

**24X National Exchange LLC
Member Nominating Committee
Charter**

I. PURPOSE

The Member Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of 24X National Exchange LLC (the “Exchange”) is responsible for identifying, approving and submitting candidates for election to the position of “Member Representative Director,” as such term is defined in the [Limited](#) Liability Company Agreement of the Exchange.

II. ORGANIZATION AND MEMBERSHIP

The Committee shall consist of at least three members, or such greater number as determined by the Board, two of whom shall be a Member Representative Director and one of whom shall be an “Independent Director,” as such term is defined in the Limited Liability Company Agreement of the Exchange.

Members of the Committee shall be elected by 24 X US Holdings LLC (“Holdings”) and, unless otherwise directed by Holdings, shall serve one-year terms. Members may be removed by Holdings at any time with or without cause. Membership on the Committee shall automatically end at such time as a member ceases to be a member of the Board. In the case of any vacancy occurring on the Committee during a calendar year, the remaining members of the Committee or shall nominate a candidate to fill such vacancy and such candidate shall be elected by vote of Holdings.

One member of the Committee should be elected chairperson by Holdings. If Holdings fails to elect the Committee’s chairperson, the Committee will elect one member of the Committee as chairperson.

III. STRUCTURE AND MEETINGS

At all meetings of the Committee, a majority of the Committee members entitled to vote on a matter shall constitute a quorum for the transaction of business. Except as otherwise provided in the Limited Liability Company Agreement of the Exchange or required by the Board or applicable law, the approval of a majority of the Committee members present at any Committee meeting at which there is a quorum shall be required for any act of the Committee. Committee members may participate in a meeting in person or by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Any action required or permitted to be taken at a Committee meeting may be taken without a meeting if all Committee members consent thereto in writing, which shall include email or other electronic communication, and the written consent is filed with the minutes of proceedings of the Committee.

The Committee shall meet as often as is necessary or appropriate in its judgment, but at least once a year, and shall report on the Committee's activities, deliberations, findings and/or recommendations, as applicable, at each regular meeting of the Board. The Committee designee shall ensure that the agenda for each meeting, together with any other relevant materials, is circulated to each Committee member as soon as is reasonably practicable in advance of the meeting. The Committee designee shall maintain written minutes of the meetings. Meetings of the Committee shall be called by the Committee designee at the request of the Committee chairperson or any other Committee member. The chairperson of the Committee will establish the agenda for each committee meeting.

IV. RESPONSIBILITIES AND DUTIES

The responsibilities and duties set forth below are intended to be a guide and are provided with the understanding that the Committee may supplement them as appropriate. The Committee shall:

- Consult with the Nominating Committee and the Chairman of the Board and solicit comments from Exchange Members regarding potential candidates for Member Representative Director positions.
- Provide a list of candidates for Member Representative Director positions to all Exchange Members that were Exchange Members on the declared record date at least 45 days prior to date in which Holdings shall appoint individuals to serve as Member Representative Directors.
- Hold an election by Exchange Members for Member Representative Director positions at least 30 days prior to date in which Holdings shall appoint individuals to serve as Member Representative Directors. The election shall be as follows:
 - each Exchange Member shall have the right to cast one vote for each available Member Representative Director nomination;
 - no Exchange Member, together with its affiliates, may account for more than 20% of the votes cast for a candidate, and any votes cast by such Exchange Member, together with its affiliates, in excess of such 20% limitation shall be disregarded;
 - the votes shall be cast by written ballot, electronic transmission or any other means as set forth in a notice to the Exchange Members; and
 - the candidates who receive the most votes shall be selected as the designees for the Member Representative Director positions to be elected by Holdings.
- Nominate the elected individuals to fill vacancies in the Member Representative Director positions.
- Perform any other activities consistent with this Charter as the Committee deems

necessary or appropriate, or as the Board shall further delegate to the Committee.

No amendment to this Section IV shall be effective until approved by the Board and, if such change is required to be filed with the U.S. Securities and Exchange Commission pursuant to Section 19 of the U.S. Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, such change shall not be effective until filed with an effective by operation of law, or filed with and approved by the U.S. Securities and Exchange Commission, as the case may be.

If there are any conflicts between this Section IV and Section 6.2(g) of the Limited Liability Company Agreement of the Exchange, then Section 6.2(g) of the Limited Liability Company Agreement of the Exchange shall control.

V. RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee shall have the resources and authority appropriate to discharge its responsibilities and duties, including the authority to obtain advice and seek assistance from internal or external legal counsel, which may be, but need not be, the regular corporate counsel to the Exchange, and internal or external accounting or other advisors. The Exchange shall provide appropriate funding for the same. The Committee may invite other Board members, management, auditors or others to attend meetings and to provide pertinent information, as necessary and appropriate.

VI. APPROVAL AND ADOPTION

This Charter was approved and adopted effective as of _____, 2022.