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**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF MANAGERS OF NYSE EURONEXT HOLDINGS LLC**

The undersigned, being all the Managers of NYSE Euronext Holdings LLC, a Delaware limited liability company (the “Company”), do hereby consent to the adoption of and do hereby adopt the following resolutions pursuant to Section 18-404(d) of the Delaware Limited Liability Company Act and direct that this consent be filed with the minutes of the proceedings of the Managers of the Company:

WHEREAS, the Company’s Third Amended and Restated Limited Liability Company Agreement (the “Operating Agreement”) contains certain restrictions on the voting and ownership of membership interests in the Company.

WHEREAS, the Company’s direct parent, IntercontinentalExchange Group, Inc., a Delaware corporation (“ICE Group”), has authorized and instructed the transfer to IntercontinentalExchange Inc., a Delaware corporation (“ICE Inc.”), of ICE Group’s 100% membership interest in the Company (the “Transfer”), in preparation for the sale (the “Euronext Sale”) of the Company’s indirect wholly owned subsidiary Euronext N.V., a Dutch company with limited liability (“Euronext”), and to facilitate the integration of Liffe’s derivatives business into ICE Inc. prior to the Euronext Sale and continued compliance with certain debt covenants of ICE Inc. after the Euronext Sale;

WHEREAS, ICE Inc. has submitted a written notice (the “ICE Inc. Notice”) to the Company’s Board of Managers (the “Board”) of its intention to (1) vote or cause the voting of membership interests in the Company, which interests will, from and after completion of the Transfer, be beneficially owned by ICE Inc. or its Related Persons, in person or by proxy or through any voting agreement or other arrangement, in excess of the Voting Limitation (the “Voting Rights”), and (2) acquire all of the membership interests in the Company (the “Ownership”), which acquisition will cause ICE Inc. (either alone or together with its Related Persons) to exceed the Concentration Limitation; and

WHEREAS, Capitalized terms used but not defined herein have the meanings given to them in Operating Agreement, except where expressly indicated otherwise;

NOW, THEREFORE, BE IT:

NYSE Euronext Ownership and Voting Limitations

RESOLVED, that the Board has considered the ICE Inc. Notice and the proposed Voting Rights and Ownership of ICE Inc. as set forth therein, and has determined that:

- (1) the exercise of such voting rights or the entering into of such agreement, plan or other arrangement, as applicable, by ICE Inc., either alone or together with its Related Persons, (a) will not impair the ability of any U.S. Regulated Subsidiary, the Company or NYSE Group (if and to the extent that NYSE Group continues to exist as a separate entity) to discharge their respective responsibilities under the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules and regulations thereunder, (b) will not impair the ability of any European Market Subsidiary, the Company or Euronext (if and to the extent that Euronext continues to exist as a separate entity) to discharge their respective responsibilities under the European Exchange Regulations and (c) is otherwise in the best interests of (i) the Company, (ii) the owners of its membership interests, (iii) the U.S. Regulated Subsidiaries and (iv) the European Market Subsidiaries;
- (2) the acquisition of beneficial ownership by ICE Inc., either alone or together with its Related Persons, (a) will not impair the ability of any U.S. Regulated Subsidiary, the Company or NYSE Group (if and to the extent that NYSE Group continues to exist as a separate entity) to discharge their respective responsibilities under the Exchange Act and the rules and regulations thereunder, (b) will not impair the ability of any European Market Subsidiary, the Company or Euronext (if and to the extent that Euronext continues to exist as a separate entity) to discharge their respective responsibilities under the European Exchange Regulations and (c) is otherwise in the best interests of (i) the Company, (ii) the owners of its membership interests, (iii) the U.S. Regulated Subsidiaries and (iv) the European Market Subsidiaries;
- (3) the exercise of such voting rights or the entering into of such agreement, plan or other arrangement, as applicable, by ICE Inc., either alone or together with its Related Persons, will not impair (a) the SEC’s ability to enforce the Exchange Act or (b) the European Regulators’ ability to enforce the European Exchange Regulations;
- (4) the acquisition of beneficial ownership by ICE Inc., either alone or together with its Related Persons, will not impair (a) the SEC’s ability to enforce the Exchange Act or (b) the European Regulators’ ability to enforce the European Exchange Regulations;

- (5) neither ICE Inc. nor any of its Related Persons (a) is a U.S. Disqualified Person or (b) is a European Disqualified Person;
- (6) neither ICE Inc. nor any of its Related Persons is an ETP Holder of NYSE Arca Equities or an OTP Holder or OTP Firm of NYSE Arca;
- (7) neither ICE Inc. nor any of its Related Persons is a “member” or “member organization” (as defined in the rules of New York Stock Exchange LLC, as such rules may be in effect from time to time) or a Related Person of such a member or member organization; and
- (8) neither ICE Inc. nor any of its Related Persons is a “member” (as defined in Sections 3(a)(3)(A)(i), 3(a)(3)(A)(ii), 3(a)(3)(A)(iii) and 3(a)(3)(A)(iv) of the Exchange Act) of NYSE MKT LLC or a Related Person of such a member;

RESOLVED, that the Board hereby expressly resolves to authorize, approve and permit ICE Inc., either alone or together with its Related Persons (except for any Related Person that is an ETP Holder of NYSE Arca Equities, an OTP Holder or OTP Firm of NYSE Arca, a member or member organization of the New York Stock Exchange LLC or a member of NYSE MKT LLC), to vote or cause the voting of all of the membership interests in the Company that will be beneficially owned by ICE Inc. and any of its Related Persons upon and following completion of the Transfer, whether in person or by proxy, or through any voting agreement or other arrangement, in excess of the Voting Limitation; and

RESOLVED, that the Board hereby expressly resolves to authorize, approve and permit ICE Inc., either alone or together with its Related Persons (except for any Related Person that is an ETP Holder of NYSE Arca Equities, an OTP Holder or OTP Firm of NYSE Arca, a member or member organization of the New York Stock Exchange LLC or a member of NYSE MKT LLC), to own all of the membership interests in the Company upon and following completion of the Transfer.

RESOLVED, that the form of Fourth Amended and Restated Limited Liability Agreement of the Company, in the form presented to the Managers and included in the Proposed Rule Changes referred to below, be, and it hereby is, authorized and approved in all respects as the limited liability company agreement of the Company, to take effect upon the completion of the Transfer.

Proposed Rule Changes

RESOLVED, that in connection with the Transfer, the resolutions set forth above shall be included in the proposed rule change filings (the “Proposed Rule Changes”) of the New York Stock Exchange, LLC, NYSE Arca, Inc. and NYSE MKT LLC, to be filed with the U.S. Securities and Exchange Commission (the

“Commission”) under Section 19(b) of the Exchange Act and pursuant to Rule 19b-4 under the Exchange Act.

Additional Actions

RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to file, with such modifications as any Authorized Person shall approve, the Proposed Rule Changes with the Commission, to execute personally or by attorney-in-fact any such required filings or amendments or supplements to any of the foregoing, and to cause any such required filings and any amendments thereto to become effective or otherwise approved.

Authorized Persons

RESOLVED, that for purposes of these resolutions, “Authorized Persons” shall mean each of Jeffrey C. Sprecher, Scott A. Hill, Charles A. Vice, Duncan L. Niederauer, Johnathan H. Short, Martin Hunter, Andrew Surdykowski and Dominique Cerutti, or such other person as each such Authorized Person may designate.

Considerations

RESOLVED, that in connection with authorizing and approving each of the foregoing resolutions, the Board considered the effect that the Company’s actions would have on the ability of (1) the European Market Subsidiaries (as defined in the Bylaws) to carry out their responsibilities under the European Exchange Regulations (as defined in the Bylaws) as operators of European Regulated Markets; (2) the U.S. Regulated Subsidiaries (as defined in the Bylaws) to carry out their responsibilities under the Exchange Act; and (3) the U.S. Regulated Subsidiaries, NYSE Group (if and to the extent that NYSE Group continues to exist as a separate entity) and the Company (a) to engage in conduct that fosters and does not interfere with the ability of the U.S. Regulated Subsidiaries, NYSE Group and the Company to prevent fraudulent and manipulative acts and practices in the securities markets; (b) to promote just and equitable principles of trade in the securities markets; (c) to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities; (d) to remove impediments to and perfect the mechanisms of a free and open market in securities and a U.S. national securities market system; and (e) in general, to protect investors and the public interest.

IN WITNESS WHEREOF, we have signed our names to this Unanimous
Written Consent on ● , 2014.

Jeffrey C. Sprecher

Thomas W. Farley

Johnathan H. Short