



Intercontinental Exchange



# Intercontinental Exchange (NYSE: ICE) Second Quarter 2014 Earnings Presentation

August 7, 2014

# Forward-Looking Statement and Legends

## CAUTIONARY STATEMENT REGARDING FORWARD LOOKING STATEMENTS

This presentation may contain “forward-looking statements” made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Statements regarding ICE’s business that are not historical facts are forward-looking statements that involve risks, uncertainties and assumptions that are difficult to predict. Although we believe the expectations reflected in these forward-looking statements are reasonable, these statements are not guarantees of future results, performance, levels of activity or achievements, and actual outcomes and results may differ materially from what is expressed or implied in any forward-looking statement. The factors that might affect our performance include, but are not limited to: our business environment and industry trends; conditions in global financial markets; domestic and international economic conditions; volatility in commodity prices, equity prices, and price volatility of financial benchmarks and instruments such as interest rates, credit spreads, equity indexes and foreign exchange rates; the impact of any changes in domestic and foreign laws, regulations or government policy with respect to financial markets, or our businesses generally, including changes, increased regulatory scrutiny or enforcement actions resulting from ongoing scrutiny of U.S. equity market structure; increasing competition and consolidation in our industry; our ability to identify and effectively pursue acquisitions and strategic alliances and successfully integrate the companies we acquire; our ability to realize the anticipated synergies and benefits of the NYSE acquisition within the expected time frame, and integrate NYSE’s operations with our business; our ability to complete the sale of certain NYSE Technology businesses and effectively complete the integration of the remaining data and technology businesses; our ability to minimize the risks associated with operating multiple clearing houses in multiple jurisdictions; our ability to keep pace with rapid technological developments and to ensure that the technology we utilize is not vulnerable to security risks; the accuracy of our cost estimates and expectations; our belief that cash flows from operations will be sufficient to service our current levels of debt and fund our working capital needs and capital expenditures for the foreseeable future, and our ability to issue new debt or refinance our existing debt on favorable terms; our ability, on a timely and cost-effective basis, to offer additional products and services, leverage our risk management capabilities and enhance our technology; our ability to maintain existing market participants and attract new ones; our ability to protect our intellectual property rights, including the costs associated with such protection, and our ability to operate our business without violating the intellectual property rights of others; our ability to identify trends and adjust our business to respond to such trends; potential adverse results of litigation and regulatory actions and proceedings; and the soundness of our electronic platform and disaster recovery system technologies. For a discussion of such risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see ICE’s Securities and Exchange Commission (SEC) filings, including, but not limited to ICE’s most recent Annual Report on Form 10-K for the year ended December 31, 2013. These filings are available in the Investors & Media section of our website. We caution you not to place undue reliance on these forward-looking statements. Any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of an unanticipated event. New factors emerge from time to time, and it is not possible for management to predict all factors that may affect our business and prospects. Further, management cannot assess the impact of each factor on the business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

## GAAP AND NON-GAAP RESULTS

This presentation includes non-GAAP measures that exclude certain items we do not consider reflective of our core business performance. We believe that the presentation of these non-GAAP measures provides investors with greater transparency and supplemental data relating to our financial condition and results of operations. These non-GAAP measures should be considered in context with our GAAP results. A reconciliation of Consolidated Adjusted Net Income from Continuing Operations Attributable to ICE, Consolidated Adjusted Diluted Earnings Per Share from Continuing Operations Attributable to ICE, and Non-GAAP Pro-forma Adjusted Net Income from Continuing Operations Attributable to ICE and Pro-forma Adjusted Diluted Continuing Operations EPS to the equivalent GAAP measure and an explanation of why we deem these non-GAAP measures meaningful appears in our earnings release dated August 7, 2014 and in the appendix to this presentation. The reconciliation of Adjusted Debt-to-Adjusted EBITDA, Adjusted Operating Income, Adjusted Operating Margin and Adjusted Operating Expenses to the equivalent GAAP results and an explanation of why we deem these non-GAAP measures meaningful appear in the appendix to this presentation. Our earnings press release and this presentation are available in the Investors and Media section of our website at [www.theice.com](http://www.theice.com). Our earnings press release is also available in our Current Report on Form 8-K filed with the SEC on August 7, 2014.

## EXPLANATORY NOTES

All net revenue figures represent revenues less transaction based expenses for periods shown. **All GAAP earnings figures include the results of NYSE from November 13, 2013, the date of the acquisition. As a result, all GAAP earnings figures presented for the second quarter of 2013 reflect the results of ICE only and not NYSE.** Euronext’s financial results are included in discontinued operations. All volumes and ADV include the results of NYSE as if the acquisition had been completed on January 1, 2013.

# Earnings Conference Call - Second Quarter 2014

**Jeffrey C. Sprecher**  
*Chairman and Chief Executive Officer*

**Scott A. Hill**  
*Chief Financial Officer*

**Charles A. Vice**  
*President, Chief Operating Officer*

**Kelly Loeffler, CFA**  
*SVP, Corporate Communications,  
Marketing & Investor Relations*

**Isabel Janci**  
*Sr. Director, Investor Relations*

**Melanie Skijus, CFA**  
*Director, Investor Relations*

# Commitment to Execution and Growth

## Solid Financial Performance in 1H14

- Net revenue of \$1.5B
- Record operating cash flow of \$836MM
- Adjusted operating margin of 50%, 2 pt improvement from prior year<sup>(1),(2)</sup>
- Adjusted diluted continuing operations EPS of \$4.38, +2% y/y<sup>(1),(2)</sup>

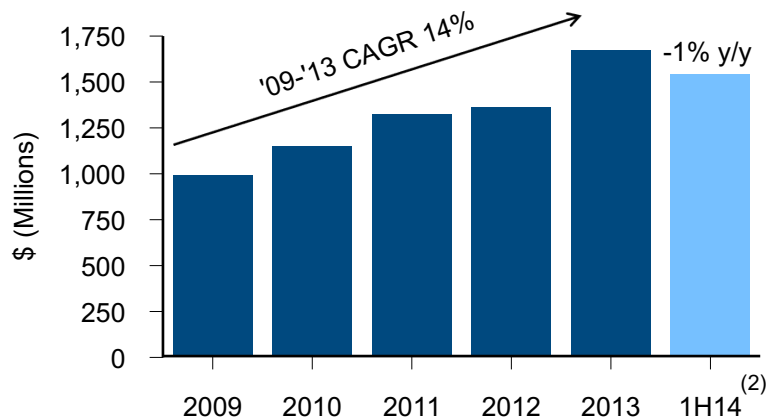
## 1H14 Operational Performance

- Average daily volume (ADV) of 5.6MM
- Volume records across categories in Brent, Sterling, EU Nat Gas, MSCI, Coal
- Open Interest (OI) 79MM contracts, +5% from year-end

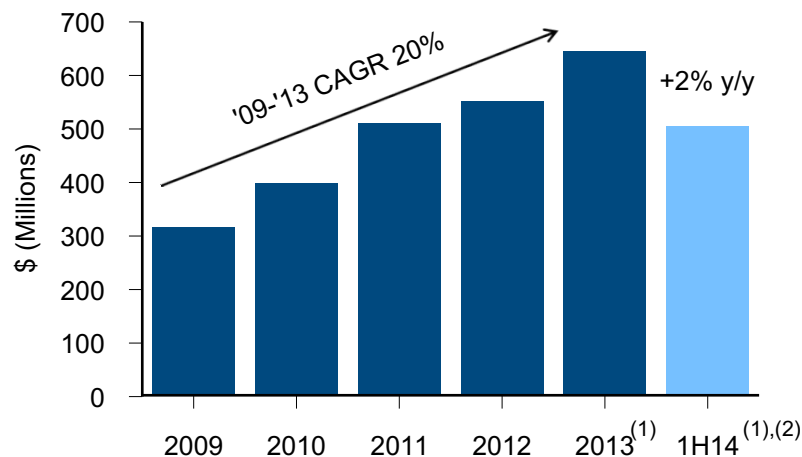
## 1H14 Milestones

- Completed Euronext IPO
- Transitioned Liffe US to ICE Futures; Liffe UK transition underway
- Launched over 100 new contracts

### Net Revenues



### Net Income from Cont Ops Attributable to ICE



(1) These represent non-GAAP measures. Please refer to slides 22 & 23 for reconciliations to the equivalent GAAP measures.

(2) 1H14 compares to combined ICE and NYSE pro-forma net revenue for 1H13 of \$1.56 billion, adjusted pro-forma net income from continuing operations of \$494 million, adjusted operating income of \$754 million and adjusted pro-forma diluted continuing operations EPS of \$4.28. Pro-forma net revenues, net income from continuing operations and diluted continuing operations EPS for 1H13 are shown in our Form 10-Q (Note 3) filed on August 7, 2014. Pro-forma for net income and diluted continuing operations EPS are then adjusted for \$13 million related to merger and exit costs and duplicate rent expense, net of taxes. Please refer to slide 25 for reconciliations to the equivalent GAAP measures.

# Second Quarter 2014 Financial Performance

INCOME STATEMENT (in millions except per share amounts)		
	2Q14	2Q13
Net revenues	\$750	\$372
Operating Expenses	\$423	\$147
<b>Adj. Operating Expenses<sup>(1)</sup></b>	<b>\$387</b>	<b>\$135</b>
Operating Income	\$327	\$225
<b>Adj. Operating Income<sup>(1)</sup></b>	<b>\$363</b>	<b>\$237</b>
Operating Margin	44%	60%
<b>Adj. Operating Margin<sup>(1)</sup></b>	<b>48%</b>	<b>64%</b>
Tax Rate	29%	27%
Net Income (NI) Attributable to ICE	\$226	\$154
<b>Adj. NI Attributable to ICE from Cont. Ops<sup>(1)</sup></b>	<b>\$243</b>	<b>\$161</b>
EPS (diluted)	\$1.95	\$2.09
<b>Adj. Continuing Ops EPS (diluted)<sup>(1)</sup></b>	<b>\$2.10</b>	<b>\$2.19</b>
CASH METRICS (in millions)		
	1H14	1H13
Operating Cash Flow <sup>(2)</sup>	\$836	\$827
Op CapEx & Cap Software <sup>(3)</sup>	\$87	\$29

## Financial Highlights

- Consolidated 2Q14 net revenues of \$750MM
  - Volume impacted by low volatility
  - Diversification and synergies limits EPS impact of volume declines
  - CDS clearing revenues \$24MM, +6% y/y
  - Listings revenues of \$83MM, leadership in capital raising
- Adj. operating income<sup>(1)</sup> of \$363MM; solid expense discipline
- Adj. operating margin<sup>(1)</sup> of 48%
- Adj. diluted continuing ops EPS<sup>(1)</sup> of \$2.10
- 1H14 cash flow of \$836MM, +1% y/y on a pro- forma basis

NOTE: Figures may not foot due to rounding.

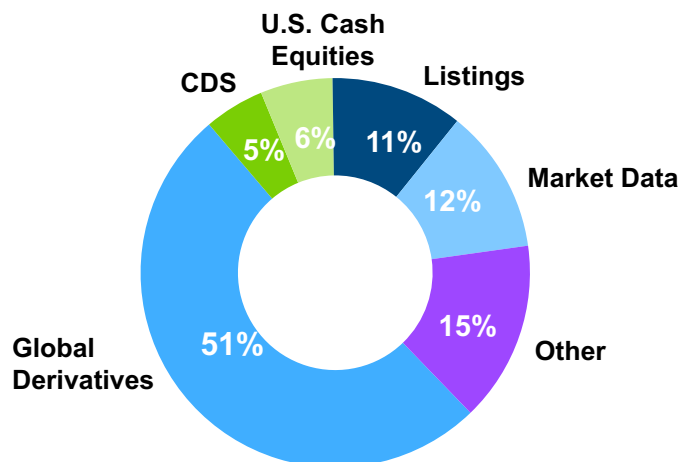
(1) These represent non-GAAP measures. Please refer to slides 22 & 23 for reconciliations to the equivalent GAAP measures.

(2) 1H14 operating cash flow of \$836 million increased 1% compared to combined ICE and NYSE operating cash flow of \$382 million and \$445 million (NYSE Euronext operating cash flow of \$558 million less \$113 million for Euronext), respectively in 1H13.

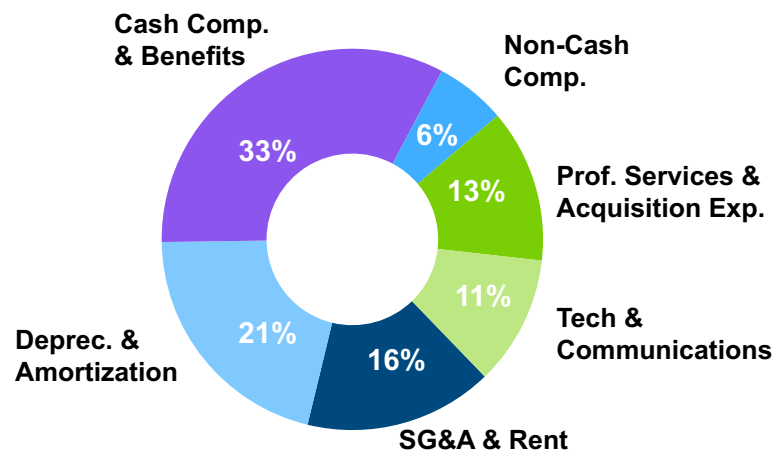
(3) CapEx & Capitalized Software excludes real estate expenditures of \$11 million in 1H14 and \$21 million in 1H13.

# Second Quarter 2014 Revenue and Expense Detail

## Net Revenue Mix



## Adjusted Expenses<sup>(3)</sup>



<i>Net revenues (in millions)</i>	2Q14	2Q13
Commodities	\$235	\$268
Financials	\$148	\$51
U.S. Cash Equities & Equity Options <sup>(1)</sup>	\$77	-
Transaction & Clearing Revenues, net <sup>(1)</sup>	<b>\$460</b>	<b>\$319</b>
Market Data	\$96	\$40
Listings	\$83	-
Other <sup>(2)</sup>	\$111	\$13
Total Net Revenue <sup>(1)</sup>	<b>\$750</b>	<b>\$372</b>

<i>Expenses (in millions)</i>	2Q14	2Q13
Comp & Benefits	\$150	\$67
Tech & Communications	\$44	\$12
Prof Services	\$51	\$8
SG&A and Rent	\$60	\$19
Acq. Related Costs	\$37	\$8
Depr. & Amort.	\$81	\$33
Total Expenses	<b>\$423</b>	<b>\$147</b>
<b>Adjusted Expenses<sup>(3)</sup></b>	<b>\$387</b>	<b>\$135</b>
<b>Adj. Operating Margin<sup>(3)</sup></b>	<b>48%</b>	<b>64%</b>

(1) Net revenues include transaction based expenses of \$261MM in 2Q14.

