

**CHARTER OF THE NOMINATING AND
CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
INTERCONTINENTAL EXCHANGE, INC.**

I. PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Intercontinental Exchange, Inc. (the “Company”) shall assist the Board in (i) identifying and attracting highly qualified individuals to serve as directors of the Company; (ii) selecting director nominees for the next annual meeting of stockholders of the Company; (iii) developing and maintaining a set of corporate governance guidelines applicable to the Company, and (iv) overseeing the evaluation of the Board and Board committees.

II. ORGANIZATION AND MEMBERSHIP

The Committee shall be comprised of at least three directors, or such greater number as determined by the Board, each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise “independent” under the Company’s Independence Policy of the Board of Directors (the “Independence Policy”) and the rules of the New York Stock Exchange.

Members of the Committee shall be appointed by the Board 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 by the Board. If the Board fails to appoint the Committee’s chairperson, the Committee will appoint one member of the Committee as chairperson. The Company shall have the power to create subcommittees with such powers as the Committee shall from time to time confer.

III. MEETINGS

The Committee will hold at least three meetings per year, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The chairperson of the Committee will establish the agenda for each committee meeting. Each meeting should include an executive session of the Committee without management present. The Committee shall also meet with the Corporate Compliance Officer periodically to review compliance with the Company’s Global Code of Business Conduct and other corporate policies. 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. Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.
2. Establish criteria for selecting new board members, consistent with criteria approved by the Board. The Committee shall have authority, without requiring further action by the Board, to establish such criteria, which shall include, at a minimum, the following requirements:
 - (a) a majority of the directors must be independent directors;
 - (b) three directors must meet the enhanced standards of independence set forth in the Audit Committee Charter as such requirements are phased in under the applicable rules and regulations;
 - (c) compliance with the Independence Policy and New York Stock Exchange and Securities and Exchange Commission requirements; and
 - (d) the ability to contribute to the effective oversight and management of the Company, taking into account the needs of the Company and such factors as the individual's experience, perspective, skills, expertise, diversity and knowledge of the industry in which the Company operates and the interplay of the individual's experience with the experience of other Board members.
3. Identify individuals believed to be qualified to become Board members, and select the director nominees to stand for election as directors at the next annual meeting of the stockholders of the Company, consistent with criteria approved by the Board, and recommend those nominees to the Board, taking into consideration any qualified director candidates recommended by a stockholder in compliance with the procedural requirements specified in the Company's Bylaws and other governing policies and laws. In the case of a vacancy in the office of a director, the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through an election by stockholders.
4. Identify Board members qualified to fill vacancies on any committee of the Board and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the individual's experience, perspective, skills, expertise, diversity and knowledge and the interplay of the individual's experience with the experience of other committee members.
5. Review and assess the Company's environmental, social and governance ("ESG") initiatives and make recommendations to the Company to further its ESG goals.

6. Coordinate with subsidiary boards and their committees on material governance matters to ensure a consistent and uniform governance structure exists throughout the Company. By way of example, the Committee should be apprised of any material new or amended charter documents, terms of reference and policies that establish or alter a governance process or procedure prior to the adoption of such matter.
7. Review new Board of Director nominees for all operating subsidiaries of the Company and consult with, when necessary or advisable, the Nominating Committee or Board of Directors for such subsidiary regarding the nominees.
8. Monitor, assess and safeguard the Board's independence, including nominees to serve on the Board, which includes developing and recommending to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a director.
9. Review and assess the skill sets deemed necessary to serve on Board committees, including the satisfaction of the required financial literacy for membership on the Audit Committee and designation as a financial expert.
10. Review and recommend to the Board the continuation of any director who has tendered a letter of proposed retirement or resignation from the Board, such tender to be accepted or declined by the Board in its discretion.
11. Develop and recommend to the Board corporate governance guidelines applicable to the Company, and to review those guidelines at least once a year.
12. Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding director independence, the operations of the Committee and matters to be submitted to a stockholder vote.
13. Devise and propose to the Board a code of business conduct for directors, officers and employees addressing, at a minimum, conflicts of interest and compliance with applicable laws, rules and regulations, including compliance and enforcement mechanisms, and monitor compliance with such code of business conduct.
14. Review and approve, if deemed appropriate, all requests for waivers of the Global Code of Business Conduct.
15. Review on a periodic basis, with the Chief Compliance Officer, the overall scope and plans for the Global Compliance program, including the Company's Global Code of Business Conduct, and the effectiveness of such compliance program.
16. Review, with the Company's General Counsel, any legal matter that is likely to have a significant impact on the Company's compliance programs and policies.
17. Annually undertake performance evaluations of the Board committees, including the Committee, and prepare reports to the Board regarding the evaluations.

18. Establish procedures for the Committee to exercise oversight of the evaluation of the Board and Board committees.
19. Review and approve related party transactions or potential conflicts of interest with respect to corporate opportunities.
20. Report to the Board on a regular basis and submit minutes of all meetings to the Board.
21. Annually review and evaluate the performance of the Committee and update this Charter as necessary.
22. Ensure that this Charter, the corporate governance guidelines and the Global Code of Business Conduct are posted on the Company's website.
23. Perform any other activities consistent with this Charter as the Committee deems necessary or appropriate, or as the Board shall further delegate to the Committee.

V. RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee shall have the resources 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 counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

VI. APPROVAL AND ADOPTION

This charter was approved and adopted effective as of February 27, 2020.