

## **EXHIBIT A (ITEM 10)**

*List in Exhibit A any person who either directly or indirectly, through agreement or otherwise, may control or direct the management or policies of registrant. For each person listed, provide the full name and address and attach a copy of each written agreement or, if the agreements are unwritten, describe the agreement or arrangement through which such person exercises or may exercise such control or direction.*

Below please find the following:

1. a list of the Board of Directors for The Depository Trust & Clearing Corporation (“DTCC”) and Fixed Income Clearing Corporation (“FICC”)<sup>1</sup> containing each director’s full name and address\*;
2. Board’s Mission Statement and Charter;
3. Audit Committee Charter;
4. Businesses and Products Committee Charter;
5. Finance and Capital Committee Charter;
6. Risk Committee Charter;
7. Operations and Technology Committee Charter;
8. Compensation and Human Resources Committee Charter;
9. Governance Committee Charter; and
10. Executive Committee Charter.

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<sup>1</sup> Individuals elected to the Board of DTCC are also elected to the Board of FICC.

\* The response to this item is confidential. It has been omitted and filed separately with the Secretary of the U.S. Securities and Exchange Commission pursuant to the Freedom of Information Act.



























































































their adequacy, recommend any improvements, and report on the results of its review to the Board's Risk Committee;

6. Review DTCC's business transformation initiatives on a periodic basis;
7. Review relevant initiatives that have a significant impact on the financial, capital, processing or technological resources of member firms, along with the associated communications plan;
8. Review, periodically, with management the operational risk assessments of the clearing agencies' operations, automatic data processing systems and facilities.
9. Ensure that critical matters and material systemic risk concerns related to operations and/or technology are escalated to the Board's Risk Committee or, in appropriate cases, to the full Board;
10. 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; and
11. Undertake an annual self-assessment of the Committee's performance and provide results of such assessment to the Board for review.





## **DTCC COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER**

### **I. Purpose**

The Board of Directors (the “Board”) of DTCC has established a Compensation and Human Resources Committee (the “Committee”) to assist the Board in overseeing DTCC’s human resource programs and management compensation policies and practices, including by (i) recommending the compensation of the Executive Chairman of the Board and the Chief Executive Officer to the Board and approving compensation for certain other officers; (ii) reviewing and approving the structure and design of compensation programs for employees; and (iii) assessing whether the compensation program promotes an appropriate approach to risk management.

### **II. Administrative Structure**

#### **A. Composition**

The Committee shall be composed of not less than four members, including the Chair of the Committee, who are serving Directors of the DTCC Board and who are not current employees of DTCC or any of its affiliates. 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 DTCC. The Committee shall include members with experience in matters relating to compensation, talent management, performance management and staffing.

Committee members shall be independent of management and free from any relationship that would interfere with the exercise of independent judgment. Committee members must satisfy the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.<sup>1</sup>

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.

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<sup>1</sup> While not a requirement for the charter, DTCC has elected to include this provision. “Performance-based compensation” under Section 162(m) of the Internal Revenue Code is exempt from the \$1 million limitation on deductibility of compensation for certain employees if certain conditions are met including having the compensation granted by a committee comprised solely of two or more “outside directors.” “Outside director” is defined in Section 1.162-27(e)(3)(i) of the Income Tax Regulations as a director who: (A) is not a current employee of the company; (B) is not a former employee of the company who receives compensation for prior services (other than benefits under a tax-qualified retirement plan) during the taxable year; (C) has not been an officer of the company; and (D) does not receive remuneration from the company, either directly or indirectly, in any capacity other than as a director.

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. In the absence of the Chair at any meeting of the Committee, 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 three 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 also retains the authority to call an "executive session" from which guests of the Committee in attendance may be excluded.

The Committee shall meet at least annually with the Executive Chairman of the Board and the Chief Executive Officer and any other corporate officers the Board and Committee deem appropriate to discuss and review the performance criteria and compensation levels of key executives.

D. Quorum

A majority of the Committee members shall constitute a 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 Committee Chair is responsible for ensuring that important issues discussed at Committee meetings are reported to the full 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.























































