

CHARTER OF THE INTL FCSTONE INC. COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

Purpose

The purpose of the Compensation Committee (“the Committee”) is to aid the Board of Directors in meeting its responsibilities with regard to oversight and determination of executive compensation. Among other things, the Committee reviews and approves salaries and other compensation of the INTL FCStone Inc. (“INTL”) executive officers, administers INTL’s stock option plans and restricted stock plan (including reviewing and approving stock option and restricted stock grants to executive officers), and administers the bonus arrangements for executive officers.

Membership and Structure

The Committee shall consist of not fewer than three independent directors (as defined in the applicable rules for NASDAQ-traded issuers). Appointment to the Committee, including designation of the Chair of the Committee, shall be made on an annual basis by the full Board upon recommendation of the Nominating and Governance Committee of the Board at the first organizational meeting of the Board held after the annual shareholders meeting.

Meetings of the Committee shall be held at such times and places as the Committee shall determine, including by written consent, but shall meet at least two times each year. The Committee will retain written minutes of its meetings, which minutes will be filed with the minutes of the Board of Directors. When necessary, but at least once per year, the Committee shall meet in executive session outside of the presence of any executive officer of the Company. The Chair of the Committee shall report on activities of the Committee to the full Board. In fulfilling its responsibilities, as set forth below, the Committee shall have authority to delegate certain of its authority and responsibilities, as permitted by NASDAQ rules, to subcommittees, including subcommittees consisting solely of one or more INTL employees, in each case to the extent permitted by applicable law.

Responsibilities

The Compensation Committee shall:

- Annually review and reassess the adequacy of its charter and recommend to the Board any changes and revisions to this charter deemed necessary or desirable, although the Board shall have the sole authority to amend this charter.
- Determine the compensation of the Chief Executive Officer of the Company. In determining the amount, form, and terms of such compensation, the Committee shall consider the performance of the CEO in light of corporate goals and objectives relevant to CEO compensation, competitive market data pertaining to

CEO compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its shareholders. Pursuant to NASDAQ rules the CEO may not be present during voting or deliberations relating to his compensation.

- Reviews and determines salaries, bonuses, and other matters relating to compensation of the other executive officers of the Company. In determining the amount, form, and terms of such compensation, the Committee shall consider the officers' performance in light of corporate goals and objectives relevant to executive compensation, competitive market data pertaining to executive compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its shareholders. The CEO of the Company, but not the officers concerned, may be present at meetings during which such compensation is under review and consideration but may not vote.
- Review and make recommendations with respect to shareholder proposals related to compensation matters.
- Review, consult and make recommendations to the full board regarding executive benefit plans and programs.
- As requested by INTL management, review, consult and make recommendations and/or determinations regarding non-executive employee compensation and benefit plans and programs generally, including employee bonus and retirement plans and programs.
- Administer the Company's stock option or other equity-based plans, including the review and grant of stock options or restricted stock to all eligible employees under the Company's existing plans.
- Administer the Company's long term incentive plan (LTIP).
- Be authorized to delegate to any one or more members of the Board of Directors, which person(s) need not be members of the Committee, the authority to review and grant, as the act of the Committee and of the Board, stock options or restricted stock to eligible employees.
- In co-ordination with the Company's Risk Committee ensure that the Company's compensation policies do not incentivize management and employees to take on undue risk.
- Review and approve the Report of the Compensation Committee on Executive Compensation to be included in the Company's annual proxy statement, if appropriate.
- Review the actions taken by the Special Retirement Committee, established to oversee and act on any routine required adoptions, amendments or changes relating to employee benefit plans of the Company, and appointing and removing members of the Special Retirement Committee.

- When appropriate, be authorized to designate one or more of its members to perform certain of its duties on its behalf, subject to such reporting to or ratification by the Committee as the Committee shall direct.
- The Committee shall conduct an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall be conducted in such manner as the Committee deems appropriate.

Resources and Authority

In fulfilling its responsibilities pursuant to NASDAQ rules, the Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser (“Consultant Adviser”). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Adviser retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a Compensation Adviser retained by the Committee.

The Committee may select, or receive advice from, a Compensation Adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:

- the provision of other services to the Company by the person that employs the Compensation Adviser;
- the amount of fees received from the Company by the person that employs the Compensation Adviser, as a percentage of the total revenue of the person that employs the Compensation Adviser;
- the policies and procedures of the person that employs the Compensation Adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the Compensation Adviser with a member of the Committee;
- any stock of the Company owned by the Compensation Adviser; and
- any business or personal relationship of the Compensation Adviser or the person employing the adviser with an Executive Officer of the Company.

Notwithstanding the above, the Committee may select, or receive advice from, any Compensation Adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above. Furthermore, the Committee shall not be required to implement or act consistently with the advice or recommendations of the Compensation Adviser to the Committee and shall not be precluded from exercising its own judgment in fulfillment of the duties of the Committee.

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