

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to (§)240.14a-12

**Nasdaq, Inc.**

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

# Your **Vote** Counts!

NASDAQ, INC.

2022 Annual Meeting  
Vote by June 21, 2022  
11:59 PM ET



NASDAQ, INC.  
151 W. 42ND ST.  
NEW YORK, NY 10036  
ATTN: ERIKA MOORE



D79370-P66952

## You invested in NASDAQ, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on June 22, 2022 at 8:00 a.m. Eastern Time. The Annual Meeting will be a virtual meeting of shareholders conducted via live webcast. You will be able to attend the Annual Meeting by visiting [www.virtualshareholdermeeting.com/NDAQ2022](http://www.virtualshareholdermeeting.com/NDAQ2022). Only shareholders of record as of the close of business on April 25, 2022 are entitled to notice of, and to vote at, the Annual Meeting.**

## Get informed before you vote

View the Notice and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 8, 2022. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

### Smartphone users

Point your camera here and  
vote without entering a  
control number



### Vote Virtually at the Meeting\*

June 22, 2022  
8:00 AM, Eastern Time

Virtually at:  
[www.virtualshareholdermeeting.com/NDAQ2022](http://www.virtualshareholdermeeting.com/NDAQ2022)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to view the proxy materials online or to request an email or paper copy, and to vote on these important matters.

We encourage you to access and review all of the important information contained in the proxy materials before voting. You may also find further information at [www.nasdaq.com/annual-meeting](http://www.nasdaq.com/annual-meeting).

Voting Items	Board Recommends
1. Election of 10 Directors	
1a. Melissa M. Arnoldi	✔ For
1b. Charlene T. Begley	✔ For
1c. Steven D. Black	✔ For
1d. Adena T. Friedman	✔ For
1e. Essa Kazim	✔ For
1f. Thomas A. Kloet	✔ For
1g. John D. Rainey	✔ For
1h. Michael R. Splinter	✔ For
1i. Toni Townes-Whitley	✔ For
1j. Alfred W. Zollar	✔ For
2. Advisory vote to approve the Company's executive compensation as presented in the Proxy Statement	✔ For
3. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022	✔ For
4. Approve an amendment to the Company's Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock in order to effect a 3-for-1 stock split	✔ For
5. A Shareholder Proposal entitled "Special Shareholder Meeting Improvement"	✘ Against

**NOTE:** To transact such other business as may properly come before the annual meeting or any adjournment or postponement of the meeting.

**PLEASE BE AWARE.** You cannot vote by returning this notice. To vote these shares, you must vote online or by telephone, or request a paper copy of the proxy materials to receive a proxy card, or you may vote during the Annual Meeting via the Internet by visiting [www.virtualshareholdermeeting.com/NDAQ2022](http://www.virtualshareholdermeeting.com/NDAQ2022) on June 22, 2022 at 8:00 a.m. Eastern Time.

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".