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**RESOLUTIONS OF  
THE BOARD OF DIRECTORS OF  
INTERCONTINENTALEXCHANGE GROUP, INC.**

**December 13, 2013**

**Transfer of NYX Holdings Membership Interests and Proposed Rule Changes**

**WHEREAS**, IntercontinentalExchange Group, Inc. (the “Company”) has announced its intention to sell the continental European cash equity platforms and the derivatives trading on those platforms owned by the Company’s subsidiary Euronext N.V., a Dutch company with limited liability (the “Euronext Sale”);

**WHEREAS**, Euronext N.V. is a wholly owned subsidiary of NYSE Euronext Holdings LLC, a Delaware limited liability company (“NYX Holdings”), which in turn is a direct wholly owned subsidiary of the Company;

**WHEREAS**, in preparation for the Euronext Sale, continued compliance with relevant debt covenants and the integration of Liffe’s derivatives business prior to the Euronext Sale, certain transfers of entities within the corporate structure needs to occur;

**WHEREAS**, in furtherance of these actions, the Company proposes to contribute its 100% membership interest in NYX Holdings to IntercontinentalExchange, Inc., a Delaware corporation and also a direct wholly owned subsidiary of the Company (“ICE Inc.”);

**WHEREAS**, upon completion of the Transfer (as such term is defined below), each U.S. Regulated Subsidiary and each European Market Subsidiary (as such terms are defined in the Bylaws of the Company) will become an indirect wholly owned subsidiary of ICE Inc.;

**WHEREAS**, the Amended and Restated Limited Liability Company Agreement of NYX Holdings (the “NYX Holdings Operating Agreement”) contains a restriction on the transfer of the membership interests by the Company, NYX Holdings’ sole member;

**WHEREAS**, the Board has been advised that the NYX Holdings Operating Agreement will be amended and restated effective upon the Transfer (as defined below) to reflect that ICE Inc. will then be the sole member of NYX Holdings; and

**WHEREAS**, the Board has been advised that the Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws of ICE Inc. will be further amended and restated to add certain voting and ownership limitations and other provisions relating to ICE Inc.’s indirect ownership of the U.S. Regulated Subsidiaries

and the European Market Subsidiaries, with such provisions currently contained in the constituent documents of the Company and NYX Holdings;

**NOW, THEREFORE, BE IT RESOLVED**, that the Company be, and it hereby is, authorized and instructed pursuant to Section 123 of the Delaware General Corporation Law to make a contribution of its entire membership interest in NYX Holdings to ICE Inc. (the "Transfer"), subject to the prior approval of such contribution with respect to the U.S. Regulated Subsidiaries by the U.S. Securities and Exchange Commission (the "Commission") and with respect to the European Market Subsidiaries by each European governmental and regulatory authority whose approval is deemed necessary, appropriate or desirable by the Authorized Persons.

**FURTHER RESOLVED**, that the preparation and filing by each of New York Stock Exchange, LLC, NYSE Arca, Inc. and NYSE MKT LLC (the "U.S. Regulated Exchanges") in connection with the Transfer of applications under Section 19(b) of the U.S. Securities Exchange Act of 1934, in form and substance acceptable to such exchange and the Company, requesting approval of the Transfer and of the related amendments to the constituent documents of ICE Inc. and NYX Holdings LLC, in substantially the form presented to this meeting, and including, as appropriate, extracts from these resolutions (the "Proposed Rule Change"), with such changes therein or additions thereto as may be approved or deemed necessary, appropriate or desirable by the Authorized Persons, be, and it hereby is, approved.

**FURTHER RESOLVED**, that the Authorized Persons (as such term is defined below) be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to cooperate with the U.S. Regulated Exchanges and with NYX Holdings and ICE Inc. to accomplish the filing of the Proposed Rule Change 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.

**FURTHER RESOLVED**, that the Authorized Persons (as such term is defined below) be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to seek approval for the Transfer from each European governmental and regulatory authority whose approval is deemed necessary, appropriate or desirable by the Authorized Persons.

**FURTHER RESOLVED**, that all actions taken heretofore by the Authorized Persons and their delegates in furtherance of the purpose of these resolutions be, and they hereby are, ratified and confirmed in all respects as the acts and deeds of the Company.

**FURTHER RESOLVED**, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements, instruments, documents, government filings and/or notices described in the foregoing resolutions or any action to be taken in accordance with any requirements of any of the agreements, instruments, documents, government filings and/or notices described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Persons to

take all actions necessary, advisable, desirable, appropriate or required by law to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.

**Authorized Persons**

**FURTHER 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.