

Intercontinental Exchange, Inc.

Global Anti-Bribery Policy

Version 3

Dated: January 1, 2021

1. Policy

Intercontinental Exchange, Inc. (ICE), and all subsidiaries and entities controlled by it (collectively, the “Company”), is committed to the highest standard of ethical conduct and behavior.

It is the policy of the Company to prohibit the offering, giving or receipt, either directly or indirectly, of money or anything else of value to any person or entity (including commercial entities, government officials or foreign public officials) to influence official action or obtain an improper advantage.

It is also the policy of the Company to keep books and records that accurately and fairly reflect all transactions. This Policy should be read in conjunction with the Company’s *Global Code of Business Conduct*, *Global Business Gifts, Meals and Entertainment Policy*, the *ICE-PAC Operating and Contribution Guidelines* and Employee Handbook.

2. Scope

This Policy applies globally to all of the Company’s directors, officers, employees and contractors (each a “Company Person”). Its general principles and prohibitions also apply to agents, consultants and other third parties representing the Company and it applies to joint ventures involving the Company (together, “third-party representatives”). Neither the Company nor any Company Person may directly or indirectly circumvent the requirements of this Policy through the use of such third party representatives or otherwise. Your business unit may have additional policies and procedures to address bribery and corruption prohibitions with which you will need to be familiar. In the event there is a conflict between your local policy and this Policy, the more restrictive standard will apply. If you have any questions about whether or how this Policy applies, please contact Global Corporate Compliance (icecorporatecompliance@theice.com), the Legal Department or your local compliance officer.

3. Background

- 3.1. The United States, United Kingdom and nearly all other countries have adopted laws prohibiting the bribery of government officials or other parties. Not all bribery takes the form of cash payments or commissions. For example, providing gifts, travel or entertainment or other kickbacks may be unlawful depending on the circumstances.
- 3.2. This Policy cannot anticipate all prohibited action and the applicable laws are likely to undergo changes in the future, so each Company Person should consult Global Corporate Compliance, the Legal Department or a local compliance officer when dealing in any area that could raise a concern under this Policy.
- 3.3. Violations of the anti-bribery laws can lead to costly enforcement actions against the Company and the individuals involved, reputational damage to the Company and its employees, and criminal penalties against both the Company and the individuals involved. Persons found guilty of bribery face possible imprisonment as well as fines.
- 3.4. It is not possible to formulate a set of guidelines that applies to every possible situation that may raise questions under the anti-bribery laws of countries around the world. Each Company Person must use common sense in identifying activity that may violate this Policy or be subject to scrutiny by law enforcement officials. It is the responsibility of each

Company Person to consult a member of the Global Corporate Compliance team, the Legal Department or local compliance officer if he or she has any question that his or her action could potentially violate anti-bribery laws.

4. Requirements and Prohibitions

4.1. Bribery is defined as (i) giving, offering, promising or authorizing the giving of, or (ii) requesting, agreeing to receive or accepting, anything of value to/from another person, including a **government official** (as defined below), directly or through an intermediary, such as a third party representative, in order to **influence official action** or **obtain an improper advantage**. It is against Company policy for Company Persons or third-party representatives to offer, solicit or accept a bribe or kickback under any circumstance.

4.2. These prohibitions bar the giving, offering, promising, authorizing requesting, agreeing to receive or accepting the transfer of not only cash but anything else of value including, for example:

- Gifts or gratuities of any kind (see Section 5.1 below);
- Transportation, lodging, meals or entertainment (see Section 5.3 below);
- Contributions to a charity (even a legitimate one) (see Section 5.2 below); or
- Offers of employment to family members of a government official or other party,

in order to influence official action or obtain an improper advantage. These prohibitions will not apply when there is no improper influence or improper advantage associated with such actions. In order to monitor for such possible prohibitions, the Company has adopted reporting and approval requirements applicable to accepting or receiving business gifts, meals or entertainment. Please reference the Company's *Global Business Gifts, Meals and Entertainment Policy* to make sure your proposed activity complies with Company policies.

The term "**influence official action**" means to attempt to induce a government official to act or refrain from acting in any way.

An "**improper advantage**" is any advantage gained by the Company not on its merits.

The term "**government official**" includes anyone working at a **government entity** (as defined below), as well as any candidate for political office or political party.

The term "**government entity**" is defined broadly to include national, state or local governments or government departments, bodies, agencies or other government entities, as well as "public international organizations" and political parties. "Public international organizations" include any organization with two or more governments as members. "Government entity" also includes "government-owned enterprises," meaning any entity, whether organized under public or private law, in which one or more governmental entities has a sufficient interest to give it control. A majority of the voting shares would clearly qualify, as would one "golden share" or other mechanism, if it conferred control.

Examples of government officials are:

- Any elected official or person appointed by an elected official;

- Any person who regulates or oversees the Company's business, affairs or operations for a regulatory or other government agency;
- Employees of a state-owned organization, utility or other enterprise;
- Federal agents, local police officers or customs officials; or
- Judges, prosecutor or court clerks.

Should you have any doubts as to whether a person is a government official, contact a member of the Global Corporate Compliance team, the Legal Department or your local compliance officer.

- 4.3. **Facilitation payments.** In general, facilitation payments (e.g., a payment to expedite a required approval) are prohibited under this Policy without the *prior written approval* of an officer of the Legal Department. Note: under the laws of various countries (for example, Canada and the United Kingdom), facilitation payments are strictly prohibited. Nonetheless, if a Company Person deems it necessary to make a facilitation payment that is permitted by the local laws, such Company Person must contact the Legal Department to describe the justification for the facilitation payment. Only after the Legal Department determines the legitimacy of the facilitation payment and the Company Person receives written approval from the Legal Department to proceed, the Company Person may make the facilitation payment.
- 4.4. The Company may be liable under a corporate liability offense if a person who performs services on behalf the Company (such as an agent or consultant) offers bribes or kickbacks to another person intending to obtain or retain business or an advantage in the conduct of business for the Company.

5. Practices

The following practices apply to each Company Person:

- 5.1. Political Contributions. A gift or promise of a gift to another party is never permissible if it is provided to influence official action or to obtain an improper advantage. Contributions to political parties, candidates and campaigns for public office made directly by the Company or on behalf of the Company generally are not permitted. For example, never make a political contribution tied to a specific action or inaction of a government official that is intended to benefit the Company. While we are entitled to make personal contributions to political candidates, do not do so on behalf of the Company.

The Company has created a Political Action Committee called the Intercontinental Exchange, Inc. PAC that is funded solely through contributions from U.S. employees, directors and their family members. The ICE-PAC makes political contributions in the U.S. that are intended to support candidates for office who are supportive of programs and legislation of importance and beneficial to the Company. Please consult the *ICE-PAC Operating and Contribution Guidelines* for additional information regarding the ICE-PAC's purpose and contributing to the ICE-PAC.

- 5.2. Charitable Contributions. The prohibitions in this Policy are not intended to ban or limit charitable contributions or solicitations of contributions provided there is no improper

influence or advantage associated with the charitable contributions or solicitations. Before making any charitable contribution on the Company's behalf, please contact ICE's Corporate Affairs and Sustainability Department to ensure the donation is permitted.

- 5.3. Transportation, Lodging, Meals and Entertainment. Providing travel, hotel, meals or entertainment expenses to influence official action or obtain an improper advantage is never permitted. Meals and entertainment that have a clear business purpose and are (1) reasonable in value, (2) permitted under local laws and customs, and (3) offered infrequently may be acceptable. In addition, reasonable and good faith expenditures for travel and lodging may be permitted, with prior approval, if they are directly related to the promotion, demonstration or explanation of products or services or the signing of a contract with a government entity and are (1) reasonable in value, (2) permitted under local laws and customs, and (3) offered infrequently. As noted above, there are reporting and approval requirements for offering and accepting these categories of benefits. Consult the ICE Global Business Gifts, Meals and Entertainment Policy as well as the Global Corporate Compliance team, Legal Department or your local compliance officer if you have any doubts about the proper application of this guidance.

6. Agents, Consultants and Other Third Parties

Every agent or other third party representing the Company must share our commitment to abide by anti-bribery laws. Never give money or anything of value to any person if the circumstances indicate that it is probable that all or part of the money or other thing of value will be passed on to influence official action or obtain an improper advantage. To protect the Company against the risk of bribes or kickbacks given *indirectly*, it is important that you ensure that agents, consultants, business brokers, introducing agents and other third parties who have contacts with another party (including a government official) on behalf of the Company understand and abide by the Company's anti-bribery policies. A copy of this Policy should be provided to persons and entities that will conduct business on behalf of the Company or represent the Company's interest, and, where possible, a representation should be obtained that they understand and agree to abide by the Company's anti-bribery policies. Prior to entering into a contractual arrangement with a person or entity that will conduct business on behalf of the Company or represent the Company's interest, the Legal Department must be provided an opportunity to review the contractual arrangement.

It also is imperative that the Company investigate the qualifications, background and reputation of such third parties. Due diligence both reduces the likelihood that Company funds will be passed on to another party and supports the Company's good faith belief that this will not occur.

Appropriate due diligence may include:

- Performing the Know Your Customer requirements, including screening against OFAC and other databases, set forth in our Global Anti-Money Laundering and Sanctions Policy and accompanying Guidance;
- Checking the prospective third party's business references. Determining, for example, whether the third party has experience providing the relevant services and is knowledgeable about the market;

- Using only third parties that are legal entities. By doing so, the Company is able to send invoices to the legal entity instead of to an individual;
- Reviewing publicly available data for information about the prospective third party. These sources could include, for example, business directories, online information services or the Internet;
- For third parties who may interact with Government Officials, asking reliable government sources, if possible, for information about the prospective third party;
- Identifying and resolving any red flags associated with the third party. See Appendix A for a list of examples of Red Flags.

We each have an obligation to make sure we are only hiring third parties that will represent the Company appropriately. If you have any questions about using a particular third party, be sure to consult the Global Corporate Compliance team, Legal Department or your local compliance officer before retaining them. After a third party has been retained, you have a responsibility to continue monitoring on-going activities for any red flags or concerns.

7. Books and Records.

The Company's books, records and accounts must be kept with reasonable detail and accuracy such that they fairly reflect all transactions and dispositions of assets. Be sure to follow all internal controls, practices and procedures, as well as applicable standards and practices for accounting and financial reporting. False or artificial entries are not to be made in the books and records of the Company for any reason, including to conceal the purpose or nature of payments. Such artificial entries could include the mischaracterization of an improper payment as a commission payment, customer development charge, processing fee, rebate or otherwise. No Company Person shall use "off the books" accounts.

8. Violations.

A violation of this Policy may result in substantial monetary penalties and reputational damage to the Company. If a Company Person violates this Policy, the Company will take disciplinary action or impose sanctions against such Company Person, which may include dismissal for cause.

9. Retaliation and Demotion.

No Company Person will suffer demotion, penalty or any other adverse consequence for refusing to pay a bribe, kickback, or make any other payment or gift in violation of this Policy even if such bribe, kickback, payment or gift is customary in such jurisdiction or results in the Company losing a business opportunity.

10. Reporting

If you suspect that conduct inconsistent with this Policy may have occurred, raise this concern immediately. Any demand for payment, contribution, or anything of value in consideration of the promise of support or use of influence in the award or retention of business for the Company should promptly be denied and reported to Global Corporate Compliance, the Legal Department and/or your local compliance officer. You also may call or submit an anonymous complaint to the Company "hotline," as noted in our Global Code of Business Conduct.

Appendix A

“RED FLAG’ INDICATORS OF POTENTIAL BRIBERY AND CORRUPTION CONCERNS

- Third party agents or other business partners are located in countries where **corruption is deemed by Transparency International to be significant** (score of lower than 3.0 on Corruption Perception Index, <http://www.transparency.org>).
- Requests or suggestions are made by a Government Official that the Company make a **charitable donation** to a particular charity.
- There is a **history of legal/disciplinary proceedings** or instances of improper business practices involving a third party representative or Government Official.
- An employee or third party representative has a **family or other relationship** that could be perceived to significantly influence the decision-making process (e.g., an apparent affiliation or close relationship with a Government Official).
- An employee or third party representative hires or arranges for the **employment of a child or other family member** of a Government Official or other person of influence in the location.
- An employee or third party suggests that “**special arrangements**” have or can be made with regard to the decision-making process.
- An employee or third party seeks an **unusually large payment, kickback or commission**, or **seeks a payment or commission before the announcement** of the decision.
- An employee or third party suggests that bids or other requests or applications be **made through a specific individual, firm or other entity**.
- An employee or third party requests that a commission or other payment be made **in a third country or to another name, in cash or in any concealed fashion**.
- An employee or third party requests that payment be made to a bank in a “**tax haven**” **jurisdiction** (e.g., the Cayman Islands), or in a country identified by the FATF (Financial Action Task Force on Money Laundering) as a “Non-Cooperative Country or Territory.”
- An **intermediary** is involved in a transaction for no apparent good reason.
- A contractor recommends or proposes an **overly sophisticated design** although it appears that a cheaper design would be adequate for the project owner’s purposes.
- A competing contractor for a project agrees to lose if we agree to pay or contribute to a “**loser’s fee**” that will provide compensation for the competitor’s bid preparation expenses plus an additional sum, one of many possible scenarios involving collusive bids.