



**NASDAQ, INC. (HOLDCO)
FINANCE COMMITTEE CHARTER**

Approved December 11, 2018

Purpose

The purpose of the Finance Committee (the "Committee") of the Board of Directors (the "Board") of Nasdaq, Inc. (the "Company") is to oversee capital allocation of the Company including corporate investment and financing transactions.

Membership and Term of Office

The Committee will consist of at least three directors annually appointed by the Board for a one year term, the majority of whom shall be independent. The CEO may also serve on this Committee. Committee members shall be recused from the discussion and vote on any matter in which they have direct or indirect self- interest that is separate and independent from the interests of the Company.

Meetings

The Committee will meet throughout the year usually in conjunction with regularly scheduled meetings of the Board and at such other times determined by the Committee or the chair of the Committee. The Committee may form and delegate authority to any subcommittee of the Committee it deems appropriate or advisable.

The Committee will report regularly to the Board on matters within the Committee's responsibilities.

Quorum

Quorum to convene meetings of the Committee for purposes of approving pricing terms of offerings, will include a minimum of two independent committee members plus the CEO or his designee(s).

Responsibilities

The Committee shall:

1. Review and recommend for approval by the Board the capital plan of the Company, including the plan for repurchasing shares of the Company's common stock and the proposed dividend plan.
2. Review and recommend approval by the Board proposed mergers, acquisitions and business divestitures, excluding those below an amount as established by the Board.
3. Review and recommend approval to the Board proposed capital market transactions and other financing arrangements, excluding those below an amount as established by the Board.
4. Review and recommend approval by the Board proposed capital expenditures, lease commitments and asset disposals, excluding those included in the approved annual budget and those below an amount as established by the Board.

5. Review and recommend approval by the Board the Finance Authorization Policy, at a minimum every two years.
6. Receive reports on a periodic basis on the following topics: borrowings, balance sheet, capital position, credit and financial ratings.
7. Make regular reports to the Board.
8. May form and delegate authority to subcommittees or management, as appropriate.
9. Have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
10. Annually review and reassess the adequacy of this Charter.
11. Annually review its own performance.
12. Perform such other duties and functions as may, from time to time, be assigned to the Committee by the Board.