

**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; (ii) processes, guidelines, policies, and reports for assessing and monitoring risks, and (iii) organization and performance of the Company’s enterprise risk management (“ERM”) function.

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. The Chair of the Audit Committee will have access to the meeting materials and is invited to attend the Committee meetings as an observer. 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 may meet separately with the Company’s corporate risk officer and may meet separately with other members of management, including the Chief Information Security Officer and 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 review of the operating subsidiary Risk Appetite Frameworks and any "red threshold" breaches of the related risk appetite metrics that include financial, legal, compliance, regulatory, reputational and operational risks; and the steps management has taken to remediate the risks.
- The review of the operating subsidiary Emerging Risk Assessments.
- 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.
- The review, with the Company's counsel, of any legal matter that could have a significant impact on the Company's business, operations, financial statements or reputation.

C. Enterprise Risk Governance and Management Structure

- The evaluation of the ERM function, including its performance, organization, practices, budgeting, and staffing.
- The annual evaluation of the corporate risk officer.

D. Technology Operations, Technology Governance, Information Security, Data Privacy and Business Continuity Planning (BCP) Programs

- The review of the Operational Oversight Committee meeting minutes and quarterly reports regarding Technology Operations, Technology Governance, Information Security and Business Continuity Planning. The written reports or minutes should address the results of the risk assessment process; risk management and control decisions; any material service provider arrangements; any significant outages; results of physical and cybersecurity monitoring and testing; BCP exercise schedules and results; BCP invocations; physical or cybersecurity breaches or violations and management response; significant data privacy matters; and any recommendations for major changes to the programs.
- Provide feedback and questions to technology operations, information security and BCP management on desired metrics, reporting detail, and specific concerns.

E. Review

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

## **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 of February 27, 2020.