

# INTERACTIVE DATA CORPORATION

## AUDIT COMMITTEE CHARTER

(Amended and Restated as of December 15, 2009)

### A. Purpose

The purpose of the Audit Committee is to assist the Board of Directors' oversight of:

- the integrity of the Company's financial statements;
- the Company's compliance with legal and regulatory requirements;
- the independent registered public accounting firm's qualifications and independence; and
- the performance of the Company's internal audit function and independent registered public accountants.

and to prepare an audit committee report to be included in the Company's annual proxy statement as required by the Securities and Exchange Commission (the "Commission").

### B. Structure and Membership

1. Number. The Audit Committee shall consist of at least three members of the Board of Directors.
2. Independence. Except as otherwise permitted by the applicable rules of the New York Stock Exchange ("NYSE"), each member of the Audit Committee must be independent in order to meet the independence requirements of NYSE, the Sarbanes-Oxley Act, and the rules and regulations of the Commission.
3. Financial Literacy. Each member of the Audit Committee shall be financially literate, as such qualification is defined by the Commission, or must become financially literate within a reasonable period of time after his or her appointment to the Audit Committee. At least one member of the Audit Committee must have accounting or related financial management expertise, as the Board of Directors interprets such qualification in its business judgment with reference to applicable law and NYSE rules. Unless otherwise determined by the Board of Directors (in which case disclosure of such determination shall be made in the Company's annual report filed with the SEC), at least one member of the Audit Committee shall be an "audit committee financial expert" (as defined by applicable SEC rules and regulations).

4. Chair. The Audit Committee shall elect a Chair by majority vote.
5. Compensation. The compensation of Audit Committee members shall be as determined by the Board of Directors. No member of the Audit Committee may receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries, other than fees paid in his or her capacity as a member of the Board of Directors or a committee of the Board.
6. Selection and Removal. Members of the Audit Committee shall be appointed by the Board of Directors, upon the recommendation of the Nominating and Corporate Governance Committee. Unless otherwise determined by the Board (in which case disclosure of such determination shall be made in the Company's annual proxy statement), no member of the Audit Committee may serve on the audit committee of more than two other public companies. The Board of Directors may remove members of the Audit Committee from such committee, with or without cause.
7. Service on Other Public Company Audit Committees. Audit Committee members shall not simultaneously serve on the audit committees of more than two other public companies.

## C. **Authority and Responsibilities**

### **General**

The Audit Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management and the independent registered public accounting firm, in accordance with its business judgment. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company and for establishing and maintaining internal control over financial reporting. The independent registered public accountants are responsible for auditing the Company's financial statements and the effectiveness of internal control over financial reporting and for reviewing the Company's unaudited interim financial statements. The authority and responsibilities set forth in this Charter do not reflect or create any duty or obligation of the Audit Committee to plan or conduct any audit, to determine or certify that the Company's financial statements are complete, accurate, fairly presented, or in accordance with generally accepted accounting principles or applicable law, or to guarantee the independent registered public accounting firm's report.

### **Oversight of Independent Registered Public Accounting Firm**

1. Selection. The Audit Committee shall be solely responsible for appointing, evaluating, compensating, overseeing, retaining and, when necessary, terminating the independent registered public accountants. The Audit Committee may, in its discretion, seek stockholder ratification of the independent registered public accountants it appoints.

2. Independence. At least annually, the Audit Committee shall assess the independent registered public accountant's independence. In connection with this assessment, the Audit Committee shall obtain and review a report by the independent registered public accountants describing all relationships between the independent registered public accountants and the Company (or any of its affiliates), including the disclosures required by Public Accounting Oversight Board Rule 3524. The Audit Committee shall engage in an active dialogue with the independent registered public accountants concerning any disclosed relationships or services that might impact the objectivity and independence of the auditor. The Audit Committee should consider whether, in order to assure continuing auditor independence, there should be regular rotation of the independent registered public accounting firm.
3. Quality-Control Report. At least annually, the Audit Committee shall obtain and review a report by the independent registered public accountants describing:
  - the firm's internal quality-control procedures; and
  - any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.
4. Evaluation. At least annually, the Audit Committee should evaluate the independent registered public accountant's qualifications, performance and independence. This evaluation should include the review and evaluation of the lead partner and take into account the opinions of management and the Company's internal auditors. The Audit Committee should present the Audit Committee's conclusions with respect to the independent registered public accountants to the full Board of Directors.
5. Compensation. The Audit Committee shall be directly responsible for setting the compensation of the independent registered public accountants. The Audit Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of the independent registered public accountants established by the Audit Committee.
6. Pre-approval of Services. The Audit Committee shall pre-approve all services to be provided to the Company by the independent registered public accountants. The Audit Committee may, from time to time, establish policies and procedures with regard to pre-approval of permissible non-audit services to be provided by the independent registered public accountants, including establishing that the Chairman may pre-approve any such permissible non-audit services provided the Chairman's approval is presented to the full Audit Committee at its next regularly scheduled meeting.

7. Oversight. The independent registered public accountants shall report directly to the Audit Committee, and the Audit Committee shall be directly responsible for oversight of the work of the independent registered public accountants, including resolution of any disagreements between Company management and the independent registered public accountants regarding financial reporting. In connection with its oversight role, the Audit Committee shall, from time to time as appropriate:
- receive and consider the reports required to be made by the independent registered public accountants regarding:
    - critical accounting policies and practices;
    - alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with Company management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent registered public accountants; and
    - other material written communications between the independent registered public accountants and Company management.
  - review with the independent registered public accountants:
    - any audit problems or difficulties the independent registered public accountants encountered in the course of the audit work and management’s response, including (i) any restrictions on the scope of the independent registered public accountant’s activities, (ii) any restriction on access to requested information, (iii) any significant disagreements with management, and (iv) any audit differences that were noted or proposed by the registered public accountants but for which the Company’s financial statements were not adjusted (as immaterial or otherwise).
    - major issues as to the adequacy of the Company’s internal controls and any special audit steps adopted in light of material control deficiencies;
    - analyses prepared by management and/or the independent registered public accountants setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative methods under U.S. generally accepted accounting procedures on the financial statements; and

- the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
- review with management, the internal auditors, and the independent registered public accountants any changes in internal control over financial reporting that have materially affected or are reasonably likely to materially affect the Company’s internal control over financial reporting that are required to be disclosed in the Company’s periodic filings with the SEC.

### **Audited Financial Statements**

8. Review and Discussion. Prior to the filing of the Company’s annual report on Form 10-K, the Audit Committee shall review and discuss with the Company’s management and independent registered public accountants the Company’s annual audited financial statements, including the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and the matters about which Statement on Auditing Standards No. 61 (Codification of Statements on Auditing Standards, AU §380) requires discussion.
9. Recommendation to Board Regarding Financial Statements. The Audit Committee shall consider whether it will recommend to the Board of Directors that the Company’s audited financial statements be included in the Company’s Annual Report on Form 10-K.
10. Audit Committee Report. The Audit Committee shall prepare an annual committee report for inclusion where necessary in the proxy statement of the Company relating to its annual meeting of security holders.

### **Review of Other Financial Disclosures**

11. Independent Registered Public Accountants Review of Interim Financial Statements. The Audit Committee shall direct the independent registered public accountants to use its best efforts to perform all reviews of interim financial information prior to disclosure by the Company of such information and to discuss promptly with the Audit Committee and the Chief Financial Officer and/or the Chief Accounting Officer any matters identified in connection with the independent registered public accountant’s review of interim financial information which are required to be discussed by applicable auditing standards. The Audit Committee shall direct management to advise the Audit Committee in the event that the Company proposes to disclose interim financial information prior to completion of the independent registered public accountant’s review of interim financial information.

12. Earnings Release and Other Financial Information. The Audit Committee shall discuss generally the types of information to be disclosed in the Company's earnings press releases, as well as in financial information and earnings guidance provided to analysts, rating agencies and others.
13. Quarterly Financial Statements. Prior to the filing of the Company's Quarterly Reports on Form 10-Q, (i) the Audit Committee shall discuss with the Company's management and independent registered public accountants the Company's quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and (ii) the Committee shall discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the independent registered public accountants under the standards of the Public Company Accounting Oversight Board (PCAOB) (United States).

### **Controls and Procedures**

14. Oversight. The Audit Committee shall coordinate the Board of Directors' oversight of the Company's internal control over financial reporting, disclosure controls and procedures and code of business conduct and ethics. The Audit Committee shall receive and review the reports of the CEO and CFO required by Rule 13a-14 of the Exchange Act.
15. Internal Control over Financial Reporting; Disclosure Controls; 302 Certifications. The Committee shall discuss with management, as appropriate (i) the adequacy of the Company's internal control over financial reporting (as such term is defined in Section 404 of the Sarbanes-Oxley Act);(ii) management's process for assessing the effectiveness of internal control over financial reporting with (a) the internal auditors, (b) the independent registered public accountants and (c) management and (iii) management's process for performing its required quarterly certifications under Section 302 of the Sarbanes-Oxley Act, including the evaluation of the effectiveness of disclosure controls by management. The discussions shall include, without limitation, discussion of any reports regarding (i) any significant deficiencies or material weaknesses in the design or operation of the Company's internal control over financial reporting and (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting. The Committee shall review and discuss, as appropriate, any changes implemented by management to address control deficiencies or to make controls more effective.
16. Management's Annual Report on Internal Control over Financial Reporting. The Committee shall review and discuss with management, the internal auditors and the independent registered public accountants management's annual report on the Company's internal control over financial reporting and the independent registered public accountant's attestation report regarding the Company's internal control over financial reporting.

17. Internal Audit Function. The Audit Committee shall coordinate the Board of Directors' oversight of the performance of the Company's internal audit function. The Audit Committee should discuss with the independent registered public accountants the internal audit function's responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit. The Audit Committee shall review the regular internal reports to management (or summaries thereof) prepared by the internal audit department, as well as management's response.
18. Coordination of Internal and External Audits. The Committee shall discuss with the internal auditors and the independent registered public accountants the overall scope and plans for their respective audits, including the adequacy of staffing and budget or compensation as well as the role of any members of the Company's Internal Audit department who will assist in the audit and the extent of reliance on the results of the Company's Sarbanes-Oxley Section 404 testing results.
19. Risk Management. The Audit Committee shall discuss the Company's policies with respect to risk assessment and risk management, including the risk of fraud and guidelines and policies to govern the process by which the Company's exposure to risk is handled. The Audit Committee should discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures. The Audit Committee should review in a general manner the processes the Company has in place to manage and access its risk through mechanisms other than the Audit Committee.
20. Hiring Policies. The Audit Committee shall establish a policy regarding the hiring of employees or former employees of the Company's independent auditors. The hiring policies should take into account the pressures that may exist for auditors consciously or subconsciously seeking a job with the Company (who they audit).
21. Procedures for Complaints. The Audit Committee shall establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. The Audit Committee shall periodically review the complaint procedures to confirm they are operating effectively.
22. Additional Powers. The Audit Committee shall have such other duties as may be delegated from time to time by the Board of Directors.

**D. Procedures and Administration**

1. Meetings. The Audit Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Audit Committee may also act by

unanimous written consent in lieu of a meeting. The Audit Committee shall periodically meet separately with: (i) the independent registered public accountant, (ii) Company management, and (iii) the Company's internal auditors. The Audit Committee shall keep such records of its meetings as it shall deem appropriate.

2. Subcommittees. The Audit Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances. Any decision of a subcommittee to pre-approve audit, review, attest or non-audit services shall be presented to the full Audit Committee at its next scheduled meeting.
3. Reports to Board. The Audit Committee shall report regularly to the Board of Directors. The Audit Committee should review with the full Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent registered public accountants or the performance of the internal audit function.
4. Charter. The Audit Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
5. Independent Advisors. The Audit Committee is authorized, without further action by the Board of Directors, to engage such independent legal, accounting and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Audit Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of such advisors as established by the Audit Committee.
6. Investigations. The Audit Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Audit Committee or any advisors engaged by the Audit Committee and with full access to all books and records of the Company.
7. Funding. The Audit Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.
8. Annual Self-Evaluation. At least annually, the Audit Committee shall evaluate its own performance, including a review of the Audit Committee's compliance with this Charter. The Audit Committee, through a process managed by the

Nominating and Corporate Governance Committee, shall conduct such evaluation and review in such manner as it deems appropriate and report the results of the evaluation to the Board of Directors.