



Nasdaq, Inc. Prices \$1.9 Billion Senior Notes Offering

Dec 7, 2020

NEW YORK, Dec. 07, 2020 (GLOBE NEWSWIRE) -- Nasdaq, Inc. (the "Company") (Nasdaq: NDAQ) today announced that it priced a public offering of \$600,000,000 aggregate principal amount of 0.445% senior notes due 2022, \$650,000,000 aggregate principal amount of 1.650% senior notes due 2031 and \$650,000,000 aggregate principal amount of 2.500% senior notes due 2040 (the "Offering"). The Company expects to use the net proceeds from the Offering, together with cash on hand and proceeds of other debt, to fund the cash consideration payable by the Company in connection with its pending acquisition of Verafin Holdings Inc. ("Verafin"), to repay certain outstanding indebtedness of Verafin and its subsidiaries and to pay related expenses, and for general corporate purposes. The Offering is expected to close on December 21, 2020, subject to customary closing conditions.

J.P. Morgan Securities LLC, BofA Securities, Inc., Goldman Sachs & Co. LLC and Morgan Stanley & Co. LLC will act as joint book-running managers for the Offering. Citigroup Global Markets Inc., HSBC Securities (USA) Inc., Mizuho Securities USA LLC, Skandinaviska Enskilda Banken AB (publ), and Wells Fargo Securities, LLC are also acting as joint book-running managers. ICBC Standard Bank Plc, Siebert William Shank & Co., LLC, TD Securities (USA) LLC, Academy Securities, Inc., Blaylock Van, LLC and Loop Capital Markets LLC are acting as co-managers for the Offering.

The Offering will be made pursuant to an effective shelf registration statement, previously filed by the Company with the U.S. Securities and Exchange Commission (the "SEC"). Before investing, you should read the prospectus supplement and accompanying prospectus, as well as other documents the Company has filed with the SEC, for a more complete understanding of the Company and the Offering. These documents are available for free by visiting EDGAR on the SEC website at www.sec.gov.

Alternatively, copies may be obtained by contacting J.P. Morgan Securities LLC at 383 Madison Avenue, New York, NY 10179, Attention: Investment Grade Syndicate Desk – 3rd Floor, Telephone: (212) 834-4533; BofA Securities, Inc. at NC1-004-03-43, 200 North College Street, 3rd Floor, Charlotte, NC 28255-0001, Attn: Prospectus Department, Email: dq.prospectus_requests@bofa.com; Goldman Sachs & Co. LLC, Prospectus Department, 200 West Street, New York, NY 10282, telephone: 1-866-471-2526, facsimile: (212) 902-9316 or by emailing Prospectus-ny@ny.email.gs.com; or Morgan Stanley & Co. LLC at 180 Varick Street, 2nd Floor, New York, NY 10014, Attention: Prospectus Department, by telephone at (866) 718-1649 or by emailing prospectus@morganstanley.com.

This press release is for informational purposes only and shall not constitute an offer to sell or a solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Information set forth in this communication contains forward-looking statements that involve a number of risks and uncertainties. The Company cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. These statements include, but are not limited to, statements about the Offering, the Company's plans, objectives, expectations and intentions and other statements that are not historical facts. Forward-looking statements involve a number of risks, uncertainties or other factors beyond the Company's control. These factors include, but are not limited to, the Company's ability to implement its strategic initiatives and consummate the pending acquisition of Verafin, economic, political and market conditions and fluctuations, government and industry regulation, interest rate risk, U.S. and global competition, the potential impact of the COVID-19 pandemic on the Company's business, operations, results of operations, financial condition, workforce or the operations or decisions of its customers, suppliers or business partners, and other factors detailed in the Company's filings with the U.S. Securities and Exchange Commission, including its annual reports on Form 10-K and quarterly reports on Form 10-Q which are available on the SEC's website at www.sec.gov. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

ABOUT NASDAQ

Nasdaq (Nasdaq: NDAQ) is a global technology company serving the capital markets and other industries. Our diverse offering of data, analytics, software and services enables clients to optimize and execute their business vision with confidence.

MEDIA RELATIONS CONTACT:

Allan Schoenberg
+1.212.231.5534
allan.schoenberg@nasdaq.com

Will Briganti
+1.646.964.8169
william.briganti@nasdaq.com

INVESTOR RELATIONS CONTACT:

Ed Ditmire, CFA
+1.212.401.8737

ed.ditmire@nasdaq.com

-NDAQF-

