

**GFI SWAPS EXCHANGE LLC
NOMINATING COMMITTEE CHARTER**

I. Purpose

The Nominating Committee is a committee of the board of directors (the “**Board**”) of GFI Swaps Exchange LLC (the “**SEF**”) established in accordance with the Commodity Exchange Act and the regulations promulgated thereunder (collectively referred to as the “**Regulatory Requirements**”). The Nominating Committee is responsible for (i) identifying qualified individuals to serve on the Board or to serve on committees of the Board consistent with the criteria required by the Board and with any applicable Regulatory Requirements and (ii) administering the process by which individuals are nominated to serve on the Board.

II. Responsibilities and Authority

Responsibilities

The Nominating Committee shall select the director nominees in accordance with criteria approved by the Board, and recommend those nominees to the Board, taking into consideration requirements for directors set forth in the Limited Liability Company Agreement of the SEF (the “**LLC Agreement**”), the Rulebook of the SEF and any applicable Regulatory Requirements. In the case of a vacancy in the office of a director, the Nominating Committee shall recommend to the Board an individual to fill such vacancy. The Nominating Committee shall adhere to the following requirements:

- At all times, no less than 35 percent of the Board must qualify as a “public director” (as such term is used in the Regulatory Requirements) (each, a “**Public Director**”); and
- Board members shall possess the ability to contribute to the effective oversight and management of the SEF, taking into account the needs of the SEF and such factors as the individual’s experience, perspective, skills and knowledge of the industry in which the SEF operates.

The Nominating Committee shall identify the Board members qualified to fill vacancies on any committee of the Board (other than the Nominating Committee) and recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Nominating Committee shall take into consideration the factors set forth in the charter of that committee, if any, requirements under applicable law, including the Regulatory Requirements, as well as any other factors it deems appropriate, including without

limitation the individual's experience, perspective, skills, and knowledge and the interplay of the individual's experience with the experience of other committee members.

The Nominating Committee shall monitor and assess the Board's independence, which includes developing and recommending to the Board standards to be applied in making determinations as to the absence of material relationships between the SEF and a director.

The Nominating Committee shall perform any other activities consistent with this Charter as the Nominating Committee deems necessary or appropriate, or as the Board shall further delegate to the Nominating Committee.

Authority

The Nominating Committee will have the authority, discretion, and necessary resources, with written notice to the Board, to:

- Conduct its own inquiries;
- Interview candidates for Board or committee positions;
- Interview employees, officers and participants of the SEF;
- Review all relevant documents; and
- Ask members of management or others to attend meetings and provide information.

III. Membership & Organization

The members of the Nominating Committee shall be appointed in accordance with the LLC Agreement and the Board shall designate the Chairperson of the Nominating Committee. Each member of the Nominating Committee and its Chairperson shall serve until his or her successor is appointed or until his or her earlier resignation or removal.

At least 51 percent of the members of the Nominating Committee shall qualify as Public Directors. The Chairperson of the Nominating Committee must also qualify as a Public Director.

IV. Meetings

The Nominating Committee shall meet as often as it may deem necessary and appropriate in its judgment. In addition, should the departure of a Board

member cause the composition of the Board (or of a committee thereof) to no longer comply with applicable Regulatory Requirements, the Nominating Committee shall convene as soon as practicable in order to identify suitable candidates to recommend to the Board to fill such vacancy.

The majority of the Nominating Committee members shall constitute a quorum for the transaction of business. Each Nominating Committee member not subject to a recusal (for reasons including, but not limited to, an actual or potential conflict of interest) shall have one vote in all matters requiring a vote of the Nominating Committee. The act of a majority of the Nominating Committee members not subject to a recusal at any duly constituted meeting, if a quorum is present, shall be the act of the Nominating Committee. In the event of a tie vote, the vote of the Chairperson of the Nominating Committee shall decide the matter.

V. Reporting

The Chairperson of the Nominating Committee, or his or her designee, will make regular reports of the Nominating Committee's activities to the Board.

The Nominating Committee shall reassess the adequacy of this Charter no less frequently than annually and submit any recommended changes to the Board for approval.

VI. Publicly Available Information

The SEF shall make this Charter publicly available.