

STATE STREET CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board (1) to develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company; (2) to lead the Board in its annual review of the Board’s performance; (3) to assist the Board by identifying individuals, consistent with the Board’s criteria, qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of stockholders or for filling newly created directorships resulting from an increase in the size of the Board or vacancies; and (4) to recommend to the Board director nominees for each committee.

Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the New York Stock Exchange.

The Committee members shall be appointed by the Board and may be replaced by the Board.

Committee Authority and Responsibilities

1. The Committee shall provide leadership in shaping the corporate governance of the Company. As part of its role, the Committee shall annually review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
2. The Committee shall actively seek to identify individuals qualified to become board members, consistent with the Board’s criteria, for recommendation to the Board. In carrying out its responsibility of finding the best qualified individuals to serve as directors for the Company, the Committee shall consider proposals from a number of sources, including members of the Board, members of management, employees and stockholders. Recommendations from stockholders should be submitted upon written notice, addressed to the Chairman of the Nominating and Corporate Governance Committee c/o the Office of the Secretary of State Street Corporation, State Street Financial Center, One Lincoln Street, Boston, Massachusetts 02111 (facsimile number (617-664-4747)). The Committee shall evaluate stockholder- and Board- recommended nominees in the same manner.
3. The Board’s criteria for director candidates shall be those individuals who have had substantial achievement in their personal and professional pursuits, and whose talents, experience, and integrity would be expected to contribute to the best interests of the Company and to long-term stockholder value. Without limiting the individuals to be considered, the Committee shall consider those

individuals who have a general management focus, preferably serve as CEOs of public companies, have a specialization in technology or finance, have global or international business experience, and contribute to the diversity of the Board.

4. The Committee shall have sole authority to retain and terminate a search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
5. The Board is of the view that the optimum board size for the Company is between 12 and 18 individuals.
6. The Committee shall have access to corporate management for research, consultation and advice on all of the matters contained in this charter.
7. The Committee may form and delegate authority to subcommittees when appropriate.
8. The Committee shall make regular reports to the Board.
9. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
10. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance to support the Board's own evaluation of its performance. The Committee shall assess annually whether each of the Executive Committee, Executive Compensation Committee, Examining and Audit Committee, and this Committee has a functioning self-evaluation process, and shall report its assessment to the Board.
11. The Committee shall perform an annual evaluation of the Committee's performance.