The NASDAQ OMX Group

Q110 Earnings Presentation

April 30, 2010



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 OMX 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 about our future financial results, growth, trading volumes, tax benefits and achievement of synergy targets, (ii) statements about the implementation dates and benefits of certain strategic initiatives, (iii) statements about our integrations of our recent acquisitions, and (iv) other statements that are not historical facts. Forward-looking statements involve a number of risks, uncertainties or other factors beyond NASDAQ OMX's control. These factors include, but are not limited to, NASDAQ OMX's ability to implement its strategic initiatives, economic, political and market conditions and fluctuations, government and industry regulation, interest rate risk, U.S. and global competition, and other factors detailed in NASDAQ OMX's filings with the U.S. Securities Exchange Commission, including its annual reports on Form 10-K and quarterly reports on Form 10-Q which are available on NASDAQ OMX's website at http://www.nasdaqomx.com and the SEC's website at www.sec.gov. NASDAQ OMX undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

Non-GAAP Information

In addition to disclosing results determined in accordance with GAAP, NASDAQ OMX also discloses certain non-GAAP and pro forma non-GAAP results of operations, including net income, diluted earnings per share, operating expenses, and operating income that make certain adjustments or exclude certain charges and gains that are described in the reconciliation table of GAAP to non-GAAP and pro forma non-GAAP information provided at the end of this release. Management believes that this non-GAAP and pro forma non-GAAP information provides investors with additional information to assess NASDAQ OMX's operating performance by making certain adjustments or excluding costs or gains and assists investors in comparing our operating performance to prior periods. Management uses this non-GAAP and pro forma non-GAAP information, along with GAAP information, in evaluating its historical operating performance.

The non-GAAP information is not prepared in accordance with GAAP and may not be comparable to non-GAAP information used by other companies. The non-GAAP information should not be viewed as a substitute for, or superior to, other data prepared in accordance with GAAP.

Website Disclosure

We intend to use our website, <u>www.nasdaqomx.com</u>, as a means for disclosing material non-public information and for complying with SEC Regulation FD and other disclosure obligations. These disclosures will be included on our website under "Investor Relations – Events and Presentations."



Q110 Highlights

Business Highlights

- Launched INET in the Nordic markets
- Announced plans to acquire Nordpool derivatives trading business
- Launched N2EX, a U.K. based power market
- Acquired a U.S. based clearinghouse for OTC power and gas markets (NOCC)
- Announced that Australian Securities Exchange will adopt Genium INET
- Announced \$300 million share repurchase program;
 - Repurchased 2.3 million shares with aggregate value of \$46M
- Completed refinancing of \$1.7 billion secured term loan

Operational Highlights

- Strength in core fundamentals
 - Improving capture rates in U.S. equities with stable market share
 - Growing market share in U.S. options
 - Growth in European derivatives volumes
 - Attracted 47 new listings, including 18 IPOs

Non-GAAP Results(1)

- Net Exchange Revenues⁽²⁾:
 \$360 million
 (\$369 million in Q409)
- Total Operating Expenses:
 \$201 million
 (\$204 million in Q409)
- Net Income Attributable to NASDAQ OMX: \$92 million (\$99 million in Q409)
- Diluted EPS: \$0.43
 (\$0.46 in Q409)



⁽¹⁾ For comparison purposes results are presented on a non-GAAP basis and exclude debt-related charges, asset retirements, merger expenses and certain other non-recurring items. Please refer to the non-GAAP schedules at the end of this slide presentation for a complete reconciliation of GAAP to non-GAAP results.

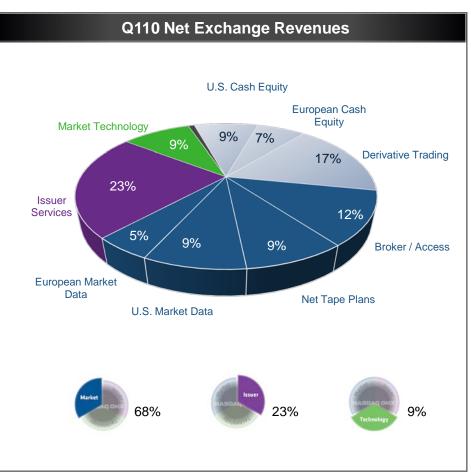
⁽²⁾ Net exchange revenues reflect total revenues less liquidity rebates, brokerage, clearance, and exchange fees.

Net Exchange Revenues

5% growth in volume-related revenues offset by lower Market Technology and Market Data revenue

(In \$millions)

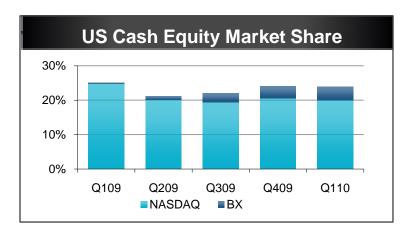
Revenue Statement	Q110	Q409
Cash Equity Trading	56	54
Derivative Trading and Clearing	61	57
Access Services	38	39
Total Transaction Services	155	150
Net U.S. Tape Plans	31	33
U.S. Market Data Products	31	31
European Market Data Products	18	20
Broker Services	4	6
Other Market Services	2	1
Total Market Services	241	241
Global Listing Services	72	74
Global Index Group	12	10
Total Issuer Services	84	84
Market Technology	34	44
Other	1	-
Net Exchange Revenues (1)	360	369



⁽¹⁾ Net exchange revenues reflect total revenues less liquidity rebates, brokerage, clearance, and exchange fees.



U.S. Transaction Drivers





(1) Pending SEC approval.

U.S. Cash Equity Market Share

- 23.9% matched market share in Q110
 - NASDAQ 20.0%; BX 3.9%
- BX market share continues to grow, reaching high of 4.5% in March 2010
- · Improving net capture rate
- Plans to introduce new price/size trading venue (1)

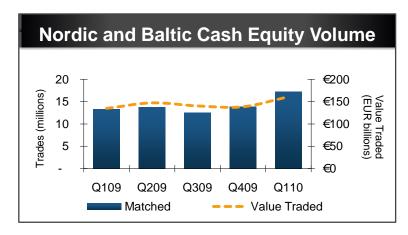
Options Volume

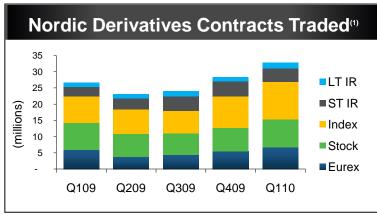
- Q110 combined share increased by 4.1 percentage points from prior-year levels
 - PHLX 21.3%; NOM 2.5%
- Q110 volumes increased 29.0% from Q109 levels
 - PHLX reached high of 27.6% in March 2010
- Share growth through PHLX's enhanced complex order execution capabilities

Improving competitive position



European Transaction Drivers





(1) Excludes volume traded at EDX.

Increases in activity

- 17.3 million trades in Q110 represents an increase of 30% from Q109 levels
- Value traded of €161 billion in Q110 represents an increase of 19% from Q109 levels
- INET launch in February
- ~ 80% Nordic market share in Q110

Derivative volume trending higher

- Increasing volumes for Stock and Index options and futures
- 32.8 million contracts traded in Q110, a 23% increase over Q109 levels
 - 11.7 million index contracts, up 44% from Q109
 - 5.9 million fixed income contracts, up 37% from Q109
 - Stock option and futures volume up 16% from Q409 to 8.5 million contracts

Recovering fundamentals drive volume growth

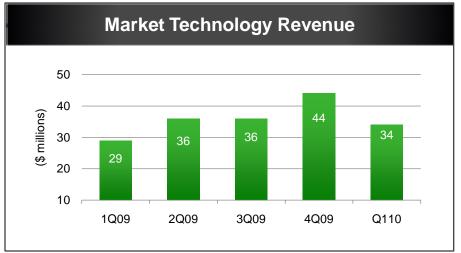


Issuer Services And Market Technology



IPO and Secondary offerings

- 18 IPOs in Q110, consistent with Q409 levels but up significantly from Q109 during which no IPOs were realized
- Total new listings grew to 47 in Q110, up from 20 in Q109
- 6 new Chinese company listings for a total of 130, more than any other U.S. exchange
- Secondary offerings are also showing significant growth, with a total of 122, up from 18 in Q109



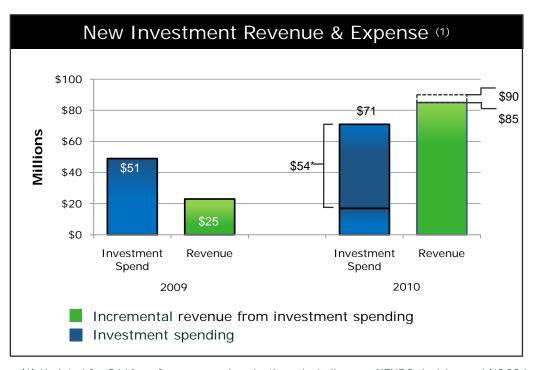
Strong customer pipeline

- Order intake increased in Q110 to \$50 million, far exceeding \$9 million realized in Q109
- Order value increased in Q110 to \$496 million, up from \$340 million in the prior year
- Australian Securities Exchange announced plans to adopt Genium INET technology



Investments in New Initiatives

- Expected to generate between \$85 to \$90 million in revenue in 2010
- Targeted to provide a 5-year rate of return in excess of twice our WACC
- Initiatives launched in 2009 expected to deliver margins of 30-40% in 2010, with further margin expansion in 2011.



New Initiatives

- BX Equity Market
- NASDAQ Options Market
- Global Index Data Service
- NASDAQ Basic
- Pinpoint Market
 Intelligence/Bloom Partners
- IDCG
- PSX Equity Market
- UK Power Market
- NOCC
- Other 2010 new initiatives
- (1) Updated for Q110 performance and projections, including our NEURO decision and NOCC investment.
- * Represents incremental spend for revenues in 2010 and beyond.

Driving top line growth



Foreign Currency Exchange Impact

(In \$millions except for EPS and FX rates)

Q110 Results	USD	SEK	EUR	DKK	Other	Total
Net exchange revenues (1)	249	45	42	8	16	360
Total non-GAAP operating expenses (2)	121	52	7	4	17	201
Non-GAAP operating income (3)	128	(7)	35	4	(1)	159
Average FX to USD in Q110	-	0.139	1.384	0.186	-	-

^{*} All values are presented in US dollars.

FX Impact on Q110 Results at: (4)	Q409	Q109
FA Impact on Q110 Results at. W	Rates	Rates
Net exchange revenues (1)	(4)	15
Total non-GAAP operating expenses (2)	3	(11)
Non-GAAP operating income (3)	(1)	4
Diluted earnings per share	(\$0.01)	\$0.02

USD	=	US Dollar
SEK	=	Swedish Krona
EUR	=	Euro
DKK	=	Danish Krone

- (1) Net exchange revenues reflect total revenues less liquidity rebates, brokerage, clearance and exchange fees.
- (2) Please refer to slide 18 of this presentation for a complete reconciliation of non-GAAP operating expenses.
- (3) Please refer to slide 17 of this presentation for a complete reconciliation of non-GAAP operating income.
- (4) The impact reflects changes to Q110 results if amounts were translated at the prior period rates.



Maintaining Expense Discipline

At constant FX, expenses equal to spending in Q409, but down from Q109

(In \$millions)

Total Non-GAAP operating expenses	Q110	Q409	Q109	Q110 Expense Categories
Compensation and benefits	97	104	94	5% Compensation Marketing
Marketing & advertising	4	7	2	Depreciation Professional Services Computer Ops
Depreciation & amortization	25	27	24	9% ■ Occupancy ■ Regulatory
Professional services	19	18	18	2% =G&A
Computer ops. & data comm.	16	13	15	(In \$millions) Quarterly Expense Trend (2)
Occupancy	20	18	17	300 249 251
Regulatory	9	8	9	250 222 213 194 199 197 ²⁰⁴ 201
General, admin. & other	11	9	15	150
Total non-GAAP operating expenses (1)	201	204	194	100
Expenses at Constant FX (3)	201	201	205	1Q08 2Q08 3Q08 4Q08 Q109 Q209 Q309 Q409 Q110

⁽¹⁾ For comparison purposes results are presented on a non-GAAP basis and exclude debt-related charges, asset retirements, merger expenses and other non-recurring items. Please refer to the non-GAAP schedules at the end of this slide presentation for a complete reconciliation.



⁽²⁾ Q108 through Q308 results are presented on a pro forma non-GAAP basis that reflect the results of NASDAQ OMX and PHLX as if they were a combined company for the periods presented, and exclude merger expenses and certain other non-recurring items. Please refer to the non-GAAP schedules at the end of this slide presentation for a complete reconciliation.

⁽³⁾ Expenses presented using Q110 foreign currency exchange rates.

Refinanced Credit Facility

Recently completed refinancing on very favorable terms

- \$1 billion of senior notes and \$700 million of unsecured term loans
- Provides increased capital management flexibility
- Upgraded by Moody's and Standard & Poor's

(in \$ millions)	Amount Outstanding	Rate	Maturity Date
Senior Unsecured Term Loan (1)	\$ 700.0	LIBOR + 200 bps	1/15/13
5 YR Bond ⁽¹⁾	\$ 400.0	4.00%	1/15/15
10 YR Bond (1)	\$ 600.0	5.55%	1/15/20
2.50% Convert (2)	\$ 427.7	2.50%	8/15/13
3.75% Convert (3)	\$ 0.5	3.75%	10/22/12
Nord Pool Debt (4)	\$ 16.8	6.25%	2/20/17

Ratings	
Moody's (5)	
Outlook	Stable
Issuer Rating	Baa3
Senior Unsecured Debt	Baa3
Standard & Poor's (6)	
Outlook	Stable
LT Foreign Issuer Credit	BBB
LT Local Issuer Credit	BBB

Notes

- (1) For additional information please refer to Prospectus Supplement filed with the SEC on January 15, 2010.
- (2) As adjusted for ASC 470.20. For further discussion, see our periodic reports filed with the SEC.
- (3) Approximately \$0.5 million aggregate principal amount of the 3.75% convertible notes remains outstanding. For further discussion, see our periodic reports filed with the SEC.
- (4) Represents 100 million NOK of subordinated debt assumed following the acquisitions of certain businesses of Nord Pool. For further discussion please refer to our periodic reports filed with the SEC.
- (5) Received Moody's upgrade from Ba1 to Baa3 on November 11, 2009.
- (6) Received Standard & Poor's upgrade from BBB- to BBB on January 11, 2010.

Increased Flexibility



Debt Obligations

(in \$ millions)	3-31-10
Term Loan	\$ 700
5 Year Bond	398
10 Year Bond	598
3.75% Convertible Note (1)	-
2.50% Convertible Note	378
Other	17
Total Debt Obligations	\$ 2,091
Less Current Portion	(105)
Long Term Portion	\$ 1,986

Cash & Investments (2)	\$ 953
Less: Restricted Cash and Regulatory Capital	(526)
Net Debt Excluding Restricted Cash and Regulatory Capital	\$ 1,664

Total principal amount of debt obligations were
\$2.1 billion at the end of Q110

- Restricted and regulatory capital of \$526 million consists of clearing capital, broker dealer requirements, SEC section 31 fees collected, and other commitments
- Net Debt to EBITDA is 2.2 x
 - Net Debt = \$1,664 million
 - LTM EBITDA = \$748 million (reconciliation provided on Slide 20)

Note: All debt is shown at book value

- 1) Approximately \$0.5 million principal amount of the 3.75% convertible notes remain outstanding.
- (2) Includes long-term deposits of \$8 million on 3/31/10.

Balance Sheet Highlights

(in \$ millions)	3-31-10	12-31-09
<u>Assets</u>		
Cash, Restricted Cash & Short Term Investments	\$ 945	\$ 1,012
Receivables, net	377	301
Market value, outstanding derivative positions	1,846	2,054
Goodwill	4,770	4,800
Intangible assets, net	1,607	1,631
Other assets	974	924
Total assets	\$10,519	\$10,722
Liabilities and stockholders' equity		
Accounts payable and accrued expenses	\$ 152	\$ 119
Market value, outstanding derivative positions	1,846	2,054
Debt obligations	2,091	2,092
Non-current deferred tax liabilities	676	683
Other liabilities	807	815
Total liabilities	\$5,572	\$5,763
Series A convertible preferred stock	16	15
Total equity	4,931	4,944
Total liabilities, series A convertible preferred stock and equity	\$10,519	\$10,722

Balance Sheet & Capital Spending Highlights

- Debt Obligations
 - Principal amount of outstanding debt obligations were \$2.1 billion at the end of Q110
- Capital Spending
 - Purchases of property and equipment totaled
 \$11 million for Q110
- Market Value Outstanding Derivative Positions
 - As legal counterparty for Nordic clearing transactions, NASDAQ OMX reports gross market value of derivative positions, net of customer positions





Net Income:

Reconciliation of GAAP to non-GAAP

(in \$ millions)	Q110	Q409	Q109
GAAP Net Income attributable to NASDAQ OMX:	\$ 61	\$ 43	\$ 94
Adjustments:			
Workforce reductions	2	6	3
Occupancy	2	8	-
Asset retirements	3	-	-
Debt related charges	40	-	-
Professional fees	-	2	-
Technology	-	3	-
Regulatory	-	(3)	-
Gain on sales of businesses	-	(12)	-
Impairment of unconsolidated investees	-	87	-
Merger expenses	-	-	8
Gain on debt extinguishment	-	-	(4)
Loss on sale of business	-	-	2
Total Adjustments	47	91	9
Adjustment to the income tax provision to reflect non-GAAP (1)	(16)	(37)	(1)
Non-recurring tax items, net		2	-
Total Adjustments, net of tax	31	56	8
Non-GAAP Net Income attributable to NASDAQ OMX:	\$ 92	\$ 99	\$ 102

⁽¹⁾ We determine the tax effect of each item based on the tax rules in the respective jurisdiction where the transaction occurred.



EPS:

Reconciliation of GAAP to non-GAAP

	Q110	Q409	Q109
GAAP diluted earnings per common share:	\$0.28	\$0.20	\$0.44
Total other adjustments from non-GAAP net income (Slide 14)	\$0.15	0.26	0.04
Non-GAAP diluted earnings per common share	\$0.43	\$0.46	\$0.48



Operating Income:

Reconciliation of GAAP to Non-GAAP

(in \$ millions)	Q110	Q409	Q309	Q209	Q109
GAAP operating income:	\$112	\$149	\$131	\$159	\$166
Other adjustments:					
Workforce reductions	2	6	4	3	3
Occupancy	2	8	-	-	-
Debt related charges	40	-	-	-	-
Asset retirements	3	-	10	3	-
Professional	-	2	2	-	-
Technology	-	3	-	1	-
Regulatory	-	(3)	-	-	-
Gain on debt extinguishment	-	-	-	(1)	(4)
Loss on sale of business	-	-	-	-	2
Merger expenses	-	-	5	3	8
Total adjustments	47	16	21	9	9
Non-GAAP operating income	\$159	\$165	\$152	\$168	\$175
Net exchange revenues (1)	\$360	\$369	\$349	\$367	\$369
Non-GAAP operating margin (2)	44%	45%	44%	46%	47%



⁽¹⁾ Net exchange revenues reflect total revenues less liquidity rebates, brokerage, clearance, and exchange fees.

⁽²⁾ Non-GAAP Operating Margin equals non-GAAP Operating Income divided by Net Exchange revenues

Operating Expenses:

Reconciliation of GAAP to Pro Forma and Pro Forma non-GAAP

(in \$ millions)	Q110	Q409	Q309	Q209	Q109	Q408	Q308	Q208	Q108
GAAP Operating Expenses	\$248	\$220	\$218	\$208	\$203	\$223	\$227	\$225	\$145
Pro forma adjustments:									
OMX operating expenses	-	-	-	-	-	-	-	-	70
PHLX operating expenses	-	-	-	-	-	-	7	30	31
Amortization of intangibles	-	-	-	-	-	-	1	2	4
Professional and contract services	-	-	-	-	-	-	-	-	-
Computer ops. and data comm.	-	-	-	-	-	-	-	-	-
Total adjustments	-	-	-	-	-	-	8	32	105
Pro forma operating expenses	\$248	\$220	\$218	\$208	\$203	\$223	\$235	\$257	\$250
Other adjustments:									
Workforce reductions	(2)	(6)	(4)	(3)	(3)	-	(2)	-	-
Occupancy	(2)	(8)	-	-	-	-	-	-	-
Debt related charges	(40)	-	-	-	-	-	-	-	-
Asset retirements	(3)	-	(10)	(3)	-	-	-	-	-
Professional fees	-	(2)	(2)	-	-	-	(2)	-	-
Technology	-	(3)	-	(1)	-	-	-	-	-
Regulatory	-	3	-	-	-	-	-	-	-
Gain on debt extinguishment	-	-	-	1	4	-	-	-	-
Loss on sale of business	-	-	-	-	(2)	-	-	-	-
Merger expenses	-	-	(5)	(3)	(8)	(10)	(9)	(6)	(1)
Total adjustments	(47)	(16)	(21)	(9)	(9)	(10)	(13)	(6)	(1)
PF non-GAAP operating expenses	\$201	\$204	\$197	\$199	\$194	\$213	\$222	\$251	\$249



Expense Detail:

Reconciliation of GAAP to Non-GAAP

(in \$ millions)	Q110	Q409	Q309	Q209	Q109
Compensation					
GAAP	99	110	99	105	97
Adjustments	(2)	(6)	(4)	(3)	(3)
non-GAAP	\$97	\$104	\$95	\$102	\$94
Depreciation and amortization					
GAAP	25	27	27	27	24
Adjustments	-	-	-	(2)	-
non-GAAP	\$25	\$27	\$27	\$25	\$24
Professional and contract services					
GAAP	19	20	20	17	18
Adjustments	-	(2)	(2)	-	-
non-GAAP	\$19	\$18	\$18	\$17	\$18
Computer Operations and data communications					
GAAP	16	16	14	14	15
Adjustments	-	(3)	-	-	-
non-GAAP	\$16	\$13	\$14	\$14	\$15
<u>Occupancy</u>					
GAAP	22	26	19	18	17
Adjustments	(2)	(8)	-	-	-
non-GAAP	\$20	\$18	\$19	\$18	\$17
Regulatory					
GAAP	9	3	10	10	9
Adjustments	_	5	_	-	-
non-GAAP	\$9	\$8	\$10	\$10	\$9
Merger Expenses					
GAAP	-	-	5	3	8
Adjustments	<u>-</u>	_	(5)	(3)	(8)
non-GAAP	-		-	-	-
General, administrative and other					
GAAP	54	11	21	11	13
Adjustments	(43)	(2)	(10)	(1)	2
non-GAAP	\$11	\$9	\$11	\$10	\$15
Total Adjustments	(47)	(16)	(21)	(9)	(9)



EBITDA

(Earnings Before Interest Taxes Depreciation and Amortization)

(in \$ millions)	LTM	Q110	Q409	Q309	Q209
Non-GAAP operating income (Slide 16)	\$644	\$159	\$165	\$152	\$168
Plus:					
Depreciation (Slide 18)	104	25	27	27	25
EBITDA	\$748	\$184	\$192	\$179	\$193

Note: LTM refers to Last Twelve Months

