

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
INTERCONTINENTAL EXCHANGE, INC.**

I. PURPOSE

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Intercontinental Exchange, Inc. (the “Company”) shall assist the Board in discharging its responsibilities relating to the compensation of the Company’s executives and employees. The Committee shall also be responsible for producing an annual Compensation Committee Report for inclusion in the Company’s annual proxy statement in accordance with applicable Securities and Exchange Commission (“SEC”) rules and regulations.

II. ORGANIZATION AND MEMBERSHIP

The Committee shall be comprised of at least three directors, or such greater number determined by the Board, each of whom the Board has determined has no material relationship with the Company, and each of whom is otherwise “independent” under the rules of the New York Stock Exchange, Inc. as they apply to compensation committee members.

Members of the Committee shall be appointed by the Board based on the recommendations of the Nominating and Governance Committee and, unless otherwise directed by the Board, shall serve one-year terms. Members may be removed by the Board at any time with or without cause. Membership on the Committee shall automatically end at such time as a member ceases to be a member of the Board. Upon the removal or resignation of a member, the Board may appoint a successor to serve for the remainder of the unexpired term. One member of the Committee will be appointed chairperson by the Board. If the Board fails to appoint the Committee’s chairperson, the Committee will appoint one member of the Committee as chairperson.

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee, whether or not such delegation is specifically contemplated under any plan or program. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are (i) “Non-Employee Directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as in effect from time to time, and (ii) “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code, as in effect from time to time (the “Code”).

Additionally, the Committee may delegate to executive officers of the Company designated by the Committee the authority to make grants of stock options and awards to any incoming new employee who is not an executive officer of the Company. Any executive officers to whom the Committee grants such authority shall regularly report to the Committee grants so made. The Committee may revoke any such delegation of authority at any time.

III. MEETINGS

The Committee will hold at least four meetings per year, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The chairperson of the Committee will establish the agenda for each Committee meeting. Members of the Committee may participate in a meeting of the Committee by means of a conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

The Committee shall meet in executive session to discuss and approve the compensation (both cash and non-cash) of the Chief Executive Officer (the “CEO”). The CEO may not be present during deliberations or voting in connection with the Committee’s decision as to the compensation of the CEO.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee will:

1. In consultation with senior management, establish the Company’s general compensation philosophy, and oversee the development and implementation of compensation programs, taking into account risk management and risk-taking incentives, and considering whether programs are reasonably likely to have a material adverse effect on the Company.
2. Review and approve the compensation (including cash, non-cash and incentive compensation) for all officers of the Company and its subsidiaries, including the CEO. Appoint the officers of the Company and its subsidiaries and review and approve the terms of employment or employment agreements for such officers.
3. Report to the Board relating to the Committee’s decisions regarding the compensation and evaluation of the Company’s executive officers.
4. Review say-on-pay vote and remuneration-related shareholder proposals.
5. Make recommendations to the Board with respect to the design, implementation and administration of incentive compensation plans and equity-based plans, including the 2003 Restricted Stock Deferral Plan for Outside Directors, the 2013 Omnibus Employee Incentive Plan, the 2013 Omnibus Non-Employee Director Incentive Plan, the 2009 Omnibus Incentive Plan, the Executive Bonus Plan, the Company’s annual bonus plan and the legacy NYSE Euronext Omnibus Incentive Plan, and review and comment on proposals for such plans. Oversee the activities of the individuals and committees responsible for administering these plans and other committees that may be formed from time to time, and discharge any responsibilities imposed on the Committee by any of these plans.
6. Review and approve corporate and individual performance goals and objectives relevant to compensation for executive officers, including the CEO.

7. Evaluate the CEO's performance, set the CEO's compensation level based on this evaluation and report to the Board regarding the compensation and evaluation of the CEO.
8. Review performance of executive officers and consult with the CEO regarding the terms and compensation for other executives, and review and approve the same.
9. Review the Company's succession planning for executive officers, including policies and principles for selecting a successor to the CEO, both in an emergency situation and in the ordinary course of business; consult with the CEO and periodically report to the Board on matters relating to succession planning.
10. Approve any new equity compensation plan or any material change to an existing plan and recommend approval to the Board.
11. In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Code.
12. Review and approve any severance or similar termination payments proposed to be made to any current or former executive officer of the Company.
13. Produce an annual Compensation Committee report for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations and review the Company's Compensation Discussion and Analysis in the annual proxy statement.
14. Advise the Board on trends in compensation programs for independent directors, with a view toward aligning such compensation with stockholder interests.
15. Review and approve compensation, including equity compensation, for the members of the Board and Board committees for the Company and its subsidiaries.
16. Report to the Board on a regular basis, including information regarding option grants and stock awards.
17. Annually review and evaluate the performance of the Committee and provide a report to the Board, which evaluation shall compare the performance of the Committee with the requirements of this Charter.
18. Review this Charter at least annually, update this Charter as necessary and ensure that this Charter is submitted to the Company's Secretary for posting on the Company's website.

19. Directly or through a designated executive officer as permitted under this Charter, exercise the powers and undertake the responsibilities of the “Administrator”, “Plan Administrator” or similar administrative position (as express delegate of the Board) under the Company’s incentive plans, equity based plans and/or other employee benefit plans to the extent that the Board, by separate resolution(s) in accordance with the provisions of the applicable plan, so specifies.
20. At the request of the compensation committee of any subsidiary of the Company, advise and assist it concerning human resource policies and procedures and director and officer compensation. It is acknowledged that certain of the Company’s regulated subsidiaries must have sole responsibility for, or provide input with respect to, compensation discussions and determining whether performance-based compensation is permitted or appropriate. The Committee will assist these subsidiaries when permitted.
21. Perform any other activities consistent with this Charter, the Company’s Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

V. RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee shall have the resources, funding and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of any compensation consultants, outside legal counsel or other advisors to the Committee (each, an “Advisor”), as it deems appropriate, without seeking approval of the Board or management. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor it retains. To the extent required by NYSE rules, the Committee may select or receive advice from an Advisor only after taking into consideration all factors relevant to the Advisor’s independence from management, including the factors set forth in the NYSE rules.

VI. APPROVAL AND ADOPTION

This Charter was approved and adopted effective as of November 12, 2013 (revised to update the name change effective June 2, 2014 per Board approval on February 28, 2014).