



Detta pressmeddelande får inte, direkt eller indirekt, offentliggöras eller distribueras i Kanada. Borse Dubais erbjudande lämnas inte, och har inte lämnats, till personer i de jurisdiktioner där deltagande kräver ytterligare dokumentation, registrerings- eller andra åtgärder utöver de som följer av svensk lag, utom vid tillämpliga undantag.

PRESSMEDDELANDE 18 okt 2007

Mediakontakt för Borse Dubai:

Levick Strategic Communications

Christopher Harvin

+1 202 230 2406

charvin@levick.com

Mediakontakt för NASDAQ:

Bethany Sherman, NASDAQ

+1 212 401 8714

bethany.sherman@nasdaq.com

FÖR OMEDELBART OFFENTLIGGÖRANDE

NASDAQ ger in ett preliminärt så kallat proxy statement i samband med att bolaget söker aktieägarnas godkännande av emission av aktier till Borse Dubai

18 oktober 2007 – Såsom offentliggjorts den 20 och 26 september 2007, har Borse Dubai Limited ("**Borse Dubai**") och The Nasdaq Stock Market, Inc. ("**NASDAQ**") överenskommit om att genomföra ett antal transaktioner innebärande bland annat att NASDAQ, efter att Borse Dubai fullföljt sitt offentliga erbjudande till aktieägarna i OMX AB (publ) ("**OMX**"), förvärvar aktier i OMX från Borse Dubai, för ett vederlag bestående av kontanter och aktier i NASDAQ. Dessa transaktioner kommer att skapa en unik global finansiell marknadsplats som omfattar USA, Europa, Mellanöstern och strategiska tillväxtmarknader. Transaktionerna är föremål för ett antal villkor, inklusive godkännande från NASDAQ's aktieägare av aktieemissionen till Borse Dubai.

Fredagen den 12 oktober 2007 gav NASDAQ in ett preliminärt så kallat proxy statement på Schedule 14A, till United States Securities and Exchange Commission ("**SEC**") i samband med förfarandet för erhållande av aktieägarnas godkännande.

Utöver parternas gemensamma pressmeddelanden av den 20 och 26 september 2007 samt det så kallade proxy statement, har NASDAQ även givit in ett så kallat Form 8-K statement till SEC, vilket innehåller viss ytterligare information om

transaktionerna. Avsnitt 1.01. av Form 8-K statement bifogas detta pressmeddelande. Det preliminära proxy statement på Schedule 14A (inklusive efterföljande tillägg), och det fullständiga Form 8-K statement, finns även tillgängliga, eller kommer att finnas tillgängliga vid ingivande, på SECs webbplats, www.sec.gov.

VIKTIGA MEDDELANDEN

Meddelande från Borse Dubai

Avgivande, offentliggörande eller distribution av detta meddelande kan i vissa jurisdiktioner vara föremål för restriktioner enligt lag eller reglering och följaktligen måste personer i jurisdiktioner i vilka detta meddelande avges, offentliggöras eller distribueras uppmärksamma och iaktta sådana restriktioner.

Borse Dubais Erbjudande är inte riktat till, och detta pressmeddelande får inte distribueras, direkt eller indirekt, i eller till, och inte heller kommer acceptera av erbjudandet att godtas från aktieägare (eller för dennes räkning) som befinner sig i, jurisdiktioner i vilka lämnandet av Borse Dubais Erbjudande, distributionen av detta pressmeddelande eller accept av erbjudandet, skulle innebära ett brott mot tillämplig lag eller reglering eller kräva ytterligare erbjudandehandlingar, registreringar eller andra åtgärder, utöver de som gäller enligt svensk rätt, utom vid tillämpliga undantag.

Borse Dubais Erbjudande lämnas inte, direkt eller indirekt, genom post eller andra medel (inklusive, utan begränsning, fax, e-mail, telex, telefon eller Internet) i eller till Kanada, och Borse Dubais Erbjudande kommer inte att kunna accepteras genom något sådant medel, från eller inom Kanada, om inte undantag medges från tillämpliga värdepappersregler i relevant provins i Kanada. Personer som erhåller detta pressmeddelande bör iaktta sådana restriktioner och bör inte posta eller i övrigt distribuera eller vidarebefordra pressmeddelandet till, inom eller ifrån Kanada.

I enlighet med svensk marknadspraxis förbehåller sig Borse Dubai och dess koncern och dotterbolag, rådgivare, mäklare eller andra personer som är ombud för Borse Dubai eller agerar för dess räkning, rätten att göra vissa förvärv av, eller arrangemang (bestående av optionsavtal eller annat) för att förvärva, direkt eller indirekt, OMX-aktier eller andra värdepapper som omedelbart kan konverteras till eller bytas ut mot OMX-aktier, på annat sätt än genom Borse Dubais Erbjudande. Dessa förvärv kan ske antingen på den öppna marknaden till där gällande priser eller i privata transaktioner till förhandlade priser. Alla sådana framtida förvärv kommer att ske i enlighet med tillämpliga lagar och regler. All information om sådana förvärv kommer att offentliggöras i den mån detta ska ske enligt lagar eller andra tillämpliga regler.

Meddelande från NASDAQ

Varning avseende framtidsinriktad information

Detta pressmeddelande kan innehålla framtidsinriktade uttalanden, vilka inbegriper vissa risker och osäkerheter. Parterna vill varna läsarna för att framtidsinriktade uttalanden inte utgör någon garanti för framtida resultat och att de faktiska resultaten kan avvika avsevärt från de uttalanden som görs i den framtidsinriktade informationen. Sådana framtidsinriktade uttalanden inkluderar, men är inte begränsade till, uttalanden om erbjudandets fördelar, de tilltänkta transaktionerna i NASDAQs överenskommelser med Borse Dubai och OMX, den föreslagna verksamhetssammanslagningen som involverar NASDAQ och OMX, inklusive uppskattade intäkts- och kostnadssynergier, det sammanslagna bolagets planer,

mål, förväntningar och avsikter, det föreslagna nyttjandet av likviden från försäljningen av innehavet i LSE och andra uttalanden som inte utgör historiska fakta. Ytterligare risker och faktorer anges i de dokument som ingivits till SEC, inklusive NASDAQs Report on Form 10-K för räkenskapsåret som avslutades 31 december 2006, vilken är tillgänglig på NASDAQs hemsida, <http://www.nasdaq.com>, och på SECs hemsida, www.sec.gov, samt i vissa dokument från OMX, inklusive dess årsredovisning för 2006, vilken är tillgänglig på OMX hemsida, <http://www.omxgroup.com>. Parterna åtar sig inte att publicera uppdateringar av sina framtidsinriktade uttalanden, oavsett om en sådan uppdatering skulle vara ett resultat av ny information, framtida händelser eller av andra orsaker.

Meddelande till aktieägarna i OMX

Även om NASDAQs erbjudande lämnas till alla aktieägare i OMX, utgör inte detta dokument något erbjudande om att köpa, sälja eller byta ut, eller någon begäran om ett erbjudande att köpa, sälja eller byta ut, några värdepapper i OMX och inte heller något erbjudande om att köpa, sälja eller byta ut, eller någon begäran om ett erbjudande att köpa, sälja eller byta ut, några värdepapper i NASDAQ i någon jurisdiktion i vilken erbjudandet eller en anmälan om att byta ut aktier inte skulle vara lagenlig. NASDAQs erbjudande lämnas i synnerhet inte, direkt eller indirekt, i eller till Australien, Kanada, Japan eller Republiken Sydafrika. NASDAQ förbehåller sig rätten att genomföra erbjudandet i eller till Storbritannien eller någon annan jurisdiktion, i enlighet med tillämpliga undantag eller efter att NASDAQ gjort relevanta ansökningar eller publiceringar av prospekt eller liknande dokument i sådana jurisdiktioner, dock att NASDAQs erbjudande inte lämnas under den tid då sådana ansökningar behandlas eller då sådana dokument upprättas, utom vid tillämpliga undantag.

Ytterligare information om denna transaktion

Den 7 augusti 2007 lämnade NASDAQ in sin anmälan (Registration Statement on Form S-4) till SEC, innehållande ett preliminärt så kallat proxy statement från NASDAQ vilket även utgör ett prospekt från NASDAQ. Investerare och innehavare av värdepapper uppmanas att läsa det preliminära proxy statement/prospectus och det slutgiltiga proxy statement/prospectus när de görs tillgängliga, samt andra relevanta dokument avseende det föreslagna samgåendet, då dessa dokument innehåller eller kommer att innehålla viktig information. Gratis kopior av dessa och andra relaterade dokument som getts in av NASDAQ till SEC kan erhållas via SECs hemsida www.sec.gov. Proxy statement/prospectus och andra dokument kan också erhållas gratis via NASDAQs hemsida <http://www.nasdaq.com> och OMX hemsida <http://www.omxgroup.com>.

NASDAQ och dess styrelse och andra medlemmar av ledningsgruppen samt anställda kan anses delta i anhållan om fullmakter från aktieägarna i NASDAQ rörande transaktionerna som beskrivs i detta pressmeddelande. Information om NASDAQs styrelseledamöter och ledning finns i NASDAQs slutliga proxy statement/prospectus som getts in till SEC den 20 april 2007. Gratis kopior av dessa dokument och proxy statement/prospectus kan erhållas från NASDAQs hemsida <http://www.nasdaq.com>. Ytterligare information avseende sådana potentiella deltagares intressen kommer att inkluderas i proxy statement/prospectus och andra relevanta dokument som getts in till SEC så snart de finns tillgängliga.

KONTAKT

Borse Dubai

Levick Strategic Communications
Christopher Harvin
+1 202 230 2406
charvin@levick.com

NASDAQ

Bethany Sherman
+1 212 401 8714
Bethany.Sherman@nasdaq.com

Hallvarsson & Halvarsson
Thomas Backteman
+46 8 407 22 66
thomas.backteman@halvarsson.se

HSBC Bank plc är finansiell rådgivare till Borse Dubai och ingen annan, såvitt avser de förhållanden som beskrivs i detta pressmeddelande, och HSBC Bank plc är inte ansvarig gentemot någon annan än Borse Dubai för tillhandahållande av det skydd som ges till HSBC Bank plc:s kunder, eller för tillhandahållande av rådgivning i samband med förhållanden som omfattas av detta pressmeddelande.

ABG Sundal Collier är finansiell rådgivare till Borse Dubai och ingen annan, såvitt avser de förhållanden som beskrivs i detta pressmeddelande, och ABG Sundal Collier är inte ansvarig gentemot någon annan än Borse Dubai för tillhandahållande av det skydd som ges till ABG Sundal Colliers kunder, eller för tillhandahållande av rådgivning i samband med förhållanden som omfattas av detta pressmeddelande.

JPMorgan är finansiell rådgivare till NASDAQ och ingen annan, såvitt avser de förhållanden som beskrivs i detta pressmeddelande, och JPMorgan är inte ansvarig gentemot någon annan än NASDAQ för tillhandahållande av det skydd som ges till JPMorgans kunder, eller för tillhandahållande av rådgivning i samband med förhållanden som omfattas av detta pressmeddelande.

SEB Enskilda är finansiell rådgivare till NASDAQ och ingen annan, såvitt avser de förhållanden som beskrivs i detta pressmeddelande, och SEB Enskilda är inte ansvarig gentemot någon annan än NASDAQ för tillhandahållande av det skydd som ges till SEB Enskildas kunder, eller för tillhandahållande av rådgivning i samband med förhållanden som omfattas av detta pressmeddelande.

