

NYSE GROUP, INC.
HUMAN RESOURCES AND COMPENSATION
COMMITTEE CHARTER
Adopted April 6, 2006

Purpose

The Human Resources and Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) and is charged with duties relating to human resources policies and procedures, employee benefit plans, compensation and compensation disclosure with respect to NYSE Group, Inc. (“Group”) and its directly and indirectly owned subsidiaries excluding NYSE Regulation, Inc. (“NYSE Regulation”) and Securities Industry Automation Corporation (Group and such included subsidiaries together referred to as “NYSE Organization”).

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).

The members and the Chairman of the Committee shall be appointed by the Board on the recommendation of the Chairman of the Board with the concurrence of the Nominating & Governance Committee. The members of the Committee may be removed by the Board.

Procedures

The presence of a majority of the members of the Committee members shall be necessary to constitute a quorum of the Committee, except as may be otherwise required by law or the Certificate of Incorporation and Bylaws of Group. At the discretion of the Committee Chairman, 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 Chairman of the Committee, in consultation with other members of the Committee shall set meeting agendas. An act of a majority of the Committee members present at a meeting at which a quorum is present shall be an act of the Committee.

Committee Authority and Responsibilities

1. The Committee shall review and advise the Chairman of the Board and the officers of Group with respect to human resource policies and procedures relating to NYSE Organization, including the activities relating to recruiting; labor relations; training and compensation of employees; as well as development and succession planning of key staff. The Committee shall review employee benefit plans, and the operation and administration of benefit plans by the Employee Benefit Plans Committee, including reviewing compliance of such plans with applicable law.

2. At the request of the Nominating & Governance Committee, 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, evaluating 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 salary grade structures and guidelines, and bonus and merit plans, including the cumulative effect of awards made pursuant to such plans.
5. At the request of the Board, the Committee shall review the appointment of all officers who are subject to section 16(b) of the Securities Exchange Act of 1934, all officers who report directly to the Chief Executive Officer of Group and, recommendations involving personnel received from the Audit Committee.
6. The Committee shall review, approve, and submit for ratification by the Board, the compensation for all officers who are subject to section 16(b) of the Securities Exchange Act of 1934, all officers who report directly to the Chief Executive Officer of Group and, recommendations involving personnel received from the Audit Committee.
7. The Committee shall have the authority to approve officers appointed by, and reporting directly or indirectly to, the Chief Executive Officer.
8. The Committee shall review and approve any employment agreements for senior executives within NYSE Organization.
9. At the request of the Human Resources and Compensation Committee of NYSE Regulation ("NYSE Regulation"), the Committee shall advise and assist the Human Resources and Compensation Committee of NYSE Regulation concerning human resource policies and procedures, director compensation and salary grade structures and merit plans.
10. With respect to Corporate Audit and Regulatory Quality Review personnel, the Committee shall make recommendations to, and advise, the Board concerning performance, compensation and personnel actions.
11. The Committee shall report annually to the shareholders and the public on the compensation of the five most highly compensated officers of the NYSE Organization and NYSE Regulation (as well as director compensation) and on the compensation philosophy and methodology used to award that compensation (including information relating to appropriate comparisons, benchmarks, performance measures and evaluation processes consistent with the missions of

the NYSE Organization and NYSE Regulation), to be included in the proxy statement.

12. The Committee shall adopt such rules of procedure for the Committee, not in conflict with this charter, the Certificate of Incorporation or Bylaws of Group or applicable law, as it deems appropriate.
13. 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.
14. The Committee may form and delegate authority to subcommittees when appropriate.
15. The Committee shall make regular reports to the Board.
16. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance, and report to the Board on such evaluation.
17. 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.