

**THE NASDAQ STOCK MARKET LLC,
NASDAQ PHLX LLC
NASDAQ BX, INC.
NASDAQ ISE, LLC
NASDAQ GEMX, LLC &
NASDAQ MRX, LLC
REGULATORY OVERSIGHT COMMITTEES CHARTER**

Purpose

As authorized by the Boards of Directors (the “Board”) of The Nasdaq Stock Market LLC, Nasdaq PHLX LLC, Nasdaq BX, Inc., Nasdaq ISE, LLC, Nasdaq GEMX, LLC and Nasdaq MRX, LLC (collectively, the “Exchange”), the Board hereby establishes the Regulatory Oversight Committees (the “Committee”) with the following responsibilities:

- Oversee the adequacy and effectiveness of the Exchange’s regulatory and self-regulatory organization responsibilities;
- Assess the Exchange’s regulatory performance;
- Assist the Board and other committees of the Board in reviewing the regulatory plan and overall effectiveness of the Exchange’s regulatory functions; and
- Any other responsibilities that may be assigned to the Committee by the Board to ensure the sound fulfillment of the Exchange’s self-regulatory responsibilities.

Specifically, the Committee will:

1. Meet regularly in Executive Session with the Chief Regulatory Officer to report on regulatory issues;
2. Be informed on the compensation of the Chief Regulatory Officer, his promotion or termination, including reasons;
3. Meet in Executive Session with any regulatory employee of the Exchange who believes that he or she is being prevented from discharging his or her regulatory responsibilities;
4. Annually review the Regulatory Budget and specifically inquire into the adequacy of resources available in the budget for regulatory activities;
5. Receive reports on a regular basis from Internal Audit on the findings of reviews of the discharge of Exchange regulatory responsibilities.

Committee Composition

The Committee shall consist of at least three directors all of whom shall be a Public Director as defined in the By-Laws of the Exchange, and an “independent director” as defined in Rule 5605 of the Rules of The Nasdaq Stock Market LLC.

Term of Office

A Regulatory Oversight Committee member shall hold office for a term of one year.