



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

BUSINESSES, TECHNOLOGY AND OPERATIONS COMMITTEE CHARTER

I. Purpose

To facilitate the oversight of the business strategy of The Depository Trust & Clearing Corporation (“DTCC”), The Depository Trust Company (“DTC”), Fixed Income Clearing Corporation (“FICC”), and National Securities Clearing Corporation (“NSCC”) together with DTC and FICC, the “SIFMUs”, and collectively with DTCC, the “Company”) and to assess performance against that strategy, as well as oversight of the operational and technology capabilities that support the Company’s business lines that are responsible for implementing that strategy, the Boards of Directors of DTCC, DTC, FICC and NSCC (collectively, the “Board”) have each established a Businesses, Technology and Operations Committee (collectively, the “Committee”). Consistent with this purpose, the Committee will oversee the performance of the Company’s existing businesses, including the review and approval of plans and fees of such businesses and extensions to such businesses. The Committee will review and recommend for Board approval material proposed businesses or services, with particular regard to (i) any significant risks created by such proposed businesses or services, as they may relate to DTCC, to any SIFMU or any SIFMU’s provision of clearance and settlement services and the financial system more generally, as well as the measures to control and mitigate or eliminate such risks, and (ii) whether there is an acceptable business case. The Committee will also oversee management’s operation and development of the infrastructure capabilities, technology resources, processes and controls necessary to fulfill the Company’s service delivery requirements, and monitor key operational and technology metrics associated with the delivery of the Company’s services.

II. Administrative Structure

A. Composition

The Committee shall be composed of no fewer than five members, including the Chairman of the Committee, who are serving Directors of the Board. The Non-Executive Chairman shall serve as an *ex officio* member of the Committee. 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 qualify as independent from the participant members of the Company.

The Committee shall include members with experience dealing with matters relating to strategic planning, new product and business development, and shall also include

members with experience dealing with operations and technology organizations and strategies or matters relating to infrastructure services, information security or disaster recovery.

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 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 shall be a non-management 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-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 Chair or the Chair's designee shall report regularly to the Board on Committee activities. The Committee may meet in an "executive session" in which Committee members who are employees of DTCC (and any guests of the Committee in attendance) may be excluded; however, actions of the Committee may not be taken in executive session, but require a regular meeting of the Committee or escalation to the Board should the Committee deem it appropriate. 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 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. 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 through the circulation of the minutes of its meetings and by other means.

The Committee 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/or 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 Emergency¹

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 appointment of one or more Advisory Councils to provide expert input, the engagement of consultants or other advisory resources, or through any other appropriate action.

IV. Responsibilities

The following responsibilities are set forth to guide the Committee in fulfilling its purpose to oversee the Company's business strategy and existing businesses; the Committee may undertake other and different activities as appropriate for that purpose, or as may be delegated to it by the Board.

The Committee shall:

1. Review the performance of the Company's business lines, and the operational and technology capabilities in support of those business lines, against the Company's strategy and financial, operational and other performance indicators, and oversee management's operation and development of the Company's technology infrastructure capabilities.
2. Review any relevant initiatives that have a significant impact on the financial, capital, processing, or technological resources of DTCC and the SIFMUs, along with the associated communications plan, and, in connection therewith and in coordination with the Board Risk Committee, escalate or ensure escalation of critical matters and material systemic risk concerns related to business lines and/or new initiatives to the Board, as appropriate.
3. Review, at least annually, the Company's programs and strategy for Operations, and

¹ *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.*

Technology functions.

4. Review, and recommend to the Board for approval, policies relating to the review and approval of material new initiatives, including provisions covering the delegation of new initiatives approval authority to the Committee and provisions identifying new initiatives to be referred to the Board (with the Committee's recommendation) for approval.
5. Review and approve, or review and recommend to the Board for approval, as the Chairman of the Committee deems appropriate, material new initiatives (i.e., involving significant expenditure or potentially causing a consequential impact on key risks for the Company or the industry) -- including mergers, acquisitions, joint ventures, and partnerships -- and review the progress of material new initiatives as required by and in accordance with the New Initiatives Approval Policy, in coordination with the Board's Risk Committee, the Investment and Operating Committee, and the Company's regulators, as appropriate.
6. 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 new business initiatives, product expansions, service developments, and any changes to fees for SIFMU services; 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 of the Committee; provided that the Chair promptly reports such approval to the Committee members.
7. Review material fee changes for services provided by non-SIFMU subsidiaries.
8. 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.
9. Review annually any critical metrics established for the Committee and recommend any changes.
10. Undertake an annual self-assessment of the Committee's performance and provide results of such assessment to the Board for review.