Borse Dubai Limited bildades den 7 augusti 2007 i Dubai International Financial Centre ("DIFC") och registrerades vid DIFC Registrar of Companies med registreringsnummer 0447. Borse Dubai Limited ägs till 60 procent av Investment Corporation of Dubai, till 20 procent av Dubai Group LLC (en medlem av Dubai Holding Group) och till 20 procent av DIFC Investments LLC. Det enda syftet med Borse Dubais verksamhet är att utgöra ett holdingbolag för investeringar på börser, inklusive Dubai Financial Market och Dubai International Financial Exchange. Där det krävs eller tillåts av sammanhanget, så inkluderar hänvisningar i detta dokument till Borse Dubai även nuvarande och blivande dotterbolag, förutom OMX.

BD Stockholm är ett av Borse Dubai helägt svenskt dotterbolag. BD Stockholm är ett svenskt aktiebolag med org.nr. 556732-9940. Bolaget bildades den 22 maj 2007 och registrerades med namnet Goldcup D 3097 AB hos Bolagsverket den 2 juli 2007. BD Stockholm bedriver för närvarande inte och har aldrig bedrivit någon verksamhet. Det enda syfte med bolagets verksamhet är att genomföra erbjudandet och utföra alla nödvändiga åtgärder för att finansiera och fullgöra erbjudandet och att utgöra moderbolag åt OMX.

NASDAQ är den största amerikanska elektroniska börsen. Med ungefär 3 200 noterade bolag, har den fler noterade bolag och handlar, i genomsnitt, med fler aktier per dag än någon annan amerikansk marknad. Hos NASDAQ finns bolag som är ledande inom alla verksamhetsområden, inklusive teknologi, handel, kommunikation, finansiella tjänster, transport, media och bioteknik. NASDAQ är den främsta marknaden för handel med NASDAQ-noterade aktier. För mer information om NASDAQ, besök NASDAQs webbplats: www.nasdaq.com eller NASDAQ Newsroom på www.nasdaq.com/newsroom/.

#

**The Nasdaq Stock Market, Inc.,
Current Report on Form 8-K, filed September 26, 2007.**

Item 1.01. Entry into a Material Definitive Agreement.

On September 20, 2007, The Nasdaq Stock Market, Inc. ("Nasdaq") announced the entry into certain agreements with OMX AB (publ), a Swedish public corporation ("OMX"), and Borse Dubai Limited, a Dubai company ("Borse Dubai").

Letter Agreement

Nasdaq and Borse Dubai entered into a binding letter agreement (the "Letter Agreement") regarding (i) Nasdaq's and Borse Dubai's pending offers for OMX, (ii) Borse Dubai's investment in Nasdaq and (iii) Nasdaq's investment in the Dubai International Financial Exchange ("DIFX"), an affiliate of Borse Dubai (collectively, the "Transactions"). On September 26, 2007, Nasdaq and Borse Dubai announced that they had amended certain terms of the Letter Agreement and the term sheets annexed to the Letter Agreement. The Letter Agreement, as amended, contemplates that the parties will execute definitive agreements regarding the Transactions consistent with the term sheets annexed to the Letter Agreement.

Term Sheet Regarding OMX

In a term sheet governing their respective offers for OMX (the "OMX Term Sheet"), Nasdaq and Borse Dubai have each agreed not to open their respective offers for OMX for acceptances while they seek regulatory and shareholder approval for the Transactions. Borse Dubai's offer (the "Borse Dubai Offer") will open for acceptances upon the satisfaction of customary conditions (the "Conditions"), including:

- that all regulatory approvals necessary to consummate the acquisition of shares of OMX by Borse Dubai and the subsequent acquisition of those shares by Nasdaq from Borse Dubai, and for the investment by Borse Dubai in Nasdaq, shall have been received;
- that Nasdaq's shareholders shall have approved the issuance of Nasdaq common stock to Borse Dubai;
- that there has been no material adverse effect in respect of Nasdaq or OMX;
- the continued accuracy of all representations and warranties and compliance by the parties of their respective covenants; and
- there being no legal prohibition restricting Nasdaq or Borse Dubai from owning the shares of OMX or Borse Dubai from owning the shares of Nasdaq.

