

**CHARTER OF THE RISK COMMITTEE
OF THE BOARD OF DIRECTORS OF
INTERCONTINENTAL EXCHANGE, INC.**

I. PURPOSE

The Risk Committee (the “Committee”) assists the Board of Directors of Intercontinental Exchange, Inc. (the “Company”) in fulfilling its oversight of management’s responsibility for the Company’s risk structure and governance in the following areas: (i) identification of risks inherent in the Company’s business, strategy, capital structure, and operating plans, (ii) processes, guidelines, policies, and reports for monitoring risks, and (iii) organization and performance of the Company’s enterprise risk management (“ERM”) function.

In addition, the Committee assists the Audit Committee in fulfilling its responsibility to monitor risk assessment and risk management processes.

In carrying out its responsibilities, the Committee has the responsibilities and powers provided in this Charter.

II. ORGANIZATION AND MEMBERSHIP

The size of the Committee is set from time to time by the Board, but will always consist of at least three directors. A majority of the directors will be independent and at least one member should be a member of the Company’s Audit Committee. The Chair and other members of the Committee are appointed by the Board based on the recommendation of the Nominating and Corporate Governance Committee. The Committee Chair shall be an independent director. The Chair and other members of the Committee may be removed by the Board. Each member will have an understanding of risk management commensurate with the Company’s business, size, complexity, and capital structure.

III. MEETINGS

The Committee shall meet at least four times a year. The Committee Chair may call additional meetings as necessary. The Committee Chair reviews and approves meeting agendas, reports regularly to the Board on the Committee’s actions, recommendations, and any topics that it believes should be reviewed or discussed with the Board. Periodically, the Committee will meet separately with the Company’s corporate risk officer and may meet separately with other members of management, including business unit risk officers. Typically, the Company’s senior internal audit executive will attend Committee meetings.

IV. RESPONSIBILITIES AND DUTIES

The Committee acts as a resource to the Board on the following matters:

A. Enterprise Risk Management Policy and Risk Management Framework

- The review from time to time of the Company's Enterprise Risk Management Policy and Risk Management Framework.

B. Risk Practices and Results

- The evaluation of the Company's capital level and structure.
- The review of the Company's operating plan from a risk perspective, including its current and emerging potential exposure to risks of various types and expected returns.
- The review from time to time of risk appetites, thresholds, tolerances or similar as and when developed either at the Corporate or Subsidiary level.
- The quarterly review of the Company's corporate risk officer's report on the risk profile, including where limits and tolerances have been breached, risk exposures, including insurance, investment, financial, strategic, legal, compliance, regulatory, reputational and operational risks, against established risk measurement methodologies, and the steps management has taken to identify, manage, monitor, and plan for such exposures, including the consideration of costs that would be incurred in mitigating the risks.
- The review of regulatory disclosures regarding risk, including those contained in the Company's annual report on Form 10-K and quarterly reports on Form 10-Q.

C. Enterprise Risk Governance and Management Structure

- The evaluation of the effectiveness of the Company's governance structure, guidelines, policies, and processes for risk management.
- The evaluation of the ERM function, including its performance, organization, practices, budgeting, and staffing.
- The annual evaluation of the corporate risk officer.

D. Information Security and Business Continuity Planning Programs

- The review of written quarterly reports or minutes of meetings regarding the Company's information security program and business continuity planning ("BCP") program. The written reports or minutes should address the results of the risk assessment process; risk management and control decisions; service provider arrangements; results of security monitoring and testing; BCP exercise schedules and results; BCP invocations; security breaches or violations and management response; information security and BCP awareness program status; and recommendations for major changes to the information security or BCP programs.
- Provide feedback and questions to information security and BCP management on desired metrics, reporting detail, and specific concerns.

E. Review

- Periodically review Company's insurance programs.

- Annually review and evaluate the performance of the Committee.
- Annually review and update this Charter, as necessary.

V. COORDINATION WITH AUDIT COMMITTEE

To assist the Audit Committee in fulfilling its responsibility to monitor risk assessment and risk management processes, the Committee oversees management's provision of information to the Audit Committee regarding the Company's risk control environment. Joint meetings of the Risk Committee and Audit Committee will be held when deemed appropriate.

VI. Retention of Outside Experts and Funding

The Committee has authority to retain and terminate any relationship with outside advisors, as necessary and appropriate, to assist in its ERM duties to the Company. The Company will provide for appropriate funding, as determined by the Committee, for the payment of compensation to any outside advisor retained by the Committee.

VII. APPROVAL AND ADOPTION

This charter was approved and adopted effective as the 12th day of May, 2016.