

**CHARTER OF THE NOMINATING AND  
CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
INTERCONTINENTAL EXCHANGE, INC.**

**I. PURPOSE**

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Intercontinental Exchange, Inc. (the “Company”) shall assist the Board in (i) identifying and attracting highly qualified individuals to serve as directors of the Company; (ii) selecting director nominees for the next annual meeting of stockholders of the Company; (iii) developing and maintaining a set of corporate governance guidelines applicable to the Company, and (iv) overseeing the evaluation of the Board and Board committees.

**II. ORGANIZATION AND MEMBERSHIP**

The Committee shall be comprised of at least three directors, or such greater number as determined by the Board, each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise “independent” under the Company’s Independence Policy of the Board of Directors (the “Independence Policy”) and the rules of the New York Stock Exchange, Inc.

Members of the Committee shall be appointed by the Board and, unless otherwise directed by the Board, shall serve one-year terms. Members may be removed by the Board 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. Upon the removal or resignation of a member, the Board may appoint a successor to serve the remainder of the unexpired term. One member of the Committee will be appointed chairperson by the Board. If the Board fails to appoint the Committee’s chairperson, the Committee will appoint one member of the Committee as chairperson. The Company shall have the power to create subcommittees with such powers as the Committee shall from time to time confer.

**III. MEETINGS**

The Committee will hold at least three meetings per year, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The chairperson of the Committee will establish the agenda for each committee meeting. Each meeting should include an executive session of the Committee without management present. The Committee shall also meet with the Corporate Compliance Officer at each meeting to review compliance with the Company’s Global Code of Business Conduct. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

**IV. RESPONSIBILITIES AND DUTIES**

The Committee shall have the purpose and responsibilities to:

1. Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.
2. Establish criteria for selecting new board members, consistent with criteria approved by the Board. The Committee shall have authority, without requiring further action by the Board, to establish such criteria, which shall include, at a minimum, the following requirements:
  - (a) a majority of the directors must be independent directors;
  - (b) three directors must meet the enhanced standards of independence set forth in the Audit Committee Charter as such requirements are phased in under the applicable rules and regulations;
  - (c) compliance with the Independence Policy and applicable stock exchange and Securities and Exchange Commission requirements; and
  - (d) the ability to contribute to the effective oversight and management of the Company, taking into account the needs of the Company and such factors as the individual's experience, perspective, skills and knowledge of the industry in which the Company operates.
3. Identify individuals believed to be qualified to become Board members, and select the director nominees for the next annual meeting of the stockholders of the Company, consistent with criteria approved by the Board, and recommend those nominees to the Board, taking into consideration any qualified director candidates recommended by a stockholder that complies with the procedural requirements as specified in the Company's Bylaws and other governing policies and laws. In the case of a vacancy in the office of a director, the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through an election by stockholders.
4. Identify Board members qualified to fill vacancies on any committee of the Board (other than the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, 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.
5. In accordance with the organizational documents of each of the following entities and as may be required from time to time under applicable rules and regulations:
  - (a) designate candidates, and determine the eligibility of persons proposed by petition, for Non-Affiliated Directors of New York Stock Exchange LLC, NYSE MKT LLC and NYSE Market (DE), Inc., respectively, and
  - (b) coordinate and consult with the Nominating and Governance Committee of NYSE Regulation in

identifying and determining the independence of Non-Affiliated Directors of NYSE Regulation and with each of the Director Candidate Recommendation Committees (“DCRC”) of NYSE Market (DE), Inc., NYSE MKT and NYSE Regulation in connection with each DCRC’s “Fair Representation Candidates” recommendations for each of NYSE Market (DE), Inc., NYSE MKT LLC, NYSE Regulation and New York Stock Exchange LLC.

6. Review new Board of Director nominees for all operating subsidiaries of the Company and consult with the Nominating Committee or Board of Directors for such subsidiary regarding the nominees.
7. Monitor, assess and safeguard the Board’s independence, including nominees to serve on the Board, which includes developing and recommending to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a director.
8. Review and assess the skill sets deemed necessary to serve on Board committees, including the satisfaction of the required financial literacy for membership on the Audit Committee and designation as a financial expert.
9. Develop and recommend to the Board corporate governance guidelines applicable to the Company, and to review those guidelines at least once a year.
10. Assist management in the preparation of the disclosure in the Company’s annual proxy statement regarding director independence, the operations of the Committee and matters to be submitted to a stockholder vote.
11. Devise and propose to the Board a code of business conduct for directors, officers and employees addressing, at a minimum, conflicts of interest and compliance with applicable laws, rules and regulations, including compliance and enforcement mechanisms, and monitor compliance with such code of business conduct.
12. Review and approve, if deemed appropriate, all requests for waivers of the Global Code of Business Conduct.
13. Annually undertake performance evaluations of the Board committees, including the Committee, and prepare reports to the Board regarding the evaluations.
14. Establish procedures for the Committee to exercise oversight of the evaluation of the Board, Board committees and management.
15. Review and approve related party transactions.
16. Periodically perform a review and assessment of the Company’s structural defenses.

17. Report to the Board on a regular basis and submit minutes of all meetings to the Board.
18. Annually review and evaluate the performance of the Committee and update this Charter as necessary.
19. Ensure that this Charter, the corporate governance guidelines and the Global Code of Business Conduct are posted on the Company's website.
20. 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.

#### **V. RESOURCES AND AUTHORITY OF THE COMMITTEE**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

#### **VI. APPROVAL AND ADOPTION**

This charter was approved and adopted effective as of September 17, 2015.