

THE DEPOSITORY TRUST & CLEARING CORPORATION
THE DEPOSITORY TRUST COMPANY
FIXED INCOME CLEARING CORPORATION
NATIONAL SECURITIES CLEARING CORPORATION

ENTERPRISE SERVICES COMMITTEE CHARTER

I. Purpose

The Boards of Directors (collectively, the “Board”) of The Depository Trust & Clearing Corporation (“DTCC”), The Depository Trust Company (“DTC”), Fixed Income Clearing Corporation (“FICC”) and National Securities Clearing Corporation (“NSCC”) (DTC, FICC and NSCC together, the “SIFMUs” and collectively with DTCC, the “Company”) have each established an Enterprise Services Committee (collectively, the “Committee”) that has the authority to act on behalf of the Board and assists the Board in overseeing the Company’s Enterprise Services, including but not limited to Enterprise Business Operations, Enterprise Client Operations, Enterprise Digital Solutions, Enterprise Data Solutions, Governance and Reporting, and Enterprise Resiliency Office.

II. Administrative Structure

A. Composition

The Committee shall be composed of not less than four members, including the Chair of the Committee. All members of the Committee shall be members of the Board who are not employed by DTCC (“non-management”). All Committee members shall be selected by the Board, upon nomination by the Governance Committee, and shall serve at the pleasure of the Board. At least one member of the Committee shall be a non-participant directors, as such term is defined in the Board of Directors Mission Statement Charter, and at least 34% of all members of the Committee must be independent.¹

Committee members shall be independent of management and free from any relationship that would interfere with the exercise of independent judgment. DTCC will make available to the Committee as needed educational opportunities relevant to the Committee.

In the event of a vacancy on the Committee, the Committee will continue to undertake its responsibilities, so long as the remaining Committee members are capable of satisfying the quorum and independence requirement.

B. Committee Chair

The Chair of the Committee shall be selected by the Board, upon nomination by the Governance Committee and shall serve at the pleasure of the Board. The Chair must be a non-participant director. In the absence of the Chair at any meeting of the Committee, the Non-Executive Chairman shall serve as Chair of such meeting. In the absence of the Non-

¹ An independent director is a director that has no material relationship with any of the SIFMUs or with any affiliate of the SIFMUs. See SEC Rule 17ad-25(a).

Executive Chairman at any meeting at which the Chair is absent, those members of the Committee present shall designate a Committee member to serve as the Acting Chair.

C. Meetings

There shall be scheduled at least four meetings of the Committee annually, with additional meetings called as the Committee deems appropriate. Meetings of the Committee shall be called by the Chair or the Chair's designee. Meetings of the Committee are open to all Board members and guests invited by the Board or the Committee. The Chair or the Chair's designee shall, in consultation with management, as appropriate, prepare an agenda in advance of each meeting. The Committee also retains the authority to call an "executive session" in which any guests of the Committee may be excluded. The Non-Executive Chairman shall be permitted to attend and participate in executive sessions called by the Committee.

D. Quorum and Voting

A majority of the incumbent Committee members shall constitute a quorum for the transaction of business. The presence of the Non-Executive Chairman shall not be counted towards quorum for the transaction of business at a meeting of the Committee where a quorum of voting Committee members is present, but may be counted towards quorum for the transaction of business at a meeting of the Committee at which a quorum of voting Committee members is not present. In the event the Non-Executive Chairman is absent from a meeting of the Committee at which a quorum of voting Committee members is not present, one (but not more than one) management Director of the Board may serve as a member of the Committee. All actions of the Committee shall require a majority vote of all members of the Committee in attendance at such meeting; provided, however, that any member who has an interest in any matter being reviewed or considered shall abstain from voting on the matter. The Non-Executive Chairman shall not be a voting member of the Committee; provided, however, that (i) in the event of a tie vote or deadlock among the voting members of the Committee, the Non-Executive Chairman shall have the casting vote which shall determine the outcome of such tie vote or deadlock, and (ii) the Non-Executive Chairman may vote at a meeting of the Committee at which he is counted towards quorum for the transaction of business.

E. Minutes and Reports

The Committee shall maintain minutes of all Committee meetings and shall report to the Board regularly on its activities. The Chair is responsible for ensuring that important issues discussed at Committee meetings are reported to the Board.

F. Staff Liaison

A designated officer of management shall serve to assist the Committee and to perform liaison functions between staff and the Committee. The Committee may also require the attendance at any Committee meeting of any additional officers or employees of DTCC as it deems appropriate.

