

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NASDAQ, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JULY, A.D. 2022, AT 2:42 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

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SR# 20223028397

Authentication: 203953358
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State of Delaware
Secretary of State
Division of Corporations
Delivered 02:42 PM 07/19/2022
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SR 20223028397 - File Number 882143

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
NASDAQ, INC.**

Pursuant to Section 242 of the
General Corporation Law of the State of Delaware

NASDAQ, INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify that:

FIRST: Article Fourth, Paragraph A of the Amended and Restated Certificate of Incorporation is hereby amended in its entirety to read as follows:

“A. The total number of shares of Stock which Nasdaq shall have the authority to issue is Nine Hundred Thirty Million (930,000,000), consisting of Thirty Million (30,000,000) shares of Preferred Stock, par value \$.01 per share (hereinafter referred to as “Preferred Stock”), and Nine Hundred Million (900,000,000) shares of Common Stock, par value \$.01 per share (hereinafter referred to as “Common Stock”).”

SECOND: The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by its duly authorized officer this 19th day of July, 2022.

NASDAQ, INC.

By: /s/ Adena T. Friedman
Name: Adena T. Friedman
Title: President and Chief Executive Officer