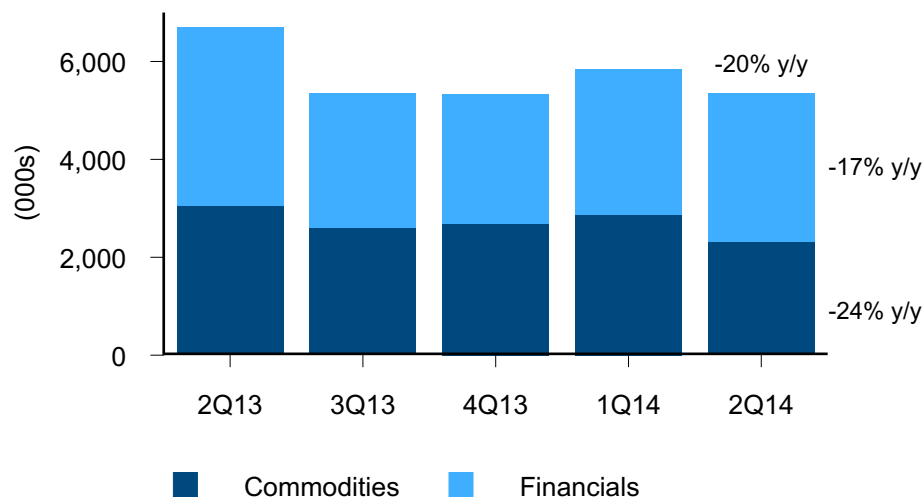
(2) Other revenue includes technology services revenues, trading license fees, regulatory and listed company service fees, among others.

(3) These represent non-GAAP measures. Please refer to slide 23 for reconciliations to the equivalent GAAP measures.



# Futures & Options - Second Quarter 2014

## ICE & Liffe Futures & Options ADV\*



(In 000)	2Q14	2Q13	y/y%
Total Derivatives Vol	337,507	428,666	(21)%
<u>ADV</u>			
Oil	1,109	1,218	(9)%
Natural Gas	727	1,286	(43)%
TOTAL ENERGY	1,987	2,687	(26)%
TOTAL AGRICULTURE & METALS	331	366	(10)%
Interest Rates	1,850	2,484	(26)%
TOTAL FINANCIAL	3,039	3,644	(17)%
TOTAL FUTURES & OPTIONS	5,357	6,698	(20)%

NOTE: Figures may not foot due to rounding. Historical ADV and OI capture combined company volumes.

\*Includes power contracts in new reporting convention for all periods shown.

\*\*Y/Y RPC decline is due to the addition of Liffe products.

## Futures and options rev of \$329MM

- Brent rev of \$55MM, -13% y/y
- Nat Gas rev of \$40MM, -27% y/y
- Ag & Metals rev of \$50MM, flat y/y
- Interest Rate rev of \$75MM

## Rate Per Contract

Energy		Ags & Metals**		Total Financials**	
2Q14	2Q13	2Q14	2Q13	2Q14	2Q13
\$1.38	\$1.20	\$2.41	\$2.60	\$0.56	\$0.96

## Total open interest (OI) 79MM as of 6/30/14, +5% from 12/31/13, including:

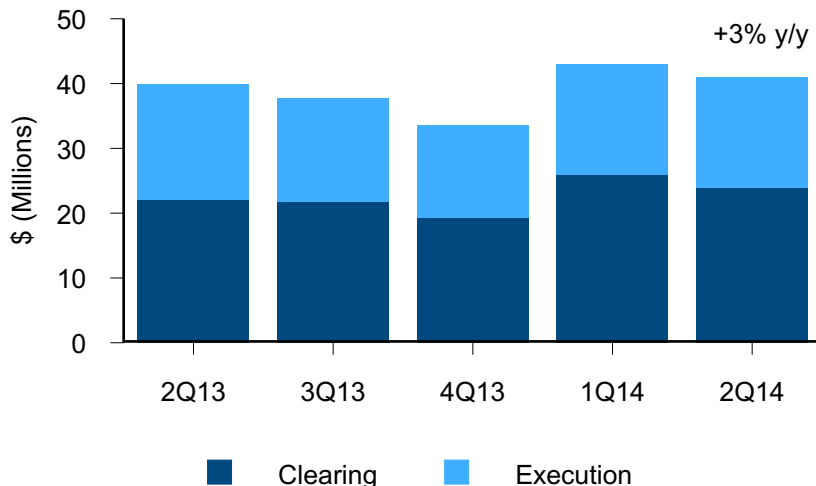
- Record Brent & Other Oil OI, +25% & +17%, respectively
- Ags & Metals OI, +1%
- Interest Rates OI, +17%
- Equity Derivatives OI, +22%

## July ADV 4.3MM contracts

- Energy ADV -5% y/y, Ag & Metals ADV flat y/y, Financials ADV -40% y/y

# Credit Derivatives - Second Quarter 2014

## CDS Revenue



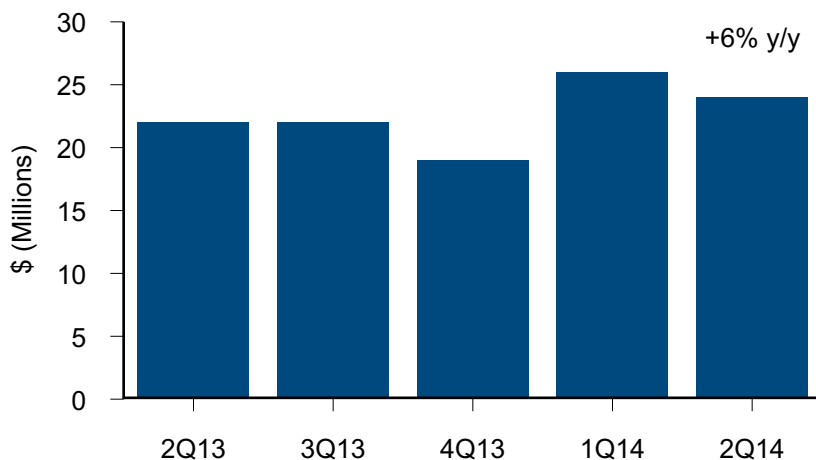
## 2Q14 CDS revenues of \$41MM, +3% y/y

- \$17MM from ICE Swap Trade & Creditex, -2% y/y
- \$24MM from CDS clearing, +6% y/y

## Through July 31, \$55T in CDS cleared, \$1.6T open interest

- ICE Clear Credit leader in buy-side clearing with \$7.5T cleared to date
- Buyside clearing mandate in EU expected in 2015

## CDS Clearing Revenue



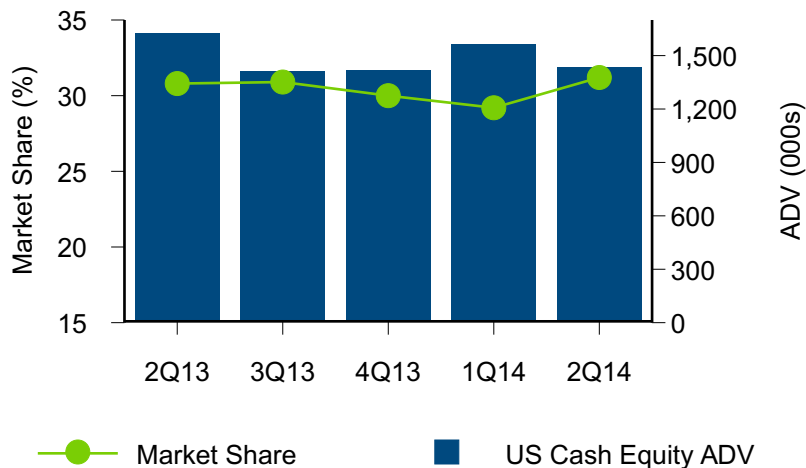
## Leading Global CDS Solution

- iTraxx Senior Financials launched in March; \$327B cleared to date, approx. 20% client/non-mandated clearing
- Sov CDS clearing growth; \$210B cleared July YTD vs. \$157B in FY13; EU Sovs launched in April
- Recent launch of HY single names and upcoming launch of certain financial names



# U.S. Cash Equity & U.S. Equity Options - Second Quarter 2014

## U.S. Cash Equity



## 2Q14 U.S. Cash Equities

- ADV of 1.4B, -12% y/y; net revenue of \$44MM
- Market share up versus prior year and sequentially
- Net revenue capture steady at \$0.048
- Constructive market structure dialog with industry stakeholders

