

# INTERACTIVE DATA CORPORATION

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Amended and Restated as of December 4, 2008)

### A. Purpose

The purpose of the Nominating and Corporate Governance Committee is to:

- identify individuals qualified to become members of the Board;
- recommend to the Board the persons to be nominated for election as directors at any meeting of the stockholders;
- review from time to time the corporate governance principles applicable to the Company;
- monitor significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies;
- lead the Board and each committee of the Board in its annual performance self-evaluation, including establishing criteria to be used in connection with such evaluation; and
- develop, recommend to the Board, and administer the Corporate Governance Guidelines of the Company.

### B. Structure and Membership

1. Number. The Nominating and Corporate Governance Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. Except as otherwise required by the applicable rules of the New York Stock Exchange, so long as the Company is a “controlled company” as defined by the applicable rules of the New York Stock Exchange, the members of the Nominating and Corporate Governance Committee need not be “independent directors” as defined by such rules.
3. Chair. The Committee shall elect a Chair by majority vote.

4. Compensation. The compensation of Nominating and Corporate Governance Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Nominating and Corporate Governance Committee shall be appointed by the Board. Appointment shall be upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Nominating and Corporate Governance Committee from such Committee, with or without cause.

## C. **Authority and Responsibilities**

### **General**

The Nominating and Corporate Governance Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment.

### **Board and Committee Membership**

1. Selection of Director Nominees. Subject to any contractual or legal requirement of the Company to provide third parties with the ability to nominate directors, the Nominating and Corporate Governance Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with criteria set forth in the Company's Corporate Governance Guidelines and this Charter, and (ii) recommending to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any director vacancies on the Board. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to the Committee regarding director candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other director candidates.
2. Criteria for Selecting Directors. The Board is responsible for approving criteria for selecting independent and non-independent directors. The Nominating and Corporate Governance Committee shall use such criteria and other principles established by the Board from time to time, all as set forth in the Company's Corporate Governance Guidelines to guide its director selection process. The Committee shall be responsible for reviewing the requisite skills and criteria for new Board members as well as the composition of the Board as a whole in light of the characteristics of independence, age, skills, experience and availability of service to the Company of its members and of its anticipated needs from time to time as it deems appropriate.

3. Change in Status. The Committee may, upon a significant change in a director's principal occupation, review, as appropriate, and in light of the then current Board policies as reflected in the Company's Corporate Governance Guidelines, the continued Board membership of such director.
4. Search Firms. The Nominating and Corporate Governance Committee shall have the authority to retain and terminate any search firm to be used to identify independent director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the reasonable compensation of any search firm engaged by the Committee.

### **Corporate Governance**

5. Selection of Committee Members. The Nominating and Corporate Governance Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of Board.
6. Corporate Governance Guidelines. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of the Company's Corporate Governance Guidelines and the Company's Policy and Procedures with Respect to Related Persons Transactions and recommend any proposed changes to the Board for approval.
7. Code of Business Conduct and Ethics. The Nominating and Corporate Governance Committee shall recommend changes to the Company's Code of Business Conduct and Ethics to the Board as the Committee may deem appropriate.

### **Evaluation of the Board; CEO Succession Planning**

8. Evaluation of the Board. The Nominating and Corporate Governance Committee shall be responsible for overseeing an annual self-evaluation of the Board and its committees.

The Nominating and Corporate Governance Committee shall establish criteria and processes for, and lead the Board and each committee of the Board in, its annual self-evaluation. The Nominating and Corporate Governance Committee shall present and discuss the results of each self-evaluation with the Board.

9. Succession. The Nominating and Corporate Governance Committee shall oversee an annual review by the Board of CEO succession planning, which shall include transitional leadership in the event of an unplanned vacancy. The Board shall conduct an annual review of senior management succession planning.

10. Additional Powers. The Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Nominating and Corporate Governance Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate, provided that it shall meet at least two times per year.
2. Agenda. The Chair of the Nominating and Corporate Governance Committee shall develop and set the Committee's agenda in consultation with other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.
3. Subcommittees. The Nominating and Corporate Governance 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.
4. Reports to the Board. The Nominating and Corporate Governance Committee shall report regularly to the Board.
5. Charter. The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and, as appropriate, recommend any proposed changes to the Board for approval.
6. Independent Advisors. The Nominating and Corporate Governance Committee shall have the authority to engage such independent legal 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 Committee is empowered, without further action by the Board, to cause the Company to pay the reasonable compensation of such advisors as established by the Committee.
7. Investigations. The Nominating and Corporate Governance 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 Committee or any advisors engaged by the Committee.

8. Annual Self-Evaluation. At least annually, the Nominating and Corporate Governance Committee shall evaluate its own performance and review its compliance with this Charter. The Committee shall conduct such evaluation and review in such manner as it deems appropriate and recommend any changes to the Board of Directors.

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The foregoing list of duties is not exhaustive, and the Nominating and Corporate Governance Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties. The Nominating and Corporate Governance Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate.