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**RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
CHX HOLDINGS, INC.**

April 25, 2018

WHEREAS, on April 4, 2018, the Board of Directors (the “**Board**”) of CHX Holdings, Inc. (“**CHX Holdings**” or the “**Corporation**”) authorized and approved, and on, April 4, 2018, the Corporation entered into, an Agreement and Plan of Merger (the “**Merger Agreement**”) by and among Intercontinental Exchange, Inc., a Delaware corporation (“**Parent**”), Kondor Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of Parent (“**Merger Sub**”), and the Corporation;

WHEREAS, subject to the terms and conditions set forth in the Merger Agreement, among other things, (i) Merger Sub will be merged with and into CHX Holdings, whereupon the separate existence of Merger Sub will cease and CHX Holdings will be the surviving company and continue as a wholly-owned subsidiary of Parent (the “**Merger**”), and (ii) by virtue of the Merger and without any action required on the part of CHX Holdings, Parent, Merger Sub or any holder of CHX Holdings stock, each outstanding share of CHX Holdings stock issued and outstanding shall be converted into a right to receive cash and in accordance with the General Corporation Law of the State of Delaware, as amended;

WHEREAS, Article FIFTH, paragraph (b)(ii) of the Amended and Restated Certificate of Incorporation of the Corporation filed on July 27, 2006 (the “**CHX Holdings Certificate**”) contains certain restrictions on ownership and voting, whereby no Person (as defined therein), either alone or together with its Related Persons (as defined therein), (i) may own, directly or indirectly, of record or beneficially, shares of stock of the Corporation representing in the aggregate more than forty percent (40%) of the then outstanding votes entitled to be cast on any matter; (ii) who holds a trading permit of the Chicago Stock Exchange, Inc. (the “**Exchange**”) may own, directly or indirectly, of record or beneficially, shares of stock of the Corporation representing in the aggregate more than twenty (20%) of the then outstanding votes entitled to be cast on any matter; or (iii) may, directly, indirectly or pursuant to any voting trust, agreement, plan or other arrangement, vote or cause the voting of shares of the capital stock (whether such shares be common stock or preferred stock) of the Corporation or give any consent or proxy with respect to shares representing more than twenty percent (20%) of the voting power of the then issued and outstanding capital stock of the Corporation (or enter into any agreement, plan or other arrangement with any other Person, either along or together with its Related Persons, under circumstances that would result in the shares of capital stock of the Corporation that are the subject to such agreement, plan or other arrangement not being voted on any matter or matters or any proxy relating thereto being withheld, where the effect of such agreement, plan or other arrangement would be to enable any

Person, either alone or together with its Related Persons, to vote, possess the right to vote or cause the voting of shares of the capital stock of the Corporation which would represent more than twenty percent (20%) of said voting power) (collectively, the **“Ownership and Voting Limitations”**);

WHEREAS, following the consummation of the Merger, the Corporation will be a wholly-owned subsidiary of NYSE Group, Inc. (**“NYSE Group”**), which is a wholly-owned subsidiary of NYSE Holdings LLC, which is in turn a wholly-owned subsidiary of Intercontinental Exchange Holdings, Inc., which is in turn a wholly-owned subsidiary of Parent, (NYSE Group, NYSE Holdings LLC, Intercontinental Exchange Holdings, Inc. and Parent herein collectively referred to as the **“ICE Holding Companies”**), such that each of the ICE Holding Companies will possess (direct or indirect, as applicable) ownership (the **“Proposed Share Ownership”**) and (direct or indirect, as applicable) voting rights (the **“Proposed Voting Rights”**) in the Corporation in excess of the Ownership and Voting Limitations;

WHEREAS, on April 4, 2018, the Board resolved that the proper officers of CHX Holdings be, and each of them hereby is, authorized, in the name and on behalf of the Corporation, to make any and all necessary filings and to seek any and all other consents and/or regulatory or governmental approvals to the consummation of the transactions contemplated by the Merger Agreement, including the Merger, as may be required under applicable law, including the Corporation’s filing (**“Rule 19b-4 Filing”**) with the United States Securities and Exchange Commission (**“Commission”**) pursuant to Section 19(b) of the Securities Exchange Act of 1934 (**“Exchange Act”**) and Rule 19b-4 thereunder in connection with the Merger and other transactions contemplated by the Merger Agreement and any related amendments (collectively, the **“Amendments”**) to the governance documents and the rules of CHX Holdings and its subsidiaries;

WHEREAS, Article FIFTH, paragraph (b)(iii)(B) of the CHX Holdings Certificate provides that the Ownership and Voting Limitations may be waived by the Board pursuant to an amendment to the Bylaws of the Corporation (**“CHX Holdings Bylaws”**) adopted by the Board, if, in connection with the adoption of such amendment, the Board adopts a resolution stating that it is the determination of such Board that such amendment (i) will not impair the ability of the Exchange to carry out its functions and responsibilities as an "exchange" under the Exchange Act, and the rules thereunder; (ii) is otherwise in the best interests of the Corporation and its stockholders and the Exchange; and (iii) will not impair the ability of the Commission to enforce the Exchange Act, and such amendment shall not be effective until approved by said Commission;

WHEREAS, on April 4, 2018, the Board approved and directed that an amendment to the CHX Holdings Bylaws (**“Bylaw Waiver Amendment”**) be prepared and submitted to the Commission for approval in connection with the Rule 19b-4 Filing, that when effective, would waive the Ownership and Voting Limitations solely to permit Parent (and/or one or more of Parent’s wholly-owned subsidiaries) to possess ownership and voting rights in the Corporation in excess of the Ownership and Voting Limitations following consummation of the Merger;

WHEREAS, on April 4, 2018, the Board determined that the Bylaw Waiver Amendment (i) will not impair the ability of the Exchange to carry out its functions and responsibilities as an “exchange” under the Exchange Act and the rules thereunder; (ii) is otherwise in the best interests of the Corporation and its stockholders and the Exchange; and (iii) will not impair the ability of the Commission to enforce the Exchange Act;

WHEREAS, pursuant to Article FIFTH, paragraph (b)(iv) of the CHX Holdings Certificate, in any case where a Person, either alone or together with its Related Persons, would own or vote more than the Ownership and Voting Limitation, upon consummation of any proposed sale, assignment or transfer of the Corporation's capital stock, such sale, assignment or transfer shall not become effective until the Board shall have determined, by resolution, that such Person and its Related Persons are not subject to any applicable "statutory disqualification" (within the meaning of Section 3(a)(39) of the Exchange Act, as amended);

WHEREAS, management of the Corporation has advised the Board that based on (i) information reviewed and research conducted (with the assistance of outside counsel) by the Exchange and (ii) representations made by each of the ICE Holding Companies in signed officer's certificates delivered to the Corporation, it is believed that with respect to each of the ICE Holding Companies, neither the ICE Holding Company nor any of its Related Persons is subject to any applicable “statutory disqualification” as defined in Section 3(a)(39) of the Exchange Act;

WHEREAS, Article FIFTH, paragraph (b)(v) of the CHX Holdings Certificate provides that notwithstanding clauses (iii)(A) and (iii)(B) of Article FIFTH, paragraph (b) of the CHX Holdings Certificate, any Person (and its Related Persons owning any capital stock of the Corporation) which proposes to own, directly or indirectly, of record or beneficially shares of stock of the Corporation representing in the aggregate more than forty percent (40%) of the then outstanding votes entitled to be cast on any matter, or to exercise voting rights, or grant any proxies or consents with respect to shares of stock of the Corporation representing in the aggregate more than twenty percent (20%) of the then outstanding votes entitled to be cast on any matter, shall have delivered to the Board a notice in writing, not less than forty five (45) days (or any shorter period to which the Board shall expressly consent) before the proposed ownership of such shares, or the proposed exercise of said voting rights or the granting of said proxies or consents, of its intention to do so;

WHEREAS, the Board believes that the proposed Amendments would be in the best interests of the Corporation and its stockholders and the Exchange and its participants in general;

WHEREAS, the effectiveness of the Amendments (including the Bylaw Waiver Amendment) is contingent upon approval of the Rule 19b-4 Filing;

WHEREAS, a condition to the Merger is that the Commission approve the Rule 19b-4 Filing;

WHEREAS, the Bylaw Waiver Amendment will become operative immediately before the consummation of the Merger, such that the Ownership and Voting Limitations will be waived at that time to permit the Proposed Share Ownership and the Proposed Voting Rights by each of the ICE Holding Companies (direct or indirect, as applicable) upon the consummation of the Merger;

WHEREAS, the Amendments, excluding the Bylaw Waiver Amendment, will become operative upon the consummation of the Merger; and

WHEREAS, in connection with the above, the Board believes it is appropriate to make certain determinations with respect to the ICE Holding Companies;

DETERMINATIONS OF THE BOARD

NOW, THEREFORE, BE IT RESOLVED, that the Board has determined that the Bylaw Waiver Amendment, the (direct or indirect, as applicable) acquisition of the Proposed Share Ownership by each of the ICE Holding Companies and the (direct or indirect, as applicable) acquisition or (direct or indirect, as applicable) exercise of the Proposed Voting Rights by each of the ICE Holding Companies (i) will not impair the ability of the Exchange to carry out its functions and responsibilities as an “exchange” under the Exchange Act and the rules thereunder; (ii) are otherwise in the best interests of the Corporation and its stockholders and the Exchange; and (iii) will not impair the ability of the Commission to enforce the Exchange Act;

FURTHER RESOLVED, that the Board has considered the Merger Agreement and the Merger, the Proposed Share Ownership and Proposed Voting Rights of each of the ICE Holding Companies that would result therefrom, and after having received, considered and discussed information provided by the Exchange, has determined that neither the ICE Holding Company, nor any of its Related Persons, is subject to “statutory disqualification” within the meaning of Section 3(a)(39) of the Exchange Act;

FURTHER RESOLVED, that the Board hereby approves and directs that the Amendments, including the Bylaw Waiver Amendment, be submitted to the Commission for approval in connection with the Rule 19b-4 Filing (as defined above), that when effective, would waive the Ownership and Voting Limitations solely to permit each of the ICE Holding Companies to possess (direct or indirect, as applicable) ownership and (direct or indirect, as applicable) voting rights in the Corporation in excess of the Ownership and Voting Limitations following consummation of the Merger;

FURTHER RESOLVED, that the Board hereby determines that the execution and delivery of the Merger Agreement by Parent constitutes notice of the ICE Holding Companies’ intention in writing to acquire the Proposed Share Ownership and Proposed Voting Rights, and the Board hereby consents to a period of notice shorter than forty-five

(45) days before the proposed ownership of such shares or the proposed exercise of such voting rights;

PROPOSED RULE CHANGES

FURTHER RESOLVED, that in connection with the Merger, the resolutions set forth above shall be included in the Rule 19b-4 Filing, and shall not be effective until the Rule 19b-4 Filing is filed with, and approved by, the Commission;

FURTHER RESOLVED, that each executive officer of the Corporation (each, an “**Authorized Officer**”) be, and hereby is, authorized and directed, in the name and on behalf of CHX Holdings, to file, or recommend that the Exchange file, the Rule 19b-4 Filing with the Commission, along with any such modifications, amendments, or supplements as any Authorized Officer shall approve;

FURTHER RESOLVED, that the Amendments (including the Bylaw Waiver Amendment), each in substantially the form attached as an exhibit to the Rule 19b-4 Filing (with such modifications, amendments or supplements as any Authorized Officer shall approve) be, and they hereby are, approved and adopted by the Board, and shall become effective immediately before the consummation of the Merger (in the case of the Bylaw Waiver Amendment) and upon consummation of the Merger (in the case of the other Amendments);

CONSIDERATIONS

FURTHER RESOLVED, that in connection with authorizing and approving each of the foregoing resolutions, the Board has given due regard to the preservation of the independence of the self-regulatory function of the Exchange and to its obligations to investors and the general public, and determined that the actions to be taken pursuant to the foregoing resolutions do not interfere with the effectuation of decisions by the board of directors of the Exchange relating to its regulatory functions (including disciplinary matters) or would otherwise interfere with the Exchange’s ability to carry out its responsibilities under the Exchange Act; and

GENERAL

FURTHER RESOLVED, that all actions heretofore taken by the Corporation and the Authorized Officers in connection with any matter referred to in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects as fully as if such actions had been presented to this Board for its approval prior to such actions being taken.