

APPROVED: APRIL 24, 2018

I. Introduction

The Nasdaq, Inc. (Nasdaq) Board of Directors has adopted the following Corporate Governance Guidelines (“Guidelines”) to assist the Board in the exercise of its responsibilities and to provide a concise description of the corporate governance obligations, principles and practices of the Board. The Board will review and amend these guidelines as it deems necessary and appropriate.

II. Corporate Governance Framework

Our governance framework is designed to ensure that our Board has the necessary authority and practices in place to review and evaluate our business operations and to make decisions independent of management. The governance framework establishes the practices our Board follows with respect to: fostering a culture of integrity; establishing corporate governance structures, principles and practices that contribute to effective oversight of Nasdaq and its subsidiaries; rigorous engagement in the strategic framework for long-term value creation; succession planning and evaluating performance and approving compensation of senior management; identifying risks and overseeing risk management, including information security and cybersecurity; ensuring corporate awareness and contribution to the global communities in which we serve and work; and overseeing internal controls, communications and public disclosure. Our goal is to align the interests of directors, management and stockholders and comply with or exceed the requirements of The Nasdaq Stock Market and applicable law.

III. Role and Function of the Board

Stockholders elect the Board to oversee management and to assure that the long-term interests of stockholders are being served. The Board and management routinely confer on the execution of long-term strategic plans, the status of key initiatives and the principal strategic opportunities and risks facing Nasdaq. Through oversight, review and counsel, the Board establishes and promotes Nasdaq business and organizational objectives. Additionally, the Board and its Committees oversee Nasdaq business affairs and integrity, review internal control over financial reporting, perform the annual President and Chief Executive Officer evaluation and oversee the President and Chief Executive Officer and other senior officer succession planning process.

The Board recognizes that the long-term interests of stockholders are advanced by responsibly addressing the concerns of other stakeholders, including employees, customers, suppliers, the government, the public and communities in which Nasdaq does business.

The Board has a function independent of management and is not responsible for the day-to-day affairs of Nasdaq. However, it does have the responsibility to oversee management and be informed, investigate and act as necessary to promote the Nasdaq business and regulatory objectives. As required by applicable law, the commitment of the Board is to Nasdaq as a whole and not just one constituency, thus, the commitment includes the best interests of its stockholders.

The Board reviews reports by management on its performance, its plans and business prospects, as well as issues facing Nasdaq during its regularly scheduled meetings and any special meetings. The Board periodically devotes meetings to conduct an in-depth long-term strategic review with our company’s senior management team. Board members are expected to prepare for, attend and participate in all scheduled Board and applicable Committee meetings.

The Board sets the company’s risk appetite (i.e., the boundaries within which Nasdaq’s management

operates while achieving corporate objectives). In addition, the Board reviews and approves the company's Enterprise Risk Management Policy, which mandates enterprise risk management requirements and defines employee's risk management roles and responsibilities.

In addition to its general oversight of management, the Board and its Committees also perform a number of specific functions, including:

- Reviewing, approving and overseeing the corporate strategies and corporate actions including long-term strategic plans and evaluating the results;
- Assessing major risks and reviewing options for their mitigation;
- Overseeing management's efforts to establish and maintain the highest legal, regulatory and ethical conduct of all its businesses, including conformity with applicable laws and regulations;
- Selecting, evaluating and approving the compensation of the President and Chief Executive Officer and other senior officers; and overseeing the management and succession planning for these executives;
- Evaluating the overall structure and effectiveness of the Board, Board members and committees and overseeing effective corporate governance;
- Providing advice and counsel to senior management; and
- Evaluating, selecting and recommending an appropriate slate of candidates to stockholders for election as Directors.

Board members are expected to comply with the Nasdaq Code of Ethics and the policies thereunder as well as the Code of Conduct for the Board of Directors ("Board Code"). The Board Code was adopted by the Board to reflect a commitment to the highest standards of ethical and business conduct and to comply with the Listing Rules of The Nasdaq Stock Market. Each Board member is expected to become familiar with and abide by the specific ethical standards set forth in the Board Code, as well as any interpretations and procedures issued thereunder. Board members are encouraged to consult with the Nasdaq Office of General Counsel if there is any doubt as to whether a particular transaction or course of conduct complies with or is subject to the Board Code.

IV. Board Composition

A. Director Qualifications

The Nominating & Governance Committee consults with the Board and the management of the Company to determine the characteristics, skills and experience desired for the Board as a whole and for its individual members, with the objective of having a Board that reflects diverse backgrounds and senior level experience in the areas of global business, finance, legal and regulatory, technology and marketing.

All directors will have their fingerprints taken and submitted to the FBI for a background check.

In evaluating the suitability of individual Board members, the Nominating & Governance Committee takes into account many factors, including general and diverse understanding of the global economy, capital markets, finance, technology and other disciplines relevant to the success of a large publicly traded financial technology company; a general understanding of the Company's business and technology; the classification requirements under Nasdaq's By-Laws; the Director's educational and professional background and personal accomplishments; and geographic, gender, age and ethnic diversity. Nasdaq is committed to gender balance in the boardroom and is a member of the 30% Club.

The Board evaluates each individual candidate in the context of the Board as a whole, with the objective of maintaining a group of Directors that can further the success of the Company's long-term business strategy, while representing the interests of stockholders, employees and the communities in which the Company operates.

In determining whether to recommend a Board member for re-election, the Nominating & Governance Committee also considers the director's past attendance at meetings, participation in and contributions to the activities of the Board and the most recent Board self-assessment.

The Nominating & Governance Committee may engage consultants or third-party search firms to assist in identifying and evaluating potential nominees.

When recommending director nominees, the Board and Nominating & Governance Committee focus on how the experience and skill set of each director complements those of fellow director nominees to create a balanced Board with diverse viewpoints and deep expertise. The Board and Nominating & Governance Committee believe there are certain characteristics all directors must exhibit, including: a commitment to the long-term interests of our stockholders; high personal and professional ethics; a proven record of success; a commitment to affiliated self-regulatory organizations; an appreciation of multiple cultures and perspectives; leadership experience; knowledge of financial services; sufficient time to devote to Board service; and sound business judgment. In addition, the Board and Nominating & Governance Committee believe there are other attributes, skills and experience that should be represented on the Board as a whole, but not necessarily by each director, including experience relating to: capital markets; cybersecurity; fintech; mergers & acquisitions; public company board & corporate governance; risk management; and strategic acumen and leadership.

B. Independence of Non-Employee Directors

The Board of Nasdaq is comprised of a majority of directors who qualify as "independent directors" under the Listing Rules of The Nasdaq Stock Market.

"Independent director" means a person other than an officer or an employee of the company or its subsidiaries, or any other individual having a relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Board must make an affirmative determination that no such relationship exists. In addition, the Listing Rules of The Nasdaq Stock Market set forth certain relationships that preclude a finding of independence.

Nasdaq Audit, Management Compensation Committee and Nominating & Governance Committee members have additional independence and qualification requirements pursuant to rules of the SEC and The Nasdaq Stock Market.

C. Director Classification

There are three general classifications for directors of Nasdaq: (1) Industry Director, (2) Non-Industry Director and (3) Staff Director. In addition, Non-Industry Directors are further classified as either Public Directors or Issuer Representatives. Director classifications are specifically defined in the By-Laws located on our investor relations website on nasdaq.com.

Annually, the Corporate Secretary of Nasdaq collects from each current Board member and Board member nominee a completed questionnaire and other relevant information to serve as the basis for a determination of the director's or nominee's classification as an Industry, Non-Industry or Staff Director. Board members notify the Corporate Secretary of changes throughout the year to the information contained in the Board questionnaire. In particular, if a Board member changes his or her present job responsibilities, the Board member updates his or her Board questionnaire so that Nasdaq may ascertain whether the Board member's classification

has changed.

D. Board Leadership

The Board is led by a Chairman, elected annually by the Board. The Chairman's duties are as follows: presides at all meetings of the Board and stockholders; and together with the President and Chief Executive Officer and the Lead Independent Director (if applicable), reviews and approves the meeting agendas and schedules to assure content and sufficient time for discussion of all agenda items.

In accordance with our Corporate Governance Guidelines, Nasdaq separates the roles of Chairman of the Board and President and Chief Executive Officer. We believe that this separation of roles and allocation of distinct responsibilities to each role facilitates communication between senior management and the full Board about issues such as corporate governance, management development, succession planning, executive compensation and company performance. Nasdaq's President and Chief Executive Officer is responsible for the strategic direction, day-to-day leadership and performance of Nasdaq. The Chairman of Nasdaq's Board provides guidance to the President and Chief Executive Office, presides over meetings of the Board and serves as a liaison between the President and Chief Executive Office and the other directors.

If the Chairman of the Board is not an independent director, the Board of Directors will annually elect a non-management, independent director to serve in a lead capacity. The Lead Independent Director (if applicable) shall have the following responsibilities (and may also perform other functions, upon request):

- Presiding at all meetings of the Board at which the Executive Chairman is not present;
- Presiding during Executive Sessions of the Board;
- Briefing the President and Chief Executive Officer and the Executive Chairman on issues discussed during Executive Sessions;
- Serving as a liaison among the President and Chief Executive Officer, the Executive Chairman and the other directors; and
- Together with the President and Chief Executive Officer and the Executive Chairman, approving Board meeting agendas and schedules to assure content and sufficient time for discussion of all agenda items

E. Board Member Annual Election/Board Terms/Retirement Age

Each Board member is subject to election by stockholders on an annual basis. There are no term limits for serving on the Board and no mandatory retirement age.

F. Change in Job Responsibility

A Board member who experiences a significant change of circumstances in his/her principal business or profession that could diminish his/her effectiveness as a Board member, is expected to offer his/her resignation to the Chairman of the Board. The Nominating & Governance Committee shall assess the appropriateness of the Board member resignation and recommend to the Board the action to be taken with respect to the resignation.

G. Other Board Memberships

Board members must be willing to devote sufficient time to carry out their duties and responsibilities effectively. Without specific approval from the Audit Committee and the Nominating & Governance Committee, Board members may serve on no more than four public company boards in addition to their Nasdaq Board service.

Service on other boards and/or committees of other organizations should be consistent with the Nasdaq conflict of interest policies. Directors may not serve on public company boards if prohibited by the Board Code.

H. Director Compensation and Stock Ownership

The Board believes that in order to align the interests of the directors and stockholders of the company, directors should receive compensation and have a financial stake in the company.

Biennially, the Management Compensation Committee reviews the status of Board compensation in relation to comparable organizations and provides recommendations to the Board regarding director compensation. Any changes in compensation are reviewed and approved by the Board.

V. Selection of the Board

A. Board Election Process & Majority Voting Policy

In accordance with the Nasdaq By-Laws, directors of the Nasdaq Board are elected by a majority of votes cast at any meeting for the election of directors at which a quorum is present and there is not a Contested Election (as defined herein). In an election in which, as of the tenth day preceding the date Nasdaq first mails its notice of a meeting of stockholders for the election of directors, the number of nominees exceeds the number of directors to be elected (a "Contested Election"), directors of the Nasdaq Board are elected by a plurality of the votes cast at the annual or special meeting of stockholders. Directors are elected from those persons properly nominated to stand for election at the annual or special meeting.

The Nasdaq By-Laws delegate the nomination process to the Nasdaq Nominating & Governance Committee, which has the authority to identify and nominate candidates for vacancies on the Nasdaq Board of Directors. Nominating & Governance Committee members are appointed annually by the Board and may be removed by majority vote of the Board.

Under certain circumstances, Nasdaq stockholders may also nominate director candidates. A candidate for director must receive the affirmative vote of a majority of the votes cast to be duly elected to the Board in an election that is not a Contested Election. A majority of the votes cast shall mean that the number of votes "for" a director's election exceeds the number of votes cast "against" that director's election. Any securities not voted, for example by abstention and broker non-votes, will not impact the vote.

In order for an incumbent director to become a nominee of the Board, such person must submit an irrevocable resignation contingent on (i) that person not receiving a majority of the votes cast in an election that is not a Contested Election and (ii) acceptance of that resignation by the Board in accordance with the procedure set forth in Article IV, Section 4.4 of the Nasdaq By-Laws. The Nominating & Governance Committee will consider the resignation and shall recommend to the Board whether to accept or reject the resignation. The Board will act on the resignation, taking into account the Nominating & Governance Committee's recommendation, within 90 days following certification of the stockholder vote.

Thereafter, the Board will promptly disclose its decision whether to accept or reject the Director's resignation (and the reasons for rejecting the resignation, if applicable) in a press release to be disseminated in the manner that Nasdaq's press releases typically are distributed.

Any incumbent director who fails to receive the votes required for re-election in an election that is not a Contested Election and who tenders his or her resignation pursuant to Article IV, Section 4.4 of the Nasdaq By-

Laws shall remain active and engaged in Board activities while the Nominating & Governance Committee considers his or her resignation; provided, however, it is expected that such incumbent director shall voluntarily recuse himself or herself from participation in any proceedings or consideration by the Nominating & Governance Committee or the Board regarding whether to accept such director's resignation or to take other action with respect to such director.

B. Director Nominee Process

The Nominating & Governance Committee will consider stockholder recommendations for candidates to the Board. Recommendations can be emailed to corporatesecretary@nasdaq.com or sent to the Nominating & Governance Committee, c/o Joan C. Conley, Senior Vice President and Corporate Secretary, Nasdaq, Inc., 805 King Farm Boulevard, Rockville, MD 20850. The qualifications, qualities and skills required for directors are set forth in the section titled Director Qualifications (IV. A.) in these Guidelines. In addition to considering candidates suggested by the stockholders, the committee considers potential candidates recommended by current directors, Company officers, employees and others and may engage consultants or third-party search firms in identifying and evaluating potential nominees. The Committee considers all potential candidates in the same manner, regardless of the source of the recommendation and generates a list of possible candidates for nomination to the Board.

C. Board Vacancies

If the Board has a vacancy due to death, disability, disqualification, removal, or resignation, the Board shall fill the vacancy by electing by a majority vote of the directors then in office, even if there is less than a quorum, a replacement director from a list of nominees provided by the Nominating & Governance Committee. If under unique circumstances, there is only one director remaining on the Board, the vacancies on the Board will be filled by the sole remaining director. No replacement is required for vacancies if the remaining term is less than six months.

D. Composition Requirements of Nominating & Governance Committee

The Nominating & Governance Committee is comprised of two or more directors, each of whom shall be independent as defined by the independence requirements of The Nasdaq Stock Market LLC Listing Rules, the Corporate Governance Guidelines and other applicable laws, rules and regulations governing director independence, as determined by the Board. In addition, the number of Non-Industry directors must equal or exceed the number of Industry directors and at least two members of the committee must be Public directors. Each committee member shall be appointed annually by a majority vote of the Board and the Board will approve the committee chair.

VI. Authority and Responsibilities of the Board

A. Board Responsibilities and Functions

Board members are responsible for the oversight of management and must exercise their business judgment on an informed basis, in good faith and with the honest belief that the action taken will serve the best interests of Nasdaq and Nasdaq's stockholders. Board members are also responsible for ensuring that exchange subsidiaries of Nasdaq comply with self-regulatory obligations to protect investors, maintain fair and orderly markets and advance the public interest. Board members are expected to:

- attend Board and Committee Meetings;
- participate effectively in all Board and Committee deliberations;

- observe strict confidentiality of all matters presented to the Board or their appropriate Committees;
- raise possible conflict of interest issues to the appropriate staff for prompt resolution;
- further the Nasdaq mission and stated positions in outside forums consistent with the applicable confidentiality duties; and
- act in the best interests of Nasdaq, consistent with their fiduciary duty.

