

MARKETAXESS NL B.V. 2024 REMUNERATION DISCLOSURES

The data included herein is based on the remuneration policy, processes and performance applicable for the period from 1 January – 31 December 2024 (the “Disclosure Period”).

1. INTRODUCTION

MANL belongs to the MarketAxess Holdings Inc. (“MAH”) group of companies (with MAH and its subsidiaries together being referred to herein as the “Group”).

This remuneration disclosure provides detailed information on MarketAxess NL B.V.’s (“MANL”) remuneration principles and practices for Identified Staff, including the Management Board and the Supervisory Board, with respect to the Disclosure Period only. In addition, it confirms MANL’s compliance with the regulations on remuneration in the financial services sector which are applicable to MANL.

For the Disclosure Period, MANL qualified as an investment firm (*beleggingsonderneming*). Consequently, the remuneration regulations provided for in the Dutch Financial Supervision Act (*Wet op het financieel toezicht*) (“FSA”) and the Investment Firms Directive (“IFD”) apply to MANL. In accordance with the IFD and article 3 (1) of the Regulation on Sound Remuneration Policies of the Dutch Central Bank (*DNB Regeling Beheerst Beloningsbeleid*) (“RSRP”). As this was the first financial year that MANL qualified as ‘Class 2’ firm, progressing from its prior classification as a ‘small and non-interconnected’ investment firm under article 12 (1) of the Investment Firms Regulations (IFR), the disclosure requirements referred to in article 51 IFR did not apply to MANL for the relevant Disclosure Period, pursuant to article 46(1) IFR. .

2. MANL’S REMUNERATION POLICY

MANL’s remuneration policy (the “Policy”) consists of the framework pursuant to which MANL awards remuneration to employees employed by MANL and who work directly for and on behalf of MANL. The Policy was, for the period under review, established by the Management Board of MANL and adopted by approval from the Supervisory Board in December 2022, as subsequently amended and approved by the Supervisory Board in July 2023 in anticipation of the change from a ‘small and non-interconnected’ investment firm under article 12 (1) of the Investment Firms Regulations (IFR) to a ‘Class 2’ firm with effect from Jan 1 2024.

The Supervisory Board has the responsibility for approving and maintaining the Policy, overseeing the implementation and where necessary pursuant to the Policy, providing final approval of any fixed or variable remuneration for MANL employees. One meeting of the Supervisory Board was held during the period under review.

MANL believes the Policy is consistent with, and promotes, sound and effective risk management, is compliant with laws and regulations applicable to MANL and supports MANL’s business strategy, which is based on achieving sustainable profits and increased efficiency whilst aiming for maximised customer satisfaction and building long term relationships with all of MANL’s stakeholders. The Policy implements the legal obligation to describe how the remuneration within MANL and the Group relates to the position of MANL in the (financial) sector and in society and how this relationship is established. By means of: (i) aligning objectives with the long-term strategy of the business of MANL and the Group; (ii) ensuring a sustainable and durable company for all of MANL’s stakeholders MANL ensures that the remuneration is in line with how the Group presents itself as an organisation in society. Furthermore, the Policy is designed to be gender neutral and to promote and apply principles of equal pay between genders.

Risk adjustment process

In accordance with the applicable regulatory framework for the period, risk adjustment mechanisms must be applied to the pay-out process of variable remuneration for Identified Staff. To this end, MANL operates so-called ex-ante and ex-post risk adjustment processes when determining any variable remuneration. The ex-ante assessment process aims to consider the full range of any current and potential future risks. As part of this process, MANL takes into account the company performance and individual performance.

As part of the ex-post risk assessment process, MANL analyses whether the outcomes of the initial ex-ante assessment process were correct. This may in certain circumstances result in an adjustment of variable remuneration by applying malus (i.e. hold back unpaid or unvested variable remuneration) and/or clawback (i.e. recover paid or vested variable remuneration). Any decision to apply malus or clawback is at the discretion of the Supervisory Board, pursuant to the relevant malus and clawback provisions in the Policy.

Guaranteed variable remuneration

MANL does not award guaranteed variable remuneration to its employees, except if the Supervisory Board has approved the award of guaranteed variable remuneration and the award is consistent with the regulatory framework, i.e. the guaranteed variable remuneration (such as a sign-on bonus) is awarded to newly hired staff in the first year of employment and before the first performance period starts.

Severance payments

MANL does not pay any severance to an employee if the termination of the employment agreement (i) is at the initiative of the employee, except as a result of serious reproachable behaviour by MANL or (ii) is at the initiative of MANL for serious reproachable behaviour by the employee. In addition, MANL does not pay any severance to an employee who is a policymaker in the event of failure of MANL. Any severance paid by MANL to an employee who is a policymaker is capped at 100% of such individual's fixed pay.

3. FIXED AND VARIABLE REMUNERATION

Fixed remuneration (consisting of base salary and fixed allowances that are consistent with the applicable regulatory framework) is remunerated in line with the specific scope and responsibilities of an employee's role, reflecting the experience and professional skills of the employee.

In principle, MANL does not award variable remuneration to its employees working for MANL in the Netherlands that (in total, cash and equity) exceeds 20% of such employees fixed remuneration. However, under certain circumstances, MANL may award variable remuneration to its employees working for MANL in the Netherlands up to 100% of such employee's fixed remuneration, provided that the average variable remuneration to all MANL employees in the Netherlands collectively does not exceed 20% of the employee's fixed remuneration.

Employees of MANL predominantly working for MANL outside the Netherlands or the EEA may receive variable remuneration up to 100% or 200% respectively of fixed remuneration.

4. INFORMATION ON VARIABLE REMUNERATION

The allocation of a variable remuneration (whether cash or equity) to an individual employee is made after the aggregate amount for the Group to pay out is set in accordance with the Group's policy.

Performance Incentives & Role of the Group Compensation Committee

The Group deploys (i) a MarketAxess Holdings Inc. 2009 Employee Performance Incentive Plan, which governs cash incentives and (ii) a MarketAxess Holdings Inc. 2020 Incentive Plan, which governs the stock program, both of which apply to MANL.

Performance Incentive Plan

A Group Compensation Committee sets a targeted cash incentive accrual in the first fiscal quarter of the relevant performance year, based on the Group's target financial plan and the aggregate amount needed to pay employees consistent with market data (the "**Cash Accrual Rate**"). This accrual rate is set as a percentage of pre-tax operating income of the Group before cash incentive expense. Therefore, the Cash Accrual Rate and resulting payment of cash incentives to employees ("**Cash Accrual**") are tied directly to the Group's earnings performance. There is no minimum (guaranteed) Cash Accrual Rate.

The Group Compensation Committee and full board of directors of MAH are apprised of the corporate Cash Accrual Rate on a regular basis – at least quarterly. The same information is shared with the Supervisory Board and Management Board of MANL.

The Cash Accrual for MANL is allocated to MANL based on its financial performance, the number of employees and the market compensation data for each of those employees. The Cash Accrual is then divided amongst the individual employees by the Management Board of MANL based on individual performance (please see further in Section 6 below). All individual recommendations for MANL employees are presented to the Supervisory Board for further recommendation and approval, with input from the Group Compensation Committee as explained herein.

Equity Plan

The Group Compensation Committee regularly evaluates the use of equity-based awards on a Group wide basis, and intends to continue to use such awards as part of designing and administering the Groups' variable remuneration programs, which in respect of MANL employees, is subject to the approval of the Supervisory Board in accordance with the regulatory Framework and the Policy.

Participation for MANL employees is determined by the Management Board, based on factors including but not limited to the regulatory Framework, individual performance and market compensation for that particular role. All grants are awarded after the end of the performance year in which they are earned. This allows for adjustments by way of malus to the aggregate amount should financial performance unexpectedly deviate from plan.

Equity awards for MANL employees are generally awarded to individuals selected by the Management Board at its sole discretion, but subject to approval from the Group Compensation Committee and the Supervisory Board.

All equity awarded to the employees of MANL is in the form of restricted stock awards.

5. PARAMETERS AND RATIONALE FOR ANY VARIABLE REMUNERATION

With respect to the financial year 2023, variable remuneration was awarded based on both financial and non-financial performance criteria. In accordance with the Policy, at least 50% of variable remuneration awarded to any employee of MANL was based on non-financial or qualitative criteria.

All variable remuneration awarded is subject to malus and clawback instruments as set out in paragraph 3 above.

6. DEFERRAL POLICY AND VESTING CRITERIA

Cash awarded as part of upfront portion of variable remuneration is not subject to vesting. MANL applies a one-year cliff vesting schedule for equity awarded as part of the upfront portion of any remuneration, which does not vest sooner than 12 months after the award. Given the one-year vesting schedule applicable to the equity awarded as part of the upfront portion, MANL does not in addition apply a one-year retention period to equity that is part of such upfront portion.

MANL applies a minimum of a three-year deferral period, applying a tiered vesting schedule for cash and equity awarded as part of the deferred portion of variable remuneration. Vesting takes place on an annual basis with an equal portion of variable remuneration vesting each year. The first portion of the deferred variable remuneration (cash and equity) does not vest sooner than 12 months after the start of the deferral period.

In addition to the vesting schedule referred to above, a retention period of one year applies to each vested equity that forms part of the deferred portion of any variable remuneration.

7. QUANTITATIVE INFORMATION ON REMUNERATION

<p>The number of persons that work for MANL who earn over EUR 1 million (total remuneration) and applicable business unit in the Disclosure Period</p>	<p><i>There are no persons working for MANL who earn over EUR 1 million.</i></p>
<p>The total amount of annual variable remuneration paid to persons working under MANL's responsibility in the Disclosure Period</p>	<p>€225,000</p>

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