

NYSE GROUP, INC.
NOMINATING & GOVERNANCE COMMITTEE
CHARTER
Adopted January 5, 2006

Purpose

The Nominating & Governance Committee is appointed by the Board and charged with (i) recommending to the Board candidates for the Board of Directors of NYSE Group, Inc. (“Group”), designating candidates and determining eligibility of persons proposed by petition for Non-Affiliated Directors of New York Stock Exchange LLC (in accordance with that company’s Operating Agreement), and nominating candidates and determining eligibility of persons proposed by petition for Non-Affiliated Directors of NYSE Market, Inc., (ii) reviewing the governance principles and practices of Group and its directly and indirectly owned subsidiaries excluding NYSE Regulation, Inc. and Securities Industry Automation Corporation (Group and such included subsidiaries together referred to as “NYSE Organization”), (iii) establishing and overseeing self-assessment by the boards within NYSE Organization, (iv) recommending director compensation within NYSE Organization, and (v) succession planning for the Chief Executive Officer of the Group.

Committee Membership

The Committee shall consist of no fewer than three members, all of whom shall be 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. The members of the Committee may be removed by the Board.

Procedures

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

Committee Authority and Responsibilities

1. The Committee shall (a) recommend to the Board candidates for Board membership for Group and determine eligibility of persons proposed therefor, (b) designate candidates, and determine eligibility of persons proposed by petition, for Non-Affiliated Directors of New York Stock Exchange LLC (in accordance with that company’s Operating Agreement) and (c) designate candidates, and determine eligibility of persons proposed

by petition, for Non-Affiliated Directors of NYSE Market, Inc. (in accordance with that corporation's Bylaws). The Committee shall consider shareholder and public investor recommendations in recommending candidates for Board membership for Group.

2. The Committee shall (i) coordinate with and consult with the Nominating & Governance Committee of NYSE Regulation, Inc. in identifying and determining independence of Non-Affiliated Directors of NYSE Regulation, Inc., (ii) coordinate with and consult with NYSE Market Director Candidate Recommendation Committee ("Market DCRC") and in connection with that Committee's recommendations for "Fair Representation Candidates" for "Non-Affiliated Directors" of NYSE Market, (iii) coordinate with and consult with NYSE Regulation Director Candidate Recommendation Committee ("Regulation DCRC") in connection with that Committee's recommendations for "Fair Representation Candidates" for "Non-Affiliated Directors" of NYSE Regulation, and (iv) coordinate with and consult with both Market DCRC and Regulation DCRC with respect to their joint recommendations to the Committee for "Fair Representation Candidates" for "Non-Affiliated Directors" New York Stock Exchange LLC.
3. The Committee shall review and approve committee membership recommendations made by the Chairman of the Board.
4. The Committee shall conduct the Board's annual governance review with respect to the NYSE Organization; including review and recommendations with respect to corporate governance guidelines.
5. The Committee shall consider the performance of incumbent directors in boards within NYSE Organization and other relevant factors in determining whether to nominate them for reelection.
6. The Committee shall make recommendations to the Board as to determinations of director independence.
7. The Committee shall recommend to the Board candidates to be elected to the Board as necessary to fill vacancies and newly created directorships within NYSE Organization.
8. The Committee shall annually review and make recommendations to the Board with respect to the compensation and benefits of directors within NYSE Organization and may seek the advice and assistance of the Human Resources & Compensation Committee in preparing its recommendations.
9. The Committee shall establish an appropriate process for, and oversee implementation of, the self-assessments of boards within the NYSE Organization (including board self-assessment, committee self-assessments and director assessments).
10. The Committee shall periodically report to the Board on succession planning. The Committee will work with the entire Board to identify and evaluate potential successors to the Group's Chief Executive Officer. The Chairman and the 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 & Compensation Committee in reviewing the succession plan and preparing its report.

11. The Committee shall review and approve the content and implementation of the Code of Business Conduct and Ethics for boards within the NYSE Organization.
12. The Committee shall adopt such rules of procedure for the Committee, not in conflict with this Charter, Group's Certificate of Incorporation and Bylaws or applicable law, as it deems appropriate.
13. The Committee shall have the authority to direct and supervise investigations into any matter brought to its attention within the scope of its duties, including allegations of misconduct by Directors or by committee members within NYSE Organization.
14. The Committee shall have the authority to obtain advice and assistance from internal or external legal or other consultants or advisors, and to incur such expenses as the Committee in its discretion determines necessary and appropriate in carrying out its work.
15. The Committee may form and delegate authority to subcommittees when appropriate.
16. The Committee shall make regular reports to the Board.
17. 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.