

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

**I. PURPOSE**

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Intercontinental Exchange, Inc. (the “Company”) shall assist the Board in fulfilling its oversight responsibilities with respect to: (i) the integrity of the financial statements of the Company and the financial reports and other financial information provided by the Company to the public or any governmental body; (ii) the Company’s compliance with legal and regulatory requirements; (iii) the Company’s systems of internal controls regarding finance, accounting and legal compliance; (iv) the qualifications, performance and independence of the Company’s independent auditors; (v) the performance of the Company’s internal audit function and independent auditors; and (vi) the Company’s auditing, accounting, and financial reporting processes generally. To this end, the Committee will maintain free and open communication with the Board, the independent auditors, the Company’s internal auditor, legal counsel and any other person responsible for the financial management of the Company.

The Committee’s responsibility is one of oversight. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles (“GAAP”) or, if applicable, international financial reporting standards (“IFRS”) and applicable rules and regulations. Management is responsible for the preparation, presentation, and integrity of the Company’s financial statements, and for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. The Company’s independent auditors are responsible for planning and carrying out a proper audit of the Company’s annual financial statements prior to the filing of each annual report on Form 10-K, for reviewing the Company’s unaudited interim financial statements prior to the filing of each quarterly report on Form 10-Q, and annually auditing the effectiveness of internal control over financial reporting.

The Committee does not provide any expert or other special assurance as to such financial statements or any expert or any professional certification as to the work of the Company’s independent auditors. In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company and are not, and do not represent themselves to be, performing the functions of auditors or accountants. Therefore, it is not the duty or responsibility of the Committee or its members to conduct “field work” or other types of auditing or accounting reviews or procedures or to set auditor independence standards.

The independent auditors shall submit to the Committee annually a formal written statement (the “Auditors’ Statement”) describing: (i) the auditors’ internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review or peer review of the auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditors, and any steps taken to deal with any such issues, and (iii) (to assess the auditors’ independence) all relationships between the independent auditors and the Company, including at

least the matters set forth in the letter from the independent auditors required by the applicable requirements of the Public Company Accounting Oversight Board (the “PCAOB”).

The independent auditors also shall submit to the Committee annually a formal written statement of the fees billed in each of the last two fiscal years for each of the following categories of services rendered by the independent auditors: (i) the audit of the Company’s annual financial statements included in the Company’s annual report on Form 10-K and the reviews of the financial statements included in the Company’s quarterly reports on Form 10-Q or services that are normally provided by the independent auditors in connection with statutory and regulatory filings or engagements; (ii) assurance and related services not included in clause (i) that are reasonably related to the performance of the audit or review of the Company’s financial statements, in the aggregate and by each service; (iii) tax compliance, tax advice and tax planning services, in the aggregate and by each service; and (iv) all other products and services rendered by the independent auditors, in the aggregate and by each service.

## **II. ORGANIZATION AND MEMBERSHIP**

The Committee shall be comprised of at least three directors, or such greater number determined by the Board, each of whom the Board has determined has no material relationship with the Company and otherwise qualifies as “independent” under the rules of the New York Stock Exchange (“NYSE”), Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the Company’s Independence Policy of the Board of Directors. The Board shall also determine that each member of the Committee is “financially literate” and able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, statement of changes in equity and cash flow statement, as such qualifications are interpreted by the Board in its business judgment. The Board shall also determine that at least one member of the Committee is a “financial expert” as defined by the rules of the Securities and Exchange Commission (“SEC”).

No director may serve as a member of the Committee if such director serves on the audit committees of more than two other public companies unless the Nominating and Corporate Governance Committee or the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee and such determination is disclosed in the Company’s annual proxy statement or on the Company’s website.

Members of the Committee shall be appointed by the Board based on the recommendation of the Nominating and Corporate Governance Committee 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 of the Committee by the Board. If the Board fails to appoint the Committee’s chairperson, the Committee shall elect one independent member of the Committee as chairperson by a majority vote of the members then serving on the Committee.

## **III. MEETINGS**

The Committee will meet as often as necessary to perform its duties and will hold executive sessions periodically. A majority of the members of the Committee shall constitute a quorum for

the transaction of business. The act of a majority of the members present at any meeting at which a quorum is present shall be the act of the Committee. The Committee shall designate a secretary, who need not be a member of the Committee, to record the minutes of each meeting. Minutes shall be reviewed and approved at a subsequent meeting of the Committee. The Committee chairperson, with input from management of the Company, will establish the agenda for each Committee meeting.

As part of its job to foster open communication, the Committee will meet at least quarterly with management, including some or all of the following: the Chief Financial Officer, corporate controller, legal counsel, internal auditor and others, as the Committee deems appropriate. The Committee may also meet with the Chief Audit Executive and the independent auditors in separate executive sessions from time to time to discuss any matters that the Committee or any of these groups believe should be discussed privately. In addition, the Committee will meet with the independent auditors and management quarterly to review the Company's financial statements, consistent with Section IV below. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

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. *Oversee Financial Reporting and Related Processes*
  - (a) Review any earnings press releases and reports containing material, nonpublic financial information regarding the Company that are submitted to any governmental body, or the public, including any certification, report, opinion, or review rendered by the independent auditors.
  - (b) Review with management and the independent auditors each quarterly report on Form 10-Q and annual report on Form 10-K prior to its filing, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operation."
  - (c) Recommend the annual audited financial statements to the Board for inclusion in the annual report on Form 10-K.
  - (d) Review a report of the independent auditors prior to the filing of the annual report on Form 10-K or the release of any audited financial statements of the Company with respect to:
    - (i) all critical accounting policies and practices used and critical audit matters ("CAM") identified;
    - (ii) all alternative treatments of financial information within GAAP or IFRS, as applicable, that have been discussed with management,

ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and

- (iii) other material written communications between the independent auditors and management, such as any management or internal control letter or schedule of unadjusted differences.
- (e) Review information presented to the Committee from the Disclosure Controls Committee, as necessary.
- (f) Review the reports and certifications to be filed in the Company's periodic filings with respect to the Company's internal controls over financial reporting.
- (g) Prepare (or cause to be prepared) the report of the Committee to be included in the Company's annual proxy statement.
- (h) Review and discuss with the independent auditors and management, as appropriate: (a) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (b) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; and (c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
- (i) Establish and review procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or audit matters; and (ii) the confidential anonymous submission by employees of concerns regarding accounting or auditing matters. Review complaints and submissions pursuant to those procedures.
- (j) Discuss with management, legal counsel and the independent auditors any employee complaints and any material correspondence with regulators or government agencies or published reports that raise material issues regarding the Company's financial statements or accounting policies.
- (k) Review with management and the independent auditors, as appropriate, the adequacy and effectiveness of the Company's internal controls over financial reporting and disclosure controls and procedures. Inquire of the Company's Chief Executive Officer, Chief Financial Officer and Chief Audit Executive as to the existence of any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the

Company's ability to record, process, summarize and report financial information and as to the existence of any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

- (l) Advise management, the internal audit department and the independent auditors that they are expected to provide to the Committee a timely analysis of significant issues and practices relating to accounting principles and policies, financial reporting and internal control over financial reporting.
- (m) Discuss the types of financial information and earnings guidance provided, and the types of presentations made, to analysts and rating agencies.
- (n) Review periodically the Company's tax policy and investment performance.

2. *Oversee Independent Auditors, Internal Auditors and Other Advisors*

- (a) Be directly, and solely, without Board action, responsible for the appointment, compensation, retention and oversight of the independent auditors (including resolutions of disagreements between management and the auditor regarding financial reporting), who shall report directly to the Committee.
- (b) Be responsible for the appointment, compensation, retention and oversight of the work of any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report, review or attestation service, who shall report directly to the Committee.
- (c) Review and approve the independent auditors' fees. The Committee shall have sole authority, without Board action, for such actions.
- (d) Approve all audit and non-audit services provided by the independent auditors prior to the Company's receipt of such services, and periodically review the pre-approval process for such services. The Committee shall have sole authority, without Board action, for such review and approval and may, in its discretion, delegate to one or more of its members the authority to pre-approve such services, provided that any such approvals are presented to the Committee at its next scheduled meeting. All approved non-audit services shall be disclosed in the Company's periodic reports as required by the Exchange Act.
- (e) Review and evaluate the qualifications, performance and independence of the independent auditors (taking into account the opinions of management and the Company's internal auditors) and when circumstances warrant, discharge the independent auditors.
- (f) Review and evaluate the qualifications, performance and independence of the lead partner of the independent auditors.

- (g) As needed, discuss with management the timing and process for implementing the rotation of the lead audit partner, the concurring partner and any other active audit engagement team partner and consider whether there should be a regular rotation of the audit firm itself.
- (h) Periodically meet with the independent auditors out of the presence of management about the Company's internal controls and the accuracy of the Company's financial statements, and instruct the independent auditors on areas that require special attention.
- (i) Consult with the independent auditors with respect to the nature of each CAM, the auditor's basis for the determination of each CAM and how each CAM is expected to be described in the auditor's report.
- (j) Obtain from the independent auditors assurance that the audit was conducted in a manner consistent with Section 10A of the Exchange Act.
- (k) Set clear hiring policies for, and oversee the hiring of, any employees or former employees of the independent auditors to ensure that the hiring meets SEC/NYSE standards.
- (l) Annually, review the overall audit plan as proposed by the independent auditors, internal audit and management, including the scope of the examination to be performed, the assistance to be provided by the internal auditors and any developments in accounting principles and auditing standards that may affect either the financial statements or the audit.
- (m) Review and consider any reports or communications (and management's and/or the internal audit department's responses thereto) submitted to the Committee by the independent auditors required by or referred to in applicable PCAOB or other applicable standards and discuss with the independent auditors any significant issues arising from the most recent PCAOB inspection of the independent auditors, to the extent relevant to the Company, including the independent auditor's response to any identified accounting deficiencies.
- (n) Annually obtain from the independent auditors and review the Auditors' Statement (it being understood that the independent auditors are responsible for the accuracy and completeness of this Statement), and discuss with the independent auditors any relationships or services disclosed in this Statement that may impact the quality of audit services or the objectivity and independence of the Company's independent auditors.
- (o) Appoint and replace, as necessary, the Chief Audit Executive. Consult with management as appropriate regarding the performance of the Chief Audit Executive. The Audit Committee will make the final determination of the annual compensation of the Chief Audit Executive based on recommendations from the Compensation Committee of the Board and senior management.

- (p) Review and approve the annual internal audit and resource plan, as well as any subsequent changes to those plans as necessary.
- (q) Periodically review the scope and results of the internal audit and resource plan and assess progress against the annual plan. In connection with such review, the Committee shall inquire as to whether appropriate corrective actions have been undertaken on significant audit findings and obtain explanations for any significant deviations from the original plan unless previously approved by the Committee.
- (r) Periodically meet with the Chief Audit Executive in executive session (out of the presence of management and the independent auditors, as appropriate), including to review the internal audit department's compliance with the appropriate auditing standards.

3. *Review Process Improvement*

- (a) Maintain regular and separate systems of reporting to the Committee by management and the independent auditors regarding any significant judgments made in management's preparation of the financial statements and the view of each as to appropriateness of such judgments.
- (b) Review separately with management and the independent auditors any problems or difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information, and management's response to the problems or difficulties.
- (c) Review with the independent auditors and management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented.
- (d) Monitor the Company's risk assessment and risk management policies as overseen by the Risk Committee.
- (e) Review and discuss with the independent auditors and management, the Company's Sarbanes-Oxley compliance program and overall anti-fraud programs and controls.

4. *Review Legal Compliance*

- (a) Review, with the Company's General Counsel and Chief Compliance Officer, any legal, regulatory or compliance matter that is likely to have a significant impact on the Company's financial statements.
- (b) Review and discuss any reports concerning material violations submitted to the Committee by Company attorneys or outside counsel pursuant to the SEC attorney professional responsibility rules, or otherwise.
- (c) Receive updates from the Company's General Counsel regarding:

- (i) the status of the Company's compliance with laws, regulations, and internal procedures;
  - (ii) contingent liabilities and risks that may be material to the Company;
  - (iii) the scope and status of policies and systems designed to assure compliance with laws, regulations, ethics and internal procedures, and
  - (iv) major legislative and regulatory developments which could materially impact the Company.
- (d) Receive updates about material operational or cybersecurity matters or incidents and review and evaluate any related financial impacts.

5. *Other Matters*

- (a) Report to the Board on a regular basis.
- (b) Annually review and evaluate the performance of the Committee.
- (c) Review this Charter at least annually and recommend to the Board any updates as the Committee deems necessary or appropriate.
- (d) Perform any other activities consistent with this Charter as the Committee deems necessary or appropriate, or as the Board further delegates to the Committee.

**V. RESOURCES AND AUTHORITY OF THE AUDIT COMMITTEE:**

The Committee shall have the resources, funding 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 or independent counsel, accountants or other experts and advisors, at the Company's expense, as it deems necessary or appropriate, without seeking approval of the Board or management.

The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of:

- (a) Compensation to the independent auditors and any other public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
- (b) Compensation of any advisors employed by the Committee; and
- (c) Ordinary administrative expenses of the Committee necessary or appropriate in carrying out its duties.

The Committee shall have the authority to establish procedures for the receipt and treatment of the periodic financial reporting of the Company's subsidiaries and reporting of the Audit Committees of the subsidiaries.

## **VI. DELEGATION**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee, which may include a subcommittee of one member.

## **VII. APPROVAL AND ADOPTION**

This charter was approved and adopted effective as of May 15, 2026.