



# Nasdaq 2Q23 Quarterly Update

July 19, 2023

# Disclaimers

## **Non-GAAP Information**

In addition to disclosing results determined in accordance with U.S. GAAP, Nasdaq also discloses certain non-GAAP results of operations, including, but not limited to, non-GAAP net income attributable to Nasdaq, non-GAAP diluted earnings per share, non-GAAP operating income, non-GAAP operating expenses, and non-GAAP EBITDA, that include certain adjustments or exclude certain charges and gains that are described in the reconciliation table of U.S. GAAP to non-GAAP information provided at [ir.nasdaq.com/Income-Statement-Trend-Summary-and-GAAP-to-Non-GAAP-Reconciliation](https://ir.nasdaq.com/Income-Statement-Trend-Summary-and-GAAP-to-Non-GAAP-Reconciliation). Management uses this non-GAAP information internally, along with U.S. GAAP information, in evaluating our performance and in making financial and operational decisions. We believe our presentation of these measures provides investors with greater transparency and supplemental data relating to our financial condition and results of operations. In addition, we believe the presentation of these measures is useful to investors for period-to-period comparisons of results as certain items do not reflect ongoing operating performance.

These measures are not in accordance with, or an alternative to, U.S. GAAP, and may be different from non-GAAP measures used by other companies. In addition, other companies, including companies in our industry, may calculate such measures differently, which reduces their usefulness as a comparative measure. Investors should not rely on any single financial measure when evaluating our business. This information should be considered as supplemental in nature and is not meant as a substitute for our operating results in accordance with U.S. GAAP. We recommend investors review the U.S. GAAP financial measures included in this presentation. When viewed in conjunction with our U.S. GAAP results and the accompanying reconciliations, we believe these non-GAAP measures provide greater transparency and a more complete understanding of factors affecting our business than U.S. GAAP measures alone.

We understand that analysts and investors regularly rely on non-GAAP financial measures, such as those noted above, to assess operating performance. We use these measures because they highlight trends more clearly in our business that may not otherwise be apparent when relying solely on U.S. GAAP financial measures, since these measures eliminate from our results specific financial items that have less bearing on our ongoing operating performance.

Organic revenue and expense growth, organic change and organic impact are non-GAAP measures that reflect adjustments for: (i) the impact of period-over-period changes in foreign currency exchange rates, and (ii) the revenues, expenses and operating income associated with acquisitions and divestitures for the twelve month period following the date of the acquisition or divestiture. Reconciliations of these measures can be found in the appendix to this presentation.

Foreign exchange impact: In countries with currencies other than the U.S. dollar, revenues and expenses are translated using monthly average exchange rates. Certain discussions in this presentation isolate the impact of year-over-year foreign currency fluctuations to better measure the comparability of operating results between periods. Operating results excluding the impact of foreign currency fluctuations are calculated by translating the current period's results by the prior period's exchange rates.

Divisional alignment program: In October 2022, following our September announcement to realign our segments and leadership, we initiated a divisional alignment program with a focus on realizing the full potential of this structure. In connection with the program, we expect to incur pre-tax charges principally related to employee-related costs, consulting, asset impairments and contract terminations over a two-year period. We expect to achieve benefits in the form of both increased customer engagement and operating efficiencies. Costs related to the divisional alignment program will be recorded as "restructuring" in our consolidated statements of income. We will exclude charges associated with this program for purposes of calculating non-GAAP measures as they are not reflective of ongoing operating performance or comparisons in Nasdaq's performance between periods.

# Disclaimers

## **Cautionary Note Regarding Forward-Looking Statements**

Information set forth in this communication contains forward-looking statements that involve a number of risks and uncertainties. Nasdaq 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. Such forward-looking statements include, but are not limited to (i) projections relating to our future financial results, total shareholder returns, growth, dividend program, trading volumes, products and services, ability to transition to new business models or implement our new corporate structure, taxes and achievement of synergy targets, (ii) statements about the closing or implementation dates and benefits of certain acquisitions, divestitures and other strategic, restructuring, technology, environmental, de-leveraging and capital allocation initiatives, (iii) statements about our integrations of our recent acquisitions, (iv) statements relating to any litigation or regulatory or government investigation or action to which we are or could become a party, and (v) other statements that are not historical facts. Forward-looking statements involve a number of risks, uncertainties or other factors beyond Nasdaq's control. These factors include, but are not limited to, Nasdaq's ability to implement its strategic initiatives, economic, political and market conditions and fluctuations, geopolitical instability, government and industry regulation, interest rate risk, U.S. and global competition. Additionally, with respect to Nasdaq's proposed acquisition of Adenza, these risks and uncertainties include Nasdaq's ability to secure regulatory approvals on the terms expected, in a timely manner or at all, Nasdaq's ability to successfully integrate Adenza's operations, Nasdaq's ability to implement its plans, forecasts and other expectations with respect to Adenza's business after the completion of the transaction and realize expected synergies, the ability to realize the anticipated benefits of the proposed transaction, including the possibility that the expected benefits from the proposed transaction will not be realized or will not be realized within the expected time period, the impact of Adenza's business model on Nasdaq's ability to forecast revenue results, disruption from the transaction making it more difficult to maintain business and operational relationships, risks related to diverting management's attention from Nasdaq's ongoing business operations, the negative effects of the announcement or the consummation of the proposed transaction on the market price of Nasdaq's common stock or on Nasdaq's operating results, significant transaction costs, unknown liabilities, the risk of litigation or regulatory actions related to the proposed transaction, future levels of Nasdaq's indebtedness, including additional indebtedness that will be incurred in connection with the proposed transaction, and the effect of the announcement or pendency of the transaction on Adenza's business relationships, operating results, and business generally. Further information on these and other factors are detailed in Nasdaq'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 Nasdaq's investor relations website at <http://ir.nasdaq.com> and the SEC's website at [www.sec.gov](http://www.sec.gov). Nasdaq undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

## **Website Disclosure**

Nasdaq intends to use its website, [ir.nasdaq.com](http://ir.nasdaq.com), as a means for disclosing material non-public information and for complying with SEC Regulation FD and other disclosure obligations.

# Strategic Update



“Nasdaq achieved another quarter of solid financial results in an uncertain environment as we took a significant step to expand our ability to serve our financial clients in solving their most complex operational challenges.

Our planned acquisition of Adenza represents another critical step in our multi-year transformation to become a leading technology partner to the financial system, with a specific focus on managing liquidity and capital risk, reducing financial crime, and meeting regulatory obligations. Our goal is to deliver mission-critical platforms that enhance liquidity, transparency, and integrity of the global financial system.”

# Solid growth in 2Q23, Continued Progress Advancing Strategy

(Year over year % change)

Annualized Recurring  
Revenues (ARR)\*

\$2,073M

+6%

Solutions Businesses\*  
Revenue

\$674M

+6%

Solutions Businesses  
Organic Revenue  
Growth

\$36M

+6%

Net Revenues\*

\$925M

+4%

Non-GAAP Diluted EPS

\$0.71

+3%

- We are **executing well** in an uncertain macroeconomic and capital markets environment
- Our evolution continues with Solutions Business revenue growing to 73% of total revenue, a two percentage point increase from a year ago
- Announced an agreement to **acquire Adenza** as part of Nasdaq's journey to become a deep technology partner to the financial industry, focused on managing key operational risks - notably liquidity management, balance sheet management, regulatory reporting, and anti-financial crime - all of which drive compliance with global regulatory requirements
- **Anti-Financial Crime is gaining momentum with large customers**, with two previously announced **Tier 1** and two **Tier 2** customer wins in the second quarter of 2023
- We **secured funding for our acquisition of Adenza** through issuing approximately \$5 billion in bonds and securing a term loan with a total weighted average interest rate of just under 5.5%

For all non-GAAP information throughout this presentation, the U.S. GAAP to non-GAAP reconciliations may be found at [ir.nasdaq.com/Income-Statement-Trend-Summary-and-GAAP-to-Non-GAAP-Reconciliation](https://ir.nasdaq.com/Income-Statement-Trend-Summary-and-GAAP-to-Non-GAAP-Reconciliation). Reconciliations of organic revenue growth can be found in the appendix to this presentation. Organic revenue growth is considered a non-GAAP metric.

\* For all defined terms, refer to the appendix to this presentation.

# Pillars of Strategy

## Liquidity

Enhance liquidity by modernizing markets with innovative technology

## Transparency

Providing access and transparency to capital markets to enable economic growth and empower informed investment and capital markets decision-making

## Integrity

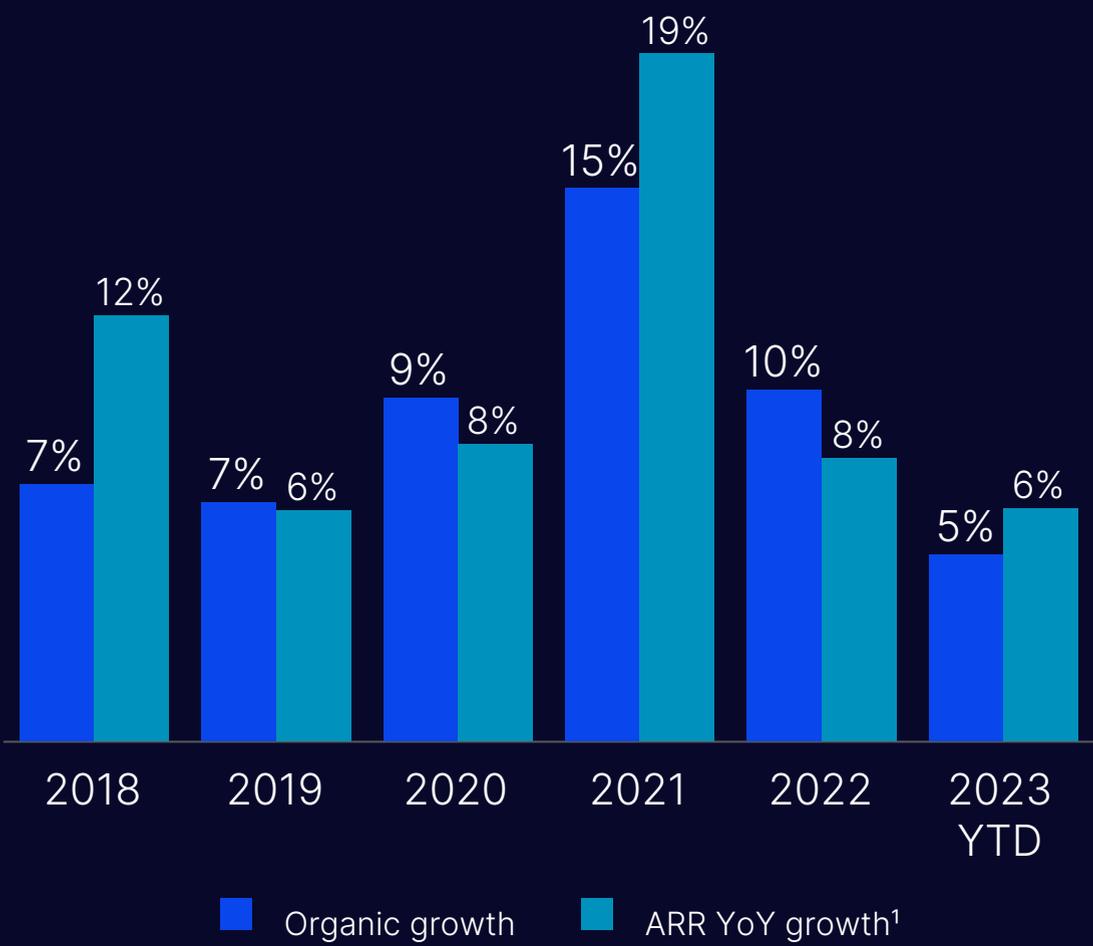
Ensure integrity through Anti-Financial Crime SaaS technology solutions

## Recent Accomplishments

- Executed **the second largest closing cross ever** during the rebalance of the Russell U.S. Index Indices
- **Two leading exchanges in Latin America**, Chile's DCV and Brazil's B3, agreed to partner with Nasdaq's post-trade solutions
- Nasdaq had a **77% operating company U.S. IPO win rate** in the first half of 2023
- **\$25B of TTM cash inflows** to exchange traded products leveraging Nasdaq indices
- Announced an agreement to acquire **Adenza** to broaden our integrity solutions to financial institutions to include risk management and regulatory reporting
- Verafin signed 51 new customers including **two Tier 1 and two Tier 2** banks in the second quarter

# Progress on Key Metrics Confirms our Confidence in our Strategy

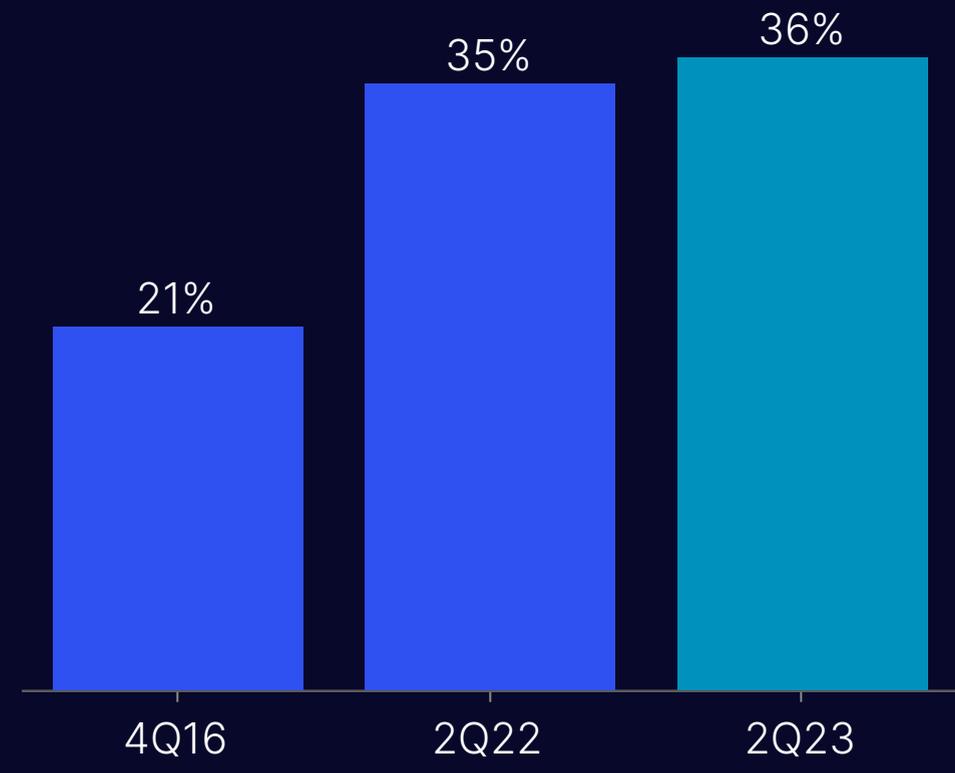
## Solutions Businesses Growth



Solutions Businesses 3-5 Year Outlook<sup>2</sup>:

**7-10%**

## SaaS as % of ARR



4Q27 Objective<sup>2</sup>:

**>50%**

<sup>1</sup> ARR reflects the vast majority of the Solutions Businesses and excludes the AUM and transaction licensing components of Index.

<sup>2</sup> Growth outlook and objectives assume stable market backdrop and do not reflect the proposed acquisition of Adenza.

# Today's Environment Generally Supportive of Near-Term Execution

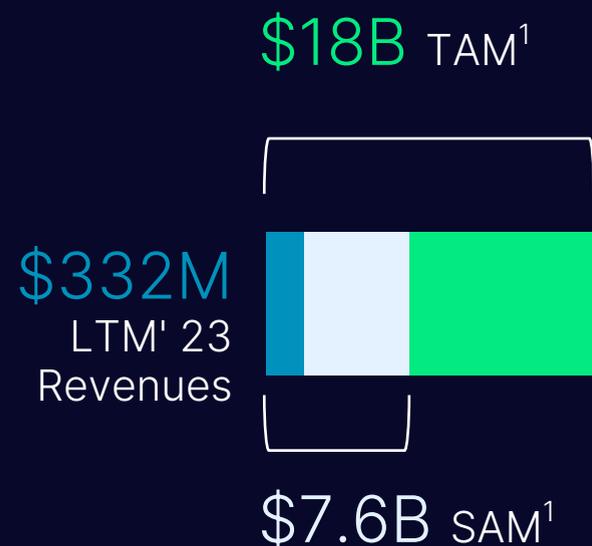
How our business environment impacts our ability to meet client needs and address challenges of our clients

	 <b>Institutional Investors &amp; Asset Owners</b>	 <b>Exchanges and other Market Operators</b>	 <b>Corporate Issuers</b>	 <b>Banks &amp; Broker Dealers</b>
<b>Long-term Secular Dynamics</b>	<p><b>Digitalization of investment processes</b> drives increased demand for analytics and data</p> <p>Increases in <b>passive</b> and <b>thematic investing</b></p>	<p>Market dynamics, digitization, and desire for greater agility are driving <b>modernization of legacy tech platforms</b></p> <p><b>Growing client demand for trusted end-to-end technology partners</b> and cloud based/SaaS solutions to drive transformation</p>	<p><b>Pipeline of companies planning IPOs is healthy</b></p> <p><b>Overall demand for corporate solutions products remain solid</b></p>	<p><b>Increased outsourcing of technology</b> that is not critical to client competitive differentiation</p> <p>Increasing <b>needs for technology solutions to stop financial crime more effectively</b></p>
<b>Cyclical &amp; External Factors</b>	<p><b>2Q23 Index AUM increased</b> driven by strong market performance with continued asset inflows in the first half of 2023</p> <p><b>Elongated sales cycles</b> continue for SaaS solutions with asset owners</p>	<p>Current clients are <b>prioritizing post-trade and risk management</b> solutions</p> <p>Regulatory uncertainty is creating disruption in <b>digital assets</b></p>	<p><b>IPO environment negatively impacted</b> by market dynamics</p> <p><b>Elongated sales cycles</b> continue for IR solutions. Governance sales impacted by slower IPO environment.</p>	<p><b>Demand remains strong among financial institutions for anti-financial crime solutions</b></p> <p>Banking sector volatility is increasing potential for <b>new regulatory and capital requirements</b></p>

# Continue to Be Well Positioned Against Sizeable, Growing Opportunities

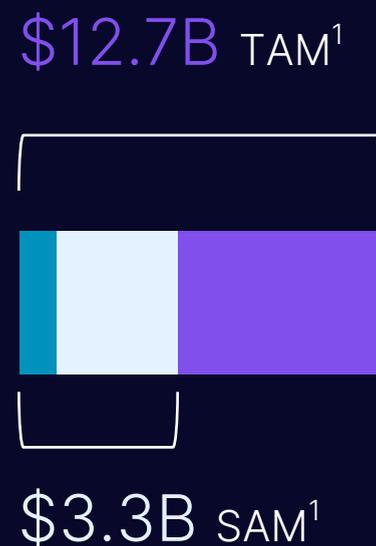
## Anti-Financial Crime

- Fraud Detection & AML (FRAML)
- Nasdaq Surveillance



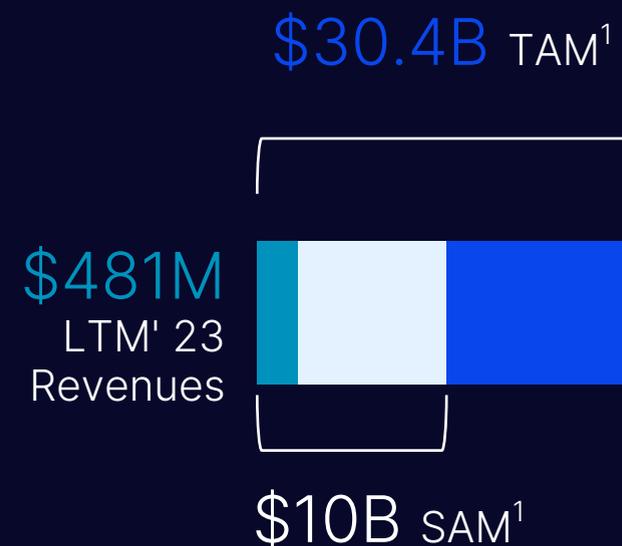
## Marketplace Technology<sup>2</sup>

- Market Infrastructure Operators
- New Markets
- Crypto Exchanges
- Trade Execution Services



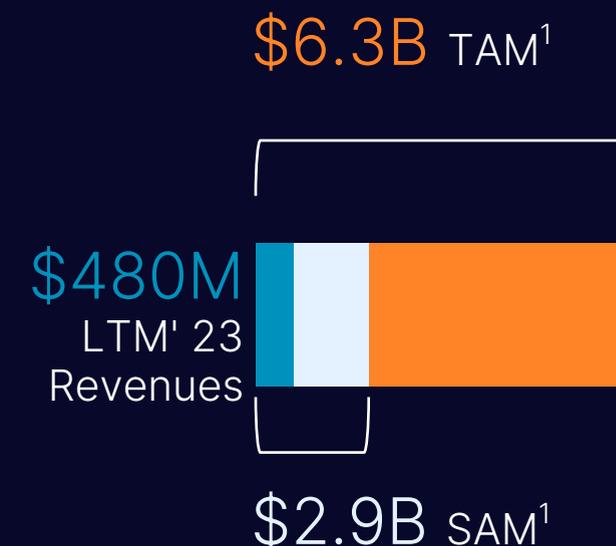
## Workflow and Insights

- eVestment
- Nasdaq Data Link
- Nasdaq Fund Secondaries
- Investor Relations Intelligence
- Governance Solutions
- ESG Solutions



## Index

- Nasdaq-100
- Thematics



<sup>1</sup> Total addressable market (TAM) based on consulting reports (including from Burton-Taylor and Opimas), public filings, and Nasdaq analysis. Serviceable addressable market (SAM) is based on internal estimates reflecting market opportunity of existing offerings.

<sup>2</sup> TAM/SAM refers to the Market Technology business only within Marketplace Technology.

# Business and Financial Update



“Our solid financial performance in the second quarter reflects the durability and recurring nature of our business and the resilient demand for our diversified set of client solutions.

In June, we secured \$5 billion in bond financing for the Adenza acquisition at favorable rates and saw exceptional demand for our multi-currency global debt offerings. Our consistent cash flow generation makes Nasdaq well positioned to execute our deleveraging plan while making focused, organic investments that advance our strategy, while executing our dividend growth and share repurchase strategies.”

# 2Q23 Financial Performance Summary

Driving Accelerating Growth,  
Creating Sustainable Value

**+6%**

Solutions Businesses  
Organic Revenue Growth

**+6%**

Growth in ARR  
to \$2.1 billion

**+11%**

Growth in Annualized SaaS  
Revenues to \$755 million

**\$365M**

Capital returned to  
shareholders YTD through  
June 30, 2023, including  
\$159 million in share  
repurchases

