



Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 101(b) of the Securities Exchange Act. ☐

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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On June 11, 2024, the Company held its 2024 Annual Meeting of Shareholders, and the Company's stockholders took the following actions: (i) elected each of the Company's twelve nominees for director to serve until the next Annual Meeting of Shareholders and until their successors are duly elected and qualified, (ii) approved the Company's executive compensation on an advisory basis, (iii) ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024 and (iv) did not approve the shareholder proposal entitled "Special Shareholder Meeting Improvement."

The table below shows the voting results, which exclude excess shares that were ineligible to vote due to the 5% voting limitation in the Company's Amended and Restated Certificate of Incorporation, as amended (the "Charter").

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKEN NO VOTE</u>
<b>Proposal 1: Election of Directors</b>				
Melissa M. Arnoldi	340,861,019	1,197,497	529,831	24,312,673
Charlene T. Begley	328,937,060	13,132,551	518,736	24,411,653
Adena T. Friedman	320,106,741	17,766,017	4,715,589	24,911,653
Essa Kazim	341,211,398	883,743	493,206	24,411,653
Thomas A. Kloet	340,181,614	1,891,598	515,135	24,411,653
Kathryn A. Koch	341,702,405	381,015	504,927	24,411,653
Holden Spaht	341,705,283	387,703	495,361	24,411,653
Michael R. Splinter	328,572,623	13,492,077	523,647	24,411,653
Johan Torgeby	341,656,425	305,282	626,640	24,411,653
Toni Townes-Whitley	340,852,168	1,231,004	505,175	24,411,653
Jeffery W. Yabuki	340,776,902	1,271,122	540,323	24,411,653
Alfred W. Zollar	339,103,263	2,978,364	506,720	24,411,653
<b>Proposal 2: Approval of the Company's Executive Compensation on an Advisory Basis</b>	333,421,804	8,540,999	625,544	24,411,653

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	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>FOR</u> NON-VOTING
<b>Proposal 3: Ratification of the Appointment of Ernst &amp; Young LLP as the Company's Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2024</b>	344,543,179	21,747,864	491,745	—
<b>Proposal 4: Shareholder Proposal - "Special Shareholder Meeting Improvement"</b>	85,306,557	256,613,144	668,646	2

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 14, 2024

NASDAQ, INC.

By: /s/ John A. Zecca  
Name: John A. Zecca  
Title: Executive Vice President and Chief L