Following the satisfaction of the Conditions, Nasdaq is obligated to withdraw its offer for OMX. Pursuant to the OMX Term Sheet, Nasdaq and Borse Dubai are obligated to cooperate in the conduct of their offers for OMX. The Transactions can be terminated if the Conditions have not been satisfied by February 15, 2008, or if the Borse Dubai Offer has not closed by April 15, 2008.

The condition of the Borse Dubai Offer pertaining to the minimal level of acceptances has been reduced to more than 50% of the outstanding shares of OMX. However, Nasdaq is

permitted to terminate its agreements with Borse Dubai if less than 67% of the outstanding shares of OMX are tendered into the Borse Dubai Offer.

On September 26, 2007, Nasdaq and Borse Dubai entered into irrevocable undertakings (the "Irrevocable Undertakings") with Investor AB (publ), Nordea Bank AB (publ), Olof Stenhammar, Didner & Gerge Fonder AB, Nykredit Realkredit A/S and Magnus Böcker, who in the aggregate hold approximately 18.5% of the total number of votes and shares in OMX. The Irrevocable Undertakings obligate these shareholders to tender all of their shares of OMX into the Borse Dubai Offer, subject to the satisfaction of certain conditions. The Irrevocable Undertakings will terminate if the Borse Dubai Offer is terminated or withdrawn or if the minimum condition to the Borse Dubai Offer is reduced below 50%, and in any event no later than April 1, 2008. If, prior to the Borse Dubai Offer being declared unconditional, a bona fide unsolicited third party public offer is made for the shares of OMX with a value equal to or greater than SEK 303 (whether such offer is in cash, stock or a mixture thereof) Borse Dubai may choose to match such an offer within 15 banking days. The Irrevocable Undertakings terminate if Borse Dubai does not choose to match such an offer within that period.

Following the closing of the Borse Dubai Offer, Borse Dubai is obligated to cause its subsidiary currently holding option agreements for OMX shares to exercise all such option agreements, and thereafter Borse Dubai is required to sell, and to cause any of its subsidiaries to sell, to Nasdaq all shares of OMX then owned by Borse Dubai and any of its subsidiaries, however acquired. Concurrent with Borse Dubai's delivery of shares of OMX, Nasdaq will pay to Borse Dubai up to SEK 12,582,952,392 in cash and deliver approximately 42.6 million shares of Nasdaq common stock (the exact number of shares will be equal to 19.99% of Nasdaq's fully-diluted outstanding stock as of such date) (collectively, the "Nasdaq Dubai Transaction"). The amount of cash delivered by Nasdaq will be reduced by SEK 265 for each issued and outstanding share of OMX as of such date not delivered to Nasdaq by Borse Dubai.

As additional consideration for the delivery of shares of OMX to Nasdaq by Borse Dubai, Nasdaq shall deliver approximately 18.0 million shares of its common stock to be deposited in a trust (the "Trust") for the benefit of Borse Dubai and to be managed by an independent trustee. The Trust will dispose of its Nasdaq shares within four years from the closing of the Nasdaq Dubai Transaction, but will not be required to dispose of the shares for less than approximately \$49.20 per share plus certain costs (including a 6% annual cost-of-carry). If the Trust continues to own any shares of Nasdaq common stock after four years from the closing of the Nasdaq Dubai Transaction, it will use its commercially reasonable efforts to dispose of such shares, but will not be obligated to dispose of any shares for less than approximately \$49.20 per share plus certain costs (including a 6% annual cost-of-carry). If the shares held in the Trust are entitled to vote, the independent trustee will cast the vote in proportion to the votes of Nasdaq's other shareholders.

The parties have agreed to use reasonable best efforts to secure regulatory approvals for the Nasdaq Dubai Transaction, except that Borse Dubai will not be required to accept any condition imposed by any regulator that Borse Dubai, in its reasonable judgment, deems materially adverse to its investment in Nasdaq, including any condition that would prevent Borse Dubai from obtaining equity accounting treatment for its investment in Nasdaq, but after Borse Dubai takes into account possible alternative arrangements that the parties agree to negotiate in good faith.

Upon the closing of the Nasdaq Dubai Transaction,

- As long as Borse Dubai maintains at least one-half of its initial 19.99% investment, Borse Dubai will be entitled to propose for nomination two directors for election to the board of directors of the combined Nasdaq and OMX (the combined company, the "The NASDAQ OMX Group"), and one Borse Dubai director shall be nominated to sit on certain committees of the board of directors, including the following: Audit, Executive, Finance, and Management Compensation, subject to applicable law, regulation or stock exchange listing standard. Borse Dubai has agreed not to seek representation on the board of directors of The NASDAQ Stock Market LLC, the subsidiary of Nasdaq that operates the NASDAQ Stock Market.
- As long as Borse Dubai maintains at least 25% of its initial 19.99% investment, Borse Dubai will be entitled to nominate one director for election to the board of directors of The NASDAQ OMX Group, but will have no right to nominate members to any committees of the board.
- Both the Trust and Borse Dubai will receive certain registration rights for the shares of Nasdaq common stock acquired in the Nasdaq Dubai Transaction.
- If Nasdaq completes a share buy-back in the 18 months following the Nasdaq Dubai Transaction, Borse Dubai shall be entitled to participate in order to reduce its fully-diluted ownership to 19.99% or, in the alternative, may contribute the requisite number of shares to the Trust in order to maintain its 19.99% direct ownership level.
- Borse Dubai is generally restricted from transferring its initial 19.99% of The NASDAQ OMX Group shares until one year after the closing of the Nasdaq Dubai Transaction, subject to certain exceptions.
- Both the Trust and Borse Dubai are restricted from transferred shares of The NASDAQ OMX Group to a competitor of The NASDAQ OMX Group, subject to certain exceptions.
- Borse Dubai will have preemptive rights for issuances of common stock (including any securities convertible or exchangeable into common stock) by The NASDAQ OMX Group for capital raising purposes, but only to the extent necessary to maintain a 19.99% interest in The NASDAQ OMX Group.
- Borse Dubai will be restricted from (i) acquiring shares in excess of 19.99% on a fully-diluted basis of The NASDAQ OMX Group, (ii) proposing or seeking to effect a merger or change of control of The NASDAQ OMX Group, (iii) seeking additional board representatives or removal of directors, (iv) making public statements or otherwise directly or indirectly seeking to control the management or policies of The NASDAQ OMX Group or its subsidiaries and (v) soliciting proxies or otherwise acting in concert with others regarding any of the foregoing. These restrictions shall cease to apply upon the earliest to occur of the following:
 - o Borse Dubai owning less than 10% of The NASDAQ OMX Group's outstanding common stock;
 - o The NASDAQ OMX Group entering into a definitive agreement with respect to a change of control of it;

- o directors nominated by Borse Dubai are not elected by shareholders at two consecutive meetings of shareholders for the election of The NASDAQ OMX Group's board of directors;
- o a change of control of The NASDAQ OMX Group;
- o 10 years from September 20, 2007; or
- o The NASDAQ OMX Group holds less than 25% of its original interest in DIFX, subject to certain exceptions.

In addition, if any third-party makes a tender or exchange offer that is not recommended against by The NASDAQ OMX Group's board of directors, after 10 business days Borse Dubai may tender into that offer.

At all times, Borse Dubai's voting interest in Nasdaq is limited to a maximum of 5%, the maximum amount allowed under Nasdaq's Restated Certificate of Incorporation. In the event that Nasdaq seeks and receives approval from the Securities and Exchange Commission that would permit any party to vote in excess of 5% of Nasdaq's common stock, Nasdaq has agreed to seek Securities and Exchange Commission approval for Borse Dubai to receive similar enhanced voting rights.

Term Sheet Regarding DIFX

In a term sheet governing Nasdaq's investment in DIFX, Nasdaq and Borse Dubai have agreed that in exchange for \$50 million and the entry into the licensing and technology agreements described below, Nasdaq will acquire 33 1/3% of the outstanding equity of DIFX (the "DIFX Transaction"). Nasdaq will also be responsible for 50% of any additional capital contribution calls made by DIFX, subject to a maximum aggregate additional commitment by Nasdaq of up to \$25 million.

Upon the closing of the DIFX Transaction,

- As long as Nasdaq maintains at least 50% of its initial 33 1/3% equity position in DIFX, Nasdaq has the right to nominate two directors to DIFX's board of directors and one Nasdaq director will be nominated to sit on each of the following committees: Market Oversight, Nominations, and Listing. Additionally, Nasdaq shall have the right to nominate one other member (who shall not be a director designated by Nasdaq) to DIFX's Listing Committee.
- As long as Nasdaq maintains at least 50% of its initial 33 1/3% equity position in DIFX, (i) DIFX will not sell any interest in itself, other than pursuant to a widely-distributed public offering, whereby one or more third parties on an aggregate basis becomes a larger shareholder in DIFX than Nasdaq and (ii) in the event that DIFX grants any third party minority protections (including approval rights, liquidity rights and board representation) that are superior to those held by Nasdaq, DIFX will also grant Nasdaq the same superior rights.
- As long as Nasdaq maintains at least 25% of its initial 33 1/3% equity position in DIFX, Nasdaq has the right to nominate one director to DIFX's board of directors.
- As long as Nasdaq is entitled to designate a director to DIFX's board of directors, the approval of at least one director designated by Nasdaq shall be required for certain actions by DIFX, including a change of control of DIFX.

- Nasdaq will have preemptive rights for issuances of common stock (including any securities convertible or exchangeable into common stock) by DIFX for capital raising purposes (other than pursuant to a widely distributed public offering).

Nasdaq is generally restricted from selling its initial 33 1/3% equity position for a period of seven years after closing of the DIFX Transaction, subject to certain exceptions.

As part of the DIFX Transaction, Nasdaq will grant to DIFX a worldwide right to use, on a non-exclusive, non-transferable and non-assignable basis, various trade names and trademarks. DIFX will also be granted a perpetual, irrevocable, non-transferable, non-assignable and fully paid up license to certain Nasdaq technology in certain Asian, European (specifically, Albania, Greece, Turkey and the Ukraine) and African jurisdictions in connection with DIFX's own business operations and to sublicense certain Nasdaq technology to exchanges operated by DIFX subsidiaries in those jurisdictions.

DIFX and Nasdaq will also enter into a reseller's agreement to allow DIFX to offer Nasdaq and OMX listings to companies within the foregoing jurisdictions for a period of three years and to receive commissions with respect to the listings that DIFX generates for Nasdaq and OMX.

Supplement

Nasdaq and OMX entered into a supplement (the "Supplement") to their transaction agreement, dated May 25, 2007 (the "Transaction Agreement"). The Supplement modifies the board and committee composition of Nasdaq following its acquisition of OMX such that OMX's board of directors shall be entitled to propose for nomination four directors to serve on The NASDAQ OMX Group's board of directors and Borse Dubai shall be entitled to propose for nomination two directors to serve on The NASDAQ OMX Group's board of directors. Three of the directors proposed for nomination by OMX's board of directors must be independent for purposes of Nasdaq's director independence standards and OMX may elect to have one-fourth of the members of each committee of The NASDAQ OMX Group's board of directors be selected from those directors from or nominated by OMX's board of directors. Both of the directors proposed for nomination by Borse Dubai must be independent for purposes of Nasdaq's director independence standards and Borse Dubai may elect to have one member of certain committees of the board of directors, including the Audit, Executive, Finance, and Management Compensation committees, be appointed from those directors proposed for nomination by Borse Dubai, subject to applicable law, regulation or stock exchange listing standard.

Financing for Acquisition

In connection with Nasdaq's acquisition of the shares of OMX from Borse Dubai (the "Acquisition"), Nasdaq has received a debt commitment letter, dated as of September 20, 2007 (the "Commitment Letter"), from Bank of America, N.A. and JPMorgan Chase Bank, N.A. (collectively, the "Banks") for the commitment of debt financing in the aggregate amount of up to \$2.000 billion consisting of: (i) a \$750.0 million term loan facility, (ii) a \$1.175 billion term loan facility and (iii) a revolving credit facility of \$75.0 million (collectively, the "Credit Facilities"). The debt commitments expire on the earlier of the consummation of the Acquisition and April 15, 2008. The closing of the Credit Facilities is subject to customary closing conditions including, without limitation, (i) the satisfaction of the conditions to the consummation of the Borse Dubai Offer set forth in the Letter Agreement, if the Acquisition is effected by means of the Borse Dubai Offer, (ii) the satisfaction of the conditions to the consummation of Nasdaq's offer for OMX (the "Tender Offer") set forth in the Transaction Agreement, if the Acquisition is effected by means of the Tender Offer, (iii) there being no amendments or modifications to the Letter

Agreement or the Transaction Agreement (as amended by the Supplement, dated September 20, 2007) that are materially adverse to the lenders without the consent of the Banks, and (iv) payment of required fees and expenses and the negotiation, execution and delivery of definitive documentation.

The summary of terms attached to the Commitment Letter provides for the following terms and conditions. Loans under the Credit Facilities will bear interest, at Nasdaq's option, at a rate equal to the London interbank offer rate or an alternate base rate, in each case plus a spread. In addition, Nasdaq will pay customary commitment fees and letter of credit fees. Upon the initial funding of the Credit Facilities, Nasdaq has also agreed to pay an underwriting fee to the Banks. The proceeds of the Credit Facilities will be used, among other things, to finance the cash consideration of the Acquisition, pay fees and expenses incurred in connection with the transaction and repay certain existing indebtedness of OMX. The obligations under the Credit Facilities will be guaranteed by each of the existing and future direct and indirect material wholly-owned domestic subsidiaries of The NASDAQ OMX Group, subject to exceptions to be agreed upon. The obligations of Nasdaq and the guarantors under the Credit Facilities will be secured, subject to certain exceptions, by all the capital stock of each of their present and future subsidiaries (limited, in the case of foreign subsidiaries, to 65% of the voting stock of such subsidiaries) and all of the present and future property and assets (real and personal) of Nasdaq and the guarantors. If the collateral (other than capital stock of domestic subsidiaries that is required to be pledged and assets over which a lien may be perfected by filing a financing statement under the uniform commercial code) is not provided on the closing date despite use of commercially reasonable efforts to do so, the delivery of the collateral will not be a condition precedent to the availability of the Credit Facilities on the closing date, but instead will be delivered following the closing date. The Credit Facilities will contain customary representations and warranties and customary affirmative and negative covenants, including, without limitation, restrictions on indebtedness, liens, investments, asset sales, acquisitions, dividends and other distributions. The Credit Facilities will also include customary events of default, including a change of control.

The Commitment Letter provides that if definitive, signed bank finance documentation is not negotiated and signed by the earlier of the date of the initial funding under the Credit Facilities and the date the Tender Offer is launched, Nasdaq and the Banks will execute and deliver an interim loan agreement in the form annexed to the Commitment Letter and provide credit facilities in an aggregate amount of \$2.0 billion thereunder on substantially the same terms as set forth above, other than that such interim loan will not include a revolving credit facility.