



The Nasdaq Stock Market LLC Member Nominating Committee

APPROVED May 25, 2017

Purpose

As authorized by Article III, Section 6(b) of The Nasdaq Stock Market LLC By-Laws, the Board hereby establishes a Member Nominating Committee to:

1. Nominate candidates for each member representative position on the Board to be elected by Nasdaq members or appointed by Nasdaq, Inc. pursuant to the LLC Agreement and By-Laws of The Nasdaq Stock Market LLC; and
2. Nominate candidates to vacant or new positions on the Nasdaq Listing and Hearing Review Council, Nasdaq Review Council and other committees that are to be filled with a Member Representative under the terms of the By-Laws.

The Secretary shall collect from each nominee such information as is reasonably necessary to serve as the basis for a determination of the nominee's classification as Industry, Non-Industry or Public, if applicable, and the Secretary shall certify to the Member Nominating Committee each nominee's classification, if applicable. Directors and committee members shall update the information submitted under this subsection annually and upon request of the Secretary, and shall report immediately to the Secretary any change in such information. As a condition precedent to serving on the Committee, a member must complete a confidentiality agreement in the form provided by Nasdaq.

Committee Composition

The Member Nominating Committee will consist of no fewer than three and no more than six members currently associated with a Nasdaq member. No officer or employee of Nasdaq shall serve as a member of the Member Nominating Committee in any voting or non-voting capacity.

Term of Office

Members of the Member Nominating Committee shall be appointed annually by the Board and may be removed by majority vote of the Board.