

MARKETAXESS HOLDINGS INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of MarketAxess Holdings Inc. (the “Company”) by (i) identifying individuals qualified to become Board members, and recommending for selection by the Board the director nominees to stand for election for the next annual meeting of the Company’s stockholders, (ii) to develop and recommend for the Board the Corporate Governance Guidelines of the Company and (iii) to oversee the Board’s review of the performance of the Board, each director and each committee of the Board.

II. Membership

The Committee shall be comprised of no fewer than two directors, each of whom must meet the independence requirements established by the NASDAQ Stock Market (“NASDAQ”) (each such director, an “Independent Director”) or, with the approval of the Board, satisfy one or more of the exceptions permitted by NASDAQ. The Board shall determine from time to time the number of directors that shall constitute the Committee.

The members of the Committee shall be appointed and replaced by the Board. Unless a Chair is appointed by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. The Chair will also serve as the Lead Independent Director, unless otherwise determined by a majority vote of the full Board.

III. Meetings

The Committee shall meet at such times and with such frequency as the Committee shall determine is appropriate to meet its responsibilities, but not less than once annually. Special meetings may be convened as the Committee deems necessary or appropriate. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary.

A majority of the members of the Committee shall constitute a quorum to transact business. Members of the Committee may participate in a meeting of the Committee by means of telephone conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. Except in extraordinary circumstances as determined by the Chair of the Committee, notice shall be delivered to all Committee members at least 48 hours in advance of the scheduled meeting. Minutes of each meeting will be kept and distributed to the entire Board.

The affirmative vote of a majority of the members of the Committee present at the time of such vote will be required to approve any action of the Committee. Subject to the requirements of any applicable law, regulation or NASDAQ National Market rule, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Committee. Such written consent shall have the same force as a unanimous vote of the Committee.

IV. Responsibilities and Duties

Recommendation and Evaluation of Directors

1. The Committee shall have the sole authority, to the extent the Committee deems necessary or appropriate to carry out its responsibilities, to retain and terminate any search firm used to identify director candidates.
2. The Committee shall recommend to the Board for its approval criteria for the selection of new directors and the evaluation and renomination of existing directors. The Committee shall comply with such criteria in exercising its responsibilities under this Charter.
3. The Committee shall evaluate and recommend termination of Board membership of individual directors in accordance with the Company's Corporate Governance guidelines, for cause, or for other appropriate reasons.
4. The Committee shall make recommendations to the Board concerning the size, structure and composition of the Board and its committees.
5. The Committee shall identify individuals qualified to become Board members and shall consider candidates to fill positions on the Board, including candidates recommended by the Company's stockholders. The Committee shall conduct the appropriate and necessary inquiries (as determined by the Committee) with respect to the backgrounds and qualifications of candidates.
6. The Committee shall recommend to the Board for its selection candidates to fill positions on the Board. The Board shall select from among such recommended candidates the director nominees to stand for election for the next annual meeting of the Company's stockholders.
7. In connection with the recommendation of new directors and the evaluation and renomination of existing directors, the Committee shall (a) review the independence and other qualifications of Board members and (b) consider questions of possible conflicts of interest between Board members or management and the Company and its subsidiaries, and other activities of Board members or management that could interfere with such individuals' duties to the Company.
8. The Committee shall oversee the Board's annual self-evaluation to determine whether the Board and its committees are functioning effectively. The Committee will receive comments from all directors regarding such evaluation by the Board. The Committee shall report to the full Board with an assessment of each such evaluation.
9. The Committee shall review whether the necessary committees exist to support the Board and make recommendations to the Board as to the creation of additional committees or the elimination of existing committees as appropriate.
10. Notwithstanding anything to the contrary in this Charter, if the Company is required by contract or otherwise to provide third parties with the ability to nominate one or more directors, the selection and nomination of such directors shall not be subject to review or approval by the Committee.

11. The Committee will review any resignation letters tendered by directors and recommend to the Board the best course of action.

Other Authority and Responsibilities

12. The Committee shall arrange and facilitate on a regular basis meetings of the Independent Directors in executive sessions (with a minimum of twice annually) to be chaired by the Lead Independent Director.

13. In addition to the authority granted above, the Committee shall also have the authority, to the extent it deems necessary or appropriate to carry out its responsibilities, to retain at the expense of the Company special legal, accounting, actuarial or other consultants to advise the Committee. The Committee shall have the sole authority to approve such advisors' fees and other retention terms.

14. The Committee may form and delegate authority to subcommittees to the extent the Committee deems necessary or appropriate.

15. The Committee may designate any member of the Committee to execute documents on its behalf as the Committee deems necessary or appropriate to carry out its responsibilities hereunder.

16. The Committee shall report to the Board, as requested by the Board, or as the Committee deems appropriate, but not less frequently than annually.

17. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed change to the Board for its approval. This Charter is in all respects subject and subordinate to the Company's certificate of incorporation and bylaws and the applicable provisions of the General Corporation Law of the State of Delaware.

18. The Committee shall review the Company's Code of Conduct and Code of Ethics for the Chief Executive Officer and Senior Financial Officers annually and recommend any proposed change to the Board for its approval.

19. The Committee shall monitor compliance with the Corporate Governance Guidelines, and periodically review and recommend to the Board revisions thereto as it deems appropriate.

20. The Committee shall develop and oversee the Company's orientation process for new directors and assist the Board in its implementation. The Committee shall also regularly assess the adequacy of and need for additional continuing director education programs.

21. The Committee shall annually review its own performance.

V. General

In addition to the activities described above, the Committee will perform such other functions as are necessary or appropriate in its opinion or in the opinion of the Board under applicable law, the Company's certificate of incorporation and by-laws, and the resolutions and other directives of the Board. This Charter may be amended from time to time by the Board.

Date: October 24, 2007