

APPLICATION FOR SECONDARY LISTING OF EQUITY SECURITIES ON DIFX

To
Head of Listing Authority
Dubai International Financial Exchange (DIFX)
Dubai

(Terms defined in the DIFX Listing Rules (“the Listing Rules”) shall bear the same meaning in this Form).

1. Full name of Issuer: **The NASDAQ OMX Group, Inc**

hereby applies for the following Securities to be Listed by the DIFX as “Secondary Listing” subject to the Listing Rules.
2. Incorporation Details:
 - (a) Constitution - Pvt Ltd Co/Public/PJSC/Others : **Public**
 - (b) Country of Incorporation: **USA** State: **Delaware**
 - (c) Date of Incorporation: **November 13, 1979**
 - (d) Details of Holding Company (if any)
3.
 - (a) Class of Security proposed to be Listed: **Common Stock**
 - (b) Type of Security: **Equity**
 - (c) Currency of Security: **USD**
4. Desired date of listing and admission to trading on the DIFX: **November 20, 2008**
5. Current shareholding structure (as of the date of Application) of Issuer (if there is a holding company, shareholding details of such holding company must be provided separately).
 - a) Authorized capital as approved by the shareholders (after the last shareholders resolution):
There are 300,000,000 shares authorized.
 - b) Paid up capital of the company on date of Application: **As of June 30, 2008, NASDAQ OMX’s balance sheet reflected common stock of US\$2,004,000, additional paid-in capital of US\$3,474,450,000 and retained earnings of US\$1,253,398,000.**
 - c) Number of shares issued as of date of Application and sought to be listed on DIFX: **As of June 30, 2008, there were 200,133,804 shares issued and as of August 1, 2008, there were 199,924,340 shares of Common Stock outstanding. NASDAQ OMX seeks the listing of all outstanding shares.**
 - d) Total shares outstanding and market capitalization: **As of October 27, 2008, NASDAQ OMX had a market cap of over US\$5.3 billion based on 199,924,340 shares outstanding and a closing price of US \$26.58.**

6. Details of Shareholders:

Details of shareholders	Number of Securities held*	Total Percentage
1.Promoters** (Give individual details)		
2.Connected Persons*** (Give individual details)		
3.Any other share holder who is participating in the Offer for Sale (being the subject of this application)		
4.Directors (Give individual details)		
5.Others (aggregated) indicate no.of shareholders (i.e. freefloat)	113,025,638	57%
6. Total	199,924,340	100

All directors and executive officers of NASDAQ OMX as a group own 4,186,051 shares, representing approximately 2.1% of the shares outstanding. Details about the ownership of Officers, Directors and Substantial Shareholders of NASDAQ OMX is detailed on page 28 of the Proxy Statement filed on April 17, 2008, available at: <http://ir.nasdaq.com/secfiling.cfm?filingID=1193125-08-83559>.

Note:

*This represents Securities which are beneficially owned or controlled directly or indirectly by such Persons

**"Promoter" means a Person or an (Associate of a Person) other than the Lead Manager who in the opinion of the DIFX acting alone or in conjunction with one or more other Persons has taken the initiative in founding, organizing or substantially reorganizing the business of the Issuer and has received in consideration of such services, securities of the Issuer

***"Connected Person" shall have the same meaning as in GLO of the DFSA rulebook

7. Please provide details of shares (if any) that are subject to lock-in: **None**
8. a) Name of the Exchange where the Issuer has a Primary Listing of its Securities: **The NASDAQ Global Select Market**
- b) Date of Listing on the Primary Exchange: **July 3, 2006**
- c) ISIN Code: **The securities CUSIP number is 631103108 and the ISIN code is US6311031081**
- d) Security code at the Primary Exchange: **NDAQ**
- e) Total Warrants in issue as on the date of the application: **Silver Lake and VAB Investors, LLC hold warrants to purchase 1,539,489 shares of NASDAQ OMX common stock. Employees hold stock options, warrants, and rights issued as equity compensation for 9,998,114 shares.**

9. Will the Securities for which Application is now made be identical in all respects with each other:
YES

Note: "identical" means in this context:

- a) the Securities are of the same nominal value with the same amount called or paid up;
 - b) they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per security will amount to exactly the same sum (gross and net); and
 - c) they carry the same rights as to unrestricted transfer, attendance and voting at meetings and are pari passu in all other respects.
10. The name of the proposed settlement system and details regarding the clearing and settlement arrangements for the Securities: **The trades will be cleared and settled through DIFX CSD via a link between DIFX CSD and DTC provided by Computershare Limited.**
11. Issuer details:

(a) Registered office address:

**The NASDAQ OMX Group, Inc.
One Liberty Plaza
165 Broadway
New York, NY 10006
United States**

(b) Correspondence address:

**The NASDAQ OMX Group, Inc.
9600 Blackwell Road
Rockville, MD 20850
United States**

(c) Name and address of transfer agent/share registrar and any paying agent (as may be applicable):

**Mellon Investor Services
480 Washington Boulevard
Jersey City, NJ 07310-1900
United States**

d) Name and address of the Issuer's current statutory auditors:

**Ernst & Young LLP
5 Times Square
New York, NY 10036-6530
United States**

12. Brief description of business/industry:

NASDAQ OMX is a holding company created by the combination of the businesses of The Nasdaq Stock Market, Inc. and OMX AB (publ) which was completed on February 27, 2008. The NASDAQ OMX Group, Inc. is the world's largest exchange company. It delivers trading, exchange technology and public company services across six continents, and with over 3,900 companies, it is number one in worldwide listings among major markets. NASDAQ OMX offers multiple capital raising solutions to companies around the globe, including its U.S. listings market; the OMX Nordic exchanges, including First North; and the 144A PORTAL Market. The company offers trading across multiple asset classes including equities, derivatives, debt, commodities, structured products and ETFs. NASDAQ OMX technology supports the operations of over 60 exchanges, clearing organizations and central securities depositories in more than 50 countries.

NASDAQ OMX manages, operates and provides our products and services in three business segments: Market Services, Issuer Services and Market Technology. The Market Services segment includes our U.S. and European Transaction Services business (cash equity and derivative trading) and our Market Data business, which are interrelated because the Transaction Services business generates the quote and trade information that we sell to market participants and data vendors. Market Services also includes our Broker Services business. The Issuer Services segment includes our U.S. and European Listing Services and Financial Products businesses. The companies listed on The NASDAQ Stock Market represent a diverse array of industries. This diversity of NASDAQ-listed companies allows us to develop industry-specific and other indexes that we use to develop and license financial products and associated derivatives. The Market Technology segment provides technology solutions for trading, clearing and settlement information dissemination and also offers facility management integration and advisory services

13. Details of:

- (a) Directors (names, roles, executive or non-executive, independent or non independent status and individual address of each director);

H. Furlong Baldwin
Soud Ba'alawy
Urban Bäckström
Michael Casey
Lon Gorman
Robert Greifeld
Glenn H. Hutchins
Birgitta Kantola
Essa Kazim
John D. Markese
Hans Munk Nielsen
Thomas F. O'Neill
James S. Riepe
Michael R. Splinter
Lars R. Wedenborn
Deborah L. Wince-Smith

All members are non-executive members except Mr. Robert Greifeld, Chief Executive Officer.
All members are independent except Mr. Robert Greifeld, Mr. Soud Ba'alawy, and Mr. Essa Kazim.
Each director can be reached in the care of The NASDAQ OMX Group, The NASDAQ OMX Group, Inc., One Liberty Plaza, 165 Broadway, New York, NY 10006, United States.

- (b) Key managerial staff, designation and role: The key managerial staff of The NASDAQ OMX Group, Inc. is described on pages 25-27 of the Proxy Statement filed on April 17, 2008, available at: <http://ir.nasdaq.com/secfiling.cfm?filingID=1193125-08-83559>.

(c) Committees of the company: **Audit, Corporate Governance, Executive, Finance and Management Compensation**

Note: Link to the Company's proxy filed with the SEC can be provided.

