

Proposed additions: Underlined

Proposed deletions: [Bracketed]

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
NYSE NATIONAL, INC.**

The name of the corporation is NYSE [NATIONAL, INC.]National, Inc. (the "Corporation"). The Corporation was originally incorporated under the name NSX Delaware Merger Sub, Inc., and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on December 12, 2005. Pursuant to, and being duly adopted in accordance with, Sections 242, 245 and 228 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation hereby amends and restates the Amended and Restated Certificate of Incorporation in its entirety, and reads in its entirety as follows:

Board of Directors

FIFTH: (a) *General.* The Corporation shall be managed by the 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. 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.

(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.

Limitation of Director Liability

EIGHTH: To the fullest extent not prohibited by the General Corporation Law of the State of Delaware, as it exists on the date this Amended and Restated 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 to any actions taken, or inactions, prior thereto.

Amendment of Certificate of Incorporation

ELEVENTH: The Corporation reserves the right to amend this Amended and Restated Certificate of Incorporation, and to change or repeal any provision of the Amended and Restated Certificate of Incorporation, in the manner prescribed at the time by statute (provided, however, that any such amendment, change or repeal must be first approved by the Board of Directors), and all rights conferred upon stockholders in this Amended and Restated Certificate of Incorporation are granted subject to this reservation. Any change to the 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 Act 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 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 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 undersigned has caused this Amended and Restated Certificate of Incorporation to be executed this [20th] day of [December, 2018] , 20 .

NYSE NATIONAL, INC.

By _____
Name:
Title:

Additions: Underlined
Deletions: [Bracketed]

**[SEVENTH]EIGHTH AMENDED AND RESTATED BY-LAWS
OF
NYSE NATIONAL, INC.
(a Delaware corporation)**

ARTICLE III

BOARD OF DIRECTORS

[Section 3.15. Compensation. The directors may be paid their reasonable expenses, if any, of attendance at each meeting of the Board and at each meeting of a committee of the Board of which they are members. The shareholders shall have authority to fix compensation of all directors for services to the Exchange as directors, officers or otherwise.]
