NASDAQ OMX BX, INC.

Member Nominating Committee Charter

Purpose

As authorized by Article IV, Section 4.1(b) of the NASDAQ OMX BX, Inc. By-Laws, the Board hereby establishes a Member Nominating Committee to nominate candidates for each Member Representative Director position on the Board or any new position on the Review Council, Exchange Listing Hearing Review Council, or any other committee that is to be filled with a Member Representative member under the terms of the By-Laws. The Member Nominating Committee shall nominate candidates for all other vacant or new director positions on the Board pursuant to the By-Laws of the NASDAQ OMX BX, Inc.; and

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 OMX BX.

Committee Composition

The Member Nominating Committee will consist of no fewer than three and no more than six members currently associated with a current Exchange member. No officer or employee of NASDAQ, NASDAQ OMX PHLX or NASDAQ OMX BX 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.