

Compensation Committee Charter

Of

EDGAR Online, Inc.

The following is the Compensation Committee (the “Committee”) Charter which shall govern the conduct and specify the function of the Compensation Committee of the Board of Directors (the “Board”) of EDGAR Online, Inc. (the “Company”).

Statement of Policy

The purpose of the Committee is 1) to discharge the Board’s responsibilities relating to compensation, bonus plans, stock option grants and other employment arrangements of the Company’s executives and directors (other than as excepted below), and 2) to produce an annual report on executive compensation for inclusion in the Company’s proxy statement.

Membership

The Committee shall be composed entirely of independent directors. For purposes of the Committee, an independent director shall be one who (a) is not and has not been employed by the Company or an affiliate within the last three years; (b) has not, in the past three years, accepted more than \$60,000 per year in compensatory, advisory or other compensatory fees, including political contributions, from the Company, other than in such director’s capacity as a member of the Board or a committee thereof, and does not have a family member who has received more than \$60,000 in such fees or other compensation; (c) has not been employed by or a partner of the Company’s independent auditors and worked on the Company’s audit engagement in the past three years; (d) is not an executive officer of a charity to which the Company has made payments equal to the greater of \$200,000 or five percent of either the Company’s or the charity’s gross revenue; (e) is not a family member of an individual who has been an executive officer of the Company or its affiliates in any of the past three years; (f) is not the holder of twenty percent or more of the Company’s voting securities; and (g) is not, and has not been for the past three years, employed as an executive of another entity on whose compensation committee and executive of the Company serves. A single non-independent director, who is not an officer, may serve on the Committee for two years, pursuant to the “exceptional and limited circumstances” exception provided by NASDAQ listing standards. In addition to the foregoing, the members of the Committee shall meet the independence requirements that shall from time to time be promulgated by NASDAQ, and to the extent of any conflict between the foregoing standard and NASDAQ, the standards of NASDAQ shall govern the composition of the Committee. At least two members of the Committee shall be “non-employee directors” as defined in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, and “outside directors” as defined in Section 162(m) of the Internal Revenue Code.

The Committee shall consist of three members unless otherwise directed by the Board.

Scope of Powers and Functions

The Committee shall have such powers and functions as may be assigned to it by the Board from time to time; however, such functions shall, at a minimum, include the following:

- to review and recommend corporate goals and objectives relevant to compensation of the President, Chief Financial Officer, Chief Operating Officer, Chief Executive Officer, Chairman of the Board and any other employee position held by a member of the Board (each, a “Senior Executive Officer”), and advise the Board as to the suggested compensation of each Senior Executive Officer in light of those goals and objectives. In determining the recommended long-term incentive component of each Senior Executive Officer’s compensation, the Committee should consider the Company’s performance and relative shareholder return, the value of similar incentive awards to Senior Executive Officers at comparable companies, and the awards given to the Company’s Senior Executive Officers in past years;
- to review and approve corporate goals and objectives relevant to executive compensation for all non-Senior Executive Officers, evaluate such executive performance in light of those goals and objectives, and to set such executive compensation levels based on this evaluation;
- to administer and interpret the Company’s stock option plans and grant stock options or other awards pursuant to such plans;
- to review and approve any employment, severance, change-in control, termination and retirement arrangements for all Company officers (except for arrangements which effect any Senior Executive Officer in which case the Committee will instead recommend to the Board its proposed action);
- to review the compensation (if any) provided to directors for their service (other than in the capacity of a Senior Executive Officer) ; and
- to evaluate its own performance at least annually and report on such performance to the Board.

The Committee may also, at its discretion, engage outside legal counsel or other advisors as it deems necessary to carry out its functions.

Administrative

The Committee shall meet at least once per year and shall hold any additional meetings as may be called by the Chairman of the Committee or management. Members of senior management or others may attend meetings of the Committee at the invitation of the Committee and shall provide pertinent information as necessary. The Chairman of the Committee shall set the agenda of each meeting and arrange for the distribution of the agenda, together with supporting material, to the Committee members prior to each meeting. The Chairman will also cause minutes of each meeting to be prepared and circulated to the Committee members. The Committee may meet via telephone conference calls. A majority of the members of the Committee shall constitute a quorum for all purposes.