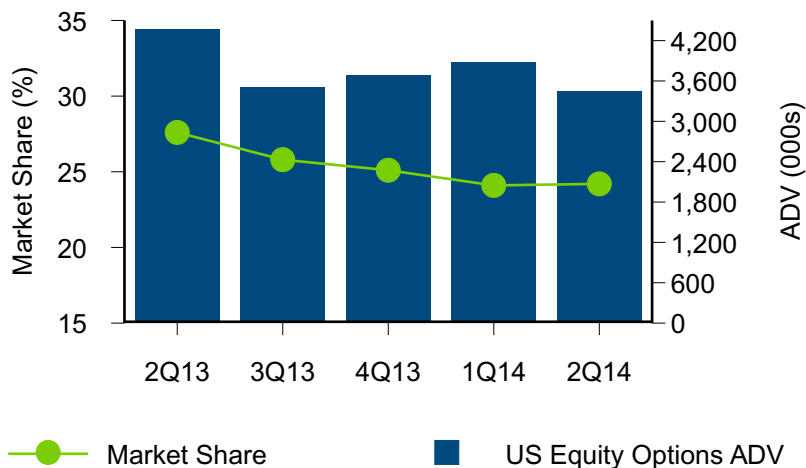
## 2Q14 U.S. Equity Options

- ADV of 3.4MM, -21% y/y; net revenue of \$34MM
- Market share stabilizing
- Net revenue capture steady at \$0.15

## July 2014 Volumes

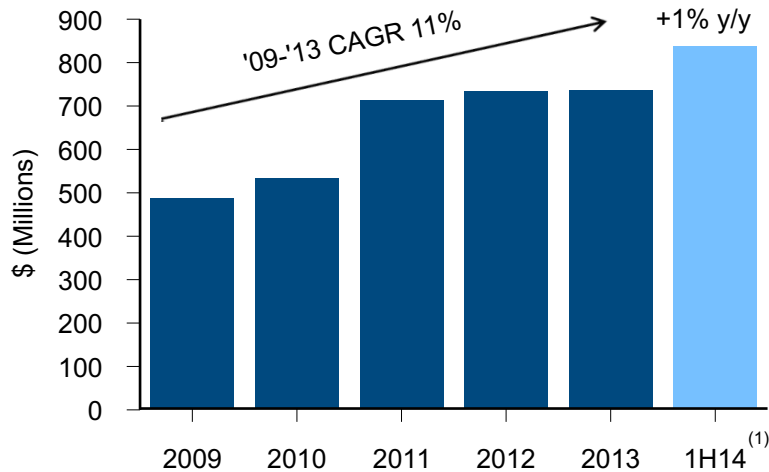
- U.S. Cash Equities ADV of 1.3B, -4% y/y
- U.S. Equity Options ADV of 3.6MM, +1% y/y

## U.S. Equity Options



# Cash Flow and Debt Profile

## Operating Cash Flow



## Principal amount of debt outstanding (in \$ MM) As of June 30, 2014

5.375% NYSE EUR Notes (2015)	\$1,259 (€920)
Commercial Paper (CP)	\$368
2.00% NYSE USD Notes (2017)	\$850
2.50% ICE Senior Notes (2018)	\$600
4.00% ICE Senior Notes (2023)	\$800

**Total Outstanding Principal** \$3,877

*LESS: Euro cash set aside to prefund NYSE EUR maturity (2015)* \$1,259 (€920)

**Adjusted Net Outstanding Principal** \$2,618

**Adjusted Gross Debt-to-EBITDA<sup>(2)</sup>** 1.5x

## Solid Cash Position

- \$836MM in operating cash flow in 1H14
- TTM cash EPS<sup>(3)</sup> of \$9.64, +6% y/y
- \$2.1B in unrestricted cash, including \$1.3B set aside to repay 2015 EUR Notes

## 2014 Sources of Cash

- Euronext net IPO proceeds of €1.4B (\$1.9B)
- NYSE Technology businesses divestitures
- Cash generated by operations

## Debt Reduction on Track

- Debt of \$3.9B at June 30, 2014; reduced CP by \$563MM and paid off Term Loans of \$367MM in 2Q
- Net of \$1.3B cash set aside, debt is \$2.6B
  - Adjusted Gross Debt-to-EBITDA of 1.5x
  - Of the \$2.6B, \$2.25B is from notes payable in 2017, 2018 and 2023

(1) 1H14 operating cash flow of \$836 million increased 1% compared to combined ICE and NYSE operating cash flow of \$382 million and \$445 million (NYSE Euronext operating cash flow of \$558 million less \$113 million for Euronext), respectively in 1H13.

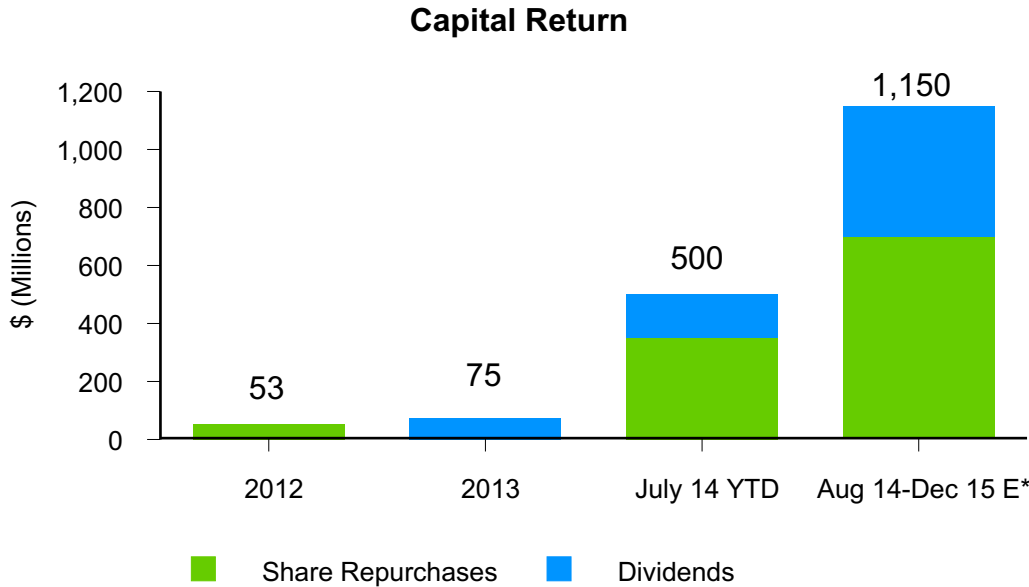
(2) Adjusted gross debt-to-EBITDA reflects total gross debt, excluding the \$1.3 billion set aside to repay the Euro notes divided by trailing twelve months adjusted EBITDA. This reflects a non-GAAP measure. Please refer to slide 24 for a reconciliation to the equivalent GAAP measure.

(3) Cash EPS = Free cash flow (operating cash flow minus capital expenditures and capitalized software) of \$962 million TTM 2Q14 divided by 100 million weighted avg share count during the period.

# Capital Return to Shareholders

Targeted uses of cash going forward will be based on maintaining investment grade debt rating, strategic growth plans, and growing return on invested capital (ROIC) and earnings

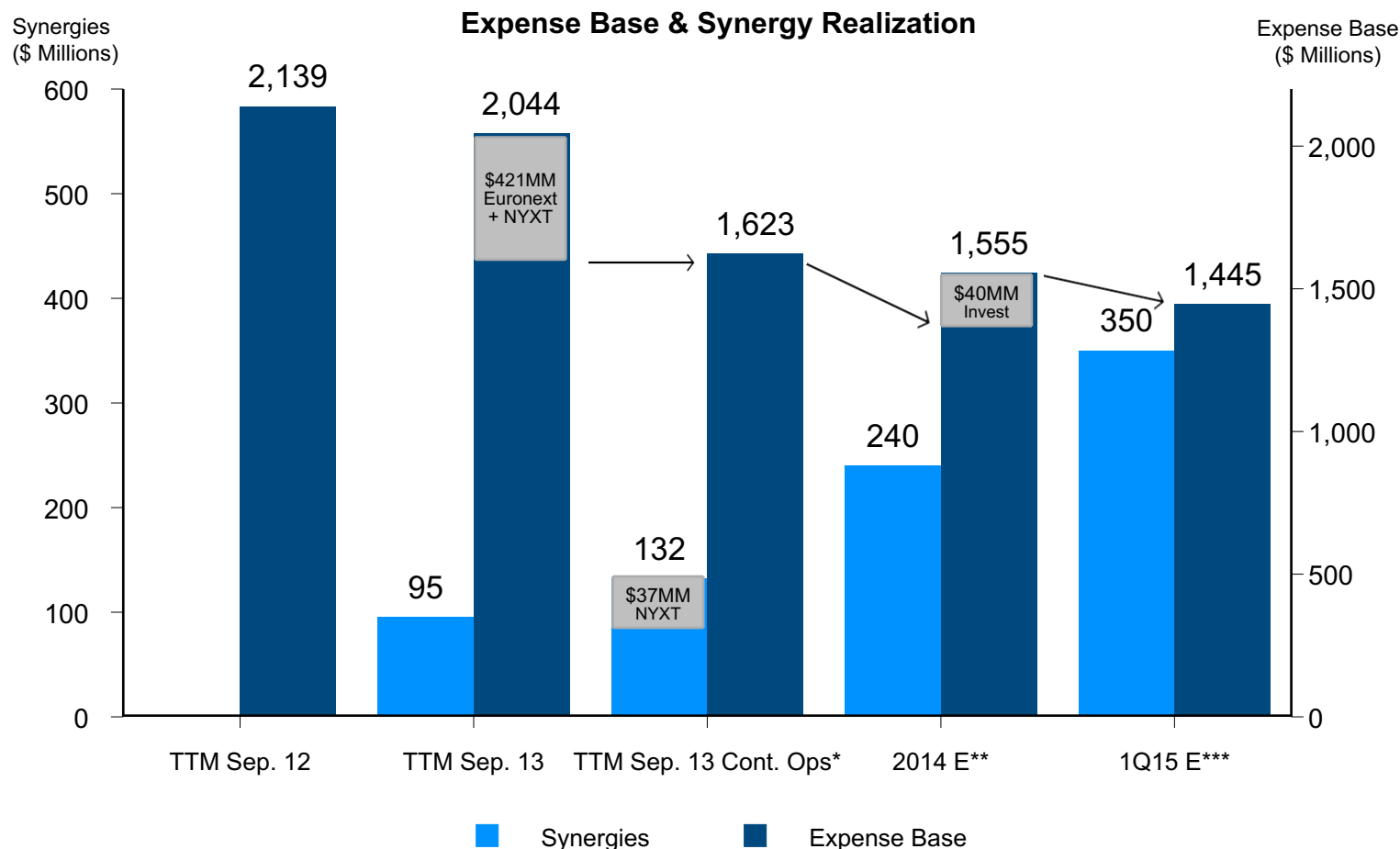
- Paid \$150MM in dividends in 1H14
- Resumed share repurchases under \$450MM authorization; repurchased \$350MM to date
- Board approved adding \$600MM to existing repurchase authorization program in July; \$700MM remains in the program
- Including future dividend payments and utilization of repurchase authorization, expect cash returns to shareholders of nearly \$1.7B in 2014 and 2015 combined
- Strong cash flow yields additional cash to invest in future growth through capex and opportunistic acquisitions



\*Assumes remaining share repurchase authorization of \$700MM is used and current \$300MM annual cash dividend payment, which is subject to quarterly Board review and approval, is continued.

# TTM Expense Base & Synergy Progression

- Additional synergies of \$50MM via efficiencies related primarily to our cash equities and equity options businesses
- Total synergies of \$550MM represents target combined expense base reduction of 30% (>40% reduction of NYSE Life expense base)



\*Continuing ops expense base excludes the Euronext business which completed its IPO on June 24, 2014 and the NYSE technology businesses that have been or will be divested.

\*\*Mid-point of 2014 operating expense guidance.

\*\*\*1Q15 Estimate represents 1Q15 expenses on an annualized basis and excludes incremental investment in the business in 2015.

# Guidance Update

Key Metric <sup>(1)</sup>	3Q14	2014
Operating Expenses <sup>(2)</sup>	\$390-395MM	\$1.55-1.56B
Interest Expense	\$23-24MM	\$23-24MM in 4Q14
D&A	\$80-85MM	\$330-335MM
Tax Rate	27-30%	27-30%
Operational Cap Exp and Cap Software	\$40-45MM	\$165-175MM
Real Estate Cap Exp		\$75-85MM
Weighted Average Diluted Share Count <sup>(3)</sup>	114.5-115.5MM	114-116MM

(1) These figures are illustrative and may differ materially from actual results. They represent our estimates as of August 7, 2014 based on assumptions and currently available information all of which is subject to change.

(2) Operating expenses excludes anticipated M&A and one-time integration expenses.

(3) Weighted Average Diluted Share Count for the third quarter and full year includes \$350MM in share repurchases, or 1.8MM shares, but assumes no further share repurchases in these periods.

# ICE Global markets: Evolution and Innovation

## Diverse Leading Markets

*Global markets serving customers when and where they need to manage risk*

- 11 exchanges serving 9 asset classes
  - Interest rates - extending rates franchise
  - Oil - benefiting from secular trends, geopolitics, Brent benchmark
  - Nat gas - rising consumption and globalization due to shale discoveries
  - Advocating market structure improvements in U.S. cash equities and global derivatives
- Organic growth drivers across all asset classes include new products, return to normalized volatility

## Clearing and Integrated Front-to-Back Office Workflow

*Deep infrastructure for post-trade services relied upon each trading day*

- Clearing house leader - 5 CCPs in North America and Europe + upcoming ICE Clear Singapore launch
- ICE Benchmark Administration - restoring confidence to widely used benchmarks
- Market Data, Trade Vault & ICE Link serving demand driven by regulatory reform
- Unparalleled connectivity through leading edge technology and global distribution

## Long-term Strategic Focus

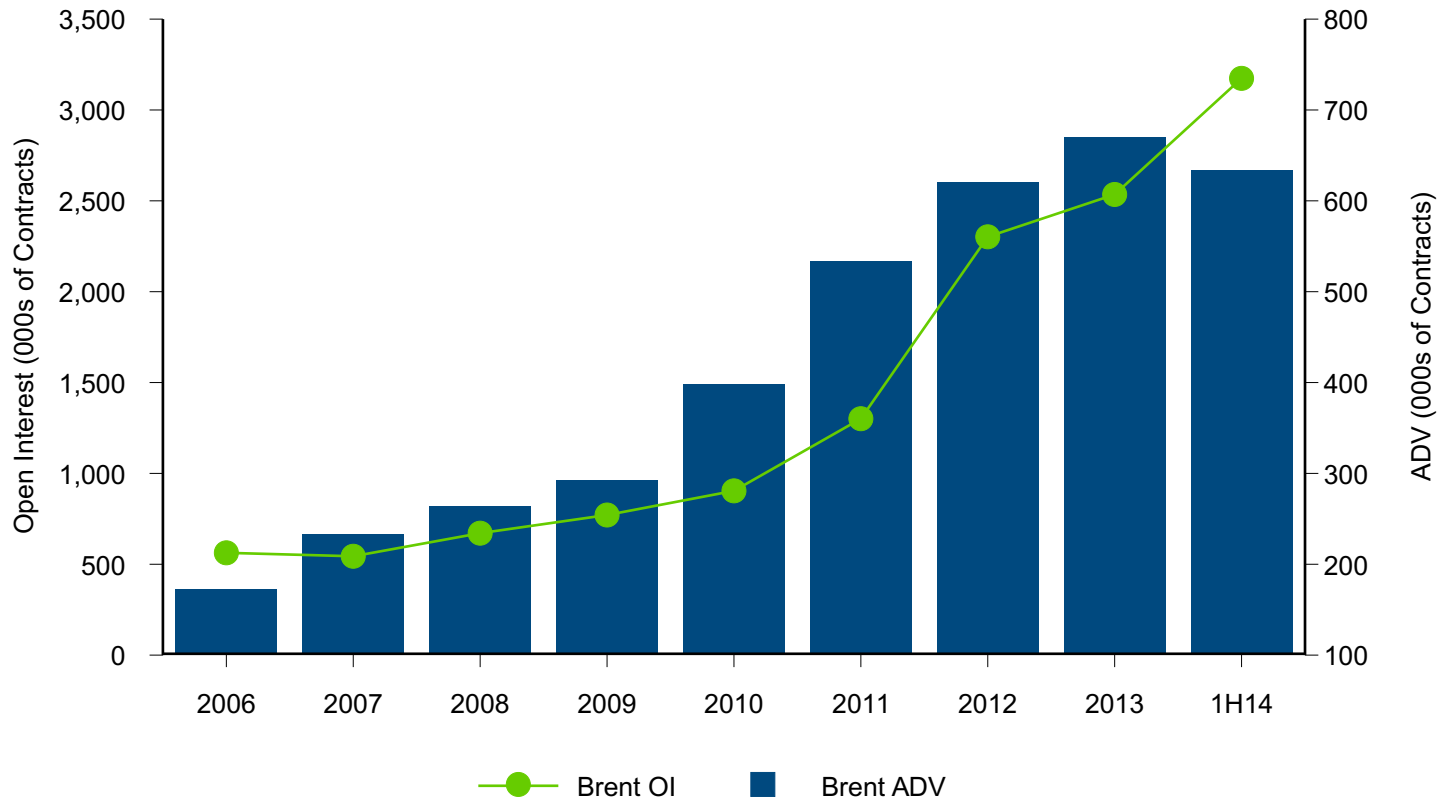
*Positioning ICE for outperformance*

- Leadership amid significant regulatory changes in the global financial services sector
- Extending our markets and services to serve more market participants
- Focus on creating efficiencies and meeting customer requirements
- Continue to grow organically and through M&A opportunities

# Leading Position in World's Oil Markets

- Global benchmark Brent Crude ADV +18% y/y in June, +26% y/y in July
- Brent futures open interest reached record levels in 2Q14; record July Brent futures volume
- Combined ICE Brent & WTI crude futures market share of 55% in 1H14
- Volatility at relatively low levels but secular trends and geopolitical risks driving long-term growth

## ICE Brent Futures and Options ADV and Open Interest

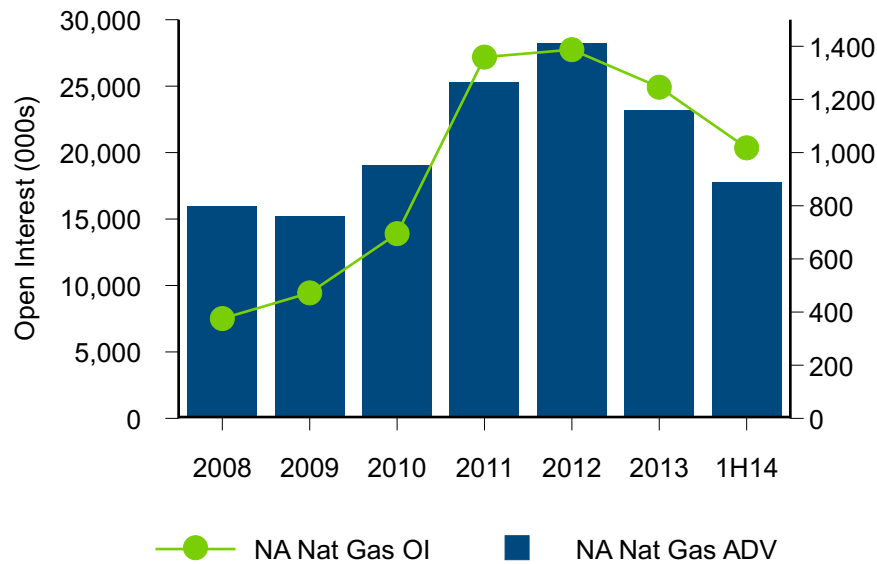




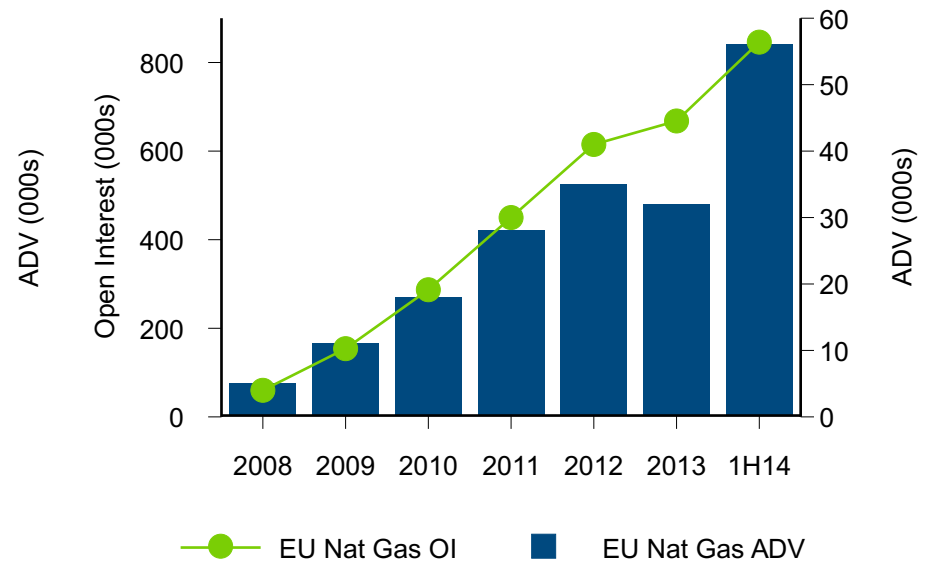
# Natural Gas Futures & Options

- Tale of two markets: U.S. nat gas volatility and volume remains muted, EU nat gas volume benefiting from move to exchange trading and demand for risk management
- Total nat gas ADV declined 43% in 2Q y/y while revenues declined 27%; OI down 27% y/y
  - Volatility at multi-year lows and range-bound prices limits demand for hedging and trading
  - Rising utilization of nat gas and planned exports expected to drive shift out of low vol cycle

**North American Nat Gas  
ADV & OI**

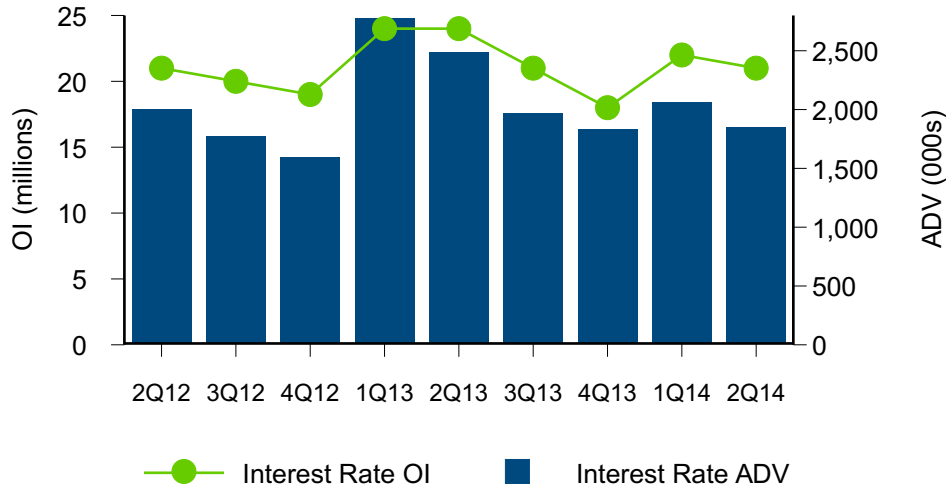


**European Nat Gas  
ADV & OI**



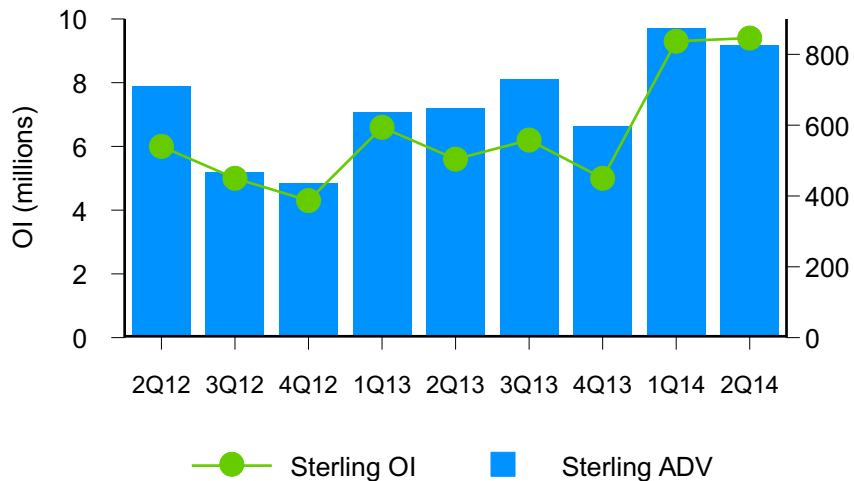
# Financial Futures & Options

## EU Interest Rates ADV & OI

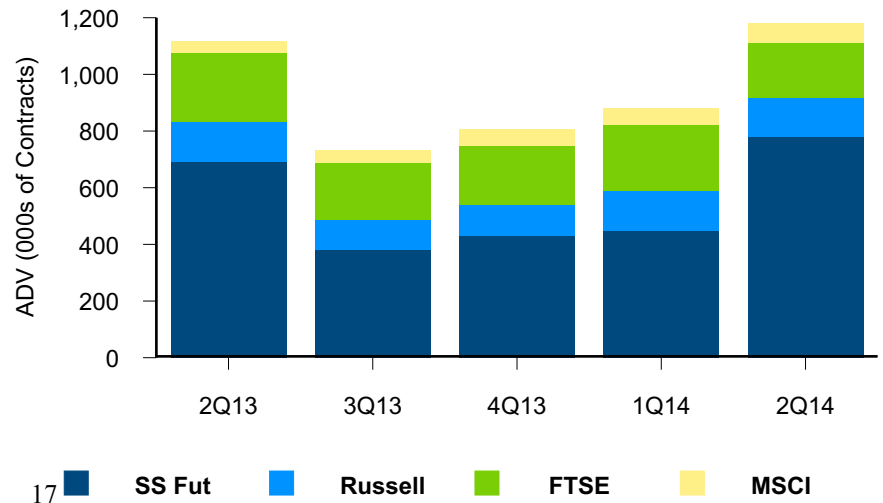


- Continued low interest rate levels and volatility in EU
- 2Q interest rate ADV -26% y/y
- Launched 21 new interest rates products in 2Q14; most comprehensive rates offering in Europe
- 2Q ADV in Sterling +27% y/y, Swiss Sterling +51% y/y
- 2Q Equity Derivatives ADV +5% y/y
- 2Q MSCI + Russell Index futures + 11% y/y
- Total Financial products OI, +19% from 12/31/13

## Sterling ADV & OI

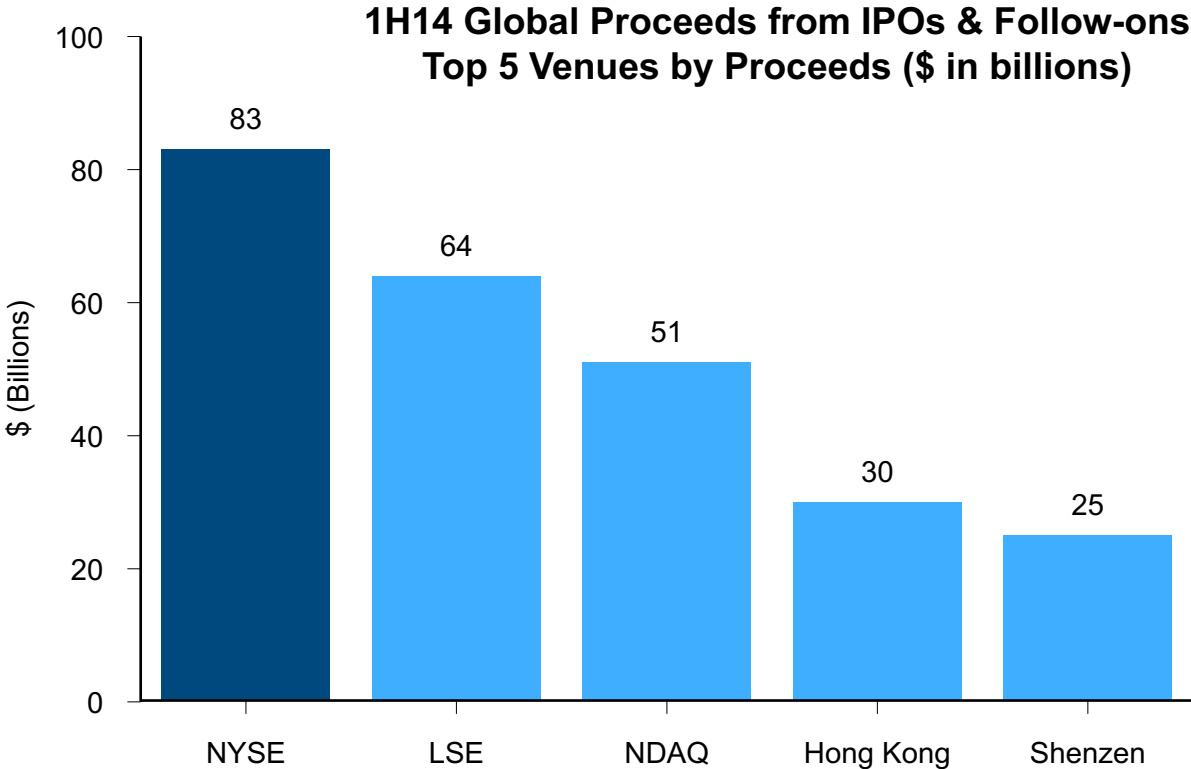


## Equity Derivatives ADV



# NYSE Listings - Global Leader in Capital Raising

- Global Leader in capital raising with \$83B in proceeds from IPOs and follow-ons in 1H14
- Continued leadership in technology IPO's with 52% share of tech IPOs
- Sustained momentum with 14 IPOs since end of June; \$7.5B raised, strong pipeline
- 26 spin-offs and carve-outs on NYSE year to date



# 2014 Integration & Strategic Initiatives Update

## Strategic Initiative

## Status

Implemented quarterly dividend policy



Completion of SMX/SMXCC acquisition



Liffe/Euronext separation



IBA assumed administration of LIBOR and ISDAFIX®



Launched Liffe 30-Year Ultra Long Gilt



Exited certain technology business lines; preparing sale of NYXT businesses



1H14 leader in capital raised (\$83B)



Euronext IPO



Introduced over 100 new products across energy and interest rates



Achieved targeted leverage ratio and commenced share buybacks



NYXT divestitures

In Progress (targeting 3Q14)

Integration of Liffe exchanges into ICE futures exchanges

In Progress (targeting 4Q14)

Realization of expanded expense synergies

In Progress (have realized 44% of proj. synergies)

New matching engine for U.S equities & options to increase reliability & efficiency

In Progress (2015)

# APPENDIX

# ICE Summary Balance Sheet

In millions

BALANCE SHEET	6/30/14	12/31/13	CHANGE
<b>Assets</b>			
Unrestricted Cash & ST Inv	\$2,083	\$1,035	\$1,048
Other Current Assets	48,108	43,224	4,884
<b>Current Assets</b>	<b>50,191</b>	<b>44,259</b>	<b>5,932</b>
PPE (net)	845	891	(46)
Other Assets	17,446	19,668	(2,222)
<b>Total Assets</b>	<b>\$ 68,482</b>	<b>\$ 64,818</b>	<b>\$3,664</b>
<b>Liabilities &amp; Equity</b>			
Current Liabilities	\$49,670	\$44,342	\$5,328
Long Term Debt	2,248	3,923	(1,675)
Other Liabilities	3,024	3,616	(592)
<b>Total Liabilities</b>	<b>54,942</b>	<b>51,881</b>	<b>3,061</b>
Redeemable Noncontrolling Int	261	322	(61)
<b>Total Equity</b>	<b>13,279</b>	<b>12,615</b>	<b>664</b>
<b>Total Liabilities &amp; Equity</b>	<b>\$ 68,482</b>	<b>\$ 64,818</b>	<b>\$3,664</b>

- **\$3.9B debt outstanding as of 6/30/14**
- **Net of \$1.3B cash set aside, debt is \$2.6B**
  - 1.5x Adj. Gross Debt-to-EBITDA<sup>(1)</sup>
- **\$2.1B unrestricted cash and short-term investments**
- **\$98MM 1H14 capital exp**
  - Op capex & cap software \$87MM
  - Real estate capex \$11MM
- **TTM ROIC<sup>(2)</sup> of ~6%**

Note: Figures may not foot due to rounding.

(1) This is a non-GAAP measure. Please refer to slide 24 for reconciliation to the equivalent GAAP measure.

(2) ROIC = LTM (Operating Income x (1-Tax Rate)) / (Avg Debt + Avg Shareholders Equity + Avg Minority Interest - Avg Cash, Cash Equiv, & ST Investments).

# Non-GAAP Adjusted Net Income from Continuing Ops Attributable to ICE and EPS from Continuing Ops

In millions (except per share amounts)

	6 Months Ended 6/30/14	6 Months Ended 6/30/13	3 Months Ended 6/30/14	3 Months Ended 6/30/13	12 Months Ended 12/31/13
Income from continuing operations	\$488	\$295	\$227	\$158	\$270
Add: NYSE Euronext transaction and integration costs and SMX and ICE Endex banker success fees	59	26	36	8	162
Add: Duplicate rent expenses and lease termination costs	—	7	—	4	7
Add: Cetip impairment loss	—	—	—	—	190
Add: Early payoff of outstanding debt	—	—	—	—	51
Less: Income tax effect related to the items above and certain tax impacts from the IPO of Euronext	(19)	(12)	(11)	(5)	(18)
Less: Net income from continuing operations attributable to non-controlling interest	(22)	(6)	(9)	(4)	(16)
Adjusted income from continuing operations	<u>\$506</u>	<u>\$310</u>	<u>\$243</u>	<u>\$161</u>	<u>\$646</u>
Earnings per share from continuing operations attributable to ICE common shareholders:					
Basic	<u>\$ 4.05</u>	<u>\$ 3.97</u>	<u>\$ 1.89</u>	<u>\$ 2.11</u>	<u>\$ 3.24</u>
Diluted	<u>\$ 4.03</u>	<u>\$ 3.94</u>	<u>\$ 1.88</u>	<u>\$ 2.09</u>	<u>\$ 3.21</u>
Adjusted earnings per share from continuing operations attributable to ICE common shareholders:					
Basic	<u>\$4.40</u>	<u>\$4.26</u>	<u>\$2.11</u>	<u>\$2.21</u>	<u>\$8.24</u>
Diluted	<u>\$4.38</u>	<u>\$4.23</u>	<u>\$2.10</u>	<u>\$2.19</u>	<u>\$8.17</u>
Weighted average common shares outstanding					
Basic	<u>115</u>	<u>73</u>	<u>115</u>	<u>73</u>	<u>78</u>
Diluted	<u>116</u>	<u>22 73</u>	<u>116</u>	<u>73</u>	<u>79</u>



# Non-GAAP Operating Income, Operating Margin & Operating Expense Reconciliation

In millions

	6 Months Ended 6/30/14	6 Months Ended 6/30/13	3 Months Ended 6/30/14	3 Months Ended 6/30/13
Total revenues, less transaction-based expenses	\$1,547	\$724	\$750	\$372
Total operating expenses	829	299	423	147
Less: NYSE Euronext transaction costs and integration costs and banker fees related to other transactions	(59)	(26)	(36)	(8)
Less: Duplicate rent expense and lease termination costs	—	(7)	—	(4)
<b>Adjusted total operating expenses</b>	<b>\$770</b>	<b>\$266</b>	<b>\$387</b>	<b>\$135</b>
<b>Adjusted operating income</b>	<b>\$777</b>	<b>\$458</b>	<b>\$363</b>	<b>\$237</b>
Operating margin	46%	59%	44%	60%
<b>Adjusted operating margin</b>	<b>50%</b>	<b>63%</b>	<b>48%</b>	<b>64%</b>

# Adjusted Non-GAAP EBITDA Reconciliation

In millions

	<b>Trailing 12 Months Ended 6/30/14</b>
<b>Adjusted Non-GAAP net income from Continuing Ops attributable to ICE</b>	\$832
Add: Income tax expense	303
Add: Income tax expense adjustment on Non-GAAP Items	25
Add (Less): Other income (expense), net	(20)
Add: Interest expense	87
Add: Depreciation and amortization	252
<b>Adjusted Non-GAAP EBITDA from Continuing Ops attributable to ICE</b>	<b>\$1,479</b>
<b>Adjusted EBITDA - NYSE (pre acquisition, July 1, 2013 to Nov 12, 2013)</b>	<b>\$291</b>
<b>Combined Non-GAAP Adjusted EBITDA</b>	<b>\$1,770</b>
<b>Debt, as reported</b>	<b>\$3,931</b>
Less: Balance of unamortized fair value adjustment on NYSE bonds	(54)
Less: Euro cash set aside to prefund NYSE EUR Notes maturity (2015)	(1,259)
<b>Principal amount of debt outstanding (Adjusted Debt)</b>	<b>\$2,618</b>
<b>Adjusted Debt-to-Adjusted EBITDA leverage ratio</b>	<b>1.5X</b>

# Non-GAAP Pro-forma Adjusted Net Income from Cont. Ops Attributable to ICE and Pro-forma Adjusted Diluted Cont. Ops EPS

In millions (except per share amounts)

	<u>6 Months Ended 6/30/13</u>	<u>3 Months Ended 6/30/13</u>
Pro-forma income from continuing operations attributable to ICE <sup>(1)</sup>	\$481	\$250
Add: NYSE Euronext merger expense and exit costs	14	12
Add: ICE duplicate rent expenses and lease termination costs	7	4
Less: Income tax effect related to the items above	<u>(8)</u>	<u>(7)</u>
Pro-forma adjusted income from continuing operations attributable to ICE	<u>\$494</u>	<u>\$259</u>
Pro-forma earnings per share from continuing operations attributable to ICE common shareholders: <sup>(1)</sup>		
Basic	<u>\$ 4.19</u>	<u>\$ 2.17</u>
Diluted	<u>\$ 4.17</u>	<u>\$ 2.16</u>
Adjusted pro-forma earnings per share from continuing operations attributable to ICE common shareholders:		
Basic	<u>\$4.30</u>	<u>\$2.25</u>
Diluted	<u>\$4.28</u>	<u>\$2.24</u>
Weighted average common shares outstanding		
Basic	<u>115</u>	<u>115</u>
Diluted	<u>115</u>	<u>116</u>

(1) Pro-forma net income from continuing operations and diluted continuing operations EPS for 1H13 and 2Q13 are shown in our Form 10-Q (note 3) filed on August 7, 2014.