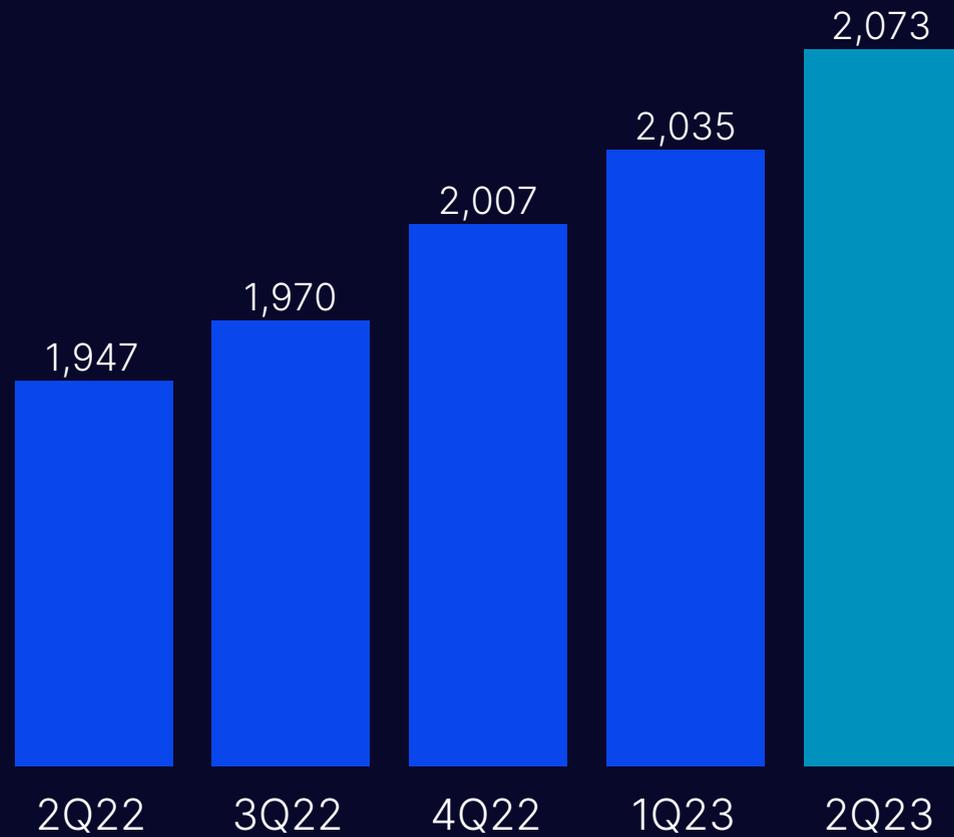
## Non-GAAP Financial Results

(US\$ millions, except per share)	2Q23	2Q22	% Δ
Net Revenues	\$925	\$893	4%
Organic			4%
Operating Expenses	\$441	\$413	7%
Organic			8%
Operating Income	\$484	\$480	1%
Operating Margin	52%	54%	
Income Before Income Taxes	\$457	\$447	2%
Net Income attributable to Nasdaq	\$350	\$342	2%
Diluted EPS <sup>1</sup>	\$0.71	\$0.69	3%
Effective Tax Rate	23.4%	23.5%	
Dividend Per Share	\$0.22	\$0.20	10%

<sup>1</sup> Diluted EPS reflects weighted average diluted shares outstanding of 493.6 million in 2Q23 and 496.6 million in 2Q22.

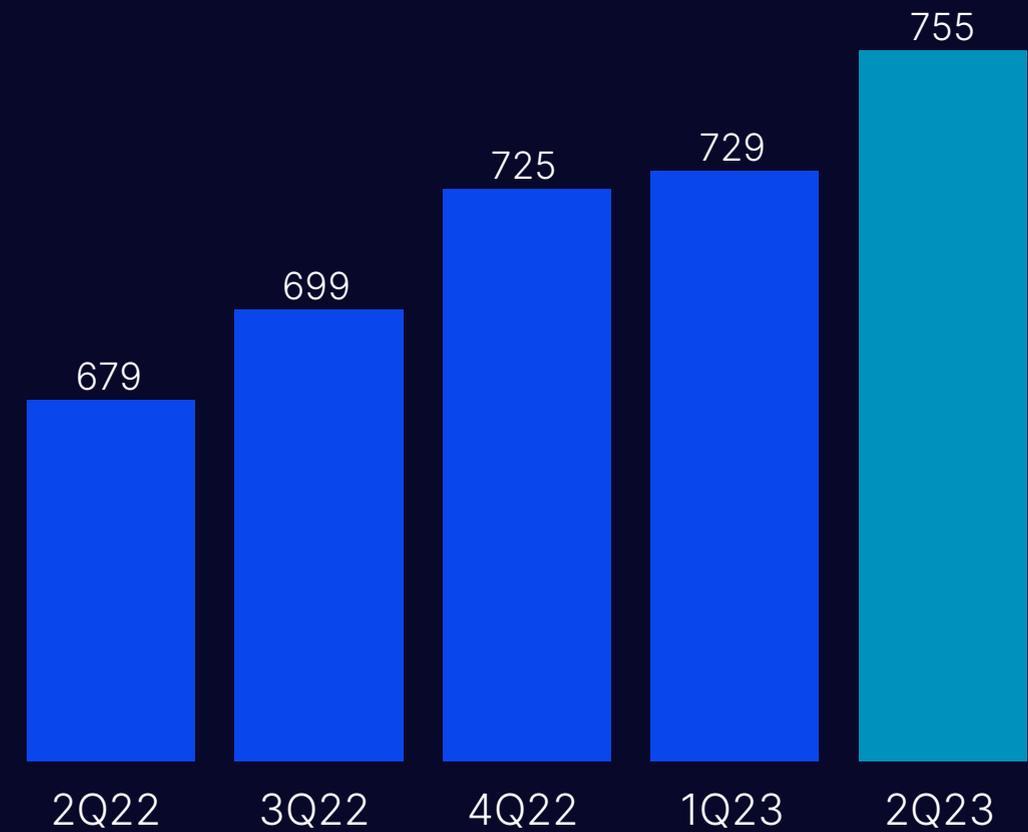
# Recurring Revenue KPIs Reflect Organic Growth

Annualized Recurring Revenue (\$Ms)



+6% YoY

Annualized SaaS Revenues (\$Ms)



+11% YoY

# Market Platforms

+2%

Organic YoY revenue growth

+5%

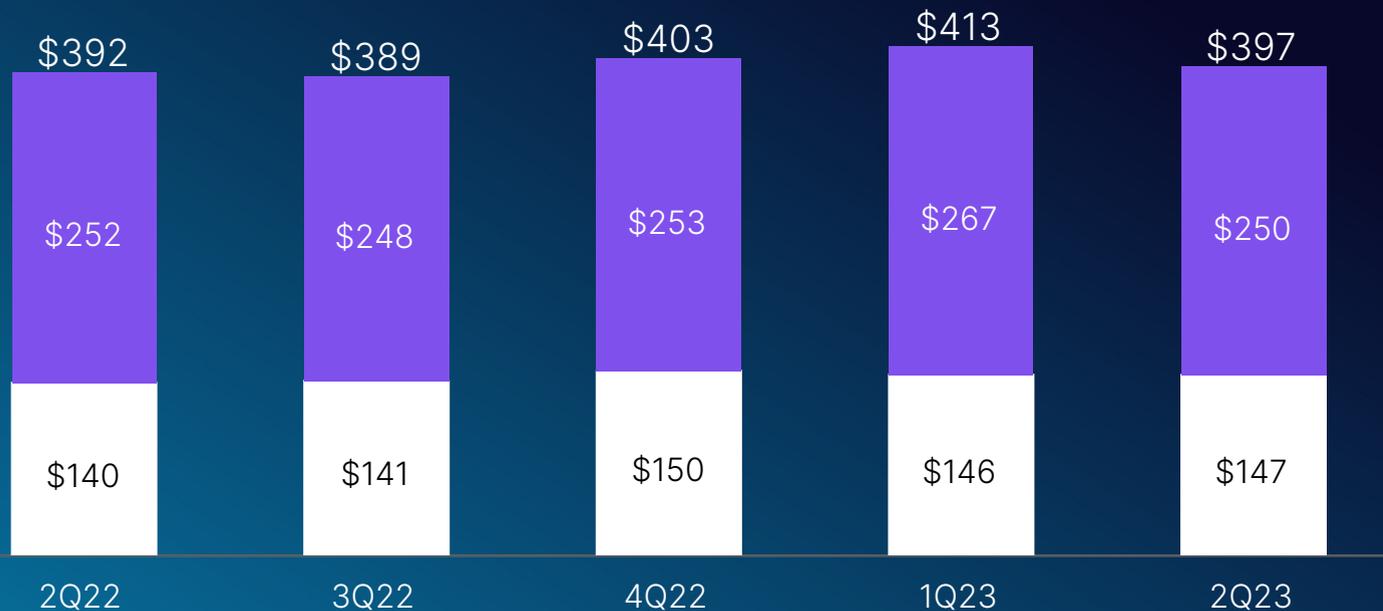
Increase in ARR

+5%

Solid growth in Marketplace Technology revenues

## 2Q23 Net Revenues

■ Trading Services ■ Marketplace Technology



## Year over Year Comparison

(US\$ millions)	2Q23	2Q22	% Δ
Trading Services	\$250	\$252	(1)%
Marketplace Technology	\$147	\$140	5%
Total Net Revenues	\$397	\$392	1%
Organic revenue growth			2%
Operating income	\$211	\$217	(3)%
Operating margin	53%	55%	
Annualized SaaS revenues	\$38	\$39	(3)%
ARR	\$516	\$492	5%

## 2Q23 Financial Highlights

- Trading Services: Revenues decreased due to the impact of unfavorable foreign currency rates on flat organic revenues comprised of U.S. cash equity and derivatives growth offset by European cash equity declines.
- Marketplace Technology: Revenues increased primarily due to higher connectivity services, higher support licensing and higher professional services revenues. The decline in annualized SaaS revenues reflects churn related to crypto clients.

# Capital Access Platforms

**+6%**   **+\$25B**   **77%**

Workflow and Insights  
YoY revenue growth

LTM net  
inflows

Operating company IPO  
win rate YTD. Nasdaq led  
U.S. exchanges with 48  
operating company IPOs  
YTD

Period ending and average ETP  
AUM (\$B)

Total listed corporate issuers  
and U.S. operating company  
IPO win rate



## Year over Year Comparison

(US\$ millions)	2Q23	2Q22	% Δ
Data and Listing Services	\$187	\$183	2%
Index	\$129	\$124	4%
Workflow and Insights <sup>1</sup>	\$122	\$115	6%
Total Revenues	\$438	\$422	4%
Organic revenue growth			4%
Operating income	\$241	\$241	—%
Operating margin <sup>2</sup>	55%	57%	
Annualized SaaS revenues	\$394	\$367	7%
ARR	\$1,218	\$1,167	4%

## 2Q23 Financial Highlights

- Data and Listing Services: Revenues increased primarily due to higher international demand for our data products and annual listing fee growth partially offset by lower initial listings fees.
- Index: Revenues increased due to higher AUM in exchange traded products linked to Nasdaq indexes which was partially offset by lower futures volumes.
- Workflow and Insights: Revenues increased primarily due to continued demand for IR and ESG solutions and Analytics offerings.

<sup>1</sup> Organic increase 5%, excluding the impact of an acquisition of 1%.

<sup>2</sup> The Capital Access Platforms operating margin reflects the allocation of certain costs that support the operation of various aspects of Nasdaq's business, including Trading Services, to units other than Capital Access Platforms.

# Anti-Financial Crime

**+19%**

Organic YoY revenue growth

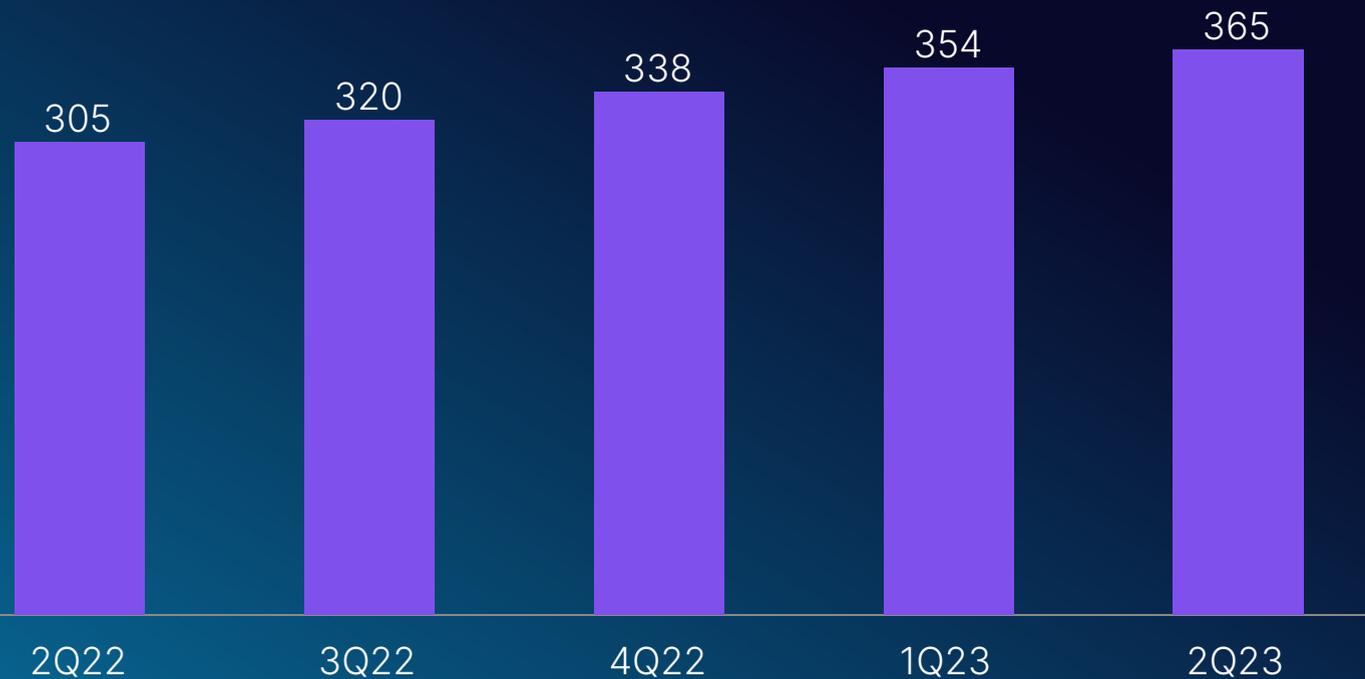
**+20%**

Increase in Signed ARR\* year over year

**+51**

New Verafin SaaS Clients

Signed ARR (\$M)



## Year over Year Comparison

(US\$ millions)	2Q23	2Q22	% Δ
Total Revenues	\$89	\$75	19%
Organic revenue growth			19%
Operating income	\$32	\$20	60%
Operating margin	36%	27%	
Annualized SaaS revenues	\$323	\$273	18%
ARR	\$339	\$288	18%
Signed ARR	\$365	\$305	20%

## 2Q23 Financial Highlights

- Revenues increased due to continued FRAML adoption by small-to-medium banks with Surveillance growth across trade and crypto applications.
  - Verafin announced two Tier 1 and two Tier 2 customer wins in the second quarter.
- The operating margin in the second quarter of 2023 totaled 36% versus 27% in the prior year period.
  - Operating margin benefited from a \$4M incentive compensation adjustment made during the second quarter.

\* For all defined terms, refer to the appendix to this presentation.

# Supporting Growth with Appropriate Resources

## 2023 Non-GAAP Operating Expense Guidance

**\$1.785B-\$1.815B**

- The midpoint of the expense guidance range reflects an increase of just over 5% and primarily reflects our continued investments to drive growth across ESG, Anti-Financial Crime and market modernization.

