

Proposed additions: Underlined

Proposed deletions: [Bracketed]

**[~~SECOND~~]THIRD AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF  
NYSE CHICAGO [~~STOCK EXCHANGE~~], INC.**

This [~~Second~~]Third Amended and Restated Certificate of Incorporation of NYSE Chicago, Inc. (the "Corporation") has been duly adopted in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

The name of the corporation [(the "Corporation")] is NYSE Chicago, Inc.[~~CHICAGO STOCK EXCHANGE, INC.~~] The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on March 15, 1972 (the "Original Certificate of Incorporation"), and the name under which the Corporation filed the Original Certificate of Incorporation was ~~MIDWEST STOCK EXCHANGE, INCORPORATED~~.

Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this [~~Second~~]Third Amended and Restated Certificate of Incorporation hereby amends and restates the ~~Second~~ Amended and Restated Certificate of Incorporation of the Corporation in its entirety, and reads in its entirety as follows:

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FIFTH: (a) General. The governing body of the Corporation shall be its Board of Directors which shall exercise all powers conferred to it by the laws of the State of Delaware. In furtherance of and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt the bylaws and the rules of the Corporation and to amend or repeal any provision thereof subject to such conditions as the bylaws or rules may provide. Directors shall be elected by the stockholders of the Corporation. Elections of directors of the Corporation need not be by written ballot unless the bylaws so provide. Except as otherwise provided in the bylaws or the rules, the stockholders shall nominate directors for election at the annual meeting of the stockholders. Such nominations shall comply with the Corporation's rules and the bylaws. Notwithstanding anything herein to the contrary, as set forth below, the Board of Directors of Intercontinental Exchange, Inc. ("ICE") or the compensation committee thereof shall have the authority to fix the compensation of directors of the Corporation.

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(c) Compensation. The Board of Directors of ICE or the compensation committee thereof shall have the authority to fix the compensation of directors of the Corporation. The directors of the Corporation may be paid their expenses, if any, of attendance at each meeting of the Board of Directors of the Corporation and may be paid a fixed sum for attendance at each meeting of the Board of Directors of the Corporation or a stated salary as director (which amounts may be paid in cash or such other form as the Board of Directors of ICE or the compensation committee thereof may from time to time authorize). No such payment shall preclude any director from

serving the Corporation in any other capacity and receiving compensation therefor.[The stockholder shall have authority to fix compensation of all directors for services to the Corporation as directors, officers or otherwise.]

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EIGHTH: Limitation of Liability. To the fullest extent not prohibited by the General Corporation Law of the State of Delaware, as it exists on the date this Third Amended and Restated Certificate of Incorporation[certificate of incorporation] is adopted or as such law may later be amended, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this Article shall adversely affect any right or protection of a director of the Corporation that exists at the time of such amendment or repeal with respect any actions taken, or inactions, prior thereto.

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ELEVENTH: The Corporation reserves the right to amend this Third Amended and Restated Certificate of Incorporation[certificate of incorporation], and to change or repeal any provision of the certificate of incorporation, and all rights conferred upon stockholders by such Third Amended and Restated Certificate of Incorporation[certificate of incorporation] are granted subject to this reservation; provided, however, that any amendment to this Third Amended and Restated Certificate of Incorporation[certificate of incorporation] must be approved by a majority of the members of the Board of Directors who are present at the meeting at which the amendment is proposed and by a majority of the stockholders of the Corporation. Any change to the Third Amended and Restated Certificate of Incorporation that is required to be approved or filed with the Commission before it may become effective shall not become effective, under Section 19 of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, until the procedures of the Commission necessary to make it effective shall have been satisfied. Before any amendment to, or repeal of, any provision of this Third Amended and Restated Certificate of Incorporation shall be effective, those changes shall be submitted to the Board of Directors of the Corporation and if such amendment or repeal must be filed with or filed with and approved by the Commission, then the proposed changes to this Third Amended and Restated Certificate of Incorporation shall not become effective until filed with or filed with and approved by the Commission, as the case may be.

IN WITNESS WHEREOF, the Corporation has caused this [Second]Third Amended and Restated Certificate of Incorporation to be executed by its duly authorized officer on [February 4, 2019]●, 20●.

NYSE CHICAGO [STOCK EXCHANGE], INC.

By: \_\_\_\_\_  
Name:  
Title: