

INTERACTIVE DATA CORPORATION

INDEPENDENT COMMITTEE CHARTER

A. Purpose

The purpose of the Independent Committee includes the review and approval of certain transactions and arrangements involving the Company and certain actions to be taken by the Company involving certain interested parties, as more fully described below.

B. Structure and Membership

1. **Number.** The Independent Committee shall consist of such number of directors as the Board of Directors shall from time to time determine who are not employees of the Company or of any majority stockholder.
2. **Independence.** Each member of the Independent Committee shall be independent as defined by the applicable rules of the New York Stock Exchange.
3. **Chair.** The Independent Committee shall elect a Chair by majority vote.
4. **Compensation.** The compensation of Independent Committee members shall be as determined by the Board of Directors.
5. **Selection and Removal.** The members of the Independent Committee shall be appointed and vacancies filled by the Board of Directors. The Board of Directors may remove members of the Independent Committee from such Committee, with or without cause.

C. Authority and Responsibilities

1. As further delineated in the Company's Policy and Procedures with Respect to Related Person Transactions (as the same may be amended and in effect from time to time, the "Related Person Transaction Policy"), the Independent Committee shall review and approve (or ratify, as the case may be) Related Person Transactions involving any 5% or more beneficial owner of the Company's Common Stock (a "5% Stockholder") or any of its affiliates, on the one hand, and the Company or any of its affiliates, on the other hand (a "5% Stockholder Transaction"). At the discretion of the Committee, the scope of review may include transactions involving less than \$120,000.
2. As required by law or as requested by the Board of Directors from time to time, the Independent Committee shall review and approve (or ratify, as the case may be) transactions or arrangements involving (or actions to be taken by) the Company or any of its affiliates in which a 5% Stockholder or any of its affiliates have an interest.

3. No member of the Independent Committee shall participate in any review or approval of any Related Person Transaction with respect to which such member is a Related Person (as defined in the Related Person Transaction Policy).
4. The Independent Committee shall have such other duties as may be delegated to it from time to time by the Board of Directors.

D. Procedures and Administration

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

8. **Annual Self-Evaluation.** At least annually, the Independent Committee shall evaluate its own performance, and review its compliance with this Charter. The Independent 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.