14. Issuer's website address: **www.nasdaqomx.com**

15. Fiscal Year End: **December 31**

16. 3 years of annual audited financial statements (Please provide a copy of the 3 years annual audited financial statements/summary or the link to the website where the financials are available). **Financial statements are available at: <http://ir.nasdaq.com/annuals.cfm>.**

17. Have there been any material information relating to the Applicant which has been published to the market after the publication of its last annual audited financial statements. If so please provide the link to the website where this information is available.

Material information about The NASDAQ OMX Group, Inc. is provided on the company's web sites at <http://ir.nasdaq.com/releases.cfm> and <http://ir.nasdaq.com/sec.cfm> and is available from the SEC at <http://www.sec.gov/cgi-bin/browse-edgar?company=nasdaq+omx&CIK=&filenum=&State=&SIC=&owner=include&action=getcompany>.

18. Issuer's ongoing contact (at least two to be nominated).

a) Name: **Edward S. Knight**
b) Relationship with Issuer: **Executive Vice President and General Counsel**
c) Address: **9600 Blackwell Road, Rockville, MD 20850, United States**
d) Email address: **Edward.Knight@nasdaqomx.com**
e) Telephone number: (Office) **(301) 978-8480** (Mobile):

a) Name: **Vincent Palmiere**
b) Relationship with Issuer: **Vice President, Investor Relations**
c) Address: **9600 Blackwell Road, Rockville, MD 20850, United States**
d) Email address: **Vincent.Palmiere@nasdaqomx.com**
e) Telephone number: (Office) **(301) 978-5242** (Mobile):

Note: where the above mentioned contacts will be nominated to assist the Issuer to comply with the ongoing obligations for Listing, the Company must submit a waiver letter to DIFX in relation to LR 21.1

19 (a) Address at which the listing documents (and all the material documents that the listing document states) will be available to the public for verification/inspection:

The listing document will be available on NASDAQ OMX's website at <http://ir.nasdaqomx.com/> and the DIFX website at www.difx.ae.

(b) details of the contact person at this address:

(c) website address where the Issuer's listing documents will be posted for public review and any other website where the Issuer's filings (inclusive of its annual and interim financial statements etc) as a public company are filed and available for public review:

The listing document will be available on NASDAQ OMX's website at <http://ir.nasdaqomx.com/> and the DIFX website at www.difx.ae.

Issuer's Declaration

We acknowledge our obligations under the Listing Rules. Accordingly we declare that:

- a. all the eligibility criteria for Listing in the Listing Rules which are required to be fulfilled prior to Application have been fulfilled in relation to us, as the Issuer, and in relation to the Securities for which Application is now made;
- b. all the documents and information required to be included in the Application have been or will be supplied in accordance with the Listing Rules and all other requirements of the DIFX in respect of the Application have been or will be complied with;
- c. to the best of our knowledge, all information required to be included in the listing document has been included or, if the final version has not yet been submitted (or approved), will be included when it is submitted;
- d. there are no legal or regulatory restrictions that prevent the Listing on the DIFX of the Securities for which Application is now made;
- e. there are no other facts bearing on our Application which, in our opinion, should be disclosed to the DIFX;
- f. we are in compliance with (i) the requirements of all securities regulators that regulate us and/or any other exchange on which we have Securities listed and traded; and (ii) all applicable laws in the jurisdictions in which we are incorporated or established;
- g. there has not been any breach of the listing rules or non compliance to the disclosure requirements leading to suspension of Securities on the Primary Exchange;
- h. neither the Applicant company nor any of its Directors or officers, Company Secretary or key managerial staff are named by any agency like World check, Complinet, or Office of Foreign Assets Control (OFAC) or such other bodies to have any links with (i) terrorists, (ii) terrorists financing or (iii) money laundering;
- i. we agree to supply all information requested by DIFX as soon as practicable.

We hereby undertake to comply with and to be bound by the Listing Rules as published by the DIFX from time to time.

Signed:



By a duly authorised director or officer for and on behalf of **The NASDAQ OMX Group, Inc.** (please attach authorisation document)

Date:

11/10/08