

**NYSE EURONEXT**  
**HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER**  
**Adopted April 2, 2009**

**Purpose**

The Human Resources and Compensation Committee is appointed by the Board of Directors (“Board”) of NYSE Euronext (“Company”) and is charged with discharging the responsibilities of the Board relating to human resources policies and procedures, executive benefit plans, compensation and compensation disclosure with respect to the Company, and preparing the Human Resources and Compensation Committee report to shareholders for inclusion in the Company’s annual proxy statement.

**Committee Membership**

The Committee shall consist of no fewer than three members. All of the Committee members will meet the independence requirements of the New York Stock Exchange. The members, including the Chairman, shall be appointed by the Board upon the recommendation of the Nominating and Governance Committee. The members of the Committee may be removed by the Board in its complete discretion.

**Organization**

The Committee will meet at least four times during each Board year, or more frequently as it deems necessary to carry out its responsibilities. Meetings of the Committee may be called by the Chairman or a majority of the members of the Committee. A majority of the Committee members will constitute a quorum, except as may be otherwise required by law or the Company’s Certificate of Incorporation or Bylaws. The act of a majority of the Committee members present at any meeting at which a quorum is present will be the act of the Committee.

The Committee will regularly report to the Board. It will reassess the adequacy of this charter annually and propose changes to the Board for approval. The Committee will annually review its own performance and report the results to the Board.

In discharging its responsibilities, the Committee will have the resources and authority to obtain advice and assistance from internal resources and external advisors or professionals (including compensation consultants) it deems appropriate and to cover ordinary administrative costs.

**Duties and Responsibilities**

The primary responsibilities of the Committee are set forth below. The Committee will:

1. Review the Company’s human resource policies, including the activities relating to recruitment of Management Committee members and the development of and succession planning for Management Committee members and advise the Chairman of the Board, the Nominating and Governance Committee and the

2. At the request of the Nominating & Governance Committee, advise and assist the Nominating and Governance Committee in reviewing (i) non-executive Director compensation and benefits and (ii) development plans for potential successors to the Chief Executive Officer and Deputy Chief Executive Officer.
3. On an annual basis, review, set and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer and Deputy Chief Executive Officer, evaluating the performance of the Chief Executive Officer and Deputy Chief Executive Officer in light of the goals and objectives, and, together with the other independent Directors (as directed by the Board), determine and approve such compensation.
4. Review and make recommendations to the Board with respect to incentive-compensation and equity-based plans that are subject to Board approval.
5. Review the appointment of all officers who are subject to Section 16(b) of the Securities Exchange Act of 1934 and all members of Management Committee (other than the Chief Executive Officer and Deputy Chief Executive Officer), and determine the compensation of all members of Management Committee (other than the Chief Executive Officer and Deputy Chief Executive Officer).
6. Review and approve any employment agreements, severance arrangements or change in control agreements and provisions for Management Committee members of the Company (and such review may include factors such as competitive practices and the potential financial implications of the agreement).
7. At the request of the Human Resources and Compensation Committee of any subsidiary of the Company, advise and assist it concerning human resource policies and procedures and director and officer compensation.
8. Review and discuss with management the Compensation Discussion & Analysis (CD&A) section on executive compensation to be included in the Company's proxy statement, and determine whether to recommend to the Board that the CD&A be included in the Company's proxy statement.
9. Provide a report setting forth the basis for the Committee's recommendation to the Board regarding the inclusion of the disclosure set forth in the CD&A, to be included in the Company's proxy statement.

The Committee shall perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate.