

NYSE REGULATION, INC.
HUMAN RESOURCES AND COMPENSATION
COMMITTEE CHARTER
Adopted March 12, 2008

Purpose

The Human Resources and Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of NYSE Regulation, Inc. (the “Corporation”) and is charged with duties relating to human resources policies and procedures, employee benefit plans, and compensation and compensation disclosure with respect to the Corporation.

Committee Membership

The Committee shall consist of no fewer than three members, all of whom shall be Directors satisfying the independence requirements for Directors (i.e., Directors other than the Chief Executive Officer) and a majority of whom shall be Non-Affiliated Directors, as defined in the Corporation’s Bylaws.

The members and the Chairman of the Committee shall be appointed by the Board on the recommendation of the Chairman of the Board. The members of the Committee may be removed by the Board.

Procedures

A majority of the members of the Committee will constitute a quorum of the Committee, except as may be otherwise required by law or the Corporation’s Certificate of Incorporation and Bylaws. Participation in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time shall constitute presence in person at a meeting. The act of a majority of the members of the Committee present at any meeting at which a quorum is present shall be the act of the Committee. The Chairman of the Committee, in consultation with other members of the Committee, shall set meeting agendas.

Committee Authority and Responsibilities

1. The Committee shall review and advise the Chairman of the Board and the officers of the Corporation with respect to human resource policies and procedures relating to the Corporation, including the activities relating to recruiting and the development and succession planning of executive officers.
2. At the request of the Nominating & Governance Committee of the Corporation, the Committee shall advise and assist the Nominating & Governance Committee in reviewing (i) Director compensation and benefits and (ii) any development plans for potential successors to the Chief Executive Officer.

3. The Committee shall, on an annual basis, review and approve corporate goals and objectives relevant to Chief Executive Officer compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and, together with the other Directors, determine and approve such compensation.
4. The Committee shall review and approve officer salary grade structures and guidelines, and bonus and merit plans, including the cumulative effect of awards made pursuant to such plans. The Committee shall also review and approve the compensation of officers who report directly to the Chief Executive Officer.
5. The Committee shall review the appointment of all officers who report directly to the Chief Executive Officer.
6. The Committee shall review and approve any employment agreements, severance arrangements or change in control agreements and provisions for executive officers of the Corporation (and such review may include factors such as competitive practices and the potential financial implications of the agreement or arrangement).
7. The Committee may consult with, and request the assistance of, the Human Resources and Compensation Committee of NYSE Euronext ("NYSE Euronext") concerning human resource policies and procedures and director and officer compensation.
8. The Committee shall provide to NYSE Euronext information which NYSE Euronext may request from time to time with respect to compensation of directors, officers and employees of the Corporation and on the compensation philosophy and methodology used to award compensation for officers of the Corporation (including information relating to appropriate comparisons, benchmarks, performance measures and evaluation processes consistent with the mission of the Corporation), including information to be included in the proxy statement of NYSE Euronext.
9. The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting, or other consultants and advisors, and to incur such expenses as the Committee in its discretion determines necessary and appropriate in carrying out the Committee's work.
10. The Committee may form and delegate authority to subcommittees when appropriate.