

**MOODY'S CORPORATION  
GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

**Purpose**

The Governance and Nominating Committee's primary purpose is to: (a) develop and recommend to the Board a set of corporate governance principles; (b) perform a leadership role in shaping the Company's corporate governance; (c) identify individuals qualified to become Board members, consistent with criteria approved by the Board; and (d) recommend to the Board the Company's director candidates for election at the annual meeting of stockholders.

**Membership and Meetings**

The Committee shall be comprised of at least three directors, including a chairman, as appointed by the Board. Each member of the Committee shall meet the independence requirements of the New York Stock Exchange ("NYSE") for directors, as determined by the Board. A subsequent determination that any member of the Committee does not satisfy the foregoing requirements shall not invalidate any action theretofore taken by the Committee except to the extent required by law or determined appropriate to satisfy any regulatory standards.

Meetings shall be held on a regularly scheduled basis and additional meetings shall be held as needed. The Committee shall keep written minutes of its meetings and report to the Board on its activities on a regular basis.

**Duties and Responsibilities**

In addition to any other responsibilities that are delegated to it from time to time by the Board, the Committee shall have authority to undertake the following:

**Corporate Governance**

1. The Committee shall develop and recommend to the Board criteria for identifying and evaluating the Company's candidates for the Board, periodically review these criteria and recommend updates to the criteria as appropriate. These criteria include, among other things, an individual's business experience, qualifications, attributes and skills relevant to the management and oversight of the Company's business, independence, ability to represent diverse stockholder interests, judgment, integrity, the ability to commit sufficient time and attention to the activities of the Board, and the absence of potential conflicts or the appearance of conflicts with the Company's business and interests. The Committee annually evaluates the composition of the Board to: (a) assess the skills and experience that are currently represented on the Board as a whole, and in individual directors, as well as the skills and experience that the Board will find valuable in the future; and (b) assess the effectiveness of efforts to achieve a diversity of occupational and personal backgrounds on the Board.

2. The Committee shall be responsible for:
  - overseeing processes for the selection and nomination of director candidates, and for developing, recommending to the Board for approval, and periodically reviewing Board membership criteria;
  - identifying, reviewing the qualifications of, and recruiting candidates for Board membership;
  - overseeing a process for annually assessing the performance and contributions and the independence of incumbent directors in determining whether to recommend them for reelection to the Board;
  - establishing and overseeing a procedure for the Company's stockholders to recommend Board candidates for consideration by the Committee;
  - recommending to the Board the Company's candidates for election or reelection to the Board at each annual stockholders' meeting and candidates to fill vacancies and newly-created directorships on the Board that occur between annual meetings; and
  - reviewing and recommending to the Board whether to accept any resignation tendered pursuant to Company governance practices.
3. The Committee shall consider and make recommendations to the Board regarding the size, structure, composition and functioning of the Board and its committees.
4. The Committee shall annually review the Company's Corporate Governance Principles and recommend revisions to these principles, as necessary.
5. The Committee shall review and recommend to the Board retirement and other policies regarding directors' terms.
6. The Committee shall review and approve all directorships (and similar governance oversight positions) offered to directors of the Company, the CEO or other executive officers of the Company at: (a) other public companies, and (b) other entities that issue public debt or hold ratings from Moody's Investors Service.
7. The Committee shall oversee an annual evaluation of the Board and its committees.
8. The Committee shall be responsible for overseeing an orientation program for new directors and continuing education for current directors.
9. The Committee shall review, and make recommendations to the Board regarding, stockholder proposals submitted to the Company, as appropriate.
10. The Committee shall receive reports regarding, and review with management, significant issues of corporate social and environmental responsibility as they pertain to the Company's business and make recommendations to the Board regarding these issues.

**Evaluation and Charter**

11. The Committee shall evaluate its performance annually, review and reassess the adequacy of this Charter annually, and recommend changes to this Charter to the Board as appropriate.

**Outside Advisors; Authority and Delegation**

12. The Committee shall be empowered to retain, at the Company's expense, such search firms, consultants, counsel or other outside advisors as it determines appropriate to assist it in the performance of its functions and shall receive appropriate funding from the Company, as determined by the Committee, for payment of compensation and other expenses of any such advisors.
13. The Committee shall be empowered to access all books, records, facilities, personnel, agents and advisors of the Company as it deems necessary or appropriate to discharge its responsibilities under this Charter.
14. The Committee may delegate its authority to subcommittees or the chairman of the Committee when it deems appropriate and in the best interests of the Company.