

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

**I. PURPOSE**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Intercontinental Exchange, Inc. (the “Company”) shall assist the Board in discharging its responsibilities relating to the compensation of the Company’s executive officers and directors. The Committee shall also be responsible for producing an annual Compensation Committee Report for inclusion in the Company’s annual proxy statement in accordance with applicable Securities and Exchange Commission (“SEC”) rules and regulations.

**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 as they apply to compensation committee members and the Company’s Independence Policy of the Board of Directors.

Members of the Committee shall be appointed by the Board based on the recommendation of the Nominating and 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 for 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 hold meetings 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. The Committee may request any officer or employee of the Company or the Company’s outside counsel or other advisers 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 a conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

The Committee shall meet in executive session to discuss and approve the compensation (both cash and non-cash) of the Chief Executive Officer (the “CEO”). The CEO may not be present during deliberations or voting in connection with the Committee’s decision as to the compensation of the CEO.

#### **IV. RESPONSIBILITIES AND DUTIES**

The Committee shall have the purpose and responsibilities to:

1. In consultation with management, establish the Company’s general compensation philosophy, and oversee the development and implementation of compensation programs, taking into account risk management and risk-taking incentives, and considering whether programs are reasonably likely to have a material adverse effect on the Company.
2. Appoint the officers of the Company and its subsidiaries and review and approve the terms of employment or employment agreements for such officers.
3. Review and approve corporate and individual performance goals and objectives relevant to compensation for the executive officers of the Company and, to the extent permitted, its subsidiaries, including the CEO.
4. Evaluate the CEO’s performance in light of the approved performance goals and objectives and approve the CEO’s compensation level (including cash, non-cash and incentive compensation) based on this evaluation, taking into account relevant factors, including market data regarding compensation levels for CEOs at comparable companies and the compensation granted to the CEO in past years.
5. Review the performance of the executive officers (other than the CEO) of the Company and, to the extent permitted, its subsidiaries against the approved goals and objectives, consult with the CEO regarding the terms and compensation for such other executives, and, based on such evaluation and consultation, review and approve the same.
6. Report to the Board relating to the Committee’s decisions regarding the compensation and evaluation of the Company’s executive officers.
7. Review say-on-pay vote and remuneration-related shareholder proposals.
8. Review and approve or make recommendations to the Board with respect to the design, implementation and administration of incentive compensation plans and equity-based plans for the Company’s executive officers, and oversee the activities of the individuals and committees responsible for administering these plans. The Committee shall also have general oversight authority over the Company’s compensation and benefit programs broadly, without any obligation to review or approve specific policies or arrangements applicable to non-executive employees.

9. Review and approve option grants, bonus payments and stock awards to the Company's executive officers.
10. Approve any new equity compensation plan or any material change to an existing plan and recommend approval to the Board when appropriate or necessary.
11. Directly or through a designated executive officer as permitted under this Charter, exercise the powers and discharge the responsibilities of the "Administrator", "Plan Administrator" or similar administrative position (as express delegate of the Board) under the Company's incentive plans, equity based plans and/or other employee benefit plans to the extent that the Board, by separate resolution(s) in accordance with the provisions of the applicable plan, so specifies.
12. Review, in consultation with the CEO, the Company's succession planning for executive officers, including policies and principles for selecting a successor to the CEO, both in an emergency situation and in the ordinary course of business, and periodically report to the Board on matters relating to succession planning.
13. In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility.
14. Receive regular updates from management on matters related to human capital management, including talent acquisition and retention and pay parity.
15. Review and approve any severance or similar termination payments proposed to be made to any current or former executive officer of the Company, including approval of acceleration or alteration of any vesting period of an officer's existing equity awards.
16. Administer and monitor compliance with the Company's clawback policies for executive officers.
17. Produce an annual Compensation Committee report for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations and review the Company's Compensation Discussion and Analysis to be included in the annual proxy statement.
18. Advise the Board on trends in compensation programs for non-employee directors, with a view toward aligning such compensation with stockholder interests.
19. Review and approve compensation (including equity compensation) for the non-employee members of the Board and Board committees for the Company and its subsidiaries.
20. Report to the Board on a regular basis.
21. Annually review and evaluate the performance of the Committee.

22. Review this Charter at least annually and recommend to the Board any updates as the Committee deems necessary or appropriate.
23. At the request of the compensation committee of any subsidiary of the Company, advise and assist it concerning human resource policies and procedures and director and officer compensation. It is acknowledged that certain of the Company's regulated subsidiaries must have sole responsibility for, or provide input with respect to, compensation discussions and determining whether performance-based compensation is permitted or appropriate. The Committee will assist these subsidiaries when permitted.
24. 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 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 any compensation consultants, outside legal counsel or other advisors to the Committee (each, an "Advisor"), at the Company's expense, as it deems appropriate, without seeking approval of the Board or management. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor it retains. To the extent required by NYSE rules, the Committee may select or receive advice from an Advisor only after taking into consideration all factors relevant to the Advisor's independence from management, including the factors set forth in the NYSE rules.

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 of any Advisors employed by the Committee; and
- (b) Ordinary administrative expenses of the Committee necessary or appropriate in carrying out its duties.

## **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, whether or not such delegation is specifically contemplated under any plan or program. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are "Non-Employee Directors" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as in effect from time to time.

Additionally, the Committee may delegate to executive officers of the Company designated by the Committee the authority to make grants of stock options and awards to any incoming new employee who is not an executive officer of the Company. Any executive officers to whom the Committee grants such authority shall regularly report to the Committee grants so made. The Committee may revoke any such delegation of authority at any time.

**VII. APPROVAL AND ADOPTION**

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