## Non-GAAP Tax Rate<sup>1</sup>

**24.0%-26.0%**

## Year over Year Comparison

(US\$ millions)	2Q23	2Q22	% Δ
Non-GAAP operating expenses			
Compensation and benefits	\$261	\$247	6%
Professional and contract services	\$30	\$27	11%
Computer operations and data communications	\$56	\$50	12%
Occupancy	\$27	\$25	8%
General, administrative and other	\$22	\$19	16%
Marketing and advertising	\$9	\$11	(18)%
Depreciation and amortization	\$27	\$26	4%
Regulatory	\$9	\$8	13%
Non-GAAP operating expenses	\$441	\$413	7%
Organic non-GAAP operating expense			8%

2Q23 non-GAAP operating expenses increased \$28 million, or 7%, to \$441 million. The \$34 million, or 8%, organic increase primarily reflects:

- \$14 million, or 6%, increase in compensation and benefits expense, driven by increased headcount and the impact of merit increases
- \$6 million, or 12%, increase in computer operations and data communications expense, reflecting the continued investment in our businesses (i.e.cloud)
- \$3 million, or 16%, increase in general, administrative, and other reflecting an increase in bad debt reserves
- \$3 million, or 11%, increase in professional and contract services related to higher legal costs

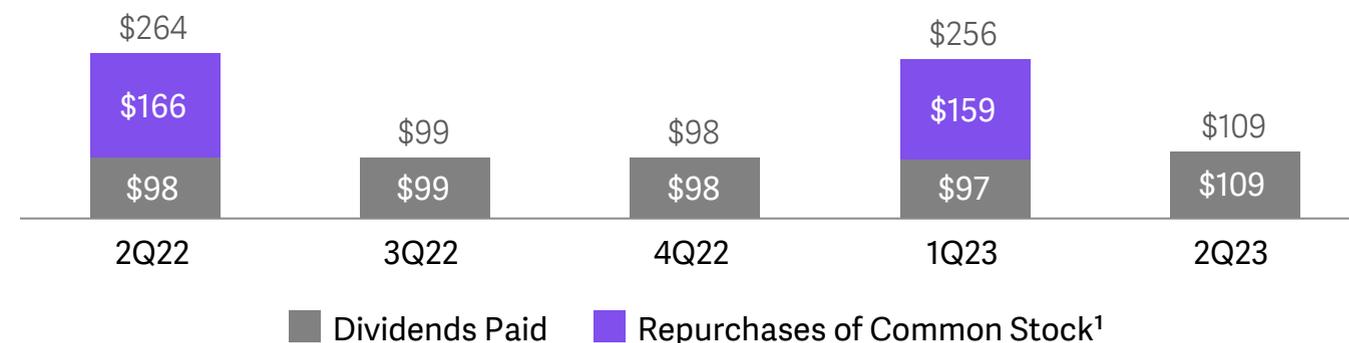
<sup>1</sup> U.S. GAAP operating expense and tax rate guidance are not provided due to the inherent difficulty in quantifying certain amounts due to a variety of factors including the unpredictability in the movement in foreign currency rates, as well as future charges or reversals outside of the normal course of business.

# Executing Consistent Capital Plan

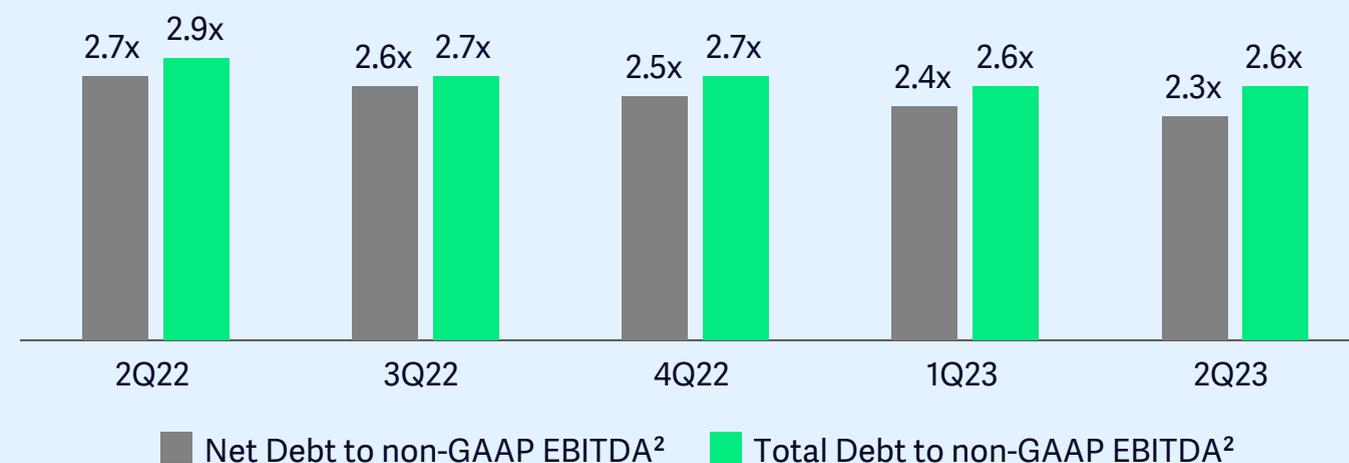
## 2Q23 Highlights

- Returned \$109 million of cash to shareholders through the payment of dividends.
- 2Q23 end of period diluted share count totaled 494.1 million.
- As of June 30, 2023, there was \$491 million remaining under the board authorized share repurchase program.
- 2Q23 debt increased by \$4,823 million vs. 1Q23 primarily due to \$5,016 million net debt issued for Adenza financing and \$13 million increase in Euro bonds book values caused by a stronger Euro offset by a net paydown of \$207 million of commercial paper.

## Capital Returned to Shareholders



## Leverage Ratios



<sup>1</sup> Repurchases of common stock include the impact of the ASR agreements.

<sup>2</sup> All non-GAAP EBITDA is last twelve months. 2Q23 gross leverage excludes \$4.8 billion of debt related to Adenza financing as EBITDA will not include Adenza and acquisition related debt would be required to be repaid in the event the proposed acquisition does not close.

# Our ESG Strategy

Solidify

Support

Enable

## Corporate Sustainability

## External Impact

Solidify

Support

Enable

Environmental: Reduce our environmental impact by addressing climate risk and reducing our environmental footprint

Social: Create a workplace culture of belonging and inclusion by attracting, training and retaining a diverse workforce

Governance: Maintain robust corporate governance policies and practices

ESG Products and Services: Enable clients to effectively navigate the ESG ecosystem through our marketplace and technology solutions, reporting tools and data analytics capabilities

Anti-Financial Crime: Address complex market and societal challenges through our comprehensive suite of solutions aimed at combating financial crime

Market Platforms: Modernize markets globally by providing exchanges, emerging marketplaces and other critical ecosystem participants in the capital markets with institutional-grade technology

Purpose: Drive impact across our community through our purpose-led initiatives to advance financial inclusion

## 2022-23 Highlights

### External Impact

- Climate Impact X launched its CIX Exchange, powered by Nasdaq's trading technology, aiming to unlock price transparency and liquidity in the voluntary carbon market

### Corporate Sustainability

- Published our 2022 Annual Sustainability Report (with GRI, SASB, and WEF indexes) and Task Force on Climate-Related Financial Disclosures (TCFD) Report.
- Nasdaq's GHG reduction targets approved by The Science Based Targets initiative (SBTi).
- Closed on our first Sustainability-linked Finance agreement in 1Q23, a sustainability-linked amendment to our revolving Credit Facility.

### Third Party Recognition

- MSCI ESG Rating upgraded two levels to "AA", placing Nasdaq in MSCI's "Leader" category.
- Named for the 7th consecutive year to the Dow Jones Sustainability North America Index (DJSI North America).
- Included on CDP's Climate Change A List as well as the 2022 CDP Supplier Engagement Leaderboard. This places Nasdaq among the top 8% of companies assessed by CDP for supplier engagement on climate change.

# Recap:

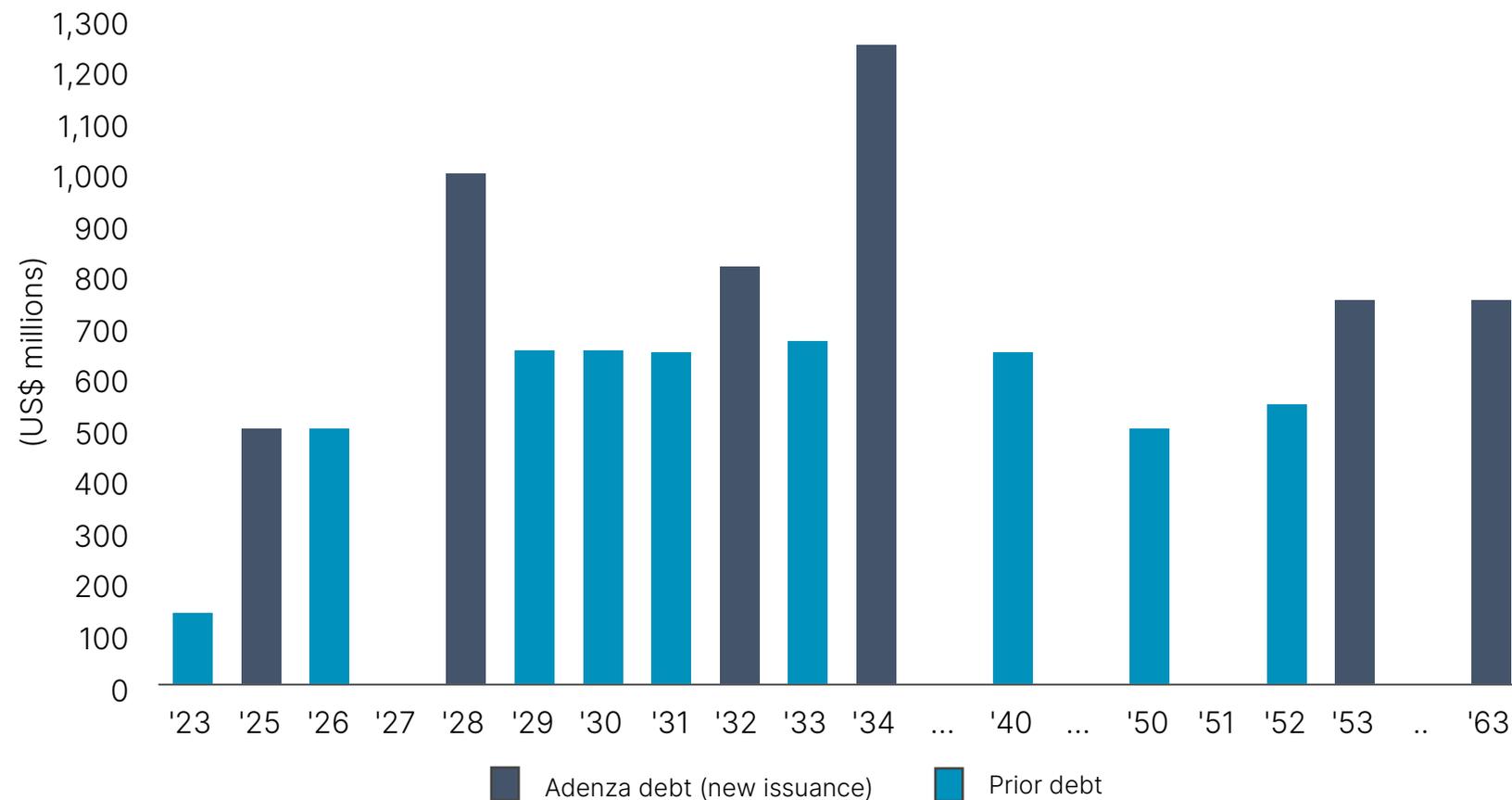
## Continued Progress Advancing Strategy

- We are **executing well** in an uncertain macroeconomic and capital markets environment
- Our evolution continues with Solutions Business revenue growing to 73% of total revenue, a two percentage point increase from a year ago
- Announced an agreement to **acquire Adenza** as part of Nasdaq's journey to become a deep technology partner to the financial industry, focused on managing key operational risks - notably liquidity management, balance sheet management, regulatory reporting, and anti-financial crime - all of which drive compliance with global regulatory requirements
- **Anti-Financial Crime is gaining momentum with large customers**, with two previously announced **Tier 1** and two **Tier 2** customer wins in the second quarter of 2023
- We **secured funding for our acquisition of Adenza** through issuing approximately \$5 billion in bonds and securing a term loan with a total weighted average interest rate of just under 5.5%

# Appendix

# Debt Overview

## Well Laddered Debt Maturities



## \$4.6B Net Debt

(US\$ millions)	6/30/2023	3/31/2023	Maturity Date
Commercial Paper	\$140	\$347	NA
Revolver (SOFR + 115 bps) <sup>1</sup>	\$(5)	\$(5)	Dec 2027
3.85% Notes	\$499	\$498	Jun 2026
1.75% Euro Notes	\$650	\$646	Mar 2029
0.875% Euro Notes	\$650	\$645	Feb 2030
1.65% Notes	\$644	\$644	Jan 2031
0.90% Euro Notes	\$666	\$662	Jul 2033
2.50% Notes	\$644	\$644	Dec 2040
3.25% Notes	\$487	\$487	Apr 2050
3.95% Notes	\$541	\$541	Mar 2052
5.65% Notes	\$497	\$—	Jun 2025
5.35% Notes	\$992	\$—	Jun 2028
4.5% Euro Notes	\$810	\$—	Feb 2032
5.55% Notes	\$1,240	\$—	Feb 2034
5.95% Notes	\$739	\$—	Aug 2053
6.10% Notes	\$738	\$—	Jun 2063
<b>Total Debt Obligations</b>	<b>\$9,932</b>	<b>\$5,109</b>	
Less Cash and Cash Equivalents <sup>2</sup>	\$(5,347)	\$(373)	
<b>Net Debt</b>	<b>\$4,585</b>	<b>\$4,736</b>	

<sup>1</sup> The revolver spread is as of 6/30/2023. This includes debt issuance costs of \$5M at 6/30/2023 and \$5M at 3/31/2023.

<sup>2</sup> Excludes \$23M of restricted cash at 6/30/2023 and \$57M at 3/31/2023.

# Historical Cash Flow / Uses of Cash Flow

- 2023 YTD free cash flow excluding Section 31 fees totaled **\$966 million**.
- 2021 free cash flow includes the impact of Verafin related tax and structuring items, described below:
  - The Verafin purchase price of \$2.75B reflected certain amounts that were paid post close due to tax and other structuring items. These included a tax payment of \$221M and a purchase price holdback escrow of \$102M.
  - The cash outflow for the tax liability is offset within acquisitions of businesses, net of cash and cash equivalents acquired within investing activities, leading to no impact on the total change in cash and cash equivalents and restricted cash and cash equivalents for the year ended December 31, 2021.

Free Cash Flow Calculation (US\$ millions)	2020	2021	2022	2023 YTD	2020 - 2023 YTD
Cash flow from operations	\$1,252	\$1,083	\$1,706	\$979	\$5,020
Capital expenditure	(188)	(163)	(152)	(79)	(582)
<b>Free cash flow</b>	<b>\$1,064</b>	<b>\$920</b>	<b>\$1,554</b>	<b>\$900</b>	<b>\$4,438</b>
Verafin structuring items	—	323	—	—	323
Section 31 fees, net <sup>1</sup>	(57)	106	(103)	66	12
<b>Free cash flow ex. Section 31 and Verafin structuring items</b>	<b>\$1,007</b>	<b>\$1,349</b>	<b>\$1,451</b>	<b>\$966</b>	<b>\$4,773</b>
Uses of cash flow					
Share repurchases	\$222	\$468	\$308	\$159	\$1,157
Cash paid for ASR agreement	—	475	325	—	800
Net repayment/(borrowing) of debt	(1,912)	(409)	334	(4,467)	(6,454)
Acquisitions, net of dispositions and other	157	2,240	41	—	2,438
Verafin structuring items	—	323	—	—	323
Dividends paid	320	350	383	206	1,259
<b>Total uses of cash flow</b>	<b>\$(1,213)</b>	<b>\$3,447</b>	<b>\$1,391</b>	<b>\$(4,102)</b>	<b>\$(477)</b>

<sup>1</sup> Net of change in Section 31 fees receivables of \$35M in 2020; \$(56)M in 2021; \$79M in 2022; \$(52)M in 2023 YTD; and \$6M in 2020-2023 YTD.

