

**NYSE EURONEXT
NOMINATING AND GOVERNANCE COMMITTEE
CHARTER
Adopted December 12, 2007**

Purpose

The Nominating and Governance Committee (“Committee”) is appointed by the Board of Directors (“Board”) of NYSE Euronext (“Company”) and charged with (a) recommending to the Board candidates eligible to serve on the Board and its Committees, (b) reviewing the governance principles and practices of the Company, (c) establishing and overseeing self-assessment by the Board and its Committees, and (d) conducting timely succession planning for the Chief Executive Officer and Deputy Chief Executive Officer.

Committee Membership

The Committee shall consist of no fewer than four members, and shall be comprised of an equal number of U.S. Persons (as determined as of their most recent election or appointment as directors) and European Persons (as determined as of their most recent election or appointment as directors) (each of “U.S. Persons” and “European Persons” as defined in the Bylaws of the Company), all of whom will meet the independence requirements of the New York Stock Exchange listing standards. 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, provided that any such changes are made in a manner consistent with the composition requirements set forth in Section 4.4 of the Company’s Bylaws.

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 appropriate modifications, if any, 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 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. Identify and recommend to the Board in accordance with the Company's Bylaws Board candidates to be elected or appointed to the Board and as necessary to fill vacancies and newly created directorships and determine the eligibility of any proposed nominees. Assess the performance of incumbent directors, and consider attendance, participation, and other relevant factors in determining whether to nominate such directors for reelection.
2. Make recommendations to the Board with respect to determinations of director independence.
3. Nominate and appoint, and if necessary, remove for cause, the individuals who shall serve as trustees of NYSE Group Trust and directors of *Stichting* NYSE Euronext, in each case subject to the terms and conditions set forth in the Governance and Option Agreement of the *Stichting* NYSE Euronext and the Trust Agreement of the NYSE Group Trust.
4. Receive and review in accordance with the Company's Bylaws shareholder recommendations and recommendations from the public in considering candidates for Board membership for the Company, and annually review and recommend to the Board the Candidate Nomination Policy related to such public nominations.
5. Recommend to the Board committee chairman and membership appointments.
6. In accordance with the organizational documents of each of the following entities: (a) designate candidates, and determine the eligibility of persons proposed by petition, for Non-Affiliated Directors of NYSE LLC and NYSE Market, respectively, and (b) coordinate and consult with the Nominating and Governance Committee of NYSE Regulation in identifying and determining the independence of Non-Affiliated Directors of NYSE Regulation and with each of the Director Candidate Recommendation Committees ("DCRC") of NYSE Market and NYSE Regulation in connection with each DCRC's "Fair Representation Candidates" recommendations for each of NYSE Market, NYSE Regulation and NYSE LLC.
7. Conduct the Board's annual governance review with respect to the Company, including the development of and recommendations with respect to the Company's Corporate Governance Guidelines, and ensure that the Company's corporate governance practices and policies are transparent and communicated clearly to the public.
8. Review and recommend to the Board the compensation and benefits of non-executive Directors of the Company. The Committee may seek the advice and assistance of the Human Resources and Compensation Committee in formulating its recommendation.
9. Establish an appropriate process for and oversee the self-assessment of the Board (including board self-assessment, committee self-assessments and director assessments), and oversee the evaluation of management.

10. Conduct timely succession planning for the Chief Executive Officer and Deputy Chief Executive Officer; work with the Board to identify and evaluate potential successors to the Chief Executive Officer and Deputy Chief Executive Officer, and periodically report to the Board on matters relating to succession planning. The Chairman, Chief Executive Officer and Deputy Chief Executive Officer should at all times make available their recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals. The Committee may seek the advice and assistance of the Human Resources and Compensation Committee in reviewing the succession plan and preparing its report.
11. Consider questions of possible conflicts of interest of Board members and of our senior executives, and review and approve transactions with any related person in which the Company is a participant in an amount exceeding \$120,000.
12. Direct and supervise investigations into any matter brought to its attention within the scope of its duties.

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.