.

### **SECTION 14. DEATH OF PARTICIPANT**

A Participant may file a written designation of beneficiary specifying who is to receive any Stock and/or cash credited to the Participant under the Plan in the event of the Participant's death, which designation will also provide for the Participant's election to either (i) cancel the Participant's Option upon his or her death, as provided in Section 12 or (ii) apply as of the last day of the Option Period the balance of the deceased Participant's withholding account at the time of death to the exercise of the related Option, pursuant to Section 8. In the absence of a valid election otherwise, a Participant's death will be deemed to effect a cancellation of the Option. A designation of beneficiary and election may be changed by the Participant at any time, by written notice to the Company. In the event of the death of a Participant and receipt by the Company of proof of the identity and existence at the Participant's death of a beneficiary validly designated by him or her under the Plan, the Company shall deliver to such beneficiary such Stock and/or cash to which the beneficiary is entitled under the Plan. In the event of the death of a Participant and in the absence of a beneficiary validly designated under the Plan who is living at the time of such Participant's death, the Company shall deliver such Stock and/or cash to the executor or administrator of the estate of the Participant, if the Company is able to identify such executor or administrator. If the Company is unable to identify such administrator or executor, the Company, in its discretion, may deliver such stock and/or cash to the spouse or to any one or more dependents of such Participant as the Company may determine. No beneficiary shall, prior to the death of the Participant by whom he has been designated, acquire any interest in any Stock or cash credited to the Participant under the Plan.

### **SECTION 15. NO SPECIAL EMPLOYMENT RIGHTS**

The Plan does not, directly or indirectly, create in any Employee any right with respect to continuation of employment by the Company, and it shall not be construed to interfere in any way with the Company's right to terminate, or otherwise modify, an Employee's employment at any time.

### **SECTION 16. ADMINISTRATION OF PLAN**

The Plan shall be administered by the Board of Directors, which shall have the right to determine any questions which may arise regarding the interpretation and application of the provisions of the Plan, to remedy any defect, omission or inconsistency in the Plan, and to make, administer, and interpret such rules and regulations in each case as it will deem necessary or advisable. The interpretation and construction by the Board of Directors of any provisions of the Plan or of any Option granted under it shall be final and binding. The Board of Directors may from time to time adopt such rules and regulations for carrying out the Plan as it may deem appropriate.

To the extent permitted by applicable law, the Board may delegate any or all of its powers under the Plan to one or more committees or subcommittees of the Board (a "Committee"). All references in the Plan to the "Board" shall mean any Committee or the Board, as applicable.

The Board may specify the manner in which employees are to provide notices and payroll deduction authorizations. Notwithstanding any requirement of "written notice" herein, the Board may permit employees to provide notices and payroll deduction authorizations electronically.

No member of the Board of Directors shall be liable for any action or determination made in good faith with respect to the Plan or any Option granted under it. The Company shall indemnify and hold harmless the members of the Board, and each officer and employee of the Company acting at the Board's direction with respect to Plan matters, from and against any and all losses, claims, damages or liabilities, including attorney's fees and amounts paid with the approval of the Board in any settlement, arising out of or resulting from any act, omission, interpretation, or determination made with respect to the Plan, unless arising out of or resulting from such person's own fraud or bad faith. Such indemnification shall be in addition (but without duplication) to any rights to indemnification or insurance that such person may have as a director, officer or employee of the Company or under the by-laws of the Company.

## **SECTION 17. AMENDMENT AND TERMINATION OF PLAN**

Forrester reserves the right at any time or times to amend the Plan to any extent and in any manner it may deem advisable by vote of the Board of Directors; provided, however, that any amendment that may (i) materially increase the aggregate number of shares which may be issued under the Plan (other than an adjustment provided for in Section 10), or (ii) change the corporations or class of corporations whose employees may be offered Options under the Plan, if such action would be treated as the adoption of a new plan for purposes of Section 423(b) of the Code, shall have no force or effect unless it is approved by the shareholders within twelve months before or after its adoption.

The Plan and any Option Period may be terminated or suspended at any time by the Board of Directors. Upon termination of the Plan, the Board of Directors may either (i) provide that then-outstanding Options be administered in accordance with their terms, or (ii) accelerate the exercise date for then-outstanding Options by specifying that the Option Period in which such action occurs will end on a date earlier than its originally scheduled end date.

## **SECTION 18. RESTRICTIONS ON THE EXERCISE OF OPTIONS**

The Board of Directors, in its sole discretion, may require as a condition to the exercise of Options that the underlying shares be registered under the Securities Act of 1933, as amended, and that all other legal requirements necessary, or in the Board of Directors' opinion, desirable from the Company's standpoint, to the exercise of the Options be satisfied or waived.

## **SECTION 19. PARTICIPATING SUBSIDIARIES**

(a) The term "participating subsidiary" shall mean any present or future subsidiary of Forrester, as that term is defined in Section 424(f) of the Code, which is designated from time to time by the Board of Directors to participate in the Plan. The Board of Directors shall have the power to make such designation before or after the Plan is approved by the shareholders. The Board of Directors may determine that Forrester and any participating subsidiaries shall be deemed to participate in separate offerings with different terms and conditions as permitted by Section 423 of the Code, provided that the terms of participation by any Eligible Employees within any such separate offering satisfy the equal rights and privileges requirements of Section 423 of the Code.