B. Code of Ethics: Board

The Nasdaq Global Code of Ethics, applicable to the Board, all employees including the principal executive officer, principal financial officer and the controller, principal accounting officer and contractors, embodies the company’s fundamental operating principles and expectations of business conduct and is supported by the Nasdaq Ethics and Employee Compliance Program. There is a separate Nasdaq Code of Conduct for the Board which contains provisions specifically applicable to directors. The Program is designed to meet or exceed available standards, including those promulgated by the U.S. and European regulators in the jurisdictions in which we operate. Pillars of the program include structural elements, such as policies, risk assessment, training and communications and key risk areas, including anti-bribery and corruption, data privacy and antitrust and competition.

Nasdaq is committed to providing employees the ability to report concerns or seek guidance on ethics and compliance matters without fear of retaliation. The *SpeakUp!* Program enhances existing policies and procedures to ensure that Nasdaq employees and other stakeholders have channels to raise issues, seek guidance and report potential violations of our Code of Ethics or other company policies. The program is administered within the Legal and Regulatory Group and implemented by cross-functional teams representing all areas of the company. Oversight is provided by the Global Compliance Council.

The Board is committed to upholding the highest legal and ethical conduct in fulfilling its responsibilities. The Board expects Nasdaq Board members, officers and employees to act ethically at all times and to certify annually their commitment to the policies and procedures set forth in the Board of Directors Code of Conduct Policy, the Nasdaq Employee Code of Ethics and associated policies. These policies are located under the corporate governance tab on the investor relations site on ir.nasdaq.com.

GOVERNANCE DOCUMENTS

Amended and Restated Certificate of Incorporation	Audit Committee Charter	Board of Directors Duties & Obligations
By-Laws	Code of Conduct for the Board of Directors	Code of Ethics
Corporate Governance Guidelines	Environmental Practices Statement	Finance Committee Charter
Information Protection and Privacy Practices	Management Compensation Committee Charter	Nasdaq Human Rights Practices Statement
Nominating & Governance Committee Charter	Procedures for Communicating with the Board of Directors	Supplier Code of Ethics

The Board, with the assistance of the Audit Committee, oversees the Nasdaq Global Ethics and Corporate Compliance Program.

D. Board Interaction with Investors, Analysts, Press and Customers

If public comment from the Board is appropriate, these comments should, in most circumstances, come from the Chairman or President and Chief Executive Officer. Board members should not disclose Board information to the public and should observe the confidentiality guidelines set in place, including Nasdaq's Public Disclosure Policy designed to ensure compliance with Regulation FD. Sensitive, non-public policy and proprietary information should not be disclosed to the media. These types of information may include financial information, proposed mergers and acquisitions and other significant changes in assets, changes in directors or senior management, events regarding Nasdaq's securities, investigations in progress, deliberations and contemplated actions of the Board and information on new products, customer relations, cybersecurity and systems developments. If the media contacts a Board member, in most circumstances, the Board member should refer the inquiry to the Nasdaq Corporate Communications Department.

E. Assessing the Board's Performance/Board and Committee Evaluations

Each year, through an independent consultant, the Board and Board committees conduct a self-evaluation to assess the governing entities' effectiveness and adherence to the Corporate Governance Guidelines and corporate committee charters. The results of the evaluation also provide an opportunity to identify potential areas of improvement, resulting in an action plan. As part of this exercise, a skill gap analysis will be performed, which is used to identify skills and competencies to be sought in future board nominees. The following graphic illustrates the board assessment process.

The Board Assessment Process



The processes used to determine board and committee effectiveness include an evaluation of the performance of the Board and each committee. The results are reported and discussed with the Board. The goal of the evaluation is to improve the individual director's and committee's contributions and to maximize the effectiveness of the Board. The results of the assessment are used to determine Board member contributions, committee effectiveness and the characteristics and skills required of prospective Board nominees.

The Board discusses the Board and Board Committee evaluation results and approves an annual action plan to address improvements.

F. Formal Evaluation of the Board Members

The Chairman of the Board, the Lead Independent Director (if applicable) and the Nominating & Governance Committee are responsible for overseeing the annual director evaluation. As part of the annual process of determining director representation on the corporate committees, the Chairman and the Lead Independent Director (if applicable) solicits input from each committee chair and Board members on the effectiveness of the committee, the committee chair and the individual Board member. The Nominating & Governance Committee receives the results and reviews the overall effectiveness of the Board.

Annually the Nominating & Governance Committee, with input from all directors, reviews the effectiveness of the Chair and the Lead Independent Director (if applicable).

G. Periodic Review of Board and Management Powers

The Board periodically reviews the allocation of powers between management and the Board and determines whether these grants of authority are consistent with the changing needs of the business.

VII. Operation of the Board

Board meetings are scheduled in advance, although special meetings may be called as necessary. The meetings are usually held at Nasdaq headquarters, but may occasionally be held at another facility in the United States or abroad.

A. Meeting Order, Agenda and Board Meeting Materials

The Chairman establishes the rules of order and procedure of the Board meeting to ensure the meeting is conducted in an orderly fashion. The Chairman also controls the order of issues to be presented to the Board. The Chairman retains the right, if necessary, to rule out of order any remarks or discussion.

The Board is responsible for the Board meeting agenda. Board members are urged to make suggestions for agenda items or meeting materials to the Chairman, Lead Independent Director (if applicable) and President and Chief Executive Officer.

Information important to the business matters at the Board meeting is distributed in advance of the Board meeting. As a general rule, materials are distributed in advance so that the Board meeting time may be focused on discussions and analysis, rather than an exchange of information. Confidential matters may be discussed at the Board meeting without materials being distributed in advance of the meeting.

B. Attendance and Participation

Board members should attend and participate regularly in Board and Committee meetings consistent with the general fiduciary standards and governance needs of Nasdaq. Pursuant to the SEC proxy rules, Board members who attend less than 75% of Nasdaq's Board meetings and applicable committee meetings will be noted in the annual proxy. Each director is invited and strongly encouraged to attend the Annual Meeting of Stockholders.

C. Board Presentations by Managers

Board meetings routinely include presentations by senior executives and managers who can either provide additional insight to the Board on topics being discussed and/or who management believes have future potential and should be given exposure to the Board. Regular attendance by management is limited to key senior executives and managers. The Board has access to management and employees whenever necessary.

D. Outside Consultants or Advisors

The Board or any Committee has the ability to engage outside advisors and consultants on any matter or area of interest at any time.

E. Stockholder Communication with Directors

Stockholders and other interested parties are invited to contact the Board at the following address by writing us at: AskBoard@nasdaq.com or Nasdaq Board of Directors, c/o Joan C. Conley, Senior Vice President and Corporate Secretary, 805 King Farm Blvd., Rockville, Maryland 20850.

In accordance with SEC Rules and the Sarbanes-Oxley Act of 2002, the Audit Committee has established

procedures for the treatment of concerns relating to accounting, internal controls or auditing matters. These matters are immediately brought to the attention of the Nasdaq internal audit department and the Office of General Counsel.

The Board values stockholders' perspective on our businesses.

F. Chairman's and Executive Sessions of Board

The Chairman and the non-management directors are invited to meet in a separate meeting with the CEO and Corporate Secretary ("Chairman's Sessions") at every regularly scheduled Board meeting.

The independent directors are invited to meet in a separate closed session ("Executive Sessions") at every Board meeting. The Chairman (or if the Chairman is not independent, the Lead Independent Director) is responsible for chairing the Executive Sessions and reporting to the CEO and Corporate Secretary any actions taken during Executive Sessions.

G. Board Committees

The Board has four standing Committees: an Audit Committee, a Finance Committee, a Management Compensation Committee and a Nominating & Governance Committee. Each of these Committees, except the Finance Committee, is composed exclusively of directors determined by the Board to be independent. The Chair of each Committee reports to the Board in Chairman's Session or Executive Session on actions taken at each meeting.

Committees are appointed by the Board to facilitate and assist in the execution of the Board's responsibilities. The Board may add new committees or remove existing committees as it deems it advisable in the fulfillment of its responsibilities.

Each committee will perform its duties as assigned by the Board in compliance with the By-Laws and the committee charters. The key roles and responsibilities of each committee are summarized below. To view the committee charter, visit the Nasdaq website at <http://ir.nasdaqomx.com/nasdaq-inc-documents.cfm>.

