

**MARKETAXESS HOLDINGS INC.**  
**NOMINATING COMMITTEE CHARTER**

**I. Purpose**

The purpose of the Nominating Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of MarketAxess Holdings Inc. (the “Company”) by identifying individuals qualified to become Board members, and recommending for selection by the Board the director nominees to stand for election for the next annual meeting of the Company’s stockholders.

**II. Membership**

The Committee shall be comprised of no fewer than two directors, each of whom must meet the independence requirements established by the NASDAQ Stock Market (“NASDAQ”) or, with the approval of the Board, satisfy one or more of the exceptions permitted by NASDAQ. The Board shall determine from time to time the number of directors that shall constitute the Committee.

The members of the Committee shall be appointed and replaced by the Board. Unless a Chair is appointed by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

**III. Meetings**

The Committee shall meet at such times and with such frequency as the Committee shall determine appropriate to meet its responsibilities, but not less than once annually. Special meetings may be convened as the Committee deems necessary or appropriate. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary.

A majority of the members of the Committee shall constitute a quorum to transact business. Members of the Committee may participate in a meeting of the Committee by means of telephone conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. Except in extraordinary circumstances as determined by the Chair of the Committee, notice shall be delivered to all Committee members at least 48 hours in advance of the scheduled meeting. Minutes of each meeting will be kept and distributed to the entire Board.

The affirmative vote of a majority of the members of the Committee present at the time of such vote will be required to approve any action of the Committee. Subject to the requirements of any applicable law, regulation or NASDAQ National Market rule, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Committee. Such written consent shall have the same force as a unanimous vote of the Committee.

**IV. Responsibilities and Duties**

Recommendation of Directors

1. The Committee shall have the sole authority, to the extent the Committee deems necessary or appropriate to carry out its responsibilities, to retain and terminate any search firm used to identify director candidates.

2. The Committee shall recommend to the Board for its approval criteria for the selection of new directors and the evaluation and renomination of existing directors. The Committee shall comply with such criteria in exercising its responsibilities under this Charter.
3. The Committee shall identify individuals qualified to become Board members and shall consider candidates to fill positions on the Board, including candidates recommended by the Company's stockholders. The Committee shall conduct the appropriate and necessary inquiries (as determined by the Committee) with respect to the backgrounds and qualifications of candidates.
4. The Committee shall recommend to the Board for its selection candidates to fill positions on the Board. The Board shall select from among such recommended candidates the director nominees to stand for election for the next annual meeting of the Company's stockholders.
5. In connection with the recommendation of new directors and the evaluation and renomination of existing directors, the Committee shall (a) review the independence and other qualifications of Board members and (b) consider questions of possible conflicts of interest between Board members or management and the Company and its subsidiaries, and other activities of Board members or management that could interfere with such individuals' duties to the Company.
6. Notwithstanding anything to the contrary in this Charter, if the Company is required by contract or otherwise to provide third parties with the ability to nominate one or more directors, the selection and nomination of such directors shall not be subject to review or approval by the Committee.

#### Other Authority and Responsibilities

7. In addition to the authority granted above, the Committee shall also have the authority, to the extent it deems necessary or appropriate to carry out its responsibilities, to retain at the expense of the Company special legal, accounting, actuarial or other consultants to advise the Committee. The Committee shall have the sole authority to approve such advisors' fees and other retention terms.
8. The Committee may form and delegate authority to subcommittees to the extent the Committee deems necessary or appropriate.
9. The Committee may designate any member of the Committee to execute documents on its behalf as the Committee deems necessary or appropriate to carry out its responsibilities hereunder.
10. The Committee shall report to the Board, as requested by the Board, or as the Committee deems appropriate, but not less frequently than annually.
11. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed change to the Board for its approval. This Charter is in all respects subject and subordinate to the Company's certificate of incorporation and bylaws and the applicable provisions of the General Corporation Law of the State of Delaware.
12. The Committee shall annually review its own performance.

## **V. General**

In addition to the activities described above, the Committee will perform such other functions as are necessary or appropriate in its opinion or in the opinion of the Board under applicable law, the Company's certificate of incorporation and by-laws, and the resolutions and other directives of the Board. This Charter may be amended from time to time by the Board.

Date: October 25, 2004

The information posted is as of the date indicated and, to our knowledge, was timely and accurate when posted. We are under no obligation to update or remove outdated information other than as required by applicable law or regulation.