

Effective January 21, 2020

## **MARKETAXESS HOLDINGS INC.**

### **COMPENSATION AND TALENT COMMITTEE CHARTER**

#### **I. Purpose**

The Compensation and Talent Committee (the “Committee”) is created by the Board of Directors (“Board”) of MarketAxess Holdings Inc. (the “Company”) to (i) discharge the responsibilities relating to compensation of the Company’s Chief Executive Officer (“CEO”), the Company’s other executive officers, and such other members of senior management as the Committee shall determine (collectively, the “Executives”), (ii) review and recommend to the Board for approval all incentive and equity-based compensation plans in which executive officers and non-employee directors may participate, (iii) oversee and set compensation for the Company’s non-employee directors, (iv) review and discuss with the Company’s management the Compensation Discussion and Analysis (“CD&A”) to be included in the Company’s Annual Report on Form 10-K or annual proxy statement, determine whether to recommend to the Board that the CD&A be included in such reports and produce the annual report of the Committee required by the rules of the Securities and Exchange Commission (“SEC”), (v) oversee plans for management development and succession, (vi) review and assess the risks arising from the Company’s compensation policies, and to exercise and perform the authority, duties and responsibilities set forth in this charter.

#### **II. Membership**

The Committee shall be comprised of no fewer than two directors, each of whom must meet the independence requirements established by the SEC and the NASDAQ Stock Market (“NASDAQ”).

In addition, the Committee will consider whether its members are (a) “outside directors,” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended (“Section 162(m)”), and (b) “non-employee directors,” as defined in Rule 16(b)-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

The Board shall determine from time to time the number of directors that shall constitute the Committee. The members of the Committee shall be appointed and replaced by the Board. Unless a chair of the Committee (“Chair”) is appointed by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. Each appointed Committee member will be subject to annual reconfirmation and may be removed by the Board at any time.

### **III. Meetings**

The Committee shall meet at such times and with such frequency as the Committee shall determine appropriate to meet its responsibilities, but not less than two regularly scheduled meetings each year. Special meetings may be convened as the Committee deems necessary or appropriate. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary.

A majority of the members of the Committee shall constitute a quorum to transact business. Members of the Committee may participate in a meeting of the Committee by means of telephone conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. Except in extraordinary circumstances as determined by the Chair of the Committee, meetings may be called by notice delivered to all Committee members two (2) days in advance of the scheduled meeting if by mail or twenty-four (24) hours in advance of the scheduled meeting if notice is delivered to each director personally or by electronic-mail. Minutes of each meeting will be kept and distributed to the entire Board.

The affirmative vote of a majority of the members of the Committee present at the time of such vote will be required to approve any action of the Committee. Subject to the requirements of any applicable law, regulation or NASDAQ rule, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Committee. Such written consent shall have the same force as a unanimous vote of the Committee.

### **IV. Responsibilities and Duties**

#### Executive Compensation

1. With respect to the CEO and the Company's other Executives, the Committee shall review and approve, on an annual basis, corporate goals and objectives relevant to compensation, evaluate the executive's performance in light of those goals and objectives and determine and approve the executive's compensation level based on this evaluation. In determining the long-term incentive component of the executive's compensation, the Committee shall, to the extent it deems appropriate, consider the Company's performance and relative stockholder return, competitive market data and the value of similar incentive awards to executives at comparable companies, the awards given to the executive in past years and other factors that the Committee deems appropriate in connection with its review.

2. With respect to the CEO and the Company's other Executives, the Committee shall review and recommend to the Board for approval such compensation policies for the Executives as the Committee deems appropriate, as well as the Executive's (a) annual base salary level, (b) annual incentive opportunity level, (c) long-term incentive opportunity level, (d) perquisites, (e) bonus arrangements, (f) post-service arrangements and (g) other compensation or special or supplemental benefits. The Committee also shall review and approve the terms of any offer letter, employment agreement, termination

agreement or severance arrangements, change in control agreements/provisions and other material agreements between the Company and the CEO or the Company's other Executives.

3. The Committee shall not vote or deliberate on any aspect of CEO compensation in the presence of the CEO.

4. The Committee shall review and discuss with management the annual CD&A disclosure and the related tabular presentations regarding named executive officer compensation and, based on this review and discussions, determine whether to recommend including the CD&A disclosure and related tabular presentations in the Company's Annual Report on Form 10-K or Proxy Statement and produce the related annual report of the Committee required by the rules of the SEC.

5. The Committee shall consider the results of the Company's most recent shareholder advisory vote on executive compensation.

#### Equity-Based Compensation Plans

6. The Committee shall make recommendations to the Board regarding incentive compensation and equity-based compensation plans in which Executives and non-employee directors of the Company may participate.

7. The Committee shall make recommendations to the Board regarding the establishment of performance metrics, the determination of bonus payouts and the granting of equity awards to directors and Executives.

8. The Committee shall approve grants of equity-based awards under any equity-based compensation plan, including, without limitation, any stock option plan.

9. The Committee shall interpret, implement, administer and review the Company's incentive-compensation plans and equity-based compensation plans, as applicable.

#### Talent Management and Succession Planning

10. The Committee shall assist the Board in its oversight of the development, implementation and effectiveness of the Company's talent management process, having due regard for the benefits of diversity. In fulfilling its duties, the Committee shall:

- (a) annually review the Company's talent management strategies and programs with respect to senior levels in the organization, including the Executives;
- (b) periodically evaluate open senior management roles and future talent needs;
- (c) at least annually review the Company's diversity and inclusion programs including key performance metrics; and

(d) periodically review the Company's corporate culture and learning and development programs and the results of the Company's employee engagement survey.

11. The Committee shall, in consultation with the Company's CEO, periodically review the Company's management succession planning, including policies for the selection and succession for the CEO and other Executives in the event of their incapacity, retirement or, and evaluations of, and development plans for, any potential successors to each of the Executives.

#### Other Authority and Responsibilities

12. In addition to the authority granted above, the Committee has the sole authority, to the extent it deems necessary or appropriate to carry out its responsibilities in its sole discretion, to select, retain or obtain the advice of compensation consultants, legal counsel or other advisors (collectively, "Advisors") to advise the Committee. The Committee shall have the sole authority to approve and be directly responsible for the appointment, compensation and oversight of the work of any Advisors that it retains, at the expense of the Company, and the termination of any services provided by any such Advisor. In selecting such Advisors, the Committee shall take into account the factors required by applicable law, regulation or NASDAQ rules, and such other factors it considers appropriate in its sole discretion.

13. The Committee shall assess the independence of any Advisors who provide advice to the Committee, whether retained by the Committee or management, prior to receiving advice from any such Advisors and on no less than an annual basis, other than (i) in-house legal counsel, and (ii) any Advisor whose role is limited to (x) consulting on any broad-based plan that does not discriminate in favor of the Company's executive officers or directors and that is available generally to all salaried employees, and/or (y) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant), taking into consideration all relevant factors the Committee deems appropriate to such Advisors' independence, including factors specified in the NASDAQ rules.

14. With respect to plans intended to comply with Section 162(m), the Committee shall have the authority to take all actions necessary or appropriate to comply with Section 162(m), including, without limitation, establishing performance goals in writing within the time prescribed by Section 162(m) and certifying the attainment of such goals in a manner consistent with Section 162(m).

15. The Committee shall consider and recommend to the Board the creation or amendment of any pension, profit-sharing, or tax-qualified employee benefit plan or program of the Company, or any long-term incentive plan whose participants include officers.

16. The Committee may form and delegate authority to subcommittees to the extent the Committee deems necessary or appropriate, so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the SEC and NASDAQ. Subject to any further restrictions in any incentive-compensation plan or equity based compensation plan, the Committee may only delegate its responsibility for granting equity awards to the Company's directors and officers who are subject to Section 16 of the Exchange Act to a subcommittee of two or more "non-employee directors" within the meaning of Rule 16b-3 under the Exchange Act.

17. The Committee may designate any member of the Committee to execute documents on its behalf as the Committee deems necessary or appropriate to carry out its responsibilities hereunder.

18. The Committee shall report to the Board, as requested by the Board, or as the Committee deems appropriate, but not less frequently than annually.

19. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed change to the Board for its approval. This Charter is in all respects subject and subordinate to the Company's certificate of incorporation and bylaws and the applicable provisions of the General Corporation Law of the State of Delaware.

20. The Committee shall annually review its own performance.

## **V. General**

In addition to the activities described above, the Committee will perform such other functions as are necessary or appropriate in its opinion or in the opinion of the Board under applicable law, the Company's certificate of incorporation and by-laws, and the resolutions and other directives of the Board. This Charter may be amended from time to time by the Board.

Last amended: January 21, 2020