



## Director Resignation - Policy

**Issued by:** Moody's Legal Department

**Applicable to:** MCO Directors

**Scope:** Global

**Effective Date:** January, 2008

### POLICY

Nominees for director of Moody's Corporation shall submit, at the time of their nomination or, with respect to each annual meeting of stockholders, within five days following the certification of the stockholder vote for such meeting, a contingent resignation in writing to the Chairman of the Governance and Nominating Committee (the "Committee") which would become effective only if the director fails to receive a sufficient number of votes for re-election at the annual meeting in question and the Board of Directors accepts the resignation.

To the extent applicable, the Committee will consider any such tendered resignation and, within 75 days following the date of the stockholders' meeting at which the election occurred, will make a recommendation to the Board of Directors concerning the acceptance or rejection of such resignation. In determining its recommendation to the Board of Directors, the Committee will consider all factors deemed relevant by the members of the Committee including, without limitation, the stated reason or reasons why stockholders voted against such director's re-election, the qualifications of the director (including, for example, whether the director serves on the Audit Committee of the Board of Directors as an "audit committee financial expert" and whether there are one or more other directors qualified, eligible and available to serve on the audit committee in such capacity), and whether the director's resignation from the Board of Directors would be in the best interests of the Company and its stockholders.

The Committee also will consider a range of possible alternatives concerning the director's tendered resignation as the members of the Committee deem appropriate, which may include, without limitation, acceptance of the resignation, rejection of the resignation, or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Committee to have substantially resulted in such director failing to receive the required number of votes for re-election.

The Board of Directors will take formal action on the Committee's recommendation no later than 90 days following the date of the stockholders' meeting at which the election occurred. In considering the Committee's recommendation, the Board of Directors will consider the information, factors and alternatives considered by the Committee and such additional information, factors and alternatives as the Board of Directors deems relevant.

Following the Board of Director's decision on the Committee's recommendation, the Company, within four business days after such decision is made, will publicly disclose, in a Form 8-K filed with the Securities and Exchange Commission, the Board's decision, together with an explanation of the process by which the decision was made and, if applicable, the Board's reason or reasons for rejecting the tendered resignation.

No director whose resignation, in accordance with this Policy, is required to be considered by the Board, shall participate in the Committee's deliberations or recommendation, or in the Board's deliberations or determination, with respect to accepting or rejecting his resignation as a director.

This Policy, as it may from time to time be amended, will be summarized or included in the "Corporate Governance" section of the Company's website.

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