III. Authority

A. Scope

Subject to the direction of the Board, the Committee is authorized to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of the purpose and responsibilities set forth in this Charter. In discharging its role, the Committee may inquire into any matter it considers appropriate to carry out its purpose and responsibilities, with access to all books, records, facilities and personnel of DTCC, and its wholly owned subsidiaries. The Committee also has the authority to retain advisors, consultants and counsel to assist it in carrying out its activities. DTCC shall provide adequate resources to support the Committee's activities.

B. Delegation

The Committee may delegate a subset of its responsibilities to one or more subcommittees composed of members of the Committee. In addition, the Committee may rely on members of management to assist it in undertaking its responsibilities. However, in all instances, the Committee retains the obligation to oversee such delegated activity and to assure itself that delegation and reliance on the work of the persons delegated to and members of management is reasonable.

C. Authority of the Chair to Act in an Emergency²

In an emergency situation, the Chair of the Committee shall make a reasonable effort to convene a meeting of the Committee. If a quorum cannot be obtained, the majority vote of those Committee members present at the meeting will be sufficient for the Committee to take action. If no Committee members are able to attend the emergency meeting, the Chair of the Committee, or the Non-Executive Chairman if the Chair of the Committee is unavailable, may act on behalf of the Committee when immediate action is required. In such instances, the Chair or Non-Executive Chairman, as the case may be, shall report to the Committee as soon as possible on any actions taken at the meeting, or by the Chair or Non-Executive Chairman, as the case may be, for its ratification.

D. Advisory Resources

The Committee may obtain such advice as it requires from time to time to address its responsibilities, whether through the engagement of consultants or other advisory resources, or through any other appropriate action.

² Should the emergency situation concern a participant represented by a member of the Committee, such Committee member shall recuse himself/herself from attending the meeting.

IV. Responsibilities

The following responsibilities are set forth to guide the Committee in fulfilling its purpose. The Committee may undertake other and different activities as appropriate for that purpose, or as may be delegated to it by the Board.

1. Review and oversee matters pertaining to the performance of the Company's Enterprise Services, including key milestones, trends and other significant matters.
2. Review, at least annually, the Company's enterprise programs strategy and relevant metrics with the understanding that metrics within the purview of another Board Committee shall be reviewed by that Committee.
3. Oversee strategic planning for Enterprise Services, including but not limited to Enterprise Business Operations, Enterprise Client Operations, Enterprise Digital Solutions, Enterprise Data Solutions, Governance and Reporting, and Enterprise Resiliency Office capabilities in support of the Company's business lines and services.
4. Oversee the Client Service Portfolio focused on delivering our digital capabilities, streamlining processes and maximizing transparent, timely and responsive communications. This includes fostering of a greater engagement through building and strengthening partnerships with clients.
5. Oversight of the Company's operational resilience capabilities delivered through the Enterprise Resiliency Office including the incident management lifecycle, resilience framework, and Policy and procedure governance.
6. Review the results of any audits (internal and external), regulatory examinations and supervisory examination reports as to significant risk items or any other matter relating to the areas that the Committee oversees, as well as management's responses pertaining to matters that are subject to the oversight of the Committee.
7. On a recurring basis and regarding items within the authority of the Committee, consider and document its consideration of the views of SIFMU participants and other relevant stakeholders of a SIFMU regarding material developments in a SIFMU's risk management and operations, as escalated by management via advisory councils or any other ad hoc means as deemed appropriate by management of the SIFMUs
8. Review and approve proposed regulatory filings to be made pursuant to either Section 19(b) of the Exchange Act as a proposed rule change or Section 806(e) of the Dodd-Frank Act as an advance notice, with respect to Enterprise Services matters: provided, however, the authority to review and approve such filings shall be delegated to the Company's General Counsel or Deputy General Counsels, with respect to changes which may be submitted for immediate effectiveness pursuant to Section 19(b)(3)(A) of the Exchange Act, as well as rule filings that constitute clarifications, corrections or minor changes in the rules of the clearing agencies but that will not be submitted for immediate effectiveness (in each case, except where the aggregate annual fees generated by such changes are anticipated to be more than \$1,000,000). In addition,

such regulatory filings may be approved by the Chair; provided that the Chair promptly reports such approval to the Committee.

9. Review annually the Committee's responsibilities as set forth in the Charter and recommend any changes to the Governance Committee for consideration and approval by the Governance Committee and the Board.
10. Undertake an annual self-assessment of the Committee's performance and provide results of such assessment to the Board for review.