

Additions underscored
Deletions [bracketed]

**[SIXTH]SEVENTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
NYSE GROUP, INC.**

NYSE Group, Inc. (the “Corporation”), a corporation organized and existing under the Delaware General Corporation Law, as amended from time to time (the “DGCL”), hereby certifies as follows:

SIXTH. A Fifth Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on February 23, 2017 (the “Fifth Amended and Restated Certificate of Incorporation”).

SEVENTH. A Sixth Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on February 7, 2018 (the “Sixth Amended and Restated Certificate of Incorporation”).

EIGHTH. This [Sixth]Seventh Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242 and 245 of the DGCL and by written consent of the holder of all the outstanding stock entitled to vote thereon in accordance with the provisions of Section 228 of the DGCL.

NINTH.[EIGHTH.] The [Fifth]Sixth Amended and Restated Certificate of Incorporation is hereby amended and restated in its entirety as follows:

ARTICLE X

CONFIDENTIAL INFORMATION

To the fullest extent permitted by applicable law, all confidential information pertaining to the self-regulatory function of [New York Stock Exchange, NYSE Arca, NYSE Arca Equities, NYSE MKT and NYSE National]any Exchange, in each case to the extent that such entities continue to be controlled, directly or

indirectly, by the Corporation (including but not limited to disciplinary matters, trading data, trading practices and audit information) contained in the books and records of any of the Exchanges that shall come into the possession of the Corporation shall: (x) not be made available to any Persons (other than as provided in the next sentence) other than to those officers, directors, employees and agents of the Corporation that have a reasonable need to know the contents thereof; (y) be retained in confidence by the Corporation and the officers, directors, employees and agents of the Corporation; and (z) not be used for any commercial purposes.

ARTICLE XIV

EFFECTIVE TIME

This [Sixth]Seventh Amended and Restated Certificate of Incorporation shall be effective at [12:00 pm]●, Eastern Standard Time, on [February 8]●, 2018.

IN WITNESS WHEREOF, the Corporation has caused this [Sixth]Seventh Amended and Restated Certificate of Incorporation to be executed by its duly authorized officer on [February 7]●, 2018.

NYSE GROUP, INC.

By: _____
Name:
Title: