NASDAQ OMX BX, INC.

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 Nominating Committee to nominate candidates for each vacant or new director position (other than Member representatives), Review Council, Listing and Hearing Review Council or any committee that is to be filled with Member Representative members. The Secretary shall collect from each nominee for director or committee member such information as is reasonably necessary to serve as the basis for a determination of the nominee's classification, and the Secretary shall certify to the 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 Nominating Committee will consist of no fewer than six and no more than nine members. The number of Non-Industry members on the Nominating Committee shall equal or exceed the number of Industry members on the Nominating Committee. If the Nominating Committee consists of six members, at least two shall be Public committee members. If the Nominating Committee consists of seven or more members, at least three shall be Public committee members. No officer or employee of NASDAQ, NASDAQ OMX PHLX or NASDAQ OMX BX shall serve as a member of the Nominating Committee in any voting or non-voting capacity. No more than three of the Nominating Committee members and no more than two of the Industry committee members shall be current members of the Board. A Nominating Committee member may not simultaneously serve on the Nominating Committee and the Board, unless such member is in his or her final year of service on the Board, and following that year, that member may not stand for election to the Board until such time as he or she is no longer a member of the Nominating Committee.

Term of Office

Members of the Nominating Committee shall be appointed annually by the Board and may be removed by majority vote of the Board.