# Total Variance Net Impacts: 2Q23

All figures in US\$ Millions			Total Variance		Organic Impact		Acq. & Div. Impact <sup>1</sup>		FX Impact	
	2Q23	2Q22	\$M	%	\$M	%	\$M	%	\$M	%
Market Platforms	\$397	\$392	\$5	1 %	\$7	2 %	\$—	— %	(\$2)	(1) %
Capital Access Platforms	438	422	16	4 %	15	4 %	1	— %	—	— %
Anti-Financial Crime	89	75	14	19 %	14	19 %	—	— %	—	— %
Other	1	4	(3)	(75) %	—	— %	(3)	(75) %	—	— %
<b>Total Solutions Businesses Revenue</b>	<b>674</b>	<b>637</b>	<b>37</b>	<b>6 %</b>	<b>36</b>	<b>6 %</b>	<b>1</b>	<b>— %</b>	<b>—</b>	<b>— %</b>
<b>Total Revenue less transaction-based expenses</b>	<b>925</b>	<b>893</b>	<b>32</b>	<b>4 %</b>	<b>36</b>	<b>4 %</b>	<b>(2)</b>	<b>— %</b>	<b>(2)</b>	<b>— %</b>
<b>Non-GAAP Operating Expenses</b>	<b>441</b>	<b>413</b>	<b>28</b>	<b>7 %</b>	<b>34</b>	<b>8 %</b>	<b>—</b>	<b>— %</b>	<b>(6)</b>	<b>(1) %</b>
<b>Non-GAAP Operating Income</b>	<b>484</b>	<b>480</b>	<b>4</b>	<b>1 %</b>	<b>2</b>	<b>— %</b>	<b>(2)</b>	<b>— %</b>	<b>4</b>	<b>1 %</b>
<b>Non-GAAP Operating Margin</b>	<b>52 %</b>	<b>54 %</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>

Note: The sum of the percentage changes may not tie to the percent change in total variance due to rounding.

<sup>1</sup> Reflects the impact of the Broker Services wind down that occurred in 2022 and the acquisition of Metro in 2022

# Trading Services Additional Detail

(US\$ in Millions)	2Q23	1Q23	4Q22	3Q22	2Q22
<b>U.S. Equity Derivatives Trading</b>	\$89	\$102	\$96	\$92	\$88
<b>U.S. Cash Equity Trading</b>	79	77	72	70	76
<b>European Cash Equity Trading</b>	24	26	24	24	29
<b>U.S. Tape Plans</b>	35	36	36	36	36
<b>Other<sup>1</sup></b>	23	26	25	26	23
<b>Trading Services Net Revenues</b>	<b>\$250</b>	<b>\$267</b>	<b>\$253</b>	<b>\$248</b>	<b>\$252</b>

<sup>1</sup> Other includes Nordic fixed income trading & clearing, Nordic derivatives, Nordic commodities and Canadian cash equities trading.

# Summary of Historical Financial Results

Non-GAAP Results (US\$ Millions, except EPS)	2019	YoY % Chg	2020	YoY % Chg	2021	YoY % Chg	2022	YoY % Chg
Revenue from Solutions Businesses	\$1,737	9%	\$1,928	11%	\$2,344	22%	\$2,552	9%
Trading Services Net Revenues	740	(4)%	932	26%	1,037	11%	1,019	(2)%
Other Revenues	58	(63)%	43	(26)%	39	(9)%	11	(72)%
<b>Net Revenues</b>	<b>2,535</b>	<b>—%</b>	<b>2,903</b>	<b>15%</b>	<b>3,420</b>	<b>18%</b>	<b>3,582</b>	<b>5%</b>
Operating Expenses	1,295	(2)%	1,414	9%	1,616	14%	1,721	6%
Operating Income	1,240	3%	1,489	20%	1,804	21%	1,861	3%
Operating Margin <sup>1</sup>	49%		51%		53%		52%	
Income Before Income Taxes	1,128	5%	1,393	23%	1,681	21%	1,740	4%
Net Income	835	5%	1,031	23%	1,273	23%	1,324	4%
Diluted Earnings Per Share	\$1.67	6%	\$2.06	23%	\$2.52	22%	\$2.66	6%
Dividend Per share	\$0.62	9%	\$0.65	5%	\$0.70	8%	\$0.78	11%

<sup>1</sup> Operating margin equals operating income divided by net revenues.

# Solutions Businesses Organic Revenue Growth

<u>Solutions Businesses</u>			Total Variance		Organic Impact		Other Impact <sup>(1)</sup>		
	All figures in US\$ Millions	Current Period	Prior-year Period	\$	%	\$	%	\$	%
2Q23		\$674	\$637	37	6 %	36	6 %	1	— %
1Q23		646	623	23	4 %	29	5 %	(6)	(1)%
4Q22		652	631	21	3 %	30	5 %	(9)	(1)%
3Q22		641	591	50	8 %	61	10 %	(11)	(2)%
2022		2,552	2,344	208	9 %	227	10 %	(19)	(1)%
2021 <sup>(2)</sup>		2,356	1,940	416	21 %	295	15 %	121	6 %
2020 <sup>(3)</sup>		1,962	1,770	192	11 %	168	9 %	24	1 %
2019 <sup>(3)</sup>		1,770	1,635	135	8 %	108	7 %	27	2 %
2018 <sup>(3)(4)</sup>		1,675	1,506	169	11 %	107	7 %	62	4 %

Note: The sum of the percentage changes may not tie to the percent change in total variance due to rounding.

<sup>1</sup> Other impact includes acquisitions, divestitures, and changes in FX rates.

<sup>2</sup> Solutions businesses revenues are not recast for the Broker Services wind down that occurred in 2022.

<sup>3</sup> Solutions businesses revenues are not recast for the NPM contribution and NFI sale that occurred in 2021 and the Broker Services wind down that occurred in 2022.

<sup>4</sup> Solutions business are not recast for the Bwise enterprise governance, risk and compliance software platform, that occurred in 2019.

# Trading Services Organic Revenue Growth

<u>Trading Services Business</u>			Total Variance		Organic Impact		Other Impact <sup>(1)</sup>		
	All figures in US\$ Millions	Current Period	Prior-year Period	\$	%	\$	%	\$	%
2Q23		\$250	\$252	(2)	(1)%	—	— %	(2)	(1)%
1Q23		267	264	3	1 %	7	3 %	(4)	(2)%
4Q22		253	250	3	1 %	11	4 %	(8)	(3)%
3Q22		248	242	6	2 %	16	7 %	(10)	(4)%
2022		1,019	1,037	(18)	(2)%	12	1 %	(30)	(3)%
2021		1,037	932	105	11 %	91	10 %	14	2 %
2020 <sup>(2)</sup>		941	755	186	25 %	182	24 %	4	1 %
2019 <sup>(2)</sup>		755	794	(39)	(5)%	(25)	(3)%	(14)	(2)%
2018 <sup>(2)</sup>		794	711	83	12 %	81	11 %	2	— %

Note: The sum of the percentage changes may not tie to the percent change in total variance due to rounding.

1. Other impact includes acquisitions, divestitures and changes in FX rates.

2. Trading Services revenues for organic growth calculations have not been recast for the sale of NFI that occurred in 2021.

# Defined Terms

**ARR:** ARR for a given period is the annualized revenue derived from subscription contracts with a defined contract value. This excludes contracts that are not recurring, are one-time in nature, or where the contract value fluctuates based on defined metrics. ARR is currently one of our key performance metrics to assess the health and trajectory of our recurring business. ARR does not have any standardized definition and is therefore unlikely to be comparable to similarly titled measures presented by other companies. ARR should be viewed independently of revenue and deferred revenue and is not intended to be combined with or to replace either of those items. ARR is not a forecast and the active contracts at the end of a reporting period used in calculating ARR may or may not be extended or renewed by our customers.

**AUM:** Assets Under Management.

**Corporate Solutions:** Our corporate solutions business serves both public and private companies and organizations through our Investor Relations Intelligence offerings, Governance Solutions & ESG Solutions.

**ETP:** Exchange Traded Product.

**Net Revenues:** Revenues less transaction-based expenses.

**NFI:** Nasdaq's former U.S. Fixed Income business, which was sold in June 2021.

**NPM:** Nasdaq Private Market.

**Signed ARR:** includes ARR recognized as revenue in the current period as well as ARR for new contracts signed but not yet commenced.

**Solutions Businesses:** Revenues from our Capital Access Platforms and Anti-Financial Crime segments and Marketplace Technology business within Market Platforms segment.

# For Additional Investor Relations Information

**Investor Relations Website:**

<http://ir.nasdaq.com>

**Investor Relations Contact:**

Ato Garrett

Senior Vice President, Investor Relations

[ato.garrett@nasdaq.com](mailto:ato.garrett@nasdaq.com)