(b) In order to comply with the laws of a non-U.S. jurisdiction, Options may be granted to Employees of Forrester or a Participating Subsidiary who are citizens or residents of such non-U.S. jurisdiction (without regard to whether they are also citizens of the United States or resident aliens (within the meaning of Section 7701(b)(1)(A) of the Code)) with terms that are less favorable (but no more favorable) than the terms of the Options granted under the Plan or an offering to Eligible Employees who are resident in the United States. Notwithstanding anything to the contrary in other provisions of the Plan or an offering, Employees who are citizens or residents of a non-U.S. jurisdiction (without regard to whether they are also citizens of the United States or resident aliens (within the meaning of Section 7701(b)(1)(A) of the Code)) may be excluded from eligibility under the Plan or an offering if (i) the grant of an Option under the Plan or an offering to a citizen or resident of the non-U.S. jurisdiction is prohibited under the laws of such jurisdiction, or (ii) compliance with the laws of the non-U.S. jurisdiction would cause the Plan or an offering to violate the requirements of Section 423 of the Code. Forrester may add one or more appendices to the Plan describing the operation of the Plan in those jurisdictions in which Eligible Employees are granted less favorable Options or in which Employees are excluded from participation.

(c) The Board of Directors may from time to time establish one or more sub-plans under the Plan with respect to one or more Participating Subsidiaries, provided that such sub-plan complies with Section 423 of the Code. To the extent permitted by Section 423 of the Code, such sub-plans may provide for separate offerings with different terms for Participating Subsidiaries.

## **SECTION 20. OPTIONEES NOT SHAREHOLDERS**

An Employee shall not have any of the rights and privileges of a shareholder of Forrester and shall not receive any dividends in respect to any shares of Stock subject to an Option hereunder, unless and until such Option has been exercised, full payment has been made for such Stock, and the Stock has been issued.

## **SECTION 21. TAXES**

Payroll deductions shall be made on an after-tax basis. The Company shall have the right, as a condition of exercise, to make such provision as it deems necessary to satisfy its obligations to withhold federal, state, local income or other taxes incurred by reason of the purchase or disposition of Stock under the Plan. In the Board of Directors' discretion and subject to applicable law, such tax obligations may be paid in whole or in part by delivery of Stock to the Company, including Stock purchased under the Plan, valued at fair market value (defined as the closing stock price on the date of delivery). The Company may, to the extent permitted by law, deduct any tax

obligations from any payment of any kind due to the Participant or withhold Stock purchased hereunder, which shall be valued at fair market value (defined as the closing stock price on the date of withholding).

#### **SECTION 22. APPROVAL OF SHAREHOLDERS**

The Plan as hereby amended and restated is subject to the approval of the shareholders of Forrester, which must be secured within twelve months before or after the date the Plan as hereby amended and restated is adopted by the Board of Directors, and any Option granted hereunder prior to such approval is conditioned on such approval being obtained prior to the exercise thereof. The Plan was previously last approved by shareholders of Forrester on May 8, 2018.

#### **SECTION 23. INFORMATION REGARDING DISQUALIFYING DISPOSITIONS**

By electing to participate in the Plan, each Participant agrees to provide any information about any transfer of Stock acquired under the Plan that occurs within two years after the first business day of the Option Period in which such Stock was acquired as may be requested by the Company or any subsidiary corporation in order to assist it in complying with the tax laws.

#### **SECTION 24. GOVERNING LAW**

The Plan shall be governed by the laws of the State of Delaware, without giving effect to the principles of conflicts of law thereof, and shall be construed accordingly.

## COMPANY INFORMATION

### Board Of Directors

**George F. Colony**  
*Chairman of the Board and  
Chief Executive Officer*

**Jean M. Birch**  
*Former Chief Executive Officer,  
Papa Murphy's Holdings, Inc.*

**David Boyce**  
*Investor and Advisor  
on Product-led Growth*

**Neil Bradford**  
*Chief Executive Officer,  
General Index Limited*

**Anthony Friscia**  
*Founder and Former President and CEO,  
AMR Research, Inc.*

**Robert M. Galford**  
*Managing Partner, Center for  
Leading Organizations*

**Warren Romine**  
*Founder and Managing Director,  
Orchard Knob Capital LLC*

**Gretchen G. Teichgraber**  
*Chair of the Board,  
Leadership Connect*

**Yvonne Wassenaar**  
*Chief Executive Officer,  
Puppet, Inc.*

### Executive Officers

**George F. Colony**  
*Chairman of the Board and  
Chief Executive Officer*

**Ryan D. Darrah**  
*Chief Legal Officer and Secretary*

**L. Christian Finn**  
*Chief Financial Officer*

**Kelley Hippler**  
*Chief Sales Officer*

**Carrie Johnson**  
*Chief Product Officer*

**Mike Kasparian**  
*Chief Information Officer*

**Sharyn Leaver**  
*Chief Research Officer*

**Alicia Lee**  
*Chief Consulting Officer*

**Shirley Macbeth**  
*Chief Marketing Officer*

**Steven Peltzman**  
*Chief Business Technology Officer*

### Annual Meeting

Forrester's annual meeting of stockholders will be held at 10 a.m. EDT on May 10, 2022, online at [virtualshareholdermeeting.com/FORR2022](https://virtualshareholdermeeting.com/FORR2022).

### Investor Relations

Requests for financial information should be sent to:

Investor Relations  
Forrester Research, Inc.  
60 Acorn Park Drive  
Cambridge, MA 02140  
USA  
Tel: +1 617.613.6000  
Fax: +1 617.613.5000  
Email: [investor@forrester.com](mailto:investor@forrester.com)

### Transfer Agent

Computershare Investor Services  
P.O. Box 30170  
College Station, TX 77842-3170  
[www.computershare.com/investor](http://www.computershare.com/investor)

### Independent Registered Public Accounting Firm

PricewaterhouseCoopers LLP  
Boston, MA

### Legal Counsel

Choate Hall & Stewart LLP  
Boston, MA

### Stock Listing And Trading Symbol

Forrester's common stock is listed on the Nasdaq Global Select Market under the trading symbol "FORR."

### Corporate Headquarters

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