

**NYSE GROUP, INC.**  
**AUDIT COMMITTEE CHARTER**  
**Adopted February 2, 2006**

**Purpose**

The Audit Committee is appointed by the Board of Directors (“Board”) of NYSE Group, Inc. (“Group”) and charged with assisting the Board in its oversight of: (a) the integrity of the Group’s financial statements and internal controls, (b) compliance with legal and regulatory requirements, as well as the Group’s ethical standards and policies, (c) the qualifications and independence of the Group’s independent auditor, and (d) the performance of the Group’s internal audit function and its independent auditors; and preparing the Audit Committee report for inclusion in the Group’s annual proxy statement.

**Membership**

The Committee will consist of no fewer than three members, all of whom will meet the independence and experience requirements of the New York Stock Exchange and Rule 10A-3 under the Securities Exchange Act of 1934 (“Exchange Act”).

Each member of the Committee will be financially literate, as such qualification is interpreted by the Board in its business judgment, or become financially literate within a reasonable time after appointment to the Committee. At least one member of the Committee will have accounting or related financial management expertise, as such qualification is interpreted by the Board in its business judgment. The designation or determination by the Board of a person as an Audit Committee financial expert will not impose on such person individually, on the Committee, or on the Board as a whole, any greater duties, obligations or liability than would exist in the absence of such designation or identification.

The members, including the Chairman, will be appointed by the Board upon the recommendation of the Nominating and Governance Committee. Audit Committee members may be added, removed, or replaced 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 Group’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 meet privately in separate sessions with senior management, the independent auditor, and the senior internal audit executive. The Committee may request any officer or employee of the Group or its outside legal counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. In discharging its responsibilities, the Audit Committee will have the resources and authority to cover ordinary administrative costs and to engage any registered public accounting firm, independent counsel and other advisors or professionals it deems appropriate.

The Committee will regularly report to the Board, and will report each year with respect to the activities of the Committee and compliance with this charter. 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.

While the Committee has the responsibilities and powers set forth in this charter, the role of the Committee is assisting the Board in its oversight responsibilities. It is not the duty of the Committee to plan or conduct audits or to determine that the Group's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles and applicable rules and regulations. Likewise, it is not the Committee's responsibility to conduct investigations, or to assure that the Group complies with specific legal requirements or the Group's code of ethics. Each member of the Committee will be entitled to rely, to the fullest extent permitted by law, upon the integrity of those persons or organizations within and outside the Group from whom it receives information, and the accuracy of the information.

### **Duties and Responsibilities**

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

#### **A. Oversight of Independent Auditors**

1. Require the independent auditor to report directly to the Committee. Appoint, oversee the work of, evaluate the qualifications, performance and independence of, determine compensation for, and where appropriate, terminate, replace, or rotate, the independent auditor. In evaluating the performance of the independent auditor, the Committee will evaluate the performance of the independent auditor's lead partner and will consider whether the provision of non-audit services is compatible with maintaining the auditor's independence, and ensure the rotation of audit partners as required by law. The Committee will present its conclusions with respect to the independent auditor to the Board.
2. Review and pre-approve, to the extent required by applicable laws and regulations, the scope and general extent of the independent auditor's services, audit and non-audit, the significant audit procedures that will be used, and the estimated fees for its audit services. The Chairman of the Committee may grant

any required pre-approval of specific services as required, provided that the full Committee is advised of such approval at the next regularly scheduled Committee meeting.

3. Obtain and review a report by the independent auditor, at least annually, regarding: (a) the independent auditor's quality control procedures, (b) any material issues raised by the most recent internal quality control or peer review, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting an independent audit conducted by the firm, (c) any step taken to address such issues, and (d) all relationships between the independent auditor and the Group. Discuss with the independent auditor whether any disclosed relationships or services may impact the objectivity and independence of the independent auditor and make appropriate recommendations to the Board concerning such matters.
4. Obtain and review a report by the independent auditor, at least annually, containing: (a) the auditor's conclusions regarding the Group's critical accounting principles and the application of those principles, (b) all alternative treatments of financial information within GAAP that have been discussed with management and the ramifications of the use of such alternative treatments, (c) the critical accounting principles preferred by the independent auditor, and (d) other matters required to be discussed with the independent auditor by applicable laws and regulations.
5. Recommend to the Board clear policies for the Group's hiring of employees or former employees of the independent auditor.
6. Review with the independent auditor any problem or difficulties in auditing the Group's financial statements and management's responses. The Committee will make efforts to resolve any disagreements between management and the independent auditor regarding financial reporting.
7. Facilitate open communications among the Group's independent auditor, management, the internal audit division and the Board.

**B. Oversight of Internal Auditors**

1. Establish a direct line of communication with the senior internal audit executive. Review the findings of significant reports to management made by the internal audit division and management's responses, as well as internal audit plans and recommended changes to the plans.
2. Recommend for Board approval the appointment and replacement of the senior internal audit executive, and all matters related to responsibilities, budget and staffing of the internal audit division.

**C. Financial Statement and Disclosure Matters**

1. Review with management and the independent auditor the annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Group's Form 10-K.
2. Review with management and the independent auditor the Group's quarterly financial statements including disclosures made in management's discussion and analysis prior to the filing of its Form 10-Q or release of earnings information, including the results of the independent auditor's review of the quarterly financial statements.
3. Review with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Group's financial statements, including the Group's critical accounting principles and any significant changes to those principles or their application, the effect of off-balance sheet structures on the Group's financial statements, and material or non-financial arrangements that do not appear in the Group's financial statements. Discuss the effect of regulatory and accounting initiatives on the Group's financial statements.
4. Review with management and the independent auditor any major issues as to the adequacy of the Group's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
5. Review with management (including the senior internal audit executive) and the independent auditor the Group's internal controls report and the independent auditor's attestation of the report prior to the filing of the Group's Form 10-K.
6. Review disclosures made by the Group's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about the results of their evaluation of the effectiveness of disclosure controls and any significant deficiencies in the design or operation of internal controls or material weaknesses, and any fraud involving management or other employees who have a significant role in the Group's internal controls.
7. Discuss the Group's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies.

#### **D. Corporate Oversight**

1. Discuss the Group's major financial risk exposures and the steps management has taken to monitor and control such exposures, and the Group's risk assessment and risk management policies.
2. Review, and recommend for Board approval, the Officers' and Employees' Statement of Business Conduct and Ethics ("Statement") and Guidelines on Gifts and Entertainment ("Guidelines"). Review the implementation, effectiveness and adequacy of resources of the ethics program supporting compliance with the Statement and Guidelines. Require the Chief Ethics Officer to report directly to the Committee at least annually regarding the ethics program and to review with the Committee, as appropriate, any significant instances of deviation by officers and employees from these and other established codes of conduct. Recommend for Board approval the appointment and replacement of the Chief Ethics Officer.
3. Establish procedures for the receipt, retention and treatment of complaints received by the Group regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. Review any such significant complaints or concerns.
4. Review periodically with the Chief Technology Officer and others, as appropriate, the status of the existing technology programs and significant technological initiatives as they relate to the Group.
5. Review periodically with the head of security the physical and personnel security programs in place for the Group.
6. Review with the General Counsel and others, as appropriate and at least annually, legal matters that may have a material impact on the Group's financial statements, related party transactions and potential conflicts of interest, the Group's compliance policies, and any material reports or inquiries received from regulators or governmental agencies.
7. Direct and oversee, as appropriate, investigations into any matter brought to its attention within the scope of its duties.