

MEMBER NOMINATING COMMITTEE CHARTER
for The Nasdaq Stock Market LLC, Nasdaq PHLX LLC,
Nasdaq BX, Inc., Nasdaq ISE, LLC, Nasdaq MRX, LLC and
Nasdaq GEMX, LLC



APPROVED: MAY 19, 2020

Purpose

As authorized by the By-Laws and Limited Liability Company Agreements for each of the entities (the “Exchanges”) noted above, the Board of Directors (the “Board”) of each entity has established a Member Nominating Committee to:

- 1) Nominate candidates for each Member Representative Director position on the Board to be elected by the members or appointed by the sole shareholder or member of the relevant Exchange pursuant to the By-Laws and Limited Liability Company Agreements of each Exchange; and
- 2) Nominate candidates to vacant or new positions on the Nasdaq and BX Listing and Hearing Review Councils, each Exchange’s Review Council and other committees that are to be filled with a Member Representative under the terms of each Exchange’s By-Laws.

The Secretary shall collect from each nominee for Director and committee member 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 Member Nominating Committee, a member must complete a confidentiality agreement in the form provided.

Committee Composition

The Member Nominating Committee shall consist of no fewer than three and no more than six members. All members of the Member Nominating Committee shall be a current associated person of a current member of each Exchange. The Board will appoint such individuals after appropriate consultation with representatives of Exchange members.

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.