



PENSON WORLDWIDE, INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

(Effective as of April 28, 2011)

I. Purpose

The Compensation Committee (the "Committee") of the Board of Directors ("Board") of Penson Worldwide, Inc. (the "Company") is appointed by the Board to assist in fulfilling certain of the Board's oversight responsibilities. The Committee's purposes shall be:

- A. To establish compensation arrangements and incentive goals for executive officers and to administer compensation plans;
- B. To evaluate the performance of executive officers and award incentive compensation and adjust compensation arrangements as appropriate based upon performance; and
- C. To review and monitor management development and succession plans and activities.

II. Membership

- A. The Committee shall be composed of at least three directors, each of whom must be independent, as determined pursuant to applicable rules of the Nasdaq Stock Market, Inc. In addition, at least two of the members shall qualify as "outside directors" as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code") and the regulations promulgated thereunder and as "non-employee" directors as defined in Rule 16b-3.
- B. The members of the Committee shall be nominated by the Nominating and Corporate Governance Committee and appointed by the Board for one-year terms. The Nominating and Corporate Governance Committee shall recommend, and the Board shall designate, one member of the Committee to serve as Chairperson. The members of the Committee shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed. No member of the Committee shall be removed except by majority vote of the independent directors of the full Board then in office.

III. Meetings and Procedures

- A. The Committee shall meet as often as it may deem necessary and appropriate in its judgment. A majority of the members of the Committee shall constitute a quorum.
- B. The Chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.

- C. The Committee may delegate authority to one or more members of the Committee where appropriate, but no such delegation shall be permitted if the authority is required by law, regulation, or listing standard to be exercised by the Committee as a whole.
- D. The Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests.
- E. The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter.
- F. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

IV. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- A. Resources
 - 1. Sole authority, and necessary funding, to retain, set compensation and retention terms for, and terminate any consultants, legal counsel, or other advisors that the Committee determines to employ to assist it in the performance of its duties.
 - 2. Access to internal advisors and all other resources within the Company to assist it in carrying out its duties and responsibilities.
- B. Compensation Philosophy, Plans, and Programs
 - 1. Periodically review, consider, and approve the philosophy for compensation of the Company's executive officers and other employees.
 - 2. Establish compensation plans and programs for executives officers and other employees, including incentive and equity-based plans and programs, and authorize appropriate employment contracts, special retirement benefits, and severance or change in control arrangements.
 - 3. Periodically review the adequacy of such plans, programs and arrangements for the executive officers and other employees.
 - 4. Administer the Company's incentive and equity-based plans and programs and otherwise exercise the authority of the Board with respect to such plans.
- C. Specific Compensation Amounts and Incentives
 - 1. Establish annual base salary amounts for Executive Officers and their annual incentive opportunity levels and the financial and any other goals to be met to earn annual and long-term incentive awards.

2. Review and evaluate, at least annually and taking into account the views of the other members of the Board, the performance and leadership of the Principal Executive Officer and determine the amounts of annual and any long-term incentive awards and any adjustments to the annual salary amounts based upon such performance and consistent with the achievement of the established goals.
 3. Review and evaluate with the Principal Executive Officer the performance of the other Executive Officers of the Company and all other officers who report directly to the Principal Executive Officer, and recommend Board approval of the amounts of annual and any long-term incentive awards and any adjustments to the annual salary amounts based upon such performance and consistent with the achievement of the established goals.
 4. Review and evaluate the results from stockholder advisory votes with respect to "Say on Pay" and "Say on Frequency" proposals and recommend to the Board any proposed changes to the Company's compensation policies and practices in response to the stockholder advisory votes.
- D. Management Development and Succession
1. Review and monitor management development plans and activities.
 2. Review with the Board the Company's succession plan for the Principal Executive Officer and other executive officers, including plans for emergency succession in case of unexpected disability.
- E. Other Responsibilities
1. Prepare the report on executive compensation for inclusion in the Company's annual proxy statement in accordance with Securities and Exchange Commission rules and regulations.
 2. Review and reassess on an annual basis the adequacy of this Charter and recommend any proposed changes to the Board for its approval.
 3. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, the Company's Bylaws, and governing law as the Committee or the Board deems necessary or appropriate.