

Proposed additions underlined  
Proposed deletions [bracketed]

**SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF  
CHICAGO STOCK EXCHANGE, INC.**

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IN WITNESS WHEREOF, the Corporation has caused this Second Amended and Restated Certificate of Incorporation to be executed by its duly authorized officer on ●, 201[8]9.

CHICAGO STOCK EXCHANGE, INC.

By: \_\_\_\_\_  
Name:  
Title: