NASDAQ OMX PHLX LLC

Member Nominating Committee Charter

Purpose

As authorized by Article X, Section 10-19 of the NASDAQ OMX PHLX LLC By-Laws, the Board hereby establishes a Member Nominating Committee to nominate candidates for each Designated Governor position on the Board or any new position on any committee that is to be filled with a Member Representative member. The Member Nominating Committee shall nominate candidates for all other vacant or new Governor positions on the Board pursuant to the LLC Agreement and By-Laws of the NASDAQ OMX PHLX LLC; 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. Governors 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 PHLX.

Committee Composition

The Member Nominating Committee will consist of no fewer than three and no more than six members currently associated with a NASDAQ OMX PHLX 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.