Audit Committee: Key Roles and Responsibilities

- Oversees Nasdaq's financial reporting process on behalf of the Board.
- Appoints, retains, approves the compensation of and oversees the independent registered public accounting firm.
- Assists the Board by reviewing and discussing the quality and integrity of accounting, auditing, staffing and financial reporting practices at Nasdaq, including assessing the staffing of employees in these functions.
- Assists the Board by reviewing the adequacy and effectiveness of internal controls and the effectiveness of Nasdaq's ERM and regulatory programs.
- Reviews and approves or ratifies all related party transactions.
- Assists the Board in reviewing and discussing Nasdaq's Global Ethics and Corporate Compliance Program, *SpeakUp!* Program and confidential whistleblower process.
- Assists the Board in its oversight of the Internal Audit function.
- Reviews and recommends to the Board for approval the company's regular dividend payments.
- Updates the Board on discussions and decisions from the Audit Committee meetings.

Risk Oversight Role:

- Reviews the systems of internal controls, financial reporting and the Global Ethics and Corporate Compliance Program.
- Reviews the ERM structure and process.

Independence:

- Each member of the Audit Committee is independent as defined in Rule 10A-3 adopted pursuant to the Sarbanes-Oxley Act of 2002 and in the Listing Rules of The Nasdaq Stock Market.

Finance Committee: Key Roles and Responsibilities

- Reviews and recommends 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.
- Reviews and recommends for approval by the Board significant mergers, acquisitions and business divestitures.
- Reviews and recommends for approval by the Board significant capital market transactions and other financing arrangements.
- Reviews and recommends for approval by the Board significant capital expenditures, lease commitments and asset disposals, excluding those included in the approved annual budget.

Risk Oversight Role:

- Monitors operational and strategic risks related to Nasdaq's financial affairs, including capital structure and liquidity risks.
- Reviews the policies and strategies for managing financial exposure and certain risk management activities of Nasdaq's Treasury function.

Management Compensation Committee: Key Roles and Responsibilities

- Establishes and annually reviews the executive compensation philosophy.
- Reviews and approves all compensation and benefit programs applicable to Nasdaq's executive officers annually. Program changes applicable to the President and CEO and CFO are referred to the Board for final approval.
- Reviews and approves the base salary, incentive compensation, performance goals and equity awards for executive officers. For the President and CEO and CFO, these items will be referred to the Board for final approval.
- Reviews and approves the base salary and incentive compensation for those non-executive officers with target total cash compensation in excess of \$1,000,000 or an equity award valued in excess of \$600,000.

Risk Oversight Role:

- Monitors the risks associated with elements of the compensation program, including organizational structure, compensation plans and goals, succession planning, organizational development and selection processes.
- Evaluates the effect the compensation structure may have on risk-related decisions.

Independence:

- Each member of the Management Compensation Committee is independent and meets the additional eligibility requirements set forth in the Listing Rules of The Nasdaq Stock Market.

Nominating & Governance Committee: Key Roles and Responsibilities

- Determines the skills and qualifications necessary for the Board, develops criteria for selecting potential directors and manages the Board refreshment process.
- Identifies, reviews, evaluates and nominates candidates for annual elections to the Nasdaq Board.
- Leads the annual assessment of the effectiveness of the Board, Committees and individual directors.
- Together with the Management Compensation Committee, leads the annual performance assessment of the President and CEO.
- Identifies and considers emerging corporate governance issue and trends.
- Reviews feedback from engagement sessions with investors and determines follow-up actions and plans.
- Monitors company compliance with corporate governance requirements and policies.
- Reviews and recommends the Board and Committee membership and leadership structure.
- Reviews and recommends to the Board candidates for election as officers with the rank of EVP or above.

Risk Oversight Role:

- Oversees risks related to the company's governance structure, trends, policies and processes.
- Monitors independence of the Board.

H. Assignment and Rotation of Committee Members

The Nominating & Governance Committee reviews and recommends to the Board for approval the Chair and the members of the Board Committees on an annual basis. Board members may indicate their Committee preference; however, the selection process will be subject to the compositional requirements for the Committees and to the Board's view as to the most appropriate persons to serve on each Committee, taking into account all factors that it deems relevant including any independence and other criteria required by securities law or the Board of Directors. The Board is responsible for the appointment of committee members and committee chairpersons according to criteria that it determines to be in the best interest of Nasdaq and its stockholders.

The Audit, Nominating & Governance and the Management Compensation Committees consist solely of independent Board members.

I. Operation of Committees

The Committee Chairman establishes the rules of order and procedure of the meeting to ensure the meeting is conducted in an orderly fashion. The Committee Chairman controls the meeting agenda and the order of issues to be presented to the Committee. The Committee Chairman retains the right, if necessary, to rule out of order any remarks or discussion that does not comply with Committee procedures. The Committee Chairman may make additional meeting rules as appropriate or advisable.

J. Selection of Committee Agenda and Committee Materials

The Committee is responsible for the Committee meeting agenda. Committee members are urged to make suggestions for agenda items or meeting materials to the Committee Chairman, President and Chief Executive Officer and Corporate Secretary.

The Chairman of the Committee, with input from the Chairman, Lead Independent Director (if applicable), President and Chief Executive Officer, Corporate Secretary, or staff liaison, will establish a meeting agenda for each Committee. Information important to the business matters at the Committee meeting is distributed in advance of the meeting. As a general rule, materials are distributed in advance so that the Committee meeting time may be focused on discussions and analysis, rather than an exchange of information. Confidential matters may be discussed at the Committee meeting without materials being distributed in advance of the meeting.

K. Executive Sessions of Committees

The Committee Chairman invites the independent members to meet in an Executive Session at every regularly scheduled Committee meeting. In addition to Executive Sessions, the Audit Committee and any other committees as deemed necessary may have separate meetings with management, the independent auditors and other third parties.

VIII. Leadership Development of the Board and Senior Management

A. Director Orientation

All directors receive an orientation providing a corporate and business overview and summarizing the director duties and responsibilities. Reference material is regularly updated in Directors Desk for directors to review. The new director orientation program includes among other things: a strategic presentation by each of the business lines, a presentation of significant financial, accounting and risk management issues; a presentation of the corporate legal, compliance and regulatory programs; and a presentation of the Nasdaq Code of Ethics.

The program also includes a review of directors' fiduciary duties and obligations, the corporate expectations in terms of a director's time and attendance at Board meetings.

New directors attend an orientation program that includes meetings with senior management. The General Counsel and Corporate Secretary are responsible for providing materials and briefing sessions for all Board members on subjects that will assist them in discharging their duties.

B. Director Continuing Education

Directors are expected and encouraged to participate in continuing education programs in order to maintain the necessary level of expertise to perform their responsibilities as directors in addition to providing a valuable perspective on the performance of the company. Nasdaq will pay all reasonable expenses related to director continuing education.

C. Evaluation of Senior Management

The Board, through the Management Compensation and Nominating & Governance Committees, evaluates the CEO on an annual basis. The Chairman of the Board, the Lead Independent Director (if applicable), the Management Compensation Committee and the Nominating & Governance Committee communicate this evaluation to the CEO. The evaluation is based on objective criteria including performance of the corporation, accomplishment of long-term strategic objectives and development of senior management. The Management Compensation Committee will use the evaluation when considering the compensation of the CEO. The Board, through the Management Compensation Committee, also evaluates senior management and the Corporate Secretary annually. The President and Chief Executive Officer or Chairman communicates the evaluation to senior management and to the Corporate Secretary.

D. Succession Planning and Management Development

On at least an annual basis, the Management Compensation Committee, the Board and the CEO review the succession planning and management development program. The Management Compensation Committee reviews the long-term succession plan for development, retention and replacement of senior officers. In addition, the CEO prepares and the Board reviews, a short-term succession plan that delineates a temporary delegation of authority to certain officers of the company, if all or a portion of the senior officers should unexpectedly become unable to perform their duties. In conjunction with the annual report of the succession plan, the CEO also reports on Nasdaq's program for senior management leadership development.