



# 2Q18 Earnings Presentation

July 25, 2018

# NASDAQ 2Q18 HIGHLIGHTS<sup>1</sup>

Driving Accelerating Growth, Creating Sustainable Value

## Nasdaq Net Revenues

2Q18 Revenue  
Growth:

+7% Organic  
Y-o-Y

## Information Services

2Q18 Revenue  
Growth:

+8% Organic  
Y-o-Y

## Market Technology

2Q18 Net Revenue  
Growth:

+14% Organic  
Y-o-Y

## Market Services

2Q18 Net Revenue  
Growth:

+6% Organic  
Y-o-Y

## Free Cash Flow ex Section 31 Fees

\$510 Million  
YTD

+27% Y-o-Y

## Capital Returns to Shareholders<sup>2</sup>

\$476 Million YTD,  
including \$340 Million  
in share repurchases

<sup>1</sup>Please refer to the appendix for a reconciliation of U.S. GAAP to non-GAAP measures.

<sup>2</sup>Refers to share repurchases plus dividends.

# 2Q18 NON-GAAP SUMMARY<sup>(1)</sup>

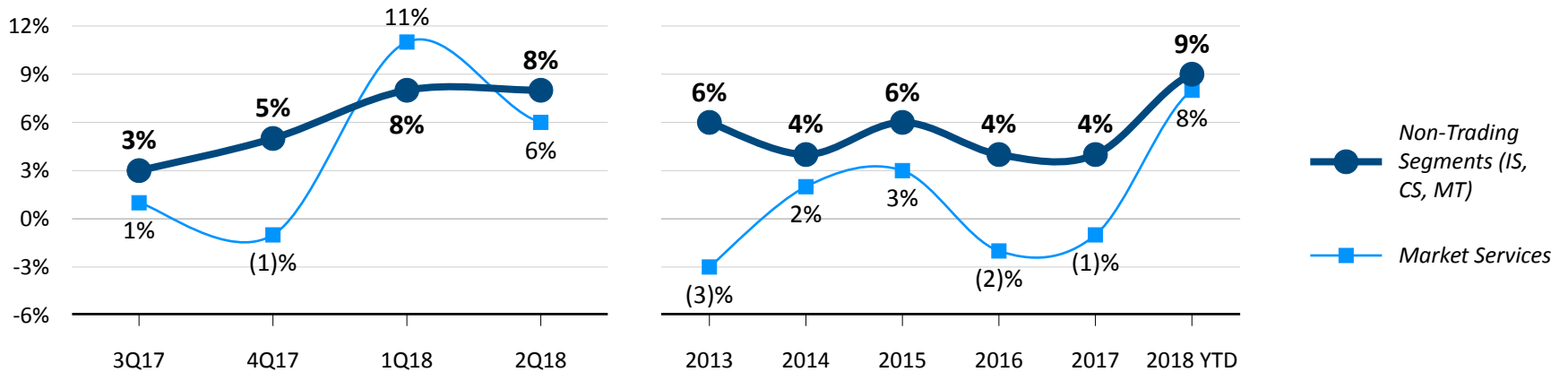
<i>(US\$ millions, except per share)</i>	2Q18	2Q17	% Δ
Revenue from non-trading segments <sup>(2)</sup>	\$372	\$324	15%
Market Services Net Revenue <sup>(3)</sup>	\$237	\$222	7%
Other Revenue	\$6	\$50	(88)%
<b>Net Revenues<sup>(3)</sup></b>	<b>\$615</b>	<b>\$596</b>	<b>3%</b>
Operating Expenses	\$325	\$311	5%
Operating Income	\$290	\$285	2%
Operating Margin	47%	48%	—
<b>Net Income</b>	<b>\$198</b>	<b>\$170</b>	<b>16%</b>
<b>Diluted EPS</b>	<b>\$1.18</b>	<b>\$1.01</b>	<b>17%</b>
Diluted Shares Outstanding	167.4	168.5	(1)%

- 2Q18 net revenues<sup>(3)</sup> totaled \$615 million, +3% Y-o-Y
  - Revenues from non-trading segments<sup>(2)</sup> increased 15%, or \$48 million y-o-y, with increases in Information Services, Corporate Services and Market Technology.
  - Net revenues from Market Services<sup>(3)</sup> increased 7%, or \$15 million y-o-y.
  - Other revenues declined \$44 million y-o-y, due to the divestiture of the Public Relations Solutions and Digital Media Services businesses in mid-April.

1. Please refer to the appendix for a reconciliation of U.S. GAAP to non-GAAP measures.
2. Represents revenues from our Corporate Services, Information Services and Market Technology segments.
3. Represents revenues less transaction-based expenses.

# ORGANIC REVENUE AND OUTLOOK

NASDAQ YEAR-OVER-YEAR REVENUE GROWTH EXCLUDING ACQUISITIONS AND DIVESTITURES, CONSTANT CURRENCY<sup>(1)</sup>



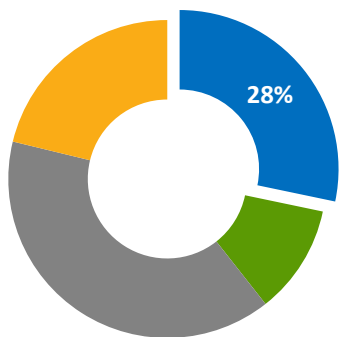
## NASDAQ MEDIUM-TERM (3-5 YR) ORGANIC REVENUE GROWTH OUTLOOK

U.S. GDP <sup>(2)</sup>	S&P 500 Revenue Consensus <sup>(3)</sup>	Information Services	Market Technology	Corporate Services	Non-Trading Segments (IS, CS, MT)
2.5% - 3.0%	5% - 6%	5% - 7%	8% - 11%	3% - 5%	5% - 7%

1. Please refer to pages 24-25 for a reconciliation of organic revenue growth.
2. GDP forecasts for 2018 and 2019 according to Consensus Economics Inc.
3. FactSet consensus est. 2017-2019 average annual S&P 500 revenue growth, as of 7/10/18.

# INFORMATION SERVICES

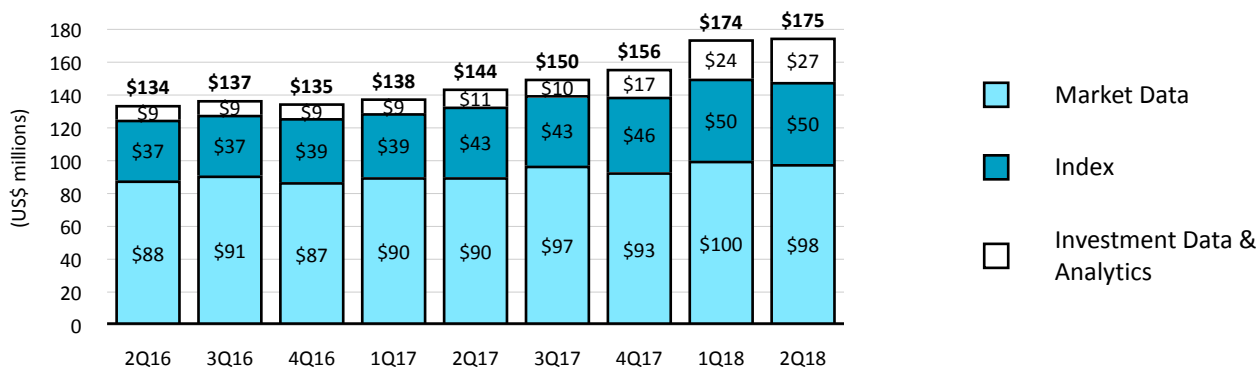
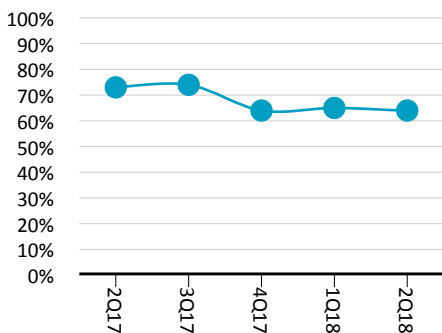
IS 2Q18  
Net Revenue  
Contribution



Information Services Performance Summary				
	2Q18	2Q17	% Δ	
Net Revenue	\$175M	\$144M	22%	<ul style="list-style-type: none"> <li>• <b>9% increase in Market Data revenues:</b> Primarily due to increases in revenues from U.S. and European proprietary market data and higher collections related to unreported usage, as well as a favorable impact from changes in foreign exchange rates.</li> </ul>
Operating Income	\$112M	\$105M	7%	<ul style="list-style-type: none"> <li>• <b>16% increase in Index revenues:</b> Primarily due to higher AUM in exchange traded products linked to Nasdaq indexes and higher licensing revenues from futures trading volume related to the Nasdaq 100 Index.</li> </ul>
Operating Income Margin	64%	73%		<ul style="list-style-type: none"> <li>• <b>\$16 million Increase in Investment Data &amp; Analytics revenues:</b> Due to the acquisition of eVestment.</li> <li>• The operating margin was 64%, down 9 percentage points, reflecting the impact of the acquisition of eVestment and the temporary purchase price adjustment on deferred revenue.</li> </ul>

## INFORMATION SERVICES NET REVENUES

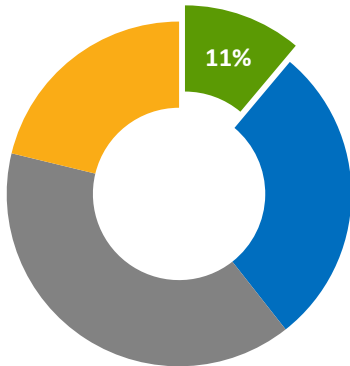
Operating Income Margin <sup>(1)</sup>



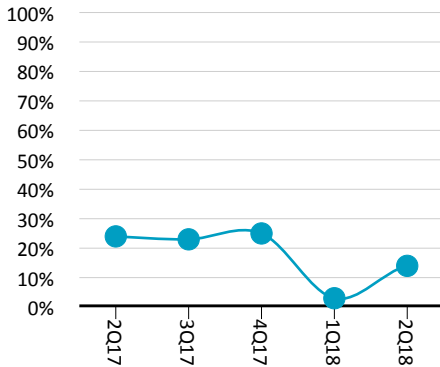
1. Information Services' margins reflect the allocation of certain costs that support the operation of various aspects of Nasdaq's business, including Market Services, to units other than Information Services.

# MARKET TECHNOLOGY

MT 2Q18  
Net Revenue  
Contribution



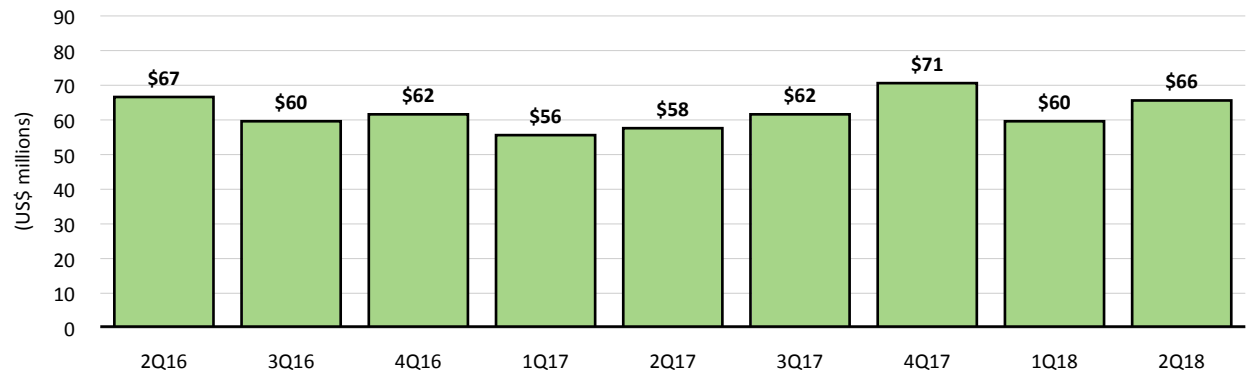
Operating Income Margin



## Market Technology Performance Summary

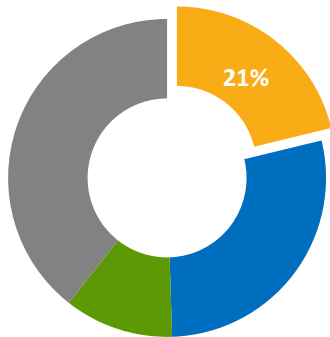
	2Q18	2Q17	% Δ	
Net Revenue	\$66M	\$58M	14%	<ul style="list-style-type: none"> <li>• <b>14% growth in Market Technology revenues:</b> The increase reflects organic growth primarily due to higher delivery and support revenues and higher software as a service revenues.</li> <li>• \$64 million new order intake in 2Q18 and 4% y-o-y increase in total order value to \$714 million at 2Q18.</li> <li>• The operating margin was 14%, down 10 percentage points y-o-y reflecting primarily increased investment to implement our next-generation Nasdaq Financial Framework market technology platform.</li> </ul>
Operating Income	\$9M	\$14M	(36)%	
Operating Income Margin	14%	24%		

## MARKET TECHNOLOGY NET REVENUES

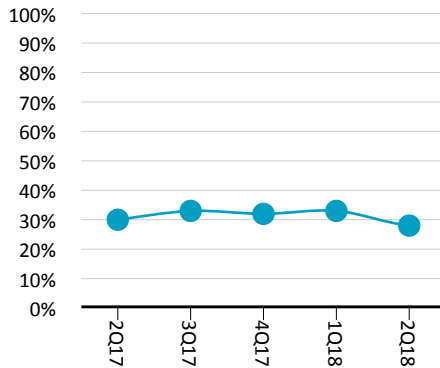


# CORPORATE SERVICES

CS 2Q18  
Net Revenue  
Contribution



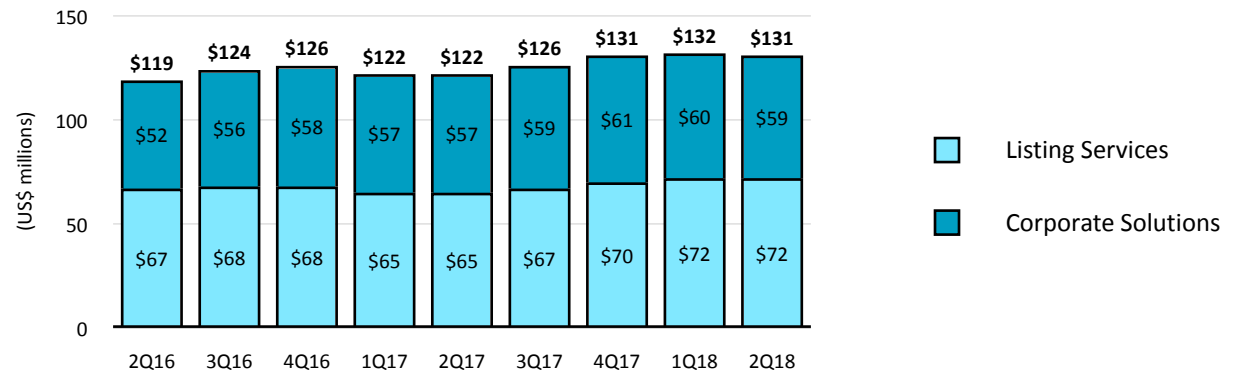
Operating Income Margin



## Corporate Services Performance Summary

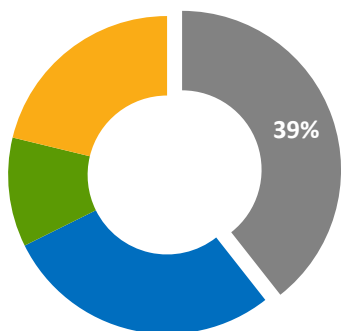
	2Q18	2Q17	% Δ	
Net Revenue	\$131M	\$122M	7%	<ul style="list-style-type: none"> <li>● <b>4% increase in Corporate Solutions revenues.</b> Due primarily to organic growth in board and leadership revenues.</li> <li>● <b>11% increase in Listing Services revenues:</b> Primarily reflects an organic increase, resulting from client adoption of our all-inclusive annual listing fee program partially offset by the run-off of fees earned from listing of additional shares.</li> <li>● 89 new U.S. listings including 56 IPOs in 2Q18, and a 74% U.S. IPO win rate. European new listings totaled 29 in 2Q18.</li> <li>● The operating margin was 28%, down slightly y-o-y reflecting the impact of temporary, residual overhead costs that had been allocated to the divested businesses.</li> </ul>
Operating Income	\$37M	\$37M	—	
Operating Income Margin	28%	30%		

## CORPORATE SERVICES NET REVENUES

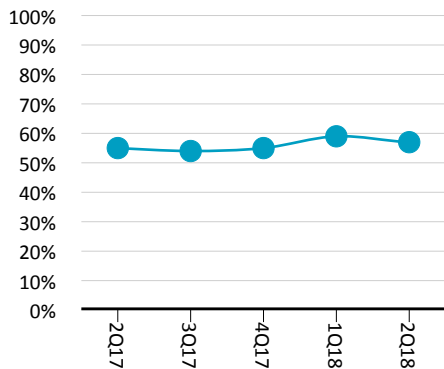


# MARKET SERVICES

MS 2Q18  
Net Revenue  
Contribution



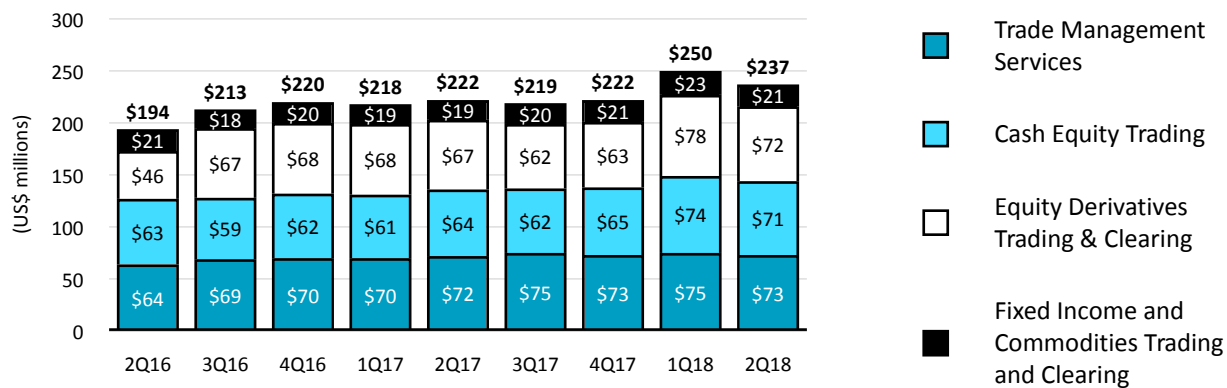
Operating Income Margin



## Market Services Performance Summary

	2Q18	2Q17	% Δ	
Net Revenue	\$237M	\$222M	7%	<ul style="list-style-type: none"> <li>7% increase in Equity Derivative Trading and Clearing revenues: Due primarily to higher U.S. industry trading volumes, partially offset by lower U.S. market share.</li> </ul>
Operating Income	\$134M	\$121M	11%	<ul style="list-style-type: none"> <li>11% increase in Cash Equity Trading revenues: Due primarily to higher U.S. market share and average net capture rate.</li> <li>11% increase in Fixed Income and Commodities Trading and Clearing revenues: Due to higher NFX net revenues and a \$1 million favorable impact from changes in foreign exchange rates.</li> </ul>
Operating Income Margin	57%	55%		<ul style="list-style-type: none"> <li>1% increase in Trade Management Services revenues: Due primarily to an increase in customer demand for third-party co-location.</li> </ul>

## MARKET SERVICES NET REVENUES



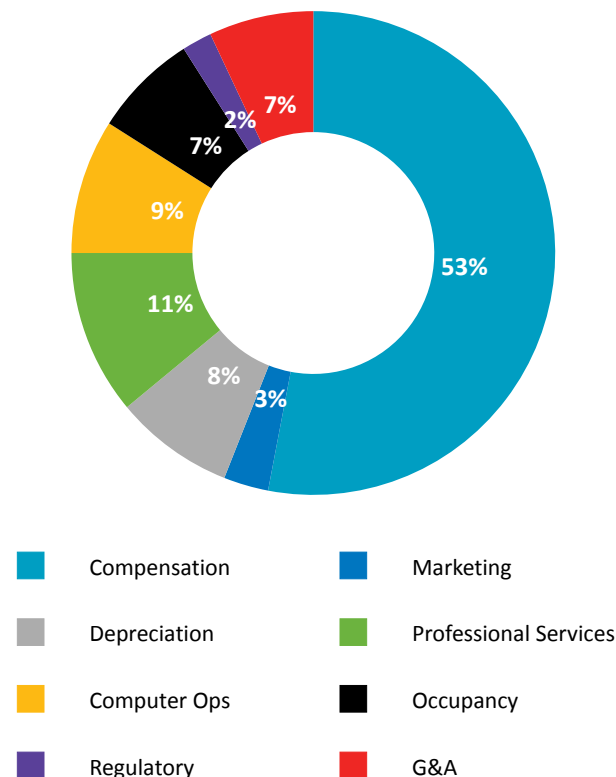


# NON-GAAP OPERATING EXPENSES<sup>1</sup>

(US\$ millions)

Total Non-GAAP operating expenses	2Q18	1Q18	2Q17
Compensation and benefits	173	197	161
Professional and contract services	34	37	36
Computer operations and data communications	30	32	30
Occupancy <sup>(2)</sup>	23	24	23
General, admin. & other <sup>(2)</sup>	22	22	20
Marketing and advertising	10	9	8
Depreciation and amortization <sup>(2)</sup>	25	24	25
Regulatory	8	8	8
<b>Total non-GAAP operating expenses</b>	<b>325</b>	<b>353</b>	<b>311</b>

2Q18 EXPENSE CATEGORIES



1. Please refer to the appendix for reconciliation of U.S. GAAP to non-GAAP measures.

2. Depreciation and amortization expense in all periods has been adjusted from GAAP expense. For 2Q18 and 2Q17, general, administrative and other expense is adjusted and for 1Q18, occupancy expense is adjusted. Refer to slides 21 and 22 for the amounts and details of the adjustments for all periods presented.

# 2018 NON-GAAP EXPENSE AND TAX GUIDANCE

*Nasdaq Non-GAAP Operating Expense Guidance  
Includes partial-year of expenses from MM & PR businesses*

Core Non-GAAP  
Operating Expenses

*\$1,245-\$1,260 Million*

R&D Expenses

*\$65-\$75  
Million*

**Total Non-GAAP  
Operating Expenses**

*\$1,310-\$1,335 Million*

*Non-GAAP Tax Rate Guidance: 24.5% - 26.5%*

U.S. GAAP operating expense and tax guidance is not provided due to the inherent difficulty in quantifying certain amounts due to a variety of factors including the unpredictability in the movement in foreign currency rates, as well as future charges or reversals outside of the normal course of business.

# DEBT OVERVIEW

## Plan to De-Lever to Mid-2X

- 2Q18 debt decreased by \$268M versus 1Q18 primarily due to \$193M net debt payment and a \$76 million decrease in Euro bonds book values caused by a weaker Euro
- 2Q18 total debt to EBITDA declined to 3.1x from 3.2x in 1Q18. Plan to de-lever to mid-2x leverage ratio by mid-2019
- 2Q18 net interest expense was \$35M, \$1M higher than in 2Q17, primarily due to debt issued in connection with the eVestment acquisition

## Leverage Ratios

Net Debt to EBITDA <sup>(1)</sup> = 2.8x

Total Debt to EBITDA <sup>(1)</sup> = 3.1x

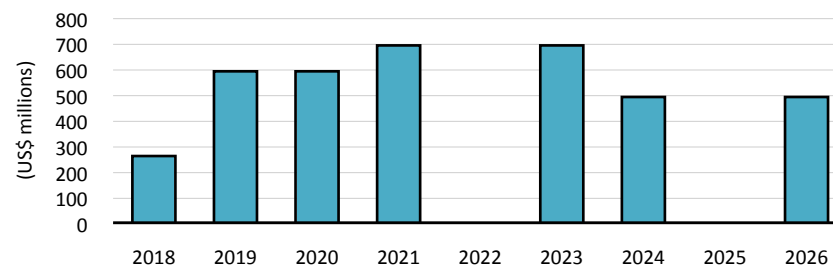
LTM EBITDA <sup>(1)</sup> = \$1,247M

1. See Appendix for EBITDA reconciliation.
2. Includes debt issuance costs of \$4 million at June 30, 2018 and at March 31, 2018.
3. Excludes \$34M of restricted cash as of June 30, 2018 and \$24 million as of March 31, 2018.

## \$3.5B Net Debt

(US\$ millions)	6/30/2018	3/31/2018	Maturity Date
Commercial Paper	269	462	Various
Revolver (Libor + 117.5 bps) <sup>(2)</sup>	(4)	(4)	Apr 2022
Term Loan (Libor + 150 bps)	100	100	Nov 2019
Floating rate note (Libor + 39 bps)	499	498	Mar 2019
5.55% Bond	599	599	Jan 2020
3.88% Euro Bond	698	736	Jun 2021
1.75% Euro Bond	694	732	May 2023
4.25% Bond	496	496	Jun 2024
3.85% Bond	496	496	Jun 2026
<b>Total Debt Obligations</b>	<b>\$3,847</b>	<b>\$4,115</b>	
Less Cash and Cash Equivalents <sup>(3)</sup>	(322)	(405)	
<b>Net Debt</b>	<b>\$3,525</b>	<b>\$3,710</b>	

## Well Laddered Debt Maturities



# APPENDIX

# HISTORICAL CASH FLOW/ USES OF CASH FLOW

Free Cash Flow Calculation (US\$ millions)	2015	2016	2017	2018 YTD	2015-2018 YTD
Cash flow from operations <sup>(1)</sup>	\$727	\$776	\$909	\$654	\$3,066
Capital expenditure	(133)	(134)	(144)	(45)	(456)
<b>Free cash flow</b>	<b>594</b>	<b>642</b>	<b>765</b>	<b>609</b>	<b>2,610</b>
Section 31 fees, net <sup>(2)</sup>	16	(4)	(9)	(99)	(96)
<b>Free cash flow ex. Section 31 fees</b>	<b>\$610</b>	<b>\$638</b>	<b>\$756</b>	<b>\$510</b>	<b>\$2,514</b>
<b>Uses of cash flow</b>					
Share repurchases	\$377	\$100	\$203	\$340	\$1,020
Net repayment/(borrowing) of debt	(137)	(1,300)	(411)	326	(1,522)
Acquisitions	256	1,460	776	(288)	2,204
Dividends paid	149	200	243	136	728
<b>Total uses of cash flow</b>	<b>\$645</b>	<b>\$460</b>	<b>\$811</b>	<b>\$514</b>	<b>\$2,430</b>

1. Cash flow from operations has been restated for adoption of ASU 2016-15, ASU 2016-18, and ASU 2016-09.

2. Net of change in Section 31 fees receivables of (\$11 million) in 2015; \$1 million in 2016; \$11 million in 2017; (\$2) million in 2018 YTD and (\$1) million in 2015 - 2018 YTD.

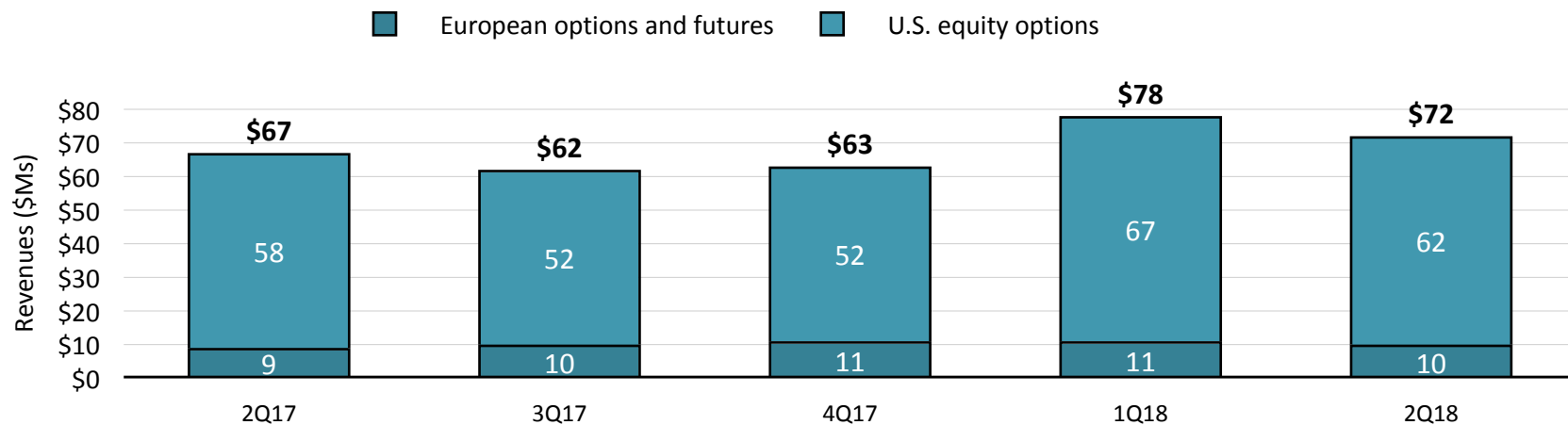
# TOTAL VARIANCE NET IMPACTS: 2Q18

			Total Variance		Organic Impact		Net Acquisition & Divestiture Impact <sup>2</sup>		FX Impact (Prior Year Rates)	
<i>All figures in US\$ Millions</i>	2Q18 actual	2Q17 actual	\$M	%	\$M	%	\$M	%	\$M	%
Market Services	\$237	\$222	\$15	7 %	\$13	6%	\$—	— %	\$2	1%
Corporate Services	131	122	9	7 %	7	6%	—	— %	2	2%
Information Services	175	144	31	22 %	12	8%	17	12 %	2	1%
Market Technology	66	58	8	14 %	8	14%	—	— %	—	—%
Other	6	50	(44)	(88)%	—	—%	(44)	(88)%	—	—%
<b>Total Non-trading Segment Revenue<sup>1</sup></b>	<b>372</b>	<b>324</b>	<b>48</b>	<b>15 %</b>	<b>27</b>	<b>8%</b>	<b>17</b>	<b>5 %</b>	<b>4</b>	<b>1%</b>
<b>Total Revenue less transaction expenses</b>	<b>615</b>	<b>596</b>	<b>19</b>	<b>3 %</b>	<b>40</b>	<b>7%</b>	<b>(27)</b>	<b>(5)%</b>	<b>6</b>	<b>1%</b>
<b>Non-GAAP Operating Expenses</b>	<b>325</b>	<b>311</b>	<b>14</b>	<b>5 %</b>	<b>16</b>	<b>5%</b>	<b>(6)</b>	<b>(2)%</b>	<b>4</b>	<b>1%</b>
<b>Non-GAAP Operating Income</b>	<b>290</b>	<b>285</b>	<b>5</b>	<b>2 %</b>	<b>24</b>	<b>8%</b>	<b>(21)</b>	<b>(7)%</b>	<b>2</b>	<b>1%</b>
<b>Non-GAAP Operating Margin</b>	<b>47%</b>	<b>48%</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
			Total Variance		Organic Impact		Net Acquisition & Divestiture Impact <sup>2</sup>		FX Impact (Prior Year Rates)	
<i>All figures in US\$ Millions</i>	2018 YTD	2017 YTD	\$M	%	\$M	%	\$M	%	\$M	%
Market Services	\$487	\$440	\$47	11 %	\$37	8%	\$—	— %	\$10	2%
Corporate Services	264	244	20	8 %	15	6%	—	— %	5	2%
Information Services	348	282	66	23 %	30	11%	31	11 %	5	2%
Market Technology	126	114	12	11 %	11	10%	—	— %	1	1%
Other	56	97	(41)	(42)%	—	—	(43)	(44)%	2	2%
<b>Total Non-trading Segment Revenue<sup>1</sup></b>	<b>738</b>	<b>640</b>	<b>98</b>	<b>15 %</b>	<b>56</b>	<b>9%</b>	<b>31</b>	<b>5 %</b>	<b>11</b>	<b>2%</b>
<b>Total Revenue less transaction expenses</b>	<b>1,281</b>	<b>1,177</b>	<b>104</b>	<b>9 %</b>	<b>93</b>	<b>8%</b>	<b>(12)</b>	<b>(1)%</b>	<b>23</b>	<b>2%</b>

<sup>1</sup>Represents our Corporate Services, Information Services and Market Technology segments.

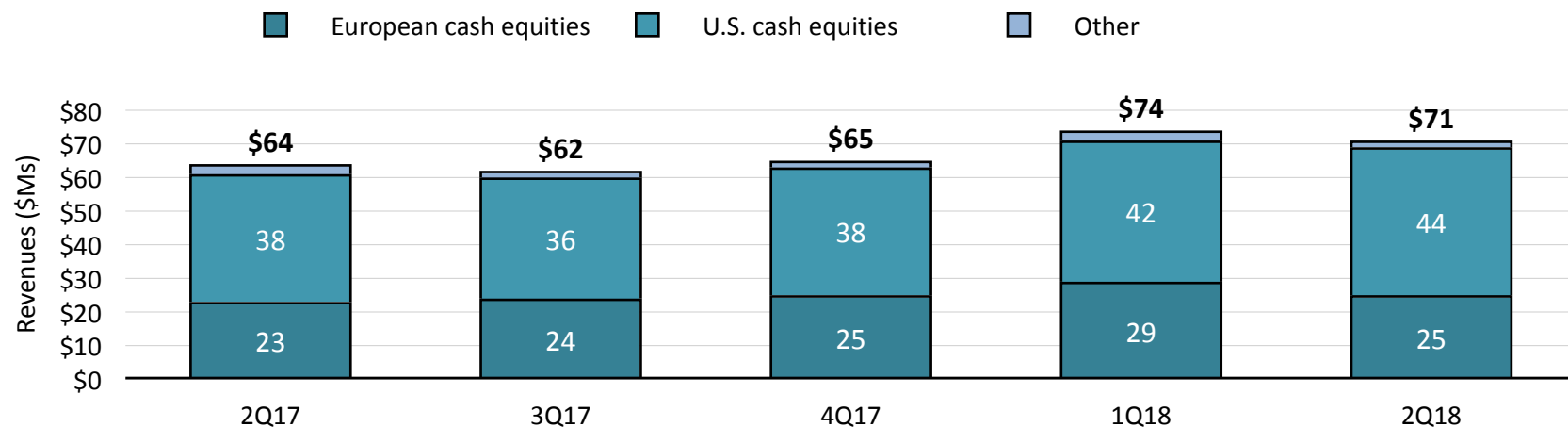
<sup>2</sup>Reflects the impact of the eVestment acquisition and the divestiture of our Public Relations Solutions and Digital Media Services businesses, net of costs previously allocated to the divested businesses that were not eliminated at the time of sale.

# EQUITY DERIVATIVE TRADING AND CLEARING



	2Q17	3Q17	4Q17	1Q18	2Q18
<b>Net Revenues (US\$ in Millions)</b>					
U.S. equity options	58	52	52	67	62
European options and futures	9	10	11	11	10
<b>Equity Derivatives</b>	<b>67</b>	<b>62</b>	<b>63</b>	<b>78</b>	<b>72</b>
<b>Nasdaq Volumes</b>					
U.S. equity options (millions of contracts)	386	364	399	474	417
European options and futures (millions of contracts)	22.2	19.2	19.8	22.3	21.9
<b>Revenue Capture</b>					
U.S. equity options (RPC)	\$ 0.15	\$ 0.14	\$ 0.13	\$ 0.14	\$ 0.15
European options and futures (RPC)	\$ 0.39	\$ 0.51	\$ 0.56	\$ 0.47	\$ 0.44
<i>SEK/US\$ average</i>	\$ 0.114	\$ 0.123	\$ 0.120	\$ 0.123	\$ 0.115
<i>Euro/US\$ average</i>	\$ 1.100	\$ 1.175	\$ 1.178	\$ 1.229	\$ 1.191

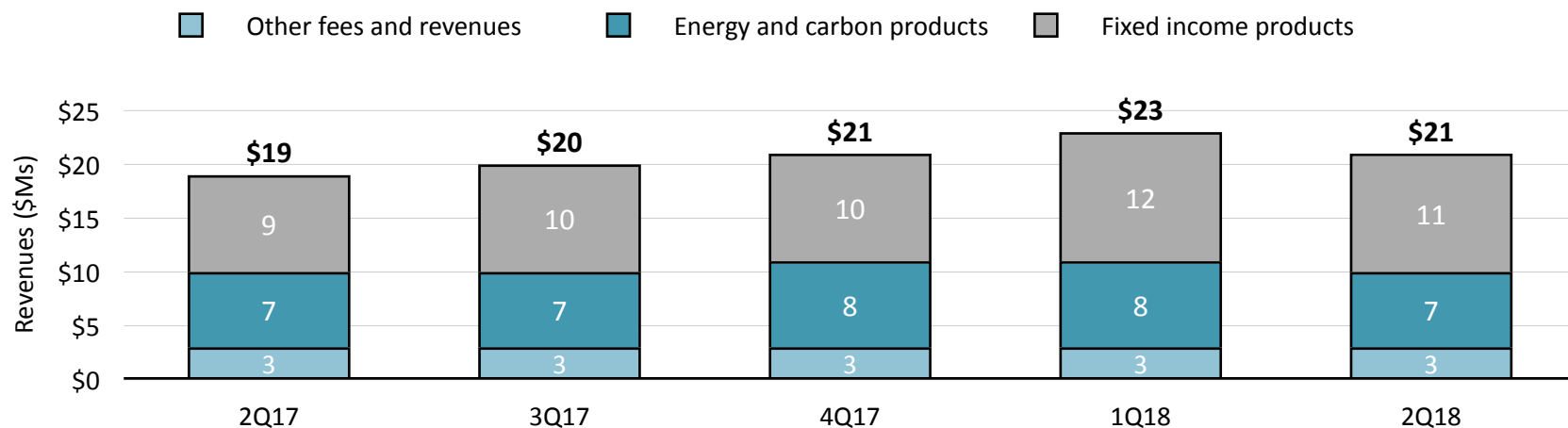
# CASH EQUITY TRADING



	2Q17	3Q17	4Q17	1Q18	2Q18
<b>Net Revenues (US\$ in Millions)</b>					
U.S. cash equities	38	36	38	42	44
European cash equities	23	24	25	29	25
Other	3	2	2	3	2
<b>Cash Equity Trading</b>	<b>64</b>	<b>62</b>	<b>65</b>	<b>74</b>	<b>71</b>
<b>Nasdaq Volumes</b>					
U.S. cash equities (billions of shares)	79.3	69.1	72.7	88.6	83.8
European cash equities value shares traded (\$B)	220	221	238	260	232
<b>Revenue Capture</b>					
U.S. cash equities revenue capture per 1000 shares	\$ 0.49	\$ 0.52	\$ 0.52	\$ 0.48	\$ 0.52
European cash equities revenue capture per \$1000 traded	\$ 0.10	\$ 0.11	\$ 0.11	\$ 0.11	\$ 0.11
<i>SEK/US\$ average</i>	\$ 0.114	\$ 0.123	\$ 0.120	\$ 0.123	\$ 0.115
<i>Euro/US\$ average</i>	\$ 1.100	\$ 1.175	\$ 1.178	\$ 1.229	\$ 1.191

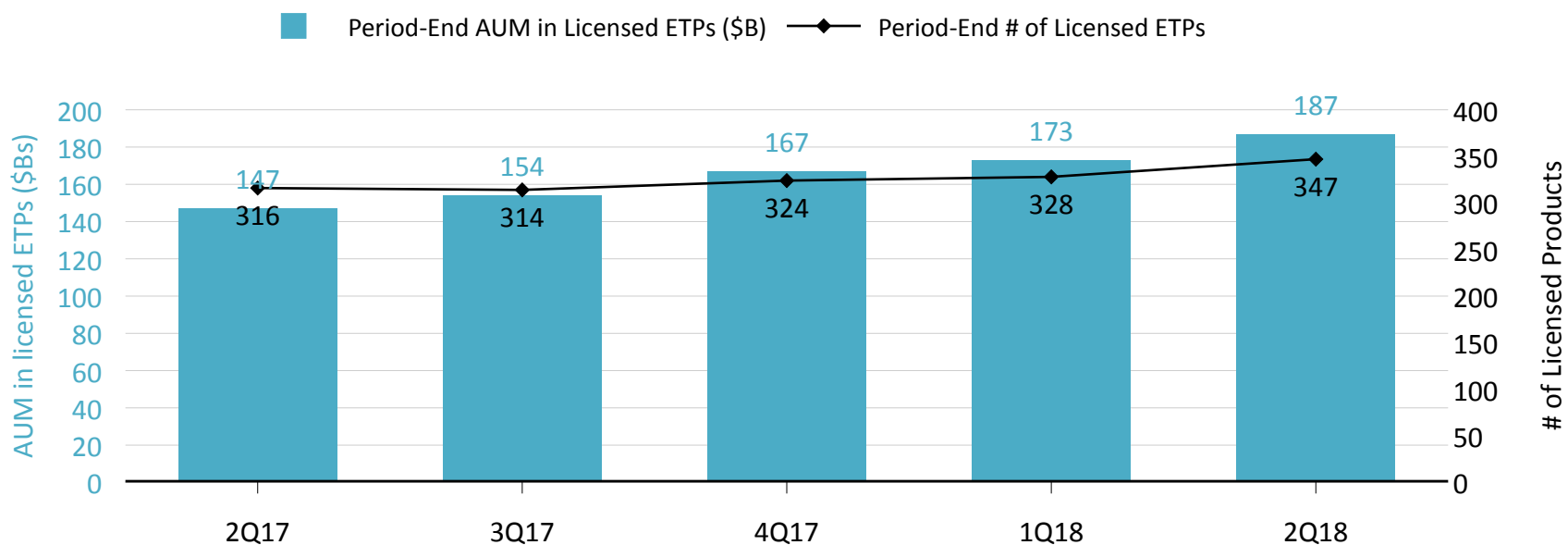


# FIXED INCOME AND COMMODITIES TRADING & CLEARING



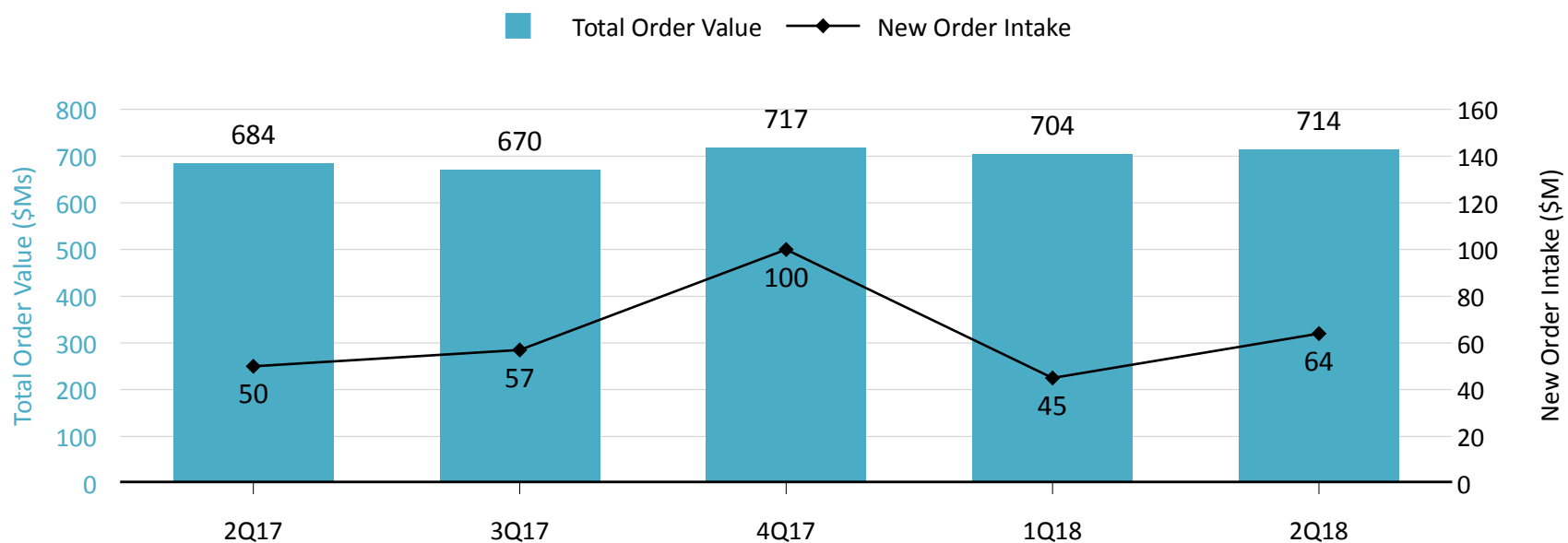
	2Q17	3Q17	4Q17	1Q18	2Q18
<b>Net Revenues (US\$ in Millions)</b>					
Fixed income products	9	10	10	12	11
Energy and carbon products	7	7	8	8	7
Other fees and revenues	3	3	3	3	3
<b>Fixed Income and Commodities Trading and Clearing</b>	<b>19</b>	<b>20</b>	<b>21</b>	<b>23</b>	<b>21</b>
<b>Nasdaq Volumes</b>					
U.S. Fixed income trading volume (billions of \$ notional)	4,755	3,975	4,030	5,156	4,134
European Fixed income products (millions of contracts)	7.0	6.8	8.3	8.3	7.5
Energy trading and clearing (TWh)	406	392	420	397	451
<b>Revenue Capture</b>					
European Fixed Income (RPC)	\$ 0.62	\$ 0.63	\$ 0.49	\$ 0.65	\$ 0.58
Energy trading and clearing (\$1000 per TWh)	\$ 17.24	\$ 18.17	\$ 19.08	\$ 20.30	\$ 16.68
<i>SEK/US\$ average</i>	\$ 0.114	\$ 0.123	\$ 0.120	\$ 0.123	\$ 0.115
<i>Euro/US\$ average</i>	\$ 1.100	\$ 1.175	\$ 1.178	\$ 1.229	\$ 1.191

# INDEX



	2Q17	3Q17	4Q17	1Q18	2Q18
Period-End # of Licensed ETPs	316	314	324	328	347
Period-End AUM in Licensed ETPs (\$B)	147	154	167	173	187
Index Revenues (\$M)	43	43	46	50	50

# MARKET TECHNOLOGY



	2Q17	3Q17	4Q17	1Q18	2Q18
<b>New Order Intake</b>	50	57	100	45	64
<b>Total Order Value</b>	684	670	717	704	714
<b>Net Revenue</b>	58	62	71	60	66

# **RECONCILIATIONS OF U.S. GAAP to NON-GAAP**

# NON-GAAP ADJUSTMENTS

<i>(US\$ millions)</i>	2Q18	1Q18	4Q17	3Q17	2Q17	2017	2016	2015
Amortization expense of acquired intangible assets <sup>(1)</sup>	28	28	25	22	22	92	82	62
Merger and strategic initiatives <sup>(2)</sup>	(10)	10	24	3	11	44	76	10
Restructuring charges <sup>(3)</sup>	—	—	—	—	—	—	41	172
Asset impairment charge <sup>(4)</sup>	—	—	—	—	—	—	578	—
Regulatory matter <sup>(5)</sup>	—	—	—	1	—	1	6	—
Executive compensation <sup>(6)</sup>	—	—	—	—	—	—	12	—
Sublease loss reserve <sup>(7)</sup>	—	2	2	—	—	2	(1)	—
Reversal of value added tax refund <sup>(8)</sup>	—	—	—	—	—	—	—	12
Extinguishment of debt <sup>(9)</sup>	—	—	—	—	10	10	—	—
Gain on divestiture of businesses, net <sup>(10)</sup>	(41)	—	—	—	—	—	—	—
Other <sup>(11)</sup>	3	—	—	—	2	2	6	—
Income from OCC equity investment <sup>(12)</sup>	—	—	—	—	—	—	—	(13)
<b>Total Non-GAAP adjustments</b>	<b>(20)</b>	<b>40</b>	<b>51</b>	<b>26</b>	<b>45</b>	<b>151</b>	<b>800</b>	<b>243</b>
Non-GAAP adjustment to the income tax benefit (provision) <sup>(13)</sup>	56	(8)	(120)	(24)	(21)	(199)	(287)	(90)
<b>Total Non-GAAP Adjustments, net of tax</b>	<b>36</b>	<b>32</b>	<b>(69)</b>	<b>2</b>	<b>24</b>	<b>(48)</b>	<b>513</b>	<b>153</b>

Please see page 22 for above footnotes

# NON-GAAP ADJUSTMENTS FOOTNOTES

- (1) Refer to the non-GAAP disclaimer information section for further discussion of why we consider amortization expense of acquired intangible assets and other items to be non-GAAP adjustments.
- (2) For the three months ended June 30, 2018, this credit is primarily related to the reclass of costs incurred during the first quarter of 2018 to sell the Public Relations Solutions and Digital Media Services businesses. For the three months ended March 31, 2018, this expense is primarily related to the sale of our Public Relations Solutions and Digital Media Services businesses within our Corporate Solutions business. For the three months and year ended December 31, 2017 and for the three months ended September 30, 2017, this expense is primarily related to our acquisitions of eVestment, Inc. and International Securities Exchange, or ISE, as well as costs associated with the sale of our Public Relations and Digital Media businesses within our Corporate Solutions business. For the three months ended June 30, 2017, this expense primarily related to our acquisition of ISE. For the year ended December 31, 2016, this expense primarily related to our acquisitions of ISE, Boardvantage, Inc., and Marketwired L.P. For the year ended December 31, 2015, this expense primarily related to certain strategic initiatives and our acquisition of Dorsey, Wright & Associates, LLC. Refer to the non-GAAP disclaimer of this earnings presentation for further discussion on why we consider merger and strategic initiatives expense to be a non-GAAP adjustment.
- (3) During 2016, we completed our 2015 restructuring plan. For the years ended December 31, 2016 and December 31, 2015, restructuring charges primarily related to severance and other termination benefits, asset impairment charges, and other charges.
- (4) For the year ended December 31, 2016, we recorded a pre-tax, non-cash intangible asset impairment charge of \$578 million related to the full write-off of the eSpeed trade name due to a continued decline in operating performance of the eSpeed business during 2016 and a rebranding of our Fixed Income business.
- (5) During 2016, the Swedish Financial Supervisory Authority, or SFSA, completed their investigations of cybersecurity processes at our Nordic exchanges and clearinghouse. In December 2016, we were issued a \$6 million fine by the SFSA as a result of findings in connection with its investigation. The SFSA's conclusions related to governance issues rather than systems and platform security. We have appealed the SFSA's decision, including the amount of the fine. The court has not yet reached a decision regarding our appeal. This charge is included in regulatory expense in the Condensed Consolidated Statements of Income (Loss) for the three months and year ended December 31, 2016.
- (6) For the year ended December 31, 2016, we recorded \$12 million in accelerated expense due to the retirement of the company's former CEO for equity awards previously granted.
- (7) For the both the three months ended December 31, 2017, and for the year ended December 31, 2017 we established a sublease loss reserve on space we currently occupy due to excess capacity. The credit of \$1 million for the year ended December 31, 2016, pertains to the release of a previously recorded sublease loss reserve due to the early exit of a facility, partially offset by a sublease loss reserve charge recorded on space we currently occupy due to excess capacity.
- (8) We previously recorded receivables for expected value added tax, or VAT, refunds based on an approach that had been accepted by the tax authorities in prior years. The tax authorities have since challenged our approach, and the revised position of the tax authorities was upheld in court during the first quarter of 2015. As a result, in the first quarter of 2015, we recorded a charge of \$12 million for previously recorded receivables based on the court decision.
- (9) For the three months ended June 30, 2017 and for the year ended December 31, 2017, in connection with the early extinguishment of our 5.25% senior unsecured notes and the \$300 million repayment on our \$400 million senior unsecured term loan facility due November 25, 2019, we recorded a charge of \$10 million primarily related to a premium paid for early redemption.
- (10) For the three months ended June 30, 2018, the gain on divestiture of businesses, net pertains to the sale of the Public Relations Solutions and Digital Media Services businesses.
- (11) For the three months ended June 30, 2018, other charge was associated with a sales and use tax audit which related to prior periods. For the three months ended June 30, 2017 and for the year ended December 31, 2017, other charge relates to wind down costs associated with an equity method investment that was previously written off, which is included in net income (loss) from unconsolidated investees in the Condensed Consolidated Statements of Income (Loss). For the year ended December 31, 2016, other charges primarily include the impact of the write-off of an equity method investment, partially offset by a gain resulting from the sale of a percentage of a separate equity method investment. We recorded the net loss in net income (loss) from unconsolidated investees in the Condensed Consolidated Statements of Income (Loss).
- (12) We record our investment in The Options Clearing Corporation, or OCC, as an equity method investment. Under the equity method of accounting, we recognize our share of earnings or losses of an equity method investee based on our ownership percentage. As a result of a new capital plan implemented by OCC, we were not able to determine what our share of OCC's income was for the year ended December 31, 2014 until the first quarter of 2015, when OCC financial statements were made available to us. Therefore, we recorded other income of \$13 million in the first quarter of 2015 relating to our share of OCC's income for the year ended December 31, 2014.
- (13) The non-GAAP adjustment to the income tax provision includes the tax impact of each non-GAAP adjustment. For the three months ended June 30, 2018, we recorded an increase to tax expense due to the Swedish Administrative Court of Appeals unfavorable court rulings that were issued against other Swedish entities during the second quarter of 2018, the impact of which relates to prior quarters. The Tax Cuts & Jobs Act, or TCJA, was enacted on December 22, 2017. For the three months ended March 31, 2018, we recorded an increase to tax expense of \$5 million, which reflects the reduced federal tax benefit associated with state unrecognized tax benefits. For the three months ended December 31, 2017, we recorded a decrease to tax expense of \$89 million, which reflected the estimated impact associated with the enactment of the TCJA. The decrease in tax expense primarily related to the remeasurement of our net U.S. deferred tax liability at the lower U.S. federal corporate income tax rate. The amounts referred above may be refined in the future as new information becomes available. For the three months and year ended December 31, 2017, we recorded a decrease to tax expense of \$6 million, which reflects the impact of amending our assertion regarding the indefinite reinvestment of earnings of certain subsidiaries outside the U.S. In addition, the non-GAAP adjustment to the income tax provision reflects the recognition of previously unrecognized tax benefits associated with positions taken in prior years of \$8 million for the three months ended September 30, 2017 and \$12 million for the year ended December 31, 2017. Excess tax benefits related to employee share-based compensation of \$5 million for the three months ended March 31, 2018, \$10 million for the three months ended December 31, 2017, \$7 million for the three months ended September 30, 2017, \$40 million for the year ended December 31, 2017 were recorded as a result of the adoption of new accounting guidance on January 1, 2017. Refer to the non-GAAP disclaimer section for further discussion on why we consider excess tax benefits related to employee share-based compensation to be a non-GAAP adjustment. For the year ended December 31, 2016, we recorded a \$27 million tax expense due to an unfavorable tax ruling received during the second quarter of 2016, the impact of which is related to prior periods.

# RECONCILIATION OF U.S. GAAP to NON-GAAP: OPERATING EXPENSES, OPERATING INCOME, NET INCOME AND DILUTED EARNINGS PER COMMON SHARE

<i>(US\$ millions, except per share)</i>	2Q18	1Q18	2Q17	2017	2016	2015
<b>U.S. GAAP operating expenses:</b>	\$346	\$393	\$354	\$1,420	\$1,440	\$1,370
Total Non-GAAP adjustments:	(21)	(40)	(43)	(149)	(216)	(256)
<b>Non-GAAP operating expenses:</b>	\$325	\$353	\$311	\$1,271	\$1,224	\$1,114
<b>U.S. GAAP operating income:</b>	\$269	\$273	\$242	\$991	\$836	\$720
Total Non-GAAP adjustments:	21	40	43	149	216	256
<b>Non-GAAP operating income:</b>	\$290	\$313	\$285	\$1,140	\$1,052	\$976
<b>Revenues less transaction based expenses</b>	\$615	\$666	\$596	\$2,411	\$2,276	\$2,090
<b>U.S.-GAAP operating margin <sup>(1)</sup></b>	44%	41%	41%	41%	37%	34%
<b>Non-GAAP operating margin <sup>(2)</sup></b>	47%	47%	48%	47%	46%	47%
<b>U.S. GAAP net income attributable to Nasdaq:</b>	\$162	\$177	\$146	\$729	\$106	\$428
Total Non-GAAP Adjustments, net of tax:	36	32	24	(48)	513	153
<b>Non-GAAP net income attributable to Nasdaq:</b>	\$198	\$209	\$170	\$681	\$619	\$581
<b>U.S. GAAP diluted earnings per share:</b>	\$0.97	\$1.05	\$0.87	\$4.30	\$0.63	\$2.50
Total adjustments from non-GAAP net income above:	0.21	0.19	0.14	(0.28)	3.04	0.89
<b>Non-GAAP diluted earnings per share:</b>	\$1.18	\$1.24	\$1.01	\$4.02	\$3.67	\$3.39

1. U.S. GAAP operating margin equals U.S. GAAP operating income divided by total revenues less transaction-based expenses.

2. Non-GAAP operating margin equals non-GAAP operating income divided by total revenues less transaction-based expenses.

# NON-TRADING SEGMENTS ORGANIC REVENUE GROWTH

<u>Non-Trading Segments</u>			Total Variance		Organic Impact		Other Impact <sup>(1)</sup>	
<i>All figures in US\$ Millions</i>	Current Period	Prior-year Period	\$	%	\$	%	\$	%
<b>2Q18<sup>2</sup></b>	372	324	48	15%	27	8%	21	6 %
<b>1Q18</b>	416	363	53	15%	30	8%	23	6 %
<b>4Q17</b>	408	373	35	9%	20	5%	15	4 %
<b>3Q17</b>	384	368	16	4%	12	3%	4	1 %
<b>2Q17</b>	374	371	3	1%	12	3%	(9)	(2)%
<b>2018 YTD<sup>2</sup></b>	738	640	98	15%	56	9%	42	7 %
<b>2017</b>	1,530	1,449	81	6%	59	4%	22	2 %
<b>2016</b>	1,449	1,319	130	10%	53	4%	77	6 %
<b>2015</b>	1,319	1,271	48	4%	70	6%	(22)	(2)%
<b>2014</b>	1,271	1,139	132	12%	46	4%	86	8 %
<b>2013</b>	1,139	937	202	22%	59	6%	143	15 %

1. Other impact includes acquisitions, divestitures, and changes in FX rates.

2. Reflects the impact of our divestiture of the Public Relations Solutions and Digital Media Services businesses.



# MARKET SERVICES ORGANIC REVENUE GROWTH

<u>Market Services Segment</u>			Total Variance		Organic Impact		Other Impact <sup>(1)</sup>	
<i>All figures in US\$ Millions</i>	Current Period	Prior-year Period	\$	%	\$	%	\$	%
<b>2Q18</b>	237	222	15	7 %	13	6 %	2	1 %
<b>1Q18</b>	250	218	32	15 %	25	11 %	7	3 %
<b>4Q17</b>	222	220	2	1 %	(3)	(1)%	5	2 %
<b>3Q17</b>	219	213	6	3 %	3	1 %	3	1 %
<b>2Q17</b>	222	194	28	14 %	3	2 %	25	13 %
<b>2018 YTD</b>	487	440	47	11 %	37	8 %	10	2 %
<b>2017</b>	881	827	54	7 %	(7)	(1)%	61	7 %
<b>2016</b>	827	771	56	7 %	(13)	(2)%	69	9 %
<b>2015</b>	771	796	(25)	(3)%	23	3 %	(48)	(6)%
<b>2014</b>	796	756	40	5 %	21	2 %	19	3 %
<b>2013</b>	756	737	19	3 %	(24)	(3)%	43	6 %

1. Other impacts includes acquisitions, divestitures and changes in FX rates.

# EBITDA: EARNINGS BEFORE INTEREST, TAXES, DEPRECIATION AND AMORTIZATION

<i>(US\$ millions)</i>	TTM	2Q18	1Q18	4Q17	3Q17
<b>GAAP net income attributable to Nasdaq:</b>	<b>\$755</b>	<b>\$162</b>	<b>\$177</b>	<b>\$246</b>	<b>\$170</b>
Income tax provision	217	126	62	(35)	64
Net income from unconsolidated investees	(16)	(5)	(2)	(5)	(4)
Other investment income	(8)	(8)	—	—	—
Gain on the sale of businesses, net	(41)	(41)	—	—	—
Net interest expense	137	35	36	34	32
<b>GAAP operating income:</b>	<b>\$1,044</b>	<b>\$269</b>	<b>\$273</b>	<b>\$240</b>	<b>\$262</b>
Non-GAAP Adjustments <sup>(1)</sup>	138	21	40	51	26
<b>Non-GAAP operating income:</b>	<b>\$1,182</b>	<b>\$290</b>	<b>\$313</b>	<b>\$291</b>	<b>\$288</b>
Depreciation and amortization of tangibles (Nasdaq)	98	25	24	24	25
EBITDA of eVestment pre-acquisition, and Public Relations Solutions and Digital Media Services business pre-divestiture	(33)	—	(15)	(13)	(5)
<b>EBITDA:</b>	<b>\$1,247</b>	<b>\$315</b>	<b>\$322</b>	<b>\$302</b>	<b>\$308</b>

1. Please see slide 23 for reconciliation of GAAP operating income to non-GAAP operating income.

# TAX RATE: RECONCILIATION OF GAAP EFFECTIVE TAX RATE TO NON-GAAP EFFECTIVE TAX RATE

	Three Months Ended Jun 30, 2018		
<i>(US\$ millions, except effective tax rate)</i>	U.S. GAAP	Non-GAAP Adjustments <sup>(1)</sup>	Non-GAAP
<b>Income before income taxes</b>	\$288	(\$20)	\$268
Income tax provision	126	(56)	70
<b>Net Income</b>	<b>\$162</b>	<b>\$36</b>	<b>\$198</b>
<b>Effective tax rate</b>	<b>44%</b>	<b>280%</b>	<b>26%</b>

1. Please see slides 21-22 for details of non-GAAP adjustments and non-GAAP adjustment to the income tax provision.

# DISCLAIMERS

## Non-GAAP Information

In addition to disclosing results determined in accordance with U.S. GAAP, Nasdaq also discloses certain non-GAAP results of operations, including, but not limited to, net income attributable to Nasdaq, diluted earnings per share, operating income, and operating expenses, that include certain adjustments or exclude certain charges and gains that are described in the reconciliation table of U.S. GAAP to non-GAAP information provided at the end of this release. Management uses this non-GAAP information internally, along with U.S. GAAP information, in evaluating our performance and in making financial and operational decisions. We believe our presentation of these measures provides investors with greater transparency and supplemental data relating to our financial condition and results of operations. In addition, we believe the presentation of these measures is useful to investors for period-to-period comparisons of results as the items described below do not reflect ongoing operating performance.

These measures are not in accordance with, or an alternative to, U.S. GAAP, and may be different from non-GAAP measures used by other companies. Investors should not rely on any single financial measure when evaluating our business. We recommend investors review the U.S. GAAP financial measures included in this earnings release. When viewed in conjunction with our U.S. GAAP results and the accompanying reconciliations, we believe these non-GAAP measures provide greater transparency and a more complete understanding of factors affecting our business than U.S. GAAP measures alone.

We understand that analysts and investors regularly rely on non-GAAP financial measures, such as non-GAAP net income attributable to Nasdaq, non-GAAP diluted earnings per share, non-GAAP operating income and non-GAAP operating expenses to assess operating performance. We use these measures because they highlight trends more clearly in our business that may not otherwise be apparent when relying solely on U.S. GAAP financial measures, since these measures eliminate from our results specific financial items, such as those described below, that have less bearing on our ongoing operating performance.

*Amortization expense of acquired intangible assets:* We amortize intangible assets acquired in connection with various acquisitions. Intangible asset amortization expense can vary from period to period due to episodic acquisitions completed, rather than from our ongoing business operations. As such, if intangible asset amortization is included in performance measures, it is more difficult to assess the day-to-day operating performance of the businesses, the relative operating performance of the businesses between periods, and the earnings power of Nasdaq. Management does not consider intangible asset amortization expense for the purpose of evaluating the performance of our business or its managers or when making decisions to allocate resources. Therefore, we believe performance measures excluding intangible asset amortization expense provide investors with a more useful representation of our businesses' ongoing activity in each period.

*Merger and strategic initiatives expense:* We have pursued various strategic initiatives, completed a divestiture, and a number of acquisitions in recent years which have resulted in expenses which would not have otherwise been incurred. These expenses generally include integration costs, as well as legal, due diligence and other third party transaction costs. The frequency and the amount of such expenses vary significantly based on the size, timing and complexity of the transaction. Accordingly, we exclude these costs for purposes of calculating non-GAAP measures which provide a more meaningful analysis of Nasdaq's ongoing operating performance or comparisons in Nasdaq's performance between periods.

# DISCLAIMERS

## Non-GAAP Information (cont.)

*Restructuring charges:* Restructuring charges are associated with our 2015 restructuring plan to improve performance, cut costs and reduce spending and as of December 31, 2016 are primarily related to (i) severance and other termination benefits, (ii) asset impairment charges, and (iii) other charges. We exclude these restructuring costs because these costs do not reflect future operating expenses and do not contribute to a meaningful evaluation of Nasdaq's ongoing operating performance or comparison of Nasdaq's performance between periods.

*Asset impairment charge:* Intangible assets that have indefinite lives are reviewed for impairment at least annually, or when indicators of impairment are present. For the year ended December 31, 2016, we recorded a pre-tax, non-cash asset impairment charge of \$578 million related to the full write-off of the eSpeed trade name due to a continued decline in operating performance of the eSpeed business during 2016 and a rebranding of our Fixed Income business.

*Other significant items:* We have excluded certain other charges or gains that are the result of other non-comparable events to measure operating performance. We believe the exclusion of such amounts allows management and investors to better understand the financial results of Nasdaq. The details of these items can be found in the footnotes to the non-gaap adjustments in this presentation.

*Significant tax items:* The non-GAAP adjustment to the income tax provision includes the tax impact of each non-GAAP adjustment. In addition, we have excluded certain other tax items which are the results of non-comparable events and for which we believe the exclusion of such amounts allows management and investors to better understand the financial results of Nasdaq. The details of these items can be found in the footnotes to the non-GAAP adjustments in this presentation.

# DISCLAIMERS

## Non-GAAP Information (cont.)

*Foreign exchange impact:* In countries with currencies other than the U.S. dollar, revenues and expenses are translated using monthly average exchange rates. Certain discussions in this release isolate the impact of year-over-year foreign currency fluctuations to better measure the comparability of operating results between periods. Operating results excluding the impact of foreign currency fluctuations are calculated by translating the current period's results by the prior period's exchange rates.

## Cautionary Note Regarding Forward-Looking Statements

Information set forth in this communication contains forward-looking statements that involve a number of risks and uncertainties. Nasdaq cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. Such forward-looking statements include, but are not limited to (i) projections relating to our future financial results, total shareholder returns, growth, trading volumes, products and services, order backlog, taxes and achievement of synergy targets, (ii) statements about the closing or implementation dates and benefits of certain acquisitions and other strategic, restructuring, technology, de-leveraging and capital allocation initiatives, (iii) statements about our integrations of our recent acquisitions, (iv) statements relating to any litigation or regulatory or government investigation or action to which we are or could become a party, and (v) other statements that are not historical facts. Forward-looking statements involve a number of risks, uncertainties or other factors beyond Nasdaq's control. These factors include, but are not limited to, Nasdaq's ability to implement its strategic initiatives, economic, political and market conditions and fluctuations, government and industry regulation, interest rate risk, U.S. and global competition, and other factors detailed in Nasdaq's filings with the U.S. Securities and Exchange Commission, including its annual reports on Form 10-K and quarterly reports on Form 10-Q which are available on Nasdaq's investor relations website at <http://ir.nasdaq.com> and the SEC's website at [www.sec.gov](http://www.sec.gov). Nasdaq undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

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