

# INTERACTIVE DATA CORPORATION

## COMPENSATION COMMITTEE CHARTER

(Amended and Restated as of December 4, 2008)

### A. Purpose

The purpose of the Compensation Committee is to discharge the responsibilities of the Board of Directors relating to compensation of the Company's executive officers, including the responsibilities to:

- review and approve or recommend to the Board corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer (the "CEO"), evaluate the CEO's performance in light of those goals and objectives, and, to determine, or recommend to the Board of Directors for approval, the CEO's compensation level based on this evaluation; and
- approve, or make recommendations to the Board of Directors with respect to, non-CEO compensation, incentive-compensation plans and equity-based plans.

### B. Structure and Membership

1. Number. The Compensation Committee shall consist of at least two members of the Board of Directors.
2. Independence. As long as the Company is a "controlled company" as defined by the applicable rules of the New York Stock Exchange, each member of the Compensation Committee need not be an "independent director" as defined by the applicable rules of the New York Stock Exchange.
3. Chair. The Compensation Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Compensation Committee members shall be as determined by the Board of Directors.
5. Selection and Removal. Members of the Compensation Committee shall be appointed by the Board of Directors. Such appointment shall be upon the recommendation of the Nominating and Corporate Governance Committee. The Board of Directors may remove members of the Compensation Committee from such committee, with or without cause.

## C. Authority and Responsibilities

### General

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

### Compensation Matters

1. CEO Compensation. The Compensation Committee shall annually review and approve, or review and recommend to the Board of Directors for approval, corporate goals and objectives relevant to the compensation of the CEO, and evaluate the CEO's performance in light of those goals and objectives. The Compensation Committee shall have the authority to determine, or may recommend to the Board of Directors for approval, the CEO's compensation level based on this review and evaluation. In determining the long-term incentive component of the CEO's compensation, the Compensation Committee may consider, without limitation, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the CEO in past years.
2. Senior Executive Officer Compensation. The Compensation Committee shall periodically review and approve, or review and recommend to the Board of Directors for approval, senior executive officer compensation, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of senior executive officer compensation. Senior executive officers shall include the CFO and any other officer who reports directly to the CEO, and such additional persons, as the Compensation Committee may from time to time designate as a "senior executive."
3. Plan Recommendations and Approvals. The Compensation Committee shall periodically review and make recommendations to the Board of Directors with respect to incentive-compensation plans and equity-based plans. The Compensation Committee shall approve, or recommend to the Board of Directors for approval, all equity compensation grants, plans and amendments that are not subject to shareholder approval.
4. Incentive Plan Administration. The Compensation Committee shall exercise all rights, authority and functions of the Board of Directors under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by a

plan or resolution of the Board of Directors, the Compensation Committee shall not be authorized to amend any such plan. To the extent permitted by applicable law and the provisions of a given equity-based plan, and consistent with the requirements of applicable law and such equity-based plan, the Compensation Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company.

5. Evaluation of Senior Executives. The Compensation Committee shall be responsible for overseeing the evaluation of the Company's senior executives. The Compensation Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, and supervise the conduct of the evaluation by the Board of Directors.
6. Director Compensation. The Compensation Committee shall periodically review and make recommendations to the Board of Directors with respect to director compensation.
7. Independent Director Stock Ownership. The Compensation Committee shall make a recommendation to the Board of Directors regarding the Board of Director's establishment of targets for stock ownership by each independent director and a time period during which to achieve the target. Non-independent directors do not receive compensation from the Company for service as a director and, accordingly, the Board of Directors does not establish ownership requirements for non-independent directors.
8. Compensation Discussion and Analysis and Compensation Committee Report. The Compensation Committee shall annually review and discuss the Compensation Discussion and Analysis ("CD&A") with management prior to its inclusion in the Company's proxy statement or annual report on Form 10-K, as applicable. In addition, the Compensation Committee shall prepare an annual report as required by the Securities and Exchange Commission to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the Commission, as applicable. The annual report shall state that the Compensation Committee has reviewed the CD&A with management and whether the Compensation Committee recommends its inclusion in the proxy statement or Form 10-K, as applicable. The Compensation Committee shall also review and approve the disclosure regarding compensation matters in the Company's annual proxy statement.
9. Compensation Committee Report on Repricing of Options/SARs. If during the last fiscal year of the Company (while the Company was a reporting company pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (the "Exchange Act")), any adjustment or amendment was made to the exercise price of any stock option or

stock appreciation right previously awarded to a “named executive officer” (as such term is defined from time to time in Item 402(a)(3) of Regulation S-K), the Compensation Committee shall furnish the report required by Item 402(i) of Regulation S-K.

10. Additional Powers. The Compensation 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 Compensation Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Compensation Committee may also act by unanimous written consent in lieu of a meeting. The Compensation Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees; 162(m) Subcommittee. The Compensation Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances, including (i) a subcommittee consisting of a single member or (ii) a subcommittee comprised solely of two or more directors, each of whom qualifies as an “outside director” under Section 162(m) of the Internal Revenue Code.
3. Reports to Board. The Compensation Committee shall report regularly to the Board of Directors.
4. Charter. The Compensation Committee shall periodically review and reassess the adequacy of this Charter and, as appropriate, recommend any proposed changes to the Board of Directors for approval. The Compensation Committee shall periodically review and reassess the adequacy of each Compensation Subcommittee Charter.
5. Consulting Arrangements. The Compensation Committee shall have the authority without further action by the Board of Directors to retain and terminate any compensation consultant to be used to assist in the evaluation of executive officer compensation and shall have the authority to approve the consultant’s fees and other retention terms. The Compensation Committee shall also have authority to commission compensation surveys or studies as the need arises. The Compensation Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of such consultants as established by the Compensation Committee.
6. Independent Advisors. The Compensation Committee shall have the authority, 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 Compensation 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 Compensation Committee.

7. Investigations. The Compensation 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 Compensation Committee or any advisors engaged by the Compensation Committee.
8. Annual Self-Evaluation. At least annually, the Compensation Committee shall evaluate its own performance. The Compensation 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.