

Proposed additions underlined

Proposed deletions [bracketed]

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

This Second Amended and Restated Certificate of Incorporation of the Corporation has been duly adopted in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

The name of the corporation (the "Corporation") is CHICAGO STOCK EXCHANGE, INC. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on March 15, 1972 (the "Original Certificate of Incorporation"), and the name under which the Corporation filed the Original Certificate of Incorporation was MIDWEST STOCK EXCHANGE, INCORPORATED.

Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Second Amended and Restated Certificate of Incorporation hereby amends and restates the [text of the]Amended and Restated Certificate of Incorporation of the Corporation[is hereby amended and restated to read] in its entirety, and reads in its entirety as follows:

FIRST: The name of the corporation (the "Corporation") is NYSE Chicago, Inc. [CHICAGO STOCK EXCHANGE, INC.]

SECOND: The address of the registered office of the Corporation in the State of Delaware is c/o United Agent Group Inc., 3411 Silverside Road, Tatnall Building No. 104, Wilmington, County of New Castle, Delaware 19810, and the name of its registered agent at that address is United Agent Group Inc.

THIRD: The purpose or purposes of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock having a par value of \$.01 per share. NYSE Chicago[CHX] Holdings, Inc. will be the sole owner of this stock.

FIFTH: (a) [Authority]General. The governing body of the Corporation shall be its Board of Directors which shall exercise all powers conferred to it by the laws of the State of Delaware. In furtherance of and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt the bylaws and the rules of the Corporation and to amend or repeal any provision thereof subject to such conditions as

the bylaws or rules may provide. Directors shall be elected by the stockholders of the Corporation. Elections of directors of the Corporation need not be by written ballot unless the bylaws so provide. Except as otherwise provided in the bylaws or the rules, the stockholders shall nominate directors for election at the annual meeting of the stockholders. Such nominations shall comply with the Corporation's rules and the bylaws[The business and affairs of the Corporation shall be managed by the Board of Directors, except to the extent that the authority, powers and duties of such management shall be delegated to a committee or committees of the Corporation established pursuant to the bylaws or the rules of the Corporation. In addition to any committees of the Board of Directors which may be established as permitted by law, the bylaws or rules of the Corporation may provide for the establishment of one or more committees (the members of which shall be selected as provided in the bylaws and need not be members of the Board of Directors), each of which shall have the authority, powers and duties, in the management of the business and affairs of the Corporation, as the bylaws or rules shall provide].

(b) [Number and Composition of Directors. Subject to Article FIFTH(c), the Board shall consist of a number of directors ("Directors") as determined from time to time by the stockholders; provided that (1) at least fifty percent (50%) of the directors will be persons from the public and will not be, or be affiliated with, a broker-dealer in securities or employed by, or involved in any material business relationship with, the Corporation or its affiliates ("Public Directors"); and (2) at least twenty percent (20%) of the directors shall consist of individuals nominated by the trading permit holders who are permitted to trade on the Corporation's facilities for the trading of equities that are securities as covered by the Securities Exchange Act of 1934, as amended (collectively, such individuals, "Permit Holders") (such directors, "STP Participant Directors"). For purposes of calculation of the minimum number of STP Participant Directors, if 20 percent of the Directors is not a whole number, such number of Directors to be nominated and selected by the Permit Holders will be rounded up to the next whole number. The term of office of a director shall not be affected by any decrease in the authorized number of directors.

(c) Nominees for a Director position shall provide the Secretary such information as is reasonably necessary to serve as the basis for a determination of the nominee's qualifications as a Director, for purposes of Article FIFTH(b) of this Certificate of Incorporation, and the Secretary shall make such determination concerning the nominee's qualifications.

(d) Terms. Each director shall hold office for a term that expires at the annual meeting of the stockholders next following his or her election, provided that if he or she is not re-elected and his or her successor is not elected and qualified at the meeting and there remains a vacancy on the Board of Directors, he or she shall continue to serve until his or her successor is elected and qualified or until his or her earlier death, resignation or removal.

(e) Election and Qualification of Directors. At each annual meeting of the stockholders, except as otherwise provided by the bylaws, the stockholders shall elect directors to serve until the next annual meeting or until their successors are elected and qualified.

(f) Removal of Directors. Except as provided herein, any[No] director may be removed from office by a vote of the stockholders at any time with or without[except for]cause; provided, however, that a Non-Affiliated Director, as such term is defined in the bylaws of the Corporation, may only be removed for cause. For purposes of this section, "cause" shall [mean only]include (i) a breach of a director's duty of loyalty to the Corporation or its stockholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) actions resulting in liability under Section 174 of the General Corporation Law of the State of Delaware, or (iv) transactions from which a director derived an improper personal benefit. Any director may be removed for cause by the holders of a majority of the shares of capital stock then entitled to be voted at an election of directors.

(c) The stockholder shall have authority to fix compensation of all directors for services to the Corporation as directors, officers or otherwise[(g) Vacancies. Any vacancy on the Board of Directors resulting from the death, retirement, resignation, disqualification or removal of a director, as well as any newly created directorship resulting from an increase in the number of directors which occurs between annual meetings of the stockholders at which directors are elected, may be filled (i) with a person nominated by the Chairman and Vice Chairman of the Corporation and elected by a majority of the directors then in office, though less than a quorum or by a sole remaining director, or (ii) by action taken by the stockholders of the Corporation, and those vacancies resulting from removal from office by a vote of the stockholders for cause may be filled by a vote of the stockholders at the same meeting at which such removal occurs. Any person chosen to fill a vacancy or newly-created directorship must qualify as the type of director (Public Director or STP Participant Director) associated with the seat on the board being filled. A director chosen to fill a vacancy or newly-created directorship shall hold office until the end of the next annual meeting of stockholders. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director].

SIXTH: The duration of the Corporation shall be perpetual.

SEVENTH: The Board of Directors shall have the power to adopt, amend or repeal the bylaws and rules of the Corporation. The bylaws may also be amended or repealed, or new bylaws may be adopted, by action taken by the stockholders of the Corporation. Before any amendment to, alteration or repeal of any provision of the bylaws of the Corporation under this Article SEVENTH shall be effective, those changes shall be submitted to the Board and if the same must be filed with or filed with and approved by the Securities and Exchange Commission ("Commission") the proposed changes to the bylaws of the Corporation shall not become effective until filed with or filed with and approved by the Commission, as the case may be.

EIGHTH: [(a) Indemnification. The Corporation may provide indemnification for members of its Board of Directors and of committees of the Board of Directors and of other committees of the Corporation, its officers, agents and employees, and those serving another corporation, partnership, joint venture, trust or other enterprise at the request of the Corporation, within the limits permitted by Delaware law to safeguard such persons from expense and liability for actions they take in any such capacity in good faith in furtherance of, or without belief that such actions are opposed to, the best interests of the Corporation and its stockholders, and, with respect to any criminal action or proceeding, if such person had no reasonable cause to believe that such person's conduct was unlawful.

(b)]Limitation of Liability. To the fullest extent [that]not prohibited by the General Corporation Law of the State of Delaware, as it exists on the date this certificate of incorporation is adopted or as [it]such law may later be amended, [permits the limitation or elimination of the liability of directors,] no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director[, except where such liability arises directly or indirectly as a result of a violation of the federal securities laws]. No amendment to or repeal of this Article shall adversely affect any right or protection of a[apply to or have any effect on the liability of any] director of the Corporation that exists at the time of[for or with respect to any acts or omissions of such director occurring prior to] such amendment or repeal with respect any actions taken, or inactions, prior thereto.

NINTH: Action may be taken by the stockholders of the Corporation, without a meeting, by written consent as and to the extent provided at the time by the General Corporation Law of the State of Delaware, provided that the matter to be acted upon by such written consent previously has been approved by the Board of Directors of the Corporation and directed by such Board to be submitted to the stockholders for their action by written consent.

TENTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the such court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the

stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

ELEVENTH: The Corporation reserves the right to amend this certificate of incorporation, and to change or repeal any provision of the certificate of incorporation, and all rights conferred upon stockholders by such certificate of incorporation are granted subject to this reservation; provided, however, that any amendment to this certificate of incorporation must be approved by a majority of the members of the Board of Directors who are present at the meeting at which the amendment is proposed and by a majority of the stockholders of the Corporation[present in person or by proxy at the meeting of stockholders at which the amendment is submitted]. Any change to the Certificate of Incorporation that is required to be approved or filed with the Commission before it may become effective shall not become effective, under Section 19 of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, until the procedures of the Commission necessary to make it effective shall have been satisfied. Before any amendment to, or repeal of, any provision of this Certificate of Incorporation shall be effective, those changes shall be submitted to the Board of Directors of the Corporation and if such amendment or repeal must be filed with or filed with and approved by the Commission, then the proposed changes to this Certificate of Incorporation shall not become effective until filed with or filed with and approved by the Commission, as the case may be.

IN WITNESS WHEREOF, the Corporation has caused this Second Amended and Restated Certificate of Incorporation to be executed by its duly authorized officer on ●[July 18], 2018.

CHICAGO STOCK EXCHANGE, INC.

By: _____
Name:
Title: