IntercontinentalExchange Group, Inc.
Form S-4/A
April 30, 2013
Table of Contents

As filed with the Securities and Exchange Commission on April 30, 2013

Registration No. 333-187402

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2

to

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

INTERCONTINENTALEXCHANGE GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware	6200	46-2286804
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

2100 RiverEdge Parkway

Suite 500

Atlanta, GA 30328

(770) 857-4700

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant s Principal Executive Offices)

Johnathan H. Short, Esq.

Andrew J. Surdykowski, Esq.

IntercontinentalExchange Group, Inc.

2100 RiverEdge Parkway

Suite 500

Atlanta, GA 30328

(770) 857-4700

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

John Evangelakos, Esq.

Audra D. Cohen, Esq.

Catherine M. Clarkin, Esq.

Sullivan & Cromwell LLP

125 Broad Street

David C. Karp, Esq.

Wachtell, Lipton, Rosen & Katz

51 W. 52nd Street

New York, New York 10019

Phone: (212) 403-1000

New York, New York 10004

Phone: (212) 558-4000

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective and upon completion of the merger.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box: ¨

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

Table of Contents

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ¨	Accelerated filer ¨
Non-accelerated filer þ (Do not check if a smaller reporting company)	Smaller reporting company ¨

If applicable, place an ü in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) ¨
Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) ¨

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value $0.01 per share	114,184,266 shares[1]	N/A	$18,083,768,750[2]	$2,466,627[3][4]

(1) Represents the maximum number of shares of IntercontinentalExchange Group, Inc. common stock estimated to be issuable upon the completion of the mergers described herein. The number of shares of common stock, par value $0.01 per share, of the registrant (ICE Group common stock) being registered is based upon the sum of (i) the product obtained by multiplying (x) 72,764,989 shares of common stock, par value $0.01 per share, of IntercontinentalExchange, Inc. (ICE common stock), the estimated maximum number of shares of ICE common stock that may be canceled and exchanged in the ICE merger by (y) the exchange ratio of 1.0 per share of ICE Group common stock for each share of ICE common stock, plus (ii) the product obtained by multiplying (a) 243,213,604 shares of common stock, par value $0.01 per share, of NYSE Euronext (NYSE Euronext common stock), the estimated maximum number of shares of NYSE Euronext common stock that may be canceled and exchanged in the NYSE Euronext merger by (b) the exchange ratio of 0.1703 per share of ICE Group common stock for each share of NYSE Euronext common stock.

(2) Pursuant to Rules 457(f)(1) and 457(c) under the Securities Act and estimated solely for the purpose of calculating the registration fee, the proposed maximum aggregate offering price is the sum of (i) the product obtained by multiplying (x) $159.71 (the average of the high and low prices of ICE common stock on March 18, 2013), by (y) 72,759,506 shares of ICE common stock (the estimated number of shares of ICE common stock that may be cancelled and exchanged in the ICE merger as of March 20, 2013), plus (ii) the product obtained by multiplying (x) $157.60 (the average of the high and low prices of ICE common stock on April 4, 2013), by (y) 3,639 shares of ICE common stock (the estimated additional number of shares of ICE common stock that may be cancelled and exchanged in connection with the ICE merger as of April 9, 2013), plus (iii) the product obtained by multiplying (x) $157.92 (the average of the high and low prices of ICE common stock on April 24, 2013), by (y) 1,844 shares of ICE common stock (the estimated additional number of shares of ICE common stock that may be cancelled and exchanged in connection with the ICE merger as of April 26, 2013), plus (iv) the product obtained by multiplying (a) $37.83 (the average of the high and low prices of NYSE Euronext common stock on March 18, 2013), by (b) 242,975,798 shares of NYSE Euronext common stock (the estimated maximum number of shares of NYSE Euronext common stock that may be canceled and exchanged in the NYSE Euronext merger as of March 20, 2013), plus (v) the product obtained by multiplying (x) $ 38.04 (the average of the high and low prices of NYSE Euronext common stock on April 24, 2013), by (y) 237,806 shares of NYSE Euronext common stock (the estimated additional number of shares of NYSE Euronext common stock that may be cancelled and

exchanged in connection with the NYSE Euronext merger as of April 26, 2013), minus (vi) $2,738,337,244 (the estimated amount of cash to be paid by the registrant to NYSE Euronext stockholders in the NYSE Euronext merger).

(3) Calculated by multiplying the estimated aggregate offering price of securities to be registered by 0.00013640.

(4) $2,465,353 was previously paid.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

Information contained herein is subject to completion or amendment. A registration statement relating to the shares of IntercontinentalExchange, Inc. common stock to be issued in the merger has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This joint proxy statement/prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale is not permitted or would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

PRELIMINARY JOINT PROXY STATEMENT/PROSPECTUS

DATED APRIL 30, 2013, SUBJECT TO COMPLETION

Dear Stockholders:

On December 20, 2012, IntercontinentalExchange, Inc. (ICE) and NYSE Euronext entered into a merger agreement, which was amended and restated on March 19, 2013, pursuant to which ICE will acquire NYSE Euronext under a newly formed holding company, IntercontinentalExchange Group, Inc. (ICE Group). Following successive merger transactions, ICE and NYSE Euronext will become wholly owned subsidiaries of ICE Group. The mergers combine two leading exchange groups to create a premier global exchange operator diversified across markets.

In the mergers, each share of ICE common stock owned by an ICE stockholder (except for certain shares held by ICE or Braves Merger Sub, Inc.) will be converted into the right to receive one share of ICE Group common stock. Each share of NYSE Euronext common stock owned by a NYSE Euronext stockholder (except for certain shares held by ICE, NYSE Euronext, or their subsidiaries, and shares held by NYSE Euronext stockholders who properly seek appraisal in accordance with Delaware law) will be converted into the right to receive 0.1703 of a share of ICE Group common stock and $11.27 in cash (this is referred to as the standard election amount). In lieu of the standard election amount, NYSE Euronext stockholders will have the right to make either a cash election to receive $33.12 in cash, or a stock election to receive 0.2581 of a share of ICE Group common stock, for each of their NYSE Euronext shares. Both the cash election and the stock election are subject to the proration and adjustment procedures to ensure that the total amount of cash paid, and the total number of shares of ICE Group common stock issued, in the merger to NYSE Euronext stockholders, as a whole, will be equal to the total amount of cash and number of shares that would have been paid and issued if all of the NYSE Euronext stockholders received the standard election amount. NYSE Euronext stockholders who fail to make a timely election or who make no election will receive the standard election amount. The precise consideration that NYSE Euronext stockholders will receive if they make the cash election or the stock election will not be known at the time that NYSE Euronext stockholders vote on the merger or make an election. For a description of the consideration that NYSE Euronext stockholders will receive if they make the cash election or the stock election, and the potential adjustments to this consideration, see The Merger Agreement Effect of the NYSE Euronext Merger on Shares of NYSE Euronext Common Stock and Interests of Baseball Merger Sub. It is anticipated that ICE stockholders and NYSE Euronext stockholders, in each case as of immediately prior to the mergers, will hold approximately 64% and 36%, respectively, of the issued and outstanding shares of ICE Group common stock immediately after completion of the mergers, in each case as determined on a fully diluted basis and without giving effect to any shares of ICE common stock held by NYSE Euronext stockholders prior to the mergers. If the mergers are completed, it is currently estimated, based on the number of shares of NYSE Euronext common stock outstanding and reserved for issuance, that payment of the stock portion of the NYSE Euronext merger consideration will require ICE Group to issue or reserve for issuance approximately 42.5 million shares of ICE Group common stock in connection with the NYSE Euronext merger and that the maximum cash consideration required to be paid in the NYSE Euronext merger for the cash portion of the NYSE Euronext merger consideration will be approximately $2.7 billion. You should obtain current stock price quotations for ICE common stock and NYSE Euronext common stock. ICE common stock trades on the New York Stock Exchange under the symbol ICE, and NYSE Euronext common stock is dually listed and trades on the New York Stock Exchange and Euronext Paris under the symbol NYX. The value of the NYSE Euronext merger consideration may differ from the estimated value based on the current price per share of ICE common stock or the price per share of ICE common stock at the time of the ICE and NYSE Euronext special meetings. Upon completion of the mergers, ICE Group intends to list its common stock on the New York Stock Exchange under ICE s current ticker symbol, ICE, and ICE common stock and NYSE Euronext common stock will be delisted and cease to be publicly traded.

ICE and NYSE Euronext will each hold a special meeting of stockholders to consider the proposed mergers and related matters. ICE and NYSE Euronext cannot complete the proposed mergers unless, among other things, ICE s stockholders adopt the merger agreement and approve proposals relating to ICE Group s certificate of incorporation, and NYSE Euronext stockholders adopt the merger agreement.

Your vote is very important. To ensure your representation at your company s special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet. Please vote promptly whether or not you expect to attend your company s special meeting. Submitting a proxy now will not prevent you from being able to vote in person at your company s special meeting. **The ICE board of directors determined that the mergers and the other transactions contemplated by the merger agreement are in the best interests of the ICE stockholders, and has approved and declared advisable the merger agreement and the transactions contemplated thereby, including the mergers, and recommends that ICE stockholders vote FOR the adoption of the merger agreement and the transactions contemplated thereby, including the mergers, and FOR the approval of proposals relating to ICE Group s certificate of incorporation. The NYSE Euronext board of directors has determined that the mergers and the other transactions contemplated by the merger agreement are in the best interests of the NYSE Euronext stockholders, and has approved and declared advisable the merger agreement and the transactions contemplated thereby, including the mergers, and recommends that NYSE Euronext stockholders vote FOR the adoption of the merger agreement and the transactions contemplated thereby, including the mergers.**

The obligations of ICE and NYSE Euronext to complete the mergers are subject to the satisfaction or waiver of several conditions set forth in the merger agreement, a copy of which is included herein. The joint proxy statement/prospectus provides you with detailed information about the proposed mergers. It also contains or references information about ICE and NYSE Euronext and certain related matters. You are encouraged to read this document carefully. **In particular, you should read the Risk Factors section beginning on page 36 for a discussion of the risks you should consider in evaluating the proposed transaction and how it will affect you.**

Sincerely,

Jeffrey C. Sprecher	Duncan L. Niederauer
Chairman and Chief Executive Officer	Chief Executive Officer
IntercontinentalExchange, Inc.	NYSE Euronext

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the mergers, the issuance of the ICE Group common stock in connection with the mergers or the other transactions described in this document, or passed upon the adequacy or accuracy of the disclosure in this document. Any representation to the contrary is a criminal offense.

This document is dated April 30, 2013, and is first being mailed to stockholders of ICE and NYSE Euronext on or about May 2, 2013.

Table of Contents

WHERE YOU CAN FIND MORE INFORMATION

Both ICE and NYSE Euronext file annual, quarterly and special reports, proxy statements and other business and financial information with the Securities and Exchange Commission (the SEC). You may read and copy any materials that either ICE or NYSE Euronext files with the SEC at the SEC s Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, at prescribed rates. Please call the SEC at (800) SEC-0330 ((800) 732-0330) for further information on the Public Reference Room. In addition, ICE and NYSE Euronext file reports and other business and financial information with the SEC electronically, and the SEC maintains a website located at http://www.sec.gov containing this information. You will also be able to obtain these documents, free of charge, from ICE at http://www.theice.com under the About ICE link and then under the heading Investors & Media or from NYSE Euronext by accessing NYSE Euronext s website at http://www.nyx.com under the Investor Relations link and then under the heading SEC Filings.

ICE Group has filed a registration statement on Form S-4 of which this document forms a part with respect to the ICE Group common stock to be issued in the mergers. This document constitutes the prospectus of ICE Group filed as part of the registration statement. As permitted by SEC rules, this document does not contain all of the information included in the registration statement or in the exhibits or schedules to the registration statement. You may read and copy the registration statement, including any amendments, schedules and exhibits at the addresses set forth below. Statements contained in this document as to the contents of any contract or other documents referred to in this document are not necessarily complete. In each case, you should refer to the copy of the applicable contract or other document filed as an exhibit to the registration statement. This document incorporates by reference documents that ICE and NYSE Euronext have previously filed with the SEC and documents that ICE, ICE Group and NYSE Euronext may file with the SEC after the date of this document and prior to the date of the respective special meetings of the ICE stockholders and the NYSE Euronext stockholders. These documents contain important information about the companies and their financial condition. See Incorporation of Certain Documents by Reference on page 220. These documents are available without charge to you upon written or oral request to the applicable company s principal executive offices. The respective addresses and telephone numbers of such principal executive offices are listed below.

For ICE Stockholders:
IntercontinentalExchange, Inc.

2100 RiverEdge Parkway

Suite 500

Atlanta, GA 30328
Attention: Investor Relations

(770) 857-4700

ir@theice.com

For NYSE Euronext Stockholders:
NYSE Euronext

11 Wall Street
New York, NY 10005

Attention: Investor Relations
(212) 656-5700

InvestorRelations@nyx.com

In addition, if you have questions about the mergers or the special meetings, or if you need to obtain copies of the accompanying joint proxy statement/prospectus, proxy cards, election forms or other documents incorporated by reference in the joint proxy statement/prospectus, you may contact the appropriate contact listed below. You will not be charged for any of the documents you request.

For ICE Stockholders:
D.F. King & Co., Inc.

48 Wall Street

New York, New York 10005

ice@dfking.com

ICE stockholders: 1-800-735-3591 (Toll-Free)

For NYSE Euronext Stockholders:

Mackenzie Partners, Inc.

105 Madison Avenue

New York, New York 10016

Bank & Brokerage Firms: (212) 269-5550 proxy@mackenziepartners.com

(212) 929-5500 (Collect) / (800) 322-2885 (Toll-Free)

+44 (0) 203 178 8057 (London Office)

To obtain timely delivery of these documents before ICE s and NYSE Euronext s special meetings of stockholders, you must request the information no later than May 24, 2013.

ICE common stock is traded on the New York Stock Exchange under the symbol ICE, and NYSE Euronext common stock is dually listed and trades on the New York Stock Exchange and Euronext Paris under the symbol NYX.

Table of Contents

Additional Information Related to the Offer of ICE Group Common Stock

INFORMATION FOR PROSPECTIVE INVESTORS IN THE EUROPEAN ECONOMIC AREA

This document is not a prospectus for the purposes of Directive 2003/71/EC (an EEA Prospectus) but is an advertisement. IntercontinentalExchange Group, Inc. may publish an EEA Prospectus for the offer of its common stock to be issued in the proposed merger. Any such EEA Prospectus is likely to contain similar information to that contained in this joint proxy statement/prospectus. However, it is possible that IntercontinentalExchange Group, Inc. may be required (under applicable law, rules, regulations or guidance applicable to the public offer of securities or otherwise) to make certain changes or additions to or deletions from the description of its business, financial statements and other information contained herein. Furthermore, certain events might occur or circumstances might arise between publication of this document and of any EEA Prospectus that would require additional or different disclosure to be made in such EEA Prospectus. If the public offer referred to above is made, the EEA Prospectus will be published and made available at http://www.theice.com and at ICE s offices at Milton Gate, Chiswell Street, London EC1Y 4SA. Potential investors to whom the offer is addressed and who are resident in the United Kingdom or other EEA jurisdictions where the EEA Prospectus is to be passported should have reference only to such EEA Prospectus (and not to this document) in arriving at their investment decision.

In relation to each member state of the EEA which has implemented the Prospectus Directive (each, a Relevant Member State), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date), no offer of any shares has been made to the public in that Relevant Member State other than any offer where a prospectus has been or will be published in relation to such shares that has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the relevant competent authority in that Relevant Member State in accordance with the Prospectus Directive, except that with effect from and including the Relevant Implementation Date, an offer of such shares may be made to the public in that Relevant Member State:

(a) to qualified investors, as permitted under article 3(2)(a) of the Prospectus Directive;

(b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under article 3(2)(b) of the Prospectus Directive; or

(c) in any other circumstances falling within Article 3(2)(c), 3(2)(d) and 3(2)(e) of the Prospectus Directive, provided that no such offer of securities shall require ICE Group to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression an offer to the public in relation to any shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the shares to be offered so as to enable an investor to decide to purchase or subscribe the securities, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State. The expression Prospectus Directive means Directive 2003/71/EC of the European Parliament and of the Council of November 4, 2003 (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression 2010 PD Amending Directive means Directive 2010/73/EU of the European Parliament and of the Council of November 24, 2010.

Table of Contents

Denmark

This document has not been filed with or approved by the Danish Financial Supervisory Authority or any other regulatory authority in the Kingdom of Denmark.

Spain

This document is addressed exclusively to the current shareholders of the ICE and NYSE Euronext and refers to securities of a foreign company.

Please be aware that, in connection with the offering of securities arising from the shares of ICE Group common stock to be issued in the mergers and offered to the current stockholders of NYSE Euronext, a European Economic Area prospectus approved by the competent authority of the United Kingdom (United Kingdom Listing Authority UKLA) in accordance with Directive 2003/71/EC (the Prospectus Directve) may be notified to the *Comisión Nacional del Mercado de Valores* (CNMV) following the procedure set forth in Chapter IV of the Prospectus Directive. A translation into Spanish of the summary of any such prospectus would be available in the web page of the CNMV (*www.cnmv.es*).

This document has not been verified, approved or recommended by the CNMV or by any other Spanish authority, nor has such entity confirmed the adequacy or accuracy of its content. Consequently, the distribution of this document in the Spanish jurisdiction is restricted by law. Persons in possession of this document are required to inform themselves about and to observe any such restrictions.

Sweden

The shares may not be offered to the public in Sweden. This document is only directed to such recipients to whom it is directly addressed and may not be copied or, directly or indirectly, be distributed or made available to other persons without the express consent of ICE Group, ICE and NYSE Euronext. Neither ICE Group, ICE nor NYSE Euronext is supervised by the Swedish Financial Supervisory Authority (*Sw. Finansinspektionen*). Neither this document nor the offering of shares hereunder is subject to any registration or approval requirements in Sweden under the Swedish Financial Instruments Trading Act (1991:980). Accordingly, the document has not been, nor will it be, registered or approved by the Swedish Financial Supervisory Authority.

INFORMATION FOR PROSPECTIVE INVESTORS IN OTHER JURISDICTIONS

Bahamas

This document has not been filed with the Securities Commission of The Bahamas because this offer of securities is exempt from the requirement for such filing. No offer or sale of any securities of the issuer can be made in The Bahamas unless the offer of the securities is made by or through a firm registered with the Securities Commission of The Bahamas to carry on securities business and in compliance with the Bahamian Exchange Control Regulations. Persons who are deemed resident in the Bahamas for Exchange Control purposes must obtain the prior approval of the Bahamas Central Bank to purchase these securities.

British Virgin Islands

THIS DOCUMENT DOES NOT CONSTITUTE A PUBLIC OFFER OF SECURITIES IN THE BRITISH VIRGIN ISLANDS FOR THE PURPOSES OF THE BRITISH VIRGIN ISLANDS SECURITIES AND INVESTMENT BUSINESS ACT, 2010 (AS AMENDED FROM TIME TO TIME).

Canada

The issuance of ICE Group common stock to NYSE Euronext stockholders in Canada who make the stock election or the standard election is exempt from the prospectus and registration requirements of Canadian

Table of Contents

securities laws pursuant to Section 2.11 of Canadian National Instrument 45-106. The first trade by NYSE Euronext stockholders in Canada of ICE Group common stock received pursuant to such election will be free from restrictions on resale provided that ICE Group is not a reporting issuer in Canada at the date of such first trade and such trade is made through an exchange or market outside of Canada, or to a person or company outside of Canada.

China

Shares may not be marketed, offered or sold directly or indirectly to the public in the People s Republic of China (the PRC) and neither this document, which has not been submitted to the Chinese Securities and Regulatory Commission, nor any offering material or information contained herein relating to the issuance of ICE Group common stock, may be supplied to the public in the PRC or used in connection with any offer for the subscription or sale of shares to the public in the PRC. Shares may only be marketed, offered or sold to Chinese institutions which are authorized to engage in foreign exchange, business and offshore investment from outside the PRC. Chinese investors may be subject to foreign exchange control approval and filing requirements under the relevant Chinese foreign exchange regulations, as well as offshore investment approval requirements.

Hong Kong

W A R N I N G

The contents of this document have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the offer. If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.

Neither this joint proxy statement/prospectus nor any other document constitutes an offer or sale of any ICE Group common stock in Hong Kong, and no ICE Group common stock may be offered or sold in Hong Kong by means of this joint proxy statement/prospectus or any other document other than to (a) professional investors as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the SFO) and any rules made thereunder; or (b) in other circumstances which do not result in the joint proxy statement/prospectus being a prospectus as defined in the Companies Ordinance (Cap. 32) of Hong Kong (CO) or which do not constitute an offer to the public within the meaning of the CO.

No person shall issue or possess for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the ICE Group common stock, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect the shares which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors as defined in the SFO and any rules made thereunder.

Jersey

This document is not subject to and has not received approval from either the Jersey Financial Services Commission or the Registrar of Companies in Jersey and no statement to the contrary, explicit or implicit, is authorised to be made in this regard. The securities being offered may be offered or sold in Jersey only in compliance with the provisions of the Control of Borrowing (Jersey) Order 1958.

Republic of China (Taiwan)

The shares offered hereby have not and will not be registered under the Securities and Exchange Law of the Republic of China (Taiwan) and the shares are not being directly or indirectly offered in the Republic of China (Taiwan).

Table of Contents

Republic of Korea

The ICE Group common stock has not been and will not be registered with the financial services commission of Korea under the financial investment services and capital markets act of Korea. Accordingly, the shares have not been and will not be, directly or indirectly, offered, sold or delivered in Korea or to, or for the account or benefit of, any resident of Korea, or to others for reoffering or resale, directly or indirectly, in Korea or to, or for the account or benefit of, any resident of Korea, except as otherwise permitted by applicable Korean laws and regulations.

Japan

This document does not constitute or form part of, and should not be construed as, an offer for sale or subscription of, or a solicitation of any offer to buy or subscribe for, or an inducement to engage in any other investment decision with respect to, any securities of any of ICE Group, ICE, NYSE Euronext, or any other entity in Japan. The distribution of this document may nonetheless be restricted by law in certain jurisdictions including Japan. None of ICE Group, ICE or NYSE Euronext (severally or jointly) shall incur any liability for its own failure or the failure of any other person or persons to comply with the provisions of any such restrictions under the Japanese laws and regulations.

South Africa

This offer for shares in ICE Group (the Offer for Shares) is not an offer for shares to the public in terms of the South African Companies Act, 2008 (as amended) (the Companies Act). Accordingly, the Offer for Shares documents, and any appendices or enclosures thereto (collectively, the Offer for Shares Documents) do not, nor are they intended to, constitute a prospectus or a written statement prepared and registered under the Companies Act.

This is a commercial communication, which accordingly does not constitute legal or financial advice. If you are in any doubt about the contents of this document or the investment to which this document relates, you should consult a person who specialises in advising on the acquisition of such security. The Offer for Shares Documents are addressed solely for consideration of the addressees and should not be distributed, published or reproduced (in whole or in part) or disclosed by the recipients to any other persons in South Africa, and cannot be acted on or relied on by any person other than the addressees. Natural shareholders to whom the Offer for Shares Documents are addressed should note that they may require the approval of the South African exchange control authorities if they wish to take up their entitlements. Such natural shareholders should consult their professional advisers as to whether they require any governmental or other consents or need to observe any other formalities to enable them to take up their rights.

Whilst every care has been taken in preparing this document, no representation, warranty or any undertaking (express or implied) is given and no responsibility or liability is accepted by ICE Group, ICE, NYSE Euronext or their affiliates as to the accuracy or completeness of the information contained herein.

Switzerland

General Remarks

This Swiss Addendum contains supplementary information to this joint proxy statement/prospectus required by Swiss law. This Swiss Addendum must be read in conjunction with the remainder of this document.

Table of Contents

Dividend Information

The table below sets forth the dividend paid per share, for the year indicated, of ICE common stock, which trades on the New York Stock Exchange under the symbol ICE, and NYSE Euronext common stock, which is dually listed and trades on the New York Stock Exchange and Euronext Paris under the symbol NYX.

Year	ICE common stock	NYSE Euronext common stock
2008	$ 0	$ 1.15
2009	$ 0	$ 1.20
2010	$ 0	$ 1.20
2011	$ 0	$ 1.20
2012	$ 0	$ 1.20

Approval from the Swiss Financial Market Supervisory Authority

The Swiss Financial Market Supervisory Authority will have to be informed by ICE about the merger for the following entities which are all authorized foreign exchanges under Swiss law:

NYSE Euronext Amsterdam, Amsterdam

NYSE Euronext Brussels, Bruxelles

NYSE Euronext Liffe, London

NYSE Euronext Lisbon, Lisbon

NYSE Euronext Paris, Paris Cedex 01

NYSE Liffe US LLC, New York

ICE Futures Canada, Inc. Winnipeg

ICE Futures Europe, London

ICE Futures U.S., Inc. New York

Table of Contents

INTERCONTINENTALEXCHANGE, INC.

2100 RIVEREDGE PARKWAY

SUITE 500

ATLANTA, GA 30328

NOTICE OF THE SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON JUNE 3, 2013

NOTICE IS HEREBY GIVEN that a special meeting of the stockholders of IntercontinentalExchange, Inc. (ICE) will be held at The Meeting Room, 2100 RiverEdge Parkway, Lower Lobby, Atlanta, GA 30328 at 8:00 a.m., Eastern time, on June 3, 2013, for the following purposes:

1. to adopt the Amended and Restated Agreement and Plan of Merger, dated as of March 19, 2013, by and among NYSE Euronext, IntercontinentalExchange, Inc., IntercontinentalExchange Group, Inc., Braves Merger Sub, Inc. and Baseball Merger Sub, LLC (the ICE Merger proposal);

2. to approve five separate proposals relating to the ICE Group amended and restated certificate of incorporation that will be in effect after the completion of the mergers (the ICE Group Governance-Related proposals); and

3. to approve one or more adjournments of the ICE special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the ICE Merger proposal and/or the ICE Group Governance-Related proposals (the ICE Adjournment proposal).

The approval by ICE s stockholders of the ICE Merger proposal and the ICE Group Governance-Related proposals is required to complete the mergers under the terms of the merger agreement. The approval by ICE stockholders of the ICE Merger proposal is the only approval of the ICE stockholders required by Delaware law to approve the adoption of the merger agreement and the transactions contemplated thereby. The approval of the ICE Group Governance-Related proposals is being sought in accordance with Rule 14a-4(b) promulgated under the Securities Exchange Act of 1934 (the Exchange Act), which requires certain matters to be presented separately to stockholders for approval.

ICE will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournment or postponement thereof.

The ICE Merger proposal and the ICE Group Governance-Related proposals are described in more detail in the accompanying joint proxy statement/prospectus, which you should read carefully in its entirety before you vote. A copy of the merger agreement is attached as Appendix A to the joint proxy statement/prospectus. A copy of the form of ICE Group s amended and restated certificate of incorporation and form of ICE Group s amended and restated bylaws based on ICE s current understanding of the provisions to be in effect upon the completion of the mergers are attached as Appendix B and Appendix C, respectively, to this joint proxy statement/prospectus.

The ICE board of directors has set April 26, 2013 as the record date for the ICE special meeting. Only holders of record of shares of ICE common stock at the close of business on April 26, 2013 will be entitled to notice of and to vote at the ICE special meeting and any adjournments or postponements thereof. Any stockholder entitled to attend and vote at the ICE special meeting is entitled to appoint a proxy to attend and vote on such stockholder s behalf. Such proxy need not be a holder of shares of ICE common stock.

Your vote is very important. To ensure your representation at the ICE special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet. Please vote promptly whether or not you expect to attend the ICE special meeting. Submitting a proxy now will not prevent you from being able to vote in person at the ICE special meeting.

The ICE board of directors has approved and declared advisable the merger agreement and the transactions contemplated thereby, including the mergers, and recommends that you vote FOR the ICE Merger proposal, FOR the ICE Group Governance-Related proposals and FOR the ICE Adjournment proposal.

BY ORDER OF THE BOARD OF DIRECTORS

Jeffrey C. Sprecher

Chairman and Chief Executive Officer

Atlanta, Georgia

April 30, 2013

PLEASE VOTE YOUR SHARES OF ICE COMMON STOCK PROMPTLY. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD. IF YOU HAVE QUESTIONS ABOUT THE PROPOSALS OR ABOUT VOTING YOUR SHARES, PLEASE CALL 1 (800) 735-3591.

Table of Contents

NYSE EURONEXT

11 WALL STREET

NEW YORK, NEW YORK 10005

NOTICE OF THE SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON JUNE 3, 2013

NOTICE IS HEREBY GIVEN that a special meeting of the stockholders of NYSE Euronext will be held at 11 Wall Street, New York, NY 10005 at 9:30 a.m., Eastern time, on June 3, 2013, for the following purposes:

1. to adopt the Amended and Restated Agreement and Plan of Merger, dated as of March 19, 2013, by and among NYSE Euronext, IntercontinentalExchange, Inc., IntercontinentalExchange Group, Inc., Braves Merger Sub, Inc. and Baseball Merger Sub, LLC (the NYSE Euronext Merger proposal);

2. to approve, on a non-binding, advisory basis, the compensation to be paid to NYSE Euronext s named executive officers that is based on or otherwise relates to the NYSE Euronext merger, discussed in the section of this document entitled The Mergers Interests of NYSE Euronext Directors and Executive Officers in the NYSE Euronext Merger (the Merger-Related Named Executive Officer Compensation proposal); and

3. to approve one or more adjournments of the NYSE Euronext special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the NYSE Euronext Merger proposal (the NYSE Euronext Adjournment proposal).

The approval by NYSE Euronext stockholders of the NYSE Euronext Merger proposal is required to complete the merger described in the accompanying joint proxy statement/prospectus.

NYSE Euronext will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournment or postponement thereof.

The NYSE Euronext Merger proposal is described in more detail in the accompanying joint proxy statement/prospectus, which you should read carefully in its entirety before you vote. A copy of the merger agreement is attached as Appendix A to this document.

The NYSE Euronext board of directors has set April 26, 2013 as the record date for the NYSE Euronext special meeting. Only holders of record of shares of NYSE Euronext common stock at the close of business on April 26, 2013 will be entitled to notice of and to vote at the NYSE Euronext special meeting and any adjournments or postponements thereof. Any stockholder entitled to attend and vote at the NYSE Euronext special meeting is entitled to appoint a proxy to attend and vote on such stockholder s behalf. Such proxy need not be a holder of shares of NYSE Euronext common stock.

Your vote is very important. To ensure your representation at the NYSE Euronext special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet. Please vote promptly whether or not you expect to attend the NYSE Euronext special meeting. Submitting a proxy now will not prevent you from being able to vote in person at the NYSE Euronext special meeting.

The NYSE Euronext board of directors has approved and declared advisable the merger agreement and the transactions contemplated thereby, including the mergers, and recommends that you vote FOR the NYSE Euronext Merger proposal, FOR the Merger-Related Named Executive Officer Compensation proposal and FOR the NYSE Euronext Adjournment proposal.

BY ORDER OF THE BOARD OF DIRECTORS

Janet L. McGinness

Executive Vice President & Corporate Secretary

New York, New York

April 30, 2013

PLEASE VOTE YOUR SHARES OF NYSE EURONEXT COMMON STOCK PROMPTLY. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD. IF YOU HAVE QUESTIONS ABOUT THE PROPOSALS OR ABOUT VOTING YOUR SHARES, PLEASE CALL 1 (800) 322-2885 or 1 (212) 929-5500.

Table of Contents

TABLE OF CONTENTS

Table of Contents

Table of Contents

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETINGS

The following are answers to certain questions that you may have regarding the special meetings. We urge you to read carefully the remainder of this document because the information in this section may not provide all of the information that might be important to you in determining how to vote. Additional important information is also contained in the appendices to, and the documents incorporated by reference into, this document.

Q: WHAT IS THE PROPOSED TRANSACTION FOR WHICH I AM BEING ASKED TO VOTE?

A: ICE and NYSE Euronext are proposing a transaction in which ICE will acquire NYSE Euronext under a newly formed holding company, ICE Group. In a series of merger transactions, Braves Merger Sub will merge with and into ICE (the ICE merger) and, immediately following the ICE merger, NYSE Euronext will merge with and into Baseball Merger Sub. In the event that certain legal opinions that are a condition to each party s obligation to consummate the mergers cannot be obtained, the merger agreement provides that the NYSE Euronext merger will be restructured such that Baseball Merger Sub will merge with and into NYSE Euronext (in either case, the NYSE Euronext merger). Following the ICE merger and the NYSE Euronext merger (together, the mergers), each of ICE and NYSE Euronext will be direct wholly owned subsidiaries of ICE Group and the former ICE and NYSE Euronext stockholders will become holders of shares of ICE Group common stock. Upon the completion of the mergers, ICE Group s common stock is expected to be listed for trading on the New York Stock Exchange under ICE s current ticker symbol, ICE , and NYSE Euronext common stock will be delisted from the New York Stock Exchange and Euronext Paris, deregistered under the Securities Exchange Act of 1943 (the Exchange Act) and cease to be publicly traded. ICE common stock will be delisted from the New York Stock Exchange, deregistered under the Exchange Act and cease to be publicly traded.

Q: WHY AM I RECEIVING THIS DOCUMENT?

A: Each of ICE and NYSE Euronext is sending these materials to its respective stockholders to help them decide how to vote their shares of ICE common stock or NYSE Euronext common stock, as the case may be, with respect to matters to be considered at their respective special meetings.

Completion of the mergers requires the approval of both the ICE stockholders and NYSE Euronext stockholders. To obtain these required approvals, ICE and NYSE Euronext will each hold a special meeting of stockholders, at which each company will ask its respective stockholders to approve the adoption of the merger agreement (and consider any other matters properly brought before the special meetings), and ICE will ask its stockholders to approve five separate proposals relating to ICE Group s amended and restated certificate of incorporation that will be in effect after the completion of the mergers. Information about these special meetings, the mergers and the other business to be considered by stockholders at each of the special meetings is contained in this document.

This document constitutes both a joint proxy statement of ICE and NYSE Euronext and a prospectus of ICE Group. It is a joint proxy statement because each of the boards of directors of ICE and NYSE Euronext is soliciting proxies from its respective stockholders using this document. It is a prospectus because ICE Group, in connection with the mergers, is offering shares of its common stock in exchange for the outstanding shares of ICE common stock and partial exchange for the outstanding shares of NYSE Euronext common stock in the mergers.

Q: WHAT WILL ICE STOCKHOLDERS RECEIVE IN THE ICE MERGER?

A: In the ICE merger, each share of ICE common stock owned by an ICE stockholder (other than ICE or Braves Merger Sub) will be converted into the right to receive one share of ICE Group common stock. If the ICE merger is completed, it is currently estimated that ICE Group will issue or reserve for issuance approximately 74.8 million shares of ICE Group common stock in connection with the ICE merger.

Table of Contents

Q: WHAT WILL NYSE EURONEXT STOCKHOLDERS RECEIVE IN THE NYSE EURONEXT MERGER?

A: In the NYSE Euronext merger, each share of NYSE Euronext common stock owned by a NYSE Euronext stockholder (except for excluded shares and dissenting shares) will be converted into the right to receive 0.1703 of a share of ICE Group common stock and $11.27 in cash (this is referred to as the standard election amount). In lieu of the standard election amount, NYSE Euronext stockholders will have the right to make either a cash election to receive $33.12 in cash, or a stock election to receive 0.2581 of a share of ICE Group common stock, for each of their NYSE Euronext shares, in each case without interest. Both the cash election and the stock election are subject to the proration and adjustment procedures set forth in the merger agreement. Under the proration and adjustment procedures, the total amount of cash paid, and the total number of shares of ICE Group common stock issued, in the NYSE Euronext merger to the NYSE Euronext stockholders, as a whole, will be equal to the total amount of cash and number of shares that would have been paid and issued if all of the NYSE Euronext stockholders received the standard election amount. NYSE Euronext stockholders (other than holders of excluded shares and dissenting shares) who fail to make a timely election or who make no election will receive the standard election amount for each share of NYSE Euronext common stock they hold. It is anticipated that ICE stockholders and NYSE Euronext stockholders, in each case as of immediately prior to the mergers, will hold approximately 64% and 36%, respectively, of the issued and outstanding shares of ICE Group common stock immediately after completion of the mergers, in each case as determined on a fully diluted basis and without giving effect to any shares of ICE common stock held by NYSE Euronext stockholders prior to the mergers.

Q: WILL NYSE EURONEXT STOCKHOLDERS RECEIVE THE FORM OF CONSIDERATION THEY ELECT?

A: Each NYSE Euronext stockholder that elects to receive something other than the standard election amount may not receive the exact form of consideration that such stockholder elects in the NYSE Euronext merger. If the mergers are completed, it is currently estimated that payment of the stock portion of the merger consideration will require ICE Group to issue or reserve for issuance approximately 42.5 million shares of ICE Group common stock in connection with the NYSE Euronext merger and that the maximum cash consideration required to be paid for the cash portion of the merger consideration will be approximately $2.7 billion. Under the proration and adjustment procedures, the total amount of cash paid, and the total number of shares of ICE Group common stock issued, in the merger to the NYSE Euronext stockholders, as a whole, will be equal to the total amount of cash and number of shares that would have been paid and issued if all of the NYSE Euronext stockholders received the standard election amount. NYSE Euronext stockholders (other than holders of excluded shares and dissenting shares) who fail to make a timely election or who make no election will receive the standard election amount for each share of NYSE Euronext common stock they hold. The allocation of the mix of consideration payable to NYSE Euronext stockholders in the NYSE Euronext merger will not be known until ICE Group tallies the results of the elections made by NYSE Euronext stockholders, which will not occur until near or after the closing of the mergers. The greater the oversubscription of the cash election, the less cash and more stock a NYSE Euronext stockholder making the cash election will receive. Reciprocally, the greater the oversubscription of the stock election, the less stock and more cash a NYSE Euronext stockholder making the stock election will receive. However, in no event will a NYSE Euronext stockholder who makes the cash election or the stock election receive less cash and more shares of ICE Group common, or fewer shares of ICE Group common stock and more cash, respectively, than a stockholder who makes the standard election. See The Mergers NYSE Euronext Merger Consideration and, for illustrative examples of how the proration and adjustment procedures would work in the event there is an oversubscription of the cash election or stock election in the NYSE Euronext merger, see The Merger Agreement Effect of the NYSE Euronext Merger on Shares of NYSE Euronext Common Stock and Interests of Baseball Merger Sub.

Table of Contents

Q: HOW DO NYSE EURONEXT STOCKHOLDERS MAKE THEIR ELECTION TO RECEIVE CASH, SHARES OF ICE GROUP COMMON STOCK OR A COMBINATION OF BOTH?

A: An election form and transmittal materials will be mailed prior to the anticipated closing date of the mergers to each holder of record of shares of NYSE Euronext common stock. ICE Group will also make an election form available, if requested, to each person that subsequently becomes a holder of shares of NYSE Euronext common stock. Each NYSE Euronext stockholder should complete and return the election form, along with proper transfer documentation for NYSE Euronext book-entry interests (or a properly completed notice of guaranteed delivery), according to the instructions included with the form. The election form will be provided to NYSE Euronext stockholders under separate cover and is not being provided with this document. The election deadline will be 5:00 p.m., New York time, on the business day that is two trading days prior to the expected completion date of the mergers unless ICE publicly announces a different date or time. This date will be publicly announced by ICE Group as soon as practicable but at least four business days prior to the expected completion date of the mergers.

If you own shares of NYSE Euronext common stock in street name through a bank, broker or other nominee and you wish to make an election, you should seek instructions from the bank, broker or other nominee holding your shares concerning how to make an election.

If you do not send in the election form together with proper transfer documentation for your NYSE Euronext book-entry interests by the election deadline, you will be treated as though you had not made an election, and you will receive the standard election amount for each share of NYSE Euronext common stock you hold.

Q: WHAT HAPPENS IF A NYSE EURONEXT STOCKHOLDER DOES NOT MAKE A VALID ELECTION TO RECEIVE CASH OR ICE COMMON STOCK?

A: If a NYSE Euronext stockholder does not return a properly completed election form by the election deadline specified in the election form, such stockholder will be deemed to have made the standard election described above, and his or her shares of NYSE Euronext common stock (other than excluded shares and dissenting shares) will be converted into the right to receive 0.1703 shares of ICE Group common stock per share of NYSE Euronext common stock plus $11.27 in cash per share of NYSE Euronext common stock. See The Merger Agreement Effect of the NYSE Euronext Merger on Shares of NYSE Euronext Common Stock and Interests of Baseball Merger Sub beginning on page 132.

Q: WHEN WILL THE MERGERS BE COMPLETED?

A: The parties currently expect that the mergers will be completed during the second half of 2013. Neither ICE nor NYSE Euronext can predict, however, the actual date on which the mergers will be completed, or whether they will be completed, because they are subject to factors beyond each company s control, including whether or when the required regulatory approvals will be received. See The Merger Agreement Conditions to the Consummation of the Mergers beginning on page 150.

Q: WHAT ARE NYSE EURONEXT STOCKHOLDERS BEING ASKED TO VOTE ON AND WHY IS THIS APPROVAL NECESSARY?

A: NYSE Euronext stockholders are being asked to vote on the following proposals:

1. to adopt the merger agreement, a copy of which is attached as Appendix A to this document, which is referred to as the NYSE Euronext Merger proposal;

2. to approve, on a non-binding, advisory basis, the compensation to be paid to NYSE Euronext s named executive officers that is based on or otherwise relates to the NYSE Euronext merger, discussed under the section entitled The Mergers Interests of NYSE Euronext Directors and Executive Officers in the NYSE Euronext Merger beginning on page 117, which is referred to as the Merger-Related Named Executive Officer Compensation proposal; and

Table of Contents

3. to approve one or more adjournments of the NYSE Euronext special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the NYSE Euronext Merger proposal, which is referred to as the NYSE Euronext Adjournment proposal.

Stockholder approval of the NYSE Euronext Merger proposal is required for completion of the NYSE Euronext merger. NYSE Euronext will transact no other business at the NYSE Euronext special meeting, except for business properly brought before the NYSE Euronext special meeting or any adjournment or postponement thereof.

Q: WHAT VOTE IS REQUIRED TO APPROVE EACH PROPOSAL AT THE NYSE EURONEXT SPECIAL MEETING?

A: *The NYSE Euronext Merger proposal:* The affirmative vote of a majority of the outstanding shares of NYSE Euronext common stock entitled to vote on the proposal at the NYSE Euronext special meeting is required to approve the NYSE Euronext Merger proposal. If you are a NYSE Euronext stockholder and you abstain from voting or fail to vote, or fail to instruct your broker, bank or other nominee how to vote on the NYSE Euronext Merger proposal, it will have the same effect as a vote cast **AGAINST** the NYSE Euronext Merger proposal.

The Merger-Related Named Executive Officer Compensation proposal: The affirmative vote of a majority of the votes cast by stockholders entitled to vote on the proposal at the NYSE Euronext special meeting is required to approve the Merger-Related Named Executive Officer Compensation proposal. The stockholders vote regarding the Merger-Related Named Executive Officer Compensation proposal is an advisory vote, and therefore is not binding on NYSE Euronext or on ICE or the boards of directors or the compensation committees of NYSE Euronext or ICE. Since compensation and benefits to be paid or provided in connection with the NYSE Euronext merger are based on contractual arrangements with the named executive officers, the outcome of this advisory vote will not affect the obligation to make these payments.

The NYSE Euronext Adjournment proposal: The affirmative vote of a majority of the votes cast by stockholders entitled to vote on the proposal at the NYSE Euronext special meeting is required to approve the NYSE Euronext Adjournment proposal.

Q: HOW DOES THE NYSE EURONEXT BOARD OF DIRECTORS RECOMMEND I VOTE?

A: The NYSE Euronext board of directors recommends that you vote your shares of NYSE Euronext common stock:

1. **FOR** the NYSE Euronext Merger proposal;

2. **FOR** the Merger-Related Named Executive Officer Compensation proposal; and

3. **FOR** the NYSE Euronext Adjournment proposal.

Q: WHAT ARE ICE STOCKHOLDERS BEING ASKED TO VOTE ON AND WHY IS THIS APPROVAL NECESSARY?

A: ICE stockholders are being asked to vote on the following proposals:

1. to adopt the merger agreement, a copy of which is attached as Appendix A to this document, which is referred to as the ICE Merger proposal;

2. to approve five separate proposals relating to ICE Group s amended and restated certificate of incorporation that will be in effect upon completion of the mergers, which are referred to as the ICE Group Governance-Related proposals (each proposal is described below); and

Table of Contents

3. to approve one or more adjournments of the ICE special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the ICE Merger proposal and/or the ICE Group Governance-Related proposals, which is referred to as the ICE Adjournment proposal.

The ICE Group Governance-Related proposals consist of provisions in ICE Group s amended and restated certificate of incorporation that will be in effect upon completion of the mergers that: (i) grant ICE Group authority to issue five hundred million (500,000,000) shares of common stock, par value $0.01 per share, and one hundred million (100,000,000) shares of preferred stock, par value $0.01 per share; (ii) impose limitations on ownership and voting of shares of ICE Group common stock; (iii) disqualify any person who is a U.S. Disqualified Person or a European Disqualified Person (each term is defined in the ICE Group bylaws) from acting as a director or officer of ICE Group; (iv) incorporate a set of considerations that the ICE Group board of directors may consider when it takes any action; and (v) require regulatory review of and impose new stockholder approval requirements on certain amendments to ICE Group s certificate of incorporation. These proposals are described in more detail under ICE Proposals ICE Group Governance-Related Proposals.

Stockholder approval of the ICE Merger proposal and the ICE Group Governance-Related proposals is required to complete the mergers under the terms of the merger agreement. The approval by ICE stockholders of the ICE Merger proposal is the only approval of the ICE stockholders required by Delaware law to approve the adoption of the merger agreement and the transactions contemplated thereby. The approval of the ICE Group Governance-Related proposals is being sought in accordance with Rule 14a-4(b) promulgated under the Exchange Act of 1934, which requires certain matters to be presented separately to stockholders for approval. ICE will transact no other business at the ICE special meeting, except for business properly brought before the ICE special meeting or any adjournment or postponement thereof.

Q: WHAT VOTE IS REQUIRED TO APPROVE EACH PROPOSAL AT THE ICE SPECIAL MEETING?

A: *The ICE Merger proposal:* The affirmative vote of a majority of the outstanding shares of ICE common stock entitled to vote on the proposal at the ICE special meeting is required to approve the ICE Merger proposal. If you are an ICE stockholder and you abstain from voting or fail to vote, or fail to instruct your broker, bank or other nominee how to vote on the ICE Merger proposal, it will have the same effect as a vote cast **AGAINST** the ICE Merger proposal.

ICE Group Governance-Related proposals: The vote of a majority of the votes cast affirmatively and negatively by stockholders entitled to vote on the ICE Governance-Related proposals at the ICE special meeting is required to approve each ICE Group Governance-Related proposal.

The ICE Adjournment proposal: The vote of a majority of the votes cast affirmatively and negatively by stockholders entitled to vote on the proposal at the ICE special meeting is required to approve the ICE Adjournment proposal.

Q: HOW DOES THE ICE BOARD OF DIRECTORS RECOMMEND I VOTE?

A: The ICE board of directors recommends that you vote your shares of ICE common stock:

1. **FOR** the ICE Merger proposal;

2. **FOR** the ICE Group Governance-Related proposals; and

3. **FOR** the ICE Adjournment proposal.

Q: WHAT DO I NEED TO DO NOW?

A: After carefully reading and considering the information contained in this joint proxy statement/prospectus, please vote your shares as soon as possible so that your shares will be represented at your respective company s special meeting. Please follow the instructions set forth on the proxy card or on the voting instruction form provided by the record holder if your shares are held in the name of your broker, bank or other nominee.

Table of Contents

Q: HOW DO I VOTE?

A: If you are a stockholder of record of ICE as of April 26, 2013, which is referred to as the ICE record date, or a stockholder of record of NYSE Euronext as of April 26, 2013, which is referred to as the NYSE Euronext record date, you may submit your proxy before your respective company s special meeting in one of the following ways:

visit the website shown on your proxy card to vote via the Internet;

call the toll-free number shown on your proxy card; or

complete, sign, date and return the enclosed proxy card in the enclosed postage-paid envelope.

You may also cast your vote in person at your respective company s special meeting.

If your shares are held in street name, through a broker, bank or other nominee, that institution will send you separate instructions describing the procedure for voting your shares. Street name stockholders who wish to vote at the meeting will need to obtain a proxy form from their broker, bank or other nominee.

Q: WHEN AND WHERE ARE THE ICE AND NYSE EURONEXT SPECIAL MEETINGS OF STOCKHOLDERS?

A: The special meeting of NYSE Euronext stockholders will be held at 11 Wall Street, New York, NY 10005 at 9:30 a.m., Eastern time, on June 3, 2013. Subject to space availability, all NYSE Euronext stockholders as of the NYSE Euronext record date, or their duly appointed proxies, may attend the NYSE Euronext special meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Registration and seating will begin at 8:30 a.m., Eastern time. You must present the admission ticket included in this joint proxy statement/prospectus in order to attend the NYSE Euronext special meeting, space permitting.

The special meeting of ICE stockholders will be held at The Meeting Room, 2100 RiverEdge Parkway, Lower Lobby, Atlanta, GA 30328 at 8:00 a.m., Eastern time, on June 3, 2013. Subject to space availability, all ICE stockholders as of the ICE record date, or their duly appointed proxies, may attend the ICE special meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Registration and seating will begin at 7:30 a.m., Eastern time. You must present the admission ticket included in this joint proxy statement/prospectus in order to attend the ICE special meeting, space permitting.

Q: IF MY SHARES ARE HELD IN STREET NAME BY A BROKER, BANK OR OTHER NOMINEE, WILL MY BROKER, BANK OR OTHER NOMINEE VOTE MY SHARES FOR ME?

A: If your shares are held in street name in a stock brokerage account or by a bank or other nominee, you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your broker, bank or other nominee. Please note that you may not vote shares held in street name by returning a proxy card directly to ICE or NYSE Euronext or by voting in person at your respective company s special meeting unless you obtain a legal proxy, which you must obtain from your broker, bank or other nominee.

Under the rules of the New York Stock Exchange, brokers who hold shares in street name for a beneficial owner of those shares typically have the authority to vote in their discretion on routine proposals when they have not received instructions from beneficial owners. However, brokers are not allowed to exercise their voting discretion with respect to the approval of matters that the New York Stock Exchange determines to be non-routine without specific instructions from the beneficial owner. It is expected that all proposals to be voted on at the ICE special meeting and the NYSE Euronext special meeting are such non-routine matters. Broker non-votes occur when a broker or nominee is not instructed by the beneficial owner of shares how to vote on a particular proposal for which the broker does not have discretionary voting power.

Table of Contents

If you are a NYSE Euronext stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares:

- your broker, bank or other nominee may not vote your shares on the NYSE Euronext Merger proposal, which broker non-votes will have the same effect as a vote **AGAINST** such proposal;
- your broker, bank or other nominee may not vote your shares on the Merger-Related Named Executive Officer Compensation proposal or the NYSE Euronext Adjournment proposal, which broker non-votes will have no effect on the vote count for each such proposal (assuming a quorum is present); and
- your broker, bank or other nominee may not vote your shares on the NYSE Euronext Adjournment proposal, which broker non-votes will have no effect on the vote count for this proposal (assuming a quorum is present).

If you are an ICE stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares:

- your broker, bank or other nominee may not vote your shares on the ICE Merger proposal, which broker non-votes will have the same effect as a vote **AGAINST** such proposal;
- your broker, bank or other nominee may not vote your shares on the ICE Group Governance-Related proposals, which broker non-votes will have no effect on the vote count for any of these proposals (assuming a quorum is present); and
- your broker, bank or other nominee may not vote your shares on the ICE Adjournment proposal, which broker non-votes will have no effect on the vote count for this proposal (assuming a quorum is present).

Q: WHAT IF I DO NOT VOTE OR I ABSTAIN?

A: For purposes of each of the ICE special meeting and the NYSE Euronext special meeting, an abstention occurs when a stockholder attends the applicable special meeting in person and does not vote or returns a proxy with an abstain vote.

If you are a NYSE Euronext stockholder and you fail to vote or fail to instruct your broker, bank or other nominee how to vote on the NYSE Euronext Merger proposal, your proxy will have the same effect as a vote cast **AGAINST** the NYSE Euronext Merger proposal. If you respond with an abstain vote on the NYSE Euronext Merger proposal, your proxy will have the same effect as a vote cast **AGAINST** the NYSE Euronext Merger proposal.

If you are a NYSE Euronext stockholder and you fail to vote or fail to instruct your broker, bank or other nominee how to vote on the Merger-Related Named Executive Officer Compensation proposal or the NYSE Euronext Adjournment proposal, your proxy will have no effect on the vote count for such proposal (assuming a quorum is present). If you respond with an abstain vote on the Merger-Related Named Executive Officer Compensation proposal or the NYSE Euronext Adjournment proposal, your proxy will have no effect on the vote count for such proposal.

If you are an ICE stockholder and you fail to vote or fail to instruct your broker, bank or other nominee how to vote on the ICE Merger proposal, your proxy will have the same effect as a vote cast **AGAINST** the ICE Merger proposal. If you respond with an abstain vote on the ICE Merger proposal, your proxy will have the same effect as a vote cast **AGAINST** the ICE Merger proposal.

If you are an ICE stockholder and you fail to vote or fail to instruct your broker, bank or other nominee how to vote on any of the ICE Group Governance-Related proposals, your proxy will have no effect on the vote count for each such proposal (assuming a quorum is present). If you respond with an abstain vote on any of the ICE Group Governance-Related proposals, your proxy will have no effect on the vote count for each

such proposal.

Table of Contents

If you are an ICE stockholder and you fail to vote or fail to instruct your broker, bank or other nominee how to vote on the ICE Adjournment proposal, your proxy will have no effect on the vote count for such proposal (assuming a quorum is present). If you respond with an abstain vote on the ICE Adjournment proposal, your proxy will have no effect on the vote count for such proposal.

Q: WHAT WILL HAPPEN IF I RETURN MY PROXY OR VOTING INSTRUCTION CARD WITHOUT INDICATING HOW TO VOTE?

A: If you sign and return your proxy or voting instruction card without indicating how to vote on any particular proposal, the shares of ICE common stock represented by your proxy will be voted **FOR** each proposal in accordance with the recommendation of the ICE board of directors with respect to each proposal or the shares of NYSE Euronext common stock represented by your proxy will be voted **FOR** each proposal in accordance with the recommendation of the NYSE Euronext board of directors with respect to each proposal. Unless an ICE stockholder or a NYSE Euronext stockholder, as applicable, checks the box on its proxy card to withhold discretionary authority, the proxyholders may use their discretion to vote on the proposals relating to the ICE special meeting or NYSE Euronext special meeting, as applicable.

Q: MAY I CHANGE MY VOTE AFTER I HAVE DELIVERED MY PROXY OR VOTING INSTRUCTION CARD?

A: Yes. ICE stockholders may change their vote or revoke a proxy at any time before it is exercised by:

- filing a written revocation with the corporate secretary of ICE,
- submitting a new proxy bearing a later date (by Internet, telephone or mail) that is received no later than the deadline specified on the proxy card, or
- voting in person at the ICE special meeting.

NYSE Euronext stockholders may change their vote or revoke a proxy at any time before it is exercised by:

- filing a written revocation with the corporate secretary of NYSE Euronext,
- submitting a new proxy bearing a later date (by Internet, telephone or mail) that is received no later than the deadline specified on the proxy card, or
- voting in person at the NYSE Euronext special meeting.

Please note, however, that under the rules of the New York Stock Exchange, any beneficial owner of ICE common stock or NYSE Euronext common stock whose shares are held in street name by a New York Stock Exchange member brokerage firm may revoke its proxy and vote its shares in person at the ICE special meeting or the NYSE Euronext special meeting only in accordance with applicable rules and procedures as employed by such beneficial owner s brokerage firm. If your shares are held in an account at a broker, bank or other nominee, you should contact your broker, bank or other nominee to change your vote.

If you hold shares indirectly in the ICE benefit plans or NYSE Euronext benefits plans, you should contact the trustee of your plan, as applicable, to change your vote of the shares allocated to your benefit plan.

Attending the ICE special meeting or the NYSE Euronext special meeting will not automatically revoke a proxy that was submitted through the Internet or by telephone or mail.

Q: WHAT SHOULD I DO IF I RECEIVE MORE THAN ONE SET OF VOTING MATERIALS?

A: NYSE Euronext stockholders and ICE stockholders may receive more than one set of voting materials, including multiple copies of this joint proxy statement/prospectus and multiple proxy cards or voting instruction cards. For example, if you hold shares of ICE and/or NYSE Euronext common stock in more

Table of Contents

than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold such shares. If you are a holder of record of NYSE Euronext common stock or ICE common stock and your shares are registered in more than one name, you will receive more than one proxy card. In addition, if you are a holder of both NYSE Euronext common stock and ICE common stock, you will receive one or more separate proxy cards or voting instruction cards for each company. Please complete, sign, date and return each proxy card and voting instruction card that you receive or otherwise follow the voting instructions set forth in this joint proxy statement/prospectus to ensure that you vote every share of ICE common stock and/or NYSE Euronext common stock that you own.

Q: ARE NYSE EURONEXT STOCKHOLDERS ENTITLED TO APPRAISAL RIGHTS?

A: Yes. NYSE Euronext stockholders are entitled to appraisal rights under Section 262 of the General Corporation Law of the State of Delaware, which is referred to as Delaware law, provided they satisfy the special criteria and conditions set forth in Section 262 of Delaware law. More information regarding these appraisal rights is provided in this document, and the provisions of Delaware law that grant appraisal rights and govern such procedures are attached as Appendix F to this document. You should read these provisions carefully and in their entirety. See Appraisal Rights beginning on page 216.

Q: ARE ICE STOCKHOLDERS ENTITLED TO APPRAISAL RIGHTS?

A: No. ICE stockholders are not entitled to appraisal rights under Delaware law. At the effective time of the ICE merger, each share of ICE common stock owned by an ICE stockholder (other than ICE or Braves Merger Sub) will be converted into the right to receive one share of ICE Group common stock.

Q: WHAT ARE THE MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE MERGERS TO ICE STOCKHOLDERS AND NYSE EURONEXT STOCKHOLDERS?

A: The obligation of ICE to complete the mergers is conditioned upon the receipt of a legal opinion from its counsel to the effect that each merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. Additionally, the obligation of NYSE Euronext to complete the NYSE Euronext merger is conditioned upon the receipt of a legal opinion from its counsel to the effect that the NYSE Euronext merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. In the event that legal counsel to either ICE or NYSE Euronext is unable to render the legal opinion described above with respect to the NYSE Euronext merger, the NYSE Euronext merger will be restructured and the obligation of each of ICE and NYSE Euronext to complete the mergers will be conditioned upon the receipt of alternative opinions from their respective counsel, as discussed further in Material United States Federal Income Tax Consequences of the Mergers beginning on page 162.

Assuming the receipt and accuracy of the opinions described above, U.S. holders of ICE common stock will not recognize gain or loss for U.S. federal income tax purposes upon the receipt of ICE Group common stock in exchange for ICE common stock pursuant to the ICE merger and the U.S. federal income tax consequences of the NYSE Euronext merger (or, in the event the NYSE Euronext merger is restructured, the NYSE Euronext merger and the ICE merger, taken together) to U.S. holders of NYSE Euronext common stock are as follows:

If you receive shares of ICE Group common stock (and no cash other than cash received instead of a fractional share of ICE Group common stock) in exchange for your NYSE Euronext common stock, then you generally will not recognize any gain or loss, except with respect to cash received instead of a fractional share of ICE Group common stock.

If you receive solely cash, you generally will recognize gain or loss equal to the difference between the amount of cash you receive and your tax basis in your NYSE Euronext common stock. Generally, any gain recognized upon the exchange will be capital gain, and any such capital gain will be long-term capital gain if you have established a holding period of more than one year for your shares of NYSE Euronext common stock.

Table of Contents

If you receive a combination of ICE Group common stock and cash (other than cash received instead of a fractional share of ICE Group common stock), in exchange for your NYSE Euronext common stock, you generally will recognize gain, but not loss, upon the exchange of your shares of NYSE Euronext common stock for shares of ICE Group common stock and cash. If the sum of the fair market value of the ICE Group common stock and the amount of cash you receive in exchange for your shares of NYSE Euronext common stock exceeds the tax basis of your shares of NYSE Euronext common stock, you generally will recognize taxable gain equal to the lesser of the amount of such excess or the amount of cash you receive in the exchange. Generally, any gain recognized upon the exchange will be capital gain, and any such capital gain will be long-term capital gain if you have established a holding period of more than one year for your shares of NYSE Euronext common stock.

Any gain recognized could also be subject to the additional 3.8% Medicare tax on net investment income, depending on your individual circumstances.

For a more detailed discussion of the material United States federal income tax consequences of the mergers, see Material United States Federal Income Tax Consequences of the Mergers beginning on page 162.

The tax consequences of the mergers to any particular stockholder will depend on that stockholder s particular facts and circumstances. Accordingly, please consult your tax advisor to determine the tax consequences to you from the mergers.

Q: WHAT HAPPENS IF THE MERGERS ARE NOT COMPLETED?

A: If the mergers are not completed, NYSE Euronext stockholders will not receive any consideration for their shares of NYSE Euronext common stock in connection with the mergers. Instead, NYSE Euronext will remain an independent public company and its common stock will continue to be dually listed and traded on the New York Stock Exchange and Euronext Paris. Similarly, if the mergers are not completed, ICE stockholders will not receive any shares of ICE Group common stock in connection with the mergers. Instead, ICE will remain an independent public company and its common stock will continue to be listed and traded on the New York Stock Exchange. Under specified circumstances, NYSE Euronext or ICE may be required to pay to, or be entitled to receive from, the other party a fee with respect to the termination of the merger agreement, as described under The Merger Agreement Termination Rights beginning on page 154 and The Merger Agreement Termination Fees beginning on page 155.

Q: WHOM SHOULD I CONTACT IF I HAVE ANY QUESTIONS ABOUT THE PROXY MATERIALS OR VOTING?

A: If you have any questions about the proxy materials or if you need assistance submitting your proxy or voting your shares or need additional copies of this document or the enclosed proxy card, you should contact the proxy solicitation agent for the company in which you hold shares.

If you are an ICE stockholder, you should contact D.F. King & Co., Inc., the proxy solicitation agent for ICE, at 1 (800) 735-3591 or by email at ice@dfking.com. Banks and brokerage firms should contact D.F. King & Co., Inc. at (212) 269-5550 or by email at ice@dfking.com. If you are a NYSE Euronext stockholder and you hold your shares in a street name, you should follow the instructions provided by your bank or broker or you may contact NYSE Euronext s U.S. solicitation agent, MacKenzie Partners, Inc. (telephone: +1 (800) 322-2885 or +1 (212) 929-5500; email: proxy@mackenziepartners.com) with any questions. If you hold your shares in registered format, you may also contact MacKenzie Partners with any questions.

If you are a NYSE Euronext stockholder and you hold your shares through EuroClear or Clearstream, you may contact NYSE Euronext s proxy solicitor, MacKenzie Partners, Inc. (London office) (telephone +44 (0) 203 178 8057; email: proxy@mackenziepartners.com).

Table of Contents

SUMMARY

This summary highlights selected information included in this document and does not contain all of the information that may be important to you. You should read this entire document and its appendices and the other documents to which we refer before you decide how to vote with respect to the merger-related proposals. In addition, we incorporate by reference important business and financial information about NYSE Euronext and ICE into this document. For a description of this information, see Incorporation of Certain Documents by Reference on page 220. You may obtain the information incorporated by reference into this document without charge by following the instructions in the section entitled Where You Can Find More Information in the forepart of this document. Each item in this summary includes a page reference directing you to a more complete description of that item.

All references in this joint proxy statement/prospectus to ICE refer to IntercontinentalExchange, Inc., a Delaware corporation; all references in this joint proxy statement/prospectus to NYSE Euronext refer to NYSE Euronext, a Delaware corporation; all references in this joint proxy statement/prospectus to ICE Group refer to IntercontinentalExchange Group, Inc., a Delaware corporation and a direct, wholly owned subsidiary of ICE; all references in this joint proxy statement/prospectus to Braves Merger Sub refer to Braves Merger Sub, Inc., a Delaware corporation and a direct, wholly owned subsidiary of ICE Group; all references in this joint proxy statement/prospectus to Baseball Merger Sub refer to Baseball Merger Sub, LLC, a Delaware limited liability company and a direct, wholly owned subsidiary of ICE Group; all references in this joint proxy statement/prospectus to the Merger Subs refer to the Braves Merger Sub and the Baseball Merger Sub, collectively; unless otherwise indicated or as the context requires, all references in this joint proxy statement/prospectus to we, us, and our refer to ICE and NYSE Euronext, collectively; and all references to the merger agreement refer to the Agreement and Plan of Merger, dated as of December 20, 2012, as amended and restated by the Amended and Restated Agreement and Plan of Merger, dated as of March 19, 2013, and as it may be amended from time to time, by and among ICE, NYSE Euronext, ICE Group, Braves Merger Sub and Baseball Merger Sub.

The Mergers and the Merger Agreement (pages 76 and 130)

The terms and conditions of the mergers are contained in the merger agreement, which is attached to this document as Appendix A. We encourage you to read the merger agreement carefully, as it is the legal document that governs the mergers.

Pursuant to the merger agreement, ICE will acquire NYSE Euronext under a newly formed holding company, ICE Group. In a series of merger transactions, Braves Merger Sub will merge with and into ICE (the ICE merger) and, immediately following the ICE merger, NYSE Euronext will merge with and into Baseball Merger Sub. In the event that certain legal opinions that are a condition to each party s obligation to consummate the mergers cannot be obtained, the merger agreement provides that the NYSE Euronext merger will be restructured such that Baseball Merger Sub will merge with and into NYSE Euronext (in either case, the NYSE Euronext merger). Following the ICE merger and the NYSE Euronext merger (together, the mergers), each of ICE and NYSE Euronext will be direct wholly owned subsidiaries of ICE Group and the former ICE and NYSE Euronext stockholders will become holders of shares of ICE Group common stock. Following the completion of the mergers, ICE Group s common stock is expected to be listed for trading on the New York Stock Exchange under ICE s current ticker symbol, ICE , and NYSE Euronext common stock will be delisted from the New York Stock Exchange and Euronext Paris, deregistered under the Securities Exchange Act of 1943 (the Exchange Act) and cease to be publicly traded. ICE common stock will be delisted from the New York Stock Exchange, deregistered under the Exchange Act and cease to be publicly traded.

Table of Contents

NYSE Euronext Merger Consideration (page 76)

In the NYSE Euronext merger, each share of NYSE Euronext common stock owned by a NYSE Euronext stockholder (except for excluded shares and dissenting shares) will be converted into the right to receive 0.1703 of a share of ICE Group common stock and $11.27 in cash. In lieu of the standard election amount described in the previous sentence, NYSE Euronext stockholders will have the right to make either a cash election to receive $33.12 in cash, or a stock election to receive 0.2581 of a share of ICE Group common stock, for each of their NYSE Euronext shares. Both the cash election and the stock election are subject to the proration and adjustment procedures to ensure that the total amount of cash paid, and the total number of shares of ICE Group common stock issued, in the NYSE Euronext merger to the NYSE Euronext stockholders, as a whole, will be equal to the total amount of cash and number of shares that would have been paid and issued if all of the NYSE Euronext stockholders received the standard election amount. NYSE Euronext stockholders (other than holders of excluded shares and dissenting shares) who make no election or an untimely election will receive the standard election amount for each share of NYSE Euronext common stock they hold.

It is anticipated that ICE stockholders and NYSE Euronext stockholders, in each case as of immediately prior to the mergers, will hold approximately 64% and 36%, respectively, of the issued and outstanding shares of ICE Group common stock immediately after completion of the mergers, in each case as determined on a fully diluted basis and without giving effect to any shares of ICE common stock held by NYSE Euronext stockholders prior to the mergers. If the NYSE Euronext merger is completed, it is currently estimated that payment of the stock portion of the NYSE Euronext merger consideration will require ICE Group to issue or reserve for issuance approximately 42.5 million shares of ICE Group common stock in connection with the NYSE Euronext merger and that the maximum cash consideration required to be paid in the NYSE Euronext merger for the cash portion of the NYSE Euronext merger consideration will be approximately $2.7 billion.

Recommendation of the NYSE Euronext Board of Directors (page 86)

After careful consideration, the NYSE Euronext board of directors recommends that NYSE Euronext stockholders vote **FOR** the NYSE Eurnoext Merger proposal, **FOR** the Merger-Related Named Executive Officer Compensation proposal and **FOR** the NYSE Euronext Adjournment proposal.

In reaching its decision, the NYSE Euronext board of directors considered a number of factors as generally supporting its decision to enter into the merger agreement, including, among others, the NYSE Euronext merger consideration and associated premium, strategic opportunities created by the combination, realization of anticipated synergies (including approximately $450 million in combined annual cost synergies expected), the benefits, risks and uncertainties of the combination as compared to those of other potential strategic alternatives that might be available to NYSE Euronext, and favorable terms under the merger agreement, including the absence of any financing condition. The NYSE Euronext board of directors also considered a variety of risks and other potentially negative factors concerning the combination, including, among others, risks and costs to NYSE Euronext if the combination is not completed or the potential benefits of the combination are not fully realized, risks related to the diversion of management and employee focus and restrictions on NYSE Euronext s business leading up to the combination, challenges and costs related to integrating the operations of NYSE Euronext and ICE and achieving identified synergies, the risk that the value of the consideration to NYSE Euronext stockholders in the combination could fluctuate along with the price of ICE common stock, and fees and expenses associated with completing the transaction itself. For a more complete description of NYSE Euronext s reasons for the combination and the recommendations of the NYSE Euronext board of directors, see The Mergers Recommendation of the NYSE Euronext Board of Directors and Reasons for the NYSE Euronext Merger.

Table of Contents

Recommendation of the ICE Board of Directors (page 99)

After careful consideration, the ICE board of directors recommends that ICE stockholders vote **FOR** the ICE Merger proposal, **FOR** the ICE Group Governance-Related proposals and **FOR** the ICE Adjournment proposal.

In reaching its decision, the ICE board of directors considered a number of factors as generally supporting its decision to enter into the merger agreement, including, among others, strategic considerations (including the expectation that the combination of ICE and NYSE Euronext would create a leading operator of global exchanges and clearing houses), regulatory and market factors, realization of anticipated synergies (including approximately $450 million in combined annual cost synergies within three years of closing), favorable terms for ICE under the merger agreement and other financial considerations. The ICE board of directors also considered a variety of risks and other potentially negative factors concerning the combination, including, among others, the risk that the combination with NYSE Euronext might not be completed in a timely manner or at all, risks related to regulatory approvals necessary to complete the combination, risks related to certain terms of the merger agreement (including restrictions on the conduct of ICE s business prior to the completion of the combination and the requirement that ICE pay NYSE Euronext a termination fee in certain cumstances), risks related to the diversion of management and resources from other strategic opportunities and challenges and difficulties relating to integrating the operations of ICE and NYSE Euronext. For a more complete description of ICE s reasons for the combination and the recommendations of the ICE board of directors, see The Mergers Recommendation of the ICE Board of Directors and Reasons for the Mergers.

Opinions of Financial Advisors (pages 90 and 104)

ICE Financial Advisor

The ICE board of directors received the written opinion dated December 20, 2012 from ICE s financial advisor, Morgan Stanley & Co. LLC, referred to as Morgan Stanley, that the consideration to be paid by ICE pursuant to the merger agreement dated December 20, 2012 was fair, from a financial point of view and as of the date of such opinion, to ICE.

In connection with delivering its opinion, Morgan Stanley reviewed a draft of the merger agreement entered into on December 20, 2012 (which we refer to as the original merger agreement) pursuant to which NYSE Euronext would have merged with and into Baseball Merger Sub, LLC, a direct, wholly owned subsidiary of ICE and upon which the merged entity would have been a wholly owned subsidiary of ICE (which we refer to as the original merger). As further described in The Mergers Opinion of Perella Weinberg, Financial Advisor to NYSE Euronext, other than the substitution of shares of ICE Group common stock for shares of ICE common stock, the merger consideration that NYSE Euronext stockholders will receive in the transaction pursuant to the amended and restated merger agreement is the same as was contemplated in the original merger agreement. Accordingly, ICE did not request an opinion from Morgan Stanley with respect to the combination.

All references to the merger agreement and the consideration to be paid by ICE, when used in this discussion of Morgan Stanley s opinion, refer to the original merger agreement and such consideration to be paid by ICE pursuant to the original merger agreement, respectively.

The full text of Morgan Stanley s written opinion is attached to this document as Appendix D. This written opinion sets forth the assumptions made, procedures followed, matters considered and qualifications and limitations on the review undertaken by Morgan Stanley in connection with such opinion. **The opinion was directed to the ICE board of directors (in its capacity as such) and addressed only the fairness from a financial point of view to ICE of the consideration to be paid by ICE pursuant to the merger agreement dated December 20, 2012 as of the date of the opinion and did not address any other aspect of the**

Table of Contents

combination. In addition, the opinion did not in any manner address the prices at which shares of ICE common stock or NYSE Euronext common stock would trade at any time, or any compensation or compensation agreements arising from (or otherwise relating to) the combination which benefit any officer, director or employee of NYSE Euronext, or any class of such persons. The opinion is addressed to the ICE board of directors and does not constitute advice or a recommendation to any stockholder of either ICE or NYSE Euronext as to how to vote at any stockholders meeting to be held in connection with the transactions contemplated by the merger agreement or take any other action with respect to the combination. For a description of the opinion that ICE received from Morgan Stanley, see The Mergers Opinion of Morgan Stanley, Financial Advisor to ICE.

NYSE Euronext Financial Advisor

Perella Weinberg Partners LP, referred to as Perella Weinberg, rendered its oral opinion, subsequently confirmed in writing, to the NYSE Euronext board of directors that, on December 20, 2012, and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations set forth in the opinion, the aggregate consideration to be received by the holders of NYSE Euronext common stock (other than ICE or any of its affiliates) pursuant to the merger agreement dated December 20, 2012 was fair, from a financial point of view, to such holders.

In connection with delivering its opinion, Perella Weinberg reviewed a draft of the merger agreement entered into on December 20, 2012 (which we refer to as the original merger agreement) pursuant to which NYSE Euronext would have merged with and into Baseball Merger Sub, LLC, a direct, wholly owned subsidiary of ICE and upon which the merged entity would have been a wholly-owned subsidiary of ICE (which we refer to as the original merger). In the original merger, each share of NYSE Euronext common stock owned by a NYSE Euronext stockholder (except for certain shares held by ICE, NYSE Euronext, or their subsidiaries, and shares held by NYSE Euronext stockholders who properly sought appraisal in accordance with Delaware law) would have been converted into the right to receive 0.1703 of a share of ICE common stock and $11.27 in cash. In lieu of this election to receive a mix of cash and shares of ICE common stock, NYSE Euronext stockholders would have had the right to make either a cash election to receive $33.12 in cash, or a stock election to receive 0.2581 of a share of ICE common stock, for each of their NYSE Euronext shares. Both the cash election and the stock election were subject to the adjustment and proration procedures set forth in the original merger agreement to ensure that the total amount of cash paid, and the total number of shares of ICE common stock issued, in the merger to NYSE Euronext stockholders, as a whole, would have been equal to the total amount of cash and number of shares that would have been paid and issued if all of the NYSE Euronext stockholders received 0.1703 of a share of ICE common stock and $11.27 in cash (which we refer to as the aggregate consideration). Perella Weinberg s opinion was issued prior to the amendment and restatement of the merger agreement and without regard thereto. Other than the substitution of shares of ICE Group common stock for shares of ICE common stock, the merger consideration that NYSE Euronext stockholders will receive in the transaction pursuant to the amended and restated merger agreement will not change. Accordingly, NYSE Euronext did not request an opinion from Perella Weinberg with respect to the combination.

All references to the merger agreement and the aggregate consideration to be received by the holders of NYSE Euronext common stock (other than ICE or any of its affiliates), when used in this discussion of Perella Weinberg s opinion, refer to the original merger agreement and such aggregate consideration to be received by shareholders of NYSE Euronext pursuant to the original merger agreement, respectively.

The full text of Perella Weinberg s written opinion, dated December 20, 2012, which sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the review undertaken by Perella Weinberg, is attached as Appendix E and is incorporated by reference herein. Holders of NYSE Euronext common stock are urged to read Perella Weinberg s opinion carefully and

Table of Contents

in its entirety. The opinion does not address NYSE Euronext s underlying business decision to enter into the original merger or the mergers or the relative merits of the original merger or the mergers as compared with any other strategic alternative that may have been available to NYSE Euronext. The opinion does not constitute a recommendation to any holder of NYSE Euronext common stock or ICE common stock as to how such holders should vote, make any election or otherwise act with respect to the original merger or the mergers or any other matter and does not in any manner address the prices at which NYSE Euronext common stock or ICE common stock will trade at any time. In addition, Perella Weinberg expressed no opinion as to the fairness of the original merger or the mergers to, or of any consideration to, the holders of any other class of securities, creditors or other constituencies of NYSE Euronext. Perella Weinberg provided its opinion for the information and assistance of the NYSE Euronext board of directors in connection with, and for the purposes of its evaluation of, the original merger. This summary is qualified in its entirety by reference to the full text of the opinion. For a description of the opinion that NYSE Euronext received from Perella Weinberg, see The Mergers Opinion of Perella Weinberg, Financial Advisor to NYSE Euronext.

NYSE Euronext Special Meeting of Stockholders (page 47)

The NYSE Euronext special meeting will be held at 9:30 a.m., Eastern time, on June 3, 2013, at 11 Wall Street, New York, NY 10005. At the NYSE Euronext special meeting, NYSE Euronext stockholders will be asked to approve the NYSE Euronext Merger proposal, the Merger-Related Named Executive Officer Compensation proposal and the NYSE Euronext Adjournment proposal.

NYSE Euronext s board of directors has fixed the close of business on April 26, 2013 as the record date for determining the holders of shares of NYSE Euronext common stock entitled to receive notice of and to vote at the NYSE Euronext special meeting. Only holders of record of shares of NYSE Euronext common stock at the close of business on the NYSE Euronext record date will be entitled to notice of and to vote at the NYSE Euronext special meeting and any adjournment or postponement thereof. As of the NYSE Euronext record date, there were 243,213,604 shares of NYSE Euronext common stock outstanding and entitled to vote at the NYSE Euronext special meeting held by 598 holders of record. Each share of NYSE Euronext common stock entitles the holder to one vote on each proposal to be considered at the NYSE Euronext special meeting. As of the record date, directors and executive officers of NYSE Euronext and their affiliates owned and were entitled to vote 1,277,368 shares of NYSE Euronext common stock, representing approximately 0.53% of the shares of NYSE Euronext common stock outstanding on that date. NYSE Euronext currently expects that NYSE Euronext s directors and executive officers will vote their shares in favor of the NYSE Euronext Merger proposal, the Merger-Related Named Executive Officer Compensation proposal and the NYSE Euronext Adjournment proposal, although none of them has entered into any agreements obligating them to do so.

Approval of the NYSE Euronext Merger proposal requires the affirmative vote of a majority of the outstanding shares of NYSE Euronext common stock entitled to vote on the proposal at the NYSE Euronext special meeting. Approval of the Merger-Related Named Executive Officer Compensation proposal and the NYSE Euronext Adjournment proposal each require the affirmative vote of a majority of the votes cast by stockholders entitled to vote on the proposal at the NYSE Euronext special meeting.

ICE Special Meeting of Stockholders (page 57)

The ICE special meeting will be held at 8:00 a.m., Eastern Time, on June 3, 2013, at The Meeting Room, 2100 RiverEdge Parkway, Lower Lobby, Atlanta, GA 30328. At the ICE special meeting, ICE stockholders will be asked to approve the ICE Merger proposal, the ICE Group Governance-Related proposals and the ICE Adjournment proposal.

ICE s board of directors has fixed the close of business on April 26, 2013 as the record date for determining the holders of shares of ICE common stock entitled to receive notice of and to vote at the ICE special meeting.

Table of Contents

As of the ICE record date, there were 72,764,989 shares of ICE common stock outstanding and entitled to vote at the ICE special meeting held by 341 holders of record. Each share of ICE common stock entitles the holder to one vote on each proposal to be considered at the ICE special meeting. As of the record date, directors and executive officers of ICE and their affiliates owned and were entitled to vote 1,500,294 shares of ICE common stock, representing approximately 2.1% of the shares of ICE common stock outstanding on that date. ICE currently expects that ICE s directors and executive officers will vote their shares in favor of the ICE Merger proposal, the ICE Group Governance-Related proposals and the ICE Adjournment proposal, although none of them has entered into any agreements obligating them to do so.

Approval of the ICE Merger proposal requires the affirmative vote of a majority of the outstanding shares of ICE common stock entitled to vote on the proposal at the ICE special meeting. Approval of the ICE Group Governance-Related proposals and the ICE Adjournment proposal requires the vote of a majority of the votes cast affirmatively and negatively by stockholders entitled to vote on the proposal at the ICE special meeting.

Interests of NYSE Euronext Directors and Executive Officers in the NYSE Euronext Merger (page 117)

NYSE Euronext s executive officers and directors have interests in the NYSE Euronext merger that are different from, or in addition to, the interests of NYSE Euronext s stockholders. These interests include, but are not limited to, the treatment in the merger agreement of restricted stock units, stock options and other rights held by these executive officers and directors which, upon the consummation of the NYSE Euronext merger, will be converted into substantially equivalent rights denominated in shares of common stock of ICE Group and/or may vest at a sooner date than had the NYSE Euronext merger not occurred. In addition, certain executive officers of NYSE Euronext are, by reason of their respective employment agreements with NYSE Euronext, entitled to change-of-control or severance benefits upon termination of their employment in connection with a change of control or within a certain period of time thereafter. The members of the NYSE Euronext board of directors were aware of and considered these interests, among other matters, when they approved the merger agreement and recommended that NYSE Euronext stockholders approve the NYSE Euronext Merger proposal. These interests are described in more detail in the section of this document entitled The Mergers Interests of NYSE Euronext Directors and Executive Officers in the NYSE Euronext Merger.

Effect of the NYSE Euronext Merger on NYSE Euronext Stock Options and Other Stock-Based Awards (page 135)

At the effective time of the NYSE Euronext merger, each option to acquire and stock appreciation right denominated in shares of NYSE Euronext common stock granted under the employee and director stock plans of NYSE Euronext, whether vested or unvested, that is outstanding immediately prior to the effective time of the NYSE Euronext merger, will be converted into a stock option to acquire or stock appreciation right denominated in shares of ICE Group common stock, as applicable, on the same terms and conditions as were applicable to it prior to such conversion, except that (i) each converted stock option and stock appreciation right will be exercisable for the number of shares of ICE Group common stock (rounded down to the nearest whole share) equal to the number of shares of NYSE Euronext common stock that it was exercisable for prior to conversion multiplied by the equity exchange factor, which equals the sum of (A) 0.1703 and (B) the quotient obtained by dividing (x) $11.27 by (y) the 10-day aggregate volume-weighted average per share price of a share of ICE common stock for the 10 consecutive trading days ending on the second-to-last full trading day prior to the date of the closing of the mergers, and (ii) the per-share exercise price (rounded up to the nearest penny) for each converted stock option and stock appreciation right will be equal to the per-share exercise price that was applicable to it prior to its conversion divided by the equity exchange factor.

In addition, at the effective time of the NYSE Euronext merger, each restricted stock unit or deferred stock unit measured in shares of NYSE Euronext common stock (other than performance stock units), whether vested

Table of Contents

or unvested, that is outstanding immediately prior to the effective time of the NYSE Euronext merger will be converted into a restricted stock unit or deferred stock unit denominated in shares of ICE Group common stock on substantially the same terms and conditions as were applicable to it prior to such conversion, except that the number of shares of ICE Group common stock subject to each such restricted stock unit or deferred stock unit (rounded down to the nearest whole share) will be equal to the number of shares of NYSE Euronext common stock subject to the restricted stock unit or deferred stock unit prior to conversion, multiplied by the equity exchange factor. Restricted stock units (other than performance stock units) granted under NYSE Euronext s Omnibus Incentive Plan or 2006 Stock Incentive Plan either (i) prior to December 20, 2012 or (ii) on or after December 20, 2012 pursuant to NYSE Euronext s annual bonus program (to the extent permitted by certain terms of the merger agreement) that are outstanding immediately prior to the effective time of the NYSE Euronext merger will, to the extent unvested, vest as of the effective time of the NYSE Euronext merger and be settled as of the effective time of the NYSE Euronext merger. All other restricted stock units (other than performance stock units) granted after December 20, 2012 (to the extent permitted by certain terms of the merger agreement) that are outstanding immediately prior to the effective time of the NYSE Euronext merger, if any, will be subject to a three-year cliff vesting schedule and the vesting of these restricted stock units will not accelerate upon the effective time of the NYSE Euronext merger. However, any such restricted stock units will vest upon an earlier termination of employment with NYSE Euronext and its subsidiaries without cause or a resignation from NYSE Euronext and its subsidiaries for good reason.

Additionally, at the effective time of the NYSE Euronext merger, each performance stock unit measured in shares of NYSE Euronext common stock granted under NYSE Euronext s Omnibus Incentive Plan, whether vested or unvested, that is outstanding immediately prior to the effective time of the NYSE Euronext merger will be converted into a performance stock unit denominated in shares of ICE Group common stock, on substantially the same terms and conditions as were applicable to it prior to such conversion, except that the number of shares of ICE Group common stock subject to each such performance stock unit (rounded down to the nearest whole share) will be equal to the number of shares of NYSE Euronext common stock subject to the performance stock unit (based on the following two sentences) multiplied by the equity exchange factor. The performance-based vesting condition applicable to each outstanding performance stock unit granted prior to December 20, 2012 (i.e., NYSE Euronext total shareholder return relative to S&P 500 total shareholder return over the applicable performance period) will be deemed satisfied at the effective time of the NYSE Euronext merger, measured as of the closing date of the NYSE Euronext merger with NYSE Euronext total shareholder return determined based on the value of the NYSE Euronext merger consideration, but the service-based vesting condition applicable to each such performance stock unit will remain unchanged and will not be deemed satisfied as of the effective time of the mergers, and the original measurement date in respect of the service condition will continue to apply for purposes of continued service-based vesting after the closing. The performance-based vesting condition applicable to each outstanding performance stock unit granted on or after December 20, 2012 (to the extent permitted by certain terms of the merger agreement) will be deemed satisfied at the effective time of the NYSE Euronext merger at the greater of 100% or the level based on actual attainment of the applicable performance criteria as of the month ending prior to the month in which the effective time of the NYSE Euronext merger occurs, but the service-based vesting condition applicable to each such performance stock unit will remain unchanged and will not be deemed satisfied as of the effective time of the NYSE Euronext merger, and the original measurement date in respect of the service condition will continue to apply for purposes of continued service-based vesting after the closing.

Effect of the ICE Merger on ICE Stock Options and Awards (page 131)

Each ICE stock option, whether vested or unvested, that is outstanding immediately prior to the effective time of the ICE merger will cease to represent a right to acquire shares of ICE common stock and will be converted into an ICE Group stock option on the same terms and conditions (including vesting schedule and per share exercise price) as applied to such ICE stock option immediately prior to the effective time of the ICE

Table of Contents

merger. The number of shares of ICE Group common stock subject to each such ICE Group stock option will be equal to the number of shares of ICE common stock subject to each such ICE stock option immediately prior to the effective time of the ICE merger, and each such ICE Group stock option will have an exercise price per share equal to the per-share exercise price applicable to each such ICE stock option immediately prior to the effective time of the ICE merger.

In addition, each ICE restricted stock unit and ICE deferred stock unit, whether vested or unvested, that is outstanding immediately prior to the effective time of the ICE merger will cease to represent an ICE restricted stock unit or deferred stock unit, as applicable, and will be converted automatically into an ICE Group restricted stock unit or ICE Group deferred stock unit, as applicable, on substantially the same terms and conditions (including vesting schedule) as applied to such ICE restricted stock unit or deferred stock unit immediately prior to the effective time of the ICE merger. The number of shares of ICE Group common stock subject to each such ICE Group restricted stock unit or ICE Group deferred stock unit will be equal to the number of shares of ICE common stock subject to each such ICE restricted stock unit or ICE deferred stock unit, respectively, immediately prior to the effective time of the ICE merger.

Additionally, at the effective time of the ICE merger, each ICE performance stock award, whether vested or unvested, that is outstanding will cease to represent a performance stock award with respect to shares of ICE common stock and will be converted automatically into an ICE Group performance stock award on substantially the same terms and conditions as applied to such ICE performance award immediately prior to the effective time of the ICE merger. The number of shares of ICE Group common stock subject to each such ICE Group performance stock award shall be equal to the number of shares of ICE common stock subject to the ICE performance stock award immediately prior to the effective time of the ICE merger.

Regulatory Approvals Required for the Mergers (page 122)

Consummation of the mergers is subject to the receipt of various regulatory approvals, including from the SEC, the U.S. Commodity Futures Trading Commission, the Dutch Minister of Finance (with the advice of the Netherlands Authority for the Financial Markets (*Autoriteit Financiële Markten*) (the AFM)) or the AFM on behalf of the Dutch Minister of Finance with respect to various aspects of the transaction, the Dutch Central Bank, the Euronext College of Regulators, the French Banking Regulatory Authority (*Autorité de contrôle prudentiel*), the French Minister of the Economy, the U.K. Financial Conduct Authority (FCA), the Belgian Financial Services and Markets Authority (*Autoriteit voor Financiële Diensten en Markten/Autorité des services et marchés financiers*), the Belgian Ministry of Finance, the Portuguese Minister of Finance and the Portuguese *Commisão do Mercado de Valores Mobiliários*. The completion of the mergers is also subject to the receipt of competition and antitrust clearances in the United States and the EU. Under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (which is referred to in this document as the HSR Act), and the rules promulgated thereunder, the mergers may not be completed until notification and report forms have been filed with the Federal Trade Commission, or the FTC, and the Department of Justice, or the DOJ, and the applicable waiting periods have expired. On January 16, 2013, ICE and NYSE Euronext each filed a notification and report form under the HSR Act with the FTC and the DOJ. The waiting period under the HSR Act expired on February 15, 2013. In the EU, the mergers are subject to the merger control jurisdiction of the national competition authorities in Portugal, Spain and the UK. ICE and NYSE Euronext requested a referral of the mergers to the European Commission pursuant to Article 4(5) of Council Regulation (EC) No. 139/2004 (which is referred to in this document as the EU Merger Regulation), such that merger clearance is required from only the European Commission in the EU. ICE and NYSE Euronext submitted the request by means of a reasoned submission (on Form RS) to the European Commission on March 18, 2013 and received notice on April 23, 2013 that none of the national competition authorities objected to the request. Therefore, the European Commission has jurisdiction to review the mergers.

Table of Contents

ICE and NYSE Euronext have filed, or are in the process of filing, notices and applications to obtain the necessary regulatory approvals. Although ICE and NYSE Euronext currently believe they should be able to obtain all required regulatory approvals in a timely manner, they cannot be certain when or if they will obtain them or, if obtained, whether they will contain terms, conditions or restrictions not currently contemplated that will be detrimental to or have a material adverse effect on ICE Group or its subsidiaries after the completion of the mergers. The regulatory approvals to which completion of the mergers is subject are described in more detail in the section of this document entitled The Mergers Regulatory Approvals Required for the Mergers.

Appraisal Rights (page 216)

Section 262 of Delaware law provides holders of shares of NYSE Euronext common stock with the right to dissent from the NYSE Euronext merger and seek appraisal of their shares of NYSE Euronext common stock in accordance with Delaware law. A holder of shares of NYSE Euronext common stock who properly seeks appraisal and complies with the applicable requirements under Delaware law, which is referred to as a dissenting stockholder, will forego the NYSE Euronext merger consideration and instead receive a cash payment equal to the fair value of his, her or its shares of NYSE Euronext common stock in connection with the NYSE Euronext merger. Fair value will be determined by the Delaware Court of Chancery following an appraisal proceeding. Dissenting stockholders will not know the appraised fair value at the time such holders must elect whether to seek appraisal. The ultimate amount dissenting stockholders receive in an appraisal proceeding may be more or less than, or the same as, the amount such holders would have received under the merger agreement. To seek appraisal, a NYSE Euronext stockholder must strictly comply with all of the procedures required under Delaware law, including delivering a written demand for appraisal to NYSE Euronext before the vote is taken on the merger agreement at the NYSE Euronext special meeting, not voting in favor of the NYSE Euronext Merger proposal and continuing to hold its shares of common stock through the effective time of the NYSE Euronext merger. Failure to follow exactly the procedures specified under Delaware law will result in the loss of appraisal rights.

For a further description of the appraisal rights available to NYSE Euronext stockholders and procedures required to exercise appraisal rights, see the section entitled Appraisal Rights and the provisions of Delaware law that grant appraisal rights and govern such procedures which are attached as Appendix F to this document. If a NYSE Euronext stockholder holds shares of NYSE Euronext common stock through a bank, brokerage firm or other nominee and the NYSE Euronext stockholder wishes to exercise appraisal rights, such stockholder should consult with such stockholder s bank, brokerage firm or nominee. In view of the complexity of Delaware law, NYSE Euronext stockholders who may wish to pursue appraisal rights should consult their legal and financial advisors promptly.

ICE stockholders are not entitled to appraisal rights under Delaware law. At the effective time of the ICE merger, each share of ICE common stock owned by an ICE stockholder (other than ICE or Braves Merger Sub) will be converted into the right to receive one share of ICE Group common stock.

Conditions to the Mergers (page 150)

The obligations of ICE and NYSE Euronext to complete the mergers are each subject to the satisfaction (or waiver by all parties) of the following conditions:

- approval of the necessary ICE and NYSE Euronext stockholder approvals;
- absence of any injunction or other legal prohibition or restraint against the mergers;
- termination or expiration of the waiting period under the HSR Act and receipt of required European competition clearances in Europe;
- authorization for listing on the New York Stock Exchange of the shares of ICE Group common stock to be issued in the mergers to holders of ICE common stock and NYSE Euronext common stock;

Table of Contents

the effectiveness of the Registration Statement on Form S-4 of which this document forms a part and the absence of a stop order suspending the effectiveness of the registration statement or proceedings initiated or threatened by the SEC for that purpose;

receipt of required regulatory approvals;

accuracy of the other party s representations and warranties in the merger agreement as of the closing date of the mergers, subject to applicable materiality qualifiers;

the prior performance by the other party, in all material respects, of its obligations under the merger agreement;

receipt of a legal opinion from ICE s counsel either to the effect that each merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, or, if the NYSE Euronext merger is restructured, to the effect that the ICE merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code; and

receipt of a legal opinion from NYSE Euronext s counsel either to the effect that the NYSE Euronext merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, or, if the NYSE Euronext merger is restructured, to the effect that the mergers, taken together, will qualify as a transaction described in Section 351 of the Internal Revenue Code.

No Solicitation (page 143)

Under the terms of the merger agreement, NYSE Euronext and ICE have agreed not to initiate, solicit, knowingly encourage, facilitate or induce inquiries, proposals or offers with respect to, or have any discussions with any person relating to, or engage or participate in any negotiations concerning, or provide any confidential information or data to, any person relating to, approve or recommend, or propose publicly to approve or recommend, any acquisition proposal or any letter of intent, agreement in principle, merger agreement, business combination agreement, option agreement or other similar agreement relating to, an acquisition proposal. Notwithstanding these restrictions, the merger agreement provides that if NYSE Euronext receives an unsolicited bona fide written acquisition proposal prior to adoption of the NYSE Euronext Merger proposal, or ICE receives a bona fide written acquisition proposal prior to the approval of the ICE Merger proposal and/or the ICE Group Governance-Related proposals, the party receiving the proposal may engage in discussions or negotiations with, or provide information or data to, the person or entity making the acquisition proposal if and only to the extent that the NYSE Euronext board of directors (in the case of a proposal for NYSE Euronext), or the ICE board of directors (in the case of a proposal for ICE), conclude in good faith, after consultation with outside legal counsel and financial advisors, that:

the acquisition proposal is reasonably likely to result in a superior proposal;

the failure to take such action would be inconsistent with its fiduciary duties under applicable law;

prior to providing any information to any person or entity in connection with the acquisition proposal, the NYSE Euronext board of directors or the ICE board of directors, as applicable, receives from the person or entity making the acquisition proposal an executed confidentiality agreement with confidentiality terms that are no less restrictive, in the aggregate, than those contained in the confidentiality agreement between NYSE Euronext and ICE; and

the party receiving the acquisition proposal is not then in material breach of its obligations under the no solicitation provisions of the merger agreement.

Table of Contents

Change of Recommendation (page 145)

The NYSE Euronext board of directors is entitled to make no recommendation for the NYSE Euronext merger or to withdraw, modify or qualify its recommendation for the NYSE Euronext merger in a manner that is adverse to either ICE, ICE Group, Braves Merger Sub or Baseball Merger Sub prior to the adoption of the NYSE Euronext Merger proposal, and the ICE board of directors is entitled to make no recommendation for the ICE merger, or to withdraw, modify or qualify its recommendation for the ICE merger in a manner that is adverse to NYSE Euronext prior to the approval of the ICE Merger proposal and/or the ICE Group Governance-Related proposals, if:

- the change in recommendation is made in response to an unsolicited bona fide written acquisition proposal from a third party, and such board of directors concludes in good faith, after consultation with outside legal counsel and financial advisors, that the acquisition proposal constitutes a superior proposal; or

- the change in recommendation is not made in response to an acquisition proposal, but in response to, or as a result of, an event, development, occurrence or change in circumstances or facts, occurring or arising after the date of the merger agreement (other than those that are reasonably foreseeable or arising from any action or omission required to be taken or omitted by the merger agreement), which did not exist or was not actually known, appreciated or understood by such board of directors, as of the date of the merger agreement, and such board of directors, after consultation with outside legal counsel, determines in good faith that the failure to make such change in recommendation would be inconsistent with its fiduciary duties under applicable law.

However, during the five-business-day period prior to making the NYSE Euronext Merger proposal change in recommendation or the ICE Merger proposal change in recommendation, as applicable, such party will be required to negotiate in good faith with the other party with respect to any modifications to the terms of the transactions contemplated by the merger agreement that are proposed by the other party, and it will be required to consider any such modifications agreed by the other party in determining whether the third party s acquisition proposal still constitutes a superior proposal, and, in the event of any amendment to the financial or other material terms of such acquisition proposal determined to be a superior proposal, the negotiation period will be extended by an additional three business days.

Termination Rights (page 154)

ICE and NYSE Euronext may mutually agree at any time to terminate the merger agreement prior to the effective time of the NYSE Euronext merger, even if the NYSE Euronext stockholders have adopted the merger agreement and the ICE stockholders have adopted the merger agreement and approved the related governance proposals, with the approval of the ICE board of directors and the NYSE Euronext board of directors. Either NYSE Euronext or ICE may also terminate the merger agreement at any time prior to the effective time of the mergers in various additional circumstances, including, but not limited to, failure to consummate the mergers by December 31, 2013 (subject to extension to March 31, 2014 by either party in certain circumstances), failure to obtain the necessary NYSE Euronext or ICE stockholder approvals, failure to obtain a necessary governmental or competition approval, an order permanently prohibiting the mergers becomes final and non-appealable, the ICE board of directors changes its recommendation in favor of the ICE Merger proposal or the ICE Group Governance-Related proposals, the NYSE Euronext board of directors changes its recommendation in favor of the NYSE Euronext Merger proposal and/or upon the breach by the other party of certain of its obligations under the merger agreement.

Termination Fees (page 155)

Termination Fees Payable by NYSE Euronext

Subject to certain limitations, NYSE Euronext is required to pay ICE a termination fee of $300 million if:

- an acquisition proposal is made for NYSE Euronext after the date of the merger agreement and prior to the NYSE Euronext stockholders meeting, and either (i) ICE terminates the merger agreement because

Table of Contents

the NYSE Euronext board of directors has changed its recommendation or because NYSE Euronext has failed to perform in any material respect certain of its obligations under the merger agreement or (ii) NYSE Euronext or ICE terminates the merger agreement because NYSE Euronext fails to receive the necessary NYSE Euronext stockholder approval and the NYSE Euronext board of directors has changed its recommendation; or

an acquisition proposal is made for NYSE Euronext after the date of the merger agreement and prior to the NYSE Euronext stockholders meeting, the NYSE Euronext stockholders do not approve the NYSE Euronext Merger proposal, NYSE Euronext or ICE terminates the merger agreement because NYSE Euronext failed to receive the necessary NYSE Euronext stockholder approval, and, within nine months of such termination of the merger agreement, NYSE Euronext engages in an alternative transaction with a third party involving 50% or more of NYSE Euronext s equity, assets or revenues.

Under other circumstances, NYSE Euronext is required to pay ICE a termination fee of:

$450 million, if the NYSE Euronext board of directors determines to make a change of recommendation not in response to an acquisition proposal, but in response to, or as a result of, an intervening event arising after the date of the merger agreement; or

$100 million, if the merger agreement is terminated due to the failure of NYSE Euronext stockholders to approve the NYSE Euronext Merger proposal (other than in cases where the merger agreement is terminated and NYSE Euronext must pay any of the other termination fees).

Termination Fees Payable by ICE

Subject to certain limitations set forth in the merger agreement, ICE is required to pay NYSE Euronext a termination fee of $300 million if:

an acquisition proposal is made for ICE after the date of the merger agreement and prior to the ICE stockholders meeting, and either (i) NYSE Euronext terminates the merger agreement because the ICE board of directors has changed its recommendation or because ICE has failed to perform in any material respect certain of its obligations under the merger agreement or (ii) NYSE Euronext or ICE terminates the merger agreement because ICE fails to receive the necessary ICE stockholder approval and the ICE board of directors has changed its recommendation; or

an acquisition proposal is made for ICE after the date of the merger agreement and prior to the ICE stockholders meeting, ICE fails to receive the necessary ICE stockholder approval, either NYSE Euronext or ICE terminates the merger agreement because ICE failed to receive the necessary ICE stockholder approval, and, within nine months of such termination of the merger agreement, ICE engages in an alternative transaction with a third party involving 50% or more of ICE s equity, assets or revenues.

Under other circumstances, ICE is required to pay NYSE Euronext a termination fee of:

$450 million, if NYSE Euronext terminates the merger agreement because the ICE board of directors determines to make a change of recommendation not in response to an acquisition proposal, but in response to, or as a result of, an intervening event arising after the date of the merger agreement;

$750 million, if there is a failure to receive a required governmental or competition approval or either a law or final and non-appealable order that prohibits the merger; or

$100 million, if the merger is terminated due to the failure of ICE stockholders to adopt the merger agreement and/or approve the related governance proposals (other than in cases where the merger agreement is terminated and ICE must pay any of the other

termination fees).

Table of Contents

Litigation Related to the NYSE Euronext Merger (page 160)

Since the announcement of the transaction on December 20, 2012, 12 putative stockholder class action complaints have been filed in New York and Delaware courts against NYSE Euronext, the members of its board of directors, ICE and, in some cases, Baseball Merger Sub challenging the proposed combination. The actions allege that members of the NYSE Euronext board of directors breached their fiduciary duties by agreeing to a merger agreement that undervalues NYSE Euronext. Among other remedies, the plaintiffs seek to enjoin the combination. ICE and NYSE Euronext believe the allegations in the complaints are without merit, and intend to defend them vigorously. See Litigation Related to the Mergers.

Accounting Treatment (page 127)

ICE prepares its financial statements in accordance with accounting principles generally accepted in the United States of America (GAAP). The mergers will be accounted for by applying the acquisition method of accounting for business combinations with ICE treated as the acquirer. See The Mergers Accounting Treatment.

Material United States Federal Income Tax Consequences of the Mergers (page 162)

The obligation of ICE to complete the mergers is conditioned upon the receipt of a legal opinion from its counsel to the effect that each merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. Additionally, the obligation of NYSE Euronext to complete the NYSE Euronext merger is conditioned upon the receipt of a legal opinion from its counsel to the effect that the NYSE Euronext merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. In the event that legal counsel to either ICE or NYSE Euronext is unable to render the legal opinion described above with respect to the NYSE Euronext merger, the NYSE Euronext merger will be restructured and the obligation of each of ICE and NYSE Euronext to complete the mergers will be conditioned upon the receipt of alternative opinions from their respective counsel, as discussed further in Material United States Federal Income Tax Consequences of the Mergers beginning on page 162.

Assuming the receipt and accuracy of the opinions described above, U.S. holders of ICE common stock will not recognize gain or loss for U.S. federal income tax purposes upon the receipt of ICE Group common stock in exchange for ICE common stock pursuant to the ICE merger and the U.S. federal income tax consequences of the NYSE Euronext merger (or, in the event the NYSE Euronext merger is restructured, the NYSE Euronext merger and the ICE merger, taken together) to U.S. holders of NYSE Euronext common stock are as follows:

If you receive solely shares of ICE Group common stock (and no cash other than cash received instead of a fractional share of ICE Group common stock) in exchange for your NYSE Euronext common stock, then you generally will not recognize any gain or loss, except with respect to cash received instead of a fractional share of ICE Group common stock.

If you receive solely cash, you generally will recognize gain or loss equal to the difference between the amount of cash you receive and your tax basis in your NYSE Euronext common stock. Generally, any gain recognized upon the exchange will be capital gain, and any such capital gain will be long-term capital gain if you have established a holding period of more than one year for your shares of NYSE Euronext common stock.

If you receive a combination of ICE Group common stock and cash (other than cash received instead of a fractional share of ICE Group common stock), in exchange for your NYSE Euronext common stock, you generally will recognize gain, but not loss, upon the exchange of your shares of NYSE Euronext common stock for shares of ICE Group common stock and cash. If the sum of the fair market value of the ICE Group common stock and the amount of cash you receive in exchange for your shares of NYSE Euronext common stock exceeds the tax basis of your shares of NYSE Euronext common stock, you generally will recognize taxable gain equal to the lesser of the amount of such excess or the

Table of Contents

amount of cash you receive in the exchange. Generally, any gain recognized upon the exchange will be capital gain, and any such capital gain will be long-term capital gain if you have established a holding period of more than one year for your shares of NYSE Euronext common stock.

Any gain recognized could also be subject to the additional 3.8% Medicare tax on net investment income, depending on your individual circumstances.

For a more detailed discussion of the material United States federal income tax consequences of the mergers, see Material United States Federal Income Tax Consequences of the Mergers beginning on page 162.

The tax consequences of the mergers to any particular stockholder will depend on that stockholder s particular facts and circumstances. Accordingly, please consult your tax advisor to determine the tax consequences to you from the mergers.

Comparison of Stockholders Rights (page 178)

The rights of ICE and NYSE Euronext stockholders who continue as ICE Group stockholders after the mergers will be governed by the certificate of incorporation and bylaws of ICE Group rather than by the certificate of incorporation and bylaws of ICE and NYSE Euronext, respectively. As a result, these ICE and NYSE Euronext stockholders will have different rights once they become stockholders of ICE Group due to the differences in the governing documents of NYSE Euronext, ICE and ICE Group. ICE Group s certificate of incorporation in effect upon the completion of the mergers will include limitations on voting and ownership of ICE Group common stock comparable to the voting and ownership limitations included in the current certificate of incorporation of NYSE Euronext. No voting and stock ownership limitations are currently in ICE s certificate of incorporation. ICE Group s certificate of incorporation and bylaws in effect upon the completion of the mergers will include provisions related to certain powers of the board and provisions that describe certain considerations the board of directors may consider in taking any action, but, unlike the current NYSE Euronext governance documents, will not impose requirements as to minimum European and maximum U.S. directors. The ICE Group certificate of incorporation and bylaws will include regulatory approval requirements with respect to amendments of the ICE Group certificate of incorporation and bylaws, approvals required for extraordinary transactions, including mergers and certain large asset sales, and a provision that calls for ICE Group to submit to the jurisdiction of the SEC and European regulatory authorities. The provisions of ICE Group s amended and restated certificate of incorporation and amended and restated bylaws, including the terms of the shares of ICE Group common stock, will become applicable to the ICE and NYSE Euronext stockholders who continue as ICE Group stockholders as a result of the mergers regardless of whether they vote in favor of the ICE Merger proposal, any of the ICE Group Governance-Related proposals, or the NYSE Euronext Merger proposal, as applicable. The completion of the mergers is conditioned on the approval by ICE stockholders of the ICE Merger proposal and each of the ICE Group Governance-Related proposals, and by the NYSE Euronext stockholders of the NYSE Euronext Merger proposal. For a more complete description of these differences, see Comparison of Stockholders Rights.

The Parties (page 68)

IntercontinentalExchange, Inc.

2100 RiverEdge Parkway

Suite 500

Atlanta, Georgia 30328

Phone: (770) 857-4700

IntercontinentalExchange, Inc. is a leading operator of regulated exchanges and clearing houses serving the risk management needs of global markets for agricultural, credit, currency, emissions, energy and equity index products. ICE serves customers in more than 70 countries and ICE was organized on May 8, 2000.

Table of Contents

IntercontinentalExchange Group, Inc.

c/o IntercontinentalExchange, Inc.

2100 RiverEdge Parkway

Suite 500

Atlanta, Georgia 30328

Phone: (770) 857-4700

IntercontinentalExchange Group, Inc. is a Delaware corporation and a direct, wholly owned subsidiary of ICE. ICE Group was organized on March 6, 2013, solely for the purpose of effecting the mergers. Upon completion of the mergers, ICE and NYSE Euronext will each become wholly owned subsidiaries of ICE Group and ICE Group will continue as a holding company. As a result of the transactions contemplated by the merger agreement, ICE Group will become a publicly traded corporation, and former ICE and NYSE Euronext stockholders will own stock in ICE Group.

NYSE Euronext

11 Wall Street

New York, New York 10005

Phone: (212) 656-3000

NYSE Euronext, a Delaware corporation organized on May 22, 2006, is a holding company that, through its subsidiaries, operates the following securities exchanges: the New York Stock Exchange LLC, NYSE Arca, Inc. and NYSE MKT LLC in the United States and the European-based exchanges that comprise Euronext N.V. and its subsidiaries the London, Paris, Amsterdam, Brussels and Lisbon stock exchanges, as well as the derivatives markets in London, Paris, Amsterdam, Brussels and Lisbon, and the United States futures market, NYSE Liffe US, LLC. NYSE Euronext is a global markets operator and provider of securities listing, trading, market data products, and software and technology services.

Braves Merger Sub

c/o IntercontinentalExchange, Inc.

2100 RiverEdge Parkway

Suite 500

Atlanta, Georgia 30328

Phone: (770) 857-4700

Braves Merger Sub, whose legal name is Braves Merger Sub, Inc., is a Delaware corporation, an indirect subsidiary of ICE and a direct, wholly owned subsidiary of ICE Group. Upon the completion of the ICE merger, Braves Merger Sub will cease to exist. Braves Merger Sub was formed on March 6, 2013 for the sole purpose of effecting the ICE merger.

Baseball Merger Sub

c/o IntercontinentalExchange, Inc.

2100 RiverEdge Parkway

Suite 500

Atlanta, Georgia 30328

Phone: (770) 857-4700

Baseball Merger Sub, whose legal name is Baseball Merger Sub, LLC, is a Delaware limited liability company, an indirect subsidiary of ICE and a direct, wholly owned subsidiary of ICE Group. Upon the completion of the NYSE Euronext merger, Baseball Merger Sub will continue to exist as a direct, wholly owned subsidiary of ICE Group, unless the NYSE Euronext merger is restructured such that Baseball Merger Sub will merge with and into NYSE Euronext in which case NYSE Euronext will continue to exist as a direct, wholly owned subsidiary of ICE Group. Baseball Merger Sub was formed on December 12, 2012 for the sole purpose of effecting the NYSE Euronext merger.

Table of Contents

SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

Selected Historical Consolidated Financial Data of ICE

The following tables present ICE s selected historical consolidated financial data as of and for the dates and periods indicated. The following consolidated statement of income data for the years ended December 31, 2012, 2011, and 2010 and the consolidated balance sheet data as of December 31, 2012 and 2011 have been derived from the audited consolidated financial statements of ICE contained in its Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated into this document by reference. The consolidated statement of income data for the years ended December 31, 2009 and 2008 and the consolidated balance sheet data as of December 31, 2010, 2009 and 2008 have been derived from ICE s audited consolidated financial statements for such years, which have not been incorporated into this document by reference.

The following information is only a summary and is not necessarily indicative of the results of future operations of ICE or the combined company. You should read this selected historical consolidated financial data together with ICE s consolidated financial statements that are incorporated by reference into this document and their accompanying notes and management s discussion and analysis of financial condition and results of operations contained in such reports.

	Year Ended December 31,				
	2012[1]	2011[1]	2010[1]	2009[1]	2008[1]
	(In thousands, except for per share data)				
Consolidated Statements of Income Data					
Revenues:					
Transaction and clearing fees, net	$ 1,185,195	$ 1,176,367	$ 1,023,454	$ 884,473	$ 693,229
Market data fees	146,789	124,956	109,175	101,684	102,944
Other	30,981	26,168	17,315	8,631	16,905
Total Revenues	1,362,965	1,327,491	1,149,944	994,788	813,078
Operating Expenses:					
Compensation and benefits	251,152	250,601	236,649	235,677	159,792
Technology and communications	45,764	47,875	44,506	38,277	27,473
Professional services	33,145	34,831	32,597	35,557	29,705
Rent and occupancy	19,329	19,066	17,024	20,590	14,830
Acquisition-related transaction costs	19,359	15,624	9,996	6,139	
Selling, general and administrative	36,699	34,180	35,644	34,067	25,476
Depreciation and amortization	130,502	132,252	121,209	111,357	62,247
Total operating expenses	535,950	534,429	497,625	481,664	319,523
Operating income	827,015	793,062	652,319	513,124	493,555
Other expense, net[2]	37,323	33,053	42,846	19,635	19,354
Income before income taxes	789,692	760,009	609,473	493,489	474,201
Income tax expense	227,955	238,268	201,706	179,335	173,229
Net income	$ 561,737	$ 521,741	$ 407,767	$ 314,154	$ 300,972
Net (income) loss attributable to noncontrolling interest	(10,161)	(12,068)	(9,469)	1,834	
Net income attributable to IntercontinentalExchange, Inc.	$ 551,576	$ 509,673	$ 398,298	$ 315,988	$ 300,972
Earnings per share attributable to IntercontinentalExchange, Inc. common shareholders:					
Basic	$ 7.59	$ 6.97	$ 5.41	$ 4.33	$ 4.23
Diluted	$ 7.52	$ 6.90	$ 5.35	$ 4.27	$ 4.17

Weighted average common shares outstanding:					
Basic	72,712	73,145	73,624	72,985	71,184
Diluted	73,366	73,895	74,476	74,090	72,164

Table of Contents

	As of December 31,				
	2012	2011	2010	2009	2008
	(In thousands)				
Consolidated Balance Sheet Data:					
Cash and cash equivalents	$ 1,612,195	$ 822,949	$ 621,792	$ 552,465	$ 283,522
Short-term and long-term investments	391,345	451,136	1,999	25,497	6,484
Margin deposits and guaranty fund assets(3)	31,882,493	31,555,831	22,712,281	18,690,238	12,117,820
Total current assets	33,750,087	32,605,391	23,575,778	19,459,851	12,552,588
Property and equipment, net	143,392	130,962	94,503	91,735	88,952
Goodwill and other intangible assets, net	2,736,937	2,757,358	2,806,873	2,168,291	2,163,671
Total assets	37,214,842	36,147,864	26,642,259	21,884,875	14,959,581
Margin deposits and guaranty fund liabilities(3)	31,822,493	31,555,831	22,712,281	18,690,238	12,117,820
Total current liabilities	32,245,697	31,800,314	23,127,384	18,967,832	12,311,642
Current and long-term debt	1,132,500	887,500	578,500	307,500	379,375
Equity	3,676,558	3,162,341	2,816,765	2,433,647	2,012,180

(1) ICE acquired several companies during the periods presented and has included the financial results of these companies in its consolidated financial statements effective from the respective acquisition dates. Refer to ICE s consolidated financial statements and related notes in its Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated into this document by reference, for more information on some of these acquired businesses.

(2) The financial results for the years ended December 31, 2012, 2011, 2010, 2009 and 2008 include $33.5 million, $28.4 million, $25.1 million, $16.8 million and $13.2 million, respectively, in interest expense on outstanding indebtedness. The financial results for the year ended December 31, 2010 include a loss of $15.1 million on a foreign currency hedge relating to the pounds sterling cash consideration paid to acquire Climate Exchange plc. The financial results for the years ended December 31, 2009 and 2008 include impairment losses of $9.3 million and $15.7 million, respectively, relating to the cost method investment in National Commodity and Derivatives Exchange Ltd. The financial results for the year ended December 31, 2009 include a net gain of $11.1 million relating to the sale of LCH.Clearnet Ltd. shares, partially offset by adjustments to various other cost method investments. Refer to ICE s consolidated financial statements and related notes in its Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated into this document by reference, for more information on some of these items.

(3) Clearing members of ICE s clearing houses are required to deposit original margin and variation margin and to make deposits to a guaranty fund. The cash deposits made to these margin accounts and to the guaranty fund are recorded in the consolidated balance sheets as current assets with corresponding current liabilities to the clearing members that deposited them. ICE Clear Europe began clearing contracts in November 2008 upon the transition of clearing from LCH.Clearnet Ltd. and ICE Clear Credit began to clear credit default swap contracts in March 2009. Refer to ICE s consolidated financial statements and related notes in its Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated into this document by reference, for more information on these items.

Selected Historical Consolidated Financial Data of NYSE Euronext

The following tables present NYSE Euronext s selected historical consolidated financial data as of and for the dates and periods indicated. The following consolidated statement of income data for the years ended December 31, 2012, 2011 and 2010 and the consolidated balance sheet data as of December 31, 2012 and 2011 have been derived from the audited consolidated financial statements of NYSE Euronext contained in its Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated into this document by reference. The consolidated statement of income data for the years ended December 31, 2009 and 2008 and the consolidated balance sheet data as of December 31, 2010, 2009 and 2008 have been derived from NYSE Euronext s audited consolidated financial statements for such years, which have not been incorporated into this document by reference.

Table of Contents

The following information is only a summary and is not necessarily indicative of the results of future operations of NYSE Euronext or the combined company. You should read this selected historical consolidated financial data together with NYSE Euronext s consolidated financial statements that are incorporated by reference into this document and their accompanying notes and management s discussion and analysis of financial condition and results of operations contained in such reports.

	Year Ended December 31,				
	2012	2011	2010	2009	2008
	(In thousands, except per share data)				
Consolidated Statements of Income Data					
Revenues:					
Transaction and clearing fees	$ 2,393,000	$ 3,162,000	$ 3,128,000	$ 3,427,000	$ 3,536,000
Market data	348,000	371,000	373,000	403,000	428,000
Listing	448,000	446,000	422,000	407,000	395,000
Technology services	341,000	358,000	318,000	223,000	159,000
Other revenues	219,000	215,000	184,000	224,000	184,000
Total revenues	3,749,000	4,552,000	4,425,000	4,684,000	4,702,000
Transaction-based expenses:					
Section 31 fees	301,000	371,000	315,000	388,000	229,000
Liquidity payments, routing and clearing	1,124,000	1,509,000	1,599,000	1,818,000	1,592,000
Total revenues, less transaction-based expenses	2,324,000	2,672,000	2,511,000	2,478,000	2,881,000
Other operating expenses:					
Compensation	601,000	638,000	613,000	649,000	664,000
Depreciation and amortization	260,000	280,000	281,000	266,000	253,000
Systems and communication	176,000	188,000	206,000	225,000	317,000
Professional services	299,000	299,000	282,000	223,000	163,000
Impairment charges[1]					1,590,000
Selling, general and administrative	245,000	303,000	296,000	313,000	305,000
Merger expenses and exit costs	134,000	114,000	88,000	516,000	177,000
Total other operating expenses	1,715,000	1,822,000	1,766,000	2,192,000	3,469,000
Operating income (loss) from continuing operations	609,000	850,000	745,000	286,000	(588,000)
Net interest and investment (loss) income	(136,000)	(116,000)	(108,000)	(111,000)	(99,000)
Other (loss) income	(3,000)	(9,000)	49,000	30,000	42,000
Income (loss) from continuing operations before income tax (provision) benefit	470,000	725,000	686,000	205,000	(645,000)
Income tax (provision) benefit	(105,000)	(122,000)	(128,000)	7,000	(95,000)
Income (loss) from continuing operations	365,000	603,000	558,000	212,000	(740,000)
Income from discontinued operations, net of tax[2]					7,000
Net income (loss)	$ 365,000	$ 603,000	$ 558,000	$ 212,000	$ (733,000)
Net (income) loss attributable to noncontrolling interest	(17,000)	16,000	19,000	7,000	(5,000)
Net income (loss) attributable to NYSE Euronext	$ 348,000	$ 619,000	$ 577,000	$ 219,000	$ (738,000)
Basic earnings (loss) per share attributable to NYSE Euronext:					
Continuing operations	$ 1.39	$ 2.37	$ 2.21	$ 0.84	$ (2.81)
Discontinued operations	$	$	$	$	$ 0.03
Total	$ 1.39	$ 2.37	$ 2.21	$ 0.84	$ (2.78)

Diluted earnings (loss) per share attributable to NYSE Euronext:

Continuing operations	$ 1.39	$ 2.36	$ 2.20	$ 0.84	$ (2.81)
Discontinued operations	$	$	$	$	$ 0.03
Total	$ 1.39	$ 2.36	$ 2.20	$ 0.84	$ (2.78)
Basic weighted average common shares outstanding	250,000	261,000	261,000	260,000	265,000
Diluted weighted average common shares outstanding	250,000	263,000	262,000	261,000	265,000
Dividends per share	$ 1.20	$ 1.20	$ 1.20	$ 1.20	$ 1.15

Table of Contents

	As of December 31,				
	2012	2011	2010	2009	2008
			(In thousands)		
Consolidated Balance Sheet Data:					
Current assets	$ 1,008,000	$ 1,189,000	$ 1,174,000	$ 1,520,000	$ 2,026,000
Total assets	12,556,000	13,107,000	13,378,000	14,382,000	13,948,000
Current liabilities	1,416,000	1,184,000	1,454,000	2,149,000	2,582,000
Working capital	(408,000)	5,000	(280,000)	(629,000)	(556,000)
Long-term liabilities[3]	2,442,000	2,954,000	3,006,000	3,132,000	3,005,000
Long-term debt	2,055,000	2,036,000	2,074,000	2,166,000	1,787,000
NYSE Euronext stockholders equity	6,345,000	6,581,000	6,796,000	6,871,000	6,556,000

(1) In 2008, NYSE Euronext recorded a $1,590 million impairment charge primarily in connection with the write-down of goodwill allocated to its Cash Trading and Listings reporting unit ($1,003 million) and the national securities exchange registration of its Cash Trading and Listings reporting unit ($522 million) to their estimated fair value. This charge reflected adverse economic and equity market conditions which caused a material decline in industry market multiples, and lower estimated future cash flows of its European reporting unit within its Cash Trading and Listings business segment as a result of increased competition which has caused a decline in NYSE Euronext s market share of cash trading in Europe, as well as pricing pressures following the November 2007 introduction of the Markets Financial Instruments Directive.

(2) The operations of GL Trade, which were sold on October 1, 2008, are reflected as discontinued.

(3) Represents liabilities due after one year, including deferred income taxes, accrued employee benefits, and deferred revenue.

Table of Contents

SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED

CONSOLIDATED FINANCIAL DATA

The following table presents selected unaudited pro forma condensed combined financial information about ICE s consolidated statements of income and balance sheet, after giving effect to the acquisition of NYSE Euronext. The information under Consolidated Statements of Income Data in the table below gives effect to the mergers as if they had been consummated on January 1, 2012, the beginning of the earliest period presented. The information under Consolidated Balance Sheet Data in the table below assumes the mergers had been consummated on December 31, 2012. This unaudited pro forma condensed combined financial information was prepared using the acquisition method of accounting with ICE considered the acquirer of NYSE Euronext. See The Mergers Accounting Treatment.

As of the date of this joint proxy statement/prospectus, ICE has not completed the detailed valuation studies necessary to arrive at the required estimates of the fair value of NYSE Euronext s assets to be acquired and the liabilities to be assumed and the related allocations of purchase price, nor has it identified all adjustments necessary to conform NYSE Euronext s accounting policies to ICE s accounting policies. A final determination of the fair value of ICE s assets and liabilities will be based on the actual net tangible and intangible assets and liabilities of NYSE Euronext that exist as of the date of completion of the mergers and, therefore, cannot be made prior to the completion of the transaction. Additionally, the value of the NYSE Euronext merger consideration to be paid to NYSE Euronext stockholders will be determined based on the trading price of ICE common stock at the time of the completion of the mergers. Accordingly, the pro forma purchase price adjustments are preliminary and are subject to further adjustments as additional information becomes available and as additional analyses are performed. The preliminary pro forma purchase price adjustments have been made solely for the purpose of providing the information presented below. ICE estimated the fair value of NYSE Euronext s assets and liabilities based on discussions with NYSE Euronext s management, preliminary valuation studies, due diligence and information presented in public filings. Until the mergers are completed, both companies are limited in their ability to share certain information. Upon completion of the mergers, final valuations will be performed. Increases or decreases in the fair value of relevant balance sheet amounts will result in adjustments to the balance sheet and/or statements of income. There can be no assurance that such finalization will not result in material changes.

Table of Contents

The information presented below should be read in conjunction with the historical consolidated financial statements and related notes of ICE and NYSE Euronext filed by each with the SEC, and incorporated by reference in this document, and with the unaudited pro forma condensed combined financial statements of ICE and NYSE Euronext, including the related notes, appearing elsewhere in this document under Unaudited Pro Forma Condensed Combined Financial Statements. The unaudited pro forma condensed combined financial statements are presented for illustrative purposes only and are not necessarily indicative of results that actually would have occurred or that may occur in the future had the mergers been completed on the dates indicated, or the future operating results or financial position of the combined company following the mergers. Future results may vary significantly from the results reflected because of various factors, including those discussed under the heading Risk Factors beginning on page 36.

		Year Ended December 31, 2012 (In thousands, except per share data)
Consolidated Statements of Income Data:		
Total revenues, less transaction-based expenses	$	3,597,812
Total operating expenses	$	2,232,523
Total operating income	$	1,365,289
Net income attributable to the combined company	$	857,680
Earnings per share:		
Basic	$	7.46
Diluted	$	7.42

		As of December 31, 2012 (In thousands)
Consolidated Balance Sheet Data:		
Unrestricted cash and cash equivalents	$	752,979
Long-term investments	$	915,345
Total assets	$	52,862,940
Total current and long-term debt	$	5,579,461
Total equity	$	10,308,371

Table of Contents

COMPARATIVE HISTORICAL AND UNAUDITED PRO FORMA PER SHARE FINANCIAL DATA

Presented below are ICE s and NYSE Euronext s historical per share data for the year ended December 31, 2012 and unaudited pro forma combined per share data for the year ended December 31, 2012. Except for the historical information as of and for the year ended December 31, 2012, the information provided in the table below is unaudited. This information should be read together with the historical consolidated financial statements and related notes of ICE and NYSE Euronext filed by each with the SEC, and incorporated by reference in this document, and with the unaudited pro forma condensed combined financial statements included under Unaudited Pro Forma Condensed Combined Financial Statements.

The pro forma information is presented for illustrative purposes only and is not necessarily indicative of the operating results or financial position that would have occurred if the mergers had been completed as of the beginning of the periods presented, nor is it necessarily indicative of the future operating results or financial position of the combined company. The pro forma information, although helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the benefits of expected cost savings, opportunities to earn additional revenue, the impact of restructuring, or other factors that may result as a consequence of the mergers and, accordingly, does not attempt to predict or suggest future results.

The historical book value per share is computed by dividing shareholders equity by the number of shares of common stock outstanding at the end of the period. The pro forma income per share of the combined company is computed by dividing the pro forma income by the pro forma weighted average number of shares outstanding. The pro forma book value per share of the combined company is computed by dividing total pro forma stockholders equity by the pro forma number of shares of common stock outstanding at the end of the period. The pro forma book value per share of the combined company is computed as if the mergers had been completed on December 31, 2012.

	Year Ended December 31, 2012	
ICE Historical Data:		
Net income per basic share	$	7.59
Net income per diluted share	$	7.52
Cash dividends declared per share	$	
Net book value per share	$	50.27
NYSE Euronext Historical Data:		
Net income per basic share	$	1.39
Net income per diluted share	$	1.39
Cash dividends declared per share	$	1.20
Net book value per share	$	26.22
Pro Forma Combined Data:		
Net income per basic share	$	7.46
Net income per diluted share	$	7.42
Cash dividends declared per share	$	2.60
Net book value per share	$	N/A
Pro Forma Combined Equivalent Data:[(1)]		
Net income per basic share	$	1.27
Net income per diluted share	$	1.26
Cash dividends declared per share	$	0.44
Net book value per share	$	N/A

(1) Determined using the pro forma per share data multiplied by 0.1703 (the proposed ratio of a NYSE Euronext share for an ICE Group share).

Table of Contents

COMPARATIVE PER SHARE MARKET PRICE AND DIVIDEND INFORMATION

The table below sets forth, for the calendar quarters indicated, the high and low sales prices per share, as well as the dividend paid per share, of ICE common stock, which trades on the New York Stock Exchange under the symbol ICE, and NYSE Euronext common stock, which is dually listed and trades on the New York Stock Exchange and Euronext Paris under the symbol NYX.

	ICE Common Stock			NYSE Euronext Common Stock		
	High	Low	Dividend	High	Low	Dividend
2011						
First Quarter	$ 135.38	$ 112.13	$ 0.00	$ 39.99	$ 30.08	$ 0.30
Second Quarter	$ 126.67	$ 112.20	$ 0.00	$ 41.60	$ 31.86	$ 0.30
Third Quarter	$ 131.72	$ 102.57	$ 0.00	$ 35.49	$ 23.24	$ 0.30
Fourth Quarter	$ 132.89	$ 113.00	$ 0.00	$ 28.92	$ 21.80	$ 0.30
2012						
First Quarter	$ 142.75	$ 110.67	$ 0.00	$ 31.25	$ 26.24	$ 0.30
Second Quarter	$ 139.56	$ 117.82	$ 0.00	$ 30.93	$ 23.31	$ 0.30
Third Quarter	$ 141.77	$ 126.22	$ 0.00	$ 26.95	$ 24.07	$ 0.30
Fourth Quarter	$ 135.40	$ 122.72	$ 0.00	$ 33.38	$ 22.25	$ 0.30
2013						
First Quarter	$ 163.07	$ 124.92	$ 0.00	$ 38.64	$ 31.87	$ 0.30
Second Quarter (through April 26, 2013)	$ 161.48	$ 152.41	$ 0.00	$ 38.39	$ 36.95	$ 0.00

On December 19, 2012, the last trading day before the public announcement of the signing of the merger agreement, the closing sale price per share of ICE common stock on the New York Stock Exchange was $128.31 and the closing sale price per share of NYSE Euronext common stock on the New York Stock Exchange was $24.05. On April 26, 2013, the latest practicable date before the date of this document, the last sales price per share of ICE common stock on the New York Stock Exchange was $159.51 and the last sales price per share of NYSE Euronext common stock on the New York Stock Exchange was $38.31.

Under the terms of the merger agreement, the transaction is currently valued at $38.43 per NYSE Euronext share, based on the closing price per share of ICE s common stock on April 26, 2013. In the NYSE Euronext merger, each share of NYSE Euronext common stock owned by a NYSE Euronext stockholder (except for excluded shares and dissenting shares) will be converted into the right to receive 0.1703 of a share of ICE Group common stock and $11.27 in cash. In lieu of receiving the standard election amount, NYSE Euronext stockholders will also have the right to make either a cash election to receive $33.12 in cash, or a stock election to receive 0.2581 of a share of ICE Group common stock, for each of their NYSE Euronext shares. Both the cash election and the stock election are subject to the proration and adjustment procedures to ensure that the total amount of cash paid, and the total number of shares of ICE Group common stock issued, in the merger to the NYSE Euronext stockholders, as a whole, will be equal to the total amount of cash and number of shares that would have been paid and issued if all of the NYSE Euronext stockholders received the standard election amount, representing maximum cash consideration of approximately $2.7 billion and a maximum aggregate number of ICE Group common shares of approximately 42.5 million. Although the exchange ratio is fixed, the value of a share of ICE common stock will fluctuate until the mergers are consummated. As a result, the value of the stock consideration NYSE Euronext stockholders will receive upon completion of the NYSE Euronext merger will depend on the market price of ICE common stock at the time of the NYSE Euronext merger.

Table of Contents

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This joint proxy statement/prospectus and the documents incorporated by reference into this joint proxy statement/prospectus contain forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to numerous assumptions, risks and uncertainties which change over time and may include statements regarding the period following the completion of the mergers. In some cases, you can identify forward-looking statements by words such as may, hope, might, can, could, will, should, expect, plan, anticipate, believe, estimate, predict, potential or contin terms and other comparable terminology. These forward-looking statements may include projections of ICE Group s, ICE s and NYSE Euronext s future financial performance based on their growth strategies and anticipated trends in their businesses and industries. These statements are only predictions based on ICE Group s, ICE s and NYSE Euronext s current expectations and projections about future events. There are important factors that could cause ICE Group s, ICE s and NYSE Euronext s actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements. In particular, you should consider the numerous risks and uncertainties described in the section entitled Risk Factors beginning on page 36.

The risks and uncertainties enumerated in the Risk Factors section of this document are not exhaustive. Other sections of this joint proxy statement/prospectus describe additional factors that could adversely impact ICE Group s, ICE s and NYSE Euronext s business and financial performance. Moreover, ICE and NYSE Euronext operates, and ICE Group will operate, in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible to predict all risks and uncertainties, nor can ICE Group, ICE or NYSE Euronext assess the impact that these factors will have on ICE Group s, ICE s or NYSE Euronext s business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

Although ICE Group, ICE and NYSE Euronext believe the expectations reflected in the forward-looking statements are reasonable, they cannot guarantee future results, level of activity, performance or achievements. You should not rely upon forward-looking statements as predictions of future events. ICE Group, ICE and NYSE Euronext caution readers that any forward-looking statement is not a guarantee of future performance and that actual results could differ materially from those expressed in or implied by the forward-looking statements. Except to the extent required by applicable law, none of ICE Group, ICE nor NYSE Euronext has a duty, or makes any commitment, to revise or update any forward-looking statements after the date of this joint proxy statement/prospectus in order to conform prior statements to reflect actual results or revised expectations or circumstances after the date any such statements are made.

Forward-looking statements include, but are not limited to, statements about: the benefits of the proposed mergers involving ICE Group, ICE and NYSE Euronext, including future financial results; ICE Group s, ICE s and NYSE Euronext s plans, objectives, expectations and intentions; the expected timing of completion of the proposed mergers involving ICE Group, ICE and NYSE Euronext; assumed future results of operations and operating cash flows; strategies and investment policies; financing plans and the availability of capital; potential growth opportunities available to ICE Group, ICE or NYSE Euronext; the risks associated with potential acquisitions or alliances; the recruitment and retention of officers and employees; expected levels of compensation; potential operating performance, achievements, productivity improvements, efficiency and cost reduction efforts; the likelihood of success and impact of litigation; protection or enforcement of intellectual property rights; the expectation with respect to securities markets and general economic conditions; the ability to keep up with rapid technological change; the effects of competition; and the impact of future legislation and regulatory changes.

Table of Contents

Important factors that could cause actual results to differ materially from those indicated by such forward-looking statements are set forth in ICE Group s, ICE s and NYSE Euronext s filings with the SEC. These risks and uncertainties include, without limitation, the following:

- the inability to close the mergers in a timely manner;
- the inability to complete the mergers due to the failure of ICE or NYSE Euronext stockholders to approve the ICE or NYSE Euronext Merger proposals, respectively, or failure of ICE stockholders to approve the ICE Group Governance-Related proposals;
- the failure to satisfy other conditions to completion of the mergers, including receipt of required regulatory and other approvals;
- the failure of the mergers to close for any other reason;
- the possibility that any of the anticipated benefits of the mergers will not be realized;
- the risk that integration of NYSE Euronext s operations with those of ICE will be materially delayed or will be more costly or difficult than expected;
- the challenges of integrating and retaining key employees;
- the effect of the announcement of the mergers on ICE s, NYSE Euronext s or the combined company s respective business relationships, operating results and business generally;
- the possibility that the anticipated synergies and cost savings of the mergers will not be realized, or will not be realized within the expected time period;
- the possibility that the mergers may be more costly to complete than anticipated, including as a result of unexpected factors or events;
- diversion of management s attention from ongoing business operations and opportunities;
- general competitive, economic, political and market conditions and fluctuations;
- actions taken or conditions imposed by the United States and foreign governments or regulatory authorities or changes to regulations that impact the business of ICE, NYSE Euronext or the combined company; and
- adverse outcomes of pending or threatened litigation or government investigations.

In addition, you should carefully consider the risks and uncertainties and other factors that may affect future results of the combined company, as described in the section entitled Risk Factors in this joint proxy statement/prospectus, and as described in ICE s and NYSE Euronext s respective filings with the SEC that are available on the SEC s web site located at www.sec.gov, including the sections entitled Risk Factors in ICE s Form 10-K for the fiscal year ended December 31, 2012, as filed with the SEC on February 6, 2013, and Risk Factors in NYSE Euronext s Form 10-K for the fiscal year ended December 31, 2012, as filed with the SEC on February 26, 2013.

ICE Group, ICE and NYSE Euronext caution you not to place undue reliance on the forward-looking statements, which speak only as of the date of this document in the case of forward-looking statements contained in this document, or the dates of the documents incorporated by reference into this document in the case of forward-looking statements made in those incorporated documents.

ICE Group, ICE and NYSE Euronext expressly qualify in their entirety all forward-looking statements attributable to ICE Group, ICE and NYSE Euronext or any person acting on their behalf by the cautionary statements contained or referred to in this section.

Table of Contents

RISK FACTORS

In addition to the other information contained in or incorporated by reference into this document, including the matters addressed under the caption Cautionary Statement Regarding Forward-Looking Statements, NYSE Euronext stockholders should carefully consider the following risk factors in deciding whether to vote for the adoption of the merger agreement and for the proposal to approve the compensation of NYSE Euronext s named executive officers that is based on or otherwise relates to the mergers, and ICE stockholders should carefully consider the following risks in deciding whether to vote for the adoption of the merger agreement and approval of related matters. You should also consider the other information in this document and the other documents incorporated by reference into this document. See Where You Can Find More Information in the forepart of this document and Incorporation of Certain Documents by Reference.

Risks Related to the Mergers

Because the Market Price of ICE Common Stock Will Fluctuate, NYSE Euronext Stockholders Cannot Be Sure of the Value of the Merger Consideration They Will Receive.

Upon completion of the NYSE Euronext merger, and unless the holder of any outstanding share of NYSE Euronext common stock otherwise elects as described below, each issued and outstanding share of NYSE Euronext common stock (except for excluded shares and dissenting shares) will be converted into the right to receive 0.1703 shares of ICE Group common stock and $11.27 in cash, without interest. Alternately, NYSE Euronext stockholders may elect to receive 0.2581 shares of ICE Group common stock or $33.12 in cash, without interest, in exchange for each share of NYSE Euronext common stock owned by such stockholder, subject to the proration and adjustment procedures set forth in the merger agreement. Other than the proration and adjustment procedures, the exchange ratio is fixed, and there will be no adjustment to the NYSE Euronext merger consideration for changes in the market price of ICE common stock prior to completion of the merger. Accordingly, the value of the stock consideration NYSE Euronext stockholders will receive upon completion of the NYSE Euronext merger will depend upon the market price of ICE common stock at the time of the NYSE Euronext merger. The NYSE Euronext merger consideration is described in more detail in the section of this document entitled The Mergers NYSE Euronext Merger Consideration.

The value of ICE common stock, which represents the value of the ICE Group common stock consideration NYSE Euronext stockholders may receive in the NYSE Euronext merger, will continue to fluctuate from the date of this joint proxy statement/prospectus through the date of the closing of the mergers and this will affect the value represented by the exchange ratio both in terms of the shares of NYSE Euronext common stock held by NYSE Euronext stockholders and the shares of ICE Group common stock that NYSE Euronext stockholders will receive in connection with the NYSE Euronext merger. Accordingly, at the time of the NYSE Euronext special meeting, NYSE Euronext stockholders will not know or be able to determine the value of the ICE Group common stock they may receive upon completion of the NYSE Euronext merger. It is possible that, at the time of the closing of the NYSE Euronext merger, the shares of NYSE Euronext common stock held by NYSE Euronext stockholders may have a greater market value than the cash and shares of ICE Group common stock for which they are exchanged. For that reason, the market price of ICE common stock on the date of the NYSE Euronext special meeting may not be indicative of the consideration NYSE Euronext stockholders will receive upon completion of the NYSE Euronext merger. The market prices of ICE common stock and NYSE Euronext common stock are subject to general price fluctuations in the market for publicly traded equity securities and have experienced volatility in the past. Stock price changes may result from a variety of factors, including general market and economic conditions and changes in the respective businesses, operations and prospects, and regulatory considerations of ICE, ICE Group and NYSE Euronext. Market assessments of the benefits of the mergers and the likelihood that the mergers will be completed, as well as general and industry specific market and economic conditions, may also impact market prices of ICE common stock and NYSE Euronext common stock. Many of these factors are beyond ICE s, ICE Group s and NYSE Euronext s control.

Table of Contents

NYSE Euronext Stockholders May Receive a Form of Consideration Different From What They Elect.

Although each NYSE Euronext stockholder may elect to receive all cash or all shares of ICE Group common stock in the NYSE Euronext merger, the pool of cash and shares of ICE Group common stock available for all NYSE Euronext stockholders will be a fixed percentage of the aggregate merger consideration at closing, and will not exceed the aggregate number of shares of ICE Group common stock that would have been issued, and the aggregate amount of cash that would have been paid, to all of the holders of shares of NYSE Euronext common stock had the election to receive 0.1703 shares of ICE Group common stock and cash having a value equal to $11.27 been made with respect to each share of NYSE Euronext common stock owned by such stockholder. As a result, if either the aggregate number of cash elections or stock elections made would result in payments of cash or stock in excess of the maximum amount of cash or stock available, and a NYSE Euronext stockholder has chosen the consideration election that exceeds the maximum available, such NYSE Euronext stockholder will receive consideration in a form that such stockholder did not choose. This could result in, among other things, tax consequences that differ from those that would have resulted if you had received the form of consideration that you elected (including the potential recognition of gain for federal income tax purposes if you receive cash). For illustrative examples of how the proration and adjustment procedures would work in the event there is an oversubscription of the cash election or stock election in the NYSE Euronext merger, see The Merger Agreement Effect of the NYSE Euronext Merger on Shares of NYSE Euronext Common Stock and Interests of Baseball Merger Sub.

The Market Price for ICE Group Common Stock May Be Affected by Factors Different from Those that Historically Have Affected NYSE Euronext Common Stock and ICE Common Stock.

Upon completion of the NYSE Euronext merger, holders of shares of NYSE Euronext common stock (other than those who elect to receive all cash, and who do receive all cash, in the NYSE Euronext merger, and the holders of excluded shares and dissenting shares) will become holders of shares of ICE Group common stock. ICE s and ICE Group s businesses differ from those of NYSE Euronext, and accordingly the results of operations of ICE and ICE Group will be affected by some factors that are different from those currently affecting the results of operations of NYSE Euronext. In addition, upon completion of the ICE merger, holders of ICE common stock will become holders of ICE Group common stock. The results of operation of the combined company may also be affected by factors different from those currently affecting ICE. For a discussion of the businesses of ICE and NYSE Euronext and of some important factors to consider in connection with those businesses, see the documents incorporated by reference in this joint proxy statement/prospectus and referred to under Where You Can Find More Information in the forepart of this document.

Regulatory Approvals May Not Be Received, May Take Longer than Expected or May Impose Conditions that Are Not Presently Anticipated or that Cannot Be Met.

Before the transactions contemplated in the merger agreement, including the mergers, may be completed, various approvals and declarations of non-objection must be obtained from certain regulatory and governmental authorities as described in The Mergers Regulatory Approvals Required for the Mergers. These regulatory and governmental entities may impose conditions on the granting of such approvals. Such conditions and the process of obtaining regulatory approvals could have the effect of delaying completion of the mergers or of imposing additional costs or limitations on ICE and ICE Group following the mergers. The regulatory approvals may not be received at all, may not be received in a timely fashion, and may contain conditions on the completion of the mergers. In addition, the respective obligations of ICE, ICE Group and NYSE Euronext to complete the mergers are conditioned on the receipt of certain regulatory approvals or waiver by the other party of such condition. See The Mergers Regulatory Approvals Required for the Mergers.

The Merger Agreement May Be Terminated in Accordance with Its Terms and the Mergers May Not Be Completed.

The merger agreement is subject to a number of conditions that must be fulfilled to complete the mergers. Those conditions include: the adoption of the merger agreement by NYSE Euronext stockholders, the adoption of

Table of Contents

the merger agreement by ICE stockholders, approval of the ICE Group Governance-Related proposals by the ICE stockholders, receipt of requisite competition approvals, receipt of requisite regulatory approvals, absence of orders prohibiting completion of the mergers, effectiveness of the registration statement of which this document is a part, approval of the shares of ICE Group common stock to be issued to NYSE Euronext stockholders and ICE stockholders for listing on the New York Stock Exchange, the continued accuracy of the representations and warranties by both parties, the performance by both parties of their covenants and agreements, and the receipt by both parties of legal opinions from their respective tax counsels. These conditions to the closing of the mergers may not be fulfilled and, accordingly, the mergers may not be completed. In addition, if the mergers are not completed by December 31, 2013 (subject to extension to March 31, 2014 by either party in certain circumstances), either ICE or NYSE Euronext may choose not to proceed with the mergers, and the parties can mutually decide to terminate the merger agreement at any time prior to the consummation of the mergers, before or after stockholder approval. In addition, ICE or NYSE Euronext may elect to terminate the merger agreement in certain other circumstances. See The Merger Agreement Termination Rights and The Merger Agreement Termination Fees for a fuller description of these circumstances.

Termination of the Merger Agreement Could Negatively Impact NYSE Euronext.

NYSE Euronext s business may be adversely impacted by the failure to pursue other beneficial opportunities due to the focus of management on the mergers, without realizing any of the anticipated benefits of completing the mergers, and the market price of NYSE Euronext common stock might decline to the extent that the current market price reflects a market assumption that the mergers will be completed. If the merger agreement is terminated and NYSE Euronext s board of directors seeks another merger or business combination, NYSE Euronext stockholders cannot be certain that NYSE Euronext will be able to find a party willing to offer equivalent or more attractive consideration than the consideration ICE and ICE Group have agreed to provide in the NYSE Euronext merger. If the merger agreement is terminated under certain circumstances, NYSE Euronext may be required to pay a termination fee of $100 million, $300 million or $450 million to ICE, depending on the circumstances surrounding the termination. See The Merger Agreement Termination Fees Termination Fees Payable by NYSE Euronext.

Termination of the Merger Agreement Could Negatively Impact ICE.

If the merger agreement is terminated under certain circumstances, including if the merger agreement is terminated due to a failure to receive required regulatory approvals, ICE will be required to pay NYSE Euronext a termination fee of up to $750 million. ICE also may be required to pay a termination fee of $100 million, $300 million or $450 million if the merger agreement is terminated under other specified circumstances. These termination fees may be substantial and, in some instances, such as failure to secure required regulatory approvals, the cause for termination is not within ICE s control. See The Merger Agreement Termination Fees Termination Fees Payable by ICE.

NYSE Euronext Will Be Subject to Business Uncertainties and Contractual Restrictions While the Mergers Are Pending.

Uncertainty about the effect of the mergers on employees and clearing members, customers and other market participants may have an adverse effect on NYSE Euronext and consequently on ICE. These uncertainties may impair NYSE Euronext s ability to attract, retain and motivate key personnel until the mergers are completed, and could cause customers and others that deal with NYSE Euronext to seek to change existing business relationships with NYSE Euronext. Retention of certain employees may be challenging during the pendency of the mergers, as certain employees may experience uncertainty about their future roles. If key employees depart because of issues related to the uncertainty and difficulty of integration or a desire not to remain with the businesses, ICE Group s business following the mergers could be negatively impacted. In addition, the merger agreement restricts NYSE Euronext from making certain acquisitions and taking other specified non-ordinary course actions until the merger occurs without the consent of ICE. These restrictions may prevent NYSE Euronext from pursuing attractive business opportunities that may arise prior to the completion of the mergers. See The Merger Agreement Conduct of the Business Pending the Mergers for a description of the restrictive covenants applicable to NYSE Euronext.

Table of Contents

Pending Litigation Against NYSE Euronext and ICE Could Result in an Injunction Preventing the Completion of the NYSE Euronext Merger or a Judgment Resulting in the Payment of Damages.

In connection with the NYSE Euronext merger, purported NYSE Euronext stockholders have filed putative shareholder class action lawsuits against NYSE Euronext, the members of the NYSE Euronext board of directors, ICE and Baseball Merger Sub. Among other remedies, the plaintiffs seek to enjoin the NYSE Euronext merger. The outcome of any such litigation is uncertain. If the cases are not resolved, these lawsuits could prevent or delay completion of the combination and result in substantial costs to NYSE Euronext and ICE, including any costs associated with the indemnification of directors and officers. Plaintiffs may file additional lawsuits against NYSE Euronext, ICE and/or the directors and officers of either company in connection with the mergers. The defense or settlement of any lawsuit or claim that remains unresolved at the time the mergers are completed may adversely affect ICE s business, financial condition, results of operations and cash flows. See Litigation Related to the NYSE Euronext Merger.

NYSE Euronext Directors and Officers May Have Interests in the NYSE Euronext Merger Different From the Interests of NYSE Euronext Stockholders and ICE Stockholders.

Certain of the directors and executive officers of NYSE Euronext negotiated the terms of the merger agreement, and the NYSE Euronext board of directors recommended that the stockholders of NYSE Euronext vote in favor of the merger-related proposals. These directors and executive officers may have interests in the NYSE Euronext merger that are different from, or in addition to or in conflict with, those of NYSE Euronext stockholders and ICE stockholders. These interests include the continued employment of certain executive officers of NYSE Euronext by ICE Group, the continued service of certain independent directors of NYSE Euronext as directors of ICE Group, the treatment in the NYSE Euronext merger of stock options, restricted stock units, bonus awards, employment agreements, change-in-control severance agreements and other rights held by NYSE Euronext directors and executive officers, and the indemnification of former NYSE Euronext directors and officers by ICE Group. NYSE Euronext stockholders and ICE stockholders should be aware of these interests when they consider their respective board of directors recommendation that they vote in favor of the merger-related proposals.

The NYSE Euronext board of directors was aware of these interests when it declared the advisability of the merger agreement, determined that it was fair to the NYSE Euronext stockholders and recommended that the NYSE Euronext stockholders adopt the merger agreement. The interests of NYSE Euronext directors and executive officers are described in more detail in the section of this document entitled The Mergers Interests of NYSE Euronext Directors and Executive Officers in the NYSE Euronext Merger.

NYSE Euronext Stockholders Will Have a Reduced Ownership and Voting Interest After the Mergers and Will Exercise Less Influence Over Management.

NYSE Euronext stockholders currently have the right to vote in the election of the board of directors of NYSE Euronext and on other matters affecting NYSE Euronext. Upon the completion of the mergers, each NYSE Euronext stockholder who receives shares of ICE Group common stock will become a stockholder of ICE Group with a percentage ownership of ICE Group that is smaller than the stockholder s percentage ownership of NYSE Euronext. It is currently expected that the former stockholders of NYSE Euronext as a group will receive shares in the mergers constituting approximately 36% of the outstanding shares of ICE Group common stock immediately after the mergers. Because of this, NYSE Euronext stockholders will have less influence on the management and policies of ICE Group than they now have on the management and policies of NYSE Euronext.

Shares of ICE Group Common Stock to Be Received by NYSE Euronext Stockholders as a Result of the Mergers Will Have Rights Different from the Shares of NYSE Euronext Common Stock.

Upon completion of the mergers, the rights of former NYSE Euronext stockholders who become ICE Group stockholders will be governed by the certificate of incorporation and bylaws of ICE Group. The rights associated

Table of Contents

with shares of NYSE Euronext common stock are different from the rights associated with shares of ICE Group common stock. See Comparison of Stockholders Rights for a discussion of the different rights associated with ICE Group common stock.

Shares of ICE Group Common Stock to Be Received by ICE Stockholders as a Result of the ICE Merger Will Have Rights Different from the Shares of ICE Common Stock.

Upon completion of the ICE merger, the rights of former ICE stockholders who become ICE Group stockholders will be governed by the certificate of incorporation and bylaws of ICE Group. The rights associated with shares of ICE common stock are different from the rights associated with shares of ICE Group common stock, which include common stock voting and ownership limitations that do not exist in the current ICE certificate of incorporation and bylaws. The provisions of ICE Group s amended and restated certificate of incorporation and amended and restated bylaws, including the terms of the shares of ICE Group common stock, will become applicable to the ICE and NYSE Euronext stockholders who continue as ICE Group stockholders as a result of the mergers regardless of whether they vote in favor of the ICE Merger proposal, any of the ICE Group Governance-Related proposals, or the NYSE Euronext Merger proposal, as applicable. The completion of the mergers is conditioned on the approval by ICE stockholders of the ICE Merger proposal and each of the ICE Group Governance-Related proposals, and by the NYSE Euronext stockholders of the NYSE Euronext Merger proposal. See Comparison of Stockholders Rights for a discussion of the different rights associated with ICE Group common stock.

The SEC and European Regulators may require ICE to change the structure of ICE Group or the provisions of the ICE Group amended and restated certificate of incorporation and amended and restated bylaws.

ICE Group s proposed organizational structure after the mergers, as well as its amended and restated certificate of incorporation and amended and restated bylaws after the mergers, are subject to review by the SEC and European regulators. The SEC and European Regulators may require changes to the structure, amended and restated certificate of incorporation or amended and restated bylaws of ICE Group and its subsidiaries, as a precondition to its approval of the rules of the national securities exchanges owned by ICE Group. ICE cannot predict what, if any, changes may be required by the SEC or the European regulators, which may include changes that limit or otherwise adversely affect the ability of ICE Group stockholders to transfer, hold or vote shares of ICE Group common stock after the mergers.

The Merger Agreement and Clearing Services Agreement Contain Provisions that May Discourage Other Companies from Trying to Acquire NYSE Euronext for Greater Merger Consideration.

The merger agreement contains provisions that may discourage a third party from submitting a business combination proposal to NYSE Euronext both during the pendency of the merger transaction with ICE as well as afterward should the merger with ICE not be consummated that might result in greater value to NYSE Euronext stockholders than the NYSE Euronext merger. These merger agreement provisions include a general prohibition on NYSE Euronext from soliciting, or, subject to certain exceptions, entering into discussions with any third party regarding any acquisition proposal or offers for competing transactions. In addition, NYSE Euronext may be required to pay ICE a termination fee of $300 million in certain circumstances involving acquisition proposals for competing transactions. For further information, please see the section entitled The Merger Agreement Termination Fees Termination Fees Payable by NYSE Euronext. Further, the clearing services agreement provisions include changes to the economic returns to each party and certain other terms in connection with a change of control of Liffe Administration and Management or NYSE Euronext, which are intended to correspond to terms that would likely be agreed upon by third parties to shorter term clearing relationships. Any such changes to the clearing services agreement may affect the potential for NYSE Euronext to receive alternative merger or acquisition proposals.

Table of Contents

The Unaudited Pro Forma Condensed Combined Financial Statements Included in This Document Are Preliminary and the Actual Financial Condition and Results of Operations After the Mergers May Differ Materially.

The unaudited pro forma condensed combined financial statements in this document are presented for illustrative purposes only and are not necessarily indicative of what ICE Group s actual financial condition or results of operations would have been had the mergers been completed on the dates indicated. The unaudited pro forma condensed combined financial statements reflect adjustments, which are based upon preliminary estimates, to record the NYSE Euronext identifiable assets acquired and liabilities assumed at fair value and the resulting goodwill recognized. The purchase price allocation reflected in this document is preliminary, and final allocation of the purchase price will be based upon the actual purchase price and the fair value of the assets and liabilities of NYSE Euronext as of the date of the completion of the mergers. Accordingly, the final acquisition accounting adjustments may differ materially from the pro forma adjustments reflected in this document. For more information, see Unaudited Pro Forma Condensed Combined Financial Statements.

The Opinions of NYSE Euronext s and ICE s Financial Advisors Will Not Reflect Changes in Circumstances Between the Original Signing of the Merger Agreement in December 2012 and the Completion of the Mergers.

NYSE Euronext and ICE have not obtained updated opinions from their respective financial advisors as of the date of this document and do not expect to receive updated opinions prior to the completion of the mergers. Changes in the operations and prospects of NYSE Euronext or ICE, general market and economic conditions and other factors that may be beyond the control of NYSE Euronext or ICE, and on which NYSE Euronext s and ICE s financial advisors opinions were based, may significantly alter the value of NYSE Euronext or the prices of the shares of ICE s common stock or NYSE Euronext common stock by the time the mergers are completed. The opinions do not speak as of the time the mergers will be completed or as of any date other than the date of such opinions. Because NYSE Euronext s and ICE s financial advisors will not be updating their opinions, which were issued in connection with the signing of the original merger agreement on December 20, 2012, the opinions will not address the fairness of the merger consideration from a financial point of view at the time the mergers are completed. NYSE Euronext s board of directors recommendation that NYSE Euronext stockholders vote FOR the NYSE Euronext Merger proposal and ICE s board of directors recommendation that ICE stockholders vote FOR the ICE Merger proposal and FOR the ICE Group Governance-Related proposals, however, are made as of the date of this document. For a description of the opinions that ICE and NYSE Euronext received from their respective financial advisors, please refer to The Mergers Opinion of Perella Weinberg, Financial Advisor to NYSE Euronext and The Mergers Opinion of Morgan Stanley, Financial Advisor to ICE.

Risks Related to the Business of ICE Group Upon Completion of the Mergers

ICE Group May Fail to Realize the Anticipated Benefits of the Mergers.

The success of the mergers will depend on, among other things, ICE Group s ability to combine its businesses and certain businesses of NYSE Euronext in a manner that facilitates growth opportunities and realizes anticipated synergies, and achieves the projected stand-alone cost savings and revenue growth trends identified by each company. On a combined basis, ICE Group expects to benefit from operational synergies resulting from the consolidation of capabilities and elimination of redundancies, including the use by certain of NYSE Euronext s businesses of ICE s clearing capabilities, as well as greater efficiencies from increased scale and market integration. Management also expects the combined entity will enjoy revenue synergies, including expense sharing, expanded product offerings, the provision of clearing services and increased geographic reach of the combined businesses.

However, ICE Group must successfully combine the businesses of ICE and NYSE Euronext in a manner that permits these cost savings and synergies to be realized. In addition, ICE Group must achieve the anticipated savings and synergies without adversely affecting current revenues and investments in future growth. If ICE Group is not able to successfully achieve these objectives, the anticipated benefits of the mergers may not be realized fully or at all or may take longer to realize than expected.

Table of Contents

The Failure to Integrate Successfully Certain Businesses and Operations of ICE and NYSE Euronext in the Expected Time Frame May Adversely Affect ICE Group s Future Results.

Historically, ICE and NYSE Euronext have operated as independent companies, and they will continue to do so until the completion of the mergers. The management of ICE Group may face significant challenges in consolidating certain businesses and the functions (including regulatory functions) of ICE and NYSE Euronext, integrating their technologies, organizations, procedures, policies and operations, addressing differences in the business cultures of the two companies and retaining key personnel. The integration may also be complex and time consuming, and require substantial resources and effort. The integration process and other disruptions resulting from the mergers may also disrupt each company s ongoing businesses or cause inconsistencies in standards, controls, procedures and policies that adversely affect ICE Group s relationships with market participants, employees, regulators and others with whom ICE and NYSE Euronext have business or other dealings or limit ICE Group s ability to achieve the anticipated benefits of the mergers. In addition, difficulties in integrating the businesses or regulatory functions of ICE and NYSE Euronext could harm the reputation of ICE and ICE Group.

Combining the Businesses of ICE and NYSE Euronext May Be More Difficult, Costly or Time-Consuming Than Expected, Which May Adversely Affect ICE Group s Results and Negatively Affect the Value of ICE Group s Stock Following the Mergers.

ICE and NYSE Euronext have entered into the merger agreement because each believes that the mergers will be beneficial to its respective companies and stockholders and that combining the businesses of ICE and NYSE Euronext will produce benefits and cost savings. If ICE Group is not able to successfully combine the businesses of ICE and NYSE Euronext in an efficient and effective manner, the anticipated benefits and cost savings of the mergers may not be realized fully, or at all, or may take longer to realize than expected, and the value of ICE Group common stock may be affected adversely.

An inability to realize the full extent of the anticipated benefits of the mergers and the other transactions contemplated by the merger agreement, as well as any delays encountered in the integration process, could have an adverse effect upon the revenues, level of expenses and operating results of ICE Group, which may adversely affect the value of the ICE Group common stock after the completion of the mergers.

In addition, the actual integration may result in additional and unforeseen expenses, and the anticipated benefits of the integration plan may not be realized. Actual synergies, if achieved, may be lower than what ICE Group expects and may take longer to achieve than anticipated. If ICE Group is not able to adequately address integration challenges, ICE Group may be unable to successfully integrate ICE s and NYSE Euronext s operations or to realize the anticipated benefits of the integration of the two companies.

ICE and NYSE Euronext Will Incur Significant Transaction and Merger-Related Costs in Connection with the Mergers.

ICE and NYSE Euronext have incurred and expect to incur a number of non-recurring costs associated with the mergers. These costs and expenses include financial advisory, legal, accounting, consulting and other advisory fees and expenses, reorganization and restructuring costs, severance/employee benefit-related expenses, filing fees, printing expenses and other related charges. Some of these costs are payable by NYSE Euronext and ICE regardless of whether the mergers are completed. ICE currently estimates the aggregate amount of these expenses to equal $70.4 million, and NYSE Euronext currently estimates the aggregate amount of these expenses to equal $73.0 million. There are also a large number of processes, policies, procedures, operations, technologies and systems that must be integrated in connection with the mergers. While both NYSE Euronext and ICE have assumed that a certain level of expenses would be incurred in connection with the mergers and the other transactions contemplated by the merger agreement, there are many factors beyond their control that could affect the total amount or the timing of the integration and implementation expenses. Moreover, there could also be significant amounts payable in cash with respect to dissenting shares, which could adversely affect ICE Group s liquidity.

Table of Contents

There may also be additional unanticipated significant costs in connection with the mergers that ICE Group may not recoup. These costs and expenses could reduce the benefits and additional income ICE Group expects to achieve from the mergers. Although ICE Group expects that these benefits will offset the transaction expenses and implementation costs over time, this net benefit may not be achieved in the near term or at all.

ICE and ICE Group Expect That, Following the Mergers, ICE Group Will Have Significantly Less Cash on Hand Than the Sum of Cash on Hand of ICE and NYSE Euronext Prior to the Mergers. This Reduced Amount of Cash Could Adversely Affect ICE Group s Ability to Grow.

Following completion of the mergers, after payment of the NYSE Euronext merger consideration, the expenses of consummating the mergers, and all other cash payments relating to the mergers, ICE Group is expected to have, on a pro forma basis, giving effect to the mergers as if they had been consummated on December 31, 2012, approximately $753.0 million in cash and cash equivalents. Although the management of ICE believes that this amount will be sufficient to meet ICE Group s business objectives and capital needs, this amount is significantly less than the approximately $1.9 billion of combined cash and cash equivalents of the two companies as of December 31, 2012 prior to the mergers and prior to cash payments relating to the NYSE Euronext merger, and could constrain ICE Group s ability to grow its business. ICE Group s financial position following the mergers could also make it vulnerable to general economic downturns and industry conditions, and place it at a competitive disadvantage relative to its competitors that have more cash at their disposal. In the event that ICE Group does not have adequate capital to maintain or develop its business, additional capital may not be available to ICE Group on a timely basis, on favorable terms, or at all.

If the Mergers are Consummated, ICE Group Will Incur a Substantial Amount of Debt to Finance the Cash Portion of the NYSE Euronext Merger Consideration, Which Could Restrict Its Ability to Engage in Additional Transactions or Incur Additional Indebtedness.

In connection with the mergers, ICE will borrow up to $1.79 billion under its five-year senior unsecured credit facility, which is the full unrestricted and available amount that may be borrowed by ICE for these purposes. Following the completion of the mergers, the combined company will have a significant amount of indebtedness outstanding. On a pro forma basis, giving effect to the maximum borrowing of $1.79 billion under ICE s revolving credit facility, the consolidated indebtedness of ICE Group would be approximately $5.6 billion as of December 31, 2012. See Unaudited Pro Forma Condensed Combined Financial Statements. This substantial level of indebtedness could have important consequences to ICE Group s business, including making it more difficult to satisfy its debt obligations, increasing its vulnerability to general adverse economic and industry conditions, limiting its flexibility in planning for, or reacting to, changes in its business and the industry in which it operates and restricting ICE Group from pursuing certain business opportunities. These limitations could reduce the benefits ICE Group expects to achieve from the mergers or impede its ability to engage in future business opportunities or strategic acquisitions.

ICE Group intends to refinance the majority of the $1.79 billion it will borrow under the revolving credit facility subsequent to, or in connection with, the mergers through the issuance of new debt, although the facility does not mature until November 2016. In addition, in connection with the mergers, NYSE Euronext s existing credit facility will be terminated, and certain other indebtedness of NYSE Euronext may need to be amended or refinanced as a result of change-of-control or other provisions. ICE intends to seek, prior to the closing of the mergers, the consent to the mergers of each holder of its outstanding senior notes. If ICE is unable to obtain such consents, ICE will be required to make an offer to prepay all senior notes shortly after the completion of the mergers at price equal to the aggregate principal amount of the notes, plus accrued and unpaid interest thereon to the date of prepayment. ICE has obtained financing commitments in an amount sufficient to fund prepayment of any senior notes if any offer to prepay is accepted. ICE may not be successful in refinancing its debt, amending or refinancing existing NYSE Euronext debt, or obtaining consents of its senior noteholders, and it cannot assure you that any such financing will be available or that the terms of such financing will be favorable. In addition, any such financing may include restrictions on ICE Group s ability to engage in certain business transactions or incur additional indebtedness.

Table of Contents

The Mergers May Not Be Accretive and May Cause Dilution to ICE Group s Earnings Per Share, Which May Negatively Affect the Market Price of ICE Group Common Stock.

Although ICE Group currently anticipates that the mergers will be accretive to earnings per share (on an adjusted earnings basis) from and after the mergers, this expectation is based on preliminary estimates, which may change materially.

In connection with the completion of the mergers, and as described and based on the assumptions in the section of this joint proxy statement/prospectus entitled The Mergers NYSE Euronext Merger Consideration, ICE Group expects to issue approximately 42.5 million shares of ICE Group common stock in the NYSE Euronext merger. The issuance of these new shares of ICE Group common stock could have the effect of depressing the market price of ICE Group common stock.

In addition, ICE Group could also encounter additional transaction-related costs or other factors such as the failure to realize all of the benefits anticipated in the mergers. All of these factors could cause dilution to ICE Group s earnings per share or decrease or delay the expected accretive effect of the mergers and cause a decrease in the market price of ICE Group common stock.

ICE and ICE Group May Not Be Able to Complete an Initial Public Offering of Euronext or Realize the Anticipated Benefits Following the Completion of the Mergers

ICE has not made definitive plans to separate Euronext from the combined company but may pursue such a separation after the closing of the mergers. There are significant risks and uncertainties associated with the potential IPO of Euronext, including required regulatory approvals and potential unforeseen uncertainties and delays. As a result, ICE Group may be unable to complete the IPO of the Euronext businesses, or to complete it on favorable terms. If ICE were to decide to proceed with the IPO, it may be unable to sell the Euronext businesses at a desirable price, may not be able to complete the transaction on a desirable timeline or may incur higher than anticipated expenses related to the transaction. In addition, whether or not the IPO of Euronext is successful, the process of accomplishing the transaction may result in increased general and administrative expenses and divert ICE management s time and attention from other business concerns. Realizing the benefits of the potential IPO of Euronext will depend in part on ICE Group s ability to separate certain of Euronext s businesses in an efficient and effective manner while maintaining adequate focus on its retained businesses.

In addition, separation of the Euronext businesses is likely to be subject to regulatory approval by the Euronext College of Regulators and each individual regulator of the Euronext businesses. Regulatory approval is likely to be conditioned on the assumption by Euronext of certain undertakings to regulators and adoption of provisions in its constitutional documents satisfactory to regulators, as well as the assumption by ICE Group of undertakings in relation to its role as a large shareholder in Euronext following any IPO. Regulatory approval for a separation of the Euronext businesses may not be forthcoming or it may be granted subject to conditions that are not acceptable to ICE Group or that might make an IPO difficult to execute. Agreement by ICE Group to any regulatory commitments and constraints may make it difficult for ICE Group to achieve adequate returns from its holding in Euronext following any IPO.

Following the Mergers, an Extraterritorial Change of Law May Adversely Affect ICE Group s Business and, under Certain Special Arrangements, ICE Group s Rights to Control a Substantial Portion of its Assets.

Following the completion of the mergers, ICE Group will become an owner of NYSE Euronext s U.S. exchanges and platforms, as well as European exchanges and platforms. Although ICE Group does not anticipate that there will be a material adverse application of European laws to the U.S. exchanges and platforms acquired by it, or a material adverse application of U.S. laws to the European exchanges and platforms acquired by it, the possibility of such an occurrence cannot be ruled out entirely. If this were to occur, and ICE Group was not able to effectively mitigate the effects of such extraterritorial application, its affected exchanges and platforms could experience a reduction in trading or in the number of listed companies or business from other market

Table of Contents

participants, or its business could otherwise be adversely affected. Such a change could also jeopardize ICE Group s ability to implement its strategy in relation to the Euronext businesses, including retention of certain derivatives businesses of Euronext carried on by Liffe Administration and Management and an IPO of the remaining Euronext businesses.

In addition, following the completion of the mergers, certain special arrangements consisting of two standby structures, one involving a Dutch foundation and one involving a Delaware trust, will continue to exist in relation to NYSE Euronext, as continuation of such arrangements is likely to be a condition for regulatory approval of the mergers. The Dutch foundation is empowered to take actions to mitigate the adverse effects of any potential changes in U.S. law that have certain extraterritorial effects on the European regulated markets of NYSE Euronext, and the Delaware trust is empowered to take actions to ameliorate the adverse effects of any potential changes in European law that have certain extraterritorial material effects on the U.S. exchanges acquired by ICE Group. These actions include the exercise by the foundation or the trust of potentially significant control over the European regulated markets or the U.S. exchanges acquired, as the case may be. Although the Dutch foundation and the Delaware trust are required to act in the best interests of NYSE Euronext (and are likely to be required to act in the best interests of ICE Group, following completion of the mergers), subject to certain exceptions, and any remedies may be implemented only for so long as the effects of the material adverse application of law persist, ICE Group may, as a result of the exercise of such rights, be required to transfer control over a substantial portion of the Euronext business or the U.S. Exchanges to the direction of the trust or the foundation. Any such transfer of control could adversely affect its ability to implement its business strategy, including its strategy for the NYSE Euronext businesses after completion of the mergers, and its ability to operate on an integrated and global basis, which could adversely affect ICE Group s business, financial condition and operating results.

Terms Related to Regulatory Approvals Required to Complete the Mergers and Certain Undertakings of ICE Group Required by Regulators May Make it Difficult for ICE Group to Realize Certain Benefits in Connection with the Mergers

Completion of the mergers is conditioned upon approval by the SEC and the Euronext College of Regulators, as well as the regulators of the individual Euronext businesses. ICE and ICE Group expect the approvals to be granted subject to ICE Group assuming certain undertakings to the Euronext College of Regulators and the Dutch regulators. ICE Group will also be required to adopt certain provisions in its certificate of incorporation and bylaws prior to the completion of the mergers. The provisions ICE Group expects to adopt in its certificate of incorporation and bylaws are described in the sections entitled Comparison of Stockholders Rights.

The undertakings that ICE Group is likely to assume will include:

- ensuring that there is a minimum number of directors who are regarded by the Euronext College of Regulators as qualifying as representatives of the Euronext markets, including assuming obligations to re-nominate such directors for re-election;
- requirements to subject ICE Group s directors and officers to a suitability assessment;
- ensuring local management boards of Euronext subsidiaries are sufficiently resourced and that the subsidiaries have all means available to them to fulfill their regulatory obligations;
- various notification obligations and obligations to support the operation of a memorandum of understanding constituting the Euronext College of Regulators;
- requirements to ensure the avoidance of the extraterritorial application of U.S. law, including the Dutch foundation structure;
- requirement on ICE Group to ensure an investment grade credit rating;

Table of Contents

subjecting any future divestment of the Euronext businesses by way of an IPO to the prior non-objection of the Euronext College of Regulators. Euronext N.V. (or the listed entity following any IPO) itself will become subject to commitments and undertakings (including, potentially, provisions incorporated into its constitutional documents) at the time of the IPO. It is anticipated that these commitments and undertakings will relate to the independent management of the Euronext businesses and commitments similar to those that ICE Group will assume to the Euronext College of Regulators; and

restrictions on ICE Group s rights as shareholder of Euronext following its divestment.

As a result of these provisions and commitments, the regulatory burden on ICE Group will increase in relation to the NYSE Euronext businesses. ICE Group may not be able to implement its strategy in relation to the Euronext businesses and it may be constrained in its ability to carry out the IPO of the Euronext businesses following the mergers, including the preservation of certain businesses of Euronext as subsidiaries of ICE Group. The regulatory commitments and constraints on ICE Group may impede ICE Group s ability to launch new products and services, modify existing offerings or the terms on which they are offered, increase or reduce investment and other resources such as human resources, dispose of or acquire assets, restructure the provision of shared services and resources, and otherwise implement changes or initiatives in relation to the Euronext businesses. Consequently, the commitments and constraints may make it more difficult for ICE Group to achieve revenue and net income growth from the Euronext businesses.

Risks Related to ICE s Business

You should read and consider risk factors specific to ICE s businesses that will also affect the combined company after the mergers. These risks are described in Part I, Item 1A of ICE s Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and in other documents that are incorporated by reference into this document. See Incorporation of Certain Documents by Reference for the location of information incorporated by reference in this joint proxy statement/prospectus.

Risks Related to NYSE Euronext s Business

You should read and consider risk factors specific to NYSE Euronext s businesses that will also affect the combined company after the mergers. These risks are described in Part I, Item 1A of NYSE Euronext s Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and in other documents that are incorporated by reference into this document. See Incorporation of Certain Documents by Reference for the location of information incorporated by reference in this joint proxy statement/prospectus.

Table of Contents

NYSE EURONEXT SPECIAL MEETING OF STOCKHOLDERS

Date, Time and Place

The special meeting of NYSE Euronext stockholders will be held at 11 Wall Street, New York, NY 10005 at 9:30 a.m., Eastern time, on June 3, 2013. On or about May 2, 2013, NYSE Euronext commenced mailing this document and the enclosed form of proxy to its stockholders entitled to vote at the NYSE Euronext special meeting.

Purpose of NYSE Euronext Special Meeting

At the NYSE Euronext special meeting, NYSE Euronext stockholders will be asked to:

- adopt the merger agreement, a copy of which is attached as Appendix A to this document, which is referred to as the NYSE Euronext Merger proposal;
- approve, on a non-binding, advisory basis, the compensation to be paid to NYSE Euronext s named executive officers that is based on or otherwise relates to the mergers, discussed under the section entitled The Mergers Interests of NYSE Euronext Directors and Executive Officers in the Mergers beginning on page 117, which is referred to as the Merger-Related Named Executive Officer Compensation proposal; and
- approve one or more adjournments of the NYSE Euronext special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the NYSE Euronext Merger proposal, which is referred to as the NYSE Euronext Adjournment proposal.

Recommendation of the NYSE Euronext Board of Directors

The NYSE Euronext board of directors recommends that you vote **FOR** the NYSE Euronext Merger proposal, **FOR** the Merger-Related Named Executive Officer Compensation proposal and **FOR** the NYSE Euronext Adjournment proposal. See The Mergers Recommendation of the NYSE Euronext Board of Directors and Reasons for the NYSE Euronext Merger on page 86.

NYSE Euronext Record Date and Quorum

The NYSE Euronext board of directors has fixed the close of business on April 26, 2013 as the record date for determining the holders of shares of NYSE Euronext common stock entitled to receive notice of and to vote at the NYSE Euronext special meeting.

As of the NYSE Euronext record date, there were 243,213,604 shares of NYSE Euronext common stock outstanding and entitled to vote at the NYSE Euronext special meeting held by 598 holders of record. This number does not include (a) 1,645,415 NYSE Euronext shares held by NYSE Arca, Inc., an indirect wholly owned subsidiary of NYSE Euronext, (b) 35,736,748 NYSE Euronext shares held directly by NYSE Euronext in treasury or (c) 3,802,747 NYSE Euronext shares underlying restricted stock units granted to certain directors, officers and employees of NYSE Euronext. Subject to the voting limitations described under Voting Limitations, each share of NYSE Euronext common stock entitles the holder to one vote at the NYSE Euronext special meeting on each proposal to be considered at the NYSE Euronext special meeting. NYSE Euronext shares that are held in treasury are not entitled to vote at the NYSE Euronext special meeting.

The representation (in person or by proxy) of holders of at least a majority of the votes entitled to be cast on the matters to be voted on at the NYSE Euronext special meeting constitutes a quorum for transacting business at the NYSE Euronext special meeting. All shares of NYSE Euronext common stock, whether present in person or represented by proxy, including abstentions, will be treated as present for purposes of determining the presence or absence of a quorum for all matters voted on at the NYSE Euronext special meeting.

Table of Contents

As of the record date, directors and executive officers of NYSE Euronext and their affiliates owned and were entitled to vote 1,277,368 shares of NYSE Euronext common stock, representing approximately 0.53% of the shares of NYSE Euronext common stock outstanding on that date. NYSE Euronext currently expects that NYSE Euronext s directors and executive officers will vote their shares in favor of the NYSE Euronext Merger proposal, the Merger-Related Named Executive Officer Compensation proposal and the NYSE Euronext Adjournment proposal, although none of them has entered into any agreements obligating them to do so.

Required Vote

Required Vote to Approve the NYSE Euronext Merger Proposal

The affirmative vote of a majority of the outstanding shares of NYSE Euronext common stock entitled to vote on the proposal at the NYSE Euronext special meeting is required to approve the NYSE Euronext Merger proposal.

Required Vote to Approve the Merger-Related Named Executive Officer Compensation Proposal

The affirmative vote of a majority of the votes cast by stockholders entitled to vote on the proposal at the NYSE Euronext special meeting is required to approve the Merger-Related Named Executive Officer Compensation proposal.

Required Vote to Approve the NYSE Euronext Adjournment Proposal

The affirmative vote of a majority of the votes cast by stockholders entitled to vote on the proposal at the NYSE Euronext special meeting is required to approve the NYSE Euronext Adjournment proposal.

Voting Limitations

The NYSE Euronext certificate of incorporation places certain ownership and voting limits on the holders of shares of NYSE Euronext common stock. In particular, under the NYSE Euronext certificate of incorporation:

- no person, either alone or together with its related persons (as defined below), may beneficially own NYSE Euronext shares representing in the aggregate more than 20% of the total number of votes entitled to be cast on any matter; and

- no person, either alone or together with its related persons, is entitled to vote or cause the voting of NYSE Euronext shares representing in the aggregate more than 10% of the total number of votes entitled to be cast on any matter, and no person, either alone or together with its related persons, may acquire the ability to vote more than 10% of the total number of votes entitled to be cast on any matter by virtue of agreements entered into by other persons not to vote outstanding NYSE Euronext shares.

In the event that a person, either alone or together with its related persons, beneficially owns NYSE Euronext shares representing more than 20% of the total number of votes entitled to be cast on any matter, such person and its related persons are obligated to sell promptly, and NYSE Euronext is obligated to purchase promptly, at a price equal to the par value of such shares and to the extent that funds are legally available for such purchase, that number of NYSE Euronext shares necessary so that such person, together with its related persons, will beneficially own NYSE Euronext shares representing in the aggregate no more than 20% of the total number of votes entitled to be cast on any matter, after taking into account that such repurchased shares shall become treasury shares and will no longer be deemed to be outstanding.

In the event that a person, either alone or together with its related persons, possesses more than 10% of the total number of votes entitled to be cast on any matter (including if it possesses this voting power by virtue of agreements entered into by other persons not to vote outstanding NYSE Euronext shares), then such person, either alone or together with its related persons, is not entitled to vote or cause the voting of these shares to the extent that such shares represent in the aggregate more than 10% of the total number of votes entitled to be cast on any matter, and NYSE Euronext will disregard any such votes purported to be cast in excess of this percentage.

Table of Contents

The voting limitations do not apply to a solicitation of a revocable proxy by or on behalf of NYSE Euronext or by any officer or director of NYSE Euronext acting on behalf of NYSE Euronext or to a solicitation of a revocable proxy by a NYSE Euronext shareholder in accordance with Regulation 14A under the Exchange Act. This exception, however, does not apply to certain solicitations by a shareholder pursuant to Rule 14a-2(b)(2) under the Exchange Act, which permits a solicitation made otherwise than on behalf of NYSE Euronext where the total number of persons solicited is not more than 10. The NYSE Euronext board of directors may waive the provisions regarding ownership and voting limits by a resolution expressly permitting this ownership or voting (which resolution must be filed with and approved by the SEC and all required European regulators prior to being effective), subject to a determination of the NYSE Euronext board of directors that:

the acquisition of such shares and the exercise of such voting rights, as applicable, by such persons, either alone or together with its related persons, will not impair:

the ability of NYSE Euronext, NYSE Group, Inc., New York Stock Exchange LLC, NYSE Market, Inc., NYSE Regulation, Inc., NYSE Arca, L.L.C., NYSE Arca, Inc. NYSE Arca Equities, Inc. or NYSE MKT LLC (collectively, the U.S. regulated subsidiaries) to discharge their respective responsibilities under the Exchange Act and the rules and regulations thereunder;

the ability of NYSE Euronext, Euronext N.V. or the European market subsidiaries to discharge their respective responsibilities under European exchange regulations; or

the ability of the SEC to enforce the Exchange Act or the ability of European regulators to enforce European exchange regulations;

the acquisition of such shares and the exercise of such voting rights, as applicable, is otherwise in the best interests of NYSE Euronext, its shareholders, its U.S. regulated subsidiaries and its European market subsidiaries;

neither the person obtaining the waiver nor any of its related persons is subject to any statutory disqualification (as defined in Section 3(a)(39) of the Exchange Act) if such person is seeking to obtain a waiver above the 20% level;

neither the person obtaining the waiver nor any of its related persons has been determined by a European regulator to be in violation of the laws or regulations adopted in accordance with the MiFID applicable to any European market subsidiary requiring such person to act fairly, honestly and professionally, if such person is seeking to obtain a waiver above the 20% level;

for so long as NYSE Euronext directly or indirectly controls NYSE Arca, Inc. or NYSE Arca Equities, Inc., or any facility of NYSE Arca, Inc., neither the person requesting the waiver nor any of its related persons is an equity trading permit holder, an option trading permit (which is referred to in this document as an OTP) holder or an OTP firm if such person is seeking to obtain a waiver above the 20% level; and

for so long as NYSE Euronext directly or indirectly controls New York Stock Exchange LLC, NYSE Market or NYSE MKT LLC, neither the person requesting the waiver nor any of its related persons is a member or member organization of New York Stock Exchange LLC, with respect to New York Stock Exchange LLC or NYSE Market, Inc., or a member (as defined in Sections 3(a)(3)(A)(i), (ii), (iii) and (iv) of the Exchange Act) with respect to NYSE MKT LLC, if such person is seeking to obtain a waiver above the 20% level.

As used in this document, related persons means with respect to any person:

any affiliate of such person (as such term is defined in Rule 12b-2 under the Exchange Act);

any other person(s) with which such first person has any agreement, arrangement or understanding (whether or not in writing) to act together for the purpose of acquiring, voting, holding or disposing of NYSE Euronext shares;

Table of Contents

in the case of a person that is a company, corporation or similar entity, any executive officer (as defined under Rule 3b-7 under the Exchange Act) or director of such person and, in the case of a person that is a partnership or a limited liability company, any general partner, managing member or manager of such person, as applicable;

in the case of a person that is a member organization (as defined in the rules of New York Stock Exchange LLC, as such rules may be in effect from time to time), any member (as defined in the rules of New York Stock Exchange LLC, as such rules may be in effect from time to time) that is associated with such person (as determined using the definition of person associated with a member as defined under Section 3(a)(21) of the Exchange Act);

in the case of a person that is an OTP firm, any OTP holder that is associated with such person (as determined using the definition of person associated with a member as defined under Section 3(a)(21) of the Exchange Act);

in the case of a person that is a natural person, any relative or spouse of such natural person, or any relative of such spouse who has the same home as such natural person or who is a director or officer of NYSE Euronext or any of its parents or subsidiaries;

in the case of a person that is an executive officer (as defined under Rule 3b-7 under the Exchange Act), or a director of a company, corporation or similar entity, such company, corporation or entity, as applicable;

in the case of a person that is a general partner, managing member or manager of a partnership or limited liability company, such partnership or limited liability company, as applicable;

in the case of a person that is a member (as defined in the rules of New York Stock Exchange LLC, as such rules may be in effect from time to time), the member organization (as defined in the rules of New York Stock Exchange LLC, as such rules may be in effect from time to time) with which such person is associated (as determined using the definition of person associated with a member as defined under Section 3(a)(21) of the Exchange Act); and

in the case of a person that is an OTP holder, the OTP firm with which such person is associated (as determined using the definition of person associated with a member as defined under Section 3(a)(21) of the Exchange Act).

In making these determinations, the NYSE Euronext board of directors may impose conditions and restrictions on the relevant shareholder or its related persons that it deems necessary, appropriate or desirable in furtherance of the objectives of the Exchange Act, the European exchange regulations and the governance of NYSE Euronext.

For purposes of these provisions, a European market subsidiary means a market operator, as defined by the MiFID, that:

was owned by Euronext N.V. on April 4, 2007 and continues to be owned by NYSE Euronext; or

was acquired by Euronext N.V. after April 4, 2007 (provided that in this case, the acquisition of the market operator has been approved by NYSE Euronext board of directors and the jurisdiction in which such market operator operates is represented in the Euronext College of Regulators).

The NYSE Euronext certificate of incorporation also provides that the NYSE Euronext board of directors has the right to require any person and its related persons that the NYSE Euronext board of directors reasonably believes to be subject to the voting or ownership restrictions summarized above, and any shareholder (including related persons) that at any time beneficially owns 5% or more of NYSE Euronext shares, to provide to NYSE Euronext, upon the request of the NYSE Euronext board of directors, complete information as to all NYSE Euronext shares that such shareholder beneficially owns, as well as any other information relating to the applicability to such shareholder of the voting and

ownership requirements outlined above.

Table of Contents

If you are a related person with another holder of NYSE Euronext shares where either (1) you (either alone or with your related persons) may vote NYSE Euronext shares representing more than 10% of the then-outstanding votes entitled to vote at the NYSE Euronext special meeting or (2) you have entered into an agreement not to vote NYSE Euronext shares, the effect of which agreement would be to enable any persons, either alone or with its related persons, to vote or cause the voting of NYSE Euronext shares that represent in the aggregate more than 10% of the then-outstanding votes entitled to be cast at the NYSE Euronext special meeting, then please so notify NYSE Euronext by either including that information (including each related person s complete name) on your proxy card or by contacting the corporate secretary by mail at NYSE Euronext, 11 Wall Street, New York, New York 10005, or by phone at +1 (212) 656-3000.

Treatment of Abstentions; Failure to Vote

For purposes of the NYSE Euronext special meeting, an abstention occurs when a NYSE Euronext stockholder attends the NYSE Euronext special meeting in person and does not vote or returns a proxy with an abstain vote.

For the NYSE Euronext Merger proposal, an abstention or a failure to vote will have the same effect as a vote cast **AGAINST** this proposal.

For the Merger-Related Named Executive Officer Compensation proposal, an abstention or failure to vote will have no effect on the vote count. If a NYSE Euronext stockholder is not present in person at the NYSE Euronext special meeting and does not respond by proxy, it will have no effect on the vote count for the Merger-Related Named Executive Officer Compensation proposal (assuming a quorum is present).

For the NYSE Euronext Adjournment proposal, an abstention or failure to vote will have no effect on the vote count. If a NYSE Euronext stockholder is not present in person at the NYSE Euronext special meeting and does not respond by proxy, it will have no effect on the vote count for the NYSE Euronext Adjournment proposal (assuming a quorum is present).

Voting on Proxies; Incomplete Proxies

Giving a proxy means that a NYSE Euronext stockholder authorizes the persons named in the enclosed proxy card to vote its shares at the NYSE Euronext special meeting in the manner it directs. A NYSE Euronext stockholder may vote by proxy or in person at the NYSE Euronext special meeting. If you hold your shares of NYSE Euronext common stock in your name as a stockholder of record, to submit a proxy, you, as a NYSE Euronext stockholder, may use one of the following methods:

By Internet. The web address and instructions for Internet voting can be found on the enclosed proxy card. You will be required to provide your assigned control number located on the proxy card. Internet voting via *www.proxyvote.com* is available 24 hours a day until 11:59 p.m., New York time, on the day preceding the NYSE Euronext special meeting, whereas Internet voting via *www.virtualshareholdermeeting.com* is only available during the NYSE Euronext special meeting (see In Person below). If you choose to vote by Internet, then you do not need to return the proxy card. Unless you are planning to vote during the Annual Meeting via *www.virtualshareholdermeeting.com*, to be valid, your vote by Internet must be received by 11:59 p.m., New York time, on the day preceding the NYSE Euronext special meeting.

By Telephone. The toll-free number for telephone voting can be found on the enclosed proxy card. You will be required to provide your assigned control number located on the proxy card. Telephone voting is available 24 hours a day. If you choose to vote by telephone, then you do not need to return the proxy card. To be valid, your vote by telephone must be received by 11:59 p.m., New York time, on the day preceding the NYSE Euronext special meeting.

Table of Contents

By Mail. Mark the enclosed proxy card, sign and date it, and return it in the postage-paid envelope we have provided. To be valid, your vote by mail must be received by 11:59 p.m., New York time, on the day preceding the NYSE Euronext special meeting.

In Person. You may also vote your shares in person at the NYSE Euronext special meeting. NYSE Euronext stockholders attending the NYSE Euronext special meeting via the Internet should follow the instructions at *www.virtualshareholdermeeting.com* in order to vote during the meeting.

NYSE Euronext requests that NYSE Euronext stockholders vote over the Internet, by telephone or by completing and signing the accompanying proxy and returning it to NYSE Euronext as soon as possible in the enclosed postage-paid envelope. When the accompanying proxy is returned properly executed, the shares of NYSE Euronext stock represented by it will be voted at the NYSE Euronext special meeting in accordance with the instructions contained on the proxy card.

If you sign and return your proxy or voting instruction card without indicating how to vote on any particular proposal, the NYSE Euronext common stock represented by your proxy will be voted **FOR** each proposal in accordance with the recommendation of the NYSE Euronext board of directors. Unless a NYSE Euronext stockholder checks the box on its proxy card to withhold discretionary authority, the proxyholders may use their discretion to vote on the proposals relating to the NYSE Euronext special meeting.

If a NYSE Euronext stockholder s shares are held in street name by a broker, bank or other nominee, the stockholder should check the voting form used by that firm to determine whether it may vote by telephone or the Internet.

Every NYSE Euronext stockholder s vote is important. Accordingly, each NYSE Euronext stockholder should vote via the Internet or by telephone, or sign, date and return the enclosed proxy card, whether or not the NYSE Euronext stockholder plans to attend the NYSE Euronext special meeting in person.

Shares Held in Street Name

If you are a NYSE Euronext stockholder and your shares are held in street name through a bank, broker or other holder of record, you must provide the record holder of your shares with instructions on how to vote the shares. Please follow the voting instructions provided by the bank or broker. You may not vote shares held in street name by returning a proxy card directly to NYSE Euronext or by voting in person at the NYSE Euronext special meeting unless you provide a legal proxy, which you must obtain from your broker, bank or other nominee. Further, brokers, banks or other nominees who hold shares of NYSE Euronext common stock on behalf of their customers may not give a proxy to NYSE Euronext to vote those shares with respect to any of the proposals without specific instructions from their customers, as brokers, banks and other nominees do not have discretionary voting power on these matters. Therefore, if you are a NYSE Euronext stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares:

- your broker, bank or other nominee may not vote your shares on the NYSE Euronext Merger proposal, which broker non-votes will have the same effect as a vote **AGAINST** this proposal;
- your broker, bank or other nominee may not vote your shares on the Merger-Related Named Executive Officer Compensation proposal, which broker non-votes will have no effect on the vote count for this proposal (assuming a quorum is present); and
- your broker, bank or other nominee may not vote your shares on the NYSE Euronext Adjournment proposal, which broker non-votes will have no effect on the vote count for this proposal (assuming a quorum is present).

Table of Contents

Revocability of Proxies and Changes to a NYSE Euronext Stockholder s Vote

A NYSE Euronext stockholder has the power to change its vote at any time before its shares of NYSE Euronext common stock are voted at the NYSE Euronext special meeting by:

- sending a written notice of revocation to the corporate secretary of NYSE Euronext at 11 Wall Street, New York, New York 10005 that is received by NYSE Euronext prior to 11:59 p.m., New York time, on the day preceding the NYSE Euronext special meeting, stating that you would like to revoke your proxy; or
- submitting a new proxy bearing a later date (by Internet, telephone or mail) that is received no later than the deadline specified on the proxy card; or
- attending the NYSE Euronext special meeting and voting in person or via *www.virtualshareholdermeeting.com*.

Please note, however, that under the rules of the New York Stock Exchange, any beneficial owner of NYSE Euronext common stock whose shares are held in street name by a New York Stock Exchange member brokerage firm may revoke its proxy and vote its shares in person at the NYSE Euronext special meeting only in accordance with applicable rules and procedures as employed by such beneficial owner s brokerage firm. If your shares are held in an account at a broker, bank or other nominee, you must follow the directions you receive from your bank, broker or other nominee in order to change or revoke your vote and should contact your broker, bank or other nominee to change your vote.

Attending the NYSE Euronext special meeting will not automatically revoke a proxy that was submitted through the Internet or by telephone or mail.

Solicitation of Proxies

The cost of solicitation of proxies will be borne by NYSE Euronext. NYSE Euronext will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of common stock. NYSE Euronext has retained MacKenzie Partners, Inc. to assist in the solicitation of proxies for a fee of $45,000 plus reasonable out-of-pocket expenses. In addition to solicitations by mail, NYSE Euronext s directors, officers and regular employees may solicit proxies personally or by telephone without additional compensation.

Attending the NYSE Euronext Special Meeting

Subject to space availability and certain security procedures, all NYSE Euronext stockholders as of the record date, or their duly appointed proxies, may attend the NYSE Euronext special meeting. Admission to the NYSE Euronext special meeting will be on a first-come, first-served basis. Registration and seating will begin at 8:30 a.m., Eastern time.

If you hold your shares of NYSE Euronext common stock in your name as a stockholder of record and you wish to attend the NYSE Euronext special meeting, you must present the admission ticket included in this joint proxy statement/prospectus, your proxy and evidence of your stock ownership, such as your most recent account statement, to the NYSE Euronext special meeting. You should also bring valid picture identification.

If your shares of NYSE Euronext common stock are held in street name in a stock brokerage account or by a bank or nominee and you wish to attend the NYSE Euronext special meeting, you need to bring a copy of a bank or brokerage statement to the NYSE Euronext special meeting reflecting your stock ownership as of the record date. You should also bring valid picture identification.

Table of Contents

NYSE EURONEXT PROPOSALS

NYSE Euronext Merger Proposal

As discussed throughout this document, NYSE Euronext is asking its stockholders to approve the NYSE Euronext Merger proposal. Pursuant to the merger agreement, ICE will acquire NYSE Euronext under a newly formed holding company, ICE Group. In a series of merger transactions, Braves Merger Sub will merge with and into ICE (the ICE merger) and, following the ICE merger, NYSE Euronext will merge with and into Baseball Merger Sub. In the event that certain legal opinions that are a condition to each party s obligation to consummate the mergers cannot be obtained, the merger agreement provides that the NYSE Euronext merger will be restructured such that Baseball Merger Sub will merge with and into NYSE Euronext (in either case, the NYSE Euronext merger). Following the ICE merger and the NYSE Euronext merger (together, the mergers), each of ICE and NYSE Euronext will be direct wholly owned subsidiaries of ICE Group and the former ICE and NYSE Euronext stockholders will become holders of shares of ICE Group common stock. Following the completion of the mergers, ICE Group common stock is expected to be listed for trading on the New York Stock Exchange under ICE s current ticker symbol ICE , and NYSE Euronext common stock will be delisted from the New York Stock Exchange and Euronext Paris, deregistered under the Exchange Act and cease to be publicly traded. ICE common stock will be delisted from the New York Stock Exchange, deregistered under the Exchange Act and cease to be publicly traded.

Holders of shares of NYSE Euronext common stock should read carefully this document in its entirety, including the appendices, for more detailed information concerning the merger agreement and the mergers. In particular, holders of shares of NYSE Euronext common stock are directed to the merger agreement, a copy of which is attached as Appendix A to this document.

Vote Required and NYSE Euronext Board Recommendation

The affirmative vote of a majority of the outstanding shares of NYSE Euronext common stock entitled to vote on the proposal at the NYSE Euronext special meeting is required to approve the NYSE Euronext Merger proposal.

The NYSE Euronext board of directors recommends a vote FOR the NYSE Euronext Merger proposal.

Merger-Related Named Executive Officer Compensation Proposal

Pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and Rule 14a-21(c) of the Exchange Act, NYSE Euronext is seeking non-binding, advisory stockholder approval of the compensation of NYSE Euronext s named executive officers that is based on or otherwise relates to the mergers as disclosed in The Mergers Interests of NYSE Euronext Directors and Executive Officers in the NYSE Euronext Merger Change of Control Compensation for NYSE Euronext s Named Executive Officers beginning on page 121. The proposal gives NYSE Euronext s stockholders the opportunity to express their views on the merger-related compensation of NYSE Euronext s named executive officers. Accordingly, NYSE Euronext is requesting stockholders to adopt the following resolution, on a non-binding, advisory basis:

RESOLVED, that the compensation that may be paid or become payable to NYSE Euronext s named executive officers in connection with the mergers, as disclosed pursuant to Item 402(t) of Regulation S-K in The Mergers Interests of NYSE Euronext Directors and Executive Officers Change of Control Compensation for NYSE Euronext s Named Executive Officers, is hereby APPROVED.

Table of Contents

Vote Required and NYSE Euronext Board Recommendation

The vote on this proposal is a vote separate and apart from the vote to approve the NYSE Euronext Merger proposal. Accordingly, you may vote not to approve this proposal on merger-related compensation and benefits to be paid or provided to named executive officers of NYSE Euronext and vote to approve the NYSE Euronext Merger proposal and vice versa. The vote to approve merger-related named executive officer compensation and benefits is advisory in nature and, therefore, is not binding on NYSE Euronext or on ICE or on ICE Group or the boards of directors or the compensation committees of NYSE Euronext or ICE or ICE Group, regardless of whether the NYSE Euronext Merger proposal is approved. Approval of the non-binding, advisory proposal with respect to the compensation that may be received by NYSE Euronext s named executive officers in connection with the mergers is not a condition to completion of the mergers, and failure to approve this advisory matter will have no effect on the vote to approve the NYSE Euronext Merger proposal. The merger-related named executive officer compensation to be paid in connection with the mergers is based on contractual arrangements with the named executive officers and accordingly the outcome of this advisory vote will not affect the obligation to make these payments.

The affirmative vote of a majority of the votes cast by stockholders entitled to vote on the proposal at the NYSE Euronext special meeting is required to approve the Merger-Related Named Executive Officer Compensation proposal.

The NYSE Euronext board of directors recommends a vote FOR the Merger-Related Named Executive Officer Compensation proposal.

NYSE Euronext Adjournment Proposal

The NYSE Euronext special meeting may be adjourned to another time or place, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the NYSE Euronext special meeting to approve the NYSE Euronext Merger proposal.

If, at the NYSE Euronext special meeting, the number of shares of NYSE Euronext common stock present or represented and voting in favor of the NYSE Euronext Merger proposal is insufficient to approve the NYSE Euronext Merger proposal, NYSE Euronext intends to move to adjourn the NYSE Euronext special meeting in order to enable the NYSE Euronext board of directors to solicit additional proxies for approval of the NYSE Euronext Merger proposal. In that event, NYSE Euronext will ask its stockholders to vote only upon the NYSE Euronext Adjournment proposal, and not the NYSE Euronext Merger proposal or the Merger-Related Named Executive Officer Compensation proposal.

In this proposal, NYSE Euronext is asking its stockholders to authorize the holder of any proxy solicited by the NYSE Euronext board of directors to vote in favor of granting discretionary authority to the proxyholders, and each of them individually, to adjourn the NYSE Euronext special meeting to another time and place for the purpose of soliciting additional proxies. If the NYSE Euronext stockholders approve the NYSE Euronext Adjournment proposal, NYSE Euronext could adjourn the NYSE Euronext special meeting and use the additional time to solicit additional proxies, including the solicitation of proxies from NYSE Euronext stockholders who have previously voted.

Vote Required and NYSE Euronext Recommendation

The affirmative vote of a majority of the votes cast by stockholders entitled to vote on the proposal at the NYSE Euronext special meeting is required to approve the NYSE Euronext Adjournment proposal.

The NYSE Euronext board of directors recommends a vote FOR the NYSE Euronext Adjournment proposal.

Table of Contents

Other Matters to Come Before the NYSE Euronext Special Meeting

No other matters are intended to be brought before the NYSE Euronext special meeting by NYSE Euronext, and NYSE Euronext does not know of any matters to be brought before the NYSE Euronext special meeting by others. If, however, any other matters properly come before the NYSE Euronext special meeting, the persons named in the proxy will vote the shares represented thereby in accordance with the judgment of management on any such matter.

Table of Contents

ICE SPECIAL MEETING OF STOCKHOLDERS

Date, Time and Place

The special meeting of ICE stockholders will be held at The Meeting Room, 2100 RiverEdge Parkway, Lower Lobby, Atlanta, GA 30328 at 8:00 a.m., Eastern time, on June 3, 2013. On or about May 2, 2013, ICE commenced mailing this document and the enclosed form of proxy to its stockholders entitled to vote at the ICE special meeting.

Purpose of ICE Special Meeting

At the ICE special meeting, ICE stockholders will be asked to:

- adopt the merger agreement, a copy of which is attached as Appendix A to this document, which is referred to as the ICE Merger proposal;
- approve five separate proposals relating to the ICE Group amended and restated certificate of incorporation that will be in effect upon completion of the mergers, which are referred to collectively as the ICE Group Governance-Related proposals (each proposal is described below); and
- approve one or more adjournments of the ICE special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the ICE Merger proposal and/or the ICE Group Governance-Related proposals, which is referred to as the ICE Adjournment proposal.

The ICE Group Governance-Related proposals consist of provisions in ICE Group s amended and restated certificate of incorporation that will be in effect upon completion of the mergers that: (i) grant ICE Group authority to issue five hundred million (500,000,000) shares of common stock, par value $0.01 per share, and one hundred million (100,000,000) shares of preferred stock, par value $0.01 per share; (ii) impose limitations on ownership and voting of shares of ICE Group common stock; (iii) disqualify any person who is a U.S. Disqualified Person or a European Disqualified Person (each term is defined in the ICE Group bylaws) from acting as a director or officer of ICE Group; (iv) incorporate a set of considerations that the ICE Group board of directors may consider when it takes any action; and (v) require regulatory review of and impose new stockholder approval requirements on certain amendments to ICE Group s certificate of incorporation. These proposals are described in more detail under ICE Proposals ICE Group Governance-Related Proposals.

Recommendation of the ICE Board of Directors

The ICE board of directors recommends that you vote **FOR** the ICE Merger proposal, **FOR** the ICE Group Governance-Related proposals and **FOR** the ICE Adjournment proposal. See The Mergers Recommendation of the ICE Board of Directors and Reasons for the Mergers on page 99.

ICE Record Date and Quorum

The ICE board of directors has fixed the close of business on April 26, 2013 as the record date for determining the holders of shares of ICE common stock entitled to receive notice of and to vote at the ICE special meeting.

As of the ICE record date, there were 72,764,989 shares of ICE common stock outstanding and entitled to vote at the ICE special meeting held by 341 holders of record. Each share of ICE common stock entitles the holder to one vote at the ICE special meeting on each proposal to be considered at the ICE special meeting.

The representation of the holders of a majority of the shares of ICE common stock issued and outstanding and entitled to vote at the ICE special meeting, present in person or represented by proxy, constitutes a quorum for the transaction of business at the ICE special meeting. All shares of ICE common stock, whether present in person or represented by proxy, including abstentions, will be treated as present for purposes of determining the presence or absence of a quorum for all matters voted on at the ICE special meeting.

Table of Contents

As of the record date, directors and executive officers of ICE and their affiliates owned and were entitled to vote 1,500,294 shares of ICE common stock, representing approximately 2.1% of the shares of ICE common stock outstanding on that date. ICE currently expects that ICE s directors and executive officers will vote their shares in favor of the ICE Merger proposal, the ICE Group Governance-Related proposals and the ICE Adjournment proposal, although none of them has entered into any agreements obligating them to do so.

Required Vote

Required Vote to Approve the ICE Merger Proposal

The affirmative vote of a majority of the outstanding shares of ICE common stock entitled to vote on the proposal at the ICE special meeting is required to approve the ICE Merger proposal.

Required Vote to Approve the ICE Group Governance-Related proposals

The vote of a majority of the votes cast affirmatively and negatively by stockholders entitled to vote on the ICE Group Governance-Related proposals at the ICE special meeting is required to approve each ICE Group Governance-Related proposal.

Required Vote to Approve the ICE Adjournment Proposal

The vote of a majority of the votes cast affirmatively and negatively by stockholders entitled to vote on the proposal at the ICE special meeting is required to approve the ICE Adjournment proposal.

Treatment of Abstentions; Failure to Vote

For purposes of the ICE special meeting, an abstention occurs when an ICE stockholder attends the ICE special meeting, either in person and does not vote or returns a proxy with an abstain vote.

For the ICE Merger proposal, if an ICE stockholder present in person at the ICE special meeting abstains from voting, or responds by proxy with an abstain vote, their proxy will have the same effect as a vote cast **AGAINST** this proposal. If an ICE stockholder is not present in person at the ICE special meeting and does not respond by proxy, their proxy will have the same effect as a vote cast **AGAINST** the ICE Merger proposal.

For each of the ICE Group Governance-Related proposals, if an ICE stockholder present in person at the ICE special meeting abstains from voting, or responds by proxy with an abstain vote, their proxy will have no effect on the vote count for each such proposal. If an ICE stockholder is not present in person at the ICE special meeting and does not respond by proxy, their proxy will have no effect on the vote count for the ICE Group Governance-Related proposals (assuming a quorum is present).

For the ICE Adjournment proposal, if an ICE stockholder present in person at the ICE special meeting abstains from voting, or responds by proxy with an abstain vote, their proxy will have no effect on the vote count for this proposal. If an ICE stockholder is not present in person at the ICE special meeting and does not respond by proxy, their proxy will have no effect on the vote count for the ICE Adjournment proposal (assuming a quorum is present).

Table of Contents

Voting on Proxies; Incomplete Proxies

Giving a proxy means that an ICE stockholder authorizes the persons named in the enclosed proxy card to vote its shares at the ICE special meeting in the manner it directs. An ICE stockholder may vote by proxy or in person at the ICE special meeting. If you hold your shares of ICE common stock in your name as a stockholder of record, to submit a proxy, you, as an ICE stockholder, may use one of the following methods:

By Internet. Go to *www.proxyvote.com* and follow the instructions for Internet voting, which can also be found on the enclosed proxy card. You will be required to provide your assigned control number located on the proxy card. Internet voting is available 24 hours a day. If you choose to vote by Internet, then you do not need to return the proxy card. To be valid, your vote by Internet must be received by 11:59 p.m., Eastern Time, on the day preceding the ICE special meeting.

By Telephone. By calling the toll-free number for telephone voting that can be found on the enclosed proxy card. You will be required to provide your assigned control number located on the proxy card. Telephone voting is available 24 hours a day. If you choose to vote by telephone, then you do not need to return the proxy card. To be valid, your vote by telephone must be received by 11:59 p.m., Eastern Time, on the day preceding the ICE special meeting.

By Mail. Complete the enclosed proxy card, sign and date it, and return it in the postage-paid envelope we have provided. To be valid, your vote by mail must be received by 11:59 p.m., Eastern Time, on the day preceding the ICE special meeting.

In Person. You may also vote your shares in person at the ICE special meeting.

ICE requests that ICE stockholders vote over the Internet, by telephone or by completing and signing the accompanying proxy and returning it to ICE as soon as possible in the enclosed postage-paid envelope. When the accompanying proxy is returned properly executed, the shares of ICE stock represented by it will be voted at the ICE special meeting in accordance with the instructions contained on the proxy card.

If any proxy is returned without indication as to how to vote, the shares of ICE common stock represented by the proxy will be voted as recommended by the ICE board of directors. Unless an ICE stockholder checks the box on its proxy card to withhold discretionary authority, the proxyholders may use their discretion to vote on other matters relating to the ICE special meeting.

If an ICE stockholder s shares are held in street name by a broker, bank or other nominee, the stockholder should check the voting form used by that firm to determine whether it may vote by telephone or the Internet.

Every ICE stockholder s vote is important. Accordingly, each ICE stockholder should vote via the Internet or by telephone, or sign, date and return the enclosed proxy card whether or not the ICE stockholder plans to attend the ICE special meeting in person.

Shares Held in Street Name

If you are an ICE stockholder and your shares are held in street name through a bank, broker or other holder of record, you must provide the record holder of your shares with instructions on how to vote the shares. Please follow the voting instructions provided by the bank or broker. You may not vote shares held in street name by returning a proxy card directly to ICE or by voting in person at the ICE special meeting unless you provide a legal proxy, which you must obtain from your broker, bank or other nominee. Further, brokers, banks or other nominees who hold shares of ICE common stock on behalf of their customers may not give a proxy to ICE to vote those shares with respect to any of the proposals without specific instructions from their customers, as brokers, banks and other nominees do not have discretionary voting power on these matters. Therefore, if you are an ICE stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares:

your broker, bank or other nominee may not vote your shares on the ICE Merger proposal, which broker non-votes will have the same effect as a vote **AGAINST** this proposal; and

Table of Contents

your broker, bank or other nominee may not vote your shares on any of the ICE Group Governance-Related proposals or the ICE Adjournment proposal, which broker non-votes will have no effect on the vote count for these proposals (assuming a quorum is present).

Revocability of Proxies and Changes to an ICE Stockholder s Vote

An ICE stockholder has the power to change its vote at any time before its shares of ICE common stock are voted at the ICE special meeting by:

sending a written notice of revocation to the corporate secretary of ICE at 2100 RiverEdge Parkway, Suite 500, Atlanta, Georgia 30328 stating that you would like to revoke your proxy;

submitting a new proxy bearing a later date (by Internet, telephone or mail) that is received no later than the deadline specified on the proxy card; or

attending the ICE special meeting and voting in person.

Please note, however, that under the rules of the New York Stock Exchange, any beneficial owner of ICE common stock whose shares are held in street name by a New York Stock Exchange member brokerage firm may revoke its proxy and vote its shares in person at the ICE special meeting only in accordance with applicable rules and procedures as employed by such beneficial owner s brokerage firm. If your shares are held in an account at a broker, bank or other nominee, you must follow the directions you receive from your bank, broker or other nominee in order to change or revoke your vote and should contact your broker, bank or other nominee to change your vote.

Attending the ICE special meeting will not automatically revoke a proxy that was submitted through the Internet or by telephone or mail.

Solicitation of Proxies

The cost of solicitation of proxies will be borne by ICE. ICE will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of common stock. ICE has retained D.F. King & Co., Inc. to assist in the solicitation of proxies for a fee of $50,000 plus reasonable out-of-pocket expenses. In addition to solicitations by mail, ICE s directors, officers and regular employees may solicit proxies personally or by telephone without additional compensation.

Attending the ICE Special Meeting

Subject to space availability, all ICE stockholders as of the record date, or their duly appointed proxies, may attend the ICE special meeting. Since seating is limited, admission to the ICE special meeting will be on a first-come, first-served basis. Registration and seating will begin at 7:30 a.m., Eastern time. You must present the admission ticket included in this joint proxy statement/prospectus in order to attend the ICE special meeting, space permitting.

Table of Contents

ICE PROPOSALS

ICE Merger Proposal

As discussed throughout this document, ICE is asking its stockholders to approve the ICE Merger proposal. Holders of shares of ICE common stock should read carefully this document in its entirety, including the appendices, for more detailed information concerning the merger agreement and the transactions contemplated thereby. In particular, holders of shares of ICE common stock are directed to the merger agreement, a copy of which is attached as Appendix A to this document.

Vote Required and ICE Board Recommendation

The affirmative vote of a majority of the outstanding shares of ICE common stock entitled to vote on the proposal at the ICE special meeting is required to approve the ICE Merger proposal.

The ICE board of directors recommends a vote FOR the ICE Merger proposal.

ICE Group Governance-Related Proposals

ICE is asking its stockholders to approve proposals relating to certain governance and other provisions in the amended and restated certificate of incorporation of ICE Group that will be applicable to ICE Group stockholders upon consummation of the mergers, substantially all of which will be included to comply with regulatory requirements that are necessary to secure certain regulatory approvals required to complete the mergers. In the merger agreement, ICE and NYSE Euronext agreed that ICE Group and ICE, as the sole shareholder of ICE Group prior to the ICE merger, will take all requisite action to cause the proposed form of amended and restated certificate of incorporation of ICE Group and the proposed form of amended and restated bylaws of ICE Group to be effective prior to the ICE merger. Although the current NYSE Euronext certificate of incorporation includes provisions comparable to the provisions described in the following proposals, the current ICE certificate of incorporation does not. Accordingly, ICE Group s amended and restated certificate of incorporation will differ in material respects from ICE s existing certificate of incorporation. The amended and restated certificate of incorporation of ICE Group will, among other things, impose limitations on ownership of ICE Group common stock, impose limitations on voting of ICE Group common stock, and require regulatory review of certain amendments to ICE Group s certificate of incorporation. In addition, ICE Group s amended and restated certificate of incorporation will authorize an amount of authorized capital stock that is greater than the amount authorized in ICE s current certificate of incorporation.

Each of the five proposals comprising the ICE Group Governance-Related proposals is cross-conditioned upon the approval by the ICE stockholders of the ICE Merger proposal and each other proposal comprising the ICE Group Governance-Related proposals, and completion of the mergers is cross-conditioned on the approval by ICE stockholders of each of the ICE Group Governance-Related proposals. None of the actions contemplated by the ICE Group Governance-Related proposals will proceed if any of the ICE Merger proposal or Proposal A, B, C, D or E of the ICE Group Governance-Related proposals is not approved by the ICE stockholders. As a result, a vote against any of the following proposals effectively will be a vote against adoption of the merger agreement and the transactions contemplated by the merger agreement. Failure to gain stockholder approval for any of the five proposals comprising the ICE Group Governance-Related proposals could cause the mergers not to close or to close later than expected, and/or could cause ICE to incur substantial costs and expenses. The provisions of ICE Group s amended and restated certificate of incorporation and amended and restated bylaws, including the terms of the shares of ICE Group common stock, will become applicable to the ICE and NYSE Euronext stockholders who continue as ICE Group stockholders as a result of the mergers regardless of whether they vote in favor of the ICE Merger proposal, any of the ICE Group Governance-Related proposals, or the NYSE Euronext Merger proposal, as applicable.

Table of Contents

The form of ICE Group s amended and restated certificate of incorporation is included in this joint proxy statement/prospectus as Appendix B, and ICE encourages its stockholders to read the following proposals together with Appendix B. The provisions to which these proposals relate are summarized under Comparison of Stockholders Rights and Description of ICE Group Capital Stock.

Proposal A: Provisions Related to the Amount and Classes of Authorized Stock

Under the amended and restated certificate of incorporation, ICE Group will have authority to issue (i) five hundred million (500,000,000) shares of common stock, par value $0.01 per share, and (ii) one hundred million (100,000,000) shares of preferred stock, par value $0.01 per share, which is a larger number of authorized shares than authorized under ICE s current charter. Under its current charter, ICE is authorized to issue 194,275,000 shares of common stock, par value $0.01 per share, in three separate classes, and 25,000,000 shares of preferred stock, par value $0.01 per share. Unlike the ICE certificate of incorporation, the amended and restated certificate of incorporation of ICE Group will provide for only one class of common stock.

The increased amount of authorized shares of ICE Group common stock will provide greater flexibility in the capital structure of the combined company following the mergers by allowing it to raise capital that may be necessary to further develop its business, to fund potential acquisitions, to have shares available for use in connection with stock plans and to pursue other corporate purposes that may be identified by the ICE Group board of directors in the future. The increased amount of authorized shares of ICE Group preferred stock will give the ICE Group board of directors the same power granted to the ICE board in its parallel blank check preferred stock provision, but with respect to a larger number of shares. Consistent with the authority of the ICE board of directors under ICE s current certificate of incorporation, the ICE Group board of directors will have broad power to establish the rights and preferences of any shares of preferred stock ICE Group may issue in the future. See Description of ICE Group Capital Stock for a description of ICE Group capital stock and the rights of ICE Group stockholders.

Proposal B: Provisions Related to Limitations on Ownership and Voting of ICE Group Common Stock

Article V of the amended and restated certificate of incorporation of ICE Group will impose limitations on ownership and voting of shares of ICE Group common stock. A related provision in Section B of Article IX will articulate the quorum requirement for stockholder meetings and clarify that shares held in excess of the voting limitation will not count towards the quorum requirement for ICE Group stockholder meetings and will not be counted for purposes of determining the majority of shares of ICE Group stock. The ownership and voting limitation provisions in Article V and the related provision in Section B of Article IX will be included in the amended and restated certificate of incorporation to comply with regulatory requirements that are necessary to secure certain regulatory approvals required to complete the mergers. Although a comparable provision is included in NYSE Euronext s current certificate of incorporation, the current ICE certificate of incorporation does not include a comparable provision.

More specifically, Article V will provide that, for so long as ICE Group shall control, directly or indirectly, any U.S. Regulated Subsidiary or any European Market Subsidiary, no person, either alone or with its related persons, may beneficially own shares of ICE Group common stock representing in the aggregate more than 20% of the then outstanding votes entitled to be cast on any matter unless otherwise approved by the ICE Group board of directors (in accordance with the requirements of Article V), the SEC and each European regulator having appropriate jurisdiction and authority. If no such permission is granted and approved, any person who, either alone or together with its related persons, owns shares of ICE Group common stock in excess of the 20% ownership threshold would be obligated to sell, and ICE Group would be obligated to purchase, at the par value of such shares to the extent ICE Group has funds legally available to make such a purchase, the number of shares held by such person such that the person, together with its related persons, owns no shares of ICE Group stock above the ownership limitation.

Table of Contents

Additionally, Article V will provide that, for so long as ICE Group shall control, directly or indirectly, any U.S. Regulated Subsidiary or any European Market Subsidiary, no person, either alone or with its related persons, may possess the right to vote or cause the voting of shares of ICE Group capital stock representing more than 10% of the then outstanding votes entitled to be cast on any matter, and no person, either alone or with its related persons, may acquire the ability to vote more than 10% of the then outstanding votes entitled to be cast on any matter by virtue of agreements entered into by other persons not to vote shares of ICE Group capital stock, unless otherwise approved by the ICE Group board of directors (in accordance with the requirements of Article V), the SEC and each European regulator having appropriate jurisdiction and authority.

The voting limitations will not apply to a solicitation of a revocable proxy from any ICE Group stockholder by or on behalf of ICE Group or by any officer or director of ICE Group acting on behalf of ICE Group or to a solicitation of a revocable proxy from any ICE Group stockholder by any other ICE Group stockholder in accordance with Regulation 14A of the Exchange Act. This exception, however, will not apply to certain solicitations by a shareholder pursuant to Rule 14a-2(b)(2) of the Exchange Act, which permits a solicitation made otherwise than on behalf of ICE Group where the total number of persons solicited is not more than ten.

Under Article V of the ICE Group amended and restated certificate of incorporation, the ICE Group board of directors would have the right to require any person that it reasonably believes (i) to be subject to the voting limitations, (ii) to own shares in excess of the ownership limitation, or (iii) to beneficially own shares of stock of ICE Group representing in the aggregate more than 5% of the then outstanding votes entitled to be cast on any matter, which ownership such person has not reported to ICE Group, to provide to ICE Group, at the board s request, information as to all shares of ICE Group stock beneficially owned by such person and any other factual matter relating to the applicability of Article V. The board of directors would have the authority to make final determinations with respect to the application of Article V on the basis of such information sought from stockholders.

For purposes of the ICE Group amended and restated certificate of incorporation,

U.S. Regulated Subsidiaries means New York Stock Exchange LLC, NYSE Market, Inc., NYSE Regulation, Inc., NYSE Arca, LLC, NYSE Arca, Inc., NYSE Arca Equities, Inc. and NYSE MKT LLC or their successors, in each case to the extent that such entities continue to be controlled, directly or indirectly, by ICE Group (and each a U.S. Regulated Subsidiary);

European Market Subsidiary means (A) any of (1) Euronext Brussels N.V./S.A., (2) Euronext Lisbon S.A., (3) Euronext Amsterdam N.V., (4) Euronext Paris S.A.; and (5) any other subsidiary of Euronext operating a European Regulated Market that is formed or acquired by Euronext after April 4, 2007; provided that, in the case of (5), the formation or acquisition of such subsidiary shall have been approved by the ICE Group board of directors and the jurisdiction in which such subsidiary is located is represented in the Euronext College of Regulators; and (B) any other subsidiary controlled, directly or indirectly, by any of the entities listed in subparagraph (A)(1), (2), (3) and (4), including Interbolsa S.A.; and

European Regulated Markets means (A) each regulated market or multilateral trading facility (each as defined by the European Directive on Markets in Financial Instruments 2004/39 EC) in Europe that (1) is operated by Euronext Brussels N.V./S.A., Euronext Lisbon S.A., Euronext Amsterdam N.V., or Euronext Paris S.A.; or (2) is operated by an entity formed or acquired by Euronext after the Effective Time; provided that, in the case of sub-paragraph (2), the formation or acquisition of such European Regulated Market shall have been approved by the ICE Group board of directors and the jurisdiction in which such European Regulated Market operates is represented in the Euronext College of Regulators; and (B) any other facility operated by an entity controlled, directly or indirectly, by any of the entities listed in subparagraph (A)(1), including Interbolsa S.A., (and each a European Regulated Market).

Table of Contents

The amended and restated certificate of incorporation of ICE Group will also include a related provision in Section B of Article IX that will articulate the quorum requirement for stockholder meetings and clarify that shares held in excess of the voting limitation would not count towards the quorum requirement for stockholder meetings and would not be counted for purposes of determining the majority of shares of ICE Group stock. The quorum requirement for stockholder meetings currently is included in the ICE bylaws. Under the amended and restated certificate of incorporation of ICE Group, the holders of a majority of the voting power of the outstanding shares of stock of ICE Group entitled to vote on a matter, present at a stockholders meeting in person or represented by proxy, would constitute a quorum, however, any shares in excess of the voting limitation would not be counted as present at the meeting and would not be counted as outstanding shares of stock of ICE Group for purposes of determining whether there is a quorum (unless the voting limitation had been properly waived). The quorum requirement under the amended and restated certificate of incorporation is the same standard as exists under the current ICE certificate of incorporation other than the voting limitation exception.

According to the terms of the amended and restated certificate of incorporation, each provision of Article V related to any European Market Subsidiary or any European regulatory requirement will be automatically repealed if ICE Group at any time in the future no longer holds a direct or indirect controlling interest (as defined below) in Euronext or if a Euronext Call Option (as defined in the ICE Group bylaws) has been exercised and, after a period of six months following such exercise, Stichting NYSE Euronext, a foundation (stichting) organized under the laws of The Netherlands, formed by NYSE Euronext on April 4, 2007 (the Foundation) holds shares of Euronext that represent a substantial portion of Euronext s business (provided that, in this case, the ICE Group board of directors may have approved of the applicable revocation). The current form of ICE Group s amended and restated bylaws define controlling interest, which will be incorporated by reference into ICE Group s amended and restated certificate of incorporation, to mean 50% or more of both the outstanding voting securities of an entity and the combined voting power of the outstanding voting securities of such entity entitled to vote generally in the election of directors. As described below, the definition of controlling interest remains subject to ongoing review.

Proposal C: Provisions Related to Disqualification of Officers and Directors and Certain Powers of the Board of Directors

Article VII of the amended and restated certificate of incorporation of ICE Group will disqualify any person who is a U.S. Disqualified Person or a European Disqualified Person from acting as a director or officer of ICE Group. Article VII will be included in the amended and restated certificate of incorporation to comply with regulatory requirements that are necessary to secure certain regulatory approvals required to complete the mergers. Although a comparable provision is in the current NYSE Euronext certificate of incorporation, no comparable provision is contained in the current ICE certificate of incorporation.

For purposes of proposed Article VII,

> U.S. Disqualified Person means a person that is subject to any statutory disqualification (as defined in Section 3(a)(39) of the Exchange Act), and a person may become subject to a statutory disqualification as a consequence of an adverse outcome to certain criminal, judicial or regulatory proceedings relating to financial service activities, and

> European Disqualified Person means a person that has been determined by a European regulator to be in violation of laws or regulations adopted in accordance with the European Directive on Markets in Financial Instruments applicable to any European Market Subsidiary requiring such person to act fairly, honestly and professionally.

According to the terms of the amended and restated certificate of incorporation of ICE Group, the provision of Article VII that would disqualify any person who is a European Disqualified Person from acting as a director or officer of ICE Group will be automatically repealed if ICE Group at any time in the future no longer holds a direct or indirect controlling interest (as defined in the ICE Group bylaws) in Euronext or if a Euronext Call Option (as defined in the ICE Group bylaws) has been exercised and, after a period of six months following such exercise, the Foundation holds shares of Euronext that represent a substantial portion of Euronext s business (provided that, in this case, the ICE Group board of directors may have approved of the applicable revocation). As described below, the definition of controlling interest remains subject to ongoing review.

Table of Contents

Proposal D: Provisions Related to Considerations of the Board of Directors

Article VI of the amended and restated certificate of incorporation of ICE Group will incorporate a set of considerations that the board of directors may consider when it takes any action. Article VI will be included in the amended and restated certificate of incorporation to comply with regulatory requirements that are necessary to secure certain regulatory approvals required to complete the mergers. A parallel provision is in the current NYSE Euronext certificate of incorporation, but no parallel provision exists in the current ICE certificate of incorporation.

Under Section G of Article VI, in taking any action, including action that may involve or relate to a change or potential change in the control of ICE Group, a director may consider both the long-term and short-term interests of ICE Group and its stockholders and the effects that ICE Group s actions may have in the short-term or long-term upon any one or more of the following matters:

- the prospects for potential growth, development, productivity and profitability of ICE Group and its subsidiaries;
- the current employees of ICE Group or its subsidiaries;
- the employees of ICE Group or its subsidiaries and other beneficiaries receiving or entitled to receive retirement, welfare or similar benefits from or pursuant to any plan sponsored, or agreement entered into, by ICE Group or its subsidiaries;
- the customers and creditors of ICE Group or its subsidiaries;
- the ability of ICE Group and its subsidiaries to provide, as a going concern, goods, services, employment opportunities and employment benefits and otherwise to contribute to the communities in which they do business;
- the potential impact on the relationships of ICE Group or its subsidiaries with regulatory authorities and the regulatory impact generally; and
- such other additional factors as a director may consider appropriate in such circumstances.

Proposal E: Provisions Related to Amendments to the ICE Group Certificate of Incorporation

Article X of the amended and restated certificate of incorporation of ICE Group will require regulatory review of and impose new stockholder approval requirements on certain amendments to ICE Group s certificate of incorporation. Article X will be included in the amended and restated certificate of incorporation to comply with regulatory requirements that are necessary to secure certain regulatory approvals required to complete the mergers. Under the current ICE certificate of incorporation, certain charter amendments are subject to a 66 2/3% vote requirement, including any amendment that would change the power of the board of directors, change the number of directors or change the limitations on stockholder action outside of stockholder meetings, including the inability of stockholders to act by written consent. The provisions of the amended and restated certificate of incorporation of ICE Group subject to a supermajority vote requirement are described below.

Under the Delaware General Corporation Law, unless a corporation s certificate of incorporation imposes a higher vote requirement, a corporation may amend its certificate of incorporation upon the submission of a proposed amendment to stockholders by the board of directors and the subsequent receipt of the affirmative vote of a majority of its outstanding voting shares and the affirmative vote of a majority of the outstanding shares of each class entitled to vote thereon as a class. Under the amended and restated certificate of incorporation of ICE Group, the affirmative vote of the holders of not less than 66 2/3% of the voting power of all outstanding shares of common stock and all other outstanding shares of stock of ICE Group entitled to vote on such matter will be required to amend, modify in any respect or repeal any provision of the certificate of incorporation related to: (i) considerations of the board of directors in taking any action; (ii) limitations on stockholder action by written consent; (iii) the required quorum at meetings of the stockholders; (iv) the amendment of the bylaws by the stockholders; (v) the location of stockholder meetings and records; (vi) limitations on voting and ownership of

Table of Contents

ICE Group common stock and (vii) the provisions in Article X requiring such a supermajority vote. Additionally, the minimum applicable stockholder approval percentage will be 80% for any amendment to the ICE Group certificate of incorporation seeking to reduce the minimum percentage of votes required for certain amendments to ICE Group s bylaws, which is set forth in ICE Group s bylaws.

ICE Group s amended and restated certificate of incorporation also will provide that, for so long as ICE Group controls, directly or indirectly, any U.S. Regulated Subsidiary, before any amendment or repeal of any provision of the certificate of incorporation will be effective, it must be submitted to the boards of directors of New York Stock Exchange LLC, NYSE Market, Inc., NYSE Regulation, Inc., NYSE Arca, NYSE Arca Equities and NYSE MKT LLC. If any of these boards of directors determines that the amendment or repeal must be filed with, or filed with and approved by, the SEC under Section 19 of the Exchange Act, then the amendment or repeal may not be effectuated until filed with, or filed with and approved by, the SEC. Likewise, for so long as ICE Group controls, directly or indirectly, any European Market Subsidiary, before any amendment or repeal of any provision of the ICE Group certificate of incorporation will be effective, the amendment or repeal must be submitted to the board of directors of the European Market Subsidiary and, if such board of directors determines that such amendment or repeal must be filed with, or filed with and approved by, a European regulator under European exchange regulations before such amendment or repeal may be effectuated, then the amendment or repeal will not be effectuated until filed with, or filed with and approved by, the relevant European regulator.

According to the terms of the amended and restated certificate of incorporation of ICE Group, the provision of Article X that will require European regulatory review of certain amendments to ICE Group s certificate of incorporation will be automatically repealed if ICE Group at any time in the future no longer holds a direct or indirect controlling interest (as defined in the ICE Group bylaws) in Euronext or if a Euronext Call Option (as defined in the ICE Group bylaws) has been exercised and, after a period of six months following such exercise, the Foundation holds shares of Euronext that represent a substantial portion of Euronext s business (provided that, in this case, the ICE Group board of directors may have approved of the applicable revocation). As described below, the definition of controlling interest remains subject to ongoing review.

As discussed under Comparison of Stockholders Rights, ICE Group s amended and restated certificate of incorporation and bylaws are subject to review and approval by the SEC and European regulators. It is possible that, after the date of this joint proxy statement/prospectus, the SEC and European regulatory authorities may require changes, in addition to those described elsewhere in this document, as part of their approval of the mergers.

ICE is currently discussing with the Euronext College of Regulators the definition of controlling interest for purposes of the amended and restated certificate of incorporation of ICE Group and a related provision in its bylaws, under each of which certain provisions governing ICE Group with respect to the regulated subsidiaries of Euronext will automatically be repealed when ICE Group no longer holds a controlling interest in Euronext. As described above, the form of amended and restated bylaws of ICE Group define controlling interest to mean 50% or more of both the outstanding voting shares of an entity and the combined voting power of the outstanding securities of such entity entitled to vote generally in the election of directors, and the bylaw definition is incorporated into the certificate of incorporation. The definition is the same as the definition in the current constitutional documents of NYSE Euronext. The Euronext College of Regulators is considering the controlling interest threshold and, in this context, it is considering alternative formulations for determining when a controlling interest is no longer held, possibly with certain commitments that ICE Group may be able to make with respect to the governance of the entity that owns the Euronext businesses (apart from any businesses and assets retained by ICE Group), which commitments would be triggered once ICE Group no longer holds a controlling interest. Such restrictions would be intended to safeguard against major shareholder influence of the Euronext businesses (including that of ICE Group). As of the date of this joint proxy statement/prospectus, the ownership threshold for controlling interest has not been settled and ICE is still discussing with the Euronext College of Regulators the appropriate scope of what restrictions should apply once ICE Group no longer holds a controlling interest in Euronext. The ownership threshold for controlling interest that is settled upon by ICE and the Euronext College of Regulators will be included in the amended and restated certificate of incorporation of ICE Group and the related provisions in its bylaws.

Table of Contents

Vote Required and ICE Board Recommendation

The vote of a majority of the votes cast affirmatively and negatively by stockholders entitled to vote on the ICE Group Governance-Related proposals at the ICE special meeting is required to approve each ICE Group Governance-Related proposal.

The ICE board of directors recommends a vote FOR the ICE Group Governance-Related proposals.

ICE Adjournment Proposal

The ICE special meeting may be adjourned to another time or place, if necessary or appropriate, to permit, among other things, further solicitation of proxies if necessary to obtain additional votes in favor of the ICE Merger proposal and/or the ICE Group Governance-Related proposals.

If, at the ICE special meeting, the number of shares of ICE common stock present or represented and voting in favor of the ICE Merger proposal and/or the ICE Group Governance-Related proposals is insufficient to approve the ICE Merger proposal and/or the ICE Group Governance-Related proposals, ICE intends to move to adjourn the ICE special meeting in order to enable the ICE board of directors to solicit additional proxies for approval of the ICE Merger proposal and/or the ICE Group Governance-Related proposals, as applicable.

In the ICE Adjournment proposal, ICE is asking its stockholders to authorize the holder of any proxy solicited by the ICE board of directors to vote in favor of granting discretionary authority to the proxyholders, and each of them individually, to adjourn the ICE special meeting to another time and place for the purpose of soliciting additional proxies. If the ICE stockholders approve the ICE Adjournment proposal, ICE could adjourn the ICE special meeting and any adjourned session of the ICE special meeting and use the additional time to solicit additional proxies, including the solicitation of proxies from ICE stockholders who have previously voted.

Vote Required and ICE Board Recommendation

The vote of a majority of the votes cast affirmatively and negatively by stockholders entitled to vote on the proposal at the ICE special meeting is required to approve the ICE Adjournment proposal.

The ICE board of directors recommends a vote FOR the ICE Adjournment proposal.

Other Matters to Come Before the ICE Special Meeting

No other matters are intended to be brought before the ICE special meeting by ICE, and ICE does not know of any matters to be brought before the ICE special meeting by others. If, however, any other matters properly come before the ICE special meeting, the persons named in the proxy will vote the shares represented thereby in accordance with the judgment of management on any such matter.

Table of Contents

INFORMATION ABOUT THE COMPANIES

IntercontinentalExchange, Inc.

2100 RiverEdge Parkway

Suite 500

Atlanta, Georgia 30328

Phone: (770) 857-4700

IntercontinentalExchange, Inc., a Delaware corporation, is a leading operator of regulated exchanges and clearing houses serving the risk management needs of global markets for agricultural, credit, currency, emissions, energy and equity index products. ICE serves customers in more than 70 countries and was formed on May 8, 2000. ICE owns and operates:

- ICE Futures Europe, which operates as a United Kingdom Recognized Investment Exchange for the purpose of price discovery, trading and risk management within the energy and environmental commodity futures and options markets;
- ICE Futures U.S., Inc., which operates as a United States Designated Contract Market for the purpose of price discovery, trading and risk management within the agricultural, energy, equity index and currency futures and options markets;
- ICE Futures Canada, Inc., which operates as a Canadian derivatives exchange for the purpose of price discovery, trading and risk management within the agricultural futures and options markets;
- ICE U.S. OTC Commodity Markets, LLC, an OTC exempt commercial market for bilateral energy contracts;
- Creditex Group Inc., which operates in the OTC credit default swap trade execution markets; and
- Five central counterparty clearing houses, including ICE Clear Europe Limited, ICE Clear U.S., Inc., ICE Clear Canada, Inc., ICE Clear Credit LLC and The Clearing Corporation.

ICE common stock is listed on the New York Stock Exchange under the symbol ICE.

IntercontinentalExchange Group, Inc.

c/o IntercontinentalExchange, Inc.

2100 RiverEdge Parkway

Suite 500

Atlanta, Georgia 30328

Phone: (770) 857-4700

IntercontinentalExchange Group, Inc. is a Delaware corporation and a direct, wholly owned subsidiary of ICE. ICE Group was organized on March 6, 2013, for the sole purpose of effecting the mergers. Upon completion of the mergers, ICE and NYSE Euronext will each become wholly owned subsidiaries of ICE Group and ICE Group will continue as a holding company. Following the mergers, former ICE and NYSE Euronext stockholders will be holders of shares of ICE Group common stock.

ICE Group has not commenced operations, has no assets or liabilities and has not carried on any activities other than in connection with the mergers. There is currently no established public trading market for shares of ICE Group common stock, but shares of ICE Group common stock are expected to trade on the New York Stock Exchange under the symbol ICE upon consummation of the mergers.

Table of Contents

NYSE Euronext

11 Wall Street

New York, New York 10005

Phone: (212) 656-3000

NYSE Euronext, a Delaware corporation organized on May 22, 2006, is a holding company that, through its subsidiaries, operates the following securities exchanges: the New York Stock Exchange, LLC, NYSE Arca, Inc. and NYSE MKT LLC in the United States and the European-based exchanges that comprise Euronext N.V. the London, Paris, Amsterdam, Brussels and Lisbon stock exchanges, as well as the derivatives markets in London, Paris, Amsterdam, Brussels and Lisbon and the United States futures market, NYSE Liffe US, LLC. NYSE Euronext is a global markets operator and provider of securities listing, trading, market data products, and software and technology services. NYSE Euronext also provides critical technology infrastructure around the world to its clients and exchange partners including colocation services, connectivity, trading platforms and market data content and services. NYSE Euronext was formed in connection with the April 4, 2007 combination of NYSE Group (which was formed in connection with the March 7, 2006 merger of the NYSE and Archipelago) and Euronext N.V. NYSE Euronext common stock is dually listed on the New York Stock Exchange and Euronext Paris under the symbol NYX.

Braves Merger Sub

c/o IntercontinentalExchange, Inc.

2100 RiverEdge Parkway

Suite 500

Atlanta, Georgia 30328

Phone: (770) 857-4700

Braves Merger Sub, whose legal name is Braves Merger Sub, Inc., is a Delaware corporation, an indirect subsidiary of ICE and a direct, wholly owned subsidiary of ICE Group. Upon the completion of the ICE merger, Braves Merger Sub will cease to exist. Braves Merger Sub was formed on March 6, 2013 for the sole purpose of effecting the ICE merger.

Baseball Merger Sub

c/o IntercontinentalExchange, Inc.

2100 RiverEdge Parkway

Suite 500

Atlanta, Georgia 30328

Phone: (770) 857-4700

Baseball Merger Sub, whose legal name is Baseball Merger Sub, LLC, is a Delaware limited liability company, an indirect subsidiary of ICE and a direct, wholly owned subsidiary of ICE Group. Upon the completion of the NYSE Euronext merger, Baseball Merger Sub will continue to exist as a direct, wholly owned subsidiary of ICE Group unless the NYSE Euronext merger is restructured such that Baseball Merger Sub will merge with and into NYSE Euronext, in which case NYSE Euronext will continue to exist as a direct, wholly owned subsidiary of ICE Group. Baseball Merger Sub was formed on December 12, 2012 for the sole purpose of effecting the NYSE Euronext merger.

Table of Contents

CURRENT DIRECTORS AND OFFICERS OF ICE GROUP

Set forth below is information regarding the directors and executive officers of ICE Group.

Name	Age	Title
Jeffrey C. Sprecher	57	President and Director
Scott A. Hill	45	Vice President and Director
Johnathan H. Short	47	Director

Jeffrey C. Sprecher. Mr. Sprecher is President and a director of ICE Group and has held these positions since the formation of ICE Group in March 2013. Mr. Sprecher also serves as the Chief Executive Officer and a director of ICE and has held these positions since its inception and has served as the chairman of the ICE board of directors since November 2002. As Chief Executive Officer of ICE, he is responsible for the company s strategic direction, operation, and financial performance. Mr. Sprecher purchased Continental Power Exchange, Inc., the predecessor company to ICE, in 1997. Prior to joining Continental Power Exchange, Inc., Mr. Sprecher held a number of positions, including President, over a fourteen-year period with Western Power Group, Inc., a developer, owner and operator of large central-station power plants. While with Western Power, Mr. Sprecher was responsible for a number of significant financings. Mr. Sprecher serves on the U.S. Commodity Futures Trading Commission Global Market Advisory Committee and is a member of the Energy Security Leadership Council. Mr. Sprecher has been consistently recognized for his entrepreneurial achievements. Mr. Sprecher holds a B.S. degree in Chemical Engineering from the University of Wisconsin and an MBA from Pepperdine University.

Scott A. Hill. Mr. Hill is Vice President and a director of ICE Group and has held these positions since the formation of ICE Group in March 2013. Mr. Hill also serves as Senior Vice President and Chief Financial Officer of ICE and has held these positions since May 2007. As Chief Financial Officer, he is responsible for overseeing all aspects of ICE s finance and accounting functions, including treasury, tax, accounting controls, financial planning, mergers and acquisitions, business development, human resources and investor relations. Mr. Hill also oversees ICE s global clearing operations, including its credit default swap clearing houses. Prior to joining ICE, Mr. Hill spent 16 years as an international finance executive for IBM. He oversaw IBM s worldwide financial forecasts and measurements from 2006 through 2007, working alongside the CFO of IBM and with all of the company s global business units. Prior to that, Mr. Hill was Vice President and Controller of IBM s Japan multi-billion dollar business operation from 2003 through 2005. Mr. Hill earned his BBA in Finance from the University of Texas at Austin and his MBA from New York University.

Johnathan H. Short. Mr. Short is a director of ICE Group and has been a director since the formation of ICE Group in March 2013. Mr. Short also serves as Senior Vice President, General Counsel and Corporate Secretary of ICE and has held these positions since June 2004. In his role as General Counsel, he is responsible for managing ICE s legal and regulatory affairs. As Corporate Secretary, he is also responsible for a variety of ICE s corporate governance matters. Prior to joining us, Mr. Short was a partner at McKenna Long & Aldridge LLP, a national law firm. Mr. Short practiced in the corporate law group of McKenna, Long & Aldridge (and its predecessor firm, Long Aldridge & Norman LLP) from November 1994 until he joined us in June 2004. From April 1991 until October 1994, he practiced in the commercial litigation department of Long Aldridge & Norman LLP. Mr. Short holds a J.D. degree from the University of Florida, College of Law, and a B.S. in Accounting from the University of Florida, Fisher School of Accounting.

Table of Contents

DIRECTORS OF ICE GROUP FOLLOWING THE MERGERS

Pursuant to the merger agreement, upon completion of the mergers, ICE Group s board of directors will be comprised of all of the individuals who are directors of ICE immediately prior to the closing of the ICE merger and four individuals who are directors of NYSE Euronext prior to closing of the NYSE Euronext merger. The four individuals who are directors of NYSE Euronext who will be appointed to the ICE Group board must be reasonably acceptable to ICE and any applicable governmental or regulatory authority following the mergers. As of the date of this joint proxy statement/prospectus, the identity of the four NYSE Euronext directors who will be appointed to the ICE Group board of directors has not been finally determined. The Euronext College of Regulators may require that some or all of the NYSE Euronext directors to be appointed to the ICE Group board of directors after the effective time of the mergers (and their successors) be Europeans, but this remains under discussion with the Euronext College of Regulators.

Set forth below for the persons who will be members of the ICE Group board of directors upon completion of the mergers, to the extent known as of the date of this joint proxy statement/prospectus, are the names, biographical information, age, summary of qualifications and the year in which each director joined the ICE board of directors:

Name	Biographical Information of Current ICE Directors	Age	Director Since
Charles R. Crisp	Mr. Crisp is the retired President and Chief Executive Officer of Coral Energy, a Shell Oil affiliate responsible for wholesale gas and power activities. He served in this position from 1999 until his retirement in October 2000, and was President and Chief Operating Officer from January 1998 through February 1999. Prior to that, he served as President of the power generation group of Houston Industries, he served as President and Chief Operating Officer of Tejas Gas Corporation from 1988 to 1996, he served as a Vice President, Executive Vice President and President at Houston Pipeline Co. from 1985 to 1988, he served as Executive Vice President of Perry Gas Co. Inc. from 1982 to 1985 and he was with Conoco, Inc., where he held various positions in engineering, operations and management from 1969 to 1982. Mr. Crisp serves on the board of directors of ICE Futures U.S., ICE s subsidiary. In addition, he serves as a director of EOG Resources, Inc., AGL Resources, Inc. and Targa Resources, Corp. He holds a B.S. degree in Chemical Engineering from Texas Tech University and completed the Program for Management Development at Harvard Graduate School of Business.	65	2002
Jean-Marc Forneri	Mr. Forneri is founder and senior partner of Bucephale Finance, a boutique M&A firm specializing in large transactions for French corporations, foreign investors and private equity firms. For the seven years prior to Bucephale s founding, he headed the investment banking business of Credit Suisse First Boston in Paris. He was Managing Director and Head of Credit Suisse First Boston France S.A., and Vice Chairman, Europe. Prior to that, he was a Partner of Demachy Worms & Cie Finance from 1994 to 1996, where he was in charge of investment banking activities of Group Worms. He is also a director of Safran SA and Balmain SA, and is a member of the Supervisory Board of Grand Port Maritime de Marseille. He holds a B.S. in Political Science from the Ecole Nationale d Administration.	53	2002

Table of Contents

Name	Biographical Information of Current ICE Directors	Age	Director Since
Senator Judd A. Gregg	Senator Gregg spent over three decades in public office, most recently serving as the United States Senator of New Hampshire from 1993 to 2011. During his tenure in the Senate, Senator Gregg served on a number of key Senate Committees including Budget; Appropriations; Government Affairs; Banking, Housing and Urban Affairs; Commerce, Science and Transportation; Foreign Relations; and Health, Education, Labor and Pensions. He served as the Chairman and Ranking Member of the Health, Education, Labor and Pensions Committee and the Chairman and Ranking Member of the Senate Budget Committee, as well as chairman of various sub-committees. Senator Gregg served as Governor of New Hampshire from 1989 to 1993 and as a member of the U.S. House of Representatives from New Hampshire s 2nd district from 1981 to 1989. Senator Gregg is also a director at Honeywell International, Inc. and an International Advisor at Goldman Sachs. Senator Gregg earned an undergraduate degree from Columbia University and a Juris Doctor and a Master of Laws from Boston University School of Law. Senator Gregg presently teaches at Dartmouth College as the College s first Distinguished Fellow.	66	2011
Fred W. Hatfield	Mr. Hatfield is the founder of Hatfield Advisory Services. Mr. Hatfield serves on the board of directors of ICE Futures U.S., Inc., where he serves as Chairman of the Board, and serves on the Board of Managers of ICE Clear Credit, both of which are ICE s subsidiaries. He served as a member of the Obama Economic Policy Advisory Committee and prior to that, Mr. Hatfield served as a Public Policy Advisor at Patton Boggs, LLP from 2006 to 2007 and he was a Commissioner at the Commodity Futures Trading Commission from 2004 to 2006. Mr. Hatfield served as Chief of Staff to former Senator John Breaux (D-LA) from 1995 to 2004 and former House Majority Whip Tony Coelho (D-CA) from 1980 to 1989. He has over twenty years experience in the areas of energy, private equity/venture capital/hedge funds, and financial services and products. Mr. Hatfield served as Deputy Commissioner General of the U.S. Pavilion at the World s Fair in Lisbon, Portugal in 1998. He has a B.A. degree from California State University.	58	2007
Terrence F. Martell, Ph.D	Dr. Martell is the Director of the Weissman Center for International Business at Baruch College/CUNY, where he is also the Saxe Distinguished Professor of Finance. As Director of the Weissman Center for International Business, Dr. Martell oversees a myriad of international programs and projects. His particular area of expertise is international commodity markets and he teaches and conducts research in this area. Dr. Martell also serves as the Vice Chairman of the board of directors of ICE Futures U.S. and the Chairman of the board of directors of ICE Clear U.S., and serves on the Board of Managers of ICE	67	2007

Table of Contents

Name	Biographical Information of Current ICE Directors	Age	Director Since
	Clear Credit, all of which are ICE s subsidiaries. Prior to joining Baruch College in 1988, Dr. Martell was Senior Vice President of the Commodity Exchange, Inc. in New York City. Dr. Martell is currently a board member of VVC Exploration Corporation, the Manhattan Chamber of Commerce and is a member of the Executive Committee of the Chamber. Dr. Martell also is a member of the New York City District Export Council of the U.S. Department of Commerce and a Trustee of City University of New York. He has a B.A. in Economics from Iona College and a PhD in Finance from Pennsylvania State University.		
Sir Callum McCarthy	Sir Callum McCarthy is the former Chairman of the FSA, a role he held from September 2003 until September 2008. Before his post at the FSA, he was Chairman and Chief Executive of Ofgem, the economic regulator of the gas and electricity industries in the United Kingdom, from 1998 to 2003. Prior to Ofgem, he held numerous senior level positions in the financial services industry from 1985 to 1998, including Barclays Bank (North America and Japan), Barclays de Zoete Wedd (BZW) and Kleinwort Benson. He also held various posts in the United Kingdom Department of Trade and Industry from 1972 to 1985. He also serves on the board of directors of ICE U.S. OTC Commodity Markets and ICE Futures Europe, both of which are ICE s subsidiaries. He joined the board of directors of a United Kingdom bank, One Savings Bank, in February 2011. In December 2009, he joined the board of directors of Industrial & Commercial Bank of China and in January 2011, he was appointed Chairman of Castle Trust Capital. He is a Trustee of the IFRS Foundation and a Trustee of the University of Oxford Saïd Business School. He holds a Master of Science from the Stanford University Graduate School of Business, where he was a Sloan fellow, a Master of Arts in History from Merton College at Oxford University and a Doctorate in Economics from Stirling University.	69	2009
Sir Robert Reid	Sir Robert Reid was the Deputy Governor of the Halifax Bank of Scotland from 1997 until 2004. He has served as the Chairman of the boards of directors of ICE Futures Europe since 1999 and ICE Clear Europe since 2008, each a wholly-owned subsidiary of ICE. He spent much of his career at Shell International Petroleum Company Limited, and served as Chairman and Chief Executive of Shell U.K. Limited from 1985 until 1990. He became Chairman of the British Railways Board in 1990, and retired from that post in 1995. From 1994 to 1997, he was Chairman of London Electricity. He was Chairman of the Council of The Industrial Society between 1993 and 1997, Chairman of Sears plc from 1995 until 1999, Chairman of Sondex Limited from 1999 until 2002 and Chairman of Kings Cross Partnership from 1999 until 2003. He also served as a Non-Executive Director on the boards of Avis	78	2001

Table of Contents

Name	Biographical Information of Current ICE Directors	Age	Director Since
	Europe from 2002 until 2004 (Chairman), Sun Life Financial Services of Canada from 1999 until 2004, Siemens from 1998 until 2006, The Merchants Trust from 1995 until 2008 and CHC Helicopter Corporation from 2004 until 2008. He has served on the boards of directors of Benella Limited since 2004, Diligenta Limited since 2005, Jubilant Energy NV since 2007 and EEA Helicopter Operations B.V. since 2008.		
Frederic V. Salerno	Mr. Salerno is the former Vice Chairman of Verizon Communications, Inc. Before the merger of Bell Atlantic and GTE, Mr. Salerno was Senior Executive Vice President, Chief Financial Officer and served in the Office of the Chairman of Bell Atlantic from 1997 to 2001. Prior to joining Bell Atlantic, he served as Executive Vice President and Chief Operating Officer of New England Telephone from 1985 to 1987, President and Chief Executive Officer of New York Telephone from 1987 to 1991 and Vice Chairman Finance and Business Development at NYNEX from 1991 to 1997. He served on the boards of directors of Verizon Communications, Inc. from 1991 to 2001, AVNET, Inc. from 1993 to 2003, Consolidated Edison, Inc. from 2002 to 2007, Popular, Inc. from 2003 to 2011, and was Chairman of Orion Power from 1999 until its sale in 2001. He has served on the boards of directors of Viacom, Inc. since 1996, Akamai Technologies, Inc. since 2002, CBS Corporation since 2007 and National Fuel Gas Company since 2008. He has a B.S. in Engineering from Manhattan College and an MBA from Adelphi University.	69	2002
Jeffrey C. Sprecher	Mr. Sprecher has been a director of ICE and ICE s Chief Executive Officer since ICE s inception and has served as Chairman of the ICE board of directors since November 2002. As ICE s Chief Executive Officer, he is responsible for the company s strategic direction, operational and financial performance. Mr. Sprecher acquired CPEX, ICE s predecessor company, in 1997. Prior to acquiring CPEX, Mr. Sprecher held a number of positions, including President, over a fourteen-year period with Western Power Group, Inc., a developer, owner and operator of large central-station power plants. While with Western Power, he was responsible for a number of significant financings. He serves on the U.S. Commodity Futures Trading Commission Global Market Advisory Committee and is a member of the Energy Security Leadership Council. In 2011, Mr. Sprecher was recognized in Institutional Investor s All-America Executive Team rankings as Best CEO in the exchange sector. Mr. Sprecher holds a B.S. degree in Chemical Engineering from the University of Wisconsin and an MBA from Pepperdine University.	58	2000

Table of Contents

Name	Biographical Information of Current ICE Directors	Age	Director Since
Judith A. Sprieser	Ms. Sprieser was the Chief Executive Officer of Transora, Inc., a technology software and services company until March 2005. Prior to founding Transora in 2000, she was Executive Vice President of Sara Lee Corporation, having previously served as Sara Lee s Chief Financial Officer. Ms. Sprieser also serves on the Board of Managers of ICE Clear Credit, ICE s subsidiary. Ms. Sprieser has been a member of the boards of directors of Allstate Insurance Company since 1999, Reckitt Benckiser, plc since 2003, Royal Ahold N.V. since 2006 and Experian plc since 2010. She has a B.A. degree and an MBA from Northwestern University.	59	2004
Vincent Tese	Mr. Tese currently serves as Executive Chairman of Bond Street Holdings, LLC and Chairman of Florida Community Bank. Since 2009, Mr. Tese has also served as Chairman of the Board of ICE Clear Credit, ICE s subsidiary. Previously, he served as New York State Superintendent of Banks from 1983 to 1985, Chairman and Chief Executive Officer of the New York Urban Development Corporation from 1985 to 1994, Director of Economic Development for New York State from 1987 to 1994, and Commissioner and Vice Chairman of the Port Authority of New York and New Jersey from 1991 to 1995. He also served as a Partner in the law firm of Tese & Tese from 1973 to 1977. He was a Partner in the Sinclair Group, a commodities company, from 1977 to 1982 and was co-founder of Cross Country Cable TV. Mr. Tese served as a member of the board of directors of Wireless Cable International, Inc. from 1995 to 2011 and Custodial Trust Company from 1996 to 2008 and currently serves as a member of the boards of directors of Bond Street Holdings, LLC, Cablevision Systems Corporation, Madison Square Garden, Inc. and Mack-Cali Reality Corporation and serves as a trustee of New York University School of Law and New York Presbyterian Hospital. He has a B.A. degree in accounting from Pace University, a J.D. degree from Brooklyn Law School and an LLM degree in taxation from New York University School of Law.	70	2004

Table of Contents

THE MERGERS

This discussion of the mergers is qualified in its entirety by reference to the merger agreement, which is attached to this joint proxy statement/prospectus as Appendix A. You should read the entire merger agreement carefully as it is the legal document that governs the mergers.

Transaction Structure

Pursuant to the merger agreement, ICE will acquire NYSE Euronext under a newly formed holding company, ICE Group. In a series of merger transactions, Braves Merger Sub will merge with and into ICE and, following the ICE merger, NYSE Euronext will merge with and into Baseball Merger Sub. In the event that certain legal opinions that are a condition to each party s obligation to consummate the mergers cannot be obtained, the merger agreement provides that the NYSE Euronext merger will be restructured such that Baseball Merger Sub will merge with and into NYSE Euronext. Following the ICE merger and the NYSE Euronext merger, each of ICE and NYSE Euronext will be direct wholly owned subsidiaries of ICE Group and the former ICE and NYSE Euronext stockholders will become holders of shares of ICE Group common stock. Following the completion of the mergers, ICE Group common stock is expected to be listed for trading on the New York Stock Exchange under ICE s current ticker symbol ICE , and NYSE Euronext common stock will be delisted from the New York Stock Exchange and Euronext Paris, deregistered under the Exchange Act and cease to be publicly traded. ICE common stock will be delisted from the New York Stock Exchange, deregistered under the Exchange Act and cease to be publicly traded.

NYSE Euronext Merger Consideration

At the effective time of the NYSE Euronext merger, each share of NYSE Euronext common stock owned by a NYSE Euronext stockholder (except for excluded shares and dissenting shares) will be converted into the right to receive 0.1703 of a share of validly issued, fully paid and non-assessable of ICE Group common stock and $11.27 in cash, without interest. In lieu of receiving the standard election amount, NYSE Euronext stockholders will also have the right to make either a cash election to receive $33.12 in cash, or a stock election to receive 0.2581 of a share of ICE Group common stock, for each of their NYSE Euronext shares. Both the cash election and the stock election are subject to the proration and adjustment procedures to ensure that the total amount of cash paid, and the total number of shares of ICE Group common stock issued, in the NYSE Euronext merger to the NYSE Euronext stockholders, as a whole, will be equal to the total amount of cash and number of shares that would have been paid and issued if all of the NYSE Euronext stockholders received the standard election amount. NYSE Euronext stockholders (other than holders of excluded shares and dissenting shares) who make no election or an untimely election will receive the standard election amount for each share of NYSE Euronext common stock they hold.

It is anticipated that ICE stockholders and NYSE Euronext stockholders, in each case as of immediately prior to the mergers, will hold approximately 64% and 36%, respectively, of the issued and outstanding shares of ICE Group common stock immediately after completion of the mergers, in each case as determined on a fully diluted basis and without giving effect to any shares of ICE common stock held by NYSE Euronext stockholders prior to the mergers. If the NYSE Euronext merger is completed, it is currently estimated that payment of the stock portion of the NYSE Euronext merger consideration will require ICE Group to issue or reserve for issuance approximately 42.5 million shares of ICE Group common stock in connection with the NYSE Euronext merger and that the maximum cash consideration required to be paid for the cash portion of the NYSE Euronext merger consideration will be approximately $2.7 billion. ICE common stock trades on the New York Stock Exchange under the symbol ICE and NYSE Euronext common stock is dually listed and trades on the New York Stock Exchange and Euronext Paris under the symbol NYX. The value of the NYSE Euronext merger consideration may be different than the estimated value based on the current price of ICE common stock or the price of ICE common stock at the time of the special meeting and will continue to fluctuate until the closing date of the mergers.

Table of Contents

Background of the Mergers

The NYSE Euronext board of directors and the ICE board of directors regularly review their respective companies results of operations and competitive positions in the businesses in which they operate, as well as their strategic alternatives. In connection with these reviews, each of NYSE Euronext and ICE from time to time evaluates hypothetical or potential transactions that would further their respective strategic objectives.

Prior to February 2011, Mr. Duncan Niederauer, in his capacity as chief executive officer of NYSE Euronext, and Mr. Jeffrey Sprecher, in his capacity as chief executive officer of ICE, had periodic conversations within the context of broader industry meetings and outside of such meetings. During such conversations, they discussed industry trends, including consolidation, and ways in which their respective businesses were complementary.

On February 15, 2011, NYSE Euronext and Deutsche Börse AG announced that they had entered into a Business Combination Agreement, dated as of February 15, 2011, pursuant to which the two companies agreed to combine their respective businesses in a merger of equals and become subsidiaries of a newly formed holding company.

On April 1, 2011, NYSE Euronext received a letter from ICE and NASDAQ OMX Group, Inc. (NASDAQ) setting forth a nonbinding proposal to acquire all of the outstanding shares of NYSE Euronext common stock for a mixture of cash, NASDAQ common stock and ICE common stock. Also on April 1, 2011, NYSE Euronext issued a press release requesting its stockholders not to take any action with respect to the proposal. The NYSE Euronext board of directors held a meeting by telephone that same day to receive an initial briefing on receipt of the proposal, but no determination was made at that time with respect to the proposal.

On April 11, 2011, the NYSE Euronext board of directors met to review the unsolicited proposal with NYSE Euronext s outside legal and financial advisors. At the meeting, the NYSE Euronext board of directors rejected the proposal by NASDAQ and ICE and reaffirmed the business combination agreement with Deutsche Börse.

On April 19, 2011, NYSE Euronext received a letter from NASDAQ and ICE that provided additional details of their proposal, including a draft merger agreement, and on April 21, 2011, the NYSE Euronext board of directors met to review the additional information with NYSE Euronext s outside legal and financial advisors. After evaluation, the NYSE Euronext board of directors rejected the proposal and reaffirmed the business combination agreement with Deutsche Börse for a number of reasons, including the belief that the NASDAQ and ICE proposal would not achieve regulatory approval due to antitrust concerns relating to combining the NASDAQ U.S. listings business with that of NYSE Euronext.

On May 16, 2011, ICE and NASDAQ issued a joint press release announcing that, following discussions with the Antitrust Division of the U.S. Department of Justice that revealed antitrust concerns with the combination of NYSE Euronext and NASDAQ s respective equities business, they were withdrawing the joint proposal they made on April 1, 2011 to acquire NYSE Euronext.

On February 1, 2012, the European Commission decided to prohibit the proposed business combination on grounds that it would be anticompetitive. Following that decision, NYSE Euronext and Deutsche Börse entered into a letter agreement on February 2, 2012 terminating their previously entered-into business combination agreement.

Following the termination of the business combination agreement with Deutsche Börse, Mr. Niederauer and Mr. Sprecher again spoke with each other periodically. In early September 2012, during one of Mr. Niederauer s and Mr. Sprecher s periodic conversations, Mr. Sprecher proposed that the two chief executive officers discuss generally the possibility of a potential transaction of some nature between NYSE Euronext and ICE.

Table of Contents

On September 13, 2012, the NYSE Euronext board of directors held a meeting for a periodic review and discussion of corporate strategy. During that meeting, the NYSE Euronext board of directors with the assistance of NYSE Euronext management undertook a thorough strategic and financial review of organic growth opportunities both underway and being considered by the company, including new products and services, such as the creation of a European clearing house, new asset classes and geographic expansion. The board examined the expected financial performance, including the financial position, of NYSE Euronext taking into account these initiatives and macroeconomic and industry trends. In reviewing the company s ongoing strategy, the NYSE Euronext board of directors focused its evaluation on three potential strategic alternatives. First, the board considered a stand-alone strategy, taking into account the company s prospects as earlier discussed. Second, the board considered both large and small potential partners for merger and acquisition transactions inside and outside of the exchange industry. In the board s discussion of potential transaction partners, Mr. Niederauer mentioned as illustrative his recent conversation with Mr. Sprecher. Third, the NYSE Euronext board of directors also considered the separation or sale of businesses, including its European derivatives business or its continental European cash trading and listings business. The NYSE Euronext board of directors discussed the feasibility and merits of these hypothetical transactions. At the conclusion of the meeting, the NYSE Euronext board of directors instructed management to continue to develop potential ideas for opportunities around these three core strategies for purposes of further presentation at the October meeting of the board of directors.

At a meeting held on September 13, 2012, the ICE board of directors reviewed, among other things, various strategic alternatives, including a potential transaction with NYSE Euronext. During this meeting Mr. Sprecher discussed with the ICE board of directors various alternatives regarding a potential transaction with NYSE Euronext and the context of discussions he had with Mr. Niederauer. At the conclusion of the board s discussion, the ICE board of directors directed management to continue to explore a potential transaction with NYSE Euronext and asked Mr. Sprecher to continue his dialogue with Mr. Niederauer.

On September 25, 2012, at Mr. Sprecher s request, Mr. Niederauer and another member of NYSE Euronext management met in Atlanta, Georgia with Mr. Sprecher and other members of ICE management. At the meeting, ICE presented the concept of a potential transaction between NYSE Euronext and ICE and ICE s view of the benefits of a combined company. At the conclusion of the meeting, NYSE Euronext management indicated that it would need ICE to provide a more detailed and definitive proposal in order to properly evaluate the proposal s merits and present the potential transaction to the NYSE Euronext board of directors.

In order to facilitate discussions regarding a potential transaction, NYSE Euronext and ICE entered into a mutual confidentiality agreement dated October 5, 2012. Following the execution of the confidentiality agreement, NYSE Euronext began providing limited business due diligence to ICE.

On October 10, 2012, Mr. Niederauer and other representatives of NYSE Euronext management met with Mr. Sprecher and other representatives of ICE management at the New York City offices of Sullivan & Cromwell LLP, ICE s outside legal counsel. At the meeting, the parties discussed possible alternatives for a business combination between NYSE Euronext and ICE. ICE was also told that any offer would need to separately address clearing for NYSE Euronext s United Kingdom-based and continental Europe-based derivatives businesses because NYSE Euronext management expected that announcing a transaction with ICE would make it difficult for NYSE Euronext to continue developing an internal clearing house. At the conclusion of the meeting, the parties agreed that they should have a further meeting during the following week with their financial advisors and outside legal counsel.

On October 16, 2012, Mr. Niederauer and other representatives of NYSE Euronext management, together with representatives of NYSE Euronext s financial advisor, Perella Weinberg, and NYSE Euronext s outside legal counsel, Wachtell, Lipton, Rosen & Katz, met with Mr. Sprecher and other members of ICE s management, together with representatives of ICE s financial advisor, Morgan Stanley, and Sullivan & Cromwell LLP at Sullivan & Cromwell LLP s New York City offices. At the meeting, the parties discussed possible alternatives for a business combination between NYSE Euronext and ICE. The discussion focused on a potential merger of

Table of Contents

NYSE Euronext and ICE with a small premium to be paid to NYSE Euronext stockholders and for approximately 90% of the consideration to be paid in ICE shares.

On October 17th, Mr. Niederauer discussed with several NYSE Euronext directors the terms of a potential merger as outlined by ICE at the meeting on October 16th. Over the subsequent days, in conversations between representatives of Morgan Stanley and Perella Weinberg, Perella Weinberg informed Morgan Stanley that, based upon conversations with NYSE Euronext management, a transaction with a very low premium and only a small amount of cash consideration would likely not be approved by the NYSE Euronext board of directors and that ICE would need to improve the terms of any offer it ultimately made to NYSE Euronext.

On October 17, 2012, the ICE board of directors held a telephonic special meeting during which Mr. Sprecher provided an update with respect to the status of discussions with NYSE Euronext. The ICE board of directors and management discussed various considerations regarding a possible transaction, including financial terms, structure and required regulatory approvals, including the need to amend the ICE certificate of incorporation to satisfy SEC regulatory requirements and to authorize the issuance of the ICE shares of common stock required for the merger. The board expressed its support for a possible transaction and instructed management to send proposed terms to NYSE Euronext.

On October 19, 2012, ICE sent a written set of proposed terms to NYSE Euronext management. Under the terms of the offer, each share of NYSE Euronext common stock would be exchanged for 0.1573 of a share of ICE common stock and $8.73 in cash, or an aggregate of $29.25, assuming a per share value of ICE common stock based on the prior trading day s closing price. In addition, two current NYSE Euronext directors would be invited to join the ICE board of directors following the transaction. ICE also included a proposal for a clearing services agreement to be entered into between NYSE Euronext and ICE, through which ICE would provide clearing services for NYSE Euronext s United Kingdom-based and continental Europe-based derivatives businesses. The proposal also requested a six-week exclusivity period for purposes of conducting due diligence and negotiating definitive agreements; however, an exclusivity agreement was never entered into by the parties.

Following the delivery of the October 19, 2012 proposal, representatives of Morgan Stanley and Perella Weinberg discussed the proposal, and Perella Weinberg informed Morgan Stanley that, while the NYSE Euronext board of directors would be meeting and would discuss the proposal, the premium offered and the mix of consideration were not yet within the range where the board would find the proposal attractive and that ICE should focus on increasing the amount of premium and the amount of cash being offered to NYSE Euronext stockholders.

On October 25, 2012, the NYSE Euronext board of directors held a regularly scheduled meeting. At the request of the NYSE Euronext board of directors, representatives of NYSE Euronext management, Perella Weinberg and Wachtell, Lipton, Rosen & Katz participated. As part of the meeting, the NYSE Euronext board, together with management and the company s advisors, continued the discussion of strategic alternatives from the prior board meeting, and ICE s proposal to acquire NYSE Euronext was discussed in detail. Members of management noted that NYSE Euronext had been approached in the past by other parties, the most recent being from a large U.S.-based derivatives exchange that expressed a potential but non-specific interest in components of NYSE Euronext s derivatives business. Following discussion between the NYSE Euronext board of directors and management and the company s advisors, the board authorized management to continue pursuing the different alternatives discussed, including maintaining the status quo; preparing to auction the European derivatives business; continuing the discussions with ICE; and analyzing additional potential opportunities for a merger or sale of the entire company. The NYSE Euronext board emphasized that, to the extent possible, it wanted to mitigate the execution risk to any transaction that the company ultimately undertook.

On October 26, 2012, in anticipation of a meeting to be held on October 29, 2012, Mr. Niederauer called Mr. Sprecher to provide feedback on the October 19, 2012 proposal. Mr. Niederauer explained the NYSE Euronext board s discussion and its view that any transaction would need to include a substantial premium and

Table of Contents

the NYSE Euronext board s desire to structure a transaction with a high likelihood of consummation. Mr. Niederauer noted that the NYSE Euronext board was considering several strategic alternatives and would not pursue a transaction with ICE if the NYSE Euronext s board s concerns were not adequately met. Due to Hurricane Sandy, the meeting scheduled for October 29 did not take place.

On November 5, 2012, representatives of Morgan Stanley and Perella Weinberg held a telephone discussion regarding the potential transaction. During that call, Perella Weinberg again emphasized the importance to the NYSE Euronext board of a transaction that offered a significant premium with a substantial portion of the consideration in cash and a high likelihood of closing.

Also on November 5, 2012, the ICE board of directors held a telephonic special meeting during which the board of directors was provided an update with respect to the status of discussions with NYSE Euronext.

Following an ICE board meeting on November 11, 2012, Mr. Sprecher called Mr. Niederauer to communicate ICE s revised proposal to acquire NYSE Euronext. On November 12, 2012, ICE sent the revised formal proposal in writing to Mr. Niederauer and the NYSE Euronext board of directors. Under the terms of the offer, each share of NYSE Euronext common stock would be exchanged for 0.1644 of a share of ICE common stock and $8.54 in cash, or an aggregate of $30.00 per NYSE Euronext share, assuming a per share value of ICE common stock based on the prior trading day s closing price. The remainder of the terms set forth in the letter remained consistent with the October 19, 2012 proposal. The letter also noted that the proposal was nonbinding and subject to continued diligence.

On November 12, 2012, the NYSE Euronext board of directors held a special meeting by teleconference to discuss the revised proposal from ICE. At the request of the NYSE Euronext board of directors, representatives of NYSE Euronext management, Perella Weinberg and Wachtell, Lipton, Rosen & Katz participated. The NYSE Euronext board discussed the revised proposal with management and the company s advisors and concluded that the proposal was not acceptable as there had only been a small increase in the size of the premium and a reduction in the cash portion of the consideration. Based on this proposal, the NYSE Euronext board was prepared to continue pursuing other strategic alternatives.

Following the NYSE Euronext board meeting on November 12, 2012, Mr. Niederauer called Mr. Sprecher to relay the NYSE Euronext board s views, and representatives of Morgan Stanley and Perella Weinberg also held a telephone discussion in which Perella Weinberg informed Morgan Stanley that it did not see the revised proposal as acceptable to NYSE Euronext.

On November 17, 2012, the ICE board of directors held a special meeting by teleconference during which Mr. Sprecher relayed to the ICE board the NYSE Euronext board s reactions to the revised proposal. At the conclusion of the meeting, the ICE board approved sending NYSE Euronext a further revised proposal with improved financial terms together with a draft merger agreement and a draft clearing services agreement.

On November 18, 2012, ICE sent the further revised proposal to Mr. Niederauer and the NYSE Euronext board of directors. Under the terms of the offer, each share of NYSE Euronext common stock would be exchanged for 0.1703 of a share of ICE common stock and $11.27 in cash, or an aggregate of $33.00 per NYSE Euronext share, assuming a per share value of ICE common stock based on the prior trading day s closing price. The $33.00 valuation represented an approximately 46% premium to NYSE Euronext closing price per share as of November 17, 2012. The revised proposal was accompanied by a draft merger agreement and a draft clearing services agreement. The letter also noted that the proposal was nonbinding and subject to continued diligence.

Following the delivery of the revised proposal, Mr. Sprecher and Mr. Niederauer held a telephone conversation in which Mr. Sprecher indicated that he did not believe that the ICE board of directors would be willing to again increase its price.

Table of Contents

On November 20, 2012, the NYSE Euronext board of directors held a special information session by teleconference. At the request of the NYSE Euronext board of directors, representatives of NYSE Euronext management, Perella Weinberg and Wachtell, Lipton, Rosen & Katz participated. At the meeting, the board again reviewed with its advisors the strategic alternatives it had previously discussed, including a stand-alone strategy, a sale of the European derivatives business and a transaction involving the entire company. Following discussion of ICE s revised proposal, the NYSE Euronext board of directors concluded that the proposed economic terms of the transaction were attractive and that in concept ICE s clearing proposal presented a means to mitigate the risk in its continued development of NYSE Euronext s own clearing house, particularly in light of the expectation that announcing a transaction with ICE would make it difficult for NYSE Euronext to continue developing an internal clearing house, and that management should continue to pursue the opportunity. Nonetheless, the NYSE Euronext board of directors viewed the merger agreement and clearing services agreement terms proposed by ICE as insufficient and instructed management to continue pursuing the stand-alone strategy and independent sale of the European derivatives business and the potential use of the proceeds of such a separation.

On November 24 and November 25, 2012, NYSE Euronext and ICE management met in New York City to begin in-depth business due diligence on NYSE Euronext. ICE continued its business due diligence at meetings in New York City from November 27 through November 29, 2012.

In light of the NYSE Euronext board of directors instructions to continue pursuing potential alternatives to the combination with ICE, on November 25, 2012, Perella Weinberg initiated contact with representatives of a large industrial and financial holding company (which is referred to in this joint proxy statement/prospectus as Company A) that it believed would be interested in NYSE Euronext s businesses.

On November 28, 2012, Company A presented an indicative proposal with a value lower than the ICE proposal. Moreover, Company A s indicative proposal was subject to the completion of due diligence, the completion of which Company A could not commit to a time frame for. In addition, Company A required that the closing of its proposed transaction would be conditioned upon NYSE Euronext first selling its European derivatives business and obtaining a sale price for that business that met a minimum price specified by Company A.

Also on November 28, 2012, NYSE Euronext provided ICE and its advisors access to an electronic data room containing additional legal, financial and business due diligence materials.

On November 30, 2012, Wachtell, Lipton, Rosen & Katz, on behalf of NYSE Euronext, sent a revised draft of the merger agreement to Sullivan & Cromwell LLP. The draft merger agreement proposed a hell-or-high-water obligation to obtain regulatory approval and that specific performance remedies be available to NYSE Euronext if ICE were to fail to perform. The draft also provided for increased governance representation of NYSE Euronext directors on the ICE board of directors and provided for the payment of a reverse termination fee payable by ICE in the event the transaction were to fail to close for regulatory reasons.

On November 30, 2012, ICE provided access to an electronic data room with information about ICE and its businesses to NYSE Euronext and its advisors.

On December 1, 2012, representatives from Wachtell, Lipton, Rosen & Katz and Sullivan & Cromwell LLP, along with members of the ICE internal legal group, held a conference call in which the current status of the legal due diligence was reviewed and additional information was exchanged.

On December 4, 2012, experts from the technology groups of NYSE Euronext and ICE held a due diligence conference call. On December 5, 2012, the chief financial officer of NYSE Euronext and the chief financial officer of ICE met in New York with their respective financial advisors to continue the financial diligence related to the proposed transaction.

Table of Contents

On December 6, 2012, NYSE Euronext sent ICE a term sheet outlining a comprehensive counterproposal on the terms of the clearing services agreement, including enhanced governance rights and more favorable revenue sharing for NYSE Euronext than was proposed by ICE in its November 18, 2012 draft clearing agreement.

On December 7, 2012, the ICE board of directors held a regularly scheduled meeting. At the request of the ICE board of directors, representatives of Morgan Stanley and Sullivan & Cromwell LLP were present. During the meeting, Mr. Sprecher and other members of management reviewed for the board various aspects of NYSE Euronext s business and summarized the due diligence conducted on NYSE Euronext to date. Mr. Sprecher then provided an update on the status of negotiations with NYSE Euronext and a representative of Sullivan & Cromwell LLP reviewed the primary open items relating to the merger agreement negotiations. The board discussed and asked questions regarding various aspects of the proposed transaction. Following the discussion of the draft merger agreement, another member of ICE management summarized for the board the terms of the draft clearing services agreement that had been provided to NYSE Euronext and the primary issues that had been raised by NYSE Euronext.

On December 9, 2012, the NYSE Euronext board of directors held a special meeting by teleconference. At the request of the NYSE Euronext board of directors, representatives of NYSE Euronext management, Perella Weinberg, BNP Paribas, Wachtell, Lipton, Rosen & Katz, Stibbe N.V. and Slaughter and May participated. At the meeting, the NYSE Euronext board was updated on the progress of discussions with ICE. Members of the NYSE Euronext board also expressed a desire to meet with Mr. Sprecher to discuss the transaction and his view of the combined company. At the conclusion of the meeting, the board authorized NYSE Euronext management to continue discussions with ICE. The NYSE Euronext board also agreed that management should continue to evaluate other alternatives, including the possible sale of the European derivatives business and related valuations.

On December 10, 2012, Mr. Sprecher met with Mr. Niederauer and Mr. Scott A. Hill, the chief financial officer of ICE, in Atlanta. Mr. Sprecher, Mr. Niederauer and Mr. Hill discussed open points on the draft merger agreement, including the proposed hell-or-high-water obligation to obtain regulatory approvals, interim operating and certain other covenants, the payment of the termination fees, governance matters and whether to separate Euronext (in particular the continental European equities and equities derivatives businesses) from the rest of the combined group to allow those continental businesses to regain their independence, as well as alternatives with respect to the structure of the proposed transaction and timing of the announcement of the proposed transaction.

Following the meeting between Mr. Sprecher and Mr. Niederauer in Atlanta, on December 10, 2012, Sullivan & Cromwell LLP, on behalf of ICE, sent a revised draft of the merger agreement to Wachtell, Lipton, Rosen & Katz, which included a reverse termination fee of $370 million payable by ICE in the case that regulatory approvals were not obtained but only required ICE to use its reasonable best efforts to obtain regulatory approval and not to have to take any actions that would be a substantial detriment to ICE, and a revised draft of the clearing services agreement.

On December 12 and 13, 2012, the NYSE Euronext board of directors held a regularly scheduled meeting and continued discussion of strategic alternatives. At the request of the NYSE Euronext board of directors, representatives of NYSE Euronext management, Perella Weinberg, BNP Paribas, Wachtell, Lipton, Rosen & Katz, Stibbe and Slaughter and May participated. At the meeting, the NYSE Euronext board was updated on the progress of discussions with ICE. The NYSE Euronext board of directors then reviewed the proposed ICE transaction and other potential alternatives, including maintaining a stand-alone strategy and the sale of the European derivatives business and the deployment of the resulting cash proceeds. The NYSE Euronext board of directors also considered the legal aspects of the clearing services agreement and the feasibility of executing other hypothetical transaction alternatives. Perella Weinberg also updated the board on a potential transaction with Company A, noting that, while Perella Weinberg had continued since the end of November to work with Company A to refine its analysis, Company A had not improved its offer, which remained below the ICE offer. At the conclusion of the meeting, the board authorized NYSE Euronext management to continue discussions with ICE.

Table of Contents

Also on December 12, 2012, as requested by the NYSE Euronext board, Mr. Sprecher met with Mr. Niederauer and several members of the NYSE Euronext board to discuss the transaction and ICE s view of the combined company.

Between December 13 and December 15, 2012, Wachtell, Lipton, Rosen & Katz and Sullivan & Cromwell LLP exchanged drafts of the merger agreement on behalf of NYSE Euronext and ICE, respectively; however, a number of issues remained outstanding, including with respect to the efforts that each party would take to obtain regulatory and antitrust approval; and the size of the reverse termination fee payable by ICE in the case that regulatory approvals were not obtained, which ICE now proposed to be $450 million.

On December 14, 2012, the ICE board of directors held a special meeting by teleconference. At the request of the ICE board of directors, representatives of Morgan Stanley and Sullivan & Cromwell LLP participated. At the meeting, Mr. Sprecher described for the board the meeting he had on December 12, 2012, with several members of the NYSE Euronext board of directors regarding the transaction. Mr. Sprecher also explained to the board that he had been invited to accompany Mr. Niederauer to his meeting on December 19, 2012, in London with the Euronext College of Regulators to discuss the proposed transaction. The board was also provided with an update on the continuing negotiations between the parties and a summary of the primary open points on the draft merger agreement and also on the draft clearing services agreement.

On December 14, 2012, NYSE Euronext sent a revised draft of the clearing services agreement to ICE, and on December 16, 2012, Shearman & Sterling, on behalf of ICE, sent a further revised draft of the clearing services agreement.

On December 16, 2012, representatives of Wachtell, Lipton, Rosen & Katz and Perella Weinberg met with representatives of Sullivan & Cromwell LLP and Morgan Stanley at Wachtell, Lipton, Rosen & Katz s offices in New York City. The chief financial officers of NYSE Euronext and ICE and other members of the companies respective managements also participated in these meetings. During the meetings several issues were agreed upon, including the remaining open points on representations and warranties, interim operating covenants, management of transaction-related litigation and circumstances, other than in response to a superior proposal, when each board would be able to change its recommendation in favor of the potential transaction. Several key issues, however, remained open, including the required regulatory efforts, the size of the termination fee payable by ICE in the case that regulatory approvals were not obtained; and the remedies available for a failure to perform under the merger agreement. In addition, several outstanding items remained open under the proposed clearing services agreement, including the timing of its execution and effectiveness; the provisions related to a change of control of NYSE Euronext and other termination provisions; the costs to be paid in respect of the services; and governance rights under the clearing services agreement.

On December 17, 2012, the NYSE Euronext board of directors held a special meeting by teleconference. At the request of the NYSE Euronext board of directors, representatives of NYSE Euronext management, Perella Weinberg, BNP Paribas, Wachtell, Lipton, Rosen & Katz, Stibbe and Slaughter and May participated. At the meeting, the NYSE Euronext board was updated on the progress of discussions with ICE. Representatives of Perella Weinberg reviewed with the NYSE Euronext board the updated financial analyses it performed with respect to the potential transaction. The NYSE Euronext board of directors was also presented with draft communications materials that would be released upon announcement of the combination if final terms were agreed with ICE.

Also on December 17, 2012, the ICE board of directors held a special meeting by teleconference during which they were provided with an update on the negotiations of the terms of the draft merger agreement and recent changes in the stock prices of ICE and NYSE Euronext stock. At the meeting, the ICE board was also provided with an update on the negotiations of the terms of the draft clearing services agreement. At the request of the ICE board of directors, representatives of Morgan Stanley and Sullivan & Cromwell LLP also participated.

Also on December 17, 2012, the ICE Clear Europe board of directors held a special meeting by teleconference during which they reviewed and approved the clearing services agreement.

Table of Contents

Through December 18, 19 and into the early morning of December 20, 2012, Wachtell, Lipton, Rosen & Katz and Sullivan & Cromwell LLP continued to exchange drafts of the merger agreement and Slaughter and May and Shearman & Sterling continued to exchange drafts of the clearing services agreement. During that time, NYSE Euronext management and ICE management together with their respective financial and legal advisors worked to resolve the final open issues in the merger agreement and clearing services agreement. Late in the evening on December 19 and into the early morning on December 20, the parties reached a mutually acceptable agreement providing for a $750 million reverse termination fee that also served, subject to a limited exception, as a cap on litigation damages between the parties, while specific performance would remain available to the parties in circumstances other than to enforce the reasonable best efforts regulatory obligation.

On December 19, 2012, Mr. Niederauer accompanied by Mr. Sprecher met with several of NYSE Euronext s exchange regulators in Europe. At those meetings, Mr. Niederauer and Mr. Sprecher explained the proposed transaction, including the willingness of the parties to separate Euronext (in particular the continental European equities and equities derivatives businesses) from the rest of the combined group to allow those continental businesses to regain their independence. For a discussion of the risks related to the potential IPO of Euronext, see Risk Factors. Mr. Niederauer, with Mr. Sprecher present, also had calls with and received approval from both the Euronext supervisory board and the board of Liffe Administration and Management. The Liffe Administration and Management board of directors noted that the contemporaneous clearing services agreement addressed the risk that announcing a transaction with ICE would make it difficult for NYSE Euronext to continue developing an internal clearing house, as customers and partners would likely be unwilling to invest the necessary funds and internal resources for a new Liffe Administration and Management clearing house when ICE would expect to shift clearing to its clearing house after closing of the transactions contemplated by the merger agreement.

On December 19, 2012, several news outlets reported on the potential transaction being negotiated between NYSE Euronext and ICE.

On December 19, 2012, the ICE board of directors held a special meeting by teleconference. At the request of the ICE board of directors, representatives of Morgan Stanley and Sullivan & Cromwell LLP also participated. At the meeting, the board was provided an update on the negotiations over the terms of the draft merger agreement and the draft clearing services agreement and was informed with respect to Mr. Sprecher and Mr. Niederauer s meeting earlier in the day with the Euronext College of Regulators. A member of ICE management also reviewed for the board the draft investor presentation and press release for the proposed transaction. Following discussion of these matters, representatives of Morgan Stanley provided the board with Morgan Stanley s financial analyses for the proposed transaction and indicated that, assuming no further changes to the proposed terms of the transaction or the respective stock prices of ICE and NYSE Euronext, in each case that would be material for purposes of such financial analyses, Morgan Stanley would be in a position to render an opinion that the consideration proposed to be paid by ICE pursuant to the merger agreement was fair from a financial point of view to ICE.

On December 20, 2012, the NYSE Euronext board of directors held a meeting by teleconference to review the terms of the proposed transaction . At the request of the NYSE Euronext board of directors, representatives of management, Perella Weinberg, BNP Paribas, Wachtell, Lipton, Rosen & Katz, Slaughter and May and Stibbe participated. At the meeting, NYSE Euronext management updated the board on discussions between the parties. Representatives from Wachtell, Lipton, Rosen & Katz described the updated terms of the draft merger agreement, and representatives from Slaughter and May described the terms of the proposed clearing services agreements. Representatives from Perella Weinberg provided final financial analyses of the transaction. Thereafter, Perella Weinberg provided its oral opinion, subsequently confirmed in writing, to the NYSE Euronext board of directors to the effect that, as of December 20, 2012, and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations set forth therein, the aggregate consideration to be paid to NYSE Euronext stockholders (other than ICE or any of its affiliates) was fair, from a financial point of view, to such stockholders. After discussion and deliberation, the NYSE

Table of Contents

Euronext board of directors determined that the merger agreement and the transactions contemplated by the merger agreement were fair and in the best interests of NYSE Euronext and its stockholders, unanimously approved and declared advisable the merger agreement, authorized management to execute the merger agreement on behalf of the company, directed that the merger agreement be submitted to a vote at a meeting of NYSE Euronext stockholders, and recommended that NYSE Euronext stockholders vote to adopt the merger agreement. In accordance with NYSE Euronext s certificate of incorporation, the NYSE Euronext board of directors also unanimously approved the acquisition of NYSE Euronext shares pursuant to the transaction and the voting of such NYSE Euronext shares by ICE after the merger without limitations on ownership or voting rights by ICE following the combination .

Also on December 20, 2012, the ICE board of directors held a special meeting by teleconference to consider the terms of the transaction. At the request of the ICE board of directors, representatives of management, Morgan Stanley and Sullivan & Cromwell LLP participated. At the meeting, the ICE board of directors was informed of the results of the final negotiations of the remaining open items on the draft merger agreement, including with respect to the payment of the termination fees, and on the draft clearing services agreement. Thereafter, representatives of Morgan Stanley referred to the financial analyses that had been prepared for the December 17, 2012 meeting of the ICE board and the updated financial analyses presented by Morgan Stanley orally to the ICE board at the December 19, 2012 meeting. Morgan Stanley then rendered its oral opinion, which was also confirmed in writing, to the ICE board of directors to the effect that, as of that date and based upon and subject to the assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of review undertaken by Morgan Stanley as set forth in its opinion, the consideration to be paid by ICE pursuant to the merger agreement was fair from a financial point of view to ICE. After discussion and deliberation, the ICE board of directors determined that the combination was in the best interest of ICE and its stockholders, and the ICE board of directors unanimously approved and declared advisable the merger agreement, the combination and the other transactions contemplated by the merger agreement, including the issuance of shares of ICE common stock as required under the merger agreement, directed that the proposal to issue shares of ICE common stock be submitted to a vote at a meeting of ICE stockholders, and recommended that ICE stockholders vote to approve the issuance of shares of ICE common stock.

In addition, ICE Clear Europe and Liffe Administration and Management entered into the clearing services agreement on December 20, 2012 pursuant to which Liffe Administration and Management appointed ICE Clear Europe as the exclusive provider of central counterparty clearing services for all of its existing derivatives products and ICE Clear Europe appointed Liffe Administration and Management to provide financial intermediary services in respect of the clearing of trades in Liffe Administration and Management s existing products. For further information relating to the Clearing Services Agreement, see Clearing Services Agreement.

Following the unanimous approvals of the NYSE Euronext board of directors and the ICE board of directors, the parties entered into the clearing services agreement and the merger agreement on the terms unanimously approved by their respective boards of directors and issued a press release announcing the transaction.

On March 19, 2013, ICE and NYSE Euronext entered into the amended and restated merger agreement following approvals by their respective boards of directors. The amended and restated merger agreement provides for both ICE and NYSE Euronext to be held, following the effective times of the mergers, by ICE Group, a newly formed holding company. The change to a holding company structure is intended to facilitate the implementation of governance provisions in the ICE Group certificate of incorporation required to complete the mergers. The amended and restated merger agreement also amends certain other provisions of the merger agreement although the conditions, economics and other terms of the original merger agreement remain substantially the same.

Table of Contents

Recommendation of the NYSE Euronext Board of Directors and Reasons for the NYSE Euronext Merger

The NYSE Euronext board of directors, at a meeting held on March 19, 2013, determined that the combination is fair to, and in the best interests of, NYSE Euronext and its stockholders and approved and declared advisable the merger agreement, the NYSE Euronext merger and the other transactions contemplated by the merger agreement.

In reaching its decision on December 20, 2012, in connection with the signing of the original merger agreement, the NYSE Euronext board of directors consulted with NYSE Euronext management and its financial and legal advisors and considered a variety of factors, including the material factors described below. In light of the number and wide variety of factors considered in connection with its evaluation of the transaction, the NYSE Euronext board of directors did not consider it practicable to, and did not attempt to, quantify or otherwise assign relative weights to the factors that it considered in reaching its determination. The NYSE Euronext board of directors viewed its decision as being based on all of the information available and the factors presented to and considered by it. In addition, individual directors may have given different weight to different factors. This explanation of NYSE Euronext s reasons for the proposed combination and all other information presented in this section is forward-looking in nature and, therefore, should be read in light of the factors discussed under Cautionary Statement Regarding Forward-Looking Statements.

The NYSE Euronext board of directors considered a number of factors pertaining to the strategic rationale for the combination as generally supporting its decision to enter into the combination agreement, including the following material factors:

Merger Consideration. The NYSE Euronext board of directors considered that the average merger consideration to be paid per share of NYSE Euronext common stock of 0.1703 shares of ICE plus $11.27 per share in cash implied a $33.12 per share offer based on ICE s closing price as of December 19, 2012, which implied the following approximate premiums as of that date, the date prior to the announcement of the combination:

- a 38% premium to the closing price of NYSE Euronext common stock on December 19, 2012;
- a 28% premium to the average share price of NYSE Euronext common stock in 2012;
- a 43% premium to the average of the closing price of NYSE Euronext common stock for the one-month period ended on December 19, 2012; and
- a 38% premium to the average of the closing price of NYSE Euronext common stock for the three-month period ended on December 19, 2012;

Strategic Considerations. The NYSE Euronext board of directors believes that the combination will provide a number of significant strategic opportunities, including the following:

- the combination establishes a premier global market operator that is a leading end-to-end derivatives franchise spanning agricultural derivatives, energy derivatives, credit derivatives, equities and equity derivatives, foreign exchange and interest rate derivatives with a preeminent global equities and listings franchise recognized around the world;
- the combination creates a leading multi-asset class risk management and market infrastructure company, enhances innovation and competitiveness particularly in U.S. and European rates businesses and increases capital and operational efficiencies for customers; and

the combination creates an efficient clearing model poised for growth as interest rate markets recover and interest rate swap clearing develops;

Table of Contents

Synergies. Based on the advice of NYSE Euronext management following such management s discussions with ICE management and NYSE Euronext s advisors, the NYSE Euronext board of directors determined that the combination would create significant cost savings synergies, including approximately $450 million in combined annual cost synergies expected with approximately 80% of such synergies realizable within two years of closing. These cost savings synergies include $150 million related to NYSE Euronext s current cost savings program, Project 14, as well as $150 million projected from the creation of business efficiencies in clearing, technology, operations and other administrative spending and $150 million from support functions and portfolio optimization synergies, including reduction of resources and elimination of the overlap in public company, corporate, technology, real estate and other similar expenses borne by the two companies;

Clearing Solution. The NYSE Euronext board of directors considered that the clearing services agreement to be entered into at the time of the merger agreement contained favorable terms for NYSE Euronext, particularly when compared to its current outsourced arrangements, under which NYSE Euronext s five European equities exchanges and Liffe s Continental European derivatives exchanges are cleared through LCH.Clearnet SA, a third party clearing house, and Liffe s London-based derivatives exchange is served by a combination of the clearing facilities provided by Liffe Administration and Management and LCH.Clearnet Ltd, with certain key clearing functions provided by LCH.Clearnet Ltd. on an outsourced basis. The clearing services agreement also offered a superior solution to the continued development of NYSE Euronext s own European clearing house. It mitigated the risks and eliminated the approximately $80 million in upfront costs associated with the further development of NYSE Euronext s own new clearing house, noting that the announcement of a transaction with ICE might have made it difficult for NYSE Euronext to continue with the creation of an internal clearing house;

Ability to Elect Consideration and Participation in Future Appreciation. The NYSE Euronext board of directors considered that the merger agreement provides NYSE Euronext stockholders with the ability to choose to receive either the stock election or the cash election for their shares of NYSE Euronext common stock (subject to proration) and that, following the combination, NYSE Euronext stockholders will have the opportunity to participate in the equity value of the combined company, including the future growth and expected synergies at the combined company, while at the same time providing immediate value through the cash component of the merger consideration;

Implied Ownership. The NYSE Euronext board of directors considered that former NYSE Euronext stockholders would hold approximately 36% of the outstanding ICE common stock;

Financial Advisor s Opinion. The NYSE Euronext board of directors considered the financial analyses presented to the NYSE Euronext board of directors by Perella Weinberg and the opinion of Perella Weinberg dated December 20, 2012, to the board of directors that, as of that date, and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations set forth therein, the aggregate consideration was fair, from a financial point of view, to NYSE Euronext stockholders (other than ICE or any of its affiliates);

Alternatives. The NYSE Euronext board of directors considered the combination relative to the benefits, risks and uncertainties associated with other potential strategic alternatives that might be available to NYSE Euronext, including divesting portions of the company, such as the European derivatives business, and the prospects for the remaining company following such a divestiture, as well as remaining as a stand-alone entity, in the context of rapid technological and regulatory changes being confronted by the financial services industry and the risks and challenges associated with these changes, as well as broader economic developments impacting its existing businesses. The NYSE Euronext board also assessed the feasibility of executing other hypothetical alternatives. The NYSE Euronext board of directors also took note of the fact that NYSE Euronext did not receive any inquiries from other potential strategic partners, including those with which it had previously been in contact, following publication of news reports about the transaction, and that Company A, from which NYSE Euronext sought a proposal, did not provide a comparable offer to ICE s from financial and strategic points of views;

Table of Contents

No Financing Condition. The NYSE Euronext board of directors considered that the merger agreement has no financing condition and believed, following consultation with NYSE Euronext s financial advisor, that ICE would be able to pay the cash portion of the merger consideration due under the merger agreement; and

Reverse Termination Fee. The NYSE Euronext board of directors considered that the merger agreement would require ICE to pay NYSE Euronext $750 million in the case the combination was terminated and certain regulatory-related closing conditions were not satisfied or the transaction was prohibited on competition grounds.

The NYSE Euronext board of directors also considered a variety of risks and other potentially negative factors concerning the combination, including the following:

the risk that the potential benefits of the combination (including the amount of cost savings and revenue synergies) may not be fully or partially achieved, or may not be achieved within the expected time frame;

the risk that regulatory, governmental or competition authorities might seek to impose conditions on or otherwise prevent or delay the combination, or impose restrictions or requirements on the operation of the businesses of ICE after completion of the combination;

the risks and costs to NYSE Euronext if the combination is not completed, including the potential diversion of management and employee attention, potential employee attrition and the potential effect on business and customer relationships;

the risk of diverting management focus and resources from other strategic opportunities and from operational matters, and potential disruption associated with combining and integrating the companies;

the potential challenges and difficulties relating to integrating the operations of NYSE Euronext and ICE, including the cost to achieve synergies, which will require consolidating certain businesses and functions (including regulatory functions) of ICE and NYSE Euronext, integrating their technologies, organizations, procedures, policies and operations, addressing differences in the business cultures of the two companies and retaining key personnel, and may disrupt each company s ongoing businesses or create inconsistencies which adversely affect relationships with market participants, employees, regulators and others;

the restrictions on the conduct of NYSE Euronext s business prior to the completion of the combination, which restrictions require NYSE Euronext to conduct its business in the ordinary course and subject to specific limitations, which may delay or prevent NYSE Euronext from undertaking business opportunities that may arise pending completion of the combination;

the risk that the NYSE Euronext stockholders may fail to adopt the merger agreement and approve the transactions contemplated thereby and the requirement that NYSE Euronext pay ICE a $100 million fee in such a situation;

the risk that the ICE stockholders may fail to approve the issuance of ICE common stock or amendments to its certificate of incorporation in the transaction;

the risk that the limitation on remedies available to NYSE Euronext in the event ICE were to breach its obligations under the merger agreement might adversely affect ICE s willingness to complete the transaction on the agreed-upon terms;

the requirement that NYSE Euronext submit the merger agreement to its stockholders for approval even if the NYSE Euronext board of directors withdraws or changes its recommendation in a manner adverse to ICE (including by changing to recommend that NYSE Euronext stockholders reject the combination and the merger agreement), which could delay or prevent NYSE Euronext s ability to pursue an alternative proposal if one were to become available in the interim;

Table of Contents

- the requirement that NYSE Euronext pay ICE a termination fee if an alternative proposal to acquire NYSE Euronext is publicly announced or made known and the merger agreement is thereafter terminated in certain circumstances (see The Merger Agreement Termination Rights and The Merger Agreement Termination Fees) and the potential that such fee or certain provisions of the clearing services agreement without which ICE was unwilling to enter into such agreement or the merger agreement might affect the potential for NYSE Euronext to receive alternative merger or acquisition proposals both during the pendency of the combination with ICE as well as afterward should the combination with ICE not be consummated;

- the risk that because the amount of stock consideration to be paid to the NYSE Euronext stockholders is fixed, the value of the consideration to NYSE Euronext stockholders in the combination could fluctuate;

- the likelihood of litigation challenging the combination, and the possibility that an adverse judgment for monetary damages could have a material adverse effect on the operations of the combined company after the combination or that an adverse judgment granting permanent injunctive relief could indefinitely enjoin completion of the combination;

- the fees and expenses associated with completing the combination; and

- various other risks associated with the combination and the businesses of NYSE Euronext, ICE and the combined company described under Risk Factors.

In addition to considering the factors described above, the NYSE Euronext board of directors considered that:

- some officers and directors of NYSE Euronext have interests in the combination as individuals that are in addition to, and that may be different from, the interests of NYSE Euronext stockholders (see The Mergers Interests of NYSE Euronext Directors and Executive Officers in the NYSE Euronext Merger); and

- additional regulatory requirements could be applicable to the combined company as a result of the transaction.

Furthermore, in accordance with its obligations under the NYSE Euronext certificate of incorporation, the NYSE Euronext board of directors determined that the combination, and ICE s exercise of voting rights over NYSE Euronext and ownership of equity interests in NYSE Euronext:

- will not impair the ability of any U.S. regulated exchanges, NYSE Euronext or NYSE Group to discharge their respective responsibilities under the Exchange Act and the rules and regulations thereunder;

- will not impair the ability of any European market subsidiaries of NYSE Euronext, NYSE Euronext or Euronext N.V. to discharge their respective responsibilities under the European exchange regulations;

- is otherwise in the best interests of NYSE Euronext, its stockholders, its U.S. regulated exchanges and European market subsidiaries; and

- will not impair the SEC s ability to enforce the Exchange Act or the European regulators ability to enforce the European exchange regulations.

The NYSE Euronext board of directors concluded that the potentially negative factors associated with the combination were outweighed by the potential benefits that it expected NYSE Euronext and its stockholders to achieve as a result of the combination. Accordingly, the NYSE Euronext board of directors determined that the merger agreement and the transactions contemplated thereby, including the combination, are

advisable, fair to, and in the best interests of, NYSE Euronext and its stockholders.

Table of Contents

Opinion of Perella Weinberg, Financial Advisor to NYSE Euronext

The NYSE Euronext board of directors retained Perella Weinberg to act as its financial advisor in connection with the proposed combination. The board of directors selected Perella Weinberg based on Perella Weinberg s qualifications, expertise and reputation and its knowledge of the business and affairs of NYSE Euronext and the industries in which NYSE Euronext conducts its business. Perella Weinberg, as part of its investment banking business, is continually engaged in performing financial analyses with respect to businesses and their securities in connection with mergers and acquisitions, leveraged buyouts and other transactions as well as for corporate and other purposes.

On December 20, 2012, Perella Weinberg rendered its oral opinion, subsequently confirmed in writing, to the NYSE Euronext board of directors that, as of such date and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations set forth therein, the aggregate consideration to be received by the holders of NYSE Euronext common stock (other than ICE or any of its affiliates) pursuant to the merger agreement dated December 20, 2012 was fair, from a financial point of view, to such holders. Perella Weinberg did not express any view or opinion on the procedures and limitations to which the standard election, the cash election or the stock election were subject.

In connection with delivering its opinion, Perella Weinberg reviewed a draft of the merger agreement entered into on December 20, 2012 (which we refer to as the original merger agreement) pursuant to which NYSE Euronext would have merged with and into Baseball Merger Sub, LLC, a direct, wholly owned subsidiary of ICE and upon which the merged entity would have been a wholly-owned subsidiary of ICE (which we refer to as the original merger). In the original merger, each share of NYSE Euronext common stock owned by a NYSE Euronext stockholder (except for certain shares held by ICE, NYSE Euronext, or their subsidiaries, and shares held by NYSE Euronext stockholders who properly sought appraisal in accordance with Delaware law) would have been converted into the right to receive 0.1703 of a share of ICE common stock and $11.27 in cash. In lieu of this election to receive a mix of cash and shares of ICE common stock, NYSE Euronext stockholders would have had the right to make either a cash election to receive $33.12 in cash, or a stock election to receive 0.2581 of a share of ICE common stock, for each of their NYSE Euronext shares. Both the cash election and the stock election were subject to the adjustment and proration procedures set forth in the original merger agreement to ensure that the total amount of cash paid, and the total number of shares of ICE common stock issued, in the merger to NYSE Euronext stockholders, as a whole, would have been equal to the total amount of cash and number of shares that would have been paid and issued if all of the NYSE Euronext stockholders received 0.1703 of a share of ICE common stock and $11.27 in cash (which we refer to as the aggregate consideration). Perella Weinberg s opinion was issued prior to the amendment and restatement of the merger agreement and without regard thereto. Other than the substitution of shares of ICE Group common stock for shares of ICE common stock, the merger consideration that NYSE Euronext stockholders will receive in the transaction pursuant to the amended and restated merger agreement will not change. Accordingly, NYSE Euronext did not request an opinion from Perella Weinberg with respect to the combination.

All references to the merger agreement and the aggregate consideration to be received by the holders of NYSE Euronext common stock (other than ICE or any of its affiliates), when used in this discussion of Perella Weinberg s opinion, refer to the original merger agreement and such aggregate consideration to be received by shareholders of NYSE Euronext pursuant to the original merger agreement, respectively.

The full text of Perella Weinberg s written opinion, dated December 20, 2012, which sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the review undertaken by Perella Weinberg, is attached as Appendix E and is incorporated by reference herein. Holders of NYSE Euronext common stock are urged to read Perella Weinberg s opinion carefully and in its entirety. The opinion does not address NYSE Euronext s underlying business decision to enter into the original merger or the mergers or the relative merits of the original merger or the mergers as compared with any other strategic alternative that may have been available to NYSE Euronext. The opinion does not constitute a recommendation to any holder of NYSE Euronext common

Table of Contents

stock or ICE common stock as to how such holders should vote, make any election or otherwise act with respect to the original merger or the mergers or any other matter and does not in any manner address the prices at which NYSE Euronext common stock or ICE common stock will trade at any time. In addition, Perella Weinberg expressed no opinion as to the fairness of the original merger or the mergers to, or any consideration to, the holders of any other class of securities, creditors or other constituencies of NYSE Euronext. Perella Weinberg provided its opinion for the information and assistance of the NYSE Euronext board of directors in connection with, and for the purposes of its evaluation of, the original merger. This summary is qualified in its entirety by reference to the full text of the opinion.

In arriving at its opinion, Perella Weinberg, among other things:

- reviewed certain publicly available financial statements and other business and financial information with respect to NYSE Euronext and ICE, including research analyst reports;
- reviewed certain internal financial statements, analyses, forecasts (which we refer to as NYSE Euronext forecasts), and other financial and operating data relating to the business of NYSE Euronext, in each case, prepared by management of NYSE Euronext;
- reviewed certain publicly available financial forecasts relating to NYSE Euronext published by Goldman, Sachs & Co. (which we refer to as the Goldman Sachs Research forecasts);
- reviewed certain internal financial statements, analyses, forecasts (which we refer to as the ICE forecasts), and other financial and operating data relating to the business of ICE, in each case, prepared by management of ICE;
- reviewed certain publicly available financial forecasts relating to NYSE Euronext;
- reviewed certain publicly available financial forecasts relating to ICE;
- reviewed estimates of synergies anticipated from the original merger (which we refer to as the anticipated synergies), prepared by managements of NYSE Euronext and ICE;
- discussed the past and current operations, financial condition and prospects of NYSE Euronext, including the anticipated synergies, with management of NYSE Euronext and the NYSE Euronext board of directors;
- discussed the past and current operations, financial condition and prospects of ICE, including the anticipated synergies, with management of ICE;
- compared the financial performance of NYSE Euronext and ICE with that of certain publicly traded companies which Perella Weinberg believed to be generally relevant;
- compared the financial terms of the original merger with the publicly available financial terms of certain transactions which Perella Weinberg believed to be generally relevant;

reviewed the potential pro forma financial impact of the original merger on the future financial performance of ICE;

reviewed the historical trading prices and trading activity for NYSE Euronext common stock and ICE common stock, and compared such price and trading activity of NYSE Euronext common stock and ICE common stock with that of securities of certain publicly-traded companies which Perella Weinberg believed to be generally relevant;

reviewed the premia paid in certain publicly available transactions, which Perella Weinberg believed to be generally relevant;

reviewed a draft dated December 18, 2012 of the merger agreement; and

conducted such other financial studies, analyses and investigations, and considered such other factors, as Perella Weinberg deemed appropriate.

Table of Contents

In arriving at its opinion, Perella Weinberg assumed and relied upon, without independent verification, the accuracy and completeness of the financial and other information supplied or otherwise made available to it (including information that was available from generally recognized public sources) for purposes of its opinion and further relied upon the assurances of the managements of NYSE Euronext and ICE that, to their knowledge, information furnished by them for purposes of Perella Weinberg s analysis did not contain any material omissions or misstatements of material fact. Perella Weinberg assumed, with the consent of the NYSE Euronext board of directors, that there were no material undisclosed liabilities of NYSE Euronext and ICE for which adequate reserves or other provisions had not been made. With respect to NYSE Euronext forecasts, Perella Weinberg was advised by the management of NYSE Euronext and assumed, with the consent of the NYSE Euronext board of directors, that such NYSE Euronext forecasts were reasonably prepared on bases reflecting the best currently available estimates and good faith judgments of the management of NYSE Euronext as to the future financial performance of NYSE Euronext and the other matters covered thereby and Perella Weinberg expressed no view as to the assumptions on which they were based. With respect to the ICE forecasts, Perella Weinberg assumed, with the consent of the board of directors, that such ICE forecasts were reasonably prepared on bases reflecting the best currently available estimates and good faith judgments of the management of ICE as to the future financial performance of ICE and the other matters covered thereby and Perella Weinberg expressed no view as to the assumptions on which they were based. NYSE Euronext did not provide any forecasts for fiscal year 2014; accordingly, at the direction of NYSE Euronext, Perella Weinberg relied upon the Goldman Sachs Research forecasts for fiscal year 2014 and assumed that such estimates were a reasonable basis upon which to evaluate the fiscal year 2014 financial performance of NYSE Euronext and Perella Weinberg expressed no view as to the assumptions on which they were based. Perella Weinberg assumed, with the consent of the NYSE Euronext board of directors, that the anticipated synergies and potential strategic implications and operational benefits (including the amount, timing and achievability thereof) anticipated by the managements of NYSE Euronext and ICE to result from the original merger would be realized in the amounts and at the times projected by the managements of NYSE Euronext and ICE, and Perella Weinberg expressed no view as to the assumptions on which they were based. Perella Weinberg relied without independent verification upon the assessment by the managements of NYSE Euronext and of ICE of the timing and risks associated with the integration of NYSE Euronext and ICE. In arriving at its opinion, Perella Weinberg did not make any independent valuation or appraisal of the assets or liabilities (including any contingent, derivative or off-balance-sheet assets and liabilities) of NYSE Euronext or ICE, nor was Perella Weinberg furnished with any such valuations or appraisals, nor did Perella Weinberg assume any obligation to conduct, nor did Perella Weinberg conduct, any physical inspection of the properties or facilities of NYSE Euronext or ICE. In addition, Perella Weinberg did not evaluate the solvency of any party to the merger agreement dated December 20, 2012, including under any state or federal laws relating to bankruptcy, insolvency or similar matters. Perella Weinberg assumed that the final merger agreement would not differ in any material respect from the form of merger agreement reviewed by Perella Weinberg and that the original merger would be consummated in accordance with the terms set forth in such merger agreement, without material modification, waiver or delay. In addition, Perella Weinberg assumed that in connection with the receipt of all the necessary approvals of the proposed original merger, no delays, limitations, conditions or restrictions would be imposed that could have an adverse effect on NYSE Euronext, ICE or the contemplated benefits expected to be derived in the proposed original merger. Perella Weinberg also assumed at the direction of NYSE Euronext that the original merger would qualify for federal income tax purposes as a reorganization under the provisions of Section 368(a) of the Internal Revenue Code. Perella Weinberg relied as to all legal matters relevant to rendering its opinion upon the advice of its counsel.

Perella Weinberg s opinion addressed only the fairness from a financial point of view, as of the date thereof, of the aggregate consideration to be received by the holders of NYSE Euronext common stock (other than ICE or any of its affiliates) pursuant to the merger agreement dated December 20, 2012. Perella Weinberg was not asked to, nor did it, offer any opinion as to any other term of the merger agreement or the Clearing Services Agreement entered into between ICE Clear Europe Limited and LIFFE Administration and Management on December 20, 2012, or the form or structure of the original merger or the mergers or the likely timeframe in which the original merger or the mergers would be consummated. In addition, Perella Weinberg expressed no opinion as to the fairness of the amount or nature of any compensation to be received by any officers, directors or employees of

Table of Contents

any parties to the original merger or the mergers, or any class of such persons, relative to the aggregate consideration to be received by the holders of NYSE Euronext common stock pursuant to the merger agreement or otherwise. Perella Weinberg did not express any opinion as to any tax or other consequences that may result from the transactions contemplated by the merger agreement, nor did its opinion address any legal, tax, regulatory or accounting matters, as to which it understood NYSE Euronext had received such advice as it deemed necessary from qualified professionals. Perella Weinberg s opinion did not address the underlying business decision of NYSE Euronext to enter into the original merger or the mergers or the relative merits of the original merger or the mergers as compared with any other strategic alternative which may have been available to NYSE Euronext.

Perella Weinberg s opinion was necessarily based on financial, economic, market and other conditions as in effect on, and the information made available to Perella Weinberg as of, the date of its opinion. It should be understood that subsequent developments may affect Perella Weinberg s opinion and the assumptions used in preparing it, and Perella Weinberg does not have any obligation to update, revise, or reaffirm its opinion. The issuance of Perella Weinberg s opinion was approved by a fairness committee of Perella Weinberg.

Summary of Material Financial Analyses

The following is a summary of the material financial analyses performed by Perella Weinberg and reviewed by the NYSE Euronext board of directors in connection with Perella Weinberg s opinion relating to the original merger and does not purport to be a complete description of the financial analyses performed by Perella Weinberg. The order of analyses described below does not represent the relative importance or weight given to those analyses by Perella Weinberg. Some of the summaries of the financial analyses include information presented in tabular format.

In order to fully understand Perella Weinberg s financial analyses, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the data below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of Perella Weinberg s financial analyses.

Illustrative Premium Paid Analysis. Perella Weinberg took the sum of (a) the product of (1) the exchange ratio of 0.1703 (which exchange ratio was used to calculate the amount of stock included in the standard election amount) and (2) the per share closing price of ICE common stock on December 19, 2012 (the last trading day prior to the day on which NYSE Euronext and ICE publicly announced the proposed original merger (which date is referred to in this summary of Perella Weinberg s material financial analyses as the reference date)), which per share closing price was $128.31 and (b) $11.27 (the amount of cash included in the standard election amount), and compared the resulting $33.12 implied value per share of NYSE Euronext common stock (which we refer to as the $33.12 implied value per share merger consideration) to the following:

- the closing market price per share of NYSE Euronext common stock on the reference date;
- the closing market price per share of NYSE Euronext common stock one-week prior to the reference date; and
- the closing market price per share of NYSE Euronext common stock one-month prior to the reference date.

The results of these calculations are summarized in the following table:

	Price of NYSE Euronext Share	Implied Transaction Premia
Closing price on reference date	$ 24.05	37.7%
Closing price one-week prior to reference date	$ 23.44	41.3%
Closing price one-month prior to reference date	$ 22.73	45.7%

Table of Contents

Perella Weinberg also calculated (based on data provided by FactSet) the median premia paid in selected transactions since January 1, 2007 with values between $5 billion and $15 billion where the target s pro forma ownership was less than or equal to 40% (excluding those transactions that Perella Weinberg did not deem appropriate for comparison purposes). For each of these selected transactions, Perella Weinberg calculated the premium paid relative to the following:

- the closing market price per share of the target company s shares on the last trading day prior to the day on which the selected transaction was publicly announced or that the target company s shares may have been influenced by market speculation concerning a potential transaction, which we refer to as the target reference date;
- the closing market price per share of the target company s shares one-week prior to the target reference date; and
- the closing market price per share of the target company s shares one-month prior to the target reference date.

The results of these calculations are summarized in the following table:

	Median Premia Paid Relative to Closing Price
Target reference date	21.6%
One week prior to target reference date	27.5%
One month prior to target reference date	29.9%

Based on the premia calculated above, Perella Weinberg s analyses of the selected transactions and on professional judgments made by Perella Weinberg, Perella Weinberg selected a representative range of premia paid of 20% to 40%. Perella Weinberg noted that, based on the closing market price per share of NYSE Euronext common stock on the reference date, this analysis implied a per share equity value reference range for NYSE Euronext common stock of $28.85 to $33.65 and compared that to the $33.12 implied per share merger consideration to be received by the holders of NYSE Euronext common stock pursuant to the original merger.

Historical Stock Trading. Perella Weinberg reviewed the historical trading price per share of NYSE Euronext common stock and ICE common stock for the 52-week period ending on the reference date. Perella Weinberg noted that, in the 52-week period ending on the reference date, the range of trading market prices per share of NYSE Euronext common stock was $22.25 to $31.25 compared to the $33.12 implied value per share merger consideration to be received by the holders of NYSE Euronext common stock pursuant to the original merger. Perella Weinberg also noted that, in the 52-week period ending on the reference date, the range of trading market prices per share of ICE common stock was $110.65 to $142.75 compared to the $128.31 closing market price per share of ICE common stock on the reference date.

The historical stock trading analysis provided general reference points with respect to the trading prices of NYSE Euronext common stock and ICE common stock which enabled Perella Weinberg to compare the historical prices with the consideration to be paid to the holders of NYSE Euronext common stock pursuant to the original merger.

Equity Research Analyst Price Target Statistics. Perella Weinberg reviewed and analyzed the most recent publicly available research analyst one-year price targets for NYSE Euronext common stock prepared and published by 20 selected equity research analysts prior to the reference date. Perella Weinberg noted that the range of recent equity analyst one-year price targets for NYSE Euronext common stock prior to the reference date was $23.00 to $32.00 per share, with a median one-year price target of $28.50. Perella Weinberg then discounted such equity research analyst one-year price targets for NYSE Euronext common stock applying a 11.6% cost of equity, which cost of equity was based on the capital asset pricing model (which we refer to in this document as CAPM) using a market risk premium, a size premium, a risk-free rate and betas for NYSE Euronext common stock that were determined by Perella Weinberg using then available information. Perella Weinberg noted that this range of

Table of Contents

discounted equity research analyst one-year price targets for shares of NYSE Euronext common stock was approximately $20.60 to $28.70 per share compared to the $33.12 implied value per share merger consideration to be received by the holders of NYSE Euronext common stock pursuant to the original merger.

Perella Weinberg also reviewed and analyzed the most recent publicly available research analyst one-year price targets for ICE common stock prepared and published by 18 selected equity research analysts prior to the reference date. Perella Weinberg noted that the range of recent equity analyst one-year price targets for ICE common stock prior to the reference date was $133.00 to $166.00 per share, with a median one-year price target of $150.00. Perella Weinberg then discounted such equity research analyst one-year price targets for ICE common stock applying a 10.8% cost of equity, which cost of equity was based on CAPM using a market risk premium, a size premium, a risk-free rate and betas for ICE common stock that were determined by Perella Weinberg using then available information. Perella Weinberg noted that this range of discounted equity research analyst one-year price targets for shares of ICE common stock was approximately $120.00 to $149.80 per share compared to the $128.31 closing market price per share of ICE common stock on the reference date.

The public market trading price targets published by equity research analysts do not necessarily reflect current market trading prices for NYSE Euronext common stock and ICE common stock. Further, these estimates are subject to uncertainties, including the future financial performance of NYSE Euronext and ICE and future financial market conditions.

Selected Publicly Traded Companies Analysis. Perella Weinberg reviewed and compared certain financial information for NYSE Euronext and ICE to corresponding financial information, ratios and public market multiples for certain publicly held companies in the exchange operator industry. Although none of the following companies is identical to NYSE Euronext or to ICE, Perella Weinberg selected these companies because they had publicly traded equity securities and were deemed to be similar to NYSE Euronext and ICE in one or more respects including being operators of exchanges.

Selected Publicly Traded Companies

CBOE Holdings, Inc.

CME Group Inc.

Deutsche Börse AG

London Stock Exchange plc

The NASDAQ OMX Group, Inc.

For each of the selected companies, Perella Weinberg calculated and compared financial information and various financial market multiples and ratios based on company filings for historical information and consensus third party research estimates prepared by the Institutional Brokers Estimate System, or I/B/E/S, for forecasted information. For NYSE Euronext and ICE, Perella Weinberg made calculations based on company filings and information provided by the respective managements of each company for historical information and third party research estimates from I/B/E/S.

With respect to NYSE Euronext, ICE and each of the selected companies, Perella Weinberg reviewed enterprise value as of the reference date as a multiple of estimated earnings before interest, taxes, depreciation and amortization, or EBITDA, and share price to estimated earnings per share, or EPS, for calendar year 2012 and calendar year 2013. The results of these analyses are summarized in the following table:

	EV /2012E EBITDA Multiple	EV /2013E EBITDA Multiple

NYSE Euronext	7.9x	7.0x
ICE	9.1x	8.2x
Other selected exchange operators	7.0x - 8.9x	6.6x - 8.6x

Table of Contents

	Share Price / 2012E Earnings Multiple	Share Price /2013E Earnings Multiple
NYSE Euronext	13.1x	10.7x
ICE	17.1x	15.1x
Other selected exchange operators	10.3x - 18.0x	9.7x - 16.3x

Based on the multiples calculated above, Perella Weinberg s analyses of the various selected publicly traded companies and on professional judgments made by Perella Weinberg, Perella Weinberg selected representative ranges of multiples of 7.5x - 8.5x to apply to CY2012E EBITDA of NYSE Euronext and 11.0x - 13.0x to apply to CY2012E earnings per share of NYSE Euronext based on each of the I/B/E/S estimates, the NYSE Euronext forecasts prepared by management of NYSE Euronext for a budget case (which we refer to as the Company budget case forecasts) and NYSE Euronext forecasts prepared by management for a volume growth case (which we refer to as the Company volume growth case forecasts). The budget case forecasts and the volume growth case forecasts reflected NYSE Euronext management s alternative assumptions with respect to average daily trading volumes and included EBITDA projections that were adjusted for certain duplicate and one-time costs associated with the NYSE Euronext Project 14 transformational plan. Perella Weinberg also selected representative ranges of multiples of 6.5x - 7.5x to apply to CY2013E EBITDA of NYSE Euronext and 9.5x - 11.5x to apply to CY2013 earnings per share of NYSE Euronext based on each of the I/B/E/S estimates, the Company budget case forecasts and the Company volume case forecasts. Perella Weinberg noted that this analysis implied average per share equity value reference ranges for NYSE Euronext common stock of approximately $21.95 to $26.25 based on CY2012E EBITDA and CY2013 EBITDA provided by I/B/E/S estimates, approximately $21.65 to $25.90 based on CY2012E EBITDA and CY2013E EBITDA provided by the Company budget case forecasts and approximately $22.75 to $27.20 based on CY2012E EBITDA and CY2013E EBITDA provided by the Company volume growth case forecasts. Perella Weinberg also noted that this analysis implied average per share equity value reference ranges for NYSE Euronext common stock of approximately $20.75 to $24.85 based on CY2012E earnings per share and CY2013E earnings per share provided by I/B/E/S estimates, approximately $20.55 to $24.60 based on CY2012E earnings per share and CY2013E earnings per share provided by the Company budget case forecasts and approximately $21.70 to $26.00 based on CY2012E earnings per share and CY2013E earnings per share provided by the Company volume growth case forecasts. Perella Weinberg compared these ranges to the $33.12 implied value per share merger consideration to be received by the holders of NYSE Euronext common stock pursuant to the original merger.

Based on the multiples calculated above, Perella Weinberg s analyses of the various selected publicly traded companies and on professional judgments made by Perella Weinberg, Perella Weinberg also selected representative ranges of multiples of 8.5x - 9.5x to apply to CY2012E EBITDA of ICE and 17.0x - 19.0x to apply to CY2012E earnings per share of ICE based on each of the I/B/E/S estimates and ICE forecasts. Perella Weinberg also selected representative ranges of multiples of 8.0x - 9.0x to apply to CY2013E EBITDA of ICE and 15.0x - 17.0x to apply to CY2013E earnings per share of ICE based on each of the I/B/E/S estimates and ICE forecasts. Perella Weinberg noted that this analysis implied average per share equity value reference ranges for ICE common stock of approximately $123.25 to $136.90 based on CY2012E EBITDA and CY2013E EBITDA provided by I/B/E/S estimates and approximately $121.95 to $135.40 based on CY2012E EBITDA and CY2013E EBITDA provided by the ICE forecasts. Perella Weinberg also noted that this analysis implied average per share equity value reference ranges for ICE common stock of approximately $127.45 to $143.45 based on CY2012E earnings per share and CY2013E earnings per share provided by I/B/E/S estimates and approximately $125.75 to $141.55 based on CY2012E earnings per share and CY2013E earnings per share provided by the ICE forecasts. Perella Weinberg compared these ranges to the $128.31 closing market price per share of ICE common stock on the reference date.

Although the selected companies were used for comparison purposes, no business of any selected company was either identical or directly comparable to either NYSE Euronext s or ICE s business. Accordingly, Perella Weinberg s comparison of selected companies to NYSE Euronext and ICE and analysis of the results of such comparisons was not purely mathematical, but instead necessarily involved complex considerations and judgments concerning differences in financial and operating characteristics and other factors that could affect the relative values of the selected companies, NYSE Euronext and ICE.

Table of Contents

Discounted Cash Flow Analysis of NYSE Euronext. Perella Weinberg conducted a discounted cash flow analysis for NYSE Euronext based on the Company budget case and volume growth case forecasts by first calculating, in each case, the present value as of December 31, 2012 of the estimated standalone unlevered free cash flows (calculated as adjusted earnings before interest payments after taxes (assuming tax rates as provided in NYSE Euronext forecasts) plus depreciation and amortization, minus capital expenditures, and adjusting for changes in net working capital and other cash flows) that NYSE Euronext could generate for fiscal years 2013 and 2014 utilizing discount rates ranging from 9.5% to 10.5% based on estimates of the weighted average cost of capital of NYSE Euronext calculated assuming a cost of equity of 11.6% based on CAPM and an estimated cost of debt of 4.0% weighted based upon the fully diluted market capitalization of $5.9 billion as of December 19, 2012 and gross debt of $2.5 billion. Estimates of unlevered free cash flows used for these analyses utilized the financial forecasts prepared by NYSE Euronext management and the Goldman Sachs Research forecasts for 2014. Perella Weinberg also calculated, in each case, a range of terminal values utilizing terminal year multiples of last twelve months, or LTM, EBITDA ranging from 7.75x to 8.25x (which range was determined by Perella Weinberg in the exercise of its professional judgment) and discount rates ranging from 9.5% to 10.5% based on estimates of the weighted average cost of capital of NYSE Euronext. Perella Weinberg estimated NYSE Euronext s weighted average cost of capital by calculating, in each case, the weighted average of cost of equity and after-tax cost of debt of NYSE Euronext. The present values of unlevered free cash flows generated over the period described above were then added, in each case, to the present values of terminal values resulting in a range of implied enterprise values for NYSE Euronext. From the range of implied enterprise values, Perella Weinberg derived ranges of implied equity values for NYSE Euronext. These analyses resulted in the following reference ranges of implied enterprise values and implied equity values per share of NYSE Euronext common stock:

	Range of Implied Enterprise Present Value (in millions)	Range of Implied Present Value Per Share
Budget Case	$ 7,575 - $8,275	$ 30.65 - $33.50
Volume Growth Case	$ 7,620 - $8,320	$ 30.85 - $33.65

Perella Weinberg compared the range of implied present values per share of NYSE Euronext common stock in the budget and volume growth cases to the $33.12 implied value per share merger consideration to be received by the holders of NYSE Euronext common stock pursuant to the original merger.

Discounted Cash Flow Analysis of ICE. Perella Weinberg conducted a discounted cash flow analysis for ICE based on the ICE projections by first calculating the present value as of December 31, 2012 of the estimated standalone unlevered free cash flows (calculated as earnings before interest payments after taxes (assuming tax rates as provided in the ICE projections) plus depreciation and amortization and non-cash compensation expense, minus capital expenditures, and adjusting for changes in net working capital) that ICE could generate for fiscal years 2013 and 2014 utilizing discount rates ranging from 9.0% to 10.0% based on estimates of the weighted average cost of capital of ICE. Estimates of unlevered free cash flows used for these analyses utilized the financial projections prepared by ICE management. Perella Weinberg also calculated a range of terminal values assuming terminal year multiples of LTM EBITDA ranging from 8.25x to 8.75x (which range was determined by Perella Weinberg in the exercise of its professional judgment) and discount rates ranging from 9.0% to 10.0% based on estimates of the weighted average cost of capital of ICE calculated assuming a cost of equity of 10.8% based on CAPM and an estimated cost of debt of 4.0% weighted based upon the fully diluted market capitalization of $9.5 billion as of December 19, 2012 and gross debt of $850 million. Perella Weinberg estimated ICE s weighted average cost of capital by calculating the weighted average of cost of equity and after-tax cost of debt of ICE. The present values of unlevered free cash flows generated over the period described above were then added to the present values of terminal values resulting in a range of implied enterprise values for ICE. From the range of implied enterprise values, Perella Weinberg derived ranges of implied equity values for ICE. These analyses resulted in the following reference ranges of implied enterprise values and implied equity values per share of ICE:

Range of Implied Enterprise Present Value (in millions)	Range of Implied Present Value Per Share
$9,959 - $10,596	$134.40 - $142.95

Table of Contents

Perella Weinberg compared the range of implied present values per share of ICE to the $128.31 closing market price per share of ICE common stock on the reference date.

Selected Transactions Analysis. Perella Weinberg analyzed certain information relating to selected announced or proposed transactions in the exchange operator industry (transactions analyzed occurred between October 2010 and June 2012, some of which ultimately did not close). Perella Weinberg selected the transactions because, in the exercise of its professional judgment, Perella Weinberg determined the targets in such transactions to be relevant companies having operations similar to NYSE Euronext. For each of the selected transactions, Perella Weinberg calculated and compared the resulting enterprise value in the transaction as a multiple of reported LTM EBITDA. The multiples for the selected transactions were based on publicly available information at the time of the relevant transaction. The results of these analyses are summarized in the following table:

Transaction Announcement Date	Acquiror	Target	EV/LTM EBITDA
October 2010	Singapore Exchange	ASX Limited	10.3x
February 2011	London Stock Exchange	TMX Group	10.4x
February 2011	Deutsche Börse AG	NYSE Euronext	10.1x
April 2011	The NASDAQ OMX Group /IntercontinentalExchange	NYSE Euronext	11.5x
May 2011	Maple Group	TMX Group	10.6x
November 2011	Tokyo Stock Exchange Group	Osaka Securities Exchange	9.1x
March 2012	London Stock Exchange	LCH.Clearnet	6.2x
June 2012	Hong Kong Exchanges and Clearing Limited	LME Holdings Limited	31.3x

Perella Weinberg compared the multiples above to a multiple of 9.7x, which represented the enterprise value in the original merger as a multiple of NYSE Euronext s reported LTM EBITDA, assuming the $33.12 implied value per share merger consideration.

Based on the multiples calculated above, Perella Weinberg s analyses of the various selected transactions and on professional judgments made by Perella Weinberg, Perella Weinberg selected a representative range of multiples of 9.5x - 10.5x to apply to reported LTM EBITDA of NYSE Euronext. Perella Weinberg applied such ranges to reported LTM EBITDA to derive an implied per share equity reference range for NYSE Euronext common stock of approximately $32.35 to $36.60 and compared that to the $33.12 implied value per share merger consideration to be received by the holders of NYSE Euronext common stock pursuant to the original merger.

Although the selected transactions were used for comparison purposes, none of the selected transactions nor the companies involved in them was either identical or directly comparable to the original merger or NYSE Euronext.

Miscellaneous

The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Selecting portions of the analyses or of the summary set forth herein, without considering the analyses or the summary as a whole could create an incomplete view of the processes underlying Perella Weinberg s opinion. In arriving at its fairness determination, Perella Weinberg considered the results of all of its analyses and did not attribute any particular weight to any factor or analysis considered. Rather, Perella Weinberg made its determination as to fairness on the basis of its experience and professional judgment after considering the results of all of its analyses. No company or transaction used in the analyses described herein as a comparison is directly comparable to NYSE Euronext, ICE or the original merger.

Table of Contents

Perella Weinberg prepared the analyses described herein for purposes of providing its opinion to the NYSE Euronext board of directors as to the fairness, from a financial point of view, as of the date of such opinion, of the aggregate consideration to be paid to the holders of NYSE Euronext common stock (other than ICE or any of its affiliates) pursuant to the merger agreement dated December 20, 2012. These analyses do not purport to be appraisals or necessarily reflect the prices at which businesses or securities actually may be sold. Perella Weinberg s analyses were based in part upon third party research analyst estimates, which are not necessarily indicative of actual future results, which may be significantly more or less favorable than suggested by Perella Weinberg s analyses. Because these analyses are inherently subject to uncertainty, being based upon numerous factors or events beyond the control of the parties to the merger agreement or their respective advisors, none of NYSE Euronext, ICE, Perella Weinberg or any other person assumes responsibility if future results are materially different from those forecasted by third parties.

As described above, the opinion of Perella Weinberg to the NYSE Euronext board of directors was one of many factors taken into consideration by the NYSE Euronext board of directors in making its determination to approve the original merger and the mergers. Perella Weinberg was not asked to, and did not, recommend the specific consideration to the NYSE Euronext shareholders provided for in the original merger or the mergers (including the consideration included in each of the cash election, stock election or standard election), which consideration was determined through arms-length negotiations between NYSE Euronext and ICE. Perella Weinberg did not recommend any specific amount of consideration to NYSE Euronext or the board of directors or that any specific amount of consideration constituted the only appropriate consideration for the transaction.

Pursuant to the terms of the engagement letter between Perella Weinberg and NYSE Euronext dated as of December 11, 2012, NYSE Euronext agreed to pay to Perella Weinberg $3 million upon the public announcement of the combination or delivery of the opinion rendered by Perella Weinberg as described above plus an additional $19 million upon the closing of the combination. In addition, NYSE Euronext agreed to reimburse Perella Weinberg for its reasonable expenses, including attorneys fees and disbursements and to indemnify Perella Weinberg and related persons against various liabilities, including certain liabilities under the federal securities laws.

In the ordinary course of its business activities, Perella Weinberg or its affiliates may at any time hold long or short positions, and may trade or otherwise effect transactions, for their own account or the accounts of customers or clients, in debt or equity or other securities (or related derivative securities) or financial instruments (including bank loans or other obligations) of NYSE Euronext or ICE or any of their respective affiliates. During the two-year period prior to the date of Perella Weinberg s opinion, Perella Weinberg and its affiliates provided certain investment banking services to NYSE Euronext and its affiliates for which Perella Weinberg and its affiliates received compensation, including having acted as financial advisor to NYSE Euronext in a proposed combination transaction with Deutsche Börse AG. Perella Weinberg and its affiliates may in the future provide investment banking and other financial services to NYSE Euronext and ICE and their respective affiliates and in the future may receive compensation for the rendering of such services.

Recommendation of the ICE Board of Directors and Reasons for the Mergers

The ICE board of directors, at a meeting held on March 19, 2013, determined that the combination is fair to, and in the best interests of, ICE and its stockholders and approved and declared advisable the merger agreement, the ICE and NYSE Euronext mergers and the other transactions contemplated by the merger agreement.

In reaching its decision on December 20, 2012 in connection with the signing of the original merger agreement, the ICE board of directors consulted with its financial and legal advisors as well as with its senior management and considered a number of factors in connection with its evaluation of the proposed transaction, including the principal factors mentioned below. The ICE board of directors did not consider it practical to, and did not attempt to, quantify or otherwise assign relative weights to the specific factors it considered in reaching its determination, and the ICE board of directors reached its decision based on all of the information available to

Table of Contents

it. The explanation of the ICE board of directors reasons for the proposed transaction and all other information presented in this section is forward-looking in nature and therefore should be read in light of the factors discussed under Cautionary Statement Regarding Forward-Looking Statements.

The ICE board of directors considered a number of factors, including the material ones set out below, as generally supporting its decision to enter into the merger agreement and proceed with the proposed transaction.

Strategic Considerations

- The expectation that the combination of ICE and NYSE Euronext would create a leading operator of global exchanges and clearing houses for commodities, credit derivatives, equities and equity derivatives, foreign exchange and interest rates;
- The expectation that the combined company would create long-term shareholder value by creating additional growth opportunities by leveraging the respective strengths of each business and by enhancing the derivatives business of NYSE Euronext and unlocking value in other business lines;
- The expectation that the combined company would create a global, multi-asset class platform with a broad suite of pre-trade and post-trade capabilities;
- The view that the combination would combine NYSE Euronext s global leadership in trading listed equity securities, strong reputation and established brand with ICE s culture of innovation, proven execution capabilities, and growth and customer orientation to create a diversified business model with larger market opportunities for the combined company;
- The view that the transaction would establish the combined company as a leading full-service marketplace for investors, traders and issuers worldwide with the ability to drive new product innovation and efficiencies;
- The expectation that the combination of ICE and NYSE Euronext would create an industry-leading provider of market data and related market information relied upon in U.S. markets and globally;
- The expectation that the combination will create substantial incremental efficiency and growth opportunities;

Regulatory/Market Structure

- The view that the transaction is expected to improve operational, cost and capital efficiencies for customers in implementing new regulatory requirements;
- The expectation that the combined company will result in an efficient clearing model that will support growth as interest rate markets recover, new interest rate products are developed and interest rate swap clearing develops;
- The view that a high-performance, integrated technology infrastructure will enhance market security while preserving the elements of market structure that are supportive to stability and market confidence;

Synergies

The expectation that the combination would result in, exclusive of potential revenue synergies, approximately $450 million in combined annual cost synergies within three years of closing, with approximately 80% of the expense synergies expected to be realized within two years of closing. These cost savings synergies include $150 million related to NYSE Euronext s current cost savings program, Project 14, as well as $150 million projected from the creation of business efficiencies in clearing, technology, and operations (including cost savings from the integration of Liffe Administration and Management s trading with the ICE Futures Europe platform) and other administrative spending and

Table of Contents

$150 million from rationalization of support functions and portfolio optimization synergies, including reduction of resources and elimination of the overlap in public company corporate, technology, real estate, and other similar function expenses borne by the two companies;

The expectation that the transaction will unlock significant value in view of the fact that ICE has successfully integrated a number of acquisitions in the last decade, with a track record of delivering on or exceeding synergy commitments;

The expectation that the transition of Liffe products currently cleared by Liffe Administration and Management and LCH.Clearnet to ICE Clear Europe will result in significant synergies and potential new growth opportunities, in view of ICE s proven clearing transition capabilities and successful launch of ICE Clear Europe in November 2008, transferring approximately 26.5 million contracts and over $16 billion in initial margin;

Merger Agreement

The view that the terms and conditions of the merger agreement and the transactions contemplated therein, including the representations, warranties, covenants, closing conditions and termination provisions, are comprehensive and favorable to completing the proposed transaction;

The expectation that the satisfaction of the conditions to completion of the transactions contemplated by the merger agreement is feasible during the second half of 2013;

Other Financial Considerations

The expectation that the transaction will provide strong operating leverage while preserving healthy levels of recurring revenues and will provide products that are expected to perform well in a rising or more volatile interest rate environment and an improved equity market environment;

The expectation that the strong cash flows and balance sheet of the combined company will support continued investments in growth initiatives while facilitating deleveraging post-close;

The expectation that the combined company would have a strong balance sheet and the ability to generate substantial cash flow to finance future expansion as well as to invest in improving and adding new technology, services and products for customers;

Implied Ownership

That the exchange ratio implied that existing ICE shareholders and former NYSE Euronext shareholders would hold approximately 64% and 36%, respectively, of the outstanding shares of ICE Group common stock after completion of the combination;

Opinion of Financial Advisor

The opinion of Morgan Stanley that, as of December 20, 2012 and based upon and subject to the assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of review undertaken by Morgan Stanley as set forth in its opinion, the consideration to be paid by ICE pursuant to the merger agreement dated December 20, 2012 was fair, from a financial point of view, to ICE;

Due Diligence

The scope of the due diligence investigation of NYSE Euronext conducted by ICE management and outside advisors, and the results of that investigation;

Recommendation by ICE Management

ICE management s recommendation in favor of the combination and the issuance of shares of ICE Group common stock in an amount sufficient to pay the aggregate stock portion of the NYSE Euronext merger consideration and to issue shares of ICE Group common stock as required under the merger agreement;

Governance

That the combined company would be led by a strong, experienced management team, including senior management of ICE and NYSE Euronext; Jeffrey C. Sprecher would continue as Chairman and CEO of the combined company, Charles A. Vice would continue as President and Chief Operating Officer and Scott A. Hill would continue as CFO; Duncan L. Niederauer, the current CEO of NYSE Euronext, would become President of the combined company and CEO of NYSE Group, Inc.;

That four members of the NYSE Euronext board of directors as of immediately prior to the combination would be added to the ICE Group board of directors;

Funding the Cash Portion of the NYSE Euronext Merger Consideration

That the cash portion of the NYSE Euronext merger consideration would be funded by a combination of cash on hand and existing ICE credit facilities; and

Familiarity with Businesses

Its knowledge of ICE s and NYSE Euronext s businesses, historical financial performance and condition, operations, properties, assets, regulatory issues, competitive positions, prospects and management, as well as its knowledge of the current and prospective environment in which ICE and NYSE Euronext operate, including the increasing consolidation in the industry.

The ICE board of directors also considered a variety of uncertainties and risks and other potentially negative factors concerning the merger agreement and the combination, including the following (not in any relative order of importance):

The risk that the combination with NYSE Euronext might not be completed in a timely manner or at all and the attendant adverse consequences for ICE s and NYSE Euronext s businesses as a result of the pendency of the combination and operational disruption;

The risk that regulatory, governmental or competition authorities might seek to impose conditions on or otherwise prevent or delay the combination, or impose restrictions or requirements on the operation of the businesses of the combined company after completion of the combination or regulatory changes that could impact NYSE Euronext s business on a stand-alone basis;

The risk that a number of regulatory and tax reforms are likely to affect the NYSE Euronext business in Europe, including regulatory capital requirements, non-discriminatory access to trading platforms and clearing houses, restrictions on high-frequency trading, access to indices and benchmark licenses, reforms to benchmarks and indices following the LIBOR manipulation investigations, widening of the market abuse regime, focus on money laundering and the proposed financial transactions tax;

The risk that NYSE Euronext stockholders fail to approve the transaction and/or ICE stockholders fail to approve the transaction and related matters;

The risk of adverse outcomes of pending or threatened litigation or government investigations with respect to NYSE Euronext, and the possibility that an adverse judgment for monetary damages could have a material adverse effect on the business or operations of NYSE Euronext, or of the combined company after the combination;

Table of Contents

The restrictions on the conduct of ICE s business prior to the completion of the combination, which restricts ICE from acquiring or agreeing to acquire any entity or assets which may delay or prevent the satisfaction of the conditions precedent to the transactions contemplated by the merger agreement (see The Merger Agreement Conditions to the Consummation of the Mergers);

The requirement that ICE pay NYSE Euronext a termination fee of either $100 million, $300 million, $450 million or $750 million under certain circumstances prompting the termination of the merger agreement (see The Merger Agreement Termination Fees Termination Fees Payable by ICE);

The risks associated with the occurrence of events which may materially and adversely affect the operations or financial condition of NYSE Euronext and its subsidiaries, which may not entitle ICE to terminate the merger agreement;

The risk that the potential benefits, savings and synergies of the combination may not be fully or partially achieved, or may not be achieved within the expected timeframe;

The challenges and difficulties relating to integrating the operations of ICE and NYSE Euronext;

The risk of diverting ICE management focus and resources from other strategic opportunities and from operational matters while working to implement the transaction with NYSE Euronext, and other potential disruption associated with combining and integrating the companies, and the potential effects of such diversion and disruption on the businesses and customer relationships of ICE and NYSE Euronext;

The risk that because the exchange ratio related to the stock portion of the NYSE Euronext merger consideration to be paid to NYSE Euronext shareholders is fixed, the value of the stock portion of the merger consideration to be paid by ICE Group could fluctuate between the original signing of the merger agreement and the completion of the transactions contemplated by the merger agreement;

The possibility that, without assuming the achievement of revenue synergies or improvements in the markets in which the combined company will operate, the combined company could have lower revenue and growth rates than each of the companies experienced historically;

The effects of general competitive, economic, political and market conditions and fluctuations on ICE, NYSE Euronext or the combined company; and

Various other risks associated with the combination and the businesses of ICE, NYSE Euronext and the combined company, some of which are described under Risk Factors.

The ICE board of directors concluded that the potentially negative factors associated with the combination were outweighed by the potential benefits that it expected ICE and its shareholders to achieve as a result of the combination. Accordingly, the ICE board of directors approved the merger agreement, the combination and the other transactions contemplated by the merger agreement.

The foregoing discussion of the information and factors considered by the ICE board of directors is not intended to be exhaustive, but includes the material factors considered by the ICE board of directors. In view of the variety of factors considered in connection with its evaluation of the combination, the ICE board of directors did not find it practicable to, and did not, quantify or otherwise assign relative weights to the specific factors considered in reaching its determination and recommendation. In addition, individual directors may have given different weights to different factors. The ICE board of directors did not undertake to make any specific determination as to whether any factor, or any particular aspect of any factor, supported or did not support its ultimate determination. The ICE board of directors based its recommendation on the totality of the information presented.

For the reasons set forth above and such other factors considered by the ICE board of directors, the ICE board of directors determined that the combination and the transactions contemplated by the merger agreement are consistent with, and will further, the business strategies and goals of ICE, and are in the best interests of ICE

Table of Contents

and the ICE stockholders and has approved and declared advisable the merger agreement and the transactions contemplated thereby, including the mergers, and recommends that ICE stockholders vote FOR the ICE Merger proposal and FOR the ICE Group Governance-Related proposals.

Opinion of Morgan Stanley, Financial Advisor to ICE

Morgan Stanley was retained by ICE to act as its financial advisor and provide a financial opinion in connection with the proposed acquisition of NYSE Euronext by ICE. The ICE board of directors selected Morgan Stanley to act as ICE s financial advisor based on Morgan Stanley s qualifications, experience and reputation and its knowledge of the business and affairs of ICE. On December 20, 2012, Morgan Stanley rendered its oral opinion, which was also confirmed in writing, to the ICE board of directors to the effect that, as of that date and based upon and subject to the assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of review undertaken by Morgan Stanley as set forth in its opinion, the consideration to be paid by ICE pursuant to the merger agreement dated December 20, 2012 was fair from a financial point of view to ICE.

In connection with delivering its opinion, Morgan Stanley reviewed a draft of the merger agreement entered into on December 20, 2012 (which we refer to as the original merger agreement) pursuant to which NYSE Euronext would have merged with and into Baseball Merger Sub, LLC, a direct, wholly owned subsidiary of ICE and upon which the merged entity would have been a wholly owned subsidiary of ICE (which we refer to as the original merger). As further described in Opinion of Perella Weinberg, Financial Advisor to NYSE Euronext, other than the substitution of shares of ICE Group common stock for shares of ICE common stock, the merger consideration that NYSE Euronext stockholders will receive in the transaction pursuant to the amended and restated merger agreement is the same as was contemplated in the original merger agreement. Accordingly, ICE did not request an opinion from Morgan Stanley with respect to the combination.

All references to the merger agreement and the consideration to be paid by ICE, when used in this discussion of Morgan Stanley s opinion, refer to the original merger agreement and such consideration to be paid by ICE pursuant to the original merger agreement, respectively.

The full text of Morgan Stanley s written opinion to the ICE board of directors dated December 20, 2012 is attached as Appendix D to this document and is incorporated into this document by reference in its entirety. Holders of shares of ICE common stock should read the opinion in its entirety for a discussion of the assumptions made, procedures followed, matters considered and qualifications and limitations on the review undertaken by Morgan Stanley in rendering the opinion. This summary is qualified in its entirety by reference to the full text of such opinion. Morgan Stanley s opinion was directed to the ICE board of directors (in its capacity as such) in connection with its consideration of the merger agreement dated December 20, 2012 and addressed only the fairness from a financial point of view to ICE of the consideration to be paid by ICE pursuant to such merger agreement as of the date of the opinion and did not address any other aspects of the original merger. In addition, Morgan Stanley s opinion did not in any manner address the prices at which shares of ICE common stock or NYSE Euronext common stock would trade at any time, or any compensation or compensation agreements arising from (or relating to) the original merger which benefit any officer, director or employee of NYSE Euronext, or any class of such persons. The opinion is addressed to the ICE board of directors and does not constitute a recommendation to any stockholder of either ICE or NYSE Euronext as to how to vote at any stockholders meeting to be held in connection with the transactions contemplated by the merger agreement or take any other action with respect to the transactions contemplated by the merger agreement.

In arriving at its opinion, Morgan Stanley, among other things:

- reviewed certain publicly available financial statements and other business and financial information of NYSE Euronext and ICE, respectively;

Table of Contents

reviewed certain internal financial statements and other financial and operating data concerning NYSE Euronext and ICE, respectively;

reviewed certain financial projections prepared by the managements of NYSE Euronext and ICE, respectively;

reviewed certain financial projections of NYSE Euronext based on certain publicly available research analysts financial forecasts that were reviewed by the management of NYSE Euronext and extrapolations from such forecasts as directed by the management of ICE;

reviewed information relating to certain strategic, financial and operational benefits anticipated from the original merger, prepared by the management of ICE;

discussed with senior executives of NYSE Euronext the past and current operations and financial condition and the prospects of NYSE Euronext, including information relating to certain strategic, financial and operational benefits anticipated from the original merger;

discussed with senior executives of ICE the past and current operations and financial condition and the prospects of ICE, including information relating to certain strategic, financial and operational benefits anticipated from the original merger;

reviewed the pro forma impact of the original merger on ICE s earnings per share, cash flow, consolidated capitalization and financial ratios taking into account information relating to certain strategic, financial and operational benefits anticipated from the original merger;

reviewed the reported prices and trading activity for NYSE Euronext common stock and ICE common stock;

compared the financial performance of NYSE Euronext and ICE and the prices and trading activity of NYSE Euronext common stock and ICE common stock with that of certain other publicly traded companies comparable with NYSE Euronext and ICE, respectively, and their securities;

reviewed the financial terms, to the extent publicly available, of certain comparable acquisition transactions;

participated in discussions and negotiations among representatives of NYSE Euronext and ICE and their financial and legal advisors;

reviewed a draft of the merger agreement dated December 19, 2012 and certain related documents; and

performed such other analyses, reviewed such other information and considered such other factors as Morgan Stanley deemed appropriate.

In reaching its opinion, Morgan Stanley also assumed and relied upon, without independent verification, the accuracy and completeness of the information that was publicly available or supplied or otherwise made available to Morgan Stanley by ICE and NYSE Euronext, and formed a substantial basis for its opinion. Morgan Stanley further relied upon the assurances of the respective managements of NYSE Euronext and ICE that they are not aware of any facts or circumstances that would make such information inaccurate or misleading. With respect to the financial projections, including information relating to certain strategic, financial and operational benefits anticipated from the original merger, Morgan

Stanley assumed that they were reasonably prepared on bases reflecting the best currently available estimates and judgments of the respective managements of ICE and NYSE Euronext of the future financial performance of each such company. In addition, Morgan Stanley assumed that the original merger would be consummated in accordance with the terms set forth in the form of merger agreement reviewed by Morgan Stanley without any waiver or amendment in any material respect of any terms or conditions and that the original merger will be treated as a tax-free reorganization pursuant to the U.S. Internal Revenue Code. Morgan Stanley assumed that in connection with the receipt of all necessary governmental, regulatory or other approvals and consents required for the original merger, no delays, limitations, conditions or restrictions would be imposed that would have a material adverse effect on the contemplated benefits expected to be derived in the original merger.

Table of Contents

Morgan Stanley is not a legal, tax or regulatory advisor. Morgan Stanley is a financial advisor only and relied upon, without independent verification, the assessments of ICE and NYSE Euronext and their respective advisors with respect to legal, tax and regulatory matters. Morgan Stanley expressed no opinion with respect to the fairness of the amount or nature of the compensation to any of NYSE Euronext s officers, directors or employees, or any class of such persons, relative to the consideration to be received by the holders of shares of NYSE Euronext common stock in the original merger. Morgan Stanley did not make any independent valuation or appraisal of the assets or liabilities of ICE or NYSE Euronext, nor was Morgan Stanley furnished with any such valuations or appraisals. Morgan Stanley s opinion was necessarily based on financial, economic, market and other conditions as in effect on, and the information made available to Morgan Stanley as of, the date of its opinion. Events occurring after the date of its opinion may affect Morgan Stanley s opinion and the assumptions used in preparing it, and Morgan Stanley did not assume any obligation to update, revise or reaffirm its opinion. Morgan Stanley s opinion was approved by a committee of Morgan Stanley investment banking and other professionals in accordance with its customary practice.

The following is a summary of the material financial analyses performed by Morgan Stanley in connection with preparation of its opinion to the ICE board of directors. **The financial analyses summarized below include information presented in tabular format. In order to understand fully the financial analyses used by Morgan Stanley, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. The analyses listed in the tables and described below must be considered as a whole. Assessing any portion of such analyses and of the factors reviewed, without considering all analyses and factors, could create a misleading or incomplete view of the process underlying Morgan Stanley s opinion.** For purposes of the financial analyses summarized below, the term implied price per share refers to the implied equity value per share for NYSE Euronext of $33.05 based on the 0.1703 exchange ratio, $11.27 per share and the closing price of ICE common stock of $127.90 per share as of December 14, 2012.

Latest 52 Week Trading Range and Historical Trading Ratios. Morgan Stanley reviewed the historical trading ranges of ICE common stock and NYSE Euronext common stock for the 52 weeks ended December 14, 2012. Morgan Stanley noted that, as of December 14, 2012, the closing prices of ICE common stock and NYSE Euronext common stock were $127.90 and $23.45 per share, respectively, and that, for the 52 weeks ended December 14, 2012, the low and high closing prices for ICE and NYSE Euronext were as follows:

Company	Low	High
ICE	$ 110.67	$ 142.75
NYSE Euronext	$ 22.25	$ 31.25

Further, when looked at from the perspective of the premium being paid by ICE for NYSE Euronext pursuant to the original merger based on the respective values of the two companies share prices as of December 14, 2012, such premium could be summarized as follows:

Reference Date/Period for NYSE Euronext Common Stock	NYSE Euronext Share Price for Such Date/Period	Implied Premium Based on $33.05 Offer Price as of 12/14/12
At 12/14/12	$ 23.45	40.9%
30-Day VWAP[1]	$ 23.30	41.9%
60-Day VWAP	$ 23.99	37.8%
90-Day VWAP	$ 24.51	34.9%
52-Week High	$ 31.25	5.8%

[1] The term VWAP refers to the volume-weighted average price during a reference period which is the weighted average prices at which the relevant share traded during such period relative to the volumes at which such shares traded at those prices.

Table of Contents

In a related analysis, Morgan Stanley also calculated the low and high historical trading ratios of closing prices of NYSE Euronext common stock to closing prices of ICE common stock for the three years ended December 14, 2012, which indicated an implied exchange ratio reference range of 0.174x to 0.347x, as compared to the 0.2581 exchange ratio provided for in the original merger (assuming an all-stock election at the relative trading values on such date).

Equity Research Stock Price Targets. Morgan Stanley also reviewed the stock price targets for ICE common stock and NYSE Euronext common stock prepared and published by equity research analysts. These targets reflected each analyst s estimate of the future public market trading price of ICE common stock and NYSE Euronext common stock. Based on its professional judgment and experience, Morgan Stanley discounted each estimate to present value assuming a cost of equity of 11% (in the case of NYSE Euronext) and 9% (in the case of ICE), which discount rates were based on the capital asset pricing model (which we refer to in this document as CAPM) using a market risk premium, a risk-free rate and betas for NYSE Euronext common stock and ICE common stock that were determined by Morgan Stanley using then-available information. While the public market trading price targets published by securities research analysts do not necessarily reflect current market trading prices for ICE common stock and NYSE Euronext common stock and these estimates are subject to uncertainties (including the future financial performance of ICE and NYSE Euronext and future financial market conditions), the results of this analysis can be summarized as follows:

Company	Range of Analysts Estimated Undiscounted Future Values	Discounted Present Value Range of such Analysts Estimates
ICE	$ 133-168	$ 122-154
NYSE Euronext	$ 23-$32	$ 21-$29

Selected Public Companies Analyses. Morgan Stanley further reviewed and compared, using publicly available information, certain future financial information for ICE and NYSE Euronext corresponding to future financial information, ratios and public market multiples of each of those companies and certain other publicly traded corporations. For purposes of this analysis and comparison, Morgan Stanley, based on its professional judgment and experience, identified publicly traded companies which it viewed as reasonably comparable or relevant for purposes of this analysis, within each of the following three categories: (a) companies that operate multi-asset class exchanges in developed markets, (b) companies that operate multi-asset class exchanges in emerging markets and (c) companies that operate derivatives exchanges:

Type of Company/Exchange	Company Names
Multi-Asset Class Exchanges Developed Markets	Deutsche Börse Group
	Singapore Exchange Ltd.
	ASX Limited
	London Stock Exchange Group plc
	Nasdaq OMX Group
	TMX Group Inc.

	Bolsas y Mercados Españoles
Multi-Asset Class Exchanges Emerging Markets	Hong Kong Exchanges and Clearing Ltd.
	Bolsa de Valores, Mercadorias & Futuros de São Paulo
	Bolsa Mexicana de Valores
	Bursa Malaysia Berhad
	Philippine Stock Exchange
	Warsaw Stock Exchange
	Hellenic Exchanges

Table of Contents

Type of Company/Exchange	Company Names
Derivatives Exchanges	CME Group Inc.
	Cetip S.A. Mercados Organizados
	CBOE Holdings
	Multi Commodity Exchange of India

No company utilized in the comparable company analysis is directly comparable to ICE or NYSE Euronext. In evaluating the selected companies, Morgan Stanley made judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond the control of ICE and NYSE Euronext, such as the impact of competition on the businesses of ICE and NYSE Euronext and on the industry generally, industry growth and the absence of any material adverse change in the financial condition and prospects of ICE, NYSE Euronext or the industry or in the financial markets in general, which could affect the public trading value of the companies selected for comparison. Additionally, mathematical analysis (such as determining the average or median) is not in itself a meaningful method of using selected company data.

When conducting its comparable company trading analysis for these purposes, Morgan Stanley analyzed the data for the above companies based on publicly reported information as compared to projected trading data for ICE and NYSE Euronext common stock from the various different perspectives based on the projections made available to it and described under the heading ICE Unaudited Prospective Financial Information.

Specifically, Morgan Stanley reviewed for comparative purposes the ratio of the aggregate value, defined as market capitalization plus total debt, preferred stock and minority interest less cash and financial investments, to calendar years 2013 and 2014 estimated EBITDA (and, in the case of NYSE Euronext s calendar year 2013 estimated adjusted EBITDA, adjusted for certain duplicate and one-time costs associated with the NYSE Euronext Project 14 transformational plan (as previously publicly disclosed by NYSE Euronext)). Based on publicly available research analysts estimates, the overall mean and median EBITDA multiples observed for the selected companies for calendar year 2013 were 8.5x and 7.5x for the Multi-Asset Class Exchanges Developed Markets, 12.7x and 11.8x for the Multi-Asset Class Exchanges Emerging Markets, and 9.6x and 8.2x for the Derivative Exchanges, and the overall mean and median EBITDA multiples observed for the selected companies for calendar year 2014 were 7.9x and 7.1x for the Multi-Asset Class Exchanges Developed Markets, 11.4x and 10.6x for the Multi-Asset Class Exchanges Emerging Markets, and 8.4x and 7.5x for the Derivative Exchanges. Based on its professional judgment and experience, Morgan Stanley applied representative ranges of financial multiples derived from the selected companies of 7.0x to 8.5x and 6.5x to 8.0x to NYSE Euronext s calendar years 2013 estimated adjusted EBITDA and 2014 estimated EBITDA, respectively, and 8.0x to 9.0x and 7.5x to 8.5x to ICE s calendar years 2013 and 2014 estimated EBITDA, respectively, in each case based on consensus Wall Street research analyst estimates (referred to as street consensus), and internal estimates of the managements of ICE and NYSE Euronext (referred to as management projections), including, in the case of NYSE Euronext, two sets of management projections reflecting alternative assumptions with respect to average daily trading volumes (referred to as volume growth projections and budget case projections).

Morgan Stanley also reviewed for comparative purposes the ratio of the price per share to calendar years 2013 and 2014 estimated earnings (in the case of NYSE Euronext s calendar year 2013 estimated earnings, adjusted for certain duplicate and one-time costs associated with the NYSE Euronext Project 14 IT transformational plan). Based on publicly available research analysts estimates, the overall mean and median earnings multiples observed for the selected companies for calendar year 2013 were 13.5x and 11.3x for the Multi-Asset Class Exchanges Developed Markets, 19.1x and 18.2x for the Multi-Asset Class Exchanges Emerging Markets, and 16.6x and 15.3x for the Derivative Exchanges, and the overall mean and median earnings multiples observed for the selected companies for calendar year 2014 were 12.3x and 11.4x for the Multi-Asset Class Exchanges Developed Markets, 17.1x and 16.0x for the Multi-Asset Class Exchanges Emerging

Table of Contents

Markets, and 14.5x and 13.4x for the Derivative Exchanges. Based on its professional judgment and experience, Morgan Stanley applied representative ranges of financial multiples derived from the selected companies of 10.0x to 13.0x and 9.0x to 11.0x to NYSE Euronext s calendar year 2013 estimated earnings and 2014 estimated earnings, respectively, and 15.0x to 16.0x and 13.5x to 14.5x to ICE s calendar years 2013 and 2014 estimated earnings, respectively, in each case based on the street consensus and management projections.

Further, Morgan Stanley conducted the above analyses for purposes of NYSE Euronext both including and excluding the impact of net cash flow synergies that were estimated by the senior management of ICE and NYSE Euronext to result from the original merger and provided to Morgan Stanley for the purpose of its analyses.

The results of the above selected companies analyses for each of ICE and NYSE Euronext can be summarized as follows:

ICE Comparable Company Trading Analysis. The selected companies analysis of ICE indicated approximate implied equity value per share reference ranges for ICE common stock as follows:

- $123 to $147 per share (utilizing ICE management projections and street consensus), as compared to ICE s closing stock price of $127.90 per share December 14, 2012.

NYSE Euronext Comparable Company Trading Analysis. The selected companies analysis of NYSE Euronext indicated approximate implied equity value per share reference ranges for NYSE Euronext common stock as follows:

without including estimated potential synergies from the original merger, from:

- $21 to $34 (utilizing NYSE Euronext management s volume growth projections, budget case projections and street consensus), and

including estimated potential synergies from the original merger, from:

- $28 to $42 (utilizing NYSE Euronext management s volume growth projections, budget case projections and street consensus),

in each case as compared to the $33.05 implied price per share to be paid in the original merger based on the closing prices of ICE and NYSE Euronext common stock as of December 14, 2012.

Selected Precedent Transactions Analysis and Premiums Paid. Morgan Stanley also reviewed the purchase prices paid in the following seven publicly announced selected exchange sector transactions based on publicly available information:

Transaction Announcement Date	Acquiror	Target
4/30/10	ICE	Climate Exchange plc
10/25/10	Singapore Exchange Ltd.	ASX Limited
2/9/11	London Stock Exchange	TMX Group
2/15/11	Deutsche Börse Group	NYSE Euronext
4/1/11	Nasdaq OMX Group/ICE	NYSE Euronext
5/15/11	Maple Group	TMX Group
11/22/11	Tokyo Stock Exchange	Osaka Securities Exchange

No company or transaction utilized in precedent transaction analyses is identical to ICE or NYSE Euronext or directly comparable to the proposed original merger involving ICE and NYSE Euronext. In evaluating the selected precedent transactions, Morgan Stanley made judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions and other matters,

many of which are beyond the control of ICE and NYSE Euronext, such as the impact of competition on the business of ICE and/or NYSE Euronext or the industry generally, industry growth and the absence of any material adverse change in the

Table of Contents

financial condition and prospects of ICE and/or NYSE Euronext or the industry or in the financial markets in general, which could affect the public trading value of the companies and the value of the transactions selected for comparison. Additionally, mathematical analysis (such as determining the average or median) is not in itself a meaningful method of using selected transaction data.

Based on publicly available information, the overall observed low, mean, median and high trailing 12-month EBITDA multiples were 10.0x, 11.7x, 11.0x and 16.2x, respectively, for the selected transactions. Based on its review of these selected transactions utilizing public filings and other publicly available information, and its professional judgment and experience, Morgan Stanley applied a representative range of financial multiples of trailing 12-month EBITDA of 10.0x to 11.5x derived from the selected transactions to NYSE Euronext s trailing 12-month adjusted EBITDA. The selected precedent transactions analysis of NYSE Euronext indicated an approximate implied equity value per share reference range for NYSE Euronext common stock of $34 to $41, as compared to the $33.05 implied price per share to be paid in the original merger based on the closing prices of ICE and NYSE Euronext common stock as of December 14, 2012.

Morgan Stanley also reviewed the purchase prices paid and calculated the ratio of purchaser price to trailing 12-month earnings in such selected precedent transactions. Based on publicly available information, the overall observed low, mean, median and high trailing 12-month earnings multiples were 16.2x, 19.9x, 19.7x and 25.4x, respectively, for the selected transactions. Based on its review of these selected transactions utilizing public filings and other publicly available information, and its professional judgment and experience, Morgan Stanley applied a representative range of financial multiples of trailing 12-month earnings of 18.0x to 20.0x derived from the selected transactions to NYSE Euronext s trailing 12-month adjusted earnings. The selected precedent transactions analysis of NYSE Euronext indicated an approximate implied equity value per share reference range for NYSE Euronext common stock of $36 to $39, as compared to the $33.05 implied price per share to be paid in the original merger based on the closing prices of ICE and NYSE Euronext common stock as of December 14, 2012.

Morgan Stanley further reviewed the premiums paid (or proposed to be paid) to the target companies unaffected stock prices (defined as the stock price four weeks prior to the earliest of the deal announcement, announcement of a competing bid or market rumors) for such selected precedent transactions. Based on publicly available information, the overall observed low, mean, median and high one-trading day premiums paid in such selected transactions were 14.4%, 32.8%, 32.4% and 50.0%, respectively. Morgan Stanley, based on its professional judgment and experience, applied a selected premium range of 35% to 45% to NYSE Euronext s closing stock price on December 14, 2012, which indicated an approximate implied equity value per share reference range for NYSE Euronext common stock of $32 to $34, as compared to the $33.05 implied price per share to be paid in the original merger based on the closing prices of ICE and NYSE Euronext common stock as of December 14, 2012.

Discounted Cash Flow Analysis. Morgan Stanley performed a discounted cash flow analysis of each of ICE and NYSE Euronext, which is designed to illustrate an implied value of a company by calculating the present value of the estimated future cash flows and terminal value of the company using a relevant discount rate determined by looking at comparable companies and projected cash flow growth of the relevant underlying company. Morgan Stanley calculated a range of implied equity values per share for ICE common stock and NYSE Euronext common stock based on estimates of future cash flows for calendar years 2013 through 2017 and the terminal year utilizing street consensus and management projections prepared by senior management for its own company. For purposes of these analyses, Morgan Stanley defined free cash flow as tax-affected earnings before interest and taxes plus depreciation and amortization and non-cash compensation less change in net working capital and capital expenditures.

ICE Discounted Cash Flow Analysis. In performing a discounted cash flow analysis of ICE, Morgan Stanley first calculated ICE s estimated unlevered free cash flows, based on tax-affected earnings before interest and taxes plus depreciation and amortization and non-cash compensation less change in net working capital and capital expenditures, and then calculated a terminal value for ICE by applying to ICE s terminal

Table of Contents

year estimated EBITDA for such businesses a selected range of EBITDA terminal value multiples of 8.0x to 9.0x. These values were then discounted to present value as of December 31, 2012 utilizing a range of discount rates of 8.0% to 10.0% and adjusted for gross debt and minority interests and less cash and short-term and long-term investments valued as of October 31, 2012. Morgan Stanley selected a range of discount rates of 8.0% to 10.0% based on the weighted average cost of capital calculated assuming a cost of equity of 8.9% based on CAPM and an estimated cost of debt of 4.0% weighted based upon the fully diluted market capitalization of 9.5 billion as of December 14, 2012 and gross debt of $850 million. This analysis indicated approximate implied equity value per share reference ranges for ICE common stock as follows:

- $149.34 to $182.65 (utilizing management projections and street consensus), as compared to ICE s closing stock price of $127.90 per share on December 14, 2012.

NYSE Euronext Discounted Cash Flow Analysis. In performing a discounted cash flow analysis of NYSE Euronext, Morgan Stanley first calculated NYSE Euronext s estimated unlevered free cash flows, based on tax-affected earnings before interest and taxes plus depreciation and amortization and non-cash compensation (assumed to be zero) less change in net working capital (assumed to be zero) and capital expenditures, and then calculated a terminal value for NYSE Euronext by applying to NYSE Euronext s terminal year estimated EBITDA a selected range of EBITDA terminal value multiples of 7.0x to 8.5x. These values were then discounted to present value as of December 31, 2012 utilizing a range of discount rates of 8.0% to 10.0% and adjusted gross debt and minority interests less cash and short-term investments valued as of September 30, 2012 and less equity method investments and investments at cost valued as of October 31, 2012. Morgan Stanley selected a range of discount rates of 8.0% to 10.0% based on the weighted average cost of capital calculated assuming a cost of equity of 11.0% based on CAPM and an estimated cost of debt of 4.0% weighted based upon the fully diluted market capitalization of $5.8 billion as of December 14, 2012 and gross debt of $2.5 billion. This analysis indicated approximate implied equity value per share reference ranges for NYSE Euronext common stock as follows:

without including estimated potential synergies from the original merger, from

- $29.94 to $39.81 (utilizing volume growth projections, budget case projections and street consensus), and

including estimated potential synergies from the original merger, from

- $36.93 to $48.79 (based on the volume growth projections, budget case projections and street consensus), as compared to the $33.05 implied price per share to be paid in the combination based on the closing prices of ICE and NYSE Euronext common stock as of December 14, 2012.

Update of the ICE Board of Directors and Delivery of Oral Opinion.

On December 19, 2012, Morgan Stanley orally provided the ICE board of directors with an update to the financial analyses described above based on ICE s closing stock price of $128.31 per share and NYSE Euronext s closing stock price of $24.05 per share, in each case as of December 19, 2012, which yielded an implied price per share for NYSE Euronext of $33.12. The difference between the December 14, 2012 and the December 19, 2012 closing stock prices of ICE and NYSE Euronext were not material for purposes of the financial analyses described above or Morgan Stanley s opinion that the consideration to be paid by ICE pursuant to the merger agreement dated December 20, 2012 was fair from a financial point of view to ICE.

On December 20, 2012, at a 6:30 a.m. (Eastern Time) meeting of the ICE board of directors, Morgan Stanley referred to the financial analyses that were the subject of the presentation prepared for the December 17, 2012 meeting of the ICE board of directors based on the closing stock prices of ICE and NYSE Euronext as of December 14, 2012 and the updated financial analyses provided orally at the December 19, 2012 meeting of the ICE board of directors based on the closing stock prices of ICE and NYSE Euronext as of December 19, 2012. At the December 20, 2012 meeting of the ICE board of directors, Morgan Stanley rendered its oral opinion, which was also confirmed in writing, to the ICE board of directors to the effect that, as of that date and based upon and

Table of Contents

subject to the assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of review undertaken by Morgan Stanley as set forth in its opinion, the consideration to be paid by ICE pursuant to the merger agreement dated December 20, 2012 was fair from a financial point of view to ICE.

General

Morgan Stanley performed a variety of financial and comparative analyses for purposes of rendering its opinion. The preparation of a financial opinion is a complex process and is not necessarily susceptible to a partial analysis or summary description. In arriving at its opinion, Morgan Stanley considered the results of all of its analyses as a whole and did not attribute any particular weight to any analysis or factor it considered. Morgan Stanley believes that selecting any portion of its analyses, without considering all analyses as a whole, would create an incomplete view of the process underlying its analyses and opinion. In addition, Morgan Stanley may have given various analyses and factors more or less weight than other analyses and factors, and may have deemed various assumptions more or less probable than other assumptions. As a result, the ranges of valuations resulting from any particular analysis described above should not be taken to be Morgan Stanley s view of the actual value of ICE or NYSE Euronext. In performing its analyses, Morgan Stanley made numerous assumptions with respect to industry performance, general business, regulatory, economic, market and financial conditions and other matters. Many of these assumptions are beyond the control of ICE and NYSE Euronext. Any estimates contained in Morgan Stanley s analyses are not necessarily indicative of future results or actual values, which may be significantly more or less favorable than those suggested by such estimates.

Morgan Stanley conducted the analyses described above in connection with its opinion to the ICE board of directors as to the fairness, as of the date of such opinion, from a financial point of view to ICE of the consideration to be paid by ICE pursuant to the merger agreement. These analyses do not purport to be appraisals or to reflect prices at which the ICE common stock or NYSE Euronext common stock might actually trade.

The consideration to be paid by ICE in the combination was determined through negotiations between ICE and NYSE Euronext and was approved by the ICE board of directors. Morgan Stanley acted as financial advisor to ICE during these negotiations. Morgan Stanley did not, however, recommend any specific consideration to ICE or that any specific consideration constituted the only appropriate consideration for the combination.

Morgan Stanley s opinion and its presentation to the ICE board of directors were one of many factors taken into consideration by the ICE board of directors in its evaluation of the proposed combination. Consequently, the analyses as described above should not be viewed as determinative of the opinion of the ICE board of directors with respect to the consideration to be paid by ICE in the combination or whether the ICE board of directors would have been willing to recommend a different merger consideration.

Morgan Stanley acted as financial advisor to ICE in connection with the combination and has received or will receive the following fees for serving in this capacity (a) $3 million upon the announcement of the combination and (b) an additional $18.5 million upon the consummation of the combination. In addition, if ICE receives any compensation from NYSE Euronext on the termination of the merger agreement pursuant to the termination provisions of that agreement, Morgan Stanley will be entitled to 12.5% of any such compensation (less the $3 million announcement fee, but capped at $21.5 million in total).

In addition to the fees described above, ICE also has agreed to reimburse Morgan Stanley for its expenses incurred in performing its services, including fees, disbursements and other charges of counsel. In addition, ICE has agreed to indemnify Morgan Stanley and its affiliates, their respective officers, directors, employees and agents and each person, if any, controlling Morgan Stanley or any of its affiliates against certain liabilities and expenses, including certain liabilities under the federal securities laws, related to or arising out of Morgan Stanley s engagement.

Morgan Stanley and its affiliates in the past have provided, currently are providing and in the future may provide investment banking and other financial services to ICE, NYSE Euronext and their respective affiliates,

Table of Contents

for which services Morgan Stanley and its affiliates have received and would expect to receive market compensation for such services, including acting as: (i) a member of a syndicate of bank lenders under ICE s $2.6 billion senior unsecured credit facilities in 2011; (ii) a financial advisor to ICE in connection with its acquisitions of Climate Exchange in 2010; (iii) joint bookrunner for NYSE Euronext s $850 million senior unsecured notes offering in 2012; (iv) a member of a syndicate of bank lenders under NYSE Euronext s $1.0 billion unsecured revolving credit facility in 2012 and (v) financial advisor to NYSE Euronext in connection with its proposed merger with Deutsche Börse Group in 2011. Since January 1, 2011, ICE paid Morgan Stanley aggregate fees of approximately $643,000 for such investment banking services provided to ICE unrelated to the combination, and NYSE Euronext paid Morgan Stanley aggregate fees of approximately $3.0 million for such investment banking services provided to NYSE Euronext.

Morgan Stanley is a global financial services firm engaged in the securities, investment management and individual wealth management businesses. Its securities business is engaged in securities underwriting, trading and brokerage activities, foreign exchange, commodities and derivatives trading, prime brokerage, as well as providing investment banking, financing and financial advisory services. Morgan Stanley, its affiliates, directors and officers may at any time invest on a principal basis or manage funds that invest, hold long or short positions, finance positions, and may trade or otherwise structure and effect transactions, for their own account or the accounts of its customers, in debt or equity securities or loans of ICE, NYSE Euronext or any other company, or any currency or commodity, that may be involved in this transaction, or any related derivative instrument.

NYSE Euronext Unaudited Prospective Financial Information

NYSE Euronext does not as a matter of course make public long-term projections as to future revenues, earnings or other results due to, among other reasons, the uncertainty and subjectivity of the underlying assumptions and estimates. However, NYSE Euronext is including this unaudited prospective financial information because it was made available to the NYSE Euronext board of directors, Perella Weinberg and ICE in connection with the evaluation of the signing of the original merger transaction. The inclusion of this information should not be regarded as an indication that any of NYSE Euronext, Perella Weinberg, ICE or any other recipient of this information considered, or now considers, it to be necessarily predictive of actual future results.

The unaudited prospective financial information was, in general, prepared solely for internal use and is subjective in many respects. In addition, the 2014 estimated data provided to ICE and Perella Weinberg were based on publicly available financial forecasts relating to NYSE Euronext published by Goldman, Sachs & Co. As a result, there can be no assurance that the prospective results will be realized or that actual results will not be significantly higher or lower than estimated. Since the unaudited prospective financial information covers multiple years, such information by its nature becomes less predictive with each successive year. NYSE Euronext stockholders and ICE stockholders are urged to review the SEC filings of NYSE Euronext for a description of risk factors with respect to the business of NYSE Euronext. See Cautionary Statement Regarding Forward-Looking Statements and Where You Can Find More Information. The unaudited prospective financial information was not prepared with a view toward public disclosure, nor was it prepared with a view toward compliance with published guidelines of the SEC, the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information, or GAAP. The independent public accounting firm of NYSE Euronext has neither examined nor compiled the accompanying prospective financial information for the purpose of its inclusion herein, and accordingly, the independent public accounting firm of NYSE Euronext does not provide any form of assurance with respect thereto for the purpose of this joint proxy statement/prospectus. The report of the independent registered public accounting firm of NYSE Euronext contained in the Annual Report of NYSE Euronext on Form 10-K for the year ended December 31, 2012, which is incorporated by reference into this document, relates to the historical financial information of NYSE Euronext. It does not extend to the unaudited prospective financial information and should not be read to do so. Furthermore, the unaudited prospective financial information does not take into account any circumstances or events occurring after the date it was prepared. The unaudited prospective financial information does not give effect to the combination.

Table of Contents

The following table presents selected unaudited prospective financial data for the fiscal years ending 2012 and 2013.

($ in millions)	2012E(1)	2013E(2)(3)	2014E(4)
EBITDA	$ 1,006	$ 1,040 1,126	$ 1,287
Adjusted EBITDA	$ 1,008	$ 1,090 1,176	
Net Income	$ 458	$ 491 548	$ 719

(1) 2012 estimates were provided in early December 2012 and have not been updated here to reflect additional information since that time.
(2) Range based on NYSE Euronext management assumptions of potential variance in average daily trading volumes.
(3) Based upon the assumptions and subject to the limitations described below, the management of NYSE Euronext estimated that, as of March 31, 2013, NYSE Euronext s net income (before merger transaction costs) would not be less than $491 million for the year ended December 31, 2013.
(4) 2014 estimated data are based on publicly available financial forecasts relating to NYSE Euronext published by Goldman, Sachs & Co., which forecasts did not include Adjusted EBITDA. EBITDA as presented in the Goldman, Sachs & Co. financial forecasts is calculated as income (loss) before taxes plus (1) depreciation and amortization expense and (2) net interest and investment loss, which is a different methodology than NYSE Euronext used for purposes of its unaudited prospective financial information.

For purposes of the unaudited prospective financial information that was prepared by NYSE Euronext and provided to Perella Weinberg and ICE and presented herein, EBITDA is calculated by taking NYSE Euronext s operating income and adding depreciation and amortization and combination expenses and exit costs, and Adjusted EBITDA is calculated by taking EBITDA and adding the amounts necessary to generate the benefits related to NYSE Euronext s cost savings program Project 14.

NYSE Euronext and ICE calculate certain non-GAAP financial metrics including EBITDA using different methodologies. Consequently, the financial metrics presented in each company s prospective financial information disclosures and in the sections of this document with respect to the opinions of the financial advisors to ICE and NYSE Euronext may not be directly comparable to one another.

In preparing the foregoing unaudited projected financial information, NYSE Euronext made a number of assumptions regarding, among other things, interest rates, foreign exchange rates, trading volumes, corporate financing activities, including amount and timing of the issuance of debt, NYSE Euronext common share price appreciation and the timing and amount of common share issuances, annual dividend levels, the amount of income taxes paid, and the amount of general and administrative costs.

No assurances can be given that the assumptions made in preparing the above unaudited prospective financial information will accurately reflect future conditions. The estimates and assumptions underlying the unaudited prospective financial information involve judgments with respect to, among other things, future economic, competitive, regulatory and financial market conditions and future business decisions which may not be realized and that are inherently subject to significant business, economic, competitive and regulatory uncertainties and contingencies, including, among others, risks and uncertainties described under Risk Factors and Cautionary Statement Regarding Forward-Looking Statements, beginning on pages 36, and 34, respectively, all of which are difficult to predict and many of which are beyond the control of ICE and/or NYSE Euronext and will be beyond the control of the combined company. There can be no assurance that the underlying assumptions will prove to be accurate or that the projected results will be realized, and actual results likely will differ, and may differ materially, from those reflected in the unaudited prospective financial information, whether or not the combination is completed.

In addition, although presented with numerical specificity, the above unaudited prospective financial information reflects numerous assumptions and estimates as to future events made by the management of NYSE Euronext that the management of NYSE Euronext believed were reasonable at the time the unaudited prospective financial information was prepared. The above unaudited prospective financial information does not give effect

Table of Contents

to the combination. ICE stockholders and NYSE Euronext stockholders are urged to review NYSE Euronext s most recent SEC filings for a description of NYSE Euronext s reported and anticipated results of operations and financial condition and capital resources during 2012, including Management s Discussion and Analysis of Financial Condition and Results of Operations in NYSE Euronext s Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated by reference into this document.

Readers of this document are cautioned not to place undue reliance on the unaudited prospective financial information set forth above. No representation is made by NYSE Euronext, ICE or any other person to any NYSE Euronext stockholder or any ICE shareholder regarding the ultimate performance of NYSE Euronext compared to the information included in the above unaudited prospective financial information. The inclusion of unaudited prospective financial information in this document should not be regarded as an indication that such prospective financial information will be an accurate prediction of future events, and such information should not be relied on as such.

NYSE EURONEXT DOES NOT INTEND TO UPDATE OR OTHERWISE REVISE THE ABOVE UNAUDITED PROSPECTIVE FINANCIAL INFORMATION TO REFLECT CIRCUMSTANCES EXISTING AFTER THE DATE WHEN MADE OR TO REFLECT THE OCCURRENCE OF FUTURE EVENTS, EVEN IN THE EVENT THAT ANY OR ALL OF THE ASSUMPTIONS UNDERLYING SUCH PROSPECTIVE FINANCIAL INFORMATION ARE NO LONGER APPROPRIATE, EXCEPT AS MAY BE REQUIRED BY APPLICABLE LAW.

ICE Unaudited Prospective Financial Information

ICE does not publicly disclose long-term projections as to future revenues, earnings or other results due to, among other reasons, the uncertainty and subjectivity of the underlying assumptions and estimates. As a result, ICE does not endorse the unaudited prospective financial information as a reliable indication of future results. ICE is including the limited unaudited prospective financial information in this document solely because it was among the financial information made available to the ICE board of directors and Morgan Stanley in connection with their evaluation of the original merger transaction. Certain of the unaudited prospective financial information was also made available to NYSE Euronext in connection with its evaluation of the signing of the original merger transaction. The unaudited prospective financial data presented below includes both projections prepared by ICE management for internal purposes and publicly available consensus estimates prepared by third party research analysts, in each case in the fourth quarter of 2012. ICE was not involved in the preparation of the third party estimates and has not verified and does not endorse any such financial information. Moreover, ICE s internally prepared unaudited prospective financial information was based on estimates and assumptions made by management in the fourth quarter of 2012 and speak only as of that time. In addition, the financial information was prepared for the limited purpose of consideration by ICE s board of directors in setting performance based compensation goals under ICE s annual performance based award plan, which are based on projected financial metrics designed to be more challenging to achieve. ICE reviews and updates is internal projections regularly and has revised its internal projections since December 2012. Except to the extent required by applicable law, ICE has no obligation to update prospective financial data included in this joint proxy statement/prospectus and, except as provided below, has not done so and does not intend to do so.

The inclusion of this information should not be regarded as an indication that any of ICE, Morgan Stanley, NYSE Euronext or any other recipient of this information considered, or now considers, it to be necessarily predictive of actual future results. There can be no assurance that the prospective results will be realized or that actual results will not be significantly higher or lower than estimated.

Since the unaudited prospective financial information covers multiple years, such information by its nature becomes less predictive with each successive year. ICE stockholders and NYSE Euronext stockholders are urged to review the SEC filings of ICE for a description of risk factors with respect to the business of ICE. See Cautionary Statement Regarding Forward-Looking Statements and Where You Can Find More Information. The unaudited prospective financial information was not prepared with a view toward public disclosure, nor was

Table of Contents

it prepared with a view toward compliance with published guidelines of the SEC, the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information, or GAAP. The independent registered public accounting firm of ICE has neither examined nor compiled the unaudited prospective financial information for the purpose of its inclusion herein, and accordingly, the independent registered public accounting firm of ICE does not provide any form of assurance with respect thereto for the purpose of this joint proxy statement/prospectus. The report of the independent registered public accounting firm of ICE contained in the Annual Report of ICE on Form 10-K for the year ended December 31, 2012, which is incorporated by reference into this document, relates to the historical financial information of ICE. It does not extend to the unaudited prospective financial information and should not be read to do so. Furthermore, the unaudited prospective financial information does not take into account any circumstances or events occurring after the date it was prepared. The unaudited prospective financial information does not give effect to the combination.

The following table presents a range of selected unaudited prospective financial data for the fiscal years ending 2012, 2013 and 2014.

	2012E	2013E(2)	2014E
($ in million)			
EBITDA(1)	$ 963 966	$ 1,050 1,075	$ 1,142 1,194
Net Income(1)	$ 552 557	$ 617 626	$ 684 703

(1) Ranges based on management projections and street consensus. NYSE Euronext was provided the low end of each range for purposes of its analysis.

(2) Based upon the assumptions and subject to the limitations described below, the management of ICE estimated that, as of March 31, 2013, ICE s net income (before merger transaction costs) would not be less than $617 million for the year ended December 31, 2013.

For purposes of the unaudited prospective financial information provided to Morgan Stanley and NYSE Euronext and presented herein, EBITDA is calculated as operating income plus depreciation and amortization expenses.

ICE and NYSE Euronext calculate certain non-GAAP financial metrics including EBITDA using different methodologies. Consequently, the financial metrics presented in each company s prospective financial information disclosures and in the sections of this document with respect to the opinions of the financial advisors to NYSE Euronext and ICE may not be directly comparable to one another.

Although presented with numerical specificity, the above unaudited prospective financial information reflects numerous assumptions and estimates as to future events made by the management of ICE. At the time the unaudited prospective financial information was prepared, ICE s management believed such assumptions and estimates were reasonable. In preparing the foregoing unaudited projected financial information, ICE made assumptions regarding, among other things, transaction volumes, interest rates, corporate financing activities, including amount and timing of the issuance of debt, ICE common share price appreciation and the timing and amount of common share issuances, annual dividend levels, the effective tax rate and the amount of ICE s income taxes, the amount of general and administrative costs and ICE s anticipated acquisition or disposition activities. For example, for purposes of ICE s 2013 earnings estimates, the management of ICE assumed a 9% increase in futures and options volumes over 2012 volumes, no further acquisitions or dispositions in 2013 and an effective tax rate of approximately 29%.

No assurances can be given that the assumptions made in preparing the above unaudited prospective financial information will accurately reflect future conditions. The estimates and assumptions underlying the unaudited prospective financial information involve judgments with respect to, among other things, future economic, competitive, regulatory and financial market conditions and future business decisions which may not be realized and that are inherently subject to significant business, economic, competitive and regulatory uncertainties and contingencies, including, among others, risks and uncertainties described under Risk Factors

Table of Contents

and Cautionary Statement Regarding Forward-Looking Statements, beginning on pages 36, and 34, respectively, all of which are difficult to predict and many of which are beyond the control of NYSE Euronext and/or ICE and will be beyond the control of the combined company. There can be no assurance that the underlying assumptions will prove to be accurate or that the projected results will be realized, and actual results likely will differ, and may differ materially, from those reflected in the unaudited prospective financial information, whether or not the combination is completed.

NYSE Euronext stockholders and ICE stockholders are urged to review ICE s most recent SEC filings for a description of ICE s reported and anticipated results of operations and financial condition and capital resources during 2012, including Management s Discussion and Analysis of Financial Condition and Results of Operations in ICE s Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated by reference into this document.

Readers of this document are cautioned not to place undue reliance on the unaudited prospective financial information set forth above. No representation is made by NYSE Euronext, ICE or any other person to any NYSE Euronext stockholder or any ICE shareholder regarding the ultimate performance of ICE compared to the information included in the above unaudited prospective financial information. The inclusion of unaudited prospective financial information in this document should not be regarded as an indication that such prospective financial information will be an accurate prediction of future events, and such information should not be relied on as such.

ICE DOES NOT INTEND TO UPDATE OR OTHERWISE REVISE THE ABOVE UNAUDITED PROSPECTIVE FINANCIAL INFORMATION TO REFLECT CIRCUMSTANCES EXISTING AFTER THE DATE WHEN MADE OR TO REFLECT THE OCCURRENCE OF FUTURE EVENTS, EVEN IN THE EVENT THAT ANY OR ALL OF THE ASSUMPTIONS UNDERLYING SUCH PROSPECTIVE FINANCIAL INFORMATION ARE NO LONGER APPROPRIATE, EXCEPT AS MAY BE REQUIRED BY LAW.

Management and Board of Directors of ICE Group After the Mergers

Upon completion of the mergers, Jeffrey C. Sprecher would continue as Chairman and CEO of ICE Group, Charles A. Vice would continue as President and Chief Operating Officer and Scott A. Hill would continue as CFO. Duncan L. Niederauer, the current CEO of NYSE Euronext, would become President of ICE Group and CEO of NYSE Group. In addition, the current directors of ICE and four members of the NYSE Euronext board as of immediately prior to the mergers would be added to the ICE Group board of directors, which would be expanded to 15 members. The remaining current directors and senior officers of ICE are expected to continue in their current positions following the completion of the mergers.

For additional information about the members of the ICE Group board of directors upon completion of the mergers, see Directors of ICE Group Following the Mergers.

Interests of NYSE Euronext Directors and Executive Officers in the NYSE Euronext Merger

NYSE Euronext s executive officers and directors have interests in the mergers that are different from, or in addition to, the interests of NYSE Euronext s stockholders. These interests include, but are not limited to, the treatment in the merger agreement of restricted stock units, stock options and other rights held by these executive officers and directors and the interests certain executive officers of NYSE Euronext have by reason of their respective employment agreements with NYSE Euronext, among other interests described below. The members of the NYSE Euronext board of directors were aware of and considered these interests, among other matters, when they approved the merger agreement and recommended that NYSE Euronext stockholders approve the NYSE Euronext Merger proposal.

Table of Contents

Treatment of Equity Awards

Each of NYSE Euronext s executive officers and non-employee directors holds vested and unvested equity awards. Upon the consummation of the NYSE Euronext merger, these equity awards will be treated as follows, as described in more detail in the section of this document entitled The Merger Agreement Effect of the NYSE Euronext Merger on NYSE Euronext Stock Options and Awards :

- each stock option and stock appreciation right denominated in shares of common stock of NYSE Euronext will be converted into a substantially equivalent stock option or stock appreciation right denominated in shares of common stock of ICE Group;

- time-vesting NYSE Euronext annual bonus restricted stock units granted prior to or after December 20, 2012 and time-vesting NYSE Euronext long-term incentive plan restricted stock units granted prior to December 20, 2012 will vest in full and become distributable while time-vesting long-term incentive plan restricted stock units granted after December 20, 2012 will be converted into substantially equivalent restricted stock units denominated in shares of common stock of ICE Group and will vest in full upon the third anniversary of the date of grant of the restricted stock unit or, if earlier, upon a termination without cause or a resignation for good reason after the closing (for this purpose, good reason has the meaning set forth in the applicable officer s employment agreement or, if no such agreement exists (or if such agreement does not provide for a good reason or similar definition), a reduction in base salary after the merger or a relocation of the officer s principal place of employment after the merger by more than 50 miles from the applicable officer s principal place of employment as of immediately prior to the NYSE Euronext merger, subject to the surviving company s right to cure such a reduction or relocation, as applicable, within 30 days after receipt of notice of such reduction or relocation from the officer); and

- performance criteria applicable to NYSE Euronext performance stock units granted prior to December 20, 2012 and held by Duncan L. Niederauer, NYSE Euronext s chief executive officer, will be deemed attained based on the value of the standard merger consideration, with the award converting into a substantially equivalent ICE Group stock unit award subject to the same time-vesting conditions in effect immediately prior to the NYSE Euronext merger, and performance criteria applicable to NYSE Euronext performance stock units granted after December 20, 2012 and held by Mr. Niederauer will be deemed attained based on the greater of target or actual performance as of the month ending prior to the month in which the NYSE Euronext merger occurs, with the award converting into a substantially equivalent ICE Group stock unit award subject to the same time-vesting conditions in effect immediately prior to the NYSE Euronext merger (upon a termination without cause or a resignation for good reason, in each case after the NYSE Euronext merger, a prorated percentage of the units vests as of the date of his termination or resignation equal to (x) the number of days from January 1 of the year of grant through the date of termination divided by (y) the number of days during the vesting period, multiplied by (z) 100, with the remaining percentage of the units forfeited).

Based upon equity award holdings as of March 1, 2013, the aggregate number of unvested annual bonus restricted stock units and unvested long-term incentive plan restricted stock units held by the executive officers is as follows: Mr. Niederauer: 427,312; Mr. Cerutti: 181,905; Mr. Geltzeiler: 146,132; Mr. Leibowitz: 203,832; Mr. Halvey: 200,995; Mr. Duranton: 141,257; and the one other executive officer: 0. For an estimate of the value of the single-trigger vesting of all such restricted stock units held by NYSE Euronext s named executive officers upon the consummation of the NYSE Euronext merger, see Change of Control Compensation for NYSE Euronext s Named Executive Officers below. None of NYSE Euronext s non-employee directors holds any unvested restricted stock units.

Based upon equity award holdings as of March 1, 2013, the target number of unvested performance stock units held by Mr. Niederauer is 201,684. For an estimate of the value of the double-trigger prorated vesting of such performance stock units upon a termination without cause or a resignation for good reason, upon or in connection with the NYSE Euronext merger see Change of Control Compensation for NYSE Euronext s Named Executive Officers below.

Table of Contents

Employment Agreements for Messrs. Niederauer, Leibowitz, Geltzeiler, Halvey and Duranton.

NYSE Euronext is party to employment agreements that provide change-of-control and severance benefits to Messrs. Niederauer, Leibowitz, Geltzeiler, Halvey, and Duranton upon termination of the executive s employment by NYSE Euronext without cause or by the executive for good reason (as such terms are defined below) within two years following (or, in the case of Mr. Duranton, in connection with) a change of control or, in the case of Mr. Niederauer, at any time during the term of his agreement. If, within two years following (or, in the case of Mr. Duranton, in connection with) a change of control of NYSE Euronext (which would include the NYSE Euronext merger), or, in the case of Mr. Niederauer, at any time during the term of his agreement, the executive s employment is terminated by NYSE Euronext or ICE without cause or the executive resigns for good reason, then the executive would be entitled to receive, subject to signing and not revoking a release:

- a prorated annual bonus for the year of termination, in an amount based on the achievement of the applicable performance metrics for such year, payable in a lump sum in cash by the Company at the time that annual bonuses are otherwise paid by the Company;
- severance in an amount equal to two times the sum of the executive s base salary and target bonus, payable in a lump sum in cash by the Company (subject to the 6-month delay under Section 409A of the Internal Revenue Code) within 45 days of the effective date of termination (and in no event discounted for the time value of money);
- health and life insurance benefits following such termination or resignation for two years;
- full vesting (as of the effective date of termination) of equity awards granted to the executive in connection with an annual bonus;
- vesting (as of the effective date of termination) of the next tranche of other equity awards subject to time-based vesting conditions, which for all such outstanding equity awards as of the date hereof is full vesting because all such awards are cliff vesting; and
- pro rata vesting of performance-based equity awards held by the executive (based on actual performance) at the time that such awards would otherwise vest absent the executive s termination.

Pursuant to the merger agreement, NYSE Euronext may amend Mr. Duranton s employment agreement to provide that a termination other than for cause or a resignation for good reason, in each case within two years following (rather than solely in connection with) a change in control, including the NYSE Euronext merger, would provide for a severance multiple of two.

In addition, except in the case of Mr. Niederauer, the employment agreements provide that the executive is entitled to a gross-up from the Company for any excise taxes triggered under Section 4999 of the Internal Revenue Code in connection with the payment of any change-of-control payments or benefits, except that if such payments do not exceed 110% of the maximum amount payable to the executive without triggering the excise tax, the executive s payments would be reduced to $5,000 less than such maximum amount. In the case of Mr. Niederauer, on March 26, 2012, the Company entered into an amended and restated employment agreement with Mr. Niederauer, pursuant to which Mr. Niederauer waived his right to the above-described gross-up included in his prior employment agreement and agreed to a better-off net after-tax cutback, whereby the amount of payments and benefits payable to Mr. Niederauer are reduced to $1,000 less than the maximum amount payable to him without triggering the excise tax if, after such reduction, Mr. Niederauer s payments would be greater on an after-tax basis than if no reduction applied and Mr. Niederauer received all payments and benefits and paid all excise taxes triggered under Section 4999 of the Internal Revenue Code with respect to such payments and benefits.

Good reason generally means the occurrence of any of the following events or actions that remains uncured by NYSE Euronext for 30 days after the executive s written notice: (i) a material reduction in the

Table of Contents

executive s base salary or target bonus (which generally means one or more reductions that, individually or in the aggregate, exceed five percent of the executive s highest base salary or target bonus, as the case may be); (ii) a relocation of the executive s principal office to more than 50 miles from New York, New York (or New York, NY, London or Paris for Mr. Duranton); (iii) a (material, in the case of Mr. Leibowitz) diminution of title or material diminution of authority, duties or responsibilities, or the assignment to the executive of titles, authorities, duties, or responsibilities that are materially inconsistent with the executive s title, authority, duties, or responsibilities; (iv) a change in reporting so that the executive does not report to, in the case of Mr. Niederauer, the board of directors of the resulting company, and in the cases of Messrs. Leibowitz, Geltzeiler, Halvey and Duranton, to the chief executive officer; (v) the failure by NYSE Euronext to obtain an assumption of its obligations under the employment agreement by the resulting company within 15 days after the effective date of the merger; (vi) a material breach by NYSE Euronext of the employment agreement; (vii) in the case of Mr. Niederauer, the failure to nominate him as a director in the first election following his removal from the board of directors; (viii) in the case of Mr. Duranton, his no longer being the most senior human resources officer of NYSE Euronext and its affiliates; or (ix) in the case of Mr. Halvey, his no longer being the sole and top legal officer of NYSE Euronext and its affiliates.

Employment Agreement for Dominique Cerutti.

The employment agreement between NYSE Euronext and Dominique Cerutti (president and deputy chief executive officer) provides that, upon a termination for any reason (excluding a resignation for any reason, a dismissal for gross or willful misconduct, or an agreed-upon termination) in connection with, in anticipation of, or within two years after a change of control (which would include the NYSE Euronext merger), Mr. Cerutti is entitled to receive:

- severance in an amount equal to 150% of the sum of his base salary and maximum annual bonus;
- cash payments from the Company in monthly installments in an amount equal to 50% of the sum of his base salary and maximum annual bonus as consideration for his compliance with the one-year post-termination non-competition and non-solicitation covenants of his employment agreement;
- equity awards granted in connection with an annual bonus and restricted stock units granted as part of his one-time 2009 bonus would fully vest as of the effective date of his termination;
- vesting (as of the effective date of termination) of the next tranche of other equity awards subject to time-based vesting conditions, which for all such outstanding equity awards as of the date hereof is full vesting because all such awards are cliff vesting; and
- pro rata vesting of performance-based equity awards held by the executive (based on actual performance) at the time that such awards would otherwise vest absent the executive s termination.

For an estimate of the value of the change-of-control and severance benefits that each of NYSE Euronext s named executive officers would be entitled to receive pursuant to his employment agreement upon termination of the executive s employment by NYSE Euronext without cause or by the executive for good reason within two years following (or, in the case of Mr. Duranton, in connection with) a change of control or, in the case of Mr. Niederauer, at any time during the term of his agreement, see Change of Control Compensation for NYSE Euronext s Named Executive Officers below.

Severance Upon Qualifying Termination of Employment of Claudia Crowley

Upon an involuntary termination of employment of Claudia Crowley other than for cause, she would, subject to her prior execution and non-revocation of a release of claims against NYSE Euronext and its affiliates, be entitled to receive 52 weeks of base salary and an amount in respect of the bonus for the year in which her termination of employment occurs (paid in equal installments in accordance with NYSE Euronext s payroll practices in effect from time to time), continued healthcare coverage at active employee rates for 52 weeks (and COBRA continuation thereafter) and outplacement benefits.

Table of Contents

Change of Control Compensation for NYSE Euronext s Named Executive Officers

The following table sets forth the amount of payments and benefits that each NYSE Euronext named executive officer would receive in connection with the NYSE Euronext merger that are based on or otherwise relate to the NYSE Euronext merger, assuming the consummation of the NYSE Euronext merger occurred on December 31, 2012 and the employment of the named executive officer is terminated other than for cause or the officer resigns for good reason, in each case on such date. The payments and benefits included in the table below are subject to a non-binding advisory vote of NYSE Euronext s shareholders, as described under NYSE Euronext Proposals Merger-Related Named Executive Officer Compensation Proposal. For additional details regarding the terms of the payments quantified below, see Interests of NYSE Euronext Directors and Executive Officers in the NYSE Euronext Merger.

Golden Parachute Compensation

Name	Cash[1]	Equity[2]	Pension/ NQDC	Perquisites/ Benefits[3]	Tax Reimbursement	Other	Total
Duncan L. Niederauer (Chief Executive Officer)	$ 13,552,198	$ 15,178,518	$ 0	$ 45,942	$ 0	$ 0	$ 28,776,658
Dominique Cerutti (President and Deputy Chief Executive Officer)	$ 5,424,466	$ 6,759,590	$ 0	$ 0	$ 0	$ 0	$ 12,184,056
Michael S. Geltzeiler (Group Executive Vice President and Chief Financial Officer)	$ 4,664,835	$ 4,705,670	$ 0	$ 44,514	$ 0	$ 0	$ 9,415,019
Lawrence E. Leibowitz (Chief Operating Officer)	$ 6,547,253	$ 6,326,973	$ 0	$ 35,335	$ 0	$ 0	$ 12,909,561
John K. Halvey (Group Executive Vice President and General Counsel)	$ 6,747,253	$ 6,200,146	$ 0	$ 44,514	$ 0	$ 0	$ 12,991,913
Philippe Duranton (Group Executive Vice President and Global Head of Human Resources)	$ 4,248,352	$ 4,567,323	$ 0	$ 44,514	$ 0	$ 0	$ 8,860,189

(1) Amount equals the sum of (i) the double-trigger cash severance provided to the executive under the terms of the executive s employment agreement upon a qualifying termination of employment, as described in the narrative disclosures above, in the following amounts: Mr. Niederauer: $13,000,000; Mr. Cerutti: $5,226,664; Mr. Geltzeiler: $4,500,000; Mr. Leibowitz: $6,300,000; Mr. Halvey: $6,500,000; and Mr. Duranton: $4,100,000; and (ii) an estimate of the double-trigger prorated short-term incentive award to which the executive may be entitled under the terms of the executive s employment agreement upon a qualifying termination of employment, as described in the narrative disclosures above, in the following amounts (which amounts assume that, absent such termination, the executive would have earned a short-term incentive award in an amount equal to the amount of the award that the executive earned for the prior year): Mr. Niederauer: $552,198; Mr. Cerutti: $197,802; Mr. Geltzeiler: $164,835; Mr. Leibowitz: $247,253; Mr. Halvey: $247,253; and Mr. Duranton: $148,352. In the case of Mr. Cerutti, the amount also includes $1,306,666 in compensation provided under his employment agreement upon a qualifying termination of employment in consideration of non-compete and non-solicit obligations for a period of one year following termination of his employment, as described in the narrative disclosures above. Each named executive officer would be entitled to receive cash severance and, other than Mr. Cerutti, a prorated short-term incentive award upon a qualifying termination of employment at any time during the term of his employment agreement, regardless of the occurrence of a change of control, provided that in the absence of the occurrence of a change of control, the severance multiple for Messrs. Geltzeiler, Leibowitz, Halvey and Duranton would be one and the severance multiple for Mr. Cerutti would be one-half (the severance multiple for Mr. Niederauer would remain the same).

(2) Amount equals the value of the single-trigger vesting (and double-trigger vesting for 2013 long-term incentive plan awards) of all unvested time-vesting restricted stock units held by the executive upon the consummation of the merger, as described in the narrative disclosures above, except that in the case of Mr. Niederauer, the amount equals the sum of

Table of Contents

(i) the value of the single-trigger vesting of all unvested time-vesting restricted stock units (other than his 2013 long-term incentive plan award) held by him upon the consummation of the merger ($11,376,473), and (ii) the value of the double-trigger prorated vesting of his 2013 long-term incentive plan award ($1,582,607) and his performance stock units ($2,219,438) upon a termination without cause or a resignation for good reason, as described in the narrative disclosures above. Stock value is based upon a March 1, 2013 closing price of $37.16. Mr. Niederauer would be entitled to receive full vesting of his 2013 long-term incentive plan award and prorated vesting of his performance stock units upon a qualifying termination of employment at any time during the term of his employment agreement, regardless of the occurrence of a change of control.

(3) Amount includes the double-trigger health and life insurance continuation benefits provided to the executive under the terms of the executive s employment agreement upon a qualifying termination of employment, as described in the narrative disclosures above. The amount reflected in the column assumes that the executive would not have become re-employed with another employer, thereby making him eligible for health care and/or life insurance benefits under such other employer s benefit plans. Each named executive officer (other than Mr. Cerutti) would be entitled to receive health and life insurance continuation benefits upon a qualifying termination of employment at any time during the term of his employment agreement, regardless of the occurrence of a change of control, provided that in the absence of the occurrence of a change of control, the continuation period for Messrs. Geltzeiler, Leibowitz, Halvey and Duranton would be one year (the continuation period for Mr. Niederauer would remain the same).

Regulatory Approvals Required for the Mergers

Competition and Antitrust

U.S. Antitrust Clearance

Under the HSR Act, and the rules promulgated thereunder by the FTC, the mergers may not be completed until notification and report forms have been filed with the FTC and the DOJ and the applicable waiting periods have expired. On January 16, 2013, ICE and NYSE Euronext each filed a notification and report form under the HSR Act with the FTC and the DOJ. The waiting period under the HSR Act expired on February 15, 2013.

European Competition Authorities

In the EU, the mergers are subject to the merger control jurisdiction of the national competition authorities in Portugal, Spain and the UK. On April 23, 2013, ICE and NYSE Euronext received notice of a referral of the mergers to the European Commission pursuant to Article 4(5) of Council Regulation (EC) No. 139/2004 (which is referred to in this document as the EU Merger Regulation), such that merger clearance is required from only the European Commission in the EU. ICE and NYSE Euronext submitted the request by means of a reasoned submission (on Form RS) to the European Commission on March 18, 2013. The national competition authorities of Portugal, Spain and the UK had 15 working days following receipt of the Form RS from the European Commission to object to the request. No such national competition authority objected to the request, therefore the European Commission accepted jurisdiction to review the mergers. ICE and NYSE Euronext intend to submit a notification (on Form CO) to the European Commission as promptly as practicable and expect to do so during the second quarter of 2013.

ICE and NYSE Euronext expect to submit a notification (Form CO) to the European Commission during the first half of 2013. The European Commission has 25 working days following receipt of a complete notification form to issue a decision declaring the mergers to be compatible with the EU Internal Market or to open an in-depth investigation. If the Commission initiates an in-depth investigation, it must issue a final decision as to whether or not the mergers are compatible with the Internal Market no later than 90 working days after the initiation of the in-depth investigation (although this period may be extended in certain circumstances).

Table of Contents

Waiting Periods

As of the date of this document, the applicable waiting period under the EU Merger Regulation has not expired or been terminated. The waiting period under the HSR Act expired on February 15, 2013. The parties believe that the mergers can be effected in compliance with all applicable antitrust laws. However, there can be no assurance that the governmental reviewing authorities will approve or clear the mergers at all or without restrictions or conditions. There also can be no assurance that a challenge to the completion of the mergers on antitrust grounds will not be made or that, if such a challenge were made, the parties would prevail or would not be required to accept certain conditions, possibly including certain divestitures, in order to complete the mergers.

Regulatory Authorities

Consummation of the mergers is subject to the receipt of various regulatory approvals, including from the SEC with respect to applications pursuant to Rule 19b-4 under the Exchange Act, the U.S. Commodity Futures Trading Commission, the Dutch Minister of Finance (with the advice of the Netherlands Authority for the Financial Markets (*Autoriteit Financiële Markten*) (the AFM)) or the AFM on behalf of the Dutch Minister of Finance with respect to various aspects of the transaction, the Dutch Central Bank, the Euronext College of Regulators, the French Banking Regulatory Authority (*Autorité de contrôle prudentiel*), the French Minister of the Economy, the U.K. Financial Conduct Authority (the FCA), the Belgian Financial Services and Markets Authority (*Autoriteit voor Financiële Diensten en Markten/Autorité des services et marchés financiers*) (FSMA), the Belgian Ministry of Finance, the Portuguese Minister of Finance and the Portuguese *Commisão do Mercado de Valores Mobiliários* (CMVM). See The Merger Agreement Conditions to the Consummation of the Mergers.

SEC Approvals

NYSE Euronext s subsidiaries, New York Stock Exchange, LLC, NYSE Arca, Inc. and, NYSE MKT LLC (formerly known as NYSE Amex LLC), are self-regulatory organizations registered as national securities exchanges pursuant to Section 6 of the Exchange Act, and, as such, they must comply with certain obligations under the Exchange Act. Pursuant to Section 19 of the Exchange Act and the related rules of the SEC, all changes in the rules of self-regulatory organizations must be submitted to the SEC for approval. For this purpose, rule changes include, in addition to rules regulating listings and market conduct, certain proposed amendments to the certificate of incorporation, bylaws or related documents of the self-regulatory organizations as well as those of their direct and indirect parent companies including NYSE Euronext and ICE Group. No proposed rule change can take effect unless approved by the SEC or otherwise permitted by Section 19 of the Exchange Act.

Under Section 19 of the Exchange Act, the text of the proposed rule change, together with a concise general statement of the statutory basis and the purpose of the change, must be submitted to the SEC. The SEC gives interested parties the opportunity to comment by publishing the proposal in the Federal Register. Comment letters typically are forwarded by the SEC to the self-regulatory organization for response. Within a period of 45 days of the publication of the proposed rule change (or a longer period of up to 90 days, if the SEC considers it appropriate), the SEC must either approve the proposal or institute proceedings to determine whether the proposed rule change should be disapproved. Such proceedings should be concluded within 180 days of the date of the publication of the proposed rule change, although the SEC may extend the deadline by another 60 days if necessary. The SEC will approve a proposed rule change if it finds that the change is consistent with the requirements of the Exchange Act and the rules and regulations under it. Self-regulatory organizations may consent to extensions of any of these periods and, as a practical matter, will generally do so while addressing any concerns raised by the SEC staff.

European Regulators

It is currently expected that a number of European regulatory approvals will be solicited or are required and a number of filings will be made in connection with the mergers, including (in alphabetical order by country name):

Table of Contents

Belgium

Declaration of non-objection to the intended change of ownership and control of Euronext Brussels S.A./N.V. by the FSMA within the 30-day period available to it pursuant to Article 19 of the Belgian Law of August 2, 2002 on the Supervision of the Financial Sector and on Financial Services (Belgian Law of August 2, 2002), or no prohibition regarding the intended change of ownership and control of Euronext Brussels S.A./N.V. by the FSMA within the 30-day period available to it pursuant to Article 19 of the Belgian Law of August 2, 2002; and

Confirmation by the Belgian Ministry of Finance for Euronext Brussels S.A./N.V. regarding the preservation of its status as regulated market and as a licensed market operator pursuant to Articles 3, 17 and 18 of the Belgian Law of August 2, 2002, or in the absence of such confirmation, no written notification from the Belgian Ministry of Finance to the contrary.

Euronext College of Regulators

Declaration of non-objection from the Euronext College of Regulators, as required pursuant to the Memorandum of Understanding between the members of the Euronext College of Regulators dated June 24, 2010.

France

Approval by the French Banking Regulatory Authority of the change of ownership and control of Euronext Paris S.A. in its capacity as a credit institution, pursuant to French Regulation 96-16 of the Comité de la Réglementation Bancaire et Financière; and

Approval by the French Minister of the Economy, upon the advice of the French Autorité des Marchés Financiers, of the change of ownership and control of Euronext Paris S.A. and, if required, BlueNext S.A. in their capacity as market operators, pursuant to Article L. 421-9 II of the French Monetary and Financial Code (Code monétaire et financier).

The Netherlands

Declaration of non-objection to ICE allowing ICE Group to indirectly acquire the shares in NYSE Euronext (International) B.V., NYSE Euronext (Holding) N.V., Euronext N.V. and Euronext Amsterdam N.V. by the Dutch Minister of Finance (with the advice of the AFM), pursuant to Section 5:32d of the Dutch Financial Supervision Act (*Wet op het financiëel toezicht*);

Confirmation, reissuance, renewal or amendment of the existing declarations of non-objection, if required by the Dutch Minister of Finance or the AFM on behalf of the Dutch Minister of Finance, as applicable, issued to NYSE Euronext, NYSE Euronext (International) B.V., NYSE Euronext (Holding) N.V. and Euronext N.V. by the Dutch Minister of Finance (with the advice of the AFM) pursuant to Section 5:32d of the Dutch Financial Supervision Act (*Wet op het financiëel toezicht*), in each case allowing the relevant entity to acquire or hold, indirectly or directly, as the case may be, the shares of NYSE Euronext (International) B.V., NYSE Euronext (Holding) N.V., Euronext N.V. and Euronext Amsterdam N.V. or indication that no such confirmation, reissuance, renewal or amendment is required by the Dutch Minister of Finance and the AFM; and

Review and approval of the NYSE Euronext merger by the Dutch Minister of Finance and the AFM and confirmation, reissuance, renewal or amendment of the existing exchange license granted to NYSE Euronext (International) B.V., NYSE Euronext (Holding) N.V., Euronext N.V. and Euronext Amsterdam N.V., by the Dutch Minister of Finance or the AFM, if required, pursuant to Sections 5:26 and 2:96 of the Dutch Financial Supervision Act (*Wet op het financiëel toezicht*), or indication that no such confirmation, reissuance, renewal, or amendment is required by the Dutch Minister of Finance and the AFM.

Table of Contents

Portugal

Explicit pre-approval by the Portuguese Minister of Finance of the change of ownership and control of Euronext Lisbon Sociedade Gestora de Mercados Regulamentados, S.A. (Euronext Lisbon) upon an opinion of the CMVM, pursuant to Decree-law n° 357-C/2007 of October 31, 2007, as amended;

Pre-notification to the CMVM regarding the acquisition of a direct or indirect qualifying holding in Euronext Lisbon and Interbolsa, S.A. and lapse of the statutory period without a decision being taken or declaration of non-objection by the CMVM, each pursuant to Decree-law n° 357-C/2007 of October 31, 2007, as amended; and

Approval of the mergers by the Autoridade da Concorrência under Law No. 19/2012, jurisdiction to decide the matter is declined by the Autoridade da Concorrência or expiration of all applicable waiting periods without a decision being taken by the Autoridade da Concorrência if jurisdiction is not referred to the European Commission following a request made pursuant to Article 4(5) or Article 22 of the EU Merger Regulation.

Spain

Approval of the mergers by the *Comisión Nacional de la Competencia* under Law No. 15/2007 or confirmation from the *Comisión Nacional de la Competencia* that Law No. 15/2007 does not apply to the transaction or expiration of all applicable waiting periods without a decision being taken by the Comisión Nacional de la Competencia if jurisdiction is not referred to the European Commission following a request made pursuant to Article 4(5) or Article 22 of the EU Merger Regulation.

Switzerland

The Swiss Financial Market Supervisory Authority will have to be informed by ICE about the NYSE Euronext merger for the following entities which are all authorised foreign exchanges under Swiss law:

NYSE Euronext Amsterdam, Amsterdam

NYSE Euronext Brussels, Bruxelles

NYSE Euronext Liffe, London

NYSE Euronext Lisbon, Lisbon

NYSE Euronext Paris, Paris Cedex 01

NYSE Liffe US LLC, New York

ICE Futures Canada, Inc. Winnipeg

ICE Futures Europe, London

ICE Futures U.S., Inc. New York

United Kingdom of Great Britain and Northern Ireland

Approval of the FCA in respect of the change of ownership and control of LIFFE Administration and Management and, if required, NYSE Liffe US LLC;

Approval of the FCA in respect of the change of ownership and control of Liffe Services Limited, Smartpool Trading Limited and Fix City Limited; and

Approval of the mergers by the Office of Fair Trading or Competition Commission under the Enterprise Act 2002 or jurisdiction to decide the matter is declined by the Office of Fair Trading or Competition Commission if jurisdiction is not referred to the European Commission following a request made pursuant to Article 4(5) or Article 22 of the EU Merger Regulation.

Table of Contents

Regulators of Non-European Countries

In addition, it is currently expected that a number of regulatory approvals in other countries will be solicited and a number of filings will be made in connection with the mergers, including (in alphabetical order by country name):

Brazil

Notification to the Brazilian *Comissão de Valores Mobiliários* regarding the mergers.

Hong Kong

Notification to the Hong Kong Securities and Futures Commission of any material changes to LIFFE Administration and Management s business.

Japan

Notification to the Japanese Ministry of Finance of any material changes to LIFFE Administration and Management s business.

Qatar

Approval of any change of control of Qatar Exchange (NYSE Euronext 12% subsidiary) by the Qatar Financial Markets Authority / Qatar Financial Center Regulatory Authority, if required.

Singapore

Notification to the Monetary Authority of Singapore of a change of control regarding LIFFE Administration and Management.

Taiwan

Notification to the Taiwan Securities and Futures Bureau of any material changes to LIFFE Administration and Management s business in Taiwan.

United States

Approval of FINRA under NASD Rule 1017 for a change in control in Archipelago Trading Services LLC and Archipelago Securities, Inc.;

Notification to the CFTC for change of control of NYSE Liffe U.S., LLC as a designated contract market; and

Approval of CFTC for change of control of New York Portfolio Clearing as a derivatives clearing organization.

Regulators of ICE and its Subsidiaries

The consummation of the mergers would involve ICE Group becoming a new controlling entity of ICE and its regulated and licensed subsidiaries. Approvals, consents and declarations of non-objection from the relevant regulatory authorities in respect of such entities will have to be obtained prior to the consummation of the mergers.

Table of Contents

Stock Exchange Listing

The shares of ICE Group s common stock to be issued in the mergers as the stock portion of the merger consideration in the NYSE Euronext merger and the consideration in the ICE merger, as well as such other shares of ICE Group common stock to be reserved for issuance in connection with the mergers, must be approved for listing on the New York Stock Exchange, subject to the official notice of issuance.

Commitment to Obtain Approvals

ICE, ICE Group and NYSE Euronext have agreed to use reasonable best efforts to obtain as promptly as practicable all consents and approvals of any governmental authority, self-regulatory organization or any other third party necessary or advisable in connection with the mergers, subject to limitations as set forth in the merger agreement. See The Merger Agreement Reasonable Best Efforts; Regulatory Filings and Other Actions.

General

While ICE, ICE Group and NYSE Euronext believe that they will receive the requisite regulatory approvals for the mergers, there can be no assurances regarding the timing of the approvals, their ability to obtain the approvals on satisfactory terms or the absence of litigation challenging these approvals. There can likewise be no assurance that U.S. federal, state or non-U.S. regulatory authorities will not attempt to challenge the mergers on antitrust grounds or for other reasons, or, if a challenge is made, as to the results of the challenge. ICE s, ICE Group s and NYSE Euronext s obligation to complete the mergers is conditioned upon the receipt of certain approvals from the SEC, U.S. federal and state governmental authorities, the European Commission, other European regulators and other governmental authorities. See The Merger Agreement Conditions to the Consummation of the Mergers.

Accounting Treatment

ICE prepares its financial statements in accordance with U.S. GAAP. The accounting guidance for business combinations, referred to as ASC 805, requires the use of the acquisition method of accounting for the mergers, which requires the determination of the acquirer, the purchase price, the acquisition date, the fair value of assets and liabilities of the acquiree and the measurement of goodwill.

ICE s management has determined that ICE will be the accounting acquiror in the mergers based on detailed analysis of relevant U.S. GAAP guidance. Consequently, ICE will allocate the purchase price to the fair value of NYSE Euronext s tangible and identifiable intangible assets acquired and liabilities assumed based on their respective fair values at the date of the completion of the mergers, with any excess of the purchase price over those fair values being recorded as goodwill. The purchase price will be based on the fair value of the consideration given, which will be equal to the cash and the market value of ICE Group common stock (based on the closing price per share of ICE common stock on the closing date of the mergers) issued in connection with the mergers. Identified intangibles will be amortized over their estimated lives. Under the acquisition method of accounting, goodwill is not amortized but is tested for impairment at least annually.

The accounting results of NYSE Euronext will be included in the operating results of ICE Group beginning from the date of completion of the mergers. The recorded assets and liabilities of ICE will be carried forward at their recorded amounts and the historical operating results will be unchanged for the prior periods being reported on. Upon consummation of the mergers, the historical financial statements will reflect only the operations and financial condition of ICE.

Public Trading Markets

ICE common stock is listed and trades on the New York Stock Exchange under the symbol ICE. NYSE Euronext common stock is dually listed and trades on the New York Stock Exchange and Euronext Paris under the symbol NYX.

Table of Contents

ICE and ICE Group have agreed to use their reasonable best efforts to cause the shares of ICE Group common stock to be issued in connection with the mergers and shares of ICE Group common stock to be reserved upon exercise of options to purchase ICE Group common stock to be listed on the New York Stock Exchange, subject to official notice of issuance, prior to the effective times of the ICE merger. Additionally, the effectiveness of the registration statement of which this joint proxy statement/prospectus forms a part, for the ICE Group common stock is a condition to the completion of the mergers. It is expected that, following the mergers, ICE Group common stock will trade on the New York Stock Exchange under ICE s current ticker symbol, ICE, and that ICE common stock will be delisted and deregistered under the Exchange Act and will cease to be publicly traded.

If the NYSE Euronext merger is completed, NYSE Euronext common stock will be delisted from the New York Stock Exchange and Euronext Paris and deregistered under the Exchange Act and will cease to be publicly traded.

Resale of ICE Group Common Stock

All shares of ICE Group common stock received by ICE and NYSE Euronext stockholders as consideration in the mergers will be freely tradable for purposes of the Securities Act of 1933, as amended (the Securities Act), except for shares of ICE Group common stock received by any person who is deemed an affiliate of ICE or NYSE Euronext at the time of the applicable special meeting. Securities held by an affiliate of ICE Group may be resold or otherwise transferred without registration in compliance with the volume limitations, manner of sale requirements, notice requirements and other requirements under Rule 144 or as otherwise permitted under the Securities Act. This document does not cover resales of shares of ICE Group common stock received upon completion of the mergers by any person who is deemed an affiliate of ICE or NYSE Euronext, and no person is authorized to make any use of this document in connection with any resale.

The Clearing Services Agreement

ICE Clear Europe and Liffe Administration and Management entered into the clearing services agreement on December 20, 2012. Under the terms of the clearing services agreement, Liffe Administration and Management appointed ICE Clear Europe as the exclusive provider of central counterparty clearing services for all of its existing derivatives products traded on the London International Financial Futures and Options Exchange (LIFFE) and ICE Clear Europe appointed Liffe Administration and Management to provide financial intermediary services in respect of the clearing of trades in LIFFE s existing products. The clearing services agreement sets forth the payment terms for the provision of each party s services to the other, including the terms for clearing existing LIFFE products and any covered new LIFFE products. For clearing existing LIFFE products, ICE Clear will, in general, be paid a fixed fee, which is set to approximate ICE Clear s current costs, plus an applicable margin. Liffe Administration and Management may request ICE Clear to provide clearing services for new LIFFE products. In such instances, ICE Clear will, in general, be paid its clearing costs plus a margin for any additional services. Liffe Administration and Management will be paid a fee for the services it provides. The clearing services are expected to commence on July 1, 2013, subject to the receipt of applicable regulatory approvals and the satisfaction of certain conditions. The clearing services agreement will terminate upon the occurrence of certain events specified in the agreement, including suspension for a defined period of time of the clearing services to be provided by ICE Clear Europe and other events of default by either party, and may be terminated by either party following applicable notice periods. In certain circumstances relating to a change in control of Liffe Administration and Management or NYSE Euronext, certain aspects of the agreement relating to the economic returns to each party, certain governance provisions, and the terms governing the notice required to terminate the agreement, among other provisions, will be amended. As discussed above, the clearing services agreement was considered necessary by Liffe Administration and Management due to expectations that, post-announcement, customers and other stakeholders would no longer support the continued build of Liffe Administration and Management s proprietary clearing house given that they would expect clearing to transition to ICE post-closing.

Table of Contents

To ensure security of clearing for Liffe Administration and Management, the clearing services agreement must survive termination of the proposed mergers; however, ICE and NYSE Euronext believe that the provision of clearing services by ICE Clear Europe to Liffe Administration and Management will be beneficial to the businesses of both Liffe Administration and Management and ICE Clear Europe even if the mergers are not consummated. The clearing services agreement will be effective and the provision of clearing services by ICE Clear will commence irrespective of the status of the transactions contemplated by the merger agreement.

For additional information, see the Clearing and Financial Intermediary Services Agreement by and between ICE Clear Europe and Liffe Administration and Management filed as Exhibit 10.38 to the ICE Annual Report on Form 10-K for the year ending December 31, 2012 and as Exhibit 10.4 to the NYSE Euronext Annual Report on Form 10-K for the year ending December 31, 2012, and the summary of material terms of the agreement included in the Current Reports on Form 8-K filed by each of ICE and NYSE Euronext on December 27, 2012.

Potential Initial Public Offering of the Euronext Businesses

ICE has not made definitive plans to separate Euronext from the combined company but expects to pursue such a separation after the closing of the mergers. ICE believes that there are certain compelling reasons to consider an initial public offering, or IPO, of Euronext and may pursue an IPO after the mergers are completed. Any Euronext IPO would include all of the continental European cash equity platforms (as well as the derivatives traded on them) but would not include the derivatives businesses of Liffe Administration and Management. ICE believes that an IPO of Euronext may better serve Euronext s markets if Euronext were to be managed independently by a team focused on growth and acquisition opportunities in continental Europe. ICE believes that the potential IPO may enable Euronext s businesses to maximize their opportunities for growth and profitability, and allow Euronext to pursue more effectively a strategy to expand its operations in European countries through consolidation. For a discussion of the risks related to the potential IPO of Euronext, see Risk Factors.

With respect to the remaining businesses of NYSE Euronext, upon completion of the mergers, ICE intends to continue operating these businesses (other than Liffe Administration and Management) in the same decentralized manner NYSE Euronext currently operates its businesses, although ICE Group would retain responsibility for matters affecting the combined entity, such as technology, finance and global strategy. Subject to regulatory approval, following the closing of the mergers, ICE anticipates commencing a transition of the derivatives businesses of Liffe Administration and Management to ICE Futures Europe. Following the completion of such transition, ICE will evaluate market conditions and other relevant factors in order to determine whether to separate the remaining Euronext businesses as discussed above. In its ongoing negotiations with the Euronext College of Regulators, ICE seeks to have the extraction and transition of the Liffe Administration and Management derivatives businesses excluded from the scope of the undertakings and governance provisions that ICE Group will have to adopt as a condition of regulatory approval of the mergers, so that ICE Group can commence such transition without having to seek approval from the Euronext College of Regulators. This extraction and transition of the Liffe Administration and Management derivatives businesses would, however, be subject to regulatory approval in the United Kingdom.

Table of Contents

THE MERGER AGREEMENT

This section describes the material terms of the merger agreement, which was originally executed on December 20, 2012 and was amended and restated on March 19, 2013. The description in this section and elsewhere in this joint proxy statement/prospectus is qualified in its entirety by reference to the complete text of the merger agreement, a copy of which is attached as Appendix A and is incorporated by reference into this joint proxy statement/prospectus. This summary does not purport to be complete and may not contain all of the information about the merger agreement that is important to you. You are encouraged to read the merger agreement carefully and in its entirety.

Explanatory Note Regarding the Merger Agreement

The merger agreement and this summary are included solely to provide you with information regarding the terms of the merger agreement. Factual disclosures about NYSE Euronext and ICE contained in this joint proxy statement/prospectus or in NYSE Euronext s or ICE s public reports filed with the SEC, as applicable, may supplement, update or modify the factual disclosures about NYSE Euronext or ICE contained in the merger agreement. The representations, warranties and covenants made in the merger agreement by NYSE Euronext, ICE, ICE Group, Braves Merger Sub and Baseball Merger Sub were made solely for the purposes of the merger agreement and as of specific dates and were qualified and subject to important limitations agreed to by NYSE Euronext, ICE, ICE Group, Braves Merger Sub and Baseball Merger Sub in connection with negotiating the terms of the merger agreement. In particular, in your review of the representations and warranties contained in the merger agreement and described in this summary, it is important to bear in mind that the representations and warranties were negotiated with the principal purposes of establishing the circumstances in which a party to the merger agreement may have the right not to consummate the mergers if the representations and warranties of the other party prove to be untrue due to a change in circumstance or otherwise, and allocating risk between the parties to the merger agreement, rather than establishing matters as facts. The representations and warranties may also be subject to a contractual standard of materiality different from those generally applicable to stockholders and reports and documents filed with the SEC, and in some cases were qualified by the matters contained in the respective disclosure letters that NYSE Euronext and ICE delivered to each other in connection with the merger agreement, which disclosures were not included in the merger agreement attached to this joint proxy statement/prospectus as Appendix A. Moreover, information concerning the subject matter of the representations and warranties may have changed since the date of the merger agreement. Accordingly, the representations and warranties and other provisions of the merger agreement should not be read alone, but instead should be read together with the information provided elsewhere in this joint proxy statement/prospectus, the documents incorporated by reference into this joint proxy statement/prospectus, and reports, statements and filings that NYSE Euronext and ICE file with the SEC from time to time. See the section entitled Where You Can Find More Information.

The Mergers

Pursuant to the merger agreement, ICE will acquire NYSE Euronext under a newly formed holding company, ICE Group. In a series of merger transactions, Braves Merger Sub will merge with and into ICE (the ICE merger) and, following the ICE merger, NYSE Euronext will merge with and into Baseball Merger Sub. In the event that certain legal opinions that are a condition to each party s obligation to consummate the mergers cannot be obtained, the merger agreement provides that the NYSE Euronext merger will be restructured such that Baseball Merger Sub will merge with and into NYSE Euronext (in either case, the NYSE Euronext merger). Following the ICE merger and the NYSE Euronext merger (together, the mergers), each of ICE and NYSE Euronext will be direct wholly owned subsidiaries of ICE Group and the former ICE and NYSE Euronext stockholders will become holders of shares of ICE Group common stock. Following the completion of the mergers, ICE Group s common stock is expected to be listed for trading on the New York Stock Exchange under ICE s current ticker symbol, ICE , and NYSE Euronext common stock will be delisted from the New York Stock Exchange and Euronext Paris, deregistered under the Exchange Act and cease to be publicly traded. ICE

Table of Contents

common stock will be delisted from the New York Stock Exchange, deregistered under the Exchange Act and cease to be publicly traded.

Closing and Effective Times of the Mergers

Unless otherwise mutually agreed to by ICE and NYSE Euronext, the closing of the mergers will take place on a date to be specified by the parties to the merger agreement, which may be no later than the fourth business day following the day on which the last of the conditions to consummate the merger (described under Conditions to the Consummation of the Mergers) have been satisfied or waived (other than those conditions that by their terms are to be satisfied at the closing of the mergers, but subject to the satisfaction or waiver of those conditions).

Assuming timely satisfaction of the necessary closing conditions, the closing of the mergers is expected to occur in the second half of 2013. The ICE merger will become effective upon ICE filing a certificate of merger with the Secretary of State of the State of Delaware and, shortly thereafter, the NYSE Euronext merger will become effective upon Baseball Merger Sub (or, if the NYSE Merger has been restructured, NYSE Euronext) filing a certificate of merger with the Secretary of State of the State of Delaware (or, with respect to each merger, at such later time as NYSE Euronext and ICE may agree and specify in the respective certificate of merger, provided that the NYSE Euronext merger will not become effective until after the effective time of the ICE merger).

Effect of the ICE Merger on Shares of ICE Common Stock and Shares of Braves Merger Sub

In the ICE merger, each share of ICE common stock, and any fractions thereof, owned by an ICE stockholder (except for certain shares held by ICE or Braves Merger Sub) will be converted into one share of ICE Group common stock, or a corresponding fraction thereof.

It is anticipated that ICE stockholders and NYSE Euronext stockholders, in each case as of immediately prior to the mergers, will hold approximately 64% and 36%, respectively, of the issued and outstanding shares of ICE Group common stock immediately after completion of the mergers, in each case as determined on a fully-diluted basis and without giving effect to any shares of ICE common stock held by NYSE Euronext stockholders prior to the merger. If the ICE merger is completed, it is currently estimated that payment of the ICE merger consideration will require ICE Group to issue or reserve for issuance approximately 74.8 million shares of ICE Group common stock to ICE stockholders and approximately 42.5 million shares of ICE Group common stock to NYSE Euronext stockholders.

Each share of Braves Merger Sub common stock outstanding immediately prior to the effective time of the Braves merger will be converted into one share of ICE common stock, which will be held by ICE Group.

If, prior to the effective time of the ICE merger, the outstanding shares of NYSE Euronext common stock or ICE common stock will have been changed into a different number of shares or a different class, by reason of any stock dividend, subdivision, reclassification, recapitalization, split, combination or exchange of shares, or any similar event which will have occurred, then the merger consideration will be appropriately and proportionately adjusted to provide to ICE stockholders the same economic effect as contemplated by the merger agreement prior to such event.

Effect of the ICE Merger on ICE Stock Options and Awards

At the effective time of the ICE merger, each ICE option to purchase shares of ICE common stock granted under the employee and director stock plans of ICE, whether vested or unvested, that is outstanding immediately prior to the effective time of the ICE merger will cease to represent a right to acquire shares of ICE common stock and will be converted into an ICE Group stock option on the same terms and conditions (including vesting schedule and per share exercise price) as applied to such ICE stock option immediately prior to the effective time of the ICE merger. The number of shares of ICE Group common stock subject to each such ICE Group stock option will be equal to the number of shares of ICE common stock subject to each such ICE stock option

Table of Contents

immediately prior to the effective time of the ICE merger, and each such ICE Group stock option will have an exercise price per share equal to the per-share exercise price applicable to each such ICE stock option immediately prior to the effective time of the ICE merger.

In addition, at the effective time of the ICE merger, each ICE restricted stock unit and ICE deferred stock unit measured in shares of ICE common stock (other than performance stock units), whether vested or unvested, that is outstanding immediately prior to the effective time of the ICE merger will cease to represent an ICE restricted stock unit or deferred stock unit with respect to shares of ICE common stock, as applicable, and will be converted automatically into an ICE Group restricted stock unit or deferred stock unit with respect to shares of ICE common stock, as applicable, on substantially the same terms and conditions (including vesting schedule) as applied to such ICE restricted stock unit or deferred stock unit with respect to shares of ICE common stock immediately prior to the effective time of the ICE merger. The number of shares of ICE Group common stock subject to each such ICE Group restricted stock unit or deferred stock unit with respect to shares of ICE common stock will be equal to the number of shares of ICE common stock subject to each such ICE restricted stock unit or deferred stock unit with respect to shares of ICE common stock, respectively, immediately prior to the effective time of the ICE merger.

Additionally, at the effective time of the ICE merger, each ICE performance stock unit, whether vested or unvested, that is outstanding will cease to represent a performance stock award with respect to shares of ICE common stock and will be converted automatically into a performance stock award with respect to shares of ICE Group common stock on substantially the same terms and conditions as applied to such ICE performance stock award immediately prior to the effective time of the ICE merger. The number of shares of ICE Group common stock subject to each such ICE Group performance stock award shall be equal to the number of shares of ICE common stock subject to the ICE performance stock award immediately prior to the effective time of the ICE merger.

Effect of the NYSE Euronext Merger on Shares of NYSE Euronext Common Stock and Interests of Baseball Merger Sub

As a result of the NYSE Euronext merger, each issued and outstanding share of NYSE Euronext common stock will be converted into the right to receive the standard election amount of 0.1703 of a share of ICE Group common stock and $11.27 in cash, other than (i) any shares of NYSE Euronext common stock held in the treasury of NYSE Euronext and any shares of NYSE Euronext common stock owned directly by NYSE Euronext or ICE Group immediately prior to the effective time of the NYSE Euronext merger (in each case other than any shares of NYSE Euronext common stock held on behalf of third parties), which will be cancelled and extinguished and will not entitle the holders thereof to any payment or other consideration, (ii) the shares of NYSE Euronext common stock held by ICE or any direct or indirect wholly owned subsidiary of NYSE Euronext, ICE or ICE Group (other than Baseball Merger Sub), which will be converted into the right to receive 0.2581 of a share of ICE Group common stock per share of NYSE Euronext common stock (the shares in (i) and (ii) are referred to as excluded shares), and (iii) shares of NYSE Euronext common stock held by NYSE Euronext stockholders who have perfected and not effectively withdrawn a demand for, or lost the right to, appraisal under Delaware law, which will be entitled to the appraisal rights provided under Delaware law as described under Appraisal Rights (the shares in (iii) are referred to as dissenting shares). Alternatively, NYSE Euronext stockholders will have the right to make either a cash election to receive $33.12 in cash, or a stock election to receive 0.2581 of a share of ICE Group common stock, for each of their NYSE Euronext shares. Both the cash election and the stock election are subject to the proration and adjustment procedures to ensure that the total amount of cash paid, and the total number of shares of ICE Group common stock issued, in the NYSE Euronext merger to the NYSE Euronext stockholders, as a whole, will be equal to the total amount of cash and number of shares that would have been paid and issued if all of the NYSE Euronext stockholders received the standard election amount (such total amount of cash and ICE Group common stock is referred to as the NYSE Euronext merger consideration). NYSE Euronext stockholders (other than holders of excluded shares and dissenting shares) who make no election or an untimely election will receive the standard election amount.

Table of Contents

It is anticipated that ICE stockholders and NYSE Euronext stockholders, in each case as of immediately prior to the mergers, will hold approximately 64% and 36%, respectively, of the issued and outstanding shares of ICE Group common stock immediately after completion of the mergers, in each case as determined on a fully-diluted basis and without giving effect to any shares of ICE common stock held by NYSE Euronext stockholders prior to the mergers. If the NYSE Euronext merger is completed, it is currently estimated that payment of the stock portion of the NYSE Euronext merger consideration will require ICE Group to issue or reserve for issuance approximately 42.5 million shares of ICE Group common stock in connection with the NYSE Euronext merger and that the maximum cash consideration required to be paid for the cash portion of the NYSE Euronext merger consideration will be approximately $2.7 billion (this amount is referred to as the aggregate cash consideration).

If a NYSE Euronext stockholder elects cash, and the sum of (i) the number of standard elections made or prescribed by the merger agreement multiplied by $11.27 and (ii) the number of cash elections made multiplied by $33.12 (this amount is referred to as the unprorated aggregate cash consideration) is greater than the aggregate cash consideration, such stockholder will receive:

- an amount in cash equal to $11.27 (without interest) plus an amount of cash equal to the product of $11.27 and a fraction, the numerator of which is the number of stock elections made and the denominator of which is the number of cash elections made (this amount is referred to as the cash oversubscription amount); and

- a number of validly issued, fully paid and non-assessable shares of ICE Group common stock equal to the difference between (i) 0.1703 and (ii) the quotient obtained by dividing the cash oversubscription amount by $128.31.

If a NYSE Euronext stockholder elects stock, and the unprorated aggregate cash consideration is less than the aggregate cash consideration, such stockholder will receive:

- a number of validly issued, fully paid and non-assessable shares of ICE Group common stock equal to the sum of (i) 0.1703 and (ii) the product of 0.1703 and a fraction, the numerator of which is the number of cash elections made and the denominator of which is the number of stock elections made (this amount is referred to as the stock oversubscription amount); and

- an amount of cash equal to the difference between (i) $11.27 and (ii) the product of the stock oversubscription amount and $128.31.

Set forth below are illustrative examples of how the proration and adjustment procedures will work in the event there is an oversubscription of the cash election or the stock election.

Example A Oversubscription of Cash Election. For purposes of this example, assume the following:

- there are 243,000,000 outstanding shares of NYSE Euronext common stock;

- NYSE Euronext stockholders make the standard election with respect to 121,500,000 shares (or 50%) of NYSE Euronext common stock;

- NYSE Euronext stockholders make the cash election with respect to 85,050,000 shares (or 35%) of NYSE Euronext common stock; and

- NYSE Euronext stockholders make the stock election with respect to the remaining 36,450,000 shares (or 15%) of NYSE Euronext common stock.

In this example, the cash election consideration, prior to proration and allocation, would be $33.12. Without proration or allocation, the cash election would be oversubscribed because the total cash that would be payable under these elections would be approximately $4.2 billion (the unprorated aggregate cash consideration), an amount that is greater than the aggregate cash consideration (which is approximately $2.7 billion). The unprorated aggregate cash consideration is equal to the sum of (i) 121,500,000, the number of shares of NYSE Euronext common stock for which the standard election has been made or perscribed by the merger agreement,

Table of Contents

multiplied by $11.27, and (ii) 85,050,000 , the number of shares of NYSE Euronext common stock for which a cash election has been made, multiplied by $33.12, the cash election consideration prior to proration and allocation. To adjust for the oversubscription, the cash election consideration will be adjusted so that it is equal to:

- $16.10 in cash (which is equal to the sum of (i) $11.27 (without interest) and (ii) $4.83, the cash oversubscription amount, which is $11.27 multiplied by a fraction, the numerator of which is the number of shares of NYSE Euronext common stock for which the stock election has been made and the denominator of which is the number of shares of NYSE Euronext common stock for which the cash election has been made); and

- 0.1327 shares of ICE Group common stock (which is equal to the difference between (i) 0.1703 and (ii) the quotient obtained by dividing the cash oversubscription amount of $4.83 by $128.31).

The greater the oversubscription of the cash election, the less cash and more stock a NYSE Euronext stockholder making the cash election will receive, but in no event will a NYSE Euronext stockholder who makes the cash election receive less cash and more shares of ICE Group common stock than the standard election.

Example B Oversubscription of Stock Election. For purposes of this example, assume the following:

- there are 243,000,000 outstanding shares of NYSE Euronext common stock;

- NYSE Euronext stockholders make the standard election with resect to 121,500,000 shares (or 50%) of NYSE Euronext common stock;

- NYSE Euronext stockholders make the stock election with respect to 85,050,000 shares (or 35%) of NYSE Euronext common stock; and

- NYSE Euronext stockholders make the cash election with respect to the remaining 36,450,000 shares (or 15%) of NYSE Euronext common stock.

In this example, the stock election is oversubscribed because, without proration or allocation, the total cash that would be payable under these elections would be approximately $2.6 billion (the unprorated aggregate cash consideration), an amount that is less than the aggregate cash consideration (which is approximately $2.7 billion). The unprorated aggregate cash consideration is equal to the sum of (i) 121,500,000, the number of shares of NYSE Euronext common stock for which the standard election has been made or perscribed by the merger agreement, multiplied by $11.27, and (ii) 36,450,000, the number of shares of NYSE Euronext common stock for which a cash election has been made, multiplied by $33.12, the cash election consideration prior to proration and allocation. To adjust for the oversubscription, the stock election consideration will be adjusted so that it is equal to:

- 0.2433 shares of ICE Group common stock (which is equal to the sum of (i) 0.1703 and (ii) 0.073, the stock oversubscription amount, which is the product of 0.1703 and a fraction, the numerator of which is the number of shares of NYSE Euronext common stock for which the cash election has been made and the denominator of which is the number of shares of NYSE Euronext common stock for which the stock election has been made); and

- $1.91 in cash (which is equal to the difference between (i) $11.27 and (ii) 9.36, the product of the stock oversubscription amount of 0.073 and $128.31).

The greater the oversubscription of the stock election, the less stock and more cash a NYSE Euronext stockholder making the stock election will receive, but in no event will a NYSE Euronext stockholder who makes the stock election receive fewer shares of ICE Group common stock and more cash than the standard election.

Each outstanding interest of Baseball Merger Sub immediately prior to the effective time of the NYSE Euronext merger will remain outstanding unless the NYSE Euronext merger has been restructured, in which case, each interest of Baseball Merger Sub will be converted into one share of common stock of the surviving company.

Table of Contents

If, prior to the effective time of the NYSE Euronext merger, the outstanding shares of NYSE Euronext common stock or ICE common stock will have been changed into a different number of shares or a different class, by reason of any stock dividend, subdivision, reclassification, recapitalization, split, combination or exchange of shares, or any similar event which will have occurred, then the merger consideration will be appropriately and proportionately adjusted to provide to NYSE Euronext stockholders the same economic effect as contemplated by the merger agreement prior to such event.

Effect of the NYSE Euronext Merger on NYSE Euronext Stock Options and Awards

At the effective time of the NYSE Euronext merger, each option to acquire and stock appreciation right denominated in shares of NYSE Euronext common stock granted under the employee and director stock plans of NYSE Euronext, whether vested or unvested, that is outstanding immediately prior to the effective time of the merger will be converted into an option to acquire or stock appreciation right denominated in shares of ICE Group common stock, as applicable, on the same terms and conditions as were applicable to it prior to such conversion, except that (i) each converted stock option and stock appreciation right will be exercisable for the number of shares of ICE Group common stock (rounded down to the nearest whole share) equal to the number of shares of NYSE Euronext common stock that it was exercisable for prior to conversion multiplied by the equity exchange factor, which equals the sum of (A) 0.1703 and (B) the quotient obtained by dividing (1) $11.27 by (2) the 10-day aggregate volume-weighted average per share price rounded to two decimal points of a share of ICE common stock for the 10 consecutive trading days ending on the second-to-last full trading day prior to the date of the closing of the mergers, and (ii) the per-share exercise price (rounded up to the nearest penny) for each converted stock option and stock appreciation right will be equal to the per-share exercise price that was applicable to it prior to its conversion divided by the equity exchange factor.

In addition, at the effective time of the NYSE Euronext merger, each restricted stock unit or deferred stock unit measured in shares of NYSE Euronext common stock (other than performance stock units), whether vested or unvested, that is outstanding immediately prior to the effective time of the NYSE Euronext merger will be converted into a restricted stock unit or deferred stock unit denominated in shares of ICE Group common stock on substantially the same terms and conditions as were applicable to it prior to such conversion, except that the number of shares of ICE Group common stock subject to each such restricted stock unit or deferred stock unit (rounded down to the nearest whole share) will be equal to the number of shares of NYSE Euronext common stock subject to the restricted stock unit or deferred stock unit prior to such conversion, multiplied by the equity exchange factor. Restricted stock units (other than performance stock units) granted under NYSE Euronext s Omnibus Incentive Plan or 2006 Stock Incentive Plan either (i) prior to the date of the merger agreement or (ii) on or after the date of the merger agreement pursuant to NYSE Euronext s annual bonus program (to the extent permitted by certain terms of the merger agreement) that are outstanding immediately prior to the effective time of the NYSE Euronext merger will, to the extent unvested, vest as of the effective time of the NYSE Euronext merger and be settled as of the effective time of the NYSE Euronext merger. All other restricted stock units (other than performance stock units) granted after the date of the merger agreement (to the extent permitted by certain terms of the merger agreement) that are outstanding immediately prior to the effective time of the NYSE Euronext merger, if any, will be subject to a three-year cliff vesting schedule and the vesting of these restricted stock units will not accelerate upon the effective time of the NYSE Euronext merger. However, any such restricted stock units will vest upon an earlier termination of employment with NYSE Euronext and its subsidiaries without cause or a resignation from NYSE Euronext and its subsidiaries for good reason.

Additionally, at the effective time of the NYSE Euronext merger, each performance stock unit measured in shares of NYSE Euronext common stock granted under NYSE Euronext s Omnibus Incentive Plan, whether vested or unvested, that is outstanding immediately prior to the effective time of the NYSE Euronext merger will be converted into a performance stock unit denominated in shares of ICE Group common stock, on substantially the same terms and conditions as were applicable to it prior to such conversion, except that the number of shares of ICE Group common stock subject to each such performance stock unit (rounded down to the nearest whole share) will be equal to the number of shares of NYSE Euronext common stock subject to the performance stock

Table of Contents

unit (based on the following two sentences) multiplied by the equity exchange factor. The performance-based vesting condition applicable to each outstanding performance stock unit granted prior to the date of merger agreement (i.e., NYSE Euronext total shareholder return relative to S&P 500 total shareholder return over the applicable performance period) will be deemed satisfied at the effective time of the NYSE Euronext merger, measured as of the closing date of the NYSE Euronext merger with NYSE Euronext total shareholder return determined based on the value of the merger consideration, but the service-based vesting condition applicable to each such performance stock unit will remain unchanged and will not be deemed satisfied as of the effective time of the NYSE Euronext merger, and the original measurement date in respect of the service condition will continue to apply for purposes of continued service-based vesting after the closing. The performance-based vesting condition applicable to each outstanding performance stock unit granted on or after the date of merger agreement (to the extent permitted by certain terms of the merger agreement) will be deemed satisfied at the effective time of the NYSE Euronext merger at the greater of 100% or the level based on actual attainment of the applicable performance criteria as of the month ending prior to the month in which the effective time of the NYSE Euronext merger occurs, but the service-based vesting condition applicable to each such performance stock unit will remain unchanged and will not be deemed satisfied as of the effective time of the NYSE Euronext merger, and the original measurement date in respect of the service condition will continue to apply for purposes of continued service-based vesting after the closing.

Procedures for Converting Shares of NYSE Euronext Common Stock into Merger Consideration and ICE Common Stock into ICE Group Common Stock

Exchange Agent

Prior to the effective time of the NYSE Euronext merger, ICE or ICE Group will appoint Computershare Trust Company, N.A. or another bank or trust company that is reasonably satisfactory to NYSE Euronext to act as paying agent and exchange agent for the merger consideration (such agent is referred to in this document as the exchange agent) and will deposit with the exchange agent the aggregate amount of cash and number of shares of ICE Group common stock necessary to satisfy the aggregate merger consideration payable in the ICE merger and in the NYSE Euronext merger. In addition, ICE Group will deposit with the exchange agent or another bank, paying agent or trustee, as necessary from time to time after the effective time of either the ICE merger or the NYSE Euronext merger, any dividends or other distributions payable pursuant to the terms described under Dividends and Distributions on Shares of ICE Group Common Stock and any cash in lieu of any fractional shares pursuant to the terms described under No Fractional Shares.

Transmittal and Election Materials and Procedures

The exchange agent will send election and transmittal materials, which will include the appropriate form of election and letter of transmittal, to holders of record of shares of NYSE Euronext common stock (other than holders of excluded shares and dissenting shares) advising such holders of the procedure for exercising their right to make an election. Such election and transmittal materials will be accompanied by instructions on how to effect the transfer and cancellation of the shares of NYSE Euronext common stock held in book-entry form in exchange for consideration. The exchange agent also will send transmittal materials, which will include the appropriate form of letter of transmittal, to holders of record of shares of ICE common stock (other than shares held by ICE and its subsidiaries) providing instructions on how to effect the transfer and cancellation of the shares of ICE common stock held in book-entry form in exchange for consideration.

After the effective time of the NYSE Euronext merger, when a NYSE Euronext stockholder delivers a properly executed letter of transmittal and any other documents as may reasonably be required by the exchange agent, the holder of shares of NYSE Euronext common stock will be entitled to receive, and the exchange agent will be required to deliver to the holder, (i) the number of shares of ICE Group common stock and an amount in cash that such holder is entitled to receive as a result of the NYSE Euronext merger (after taking into account all of the shares of NYSE Euronext common stock held immediately prior to the NYSE Euronext merger by such holder, and such holder s NYSE Euronext merger consideration election) and (ii) any cash in lieu of fractional

Table of Contents

shares and in respect of dividends or other distributions to which the holder is entitled. After the effective time of the ICE merger, when an ICE stockholder delivers a properly executed letter of transmittal and any other documents as may reasonably be required by the exchange agent, the holder of shares of ICE common stock will be entitled to receive, and the exchange agent will be required to deliver to the holder, the number of shares of ICE Group common stock that such holder is entitled to receive as a result of the ICE merger.

No interest will be paid or accrued on any amount payable upon cancellation of shares of NYSE Euronext or ICE common stock. The shares of ICE Group common stock issued and paid and cash amount paid in accordance with the merger agreement upon conversion of the shares of NYSE Euronext common stock and shares of ICE common stock (including any cash paid in lieu of fractional shares) will be deemed to have been issued and paid in full satisfaction of all rights pertaining to the shares of NYSE Euronext and ICE common stock. In the event of a transfer of ownership of any shares of NYSE Euronext common stock or ICE common stock that is not registered in the transfer records of NYSE Euronext or ICE, respectively, the proper number of shares of ICE Group common stock and the proper amount of cash, if applicable, may be transferred by the exchange agent to such transferee if written instructions authorizing the transfer of the book-entry interests representing the shares of NYSE Euronext common stock or ICE common stock are presented to the exchange agent, in any case, accompanied by all documents required to evidence and effect such transfer and to evidence that any applicable stock transfer taxes have been paid.

If any portion of the NYSE Euronext merger consideration or ICE merger consideration is to be delivered to a person or entity other than the holder in whose name any book-entry interests are registered, it will be a condition of such exchange that the person or entity requesting the delivery pays any transfer or other similar taxes required by reason of the transfer of the shares of ICE Group common stock to a person or entity other than the registered holder of any book-entry interest representing shares of NYSE Euronext common stock or ICE common stock, or will establish to the satisfaction of ICE Group or the exchange agent that the tax has been paid or is not applicable. The shares of ICE Group common stock constituting the stock portion of the ICE and NYSE Euronext merger consideration, at ICE Group s option, may be in uncertificated book-entry form, unless a physical certificate is otherwise required by any applicable law.

Merger Consideration Elections of NYSE Euronext Stockholders

The election and transmittal materials are also to be used by the NYSE Euronext stockholders to make their merger consideration election. To make a proper merger consideration election, the election and transmittal materials must be properly completed and signed and received by the exchange agent prior to the election deadline. The election deadline will be 5:00 p.m., New York City time, on the business day that is two trading days prior to the date of the closing of the mergers (which will be publicly announced by ICE as soon as practicable but in no event less than four business days prior to the date of the closing of the mergers) or such other date and time as determined and publicly announced by ICE in its reasonable discretion. A NYSE Euronext stockholder may, at any time prior to the election deadline, revoke or change his or her merger consideration election by a written notice received by the exchange agent (which in order to change the merger consideration election must be accompanied by a properly completed and signed revised letter of transmittal). Each NYSE Euronext stockholder who does not properly make a merger consideration election or whose merger consideration election is not received by the exchange agent prior to the election deadline in the required manner will be deemed to have elected to receive the standard election amount.

Prospectus Directive Withdrawal Rights

Pursuant to EU Directive 2003/71/EC (the Prospectus Directive) if, at any time during the period from the distribution of the election and transmittal materials until the election deadline, a supplement to the EEA Prospectus is required to be published, NYSE Euronext stockholders to whom an offer to the public is addressed who (i) are resident in the UK or another EEA jurisdiction in which the EEA Prospectus is to be passported for the purposes of making an offer to the public and (ii) have already made a merger consideration election prior the

Table of Contents

publication of any such supplement, shall have the right, exercisable within two working days after the publication of any such supplement, to withdraw or change their merger consideration election by written notice received by the exchange agent (which in order to change the merger consideration election must be accompanied by a properly completed and signed revised letter of transmittal). If the period for exercise of withdrawal rights following the publication of a supplement to the EEA Prospectus would otherwise end after the election deadline, the election deadline will be extended to the end of the two working day period for investor withdrawal rights triggered by the publication of such prospectus supplement.

A supplement to the EEA Prospectus would be required if there arises or is noted a significant new factor, material mistake or inaccuracy relating to the information included in the EEA Prospectus at any time during the period beginning on the date on which the EEA Prospectus is approved by the FCA and ending at the election deadline.

No Recommendation Regarding Elections

Neither NYSE Euronext nor ICE is making any recommendation as to which merger consideration election a NYSE Euronext stockholder should make. If you are a NYSE Euronext stockholder, you must make your own decision with respect to these elections and may wish to seek the advice of your own attorneys or accountants.

Information About the Merger Consideration Elections

The precise NYSE Euronext merger consideration that will be issued to those NYSE Euronext stockholders that make an election other than the election to receive the standard election amount will not be known until after the consummation of the NYSE Euronext merger.

Managers and Officers; Limited Liability Company Agreement

The managers (or directors if the NYSE Euronext merger is restructured) of the company that succeeds NYSE Euronext (which is referred to herein as the surviving company) will, from and after the effective time of the NYSE Euronext merger, consist of managers (or directors) of Baseball Merger Sub appointed by ICE Group, as the sole member of Baseball Merger Sub, immediately prior to the effective time of the NYSE Euronext merger until their earlier resignation or removal or until their successors have been duly appointed and qualified. The officers of the surviving company will, from and after the effective time of the NYSE Euronext merger, consist of the officers of NYSE Euronext immediately prior to the effective time of the NYSE Euronext merger until their earlier resignation or removal or until their successors have been duly appointed and qualified in accordance with the limited liability company agreement of the surviving company.

The limited liability company agreement (or certificate of incorporation and bylaws) of the surviving company will be in a form determined by ICE Group as the surviving company s sole member (or sole shareholder) and acceptable to the governmental entities whose approvals are required to consummate the mergers.

Dividends and Distributions on Shares of ICE Group Common Stock

Any dividend or other distribution declared after the effective time of the mergers with respect to shares of ICE Group common stock for which shares of NYSE Euronext or ICE common stock are to be exchanged as a result of the mergers will not be paid (but will nevertheless accrue) until those shares of NYSE Euronext common stock or ICE common stock are properly surrendered for exchange. No dividends or other distributions in respect of shares of ICE Group common stock will be paid to any holder of shares of NYSE Euronext common

Table of Contents

stock or ICE common stock until the instructions for transfer and cancellation in the merger agreement and the letter of transmittal, and such other documents as may reasonably be required by the exchange agent, have been delivered to the exchange agent.

No Fractional Shares

No holder of NYSE Euronext common stock will be issued fractional shares of ICE Group common stock in the mergers, no dividends or other distributions of ICE Group will relate to such fractional share interests and such fractional share interests will not entitle the owner thereof to vote or to any rights of an ICE Group stockholder with respect thereto. Any holder of NYSE Euronext common stock who would otherwise have been entitled to receive a fraction of a share of ICE Group common stock in the NYSE Euronext merger will receive, in lieu thereof, an amount in cash equal to the product obtained by multiplying the fractional share interest of any share of ICE Group common stock to which such holder (after taking into account all shares of NYSE Euronext common stock surrendered by such holder) would otherwise be entitled by the per share closing price of ICE common stock on the New York Stock Exchange on the trading day immediately preceding the date of the closing of the NYSE Euronext merger.

Withholding

Under the terms of the merger agreement, NYSE Euronext and ICE have agreed that ICE Group, the surviving company and the exchange agent will be entitled to deduct and withhold from the merger consideration payable to any holder of NYSE Euronext or ICE common stock, option to purchase or stock appreciation right denominated in shares of NYSE Euronext or ICE common stock, restricted stock unit or deferred stock unit measured in shares of NYSE Euronext common stock or ICE common stock, or performance stock unit measured in shares of NYSE Euronext common stock or ICE common stock immediately prior to the effective time of the mergers, the amounts that they are required to deduct and withhold under the Internal Revenue Code or any provision of any state, local or non-U.S. tax law. Any amounts so deducted and withheld and paid over to the relevant government entity will be treated for all purposes of the merger agreement as having been paid to the holder of the NYSE Euronext or ICE common stock, option to purchase or stock appreciation right denominated in shares of NYSE Euronext common stock or ICE common stock, restricted stock unit or deferred stock unit measured in shares of NYSE Euronext common stock or ICE common stock, or performance stock unit measured in shares of NYSE Euronext common stock or ICE common stock, as the case may be, from whom they were withheld.

Representations and Warranties

The merger agreement contains customary and, in many cases, reciprocal representations and warranties by NYSE Euronext and ICE that are subject, in some cases, to specified exceptions and qualifications contained in the merger agreement, in any report, schedule, form, statement or other document filed with or furnished to the SEC from December 31, 2009 through December 20, 2012 and publicly available on the SEC s Electronic Data Gathering, Analysis and Retrieval System or in the disclosure letters delivered by NYSE Euronext and ICE to each other in connection with the merger agreement. These representations and warranties relate to, among other things:

- organization, good standing and qualification;
- capitalization;
- absence of encumbrances on the ownership of the equity interests of NYSE Euronext, ICE or any of their respective subsidiaries;
- absence of any preemptive or other outstanding rights, options, warrants, conversion rights, stock appreciation rights, performance units, redemption rights, repurchase rights, agreements, arrangements, calls, commitments or rights of any kind that obligate NYSE Euronext, ICE or any of their respective subsidiaries to issue or sell any shares of capital stock or other securities or give any person a right to subscribe for or acquire any securities of NYSE Euronext, ICE or any of their respective subsidiaries;

Table of Contents

absence of any bonds, debentures, notes or other obligations the holders of which have the right to vote with the stockholders of NYSE Euronext, ICE or any of their respective subsidiaries on any matter;

authority relative to the execution, delivery and performance of the merger agreement;

declaration of advisability of the merger agreement and the mergers by the NYSE Euronext board of directors and the ICE board of directors, and approval of the merger agreement and the mergers by the NYSE Euronext board of directors and the ICE board of directors;

receipt by both ICE and NYSE Euronext of a fairness opinion from a financial advisor on the fairness of the merger consideration;

inapplicability of any anti-takeover law to the merger;

absence of violations of, or conflicts with, ICE s and NYSE Euronext s organizational documents, applicable law and certain agreements as a result of entering into and performing under the merger agreement;

governmental approvals, consents, notices and filings required for the completion of the mergers;

financial statements and reports filed with governmental entities;

compliance with the applicable listing and corporate governance rules and regulations of the New York Stock Exchange and applicable provisions of the Sarbanes-Oxley Act of 2002;

disclosure controls and procedures and internal controls over financial reporting;

conduct of business in the ordinary and usual course by each of NYSE Euronext and its subsidiaries and ICE and its subsidiaries since December 31, 2011;

absence of any material adverse effect on NYSE Euronext and its subsidiaries or ICE and its subsidiaries, as applicable since December 31, 2011;

compliance with applicable laws, contracts, permits and licenses necessary for the conduct of business;

compliance with the U.S. Foreign Corrupt Practices Act of 1977 and U.K. Bribery Act of 2010;

absence of legal proceedings, investigations and governmental orders;

absence of any default under any material contract;

employee benefits;

tax matters;

material contracts;

intellectual property; and

absence of any undisclosed broker s or finder s fees.

The merger agreement also contains representations and warranties by NYSE Euronext relating to labor matters.

The merger agreement also contains representations and warranties by ICE relating to the availability of funds.

The merger agreement contains representations and warranties by ICE on behalf of ICE Group, Braves Merger Sub and Baseball Merger Sub relating to the following:

organization, good standing and qualification;

capitalization; and

authorization of the merger agreement and absence of conflicts.

Table of Contents

Many of the representations and warranties contained in the merger agreement are qualified by a material adverse effect standard (that is, they will not be deemed untrue or incorrect unless their failure to be true or correct, individually or in the aggregate has had or would reasonably be expected to have a material adverse effect). Certain of the representations and warranties are qualified by a general materiality standard or by a knowledge standard.

A material adverse effect on NYSE Euronext or ICE, as applicable, means for purposes of the merger agreement an effect, event, development, change or occurrence that is a material adverse effect on the business, results of operations or financial condition of NYSE Euronext and its subsidiaries, taken as a whole, or ICE and its subsidiaries, taken as a whole, as applicable, except that none of the following will be considered in determining whether a material adverse effect has occurred:

- any change or development in economic, business, political, regulatory or securities or derivatives markets conditions generally (including any such change or development resulting from acts of war or terrorism) to the extent that such change or development does not affect NYSE Euronext and its subsidiaries, taken as a whole, or ICE and its subsidiaries, taken as a whole, respectively, in a materially disproportionate manner relative to other securities or derivatives exchanges or trading markets;

- any change or development to the extent resulting from the execution or announcement of the merger agreement or the transactions contemplated thereby; or

- any change or development to the extent resulting from any action or omission by NYSE Euronext and its subsidiaries, taken as a whole, or ICE and its subsidiaries, taken as a whole, respectively, that is taken at the request of the other party or that is required to be taken or omitted by the merger agreement, including any action taken or omission made with respect to obtaining regulatory consents and approvals that are conditions to the consummation of the merger.

The representations and warranties in the merger agreement of each of NYSE Euronext and ICE on behalf of itself, ICE Group, Braves Merger Sub and Baseball Merger Sub will not survive the consummation of the mergers or the termination of the merger agreement pursuant to its terms.

Conduct of the Business Pending the Mergers

Under the terms of the merger agreement, NYSE Euronext has agreed, subject to certain exceptions in the merger agreement and the disclosure letter it delivered to ICE in connection with the merger agreement, that, until the earlier of the completion of the mergers or the termination of the merger agreement, unless ICE gives its approval in writing, NYSE Euronext and its subsidiaries will conduct their businesses in the ordinary and usual course consistent with past practice. In addition, NYSE Euronext has agreed, subject to certain exceptions set forth in the merger agreement and the disclosure letter it delivered to ICE in connection with the merger agreement that during such period NYSE Euronext and its subsidiaries will refrain from taking actions without the prior written consent of ICE relating to, amongst other things:

- issuances, sales, pledges, dispositions of or encumbrances of capital stock, or securities payable in, convertible into or exchangeable or exercisable for, options, warrants, calls, commitments or rights of any kind to acquire, capital stock of NYSE Euronext or its subsidiaries, or any bonds, debentures, notes or other obligations the holders of which have the right to vote (or convertible into or exercisable for securities having the right to vote) with its stockholders on any matter or other property or assets, other than NYSE Euronext shares issuable pursuant to stock-based awards outstanding on or awarded prior to the date of the merger agreement under the NYSE Euronext equity plans;

- amendments to its certificate of incorporation or bylaws;

- splits, combinations or reclassifications of its outstanding shares;

declarations, setting aside or payments of any type of dividend in respect of any capital stock, other than the quarterly dividends payable by NYSE Euronext (in an amount per share not to exceed its most

Table of Contents

recent quarterly per share dividend and with the timing of such dividend to be consistent with past practice), or subject to certain limitations, dividends payable by its direct or indirect wholly owned subsidiaries to NYSE Euronext or another of its direct or indirect wholly owned subsidiaries;

repurchases, redemptions or other acquisitions of, or permitting any of its subsidiaries to purchase or otherwise acquire any interests or shares of, its capital stock or securities convertible or exchangeable or exercisable for any shares of its capital stock;

increase in the amount of net indebtedness for borrowed money (including any guarantee of such indebtedness) by $100 million in excess of the net indebtedness of NYSE Euronext as of December 31, 2012;

incurrence of additional indebtedness for borrowed money with a tenor of greater than 90 days (including any guarantee of such indebtedness);

capital expenditures except for amounts between 75% and 110% of its 2013 capital expenditure targets;

provision of severance or termination payments or benefits to directors, officers or employees of NYSE Euronext or any of its subsidiaries; establishment, termination or amendment of employee benefit or compensation plans and agreements; increases to the compensation (other than increases in base salary in the ordinary course of business for employees who are not officers), bonus, pension, fringe, severance or other benefits of, paying any bonus to, or making any new equity awards to current or former directors, officers, employees or consultants of NYSE Euronext or its subsidiaries; taking any action to accelerate the vesting or payment of compensation or benefits; terminating without cause the employment of any member of the management committee of NYSE Euronext; forgiveness of any loans or issuing any loans to directors, officers or employees of NYSE Euronext or its subsidiaries;

dispositions, licenses, leases, transfers, swaps, exchanges, or mortgages of its assets (including capital stock of subsidiaries), except for sale of inventory in the ordinary course of business, whether by way of merger, consolidation, sale of stock or assets or otherwise in excess of $50 million in the aggregate;

acquisitions or investments, whether by way of merger, consolidation, purchase or otherwise that exceed $50 million in the aggregate or are reasonably likely individually or in the aggregate, to delay or prevent the satisfaction of the conditions to the consummation of the mergers;

entry into any joint venture, partnership or similar agreement;

settlement or compromise of material claims or litigation that would involve, individually or in the aggregate, the payment by NYSE Euronext or its subsidiaries of $60 million or more;

modification, amendment or termination of material contracts in any material respect or waiver, release or assignment of material rights or claims under material contracts in excess of $10 million individually or in the aggregate;

entry into, modification or amendment of clearing services agreements or arrangements;

making any tax elections or changes to any tax election, changes to the methods of accounting for tax purposes, filings of amended tax returns, settlements or compromises of audits or proceedings related to taxes, in each case if such action would reasonably be expected to have an adverse effect on NYSE Euronext and its subsidiaries that is material;

entry into any contract that includes non-compete, exclusivity or similar provisions;

cancellation or termination of material insurance policies;

changes to its financial accounting principles, policies or practices except to the extent required by changes in U.S. GAAP;

contracts between itself or its subsidiaries, on the one hand, and any of its affiliates, employees, officers or directors, on the other hand;

Table of Contents

any action which would be reasonably likely to prevent or impede either of the mergers from qualifying as reorganizations within the meaning of Section 368(a) of the Internal Revenue Code, or, if the NYSE Euronext merger is restructured, any action which would prevent or impede the mergers, taken together, from qualifying as a transaction described in Section 351 of the Internal Revenue Code;

agreements, authorizations or commitments to do any of the foregoing; or

failure to make in a timely manner any filings with the SEC required under the Securities Act or the Exchange Act or the rules and regulations promulgated thereunder.

In addition, ICE has agreed, subject to certain exceptions set forth in the merger agreement and the disclosure letter it delivered to NYSE Euronext in connection with the merger agreement, that until the earlier of the completion of the mergers or the termination of the merger agreement, ICE and its subsidiaries will refrain from taking actions without the prior written consent of NYSE Euronext relating to, amongst other things:

splits, combinations or reclassifications of its outstanding shares;

declarations, setting aside or payments of any type of dividend in respect of any capital stock;

repurchases, redemptions or other acquisitions, or permitting any of its subsidiaries to purchase or otherwise acquire any interests or shares of its capital stock or securities convertible or exchangeable or exercisable for any shares of its capital stock, if such repurchase or acquisition is at a price above the then market value;

issuances, sales, pledges, dispositions or grants of its capital stock (other than in connection with the consummation of the mergers);

failure to make in a timely manner any filings with the SEC required under the Securities Act or the Exchange Act or the rules and regulations promulgated thereunder;

any action which would be reasonably likely to prevent or impede either of the mergers from qualifying as reorganizations within the meaning of Section 368(a) of the Internal Revenue Code, or, if the NYSE Euronext merger is restructured, any action which would prevent or impede the mergers, taken together, from qualifying as a transaction described in Section 351 of the Internal Revenue Code;

acquisitions (whether by merger, consolidation, purchase or otherwise) reasonably likely, individually or in the aggregate, to delay in any material respect or prevent the satisfaction of the conditions to consummating the merger; or

agreements, authorizations or commitments to do any of the foregoing.

The merger agreement is not intended to give ICE, ICE Group, Braves Merger Sub or Baseball Merger Sub, directly or indirectly, the right to control or direct NYSE Euronext or its subsidiaries operations prior to the effective time of the mergers, or to give NYSE Euronext, directly or indirectly, the right to control or direct ICE s, ICE Group s, Braves Merger Sub s, Baseball Merger Sub s or their respective affiliates operations. Prior to the effective time of the mergers, each of ICE, ICE Group, Braves Merger Sub, Baseball Merger Sub and NYSE Euronext will exercise, consistent with the terms and conditions of the merger agreement, complete control and supervision over its and its subsidiaries respective operations.

Third-Party Acquisition Proposals

No-Solicitation

The merger agreement contains detailed provisions outlining the circumstances in which NYSE Euronext and ICE may respond to acquisition proposals received from third parties. Under these provisions, each of NYSE Euronext and ICE has agreed that it, its subsidiaries, and their officers and directors will not (and that it will use its reasonable best efforts to cause their employees, agents and representatives not to):

initiate, solicit, knowingly encourage (including by way of furnishing information), facilitate or induce any inquiries or the making, submission or announcement of any proposal or offer that constitutes, or could reasonably be expected to result in, an acquisition proposal (as described below);

Table of Contents

- have any discussion with any person or entity relating to an acquisition proposal, engage in any negotiations concerning an acquisition proposal, or knowingly facilitate any effort or attempt to make or implement an acquisition proposal;

- provide any confidential information or data to any person or entity in relation to an acquisition proposal;

- approve or recommend, or propose publicly to approve or recommend, any acquisition proposal; or

- approve or recommend, or propose to approve or recommend, or execute or enter into, any letter of intent, agreement in principle, merger agreement, acquisition agreement, business combination agreement, option agreement or other similar agreement related to any acquisition proposal or propose publicly or agree to do any of the foregoing.

In addition, each of NYSE Euronext and ICE, as of the date of the merger agreement, must, and must cause its and its respective subsidiaries officers and directors to, and must instruct and use its reasonable best efforts to cause its and its subsidiaries representatives to, cease immediately any discussions or negotiations, if any, with any person or entity (other than those discussions among NYSE Euronext, ICE Group, Braves Merger Sub, Baseball Merger Sub and ICE, as the case may be, and their respective representatives) conducted prior to the date of the merger agreement with respect to any acquisition proposal and must promptly request that any person or entity with whom such discussions or negotiations have occurred since February 2, 2012 and which is in possession of confidential information about it or its subsidiaries that was furnished by or on behalf of it return or destroy all such information in accordance with the terms of the confidentiality agreement with such person or entity.

However, if NYSE Euronext receives an unsolicited bona fide written acquisition proposal prior to adoption of the NYSE Euronext Merger proposal, or ICE receives a bona fide written acquisition proposal prior to the approval of the ICE Merger proposal and/or the ICE Group Governance-Related proposals, the party receiving the proposal may engage in discussions or negotiations with, or provide information or data to, the person or entity making the acquisition proposal if and only to the extent that:

- the NYSE Euronext board of directors (in the case of a proposal for NYSE Euronext), or the ICE board of directors (in the case of a proposal for ICE), conclude in good faith, after consultation with outside legal counsel and financial advisors that (1) the acquisition proposal is reasonably likely to result in a superior proposal (as described below) and (2) the failure to take such action would be inconsistent with its fiduciary duties under applicable law;

- prior to providing any information to any person or entity in connection with the acquisition proposal, the NYSE Euronext board of directors or the ICE board of directors, as applicable, receives from the person or entity making the acquisition proposal an executed confidentiality agreement with confidentiality terms that are no less restrictive, in the aggregate, than those contained in the confidentiality agreement between NYSE Euronext and ICE; and

- the party receiving the acquisition proposal is not then in material breach of its obligations under the no solicitation provisions of the merger agreement.

The merger agreement permits the NYSE Euronext board of directors and the ICE board of directors, as the case may be, to comply with Rule 14e-2(a) and Rule 14d-9 under the Exchange Act or Item 1012(a) of Regulation M-A if the NYSE Euronext board of directors or the ICE board of directors, as the case may be, determines in good faith, after consultation with outside counsel, that the failure to do so would be inconsistent with its obligations under applicable law.

Table of Contents

Changes in Recommendation

The NYSE Euronext board of directors is entitled to make no recommendation for the NYSE Euronext merger or to withdraw, modify or qualify its recommendation for the NYSE Euronext merger in a manner that is adverse to, either ICE, ICE Group, Braves Merger Sub or Baseball Merger Sub prior to the adoption of the NYSE Euronext Merger proposal and the ICE board of directors is entitled to make no recommendation for the ICE merger or to withdraw, modify or qualify its recommendation for the ICE merger in a manner that is adverse to NYSE Euronext prior to the approval of the ICE Merger proposal and/or the ICE Group Governance-Related proposals, if:

- the change in recommendation is made in response to an unsolicited bona fide written acquisition proposal from a third party, and such board of directors concludes in good faith, after consultation with outside legal counsel and financial advisors, that the acquisition proposal constitutes a superior proposal (with respect to NYSE Euronext, this change in recommendation is referred to as the NYSE Euronext acquisition proposal change in recommendation and with respect to ICE, this change in recommendation is referred to as the ICE acquisition proposal change in recommendation); or

- the change in recommendation is not made in response to an acquisition proposal, but in response to, or as a result of an event, development, occurrence or change in circumstances or facts, occurring or arising after the date of the merger agreement (other than those events, developments, occurrences or changes in circumstances or facts that are reasonably foreseeable, or arising from any action or omission by any member of NYSE Euronext or its subsidiaries, taken as a whole, or ICE and its subsidiaries, taken as a whole, required to be taken or omitted by the merger agreement, including any action taken or omission made with respect to obtaining the competition and regulatory consents and approvals required in order to consummate the mergers), which did not exist or were not actually known, appreciated or understood by such board of directors, as of the date of the merger agreement, and such board of directors, after consultation with outside legal counsel, determines in good faith that the failure to make such change in recommendation would be inconsistent with its fiduciary duties under applicable law (with respect to NYSE Euronext, this change in recommendation is referred to as the NYSE Euronext intervening event change in recommendation and with respect to ICE, this change in recommendation is referred to as the ICE intervening event change in recommendation).

However, during the five business day period prior to making the NYSE Euronext acquisition proposal change in recommendation or the ICE Merger proposal change in recommendation, as applicable, such party will be required to negotiate in good faith with the other party with respect to any modifications to the terms of the transactions contemplated by the merger agreement that are proposed by the other party, and it will be required to consider any such modifications agreed by the other party in determining whether the third party s acquisition proposal still constitutes a superior proposal and in the event of any amendment to the financial or other material terms of such acquisition proposal determined to be a superior proposal, the negotiation period will be extended by an additional three business days.

Definition of Acquisition Proposal

For purposes of the merger agreement, the term acquisition proposal means, with respect to either NYSE Euronext or ICE, any proposal or offer with respect to, or any indication of interest in:

- any direct or indirect acquisition or purchase of NYSE Euronext or ICE, as applicable, or of any of its subsidiaries that constitutes 15% or more of the consolidated gross revenue or consolidated gross assets of NYSE Euronext or ICE, as applicable, and its subsidiaries, taken as a whole;

- any direct or indirect acquisition or purchase of 15% or more of any class of equity securities or voting power or 15% or more of the consolidated gross assets or revenues of NYSE Euronext or ICE, as applicable;

Table of Contents

any direct or indirect acquisition or purchase of 15% or more of any class of equity securities or voting power of any subsidiary of NYSE Euronext or ICE, as applicable, that constitutes 15% or more of the consolidated gross revenue or consolidated gross assets of NYSE Euronext or ICE, as applicable, and its subsidiaries, taken as a whole;

any tender offer that, if consummated, would result in any person or entity beneficially owning 15% or more of any class of equity securities or voting power of NYSE Euronext or ICE, as applicable; or

any merger, reorganization, share exchange, consolidation, business combination, recapitalization, liquidation, dissolution or similar transaction involving NYSE Euronext or ICE, as applicable, or any of its subsidiaries that constitutes 15% or more of the consolidated gross revenue or consolidated gross assets of NYSE Euronext or ICE, as applicable, and its subsidiaries, taken as a whole, but with the exception of intragroup reorganizations.

Definition of Superior Proposal

For purposes of the merger agreement, the term superior proposal means a bona fide written acquisition proposal obtained not in breach of the non-solicitation provisions of the merger agreement for or in respect of, in the case of NYSE Euronext, 100% of the outstanding shares of NYSE Euronext common stock or 100% of the assets of NYSE Euronext and its subsidiaries, on a consolidated basis, or in the case of ICE, 100% of the shares of ICE common stock or 100% of the assets of ICE and its subsidiaries, on a consolidated basis, on terms that the NYSE Euronext board of directors or the ICE board of directors, as applicable, in good faith concludes, following receipt of the advice of its financial advisors and outside legal counsel, are more favorable to its stockholders than the transactions contemplated by the merger agreement, after taking into account, among other things, all legal, financial, regulatory, timing, and the likelihood of completing such acquisition proposal, compared to the mergers (taking into account the extent to which the financial terms of such acquisition proposal exceed the financial terms of the transactions contemplated by the merger agreement) and other aspects of the acquisition proposal and the merger agreement, and any improved terms that the other party has offered which are deemed relevant by the NYSE Euronext board of directors (in the case of an acquisition proposal for NYSE Euronext) or the ICE board of directors (in the case of an acquisition proposal for ICE), including conditions to and expected timing and risks of consummation and the ability of the party making such proposal to obtain financing for such acquisition proposal.

Miscellaneous

Under the terms of the merger agreement, NYSE Euronext and ICE have also agreed that:

they will provide the other party with written notice of the material terms and conditions of any acquisition proposal, or of any request for nonpublic information or inquiry that it reasonably believes could lead to an acquisition proposal, and the identity of the person or entity making such acquisition proposal, request or inquiry, within two business days after receiving the acquisition proposal, request or inquiry;

they will provide the other party, as promptly as practicable, with oral and written notice of the information that is reasonably necessary to keep it informed in all material respects of the status and details of the acquisition proposal, request or inquiry;

if a third party who has previously made an acquisition proposal that NYSE Euronext or ICE has determined is a superior proposal subsequently modifies or amends any material term of such superior proposal, then the party receiving such modified or amended acquisition proposal must notify in writing the other party of such modified or amended acquisition proposal and must again comply with the change in recommendation provisions of the merger agreement in respect of such modified or amended acquisition proposal (except that the required period for negotiations between NYSE Euronext and ICE will be three business days rather than five business days); and

Table of Contents

except as ordered by a court or shareholder action, each party will, and will cause its and its subsidiaries senior officers, directors and representatives to, immediately cease and cause to be terminated any activities, discussions or negotiations existing as of the date of the merger agreement with any persons or entities with respect to any acquisition proposal.

NYSE Euronext Stockholders Meeting

NYSE Euronext has agreed to take, in accordance with applicable law and its organizational documents, all action necessary to convene a meeting of its stockholders as promptly as reasonably practicable after the registration statement of which this document forms a part is declared effective. However, NYSE Euronext may make one or more postponements or adjournments of the NYSE Euronext stockholders meeting (i) in the event that NYSE Euronext has not received proxies representing a sufficient number of shares of NYSE Euronext common stock to obtain the approval of the NYSE Euronext Merger proposal by the NYSE Euronext stockholders for up to 30 calendar days after the date for which the NYSE Euronext stockholders meeting was originally scheduled to be held and (ii) in the event NYSE Euronext has provided written notice to ICE that it intends to make a change in recommendation in connection with a superior proposal, for up to five business days after the deadline contemplated by the change in recommendation provisions of the merger agreement (described under Third-Party Acquisition Proposals) with respect to such notice or subsequent notices if the acquisition proposal is modified during such five business day period.

ICE Stockholders Meeting

ICE has agreed to take, in accordance with applicable law and its organizational documents, all action necessary to convene a meeting of its stockholders as promptly as reasonably practicable after the registration statement of which this document forms a part is declared effective. However, ICE may make one or more postponements or adjournments of the ICE stockholders meeting (i) in the event that ICE has not received proxies representing a sufficient number of shares of ICE common stock to obtain the approval of the ICE Merger proposal and/or the ICE Group Governance-Related proposals by the ICE stockholders for up to 30 calendar days after the date for which the ICE stockholders meeting was originally scheduled to be held and (ii) in the event ICE has provided written notice to NYSE Euronext that it intends to make a change in recommendation in connection with a superior proposal, for up to five business days after the deadline contemplated by the change in recommendation provisions of the merger agreement with respect to such notice or subsequent notices if the acquisition proposal is modified during such five business day period.

Stockholders Meetings

Under the terms of the merger agreement, NYSE Euronext and ICE must cooperate and use reasonable best efforts to hold the NYSE Euronext and ICE stockholder meetings set forth above on the same day.

Recommendation of the NYSE Euronext Board of Directors

The NYSE Euronext board of directors has agreed to recommend to and solicit from the NYSE Euronext stockholders their approval of the adoption of the merger agreement. In the event that prior to the NYSE Euronext stockholders meeting (including any postponement or adjournment thereof) the NYSE Euronext board of directors determines either to make no recommendation for the NYSE Euronext merger, or to withdraw, modify or qualify its recommendation in a manner that is adverse to ICE, ICE Group, Braves Merger Sub or Baseball Merger Sub (which change may only be made in accordance with the terms of the merger agreement), then ICE will have the right to terminate the merger agreement.

Any change in recommendation by the NYSE Euronext board of directors will not limit or modify the obligation of NYSE Euronext to present the merger agreement for adoption at the NYSE Euronext stockholders meeting as promptly as reasonably practicable after the registration statement of which this document forms a

Table of Contents

part is declared effective and, if the merger agreement is not otherwise terminated by either NYSE Euronext or ICE in accordance with the terms of such agreement, then such agreement will be submitted to the NYSE Euronext stockholders at the NYSE Euronext stockholders meeting for the purpose of voting on adopting such agreement.

Recommendation of the ICE Board of Directors

The ICE board of directors has agreed to recommend to and solicit from the ICE stockholders their approval of the adoption of the merger agreement and the approval of the ICE Group Governance-Related proposals. In the event that prior to the ICE stockholders meeting (including any postponement or adjournment thereof) the ICE board of directors determines either to make no such recommendation, or to withdraw, modify or qualify its recommendation in a manner that is adverse to NYSE Euronext (which change may only be made in accordance with the terms of the merger agreement), then NYSE Euronext will have the right to terminate the merger agreement.

Any change in recommendation by the ICE board of directors will not limit or modify the obligation of ICE to present the merger agreement for adoption and the ICE Group Governance-Related proposals for approval at the ICE stockholders meeting as promptly as reasonably practicable after the registration statement of which this document forms a part is declared effective and, if the merger agreement is not otherwise terminated by either ICE or NYSE Euronext in accordance with the terms of such agreement, then such agreement and the related proposals will be submitted to the ICE stockholders at the ICE stockholders meeting for the purpose of voting on adopting such agreement and approving such proposals.

Reasonable Best Efforts; Regulatory Filings and Other Actions

Under the terms of the merger agreement, NYSE Euronext, ICE and ICE Group have agreed to cooperate with each other and use their respective reasonable best efforts to take all actions necessary, proper or advisable on their respective parts under the merger agreement and applicable laws to consummate and make effective the mergers and the other transactions contemplated by the merger agreement as soon as reasonably practicable, including preparing and filing as promptly as practicable all documentation to effect all necessary notices, reports and other filings and to obtain as promptly as practicable all consents, registrations, approvals, non-disapprovals, authorizations, licenses and other permits necessary or advisable to be obtained from any third party and/or any governmental authorities or self-regulatory organizations in order to consummate the transactions contemplated by the merger agreement; it being understood that, to the extent permissible by applicable law, none of the NYSE Euronext board of directors, the ICE board of directors or the ICE Group board of directors shall take any action that could prevent the consummation of the mergers, except as otherwise permitted under the merger agreement.

In addition, subject to certain exceptions specified in the merger agreement, each of NYSE Euronext, ICE and ICE Group have agreed to keep each other apprised of the status of matters relating to completion of the transactions contemplated by the merger agreement and to furnish each other, upon request, with all information concerning itself, its subsidiaries, affiliates, directors, officers and stockholders and such other matters as may be reasonably necessary or advisable in connection with any statement, filing, notice or application made by or on behalf of NYSE Euronext, ICE, ICE Group or their respective subsidiaries to any third party and/or governmental entity in connection with the merger and other transactions contemplated by the merger agreement.

Employee Matters

The merger agreement provides that for the one-year period following consummation of the NYSE Euronext merger, ICE Group will provide to each individual who is employed as of the effective time of the NYSE Euronext merger by NYSE Euronext or its subsidiaries, and who remains employed by NYSE Euronext or its subsidiaries, with the following (except in the case of employees whose employment is governed by a collective bargaining or similar agreement):

- base salary in an amount no less than the base salary provided to the employee immediately prior to the effective time of the NYSE Euronext merger;

Table of Contents

an annual bonus opportunity that is no less favorable than the annual bonus opportunity provided to the employee immediately prior to the effective time of the NYSE Euronext merger;

other compensation and employee benefits that are no less favorable in the aggregate than those provided to the employee immediately prior to the effective time of the NYSE Euronext merger;

severance benefits in the event of a termination of employment in amounts and on terms and conditions no less favorable in the aggregate to such employee than he or she would have received under the severance plans, programs, policies and arrangements applicable to such employee as of the date of the merger agreement; and

defined contribution retirement plan benefits no less favorable than those provided to employees on the date of the merger agreement.

In addition, the merger agreement provides that for the one-year period following consummation of the NYSE Euronext merger, ICE Group will maintain (i) the same level of employer matching contributions as in effect as of the date of the merger agreement under NYSE Euronext s 401(k) investment savings plan and (ii) NYSE Euronext s Retirement Accumulation Plan employer contribution levels for existing participants.

With respect to any new benefit plans in which employees first become eligible to participate on or after the consummation of the NYSE Euronext merger, ICE Group has agreed to (i) waive all pre-existing conditions, exclusions and waiting periods with respect to participation and coverage requirements applicable to the employees and their eligible dependents under the new benefit plans, except to the extent such pre-existing conditions, exclusions or waiting periods would apply under the analogous NYSE Euronext benefit plan, (ii) provide each employee and the employee s eligible dependents with credit for any co-payments and deductibles paid prior to the effective time of the NYSE Euronext merger under a NYSE Euronext benefit plan (to the same extent that such credit was given under the analogous NYSE Euronext benefit plan prior to the effective time of the NYSE Euronext merger) in satisfying any deductible or out-of-pocket requirements under the new benefit plans for the year in which the effective time of the NYSE Euronext merger occurs and (iii) recognize all service of employees with NYSE Euronext and its affiliates for all purposes under the new benefit plans (to the extent recognized under the corresponding NYSE Euronext benefit plan), other than for purposes of vesting or eligibility for any plans which are frozen to new participants, benefit accrual under any defined benefit pension plans or to the extent it would result in a duplication of benefits.

Transaction Litigation

The merger agreement requires NYSE Euronext and ICE to promptly notify the other party and keep such other party reasonably informed with respect to the status of any litigation related to the merger agreement, the mergers or other transactions contemplated by the merger agreement that is brought or threatened in writing against a party to the merger agreement or the members of the board of directors of a party to the merger agreement. Each party to the merger agreement will give the other party an opportunity to participate in the defense or settlement of any such litigation and NYSE Euronext will not settle, compromise, come to an arrangement regarding or agree to settle any such litigation without ICE s prior written consent, which will not be unreasonably withheld, conditioned or delayed. For a description of the litigation related to the merger agreement, the mergers or the other transactions contemplated by the merger agreement brought against any of the parties to the merger agreement as of the date of this joint proxy statement/prospectus, see Litigation Related to the Merger.

Appointment to ICE Group Board of Directors; Governance

Under the terms of the merger agreement, ICE and ICE Group will take all action necessary to appoint to the board of directors of ICE Group all of the directors of ICE immediately prior to the effective time of the ICE merger. Additionally, ICE Group has agreed to take all actions necessary in order to cause four individuals who are directors of NYSE Euronext immediately prior to the effective time of the NYSE Euronext merger and reasonably acceptable to ICE Group and any applicable government entity to be appointed to the ICE Group board of directors effective immediately following the effective time of the NYSE Euronext merger.

Table of Contents

For additional information about the members of the ICE Group board of directors upon completion of the mergers, see Directors of ICE Group Following the Mergers.

Credit Facility

The merger agreement requires NYSE Euronext to use its reasonable best efforts to arrange a customary payoff letter and instrument of discharge to be delivered at the closing of the mergers providing for the payoff and discharge of the credit agreement, dated as of June 15, 2012, between NYSE Euronext, the subsidiary borrowers party thereto, the lenders party thereto, Citibank, N.A. as administrative agent, and the other financial institutions party thereto as agents, as amended, subject to the receipt from ICE Group or ICE of the full amount of funds necessary to effectuate the repayment, discharge and termination of such credit agreement.

Conditions to the Consummation of the Mergers

Under the merger agreement, the respective obligations of NYSE Euronext, ICE, ICE Group, Braves Merger Sub and Baseball Merger Sub to consummate the mergers are subject to the satisfaction or waiver of the following conditions:

NYSE Euronext Stockholder Approval. The merger agreement must have been duly adopted by holders of a majority of the outstanding shares of NYSE Euronext common stock entitled to vote thereon at the NYSE Euronext special meeting.

ICE Stockholder Approval. The merger agreement must have been duly adopted by holders of a majority of the outstanding shares of ICE common stock entitled to vote thereon at the ICE special meeting, and the related governance proposals must have been approved by the vote of a majority of the votes cast affirmatively and negatively by stockholders entitled to vote on the proposal at the ICE special meeting.

No Injunction or Restraints; Illegality. The absence of any law, regulation, or order (whether temporary, preliminary or permanent) by any court or other governmental entity of competent jurisdiction in the United States or the European Union rendering illegal or otherwise prohibiting the consummation of the mergers.

Competition Matters. Any waiting period (and any extension thereof) applicable to the mergers under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended, must have been terminated or expired; if jurisdiction to examine the transactions contemplated by the merger agreement is referred to the European Commission following a request made pursuant to Article 4(5) or Article 22 of the EU Merger Regulation, a decision must have been adopted by the European Commission declaring that such transactions are compatible with the internal market (either unconditionally or subject to the fulfillment of certain conditions or obligations) or deemed compatible under Article 10(6) of the EU Merger Regulation; and the following consents, authorizations, orders, approvals, declarations and filings must have been made or obtained (either unconditionally or subject to the fulfillment of certain conditions or obligations):

(i) provided its jurisdiction is not referred to the European Commission following a request made pursuant to Article 4(5) or Article 22 of the EU Merger Regulation, the Autoridade da Concorrência in Portugal must have declined jurisdiction, approved the mergers under Law No. 19/2012 or not taken a decision before the expiry of all applicable waiting periods;

(ii) provided its jurisdiction is not referred to the European Commission following a request made pursuant to Article 4(5) or Article 22 of the EU Merger Regulation, the Comisión Nacional de la Competencia in Spain must have declined jurisdiction, approved the mergers under Law No. 15/2007 or not taken a decision before the expiry of all applicable waiting periods; and

(iii)

provided their jurisdiction is not referred to the European Commission following a request made pursuant to Article 4(5) or Article 22 of the EU Merger Regulation, the Office of Fair Trading or

Competition Commission in the United Kingdom must have declined jurisdiction or approved the mergers under the Enterprise Act 2002.

Exchange Listing. The shares of ICE Group s common stock to be issued in the mergers as the stock portion of the merger consideration and such other shares of ICE Group common stock to be reserved for issuance in connection with the mergers must have been approved for listing on the New York Stock Exchange, subject to the official notice of issuance.

Effectiveness of the Registration Statement. The registration statement, of which this document forms a part, must have become effective under the Securities Act and must not be the subject of any stop order issued by the SEC pursuant to Section 8(d) of the Securities Act or any proceeding initiated by the SEC seeking such a stop order.

Regulatory Approvals. The following consents, non-objections and other approvals must have been obtained and be in full force and effect or any applicable waiting period thereunder must have been terminated or expired with the consequence that the mergers may be consummated:

(i) the SEC must have approved the applications under Rule 19b-4 of the Exchange Act submitted by NYSE Euronext and/or its applicable subsidiaries and by ICE and/or its applicable subsidiaries in connection with the transactions contemplated by the mergers;

(ii) the U.S. Commodity Futures Trading Commission must have approved, formally or informally, or indicated that it has no objection to, any applications or submissions under the Commodity Exchange Act submitted by ICE and/or its applicable subsidiaries in connection with the transactions contemplated by the mergers;

(iii) the Dutch Minister of Finance (with the advice of the AFM) must have issued a declaration of non-objection to ICE pursuant to Section 5:32d of the Dutch Financial Supervision Act (*Wet op het financiëel toezicht*) allowing ICE Group to indirectly acquire the shares in Euronext Amsterdam N.V., NYSE Euronext (International) B.V., NYSE Euronext (Holding) N.V. and Euronext N.V.;

(iv) the Dutch Minister of Finance (with the advice of the AFM) or the AFM on behalf of the Dutch Minister of Finance, as applicable, must have confirmed, reissued, renewed or amended, if so required by the Minister of Finance or the AFM, the existing declarations of non-objection issued to NYSE Euronext, NYSE Euronext (International) B.V., NYSE Euronext (Holding) N.V. and Euronext N.V. pursuant to Section 5:32d of the Dutch Financial Supervision Act (*Wet op het financiëel toezicht*), in each case allowing the relevant entity to acquire or hold, indirectly or directly, as the case may be, the shares of NYSE Euronext (International) B.V., NYSE Euronext (Holding) N.V., Euronext N.V. and Euronext Amsterdam N.V., or the Dutch Minister of Finance and the AFM must not have indicated that any such confirmation, reissuance, renewal or amendment is required;

(v) the Dutch Minister of Finance and the AFM must have reviewed and approved the NYSE Euronext merger and confirmed, reissued, renewed or amended, if so required by the Minister of Finance or the AFM, the existing exchange license granted to Euronext Amsterdam N.V., NYSE Euronext (International) B.V., NYSE Euronext (Holding) N.V. and Euronext N.V., pursuant to Sections 5:26 and 2:96 of the Dutch Financial Supervision Act (*Wet op het financiëel toezicht*), or the Dutch Minister of Finance and the AFM must not have indicated that any such confirmation, reissuance, renewal, or amendment is required;

(vi)

the Euronext College of Regulators must have issued a declaration of non-objection to the NYSE Euronext merger as required pursuant to the Memorandum of Understanding between the members of the Euronext College of Regulators dated June 24, 2010;

(vii) the French Banking Regulatory Authority must have granted the approval required pursuant to French Regulation 96-16 of the *Comité de la Réglementation Bancaire et Financière* relating to the change of ownership and control of Euronext Paris S.A. in its capacity as a credit institution;

Table of Contents

(viii) the French Minister of the Economy must have granted, upon the advice of the *French Autorité des Marchés Financiers*, the approval required pursuant to Article L. 421-9 II of the French Monetary and Financial Code (*Code monétaire et financier*) relating to the change of ownership and control of Euronext Paris S.A. and, if required, BlueNext S.A. in their capacity as market operators;

(ix) the FCA, in respect of Baseball Merger Sub, ICE Group and/or any other person who will acquire control (within the meaning of section 301D of the Financial Services and Markets Act 2000 (the FSMA 2000) of LIFFE Administration and Management (a Recognized Investment Exchange for the purposes of FSMA 2000) and, to the extent such approval is required, NYSE LIFFE US (a Recognized Investment Exchange for the purposes of FSMA 2000) as a result of the transactions contemplated by the merger agreement:

must have given notice for the purposes of section 301G(3)(a) of FSMA 2000 that it has determined to approve the acquisition of control contemplated by the merger agreement; or

must be treated, by virtue of section 301G(4) of FSMA 2000, as having approved the acquisition of control contemplated by the merger agreement;

(x) the FCA, in respect of Baseball Merger Sub, ICE Group and/or any other person who will become a controller (as defined in FSMA 2000) of LIFFE Services Limited, Smartpool Trading Limited and Fix City Limited as a result of the transactions contemplated by the merger agreement:

must have given notice for the purposes of section 189(4) of FSMA 2000 that it has determined to unconditionally approve the acquisition of control contemplated by the merger agreement;

must have given notice for the purposes of section 189(7) of FSMA 2000 that it has determined to approve the acquisition of control contemplated by the merger agreement subject to conditions, such conditions being on terms satisfactory to NYSE Euronext and ICE; or

must be treated, by virtue of section 189(6) of FSMA 2000, as having approved the acquisition of control contemplated by the merger agreement;

(xi) the Belgian FSMA must not have prohibited the intended change of ownership and control of Euronext Brussels S.A./N.V. within the 30-day period available to it pursuant to Article 19 of the Belgian Law of August 2, 2002, or it must have issued a corresponding declaration of non-objection in respect of such intended change of ownership and control of Euronext Brussels S.A./N.V. within this period;

(xii) Euronext Brussels S.A./N.V. must have received a confirmation by the Belgian Ministry of Finance regarding the preservation of its status as regulated market and as a licensed market operator pursuant to Articles 3, 17 and 18 of the Belgian Law of August 2, 2002, or in the absence of such confirmation, Euronext Brussels S.A./N.V. must not have received any written notification from the Belgian Ministry of Finance to the contrary;

(xiii) the Portuguese Minister of Finance must have explicitly approved of the change of ownership and control of Euronext Lisbon and Interbolsa S.A. upon a positive legal opinion of the Portuguese CMVM pursuant to Decree-law n° 357-C/2007 of October 31, 2007, as amended;

(xiv) the CMVM must have been notified of the change of ownership and control of Euronext Lisbon and Interbolsa S.A. and has either not prohibited such change of control within the period available to it or has issued a declaration of non-objection to such change of control, each pursuant to Decree-law n° 357-C/2007 of October 31, 2007, as amended; and

(xv) each of ICE Clear Credit (ICC) and ICE Clear Europe (ICEU) is registered with the SEC as a Securities Clearing Agency under Section 17A(l)(1) of the Securities Exchange Act. The SEC may require ICC and ICEU to submit Rule 19b-4 filings in respect of the Braves Merger, and such filings would be subject to the SEC s approval.

Table of Contents

Under the merger agreement, the respective obligations of ICE, ICE Group, Braves Merger Sub and Baseball Merger Sub to consummate the mergers are subject to the satisfaction or waiver of the following additional conditions:

- the representations and warranties of NYSE Euronext regarding its capitalization, absence of encumbrances or preemptive or other outstanding rights on its capital stock, corporate authority, conduct of its business in the ordinary and usual course and absence of any material adverse effect on NYSE Euronext and its subsidiaries, taken as a whole, must be true and correct in all respects (other than *de minimis* failures to be true and correct);

- the other representations and warranties set forth in the merger agreement, and disregarding all qualifications and exceptions relating to materiality or material adverse effect, must be true and correct, except where the failure to be true and correct has not had, and would not be reasonably likely to have, individually or in the aggregate, a material adverse effect on NYSE Euronext and its subsidiaries, taken as a whole;

- NYSE Euronext must have performed in all material respects its obligations under the merger agreement at or prior to the date of the closing of the mergers required to be performed or complied with by it; and

- ICE Group must have received an opinion of Sullivan & Cromwell LLP either to the effect that each of the mergers will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, or, if the NYSE Euronext merger is restructured, to the effect that the ICE merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code.

Under the merger agreement, the obligation of NYSE Euronext to consummate the NYSE Euronext merger is subject to the satisfaction or waiver of the following additional conditions:

- the representations and warranties of ICE, ICE Group, Braves Merger Sub and Baseball Merger Sub regarding its capitalization, absence of encumbrances or preemptive or other outstanding rights on its capital stock, corporate authority, conduct of business in the ordinary and usual course and absence of any material adverse effect on ICE and its subsidiaries taken as a whole, must be true and correct in all respects (other than *de minimis* failures to be true and correct);

- the other representations and warranties set forth in the merger agreement, and disregarding all qualifications and exceptions relating to materiality or material adverse effect, must be true and correct, except where the failure to be true and correct has not had, and would not be reasonably likely to have, individually or in the aggregate, a material adverse effect on ICE and its subsidiaries, taken as a whole;

- ICE must have performed in all material respects its obligations under the merger agreement at or prior to the date of the closing of the NYSE Euronext merger required to be performed or complied with by it; and

- NYSE Euronext must have received an opinion of Wachtell, Lipton, Rosen & Katz either to the effect that the NYSE Euronext merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, or, if the NYSE Euronext merger is restructured, to the effect that the mergers, taken together, will qualify as a transaction described in Section 351 of the Internal Revenue Code.

The conditions to each of the parties obligations to complete the mergers are for the sole benefit of such party and may be waived by such party in whole or in part (to the extent permitted by applicable laws).

None of NYSE Euronext, ICE, ICE Group, Braves Merger Sub and Baseball Merger Sub may rely on the failure of any condition described above to be satisfied to excuse such party s obligation to effect the mergers if such failure was caused by such party s failure to use the standard of

efforts required from such party to consummate the mergers and the other transactions contemplated by the merger agreement.

Table of Contents

Termination Rights

NYSE Euronext and ICE may terminate the merger agreement at any time prior to the effective time of the NYSE Euronext merger by mutual written consent of NYSE Euronext and ICE. The merger agreement may also be terminated by either NYSE Euronext or ICE at any time prior to the effective time of the NYSE Euronext merger if:

- the completion of the mergers has not occurred by December 31, 2013, provided that NYSE Euronext and ICE each have the right to extend such date to March 31, 2014 (this date, as it may be extended, is referred to as the termination date) if the only conditions to completion that have not been satisfied (other than those that they have mutually agreed to waive) are certain conditions relating to absence of injunctions or restraints, competition and regulatory approvals, or authorization for listing of the shares of ICE Group common stock on the New York Stock Exchange (but this right to extend such termination date or terminate the merger agreement may not be exercised by a party whose failure to perform any material covenant or obligation under the merger agreement (or similar failure by any of the party s subsidiaries) has been the cause of, or resulted in, the failure of a completion condition to be satisfied on or before such termination date);

- a NYSE Euronext stockholders meeting is held and the NYSE Euronext stockholders do not adopt the merger agreement at such meeting or any adjournment or postponement of such meeting after a vote of the NYSE Euronext stockholders has been taken and completed;

- an ICE stockholders meeting is held and the ICE stockholders do not adopt the merger agreement and/or do not approve the related governance proposals at such meeting or any adjournment or postponement of such meeting after a vote of the ICE stockholders has been taken and completed; or

- any governmental entity or self-regulatory organization denies any regulatory approval with respect to competition law matters that is required to be obtained in connection with the mergers, or this denial becomes final, binding and non-appealable (or if such denial is subject to appeal, it will be impossible to complete such appeal on or prior to the termination date), or if any governmental entity or self-regulatory organization issues a final and non-appealable order (or if such order is subject to appeal, it will be impossible to complete such appeal on or prior to the termination date) permanently restraining, enjoining or otherwise prohibiting the consummation of the mergers (but the party seeking to exercise this termination right must have used its reasonable best efforts to prevent the denial and/or prevent the entry of and remove such order, as applicable).

In addition, the merger agreement may be terminated by NYSE Euronext at any time prior to the effective time of the ICE merger if:

- the ICE board of directors effects an ICE acquisition proposal change in recommendation or an ICE intervening event change in recommendation;

- there has been a breach of a representation and warranty made by ICE, ICE Group, Braves Merger Sub or Baseball Merger Sub in the merger agreement, which breach would result in the failure of the condition to the consummation of the NYSE Euronext merger relating to the accuracy of the representations and warranties of ICE, ICE Group, Braves Merger Sub or Baseball Merger Sub under the merger agreement, and such failure to be true cannot be cured, or if curable, is not cured prior to the earlier of (i) the business day prior to the termination date or (ii) 60 calendar days after written notice of the breach is given by NYSE Euronext to ICE; or

- ICE or ICE Group has failed to perform in any material respect any of its covenants or agreements under the merger agreement, which failure to perform would result in the failure of the condition to the consummation of the merger relating to the covenants or agreements of ICE or ICE Group under the merger agreement, and such failure to perform is not curable or, if curable, is not cured prior to the

Table of Contents

earlier of (i) the business day prior to the termination date of the merger agreement or (ii) 60 calendar days after written notice of the failure is given by NYSE Euronext to ICE (this is referred to as an ICE uncured covenant breach).

Further, the merger agreement may be terminated by ICE at any time prior to the effectiveness of the NYSE Euronext merger if:

the NYSE Euronext board of directors effects a NYSE Euronext acquisition proposal change in recommendation or a NYSE Euronext intervening event change in recommendation;

there has been a breach of a representation and warranty made by NYSE Euronext in the merger agreement, which breach would result in the failure of the condition to the consummation of the mergers relating to the accuracy of the representations and warranties of NYSE Euronext under the merger agreement, and such failure to be true cannot be cured, or if curable, is not cured prior to the earlier of (i) the business day prior to the termination date or (ii) 60 calendar days after written notice of the breach is given by ICE to NYSE Euronext; or

NYSE Euronext has failed to perform in any material respect any of its covenants or agreements under the merger agreement, which failure to perform would result in the failure of the condition to the consummation of the mergers relating to the covenants or agreements of NYSE Euronext under the merger agreement, and such failure to perform is not curable or, if curable, is not cured prior to the earlier of (i) the business day prior to the termination date of the merger agreement or (ii) 60 calendar days after written notice of the failure is given by ICE to NYSE Euronext (this is referred to as a NYSE Euronext uncured covenant breach).

Termination Fees

Termination Fees Payable by NYSE Euronext

The merger agreement requires NYSE Euronext to pay ICE a termination fee of $300 million if:

an acquisition proposal for NYSE Euronext by a third party (or a bona fide intention to make a proposal with respect to an acquisition proposal) has been publicly announced or made publicly known or otherwise communicated to management or the board of directors of NYSE Euronext after the date of the merger agreement and prior to the NYSE Euronext stockholders meeting and the merger agreement is terminated either:

by ICE because the NYSE Euronext board of directors effects a NYSE Euronext acquisition proposal change in recommendation or because NYSE Euronext has a NYSE Euronext uncured covenant breach; or

by ICE or NYSE Euronext because the NYSE Euronext stockholders meeting is held and the NYSE Euronext stockholders do not adopt the merger agreement at such meeting or any adjournment or postponement of such meeting after a vote of the NYSE Euronext stockholders has been taken and completed (and, at the time of termination of the merger agreement, ICE would have been entitled to terminate the merger agreement because the NYSE Euronext board of directors effects a NYSE Euronext acquisition proposal change in recommendation); or

an acquisition proposal for NYSE Euronext by a third party has been publicly announced or made publicly known at any time after the date of the merger agreement and prior to the date of the NYSE Euronext stockholders meeting, and the merger agreement is terminated by either NYSE Euronext or ICE because a NYSE Euronext stockholders meeting is held and the NYSE Euronext stockholders do not adopt the merger agreement at such meeting or any adjournment or postponement of such meeting after a vote of the NYSE Euronext stockholders has been taken and completed and within nine months following such termination, NYSE Euronext or any of its subsidiaries enters into a letter of intent, agreement in principle, merger agreement, acquisition agreement, business combination agreement, option agreement or other similar agreement with respect to, or consummates, approves or recommends to

the NYSE Euronext stockholders to accept, an acquisition proposal for NYSE Euronext

Table of Contents

by a third party involving 50% or more of the equity or assets of NYSE Euronext (or any of its subsidiaries that constitutes 50% or more of the consolidated gross revenue or assets of NYSE Euronext and its subsidiaries taken as a whole) or any sale or other disposition of LIFFE Administration and Management. However, such termination fee will be reduced by the amount of any fee previously paid or payable by NYSE Euronext pursuant to the termination fee payable by NYSE Euronext described in the final sentence of this subsection.

Under other circumstances, NYSE Euronext is required to pay ICE a termination fee of $450 million if the NYSE Euronext board of directors effects a NYSE Euronext intervening event change in recommendation and, as a result, ICE terminates the merger agreement.

Further, NYSE Euronext is required to pay ICE a termination fee of $100 million if the merger agreement is terminated because a NYSE Euronext stockholders meeting is held and the NYSE Euronext stockholders do not adopt the merger agreement at such meeting or any adjournment or postponement of such meeting after a vote of the NYSE Euronext stockholders has been taken and completed (other than in cases where the merger agreement is terminated and NYSE Euronext must pay any of the termination fees described above).

Termination Fees Payable by ICE

The merger agreement requires ICE to pay NYSE Euronext a termination fee of $300 million if:

an acquisition proposal for ICE by a third party (or a bona fide intention to make a proposal with respect to an acquisition proposal) has been publicly announced or made publicly known or otherwise communicated to management or the board of directors of ICE after the date of the merger agreement and prior to the ICE stockholders meeting and the merger agreement is terminated either:

by NYSE Euronext because the ICE board of directors effects an ICE acquisition proposal change in recommendation or because ICE has an ICE uncured covenant breach; or

by ICE or NYSE Euronext because an ICE stockholders meeting is held and the ICE stockholders do not adopt the merger agreement or approve the related governance proposals at such meeting or any adjournment or postponement of such meeting after a vote of the ICE stockholders has been taken and completed (and, at the time of termination of the merger agreement, NYSE Euronext would have been entitled to terminate the merger agreement because the ICE board of directors effects an ICE acquisition proposal change in recommendation); or

an acquisition proposal for ICE by a third party has been publicly announced or made publicly known at any time after the date of the merger agreement and prior to the date of the ICE stockholders meeting, the merger agreement is terminated by either NYSE Euronext or ICE because an ICE stockholders meeting is held and the ICE stockholders do not adopt the merger agreement or approve the related governance proposals at such meeting or any adjournment or postponement of such meeting after a vote of the ICE stockholders has been taken and completed and within nine months following such termination, ICE or any of its subsidiaries enters into a letter of intent, agreement in principle, merger agreement, acquisition agreement, business combination agreement, option agreement or other similar agreement with respect to, or consummates, approves or recommends to the ICE stockholders to accept, an acquisition proposal for ICE by a third party involving 50% or more of the equity or assets of ICE (or any of its subsidiaries that constitutes 50% or more of the consolidated gross revenue or assets of ICE and its subsidiaries taken as a whole). However, such termination fee will be reduced by the amount of any fee previously paid or payable by ICE pursuant to the termination fee payable by ICE described in the final sentence of this subsection.

Under other circumstances, ICE is required to pay NYSE Euronext a termination fee of $450 million if the ICE board of directors effects an ICE intervening event change in recommendation and, as a result, NYSE Euronext terminates the merger agreement.

Table of Contents

Further, ICE is required to pay NYSE Euronext a termination fee of $750 million if:

- the merger agreement is terminated because (i)(a) the completion of the mergers has not occurred by the termination date or (b) any governmental entity or self-regulatory organization denies any regulatory or competition law approval that is required to be obtained in connection with the mergers, and this denial becomes final, binding and non-appealable (or if such denial is subject to appeal, it will be impossible to complete such appeal on or prior to the termination date), or if any governmental entity or self-regulatory organization issues a final and non-appealable order (or if such order is subject to appeal, it will be impossible to complete such appeal on or prior to the termination date) permanently restraining, enjoining or otherwise prohibiting the consummation of the mergers (but the party seeking to exercise this termination right must have used its reasonable best efforts to prevent the denial and/or prevent the entry of and remove such order, as applicable), or a law has been adopted making consummation of the mergers illegal; or at the time the merger agreement is terminated because of any other right under the merger agreement, NYSE Euronext had a right to terminate the merger agreement because of the reasons set forth in clauses (a) and (b) and (ii) at the time of termination, one or more of the conditions relating to the absence of injunctions or restraints or to obtaining competition approvals or regulatory approvals have not been satisfied; or

- the merger agreement is terminated by NYSE Euronext because ICE has failed to perform in any material respect any of its covenants or agreements under the merger agreement, which failure to perform would result in the failure of the condition to the consummation of the mergers relating to the covenants or agreements of ICE under the merger agreement, and such failure to perform is not curable or, if curable, is not cured within a certain period of time, and such termination right arose due to a willful and material breach of the merger agreement by ICE and such breach is the primary cause that one or more of the conditions relating to the absence of injunctions or restraints or to competition approvals or regulatory approvals are impossible to satisfy on or prior to the termination date.

Finally, ICE is required to pay NYSE Euronext a termination fee of $100 million if the merger agreement is terminated because an ICE stockholders meeting is held and the ICE stockholders do not adopt the merger agreement and/or do not approve the related governance proposals at such meeting or any adjournment or postponement of such meeting after a vote of the ICE stockholders has been taken and completed (other than in cases where the merger agreement is terminated and ICE must pay any of the termination fees described above).

Limitation on Remedies

In the event of termination of the merger agreement pursuant to the provisions described under Termination Rights, the merger agreement (other than certain provisions as set forth in the merger agreement) will become void and of no effect with no liability on the part of any party to the merger agreement (or of any of its directors, officers, employees, agents, legal and financial advisors or other representatives). However, subject to the liability limitations described under Termination Fees Termination Fees Payable by NYSE Euronext and Termination Fees Termination Fees Payable by ICE, respectively, and in this Limitation on Remedies section, no such termination shall relieve any party to the merger agreement of any liability or damages resulting from any fraud or willful and material breach of the merger agreement (which the parties to the merger agreement have acknowledged and agreed that in assessing any damages arising out of such a breach a court may take into account, and each party to the merger agreement will be entitled to seek on behalf of its stockholders as a group as if such stockholders had been able to bring an action in their own behalf, damages to such stockholders). NYSE Euronext, ICE, ICE Group, Braves Merger Sub and Baseball Merger Sub must cooperate with each other in connection with the withdrawal of any applications to or termination of proceedings before any governmental entity in connection with the transactions contemplated by the merger agreement.

In no event will (i) NYSE Euronext be required to pay both the $300 million termination fee and the $450 million termination fee described under Termination Fees Termination Fees Payable by NYSE Euronext or pay either of such fees on more than one occasion or (ii) ICE be required to pay more than one of the $300 million, $450 million or $750 million termination fees described under Termination Fees Termination Fees Payable by

Table of Contents

ICE or any such fees on more than one occasion. If either NYSE Euronext or ICE fails to promptly pay any amount due pursuant to the provisions described under Termination Rights and the other party to the merger agreement commences a suit resulting in a judgment against such non-paying party for such payment or any portion of such payment, such party must pay the other party its costs and expenses (including attorneys fees) in connection with such suit, together with interest on the amount of the payment at the prime rate of Citibank, N.A., in effect on the date such payment was required to be paid, from the date on which such payment was required through the date of actual payment.

In addition, ICE s aggregate liability for breaches of the merger agreement by ICE (including for willful breaches) and the termination fees described under Termination Fees Termination Fees Payable by ICE may not exceed under any circumstances $750 million in the aggregate and NYSE Euronext s aggregate liability for breaches of the merger agreement by NYSE Euronext (including for willful breaches) and the termination fees described under Termination Fees Termination Fees Payable by NYSE Euronext may not exceed under any circumstances $750 million in the aggregate, except in the case where the fees described under Termination Fees Termination Fees Payable by NYSE Euronext and Termination Fees Termination Fees Payable by ICE, respectively, become payable and any such payment is not made within 30 days of the date it becomes due pursuant to the terms of the merger agreement.

Fees and Expenses

Whether or not the mergers are consummated, except as otherwise provided in the merger agreement, all out-of-pocket expenses (including fees and expenses of counsel, accountants, investment bankers, experts and consultants) incurred by or on behalf of the parties to the merger agreement in connection with the merger agreement and the transactions contemplated thereby will be paid by the party incurring the expense, including the registration and filing fees and the printing and mailing costs of the registration statement on Form S-4 with the understanding that each of NYSE Euronext and ICE will be responsible and bear the costs of printing and mailing this joint proxy statement/prospectus to its respective stockholders.

Indemnification; Directors and Officers Insurance

The parties to the merger agreement have agreed that, from and after the effective time of the mergers, ICE Group will indemnify, hold harmless and provide advancement of expenses to all past and present directors, officers and employees of NYSE Euronext and its subsidiaries, for acts or omissions occurring at or prior to the completion of the effective time of the mergers, to the same extent as these individuals had rights to indemnification and advancement of expenses as of the date of the merger agreement and to the fullest extent permitted by law. The parties to the merger agreement have also agreed that the surviving company s limited liability company agreement will include provisions regarding elimination of liability of directors, indemnification of officers, directors and employees and advancement of expenses which are, in the aggregate, no less advantageous to the intended beneficiaries than the corresponding provisions in the current organizational documents of NYSE Euronext.

In addition, for a period of six years following the effective time of the mergers, ICE Group will cause the surviving company to maintain in effect the current directors and officers and fiduciary liability insurance policies maintained by NYSE Euronext with respect to claims arising from facts or events occurring at or prior to the effective time of the mergers (or a substitute policy or policies with the same coverage and with terms no less advantageous in the aggregate), subject to the limitation that the surviving company will not be required to spend in any one year more than 250% of the annual premiums currently paid by NYSE Euronext for this insurance. Instead, the surviving company may, at its option, purchase a six-year tail prepaid policy on the same terms and conditions, but provided that the amount paid for such policy does not exceed six times the amount equal to 250% of the annual premiums currently paid by NYSE Euronext.

The present and former directors and officers of NYSE Euronext will have the right to enforce the provisions of the merger agreement relating to their indemnification.

Table of Contents

Amendment and Waiver

NYSE Euronext, ICE, ICE Group, Braves Merger Sub and Baseball Merger Sub may amend the merger agreement at any time either before or after the approval of the merger agreement and the transactions contemplated thereby by the NYSE Euronext stockholders, the ICE stockholders, the sole stockholder of Braves Merger Sub or the sole member of Baseball Merger Sub. However, after such approval, no amendment may be made which requires further approval by such stockholder or member under applicable law or the rules of any relevant stock exchange unless such further approval is obtained.

The parties to the merger agreement may, to the extent legally allowed and permitted under the terms of the merger agreement, waive compliance with or satisfaction of any of the conditions contained in the merger agreement.

Specific Performance

NYSE Euronext, ICE, ICE Group, Braves Merger Sub and Baseball Merger Sub have acknowledged and agreed, subject to the provisions described under Termination Fees Termination Fees Payable by NYSE Euronext, Termination Fees Termination Fees Payable by ICE, and Limitation on Remedies, respectively, that each would be irreparably damaged if any of the provisions of the merger agreement are not performed in accordance with their specific terms or are otherwise breached and that any non-performance or breach of the merger agreement by any party to the merger agreement could not be adequately compensated by monetary damages alone and that the parties to the merger agreement would not have any adequate remedy at law. Accordingly, subject to the provisions described under Termination Fees Termination Fees Payable by NYSE Euronext, Termination Fees Termination Fees Payable by ICE, and Limitation on Remedies, respectively, NYSE Euronext, ICE, ICE Group, Braves Merger Sub and Baseball Merger Sub will be entitled (in addition to any other remedy that may be available to it whether in law or equity, including monetary damages) to seek and obtain (i) enforcement of any provision of the merger agreement (other than the provisions described under Reasonable Best Efforts; Regulatory Filings and Other Actions) by a decree or order of specific performance and (ii) a temporary, preliminary and/or permanent injunction to prevent breaches or threatened breaches of any provisions of the merger agreement (other than the provisions described under Reasonable Best Efforts; Regulatory Filings and Other Actions) without posting any bond or undertaking. NYSE Euronext, ICE, ICE Group, Braves Merger Sub and Baseball Merger Sub have additionally agreed that they will not object to the granting of injunctive or other equitable relief on the basis that there exists adequate remedy at law.

Table of Contents

LITIGATION RELATED TO THE MERGERS

Following the announcement of the execution of the merger agreement, on December 20, 2012, the first of eight putative stockholder class action complaints was filed in the Court of Chancery of the State of Delaware (the Delaware Actions) by purported stockholders challenging the proposed merger. Additionally, on December 21, 2012, the first of four similar putative stockholder class action complaints was filed in the Supreme Court of the State of New York (the New York Actions) by purported stockholders of NYSE Euronext. Finally, on February 4, 2013, a similar putative stockholder class action complaint was filed by a purported stockholder in the United States District Court for the Southern District of New York under the caption *Young* v. *Hessels*, *et al.*, No. 13-civ-817 (the Federal Action). The Delaware Actions are captioned *Cohen* v. *NYSE Euronext, et al.*, C.A. No. 8136-CS, *Mayer* v. *NYSE Euronext, et al.*, C.A. No. 8167-CS, *Southeastern Pennsylvania Transportation Authority* v. *Hessels, et al.*, No. 8172-CS, *Louisiana Municipal Police Employees Retirement System* v. *NYSE Euronext, et al.*, No. 8183-CS, *Sheet Metal Workers Pension Fund of Local Union 19* v. *Hessels, et al.*, No 8202-CS, *Winkler* v. *NYSE Euronext, et al.*, No. 8209-CS, *Nardone* v. *Hessels, et al.*, C.A. No. 8211-CS, and *LBBW Asset Management Investmentgesellschaft MBH, C.A.*v. *NYSE Euronext, et al.*, No. 8224-CS. The New York actions are captioned *Graff* v. *Hessels, et al.*, No. 654519/2012, *Himmel* v. *NYSE Euronext, et al.*, No. 654576/2012, *N.J. Carpenters Pension Fund* v. *NYSE Euronext, et al.*, No. 654496/2012 and *KT Invs. II, LLC* v. *Niederauer, et al.*, No. 654515/2012.

By Order dated January 29, 2013, the Court of Chancery consolidated the Delaware Actions into *In re NYSE Euronext Shareholders Litigation*, No. 8136-CS, and appointed lead plaintiffs and lead counsel. On January 31, 2013, lead plaintiffs filed a consolidated amended complaint. On February 15, 2013, the Chancery Court entered a schedule providing for expedited proceedings in support of plaintiffs motion for preliminary injunction. The Chancery Court has set a hearing on plaintiffs motion for preliminary injunction for May 10, 2013. On March 13, 2013, the Chancery Court certified the consolidated Delaware Actions as a class action.

On January 3, 2013, the plaintiffs in the New York Actions moved for consolidation and appointment of lead counsel in the New York Actions. On January 28, 2013, the court entered an Order consolidating the New York Actions into *In re NYSE Euronext Shareholders/ICE Litigation*, Index No. 654496/2012, and appointing lead counsel. On January 30, 2013, the defendants moved to dismiss or stay the New York Actions based upon, among other things, the substantially identical, earlier filed Delaware proceedings. On February 7, 2013, lead plaintiffs filed a consolidated amended complaint in the New York action. On March 1, 2013, the New York court issued a Decision and Order denying defendants motion to dismiss or stay. Defendants have appealed the March 1 Decision and Order to the Appellate Division, First Department, and moved for a stay of proceedings pending appeal. On March 15, the New York appeals court entered an order staying the New York cases on an interim basis, and adjourned for 60 days the motion for a stay pending appeal. The appeal and stay motion remain pending.

The Delaware, New York and Federal Actions are substantially identical. All of the actions name as defendants NYSE Euronext, the members of its board of directors, and ICE. Certain of the actions also name Baseball Merger Sub. All of the complaints allege that the members of the NYSE Euronext board of directors breached their fiduciary duties by agreeing to a merger agreement that undervalues NYSE Euronext. Among other things, plaintiffs allege that the members of the NYSE Euronext board of directors failed to maximize the value of NYSE Euronext to its public stockholders, negotiated a transaction in their best interests to the detriment of the NYSE Euronext public stockholders, and agreed to supposedly preclusive deal protection measures that unfairly deter competitive offers. The consolidated amended complaints filed in the Delaware Action and the New York Action, as well as the Federal Action, contend that the preliminary proxy statement filed by NYSE Euronext contains misstatements or omissions regarding the transaction and the firm s business prospects. ICE (and, in some of the actions, NYSE Euronext and/or Baseball Merger Sub) is alleged to have aided and abetted the breaches of fiduciary duty by the members of the NYSE Euronext board of directors. The lawsuits seek, among other things, (i) an injunction enjoining ICE and NYSE Euronext from consummating the NYSE Euronext merger; and/or (ii) rescission of the NYSE Euronext merger, to the extent already implemented, or

Table of Contents

alternatively rescissory damages. Certain of the actions seek an injunction prohibiting ICE and NYSE Euronext from initiating any defensive measures.

ICE and NYSE Euronext believe the allegations in the complaints in the Delaware Actions, the New York Actions, and the Federal Action are without merit, and intend to defend against them and the Delaware plaintiffs motion for preliminary injunction vigorously.

Table of Contents

MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE MERGERS

This section describes the material United States federal income tax consequences of the mergers to U.S. holders of ICE common stock or NYSE Euronext common stock who exchange shares of ICE common stock or NYSE Euronext common stock for shares of ICE Group common stock, cash, or a combination of shares of ICE Group common stock and cash pursuant to the mergers. The following discussion is based on the Internal Revenue Code, existing and proposed regulations thereunder and published rulings and decisions, all as currently in effect as of the date hereof, and all of which are subject to change, possibly with retroactive effect. Any such change could affect the continuing validity of this discussion.

For purposes of this discussion, a U.S. holder is a beneficial owner of ICE common stock or NYSE Euronext common stock who for United States federal income tax purposes is:

- a citizen or resident of the United States;
- a corporation, or an entity treated as a corporation, created or organized in or under the laws of the United States or any state or political subdivision thereof;
- a trust that (1) is subject to (A) the primary supervision of a court within the United States and (B) the authority of one or more United States persons to control all substantial decisions of the trust or (2) has a valid election in effect under applicable Treasury Regulations to be treated as a United States person; or
- an estate that is subject to United States federal income tax on its income regardless of its source.

If a partnership (including for this purpose any entity or arrangement treated as a partnership for United States federal income tax purposes) holds ICE common stock or NYSE Euronext common stock, the tax treatment of a partner generally will depend on the status of the partner and the activities of the partnership. If you are a partner of a partnership holding ICE common stock or NYSE Euronext common stock, you should consult your tax advisor.

This discussion addresses only those ICE stockholders and NYSE Euronext stockholders that hold their ICE common stock or NYSE Euronext common stock as a capital asset within the meaning of Section 1221 of the Internal Revenue Code (generally, property held for investment), and does not address all the United States federal income tax consequences that may be relevant to particular ICE stockholders and NYSE Euronext stockholders in light of their individual circumstances or to ICE stockholders and NYSE Euronext stockholders that are subject to special rules, such as:

- financial institutions;
- investors in pass-through entities;
- insurance companies;
- tax-exempt organizations;
- dealers in securities;

traders in securities that elect to use a mark-to-market method of accounting;

persons who exercise dissenters rights;

persons that hold ICE common stock or NYSE Euronext common stock as part of a straddle, hedge, constructive sale or conversion transaction;

persons that purchased or sell their shares of ICE common stock or NYSE Euronext common stock as part of a wash sale;

certain expatriates or persons that have a functional currency other than the U.S. dollar;

persons that are not U.S. holders; and

Table of Contents

stockholders who acquired their shares of ICE common stock or NYSE Euronext common stock through the exercise of an employee stock option or otherwise as compensation or through a tax-qualified retirement plan.

In addition, the discussion does not address any alternative minimum tax or any state, local or foreign tax consequences of the mergers.

ALL HOLDERS OF ICE COMMON STOCK OR NYSE EURONEXT COMMON STOCK SHOULD CONSULT THEIR TAX ADVISORS AS TO THE SPECIFIC TAX CONSEQUENCES TO THEM OF THE MERGERS, INCLUDING THE APPLICABILITY AND EFFECT OF THE ALTERNATIVE MINIMUM TAX AND ANY STATE, LOCAL, FOREIGN AND OTHER TAX LAWS.

Subject to the limitations, exceptions, assumptions, and qualifications described under Material United States Federal Income Tax Consequences of the Mergers and herein, the discussion below under Federal Income Tax Consequences of the ICE Merger constitutes the opinion of Sullivan & Cromwell LLP, counsel to ICE, as to the material U.S. federal income tax consequences of the ICE merger to U.S. holders of ICE common stock, and the discussion below under Federal Income Tax Consequences of the NYSE Euronext Merger, constitutes the opinion of Wachtell, Lipton, Rosen & Katz, special counsel to NYSE Euronext, as to the material U.S. federal income tax consequences of the NYSE Euronext merger (or, in the event the NYSE Euronext merger is restructured in the manner described below, the NYSE Euronext merger and the ICE merger, taken together) to U.S. holders of NYSE Euronext common stock.

The obligation of ICE to complete the mergers is conditioned upon the receipt of an opinion from Sullivan & Cromwell LLP, counsel to ICE, to the effect that the mergers will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code based upon representations made by ICE and NYSE Euronext. The obligation of NYSE Euronext to complete the NYSE Euronext merger is conditioned upon the receipt of an opinion from Wachtell, Lipton, Rosen & Katz, special counsel to NYSE Euronext, to the effect that the NYSE Euronext merger will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code based upon representations made by ICE and NYSE Euronext. Neither of these opinions is binding on the Internal Revenue Service or the courts. ICE and NYSE Euronext have not requested and do not intend to request any ruling from the Internal Revenue Service as to the United States federal income tax consequences of the mergers.

In the event that legal counsel to either ICE or NYSE Euronext is unable to render the legal opinion described above with respect to the NYSE Euronext merger, the merger agreement provides that the NYSE Euronext merger will be restructured such that Baseball Merger Sub will merge with and into NYSE Euronext (the Alternative Transaction). In such case, the obligation of ICE to complete the Alternative Transaction will be conditioned upon the receipt of a legal opinion from its counsel to the effect that the ICE merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. Additionally, the obligation of NYSE Euronext to complete the Alternative Transaction will be conditioned upon the receipt of a legal opinion from its counsel to the effect that the NYSE Euronext merger, together with the ICE merger, will qualify as a transaction described in Section 351 of the Internal Revenue Code. The following discussion assumes the receipt and accuracy of the opinions described above.

Federal Income Tax Consequences of the ICE Merger. The U.S. federal income tax consequences of the ICE merger to holders of ICE common stock are as follows:

a holder who receives shares of ICE Group common stock in exchange for shares of ICE common stock pursuant to the ICE merger will not recognize gain or loss;

the aggregate tax basis of the ICE Group common stock received in the merger will be the same as the aggregate tax basis of the ICE common stock for which it is exchanged; and

Table of Contents

the holding period of ICE Group common stock will include the holding period of the ICE common stock for which it is exchanged.

Federal Income Tax Consequences of the NYSE Euronext Merger. The U.S. federal income tax consequences of the NYSE Euronext merger (or, in the event the NYSE Euronext merger is restructured in the manner described above, the NYSE Euronext merger and the ICE merger, taken together) to U.S. holders of NYSE Euronext common stock are as follows:

- a holder who receives shares of ICE Group common stock (and no cash other than cash received instead of a fractional share of ICE Group common stock) in exchange for shares of NYSE Euronext common stock pursuant to the NYSE Euronext merger will not recognize gain or loss (except with respect to any cash received instead of fractional share interests in ICE Group common stock, which shall be treated as discussed below);

- a holder who receives solely cash in exchange for shares of NYSE Euronext common stock pursuant to the NYSE Euronext merger generally will recognize gain or loss in an amount equal to the difference between the amount of cash received and such holder s tax basis in the NYSE Euronext common stock exchanged;

- a holder who receives a combination of shares of ICE Group common stock and cash (other than cash received instead of a fractional share of ICE Group common stock) in exchange for shares of NYSE Euronext common stock pursuant to the NYSE Euronext merger generally will recognize gain (but not loss) in an amount equal to the lesser of (1) the amount by which the sum of the fair market value of the ICE Group common stock and cash received by a holder of NYSE Euronext common stock exceeds such holder s tax basis in its NYSE Euronext common stock, and (2) the amount of cash received by such holder of NYSE Euronext common stock (in each case, unless the NYSE Euronext merger is restructured in the manner described above, excluding any cash received instead of fractional share interests in ICE Group common stock, which shall be treated as discussed below);

- the aggregate tax basis of the ICE Group common stock received in the NYSE Euronext merger (including any fractional share interests in ICE Group common stock deemed received and exchanged for cash) will be the same as the aggregate tax basis of the NYSE Euronext common stock for which it is exchanged, decreased by the amount of cash received in the merger (excluding, unless the NYSE Euronext merger is restructured in the manner described above, any cash received instead of fractional share interests in ICE Group common stock), and increased by the amount of gain recognized on the exchange (regardless of whether such gain is classified as capital gain or dividend income, as discussed below), excluding, unless the NYSE Euronext merger is restructured in the manner described above, any gain recognized with respect to fractional share interests in ICE Group common stock for which cash is received, as discussed below; and

- the holding period of ICE Group common stock received in exchange for shares of NYSE Euronext common stock (including any fractional shares interests in ICE Group common stock deemed received and exchanged for cash, as discussed below) will include the holding period of the NYSE Euronext common stock for which it is exchanged.

If holders of NYSE Euronext common stock acquired different blocks of NYSE Euronext common stock at different times or at different prices, any gain or loss will be determined separately with respect to each block of NYSE Euronext common stock and such holders basis and holding period in their shares of ICE Group common stock may be determined with reference to each block of NYSE Euronext common stock. Any such holders should consult their tax advisors regarding the manner in which cash and ICE Group common stock received in the exchange should be allocated among different blocks of NYSE Euronext common stock and with respect to identifying the bases or holding periods of the particular shares of ICE Group common stock received in the NYSE Euronext merger.

Table of Contents

Gain or loss that holders of NYSE Euronext common stock recognize in connection with the NYSE Euronext merger generally will constitute capital gain or loss and will constitute long-term capital gain or loss if such holders have held their NYSE Euronext common stock for more than one year as of the date of the mergers. Long-term capital gain of certain non-corporate holders of NYSE Euronext common stock, including individuals, is generally taxed at preferential rates. The deductibility of capital losses is subject to limitations. In some cases, if a holder actually or constructively owns ICE Group common stock other than ICE Group common stock received pursuant to the NYSE Euronext merger, the recognized gain could be treated as having the effect of a distribution of a dividend under the tests set forth in Section 302 of the Internal Revenue Code, in which case such gain would be treated as dividend income. Because the possibility of dividend treatment depends upon each holder s particular circumstances, including the application of constructive ownership rules, holders of NYSE Euronext common stock should consult their tax advisors regarding the application of the foregoing rules to their particular circumstances.

U.S. holders that are individuals, trusts or estates and whose income exceeds certain thresholds generally will be subject to a 3.8% Medicare tax on their net investment income. For this purpose, net investment income generally includes dividend income and net gain recognized with respect to a disposition of shares of NYSE Euronext common stock pursuant to the NYSE Euronext merger, unless such dividend income or net gain is derived in the ordinary course of the conduct of a trade or business (other than a trade or business that consist of certain passive or trading activities). If you are a U.S. holder that is an individual, estate or trust, please consult your tax advisors regarding the applicability of the Medicare tax with respect to your disposition of shares of NYSE Euronext common stock pursuant to the NYSE Euronext merger.

Cash Received Instead of a Fractional Share of ICE Group Common Stock. A holder of NYSE Euronext common stock who receives cash instead of a fractional share of ICE Group common stock will generally be treated as having received the fractional share pursuant to the NYSE Euronext merger and then as having sold that fractional share of ICE Group common stock for cash. As a result, a holder of NYSE Euronext common stock will generally recognize gain or loss equal to the difference between the amount of cash received and the tax basis allocated to such fractional share of ICE Group common stock. Gain or loss recognized with respect to cash received in lieu of a fractional share of ICE Group common stock will generally be capital gain or loss, and will be long-term capital gain or loss if, as of the effective date of the mergers, the holding period for such shares is greater than one year. The deductibility of capital losses is subject to limitations. In the event the NYSE Euronext merger is restructured in the manner described above, the receipt of cash instead of a fractional share of ICE Group common stock generally will be treated as cash received in exchange for NYSE Euronext common stock as described above with respect to a holder of NYSE Euronext common stock who receives a combination of shares of ICE Group common stock and cash (other than cash received instead of a fractional shares of ICE Group common stock).

Information Reporting and Backup Withholding. Payments of cash to a holder of NYSE Euronext common stock may, under certain circumstances, be subject to information reporting and backup withholding, unless the holder provides proof of an applicable exemption or furnishes its taxpayer identification number, and otherwise complies with all applicable requirements of the backup withholding rules. Any amounts withheld from payments to a holder under the backup withholding rules are not additional tax and will be allowed as a refund or credit against the holder s United States federal income tax liability, provided the required information is timely furnished to the Internal Revenue Service.

The preceding discussion is intended only as a summary of material United States federal income tax consequences of the mergers. It is not a complete analysis or discussion of all potential tax effects that may be important to you. Thus, you are strongly encouraged to consult your tax advisor as to the specific tax consequences resulting from the mergers, including tax return reporting requirements, the applicability and effect of federal, state, local, and other tax laws and the effect of any proposed changes in the tax laws.

Table of Contents

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

The following unaudited pro forma condensed combined financial statements present the combination of the historical consolidated financial statements of ICE and NYSE Euronext adjusted to give effect to the mergers. The unaudited pro forma condensed combined statements of income for the year ended December 31, 2012 combine the historical consolidated statements of income of ICE and the historical consolidated statements of operations of NYSE Euronext, giving effect to the mergers as if they had been consummated on January 1, 2012, the beginning of the earliest period presented. The unaudited pro forma condensed combined balance sheet combines the historical condensed consolidated balance sheet of ICE and the historical condensed consolidated balance sheet of NYSE Euronext as of December 31, 2012, giving effect to the mergers as if they had been consummated on December 31, 2012. The historical consolidated financial statements of NYSE Euronext have been adjusted to reflect certain reclassifications in order to conform to ICE s financial statement presentation.

The unaudited pro forma condensed combined financial statements were prepared using the acquisition method of accounting with ICE considered the acquirer of NYSE Euronext. See The Mergers Accounting Treatment. Under the acquisition method of accounting, the purchase price is allocated to the underlying NYSE Euronext tangible and intangible assets acquired and liabilities assumed based on their respective fair market values with any excess purchase price allocated to goodwill.

As of the date of this joint proxy statement/prospectus, ICE has not completed the detailed valuation studies necessary to arrive at the required estimates of the fair value of the NYSE Euronext assets to be acquired and the liabilities to be assumed and the related allocations of purchase price, nor has it identified all adjustments necessary to conform NYSE Euronext s accounting policies to ICE s accounting policies. A final determination of the fair value of NYSE Euronext s assets and liabilities, including intangible assets with both indefinite or finite lives, will be based on the actual net tangible and intangible assets and liabilities of NYSE Euronext that exist as of the closing date of the mergers and, therefore, cannot be made prior to the completion of the transaction. In addition, the value of the consideration to be paid by ICE upon the consummation of the mergers will be determined based on the closing price of ICE s common stock on the closing date of the mergers. As a result of the foregoing, the pro forma adjustments are preliminary and are subject to change as additional information becomes available and as additional analyses are performed. The preliminary pro forma adjustments have been made solely for the purpose of providing the unaudited pro forma condensed combined financial statements presented below. ICE estimated the fair value of NYSE Euronext s assets and liabilities based on discussions with NYSE Euronext s management, preliminary valuation studies, due diligence and information presented in NYSE Euronext s public filings. Until the mergers are completed, both companies are limited in their ability to share certain information. Upon completion of the mergers, final valuations will be performed. Any increases or decreases in the fair value of relevant balance sheet amounts upon completion of the final valuations will result in adjustments to the pro forma balance sheet and/or statements of income. The final purchase price allocation may be different than that reflected in the pro forma purchase price allocation presented herein, and this difference may be material.

The aggregate purchase price for financial statement purposes will be based on the actual closing price per share of ICE common stock on the closing date, which could differ materially from the assumed value disclosed in the notes to the unaudited pro forma condensed combined financial statements. If the actual closing price per share of ICE common stock on the closing date is higher than the assumed amount, it is expected that the actual amount recorded for goodwill will be higher; conversely, if the actual closing price is lower, the actual amount recorded for goodwill will be lower. A hypothetical 10% change in ICE s closing stock price on the closing date of the merger would have an approximate $673 million impact on the purchase price and subsequent goodwill balance.

Assumptions and estimates underlying the unaudited adjustments to the pro forma condensed combined financial statements (the pro forma adjustments) are described in the accompanying notes. The historical consolidated financial statements have been adjusted in the pro forma condensed combined financial statements

Table of Contents

to give effect to pro forma events that are: (1) directly attributable to the mergers; (2) factually supportable; and (3) with respect to the pro forma statements of income, expected to have a continuing impact on the combined results of ICE and NYSE Euronext following the mergers. The unaudited pro forma condensed combined financial statements have been presented for illustrative purposes only and are not necessarily indicative of the operating results and financial position that would have been achieved had the mergers occurred on the dates indicated. Further, the unaudited pro forma condensed combined financial statements do not purport to project the future operating results or financial position of the combined company following the mergers.

The unaudited pro forma condensed combined financial statements, although helpful in illustrating the financial characteristics of the combined company under one set of assumptions, do not reflect the benefits of expected cost savings (or associated costs to achieve such savings), opportunities to earn additional revenue, or other factors that may result as a consequence of the mergers and, accordingly, do not attempt to predict or suggest future results. Specifically, the unaudited pro forma condensed combined statements of income exclude projected operating efficiencies and synergies expected to be achieved as a result of the mergers, which are described under The Mergers Recommendation of the ICE Board of Directors and Reasons for the Mergers. The projected operating synergies include approximately $450 million in combined annual cost synergies expected to be realized within three years of closing the mergers (inclusive of $150 million related to NYSE Euronext s current cost savings program, known as Project 14). Of these expense synergies, 80% are expected to be realized within two years of closing. The unaudited pro forma condensed combined financial statements also exclude the effects of costs associated with any restructuring or integration activities or asset dispositions resulting from the mergers, as they are currently not known, and to the extent they occur, are expected to be non-recurring and will not have been incurred at the closing date of the mergers. However, such costs could affect the combined company following the mergers in the period the costs are incurred or recorded. Further, the unaudited pro forma condensed combined financial statements do not reflect the effect of any regulatory actions that may impact the results of the combined company following the mergers.

The unaudited pro forma condensed combined financial statements have been developed from and should be read in conjunction with:

- the accompanying notes to the unaudited pro forma condensed combined financial statements;
- the historical audited consolidated financial statements of ICE as of and for the year ended December 31, 2012, included in ICE s Form 10-K and incorporated by reference in this document;
- the historical audited consolidated financial statements of NYSE Euronext as of and for the year ended December 31, 2012, included in NYSE Euronext s Form 10-K and incorporated by reference in this document; and
- other information relating to ICE and NYSE Euronext contained in or incorporated by reference into this document. See Where You Can Find More Information and Selected Historical Consolidated Financial Data.

Table of Contents

INTERCONTINENTALEXCHANGE, INC. AND NYSE EURONEXT

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME

FOR THE YEAR ENDED DECEMBER 31, 2012

(In thousands, except per share amounts)

	Historical Statement of Income Information		Pro Forma		
	ICE	NYSE Euronext	Adjustments	Notes	ICE Group Combined
Revenues:					
Transaction and clearing fees, net	$ 1,185,195	$ 2,393,000			$ 3,578,195
Market data fees	146,789	348,000			494,789
Listing fees		448,000	$ (128)	(a)	
			(88,000)	(b)	359,872
Technology service fees		341,000	(1,025)	(a)	339,975
Other	30,981	219,000			249,981
Total revenues	1,362,965	3,749,000	(89,153)		5,022,812
Transaction-based expenses:					
Section 31 fees		301,000			301,000
Liquidity payments, routing and clearing		1,124,000			1,124,000
Total revenues less transaction-based expenses	1,362,965	2,324,000	(89,153)		3,597,812
Operating Expenses:					
Compensation and benefits	251,152	601,000			852,152
Technology and communications	45,764	176,000			221,764
Professional services	33,145	299,000			332,145
Rent and occupancy	19,329	119,000			138,329
Acquisition-related transaction expenses and exit costs	19,359	134,000	(17,174)	(c)	136,185
Selling, general and administrative	36,699	126,000	(1,153)	(a)	161,546
Depreciation and amortization	130,502	260,000	(100)	(d)	390,402
Total operating expenses	535,950	1,715,000	(18,427)		2,232,523
Operating income	827,015	609,000	(70,726)		1,365,289
Other expense, net	37,323	139,000	(1,117)	(e)	175,206
Income before income taxes	789,692	470,000	(69,609)		1,190,083
Income tax expense	227,955	105,000	(27,713)	(g)	305,242
Net income	$ 561,737	$ 365,000	$ (41,896)		$ 884,841
Net income attributable to noncontrolling interest	(10,161)	(17,000)			(27,161)
Net income attributable to Combined Company	$ 551,576	$ 348,000	$ (41,896)		$ 857,680
Earnings per share attributable to Combined Company common shareholders:					

Basic	$ 7.59	$ 1.39			$ 7.46
Diluted	$ 7.52	$ 1.39			$ 7.42
Weighted average common shares outstanding:					
Basic	72,712	250,000	(207,794)	(f)	114,918
Diluted	73,366	250,000	(207,780)	(f)	115,586

Table of Contents

INTERCONTINENTALEXCHANGE, INC. AND NYSE EURONEXT

UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET

AS OF DECEMBER 31, 2012

(In thousands)

	Historical Balance Sheet Information		Pro Forma		
	ICE	NYSE Euronext	Adjustments	Notes	ICE Group Combined
ASSETS					
Current assets:					
Cash and cash equivalents	$ 1,612,195	$ 337,000	$ (950,890)	(h)	
			(110,000)	(i)	
			(135,326)	(j)	$ 752,979
Short-term restricted cash	86,823		110,000	(i)	196,823
Customer accounts receivable, net	127,260	405,000			532,260
Margin deposits and guaranty funds	31,882,493				31,882,493
Prepaid expenses and other current assets	41,316	266,000			307,316
Total current assets	33,750,087	1,008,000	(1,086,216)		33,671,871
Property, plant & equipment, net	143,392	948,000	(133,000)	(k)	958,392
Other noncurrent assets:					
Goodwill	1,937,977	4,163,000	1,471,314	(l)	7,572,291
Other intangible assets, net	798,960	5,783,000	133,000	(k)	
			2,707,000	(m)	9,421,960
Long-term restricted cash	162,867				162,867
Long-term investments	391,345	524,000			915,345
Other noncurrent assets	30,214	130,000			160,214
Total other noncurrent assets	3,321,363	10,600,000	4,311,314		18,232,677
Total assets	$ 37,214,842	$ 12,556,000	$ 3,092,098		$ 52,862,940
LIABILITIES AND EQUITY					
Current liabilities:					
Accounts payable and accrued liabilities	$ 70,206	$ 636,000	$ (9,115)	(n)	$ 697,091
Accrued salaries and benefits	55,008	188,000			243,008
Current portion of long-term debt	163,000	454,000	8,231	(q)	625,231
Deferred revenue	11,407	138,000	$ (107,000)	(p)	42,407
Margin deposits and guaranty funds	31,882,493				31,882,493
Other current liabilities	63,583				63,583
Total current liabilities	32,245,697	1,416,000	(107,884)		33,553,813
Noncurrent liabilities:					
Noncurrent deferred tax liability, net	216,141	1,435,000	1,247,103	(o)	
			199,000	(p)	
			(60,664)	(q)	3,036,580
Long-term debt	969,500	2,055,000	1,929,730	(q)	4,954,230
Deferred revenue		378,000	(378,000)	(p)	
Other noncurrent liabilities	106,946	629,000			735,946

Total noncurrent liabilities	1,292,587	4,497,000	2,937,169		8,726,756
Total liabilities	33,538,284	5,913,000	2,829,285		42,280,569
Redeemable noncontrolling interest		274,000			274,000
EQUITY					
Shareholders equity					
Common stock	799	3,000	(3,000)	(r)	
			425	(s)	1,224
Treasury stock	(716,815)	(968,000)	968,000	(r)	(716,815)
Additional paid-in capital	1,903,312	7,939,000	(7,939,000)	(r)	
			6,733,599	(s)	8,636,911
Retained earnings	2,508,672	569,000	(695,211)	(r)	2,382,461
Accumulated other comprehensive loss	(52,591)	(1,198,000)	1,198,000	(r)	(52,591)
Total shareholders equity	3,643,377	6,345,000	262,813		10,251,190
Noncontrolling interest in consolidated subsidiaries	33,181	24,000			57,181
Total equity	3,676,558	6,369,000	262,813		10,308,371
Total liabilities and equity	$ 37,214,842	$ 12,556,000	$ 3,092,098		$ 52,862,940

Table of Contents

NOTES TO THE UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

1. Basis of Pro Forma Presentation

Overview

For a summary of the proposal for ICE to acquire NYSE Euronext, see The Mergers Transaction Structure. Following the consummation of the ICE merger, and unless the NYSE Euronext merger is restructured such that Baseball Merger Sub will merge with and into NYSE Euronext, NYSE Euronext will merge with and into Baseball Merger Sub. For purposes of the unaudited pro forma condensed combined financial statements (the pro forma financial statements), we have assumed a total preliminary purchase price for the merger of approximately $9.5 billion, which consists of cash, shares of ICE Group common stock, and replacement share-based payment awards. Under the terms of the merger agreement, the transaction is currently valued at $38.43 per NYSE Euronext share, based on the closing price of ICE s stock on April 26, 2013. Each issued and outstanding share of NYSE Euronext common stock (except for excluded shares and dissenting shares) will be converted into the right to receive 0.1703 of a share of ICE Group common stock and $11.27 in cash (this is referred to as the standard election amount). NYSE Euronext stockholders will also have the right to make either a cash election to receive $33.12 in cash, or a stock election to receive 0.2581 of a share of ICE Group common stock, for their NYSE Euronext shares. Both the cash election and the stock election are subject to the proration and adjustment procedures to ensure that the total amount of cash paid, and the total number of shares of ICE Group common stock issued, in the NYSE Euronext merger to the NYSE Euronext stockholders, as a whole, will be equal to the total amount of cash and number of shares that would have been paid and issued if all of the NYSE Euronext stockholders received the standard election amount, representing maximum cash consideration of approximately $2.7 billion and a maximum aggregate number of ICE Group common shares of approximately 42.5 million shares. NYSE Euronext stockholders who make no election will receive the standard election amount. The overall mix of the approximate $9.5 billion of merger consideration being paid by ICE and ICE Group is approximately 71% shares and 29% cash.

The pro forma financial statements have been prepared assuming the mergers are accounted for using the acquisition method of accounting under U.S. GAAP (which we refer to as acquisition accounting) with ICE as the acquiring entity. Accordingly, under acquisition accounting, the total estimated purchase price is allocated to the acquired net tangible and identifiable intangible assets of NYSE Euronext based on their respective fair values, as further described below.

To the extent identified, certain reclassifications have been reflected in the pro forma adjustments to conform NYSE Euronext s financial statement presentation to that of ICE, as described in Note 2. However, the pro forma financial statements may not reflect all adjustments necessary to conform the accounting policies of NYSE Euronext to those of ICE due to limitations on the availability of information as of the date of this joint proxy statement/prospectus.

The pro forma adjustments represent management s estimates based on information available as of the date of this joint proxy statement/prospectus and are subject to change as additional information becomes available and additional analyses are performed. The pro forma financial statements do not reflect the impact of possible revenue or earnings enhancements, cost savings from operating efficiencies or synergies, or asset dispositions. Also, the pro forma financial statements do not reflect possible adjustments related to restructuring or integration activities that have yet to be determined or transaction or other costs following the mergers that are not expected to have a continuing impact. Further, one-time transaction-related expenses anticipated to be incurred prior to, or concurrent with, closing the mergers are not included in the pro forma statements of income. However, the impact of such transaction expenses is reflected in the pro forma balance sheet as a decrease to retained earnings and a decrease to cash.

The pro forma statements of income for the year ended December 31, 2012 combine the historical consolidated statements of income of ICE and the historical consolidated statements of operations of NYSE

Table of Contents

Euronext, giving effect to the mergers as if they had been consummated on January 1, 2012, the beginning of the earliest period presented. The pro forma balance sheet combines the historical consolidated balance sheet of ICE and the historical consolidated balance sheet of NYSE Euronext as of December 31, 2012, giving effect to the mergers as if they had been consummated on December 31, 2012.

Completion of the mergers is subject to regulatory approvals in Europe and the United States and approval by stockholders of both companies. As of the date of this joint proxy statement/prospectus, the mergers are expected to be completed during the second half of 2013.

Preliminary Estimated Purchase Price

The total preliminary estimated purchase price of approximately $9.5 billion was determined based on NYSE Euronext s shares of common stock and awards outstanding under NYSE Euronext s stock plan (which we refer to as equity awards), as of April 26, 2013. For purposes of the pro forma financial statements, such common stock and equity awards are assumed to remain outstanding as of the closing date of the mergers. Further, no effect has been given to any other new shares of common stock or other equity awards that may be issued or granted subsequent to the date of this joint proxy statement/prospectus and before the closing date of the mergers. In all cases in which ICE s closing stock price is a determining factor in arriving at final merger consideration, the stock price assumed for the total preliminary purchase price is the closing price of ICE s common stock on April 26, 2013 ($159.51 per share), the most recent date practicable in the preparation of this joint proxy statement/prospectus. The standard elected amount is assumed for purposes of preparing the table below.

(In thousands, except per share data)	Shares	Per Share	Purchase Consideration
Cash consideration for outstanding NYSE Euronext common stock	243,202	$ 11.27	$ 2,740,890
Total Cash Consideration			**2,740,890**
Shares of ICE Group common stock exchanged for NYSE Euronext common stock outstanding[1]	41,417	$ 159.51	6,606,483
ICE Group stock options exchanged for NYSE Euronext stock options outstanding[2]	7	$ 109.30	757
Shares of ICE Group common stock exchanged for NYSE Euronext time-based restricted stock units outstanding that do not require post-combination service [3]	789	$ 159.51	125,784
ICE Group time-based restricted stock units exchanged for NYSE Euronext time-based restricted stock units outstanding that require post-combination service [3]	193	N/A	
ICE Group time-based restricted stock units exchanged for NYSE Euronext performance-based restricted stock units outstanding[4]	49	$ 159.51	1,000
Total Stock Consideration	**42,455**		**6,734,024**
Total Preliminary Estimated Purchase Price			**$ 9,474,914**

(1) Number of shares of ICE Group common stock issued was determined based on the conversion factor of 0.1703 of a share of ICE Group common stock for each issued and outstanding share of NYSE Euronext common stock.

(2) Number of ICE Group stock options issued was determined based on the 28,547 outstanding NYSE Euronext stock options multiplied by an exchange factor of 0.2427 per award. As defined in the merger agreement, the exchange factor is equal to the equity exchange factor of 0.1703 plus i) $11.27 divided by ii) the 10-day volume weighted average ICE stock price ending prior to the second to last trading day prior to April 26, 2013. The fair value of $109.30 per award was calculated using the Black-Scholes option pricing model. The entire fair value of the ICE awards has been attributed to purchase consideration as those awards require no post-combination service. The impact of the exchange of NYSE Euronext stock appreciation rights was excluded from the calculation above as their associated purchase consideration value would not be material.

Table of Contents

(3) For this purpose, we have assumed the restricted stock units are settled in shares of ICE Group common stock. Of the 4,043,777 total outstanding time-based restricted stock units of NYSE Euronext common stock, 3,248,789 will vest upon the closing of the mergers and the fair value of the shares of ICE Group issued in the satisfaction of these awards is included in the purchase consideration above as no post-combination service is required. The remaining 794,988 in outstanding NYSE Euronext shares were granted subsequent to December 31, 2012 (but prior to the date of this joint proxy statement/prospectus) and will require post-combination service. Therefore, the fair value of the replacement ICE Group time-based restricted share awards has been allocated fully to the post-combination service period and will be expensed prospectively by ICE Group. The number of ICE Group shares and time-based restricted stock units issued for these awards is based on an exchange factor of 0.2427, as calculated in footnote (2) above.

(4) Each of the 201,684 outstanding performance-based restricted stock units of NYSE Euronext common stock will be deemed to have their performance condition satisfied as of the date of the mergers. ICE Group will issue replacement time-based restricted share units and the number of units issued will be based on an exchange factor of 0.2427, as calculated in footnote (2) above. Only 13% of the fair value of the replacement awards is included in the purchase consideration above, as this amount represents the fair value attributable to the service period completed prior to the merger date. The remaining service period will be completed post-merger and future vesting and expense will be recognized accordingly.

The purchase price will be computed using the closing price of ICE common stock on the closing date; therefore the actual purchase price will fluctuate with the market price of ICE common stock until the mergers are consummated. As a result, the final purchase price could differ significantly from the current estimate, which could materially impact the pro forma financial statements. For more information regarding the merger consideration, see The Mergers NYSE Euronext Merger Consideration and The Merger Agreement Effect of the NYSE Euronext Merger on Shares of NYSE Euronext Common Stock and Interests of Baseball Merger Sub .

The following table presents the changes to the value of stock consideration and the total preliminary purchase price based on a 10% increase and decrease in the per share price of ICE common stock (in thousands, except per share data):

	Price of ICE Common Stock	ICE Group Shares To Be Issued	Calculated Value of Stock Consideration	Cash Consideration Transferred	Total Preliminary Purchase Price
As of April 26, 2013	$ 159.51	42,455	$ 6,734,024	$ 2,740,890	$ 9,474,914
Decrease of 10%	$ 143.56	42,455	$ 6,060,739	$ 2,740,890	$ 8,801,629
Increase of 10%	$ 175.46	42,455	$ 7,407,308	$ 2,740,890	$ 10,148,198

Table of Contents

Preliminary Estimated Purchase Price Allocation

The total preliminary estimated purchase price described above has been allocated to NYSE Euronext s tangible and intangible assets and liabilities for purposes of these pro forma financial statements, based on their estimated relative fair values assuming the mergers were completed on the pro forma balance sheet date presented. The final allocation will be based upon valuations and other analyses for which there is currently insufficient information to make a definitive allocation. Accordingly, the purchase price allocation adjustments are preliminary and have been made solely for the purpose of providing pro forma financial statements. The final purchase price allocation will be determined after the mergers are consummated and after completion of a thorough analysis to determine the fair value of NYSE Euronext s tangible assets and liabilities, including fixed assets and investments, and identifiable intangible assets and liabilities. As a result, the final acquisition accounting adjustments, including those resulting from conforming NYSE Euronext s accounting policies to those of ICE, could differ materially from the pro forma adjustments presented herein. Any increase or decrease in the fair value of NYSE Euronext s tangible and identifiable intangible assets and liabilities, as compared to the information shown herein, would also change the portion of purchase price allocable to goodwill and could impact the operating results of the combined company following the merger due to differences in amortization related to the assets and liabilities. The total preliminary estimated purchase price was allocated as follows, based on NYSE Euronext s December 31, 2012 balance sheet (in thousands):

NYSE Euronext historical equity	$ 6,345,000
NYSE Euronext historical goodwill	(4,163,000)
NYSE Euronext historical intangible assets	(5,783,000)
Fair value adjustment of deferred revenue	485,000
Fair value adjustment of debt assumed	(147,961)
Deferred tax impact of fair value adjustment deferred revenue	(199,000)
Deferred tax impact of fair value adjustment debt assumed	60,664
Deferred tax liability on historical intangible assets	1,702,000
Net tangible liabilities assumed	(1,700,297)
Preliminary identifiable intangible assets	8,490,000
Deferred tax liabilities on preliminary identifiable intangible assets	(2,949,103)
Preliminary goodwill	5,634,314
Total Preliminary Estimated Purchase Price	**$ 9,474,914**

Preliminary identifiable intangible assets in the pro forma financial statements consist of anticipated intangibles derived from national securities exchange registrations, customer relationships and trade names, of which, customer relationships and certain trade names are amortizable. The amortization related to these amortizable identifiable intangible assets is reflected as a pro forma adjustment to the pro forma statements of income using the straight-line method. Management has determined the estimated remaining useful life of these assets based on its consideration of relevant factors. An indefinite remaining useful life for national securities exchange registrations has been estimated since the registrations represent rights to operate exchanges in perpetuity, based on the long history of the acquired exchanges and the expectation that a market participant would continue to operate them indefinitely. An indefinite remaining useful life for the NYSE trade name has been estimated based on its long history in the marketplace, its continued use following the NYSE Euronext merger, and its importance to the business of NYSE Euronext and prominence in the industry. A three year remaining useful life for the Liffe trade name has been estimated based on the period in which ICE expects a market participant would use the name prior to rebranding and the length of time the name is expected to maintain recognition and value in the market. A 20 year remaining useful life for customer relationships has been estimated based on the projected economic benefits associated with this asset. The 20 year estimated useful life represents the approximate point in the projection period in which a majority of the asset s cash flows are expected to be realized based on assumed attrition rates. These assumptions have been based on discussions with

Table of Contents

NYSE Euronext management as each company s is limited in its ability to share certain information, which includes access to NYSE Euronext s historical customer data.

The identifiable intangible assets and related amortization are preliminary and have been based on discussions with NYSE Euronext s management, preliminary valuation studies, due diligence and information presented in public filings. As discussed above, the amount that will ultimately be allocated to identifiable intangible assets and liabilities, and the related amount of amortization, may differ materially from this preliminary allocation. In addition, the periods impacted by amortization expense will ultimately be based upon the periods in which we expect to derive the associated economic benefits or detriments. Therefore, the amount of amortization expense following the mergers may differ significantly between periods based upon the final value assigned to, and amortization methodology used for, each identifiable intangible. Intangible amortization has been presented in one line item on the pro forma statements of income; however, the ultimate classification of intangible amortization expense could differ materially, depending upon the final determination of the nature and amount of each identifiable intangible asset and liability.

The deferred tax liabilities above represent the estimated tax effect on the identifiable intangibles as there will be no tax basis in these assets. This determination is preliminary and subject to change based upon the final determination of the fair value of the identifiable intangible assets.

Goodwill represents the excess of the preliminary estimated purchase price over the fair value of the underlying net assets. Goodwill is not amortized to earnings, but instead is reviewed for impairment at least annually, absent any indicators of impairment.

2. Pro Forma Adjustments

The unaudited pro forma condensed combined statements of income reflect the following adjustments:

a) To eliminate listing and technology fees charged by NYSE Euronext to ICE.

b) To remove revenue relating to the amortization of the eliminated deferred revenue balances, net of revenue recognized for listings that occurred in 2012. See adjustment p) below.

c) To remove acquisition-related transaction costs related to the mergers, including $9.2 million incurred by ICE and $8.0 million incurred by NYSE Euronext for the year ended December 31, 2012.

d) To record $61.0 million in amortization expense for the year ended December 31, 2012 on the acquired intangible assets described in adjustment m) below. To eliminate $61.1 million in amortization expense for the year ended December 31, 2012 recognized related to NYSE Euronext historical intangible assets.

e) To reduce interest income earned on the ICE cash used to fund a portion of the cash merger consideration, to record interest expense on new debt to be incurred by ICE as part of the NYSE Euronext merger, to reduce interest expense for the amortization of the adjustment to the existing NYSE Euronext bonds to record them at fair market value, and to remove expenses related to commitment fees paid on the unused portion of ICE s revolving credit facility, which will be drawn down as part of the merger consideration, as described in Note 3 below.

	Year Ended December 31, 2012 (In thousands)
ICE interest income earned on cash paid for merger consideration	$ 1,626
Interest expense incurred on new debt	49,435

Reduction of interest expense from the amortization of the fair value adjustment to the existing NYSE Euronext bonds	(49,512)
Removal of commitment fees relating to the unused portion of ICE s revolving credit facility	(2,666)
Pro forma adjustment to other expense	**$ (1,117)**

Table of Contents

For purposes of the pro forma interest expense incurred on the $1.79 billion new long-term debt to be incurred by ICE Group to fund a portion of the merger consideration, the interest rate applied is 2.5% per annum, or 1-month LIBOR of 0.21% plus an applicable margin of 2.25%, in accordance with the terms of ICE s credit facility. In addition, $4.7 million in additional interest expense for the year ended December 31, 2012 is assumed on the ICE term loans during those periods based on a presumed higher rate of interest in accordance with the terms of the loans.

f) To adjust the weighted average number of shares outstanding based on the standard election amount of $11.27 in cash plus 0.1703 of an ICE Group share for each share of NYSE Euronext stock outstanding as of April 26, 2013, as well as the dilutive impact of the NYSE Euronext restricted stock and stock option awards to be exchanged for ICE Group stock awards in connection with the NYSE Euronext merger, as follows:

	Year Ended December 31, 2012 (In thousands)
Basic:	
Elimination of NYSE Euronext historical weighted average shares	(250,000)
ICE Group estimated incremental shares issued related to the merger	41,417
Issuance of ICE Group common stock in exchange for outstanding NYSE Euronext restricted stock awards	789
Weighted average share adjustment, net	**(207,794)**
Diluted:	
Elimination of NYSE Euronext weighted average shares	(250,000)
ICE Group estimated incremental shares issued related to the merger	41,417
Issuance of ICE Group common stock in exchange for outstanding NYSE Euronext restricted stock awards	789
Dilutive impact of NYSE Euronext stock awards assumed by ICE Group	14
Weighted average share adjustment, net	**(207,780)**

g) To record the tax effect on pro forma adjustments at a combined U.S. (federal and state) statutory income tax rate of 40% for the year ended December 31, 2012.

The unaudited pro forma condensed combined balance sheet reflects the following adjustments:

h) To reflect the use of ICE cash on hand to fund a portion of the cash consideration, as described in Note 1 above.

i) To reclassify minimum cash balances to be maintained in certain markets to restricted cash to conform to ICE s accounting policy.

j) To reflect the impact of $143.4 million estimated transaction costs anticipated to be paid by both ICE and NYSE Euronext prior to, or concurrent with, the closing of the mergers, net of $8.1 million paid during the year ended December 31, 2012. Of the combined $143.4 million in estimated transaction costs, $78.7 million relates to investment banker fees as specified in the relevant agreements. The remaining $64.7 million in estimated transaction costs primarily relate to professional fees associated with the mergers, including legal, accounting, tax, regulatory filing and printing fees to be paid to third parties based on actual expenses incurred to date and each party s best estimate of its remaining fees as provided to ICE and NYSE Euronext.

k)

To reclassify NYSE Euronext developed technology as it will be recognized as an intangible asset in connection with purchase accounting. ICE will continue to assess the fair value of all property, plant and equipment, including this technology, as integration decisions are made. Therefore, fair value adjustments to these assets may change and will be accounted for accordingly if and when such a determination is made.

Table of Contents

l) To eliminate $4.2 billion of historical NYSE Euronext goodwill and record $5.6 billion of goodwill resulting from the merger. See Note 1 above for preliminary estimated purchase price allocation.

m) To reflect the elimination of $5.8 billion of historical intangible assets of NYSE Euronext and the recording of $8.5 billion of identifiable intangible assets related to the mergers. The estimated intangible assets attributable to the mergers are comprised of the following:

	Estimated Fair Value (In thousands)	Estimated remaining useful life (in years)	Estimated amortization expense for year ended December 31, 2012 (In thousands)
National securities exchange registrations	$ 6,920,000	Indefinite	N/A
Customer relationships	1,160,000	20	$ 58,000
Trade names	410,000	3 to Indefinite	3,000
Total	$ 8,490,000		$ 61,000

As part of these preliminary estimates, national securities exchange registrations and customer relationships were valued using the excess earnings approach and trade names were valued using the relief-from-royalty method under the income approach. Amortization expense was calculated using a straight-line method. See Note 1 for a discussion of the estimated remaining useful life for each intangible asset category identified above.

n) To remove accrued acquisition-related transaction costs related to the mergers.

o) To record a deferred tax liability of $2.9 billion related to the $8.5 billion estimated fair value of identifiable intangible assets at an estimated blended statutory income tax rate of 35% for the relevant U.S. and foreign taxing jurisdictions, and to eliminate $1.7 billion of NYSE Euronext historical deferred tax liabilities associated with historical identifiable intangible assets.

p) To eliminate $485.0 million in deferred revenue balances (and the related $199.0 million in deferred tax assets) relating to NYSE Euronext original listing fees to reflect that, following the completion of the mergers, the combined company would not have assumed a legal performance obligation to their customers.

q) To record the incurrence of new long-term debt of $1.79 billion under ICE s revolving credit facility to fund a portion of the cash consideration in the mergers. In addition, to record an increase of $148.0 million to the historical NYSE Euronext outstanding debt at its fair value (and to record the related $60.7 million in deferred tax assets) as of December 31, 2012, based on current public debt prices. Of the $148.0 million debt fair value adjustment, $8.2 million is current and $139.7 million is noncurrent.

r) To eliminate NYSE Euronext s historical equity balances that remain after adjusting for the mergers and to reflect estimated transaction costs as discussed above in adjustments j) and n).

s) To reflect the issuance of 42.5 million shares of ICE Group common stock in connection with the merger, as discussed in Note 1, valued at a per share price of $159.51, which was the ICE closing stock price on April 26, 2013.

3. Financing Considerations

The pro forma financial statements assume, as summarized in Note 1, that the preliminary estimated purchase price for the mergers is approximately $9.5 billion, comprised of $6.8 billion in equity consideration (including the issuance of approximately 42.5 million shares of ICE Group common stock in exchange for outstanding shares of NYSE Euronext common stock, restricted stock and stock options) and approximately $2.7 billion in cash consideration. The cash portion of the purchase price is expected to be funded using $948.3 million from existing unrestricted cash balances of ICE on the closing date of the mergers and borrowings of $1.79 billion under ICE s revolving credit facility.

Table of Contents

As of December 31, 2012, ICE has an aggregate $2.1 billion five-year senior unsecured multicurrency revolving credit facility in place, of which $1.5 billion was available to be borrowed by ICE. In December 2012, ICE borrowed $295.0 million under its revolving credit facility for temporary borrowing capacity to facilitate intercompany transactions. The existing $295 million borrowing by a non-U.S. subsidiary under ICE s revolving credit facility will be repaid with cash of the non-U.S. subsidiary and, as of March 31, 2013, the loan balance has been paid down by $199.5 million. The remaining $95.5 million will be repaid by the closing date of acquisition. As a result, ICE will have $1.79 billion available for borrowing under its revolving credit facility to fund the cash consideration of the NYSE Euronext merger on the closing date. The ICE revolving credit facility matures on November 9, 2016. ICE management does not anticipate repatriating any undistributed earnings of non-U.S. subsidiaries to fund the cash portion of the NYSE Euronext merger consideration, pay dividends, or pay down the existing $295 million borrowing under ICE s revolving credit facility. Further, ICE s available U.S. cash and liquidity will be sufficient to fund the cash portion of the NYSE Euronext merger consideration at closing and ICE s anticipated U.S. operating cash flow will be sufficient to fund the ICE Group s future dividend requirements.

The outstanding debt of the combined company in the pro forma balance sheet as of December 31, 2012 consists of (i) the $1.79 billion expected to be borrowed to fund a portion of the cash consideration in the NYSE Euronext merger under ICE s revolving credit facility, (ii) ICE s term loan facility, which had $437.5 million outstanding with a 1.46% interest rate as of December 31, 2012, (iii) ICE s senior notes, tranche A, which has $200.0 million outstanding with a 4.13% interest rate as of December 31, 2012, (iv) ICE s senior notes, tranche B, which has $200.0 million outstanding with a 4.69% interest rate as of December 31, 2012, (v) ICE s $295.0 million borrowed under its revolving credit facility in December 2012 discussed above, (vi) NYSE Euronext s European bonds, which have $1.2 billion outstanding with a 5.375% interest rate as of December 31, 2012 (plus an additional $116.7 million pro forma adjustment to record the debt to its fair value), (vii) NYSE Euronext s U.S. bonds (June 2013 maturity), which have $414.0 million outstanding with a 4.8% interest rate as of December 31, 2012 (plus an additional $8.2 million pro forma adjustment to record the debt to its fair value), and (viii) NYSE Euronext s U.S. bonds (October 2017 maturity), which have $847.0 million outstanding with a 2.0% interest rate as of December 31, 2012 (plus an additional $23.0 million pro forma adjustment to record the debt to its fair value). Subsequent to or in connection with the closing of the mergers, ICE intends to refinance the majority of the $1.79 billion it will borrow under the revolving credit facilities through the issuance of new debt. ICE does not currently expect the interest rate on any public or private issuance of debt securities to be materially different from the interest rate available under ICE s current revolving credit facility.

The pro forma financial statements reflect our estimate of the amount of financing required to complete the mergers. The actual amount of financing required for the mergers will not be determined until the closing date of the mergers when the actual purchase price, the actual amount of existing unrestricted cash balances of ICE, and the total value of ICE Group common stock to be issued are known. The actual amount of available cash at closing and the total value of common stock to be issued in the NYSE Euronext merger may vary materially from preliminary estimates. The pro forma financial statements also reflect an estimate of interest rates for the various debt facilities based on current market conditions and rates as of the date of this joint proxy statement/prospectus and based on facilities with similar terms and tenors. However, the actual interest incurred on our debt may vary significantly based upon, among other factors outside our control, market conditions, the amount of each debt facility utilized, and ICE and ICE Group s ability to refinance our debt through the public offering of debt securities subsequent to or in connection with the closing of the mergers. A 100 basis point increase or decrease in interest rates on the $1.79 billion new long-term debt, compared to the rates used for determining interest expense in the pro forma statements of income, would have an approximate $17.9 million impact on our assumed annual interest expense.

Table of Contents

COMPARISON OF STOCKHOLDERS RIGHTS

This section describes the material differences between the rights of holders of shares of NYSE Euronext common stock prior to the mergers, holders of shares of ICE common stock prior to the mergers, and holders of shares of ICE Group common stock after completion of the mergers. The differences between the rights of such stockholders primarily result from the differences between the governing documents of NYSE Euronext and ICE and the governing documents of ICE Group after the mergers. As a result of the mergers, holders of shares of ICE common stock and NYSE Euronext common stock (other than NYSE Euronext stockholders who elect and receive all cash in the mergers, and holders of excluded shares and dissenting shares) will become holders of shares of ICE Group common stock. Thus, following the mergers, ICE and NYSE Euronext stockholders will have the same rights as ICE Group stockholders after the mergers to the extent they receive shares of ICE Group common stock as merger consideration. NYSE Euronext stockholders choosing the cash election may receive shares of ICE Group common stock in the mergers (dependent upon the proration and adjustment procedures that will ensure that the total amount of cash paid, and the total number of shares of ICE Group common stock issued, in the mergers, as a whole, will be equal to the total amount of cash and number of shares of common stock that would have been issued if all of the NYSE Euronext stockholders received the standard election amount). The provisions of ICE Group s amended and restated certificate of incorporation and amended and restated bylaws, including the terms of the shares of ICE Group common stock, will become applicable to the ICE and NYSE Euronext stockholders who continue as ICE Group stockholders as a result of the mergers regardless of whether they vote in favor of the ICE Merger proposal, any of the ICE Group Governance-Related proposals, or the NYSE Euronext Merger proposal, as applicable. The completion of the mergers is conditioned on the approval by ICE stockholders of the ICE Merger proposal and each of the ICE Group Governance-Related proposals, and by the NYSE Euronext stockholders of the NYSE Euronext Merger proposal.

This section does not include a complete description of all differences among the rights of NYSE Euronext, ICE and ICE Group stockholders before and/or after the mergers, nor does it include a complete description of their specific rights. Furthermore, the identification of some of the differences in these rights as material is not intended to indicate that other differences that may be equally important do not exist. All NYSE Euronext stockholders and ICE stockholders are urged to read carefully the relevant provisions of the Delaware General Corporation Law, as well as the amended and restated certificate of incorporation and second amended and restated bylaws of NYSE Euronext and the fourth amended and restated certificate of incorporation and amended and restated bylaws of ICE, copies of which have been filed with the SEC, and the form of amended and restated certificate of incorporation and form of amended and restated bylaws of ICE Group, copies of which are attached as Appendix B and Appendix C, respectively, to this joint proxy statement/prospectus. This summary is qualified in its entirety by reference to the ICE Group proposed amended and restated certificate of incorporation and proposed amended and restated bylaws, which remain subject to review and approval by the SEC. The following description is based on ICE Group s current understanding regarding the limitations and requirements that will apply to its capital stock after completion of the mergers, although it is possible that, after the date of this document, the SEC and certain European regulators may require changes as part of their approval of the mergers. Any changes to the proposed form of these documents will be approved by the boards of directors of ICE Group and ICE, as sole stockholder of ICE Group.

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
Authorized Capital Stock		
Common Stock. NYSE Euronext is currently authorized to issue up to 800,000,000 shares of common stock, par value $0.01 per share.	*Common Stock*. ICE is currently authorized to issue up to 194,275,000 shares of common stock, par value $0.01 per share.	*Common Stock*. ICE Group will be authorized to issue up to 500,000,000 shares of common stock, par value $0.01 per share.
Preferred Stock. NYSE Euronext is also authorized to issue up to 400,000,000 shares of preferred stock, par value $0.01 per share.	*Preferred Stock*. ICE is currently authorized to issue up to 25,000,000 shares of preferred stock, par value $0.01 per share.	*Preferred Stock*. ICE Group will be authorized to issue up to 100,000,000 shares of preferred stock, par value $0.01 per share.

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
	Dividends/Distributions	
Subject to Delaware law, holders of shares of NYSE Euronext common stock are entitled to receive dividends when, as and if declared by the NYSE Euronext board of directors out of funds legally available for payment, subject to the rights of holders, if any, of NYSE Euronext preferred stock.	Subject to Delaware law, holders of shares of ICE common stock have a right to receive dividends and distributions as may be declared on such shares of common stock by the ICE board of directors out of legally available assets or funds of ICE, subject to the rights, if any, of holders of shares of ICE preferred stock.	Same as ICE stockholders before completion of the mergers.
Dividends on the capital stock of NYSE Euronext, subject to NYSE Euronext s certificate of incorporation and applicable law, may be declared by the board of directors at any regular or special meeting, or by unanimous written consent of the directors without a meeting, pursuant to applicable law. Dividends may be paid in cash, in property or in shares of capital stock.	Dividends on the capital stock of ICE, subject to ICE s certificate of incorporation and applicable law, may be declared by the board of directors from time to time at any regular or special meeting, or by unanimous written consent of the directors without a meeting, pursuant to applicable law. Dividends may be paid in cash, in property or in shares of capital stock.	
	Annual Meetings of Stockholders	
An annual meeting of stockholders to elect directors and transact other business properly brought before the meeting is held at such place, date and time as determined by the board of directors.	An annual meeting of stockholders to elect directors and transact other business properly brought before the meeting is held at such date and time as designated from time to time by the board of directors. A meeting of stockholders may be held by means of remote communication rather than at any place, as authorized by law.	Same as ICE stockholders before completion of the mergers.
Under the NYSE Euronext bylaws, notice of the place, day and hour of the meeting and the general nature of the business to be considered must be provided to each shareholder not less than 10 days and not more than 60 days before the meeting date, except where otherwise required by the Delaware General Corporation Law.	Under the ICE bylaws, notice of the place, if any, date and hour of the meeting, and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote, at such meeting, must be provided to each shareholder not less than 10 days and not more than 60 days before the meeting date, unless otherwise provided by applicable law.	

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
	Shareholder Proposals	
The proposal of business to be considered by the shareholders may be made by any shareholder of record of NYSE Euronext by giving written notice to the corporate secretary of NYSE Euronext within a certain period. Such business must also be a proper matter for stockholder action.	A record stockholder of ICE entitled to vote at an annual meeting may bring a matter before any annual meeting of stockholders by giving written notice to the corporate secretary of ICE within a certain period.	Same as ICE stockholders before completion of the mergers.
	Special Meetings of Stockholders	
Special meetings of stockholders may be called at any time by the board of directors acting pursuant to a resolution adopted by a majority of the directors, the chairman of the board, the deputy chairman of the board, the chief executive officer, or the deputy chief executive officer. No matter can be brought before a special meeting of stockholders unless such matter shall have been brought before the meeting pursuant to NYSE s notice requirement.	Special meetings of stockholders may be called at any time by the board of directors, the chairman of the board, the chief executive officer, or the request of holders of common stock representing in the aggregate at least 50% of the shares of common stock outstanding at such time. Such request shall state the purpose or purposes of the proposed meeting. No matter can be brought before a special meeting of stockholders unless such matter shall have been brought before the meeting pursuant to ICE s notice requirement.	Special meetings of stockholders may be called at any time by the board of directors, the chairman of the board, the chief executive officer, or at the request of holders of common stock representing in the aggregate at least 50% of the shares of common stock outstanding at such time that would be entitled to vote at the meeting. Such request shall state the purpose or purposes of the proposed meeting. No matter can be brought before a special meeting of stockholders unless such matter shall have been brought before the meeting pursuant to ICE s notice requirement.
	Voting Rights General	
Holders of shares of NYSE Euronext common stock are entitled to one vote for each share owned of record on all matters requiring a vote of the stockholders of NYSE Euronext, subject to the voting limitations contained in the organizational documents of NYSE Euronext, and except as may otherwise be provided with respect to a vote by holders of preferred stock.	Holders of shares of ICE common stock are entitled to one vote for each share owned of record on all matters requiring a vote of the stockholders of ICE, except as may otherwise be provided with respect to a vote by holders of preferred stock.	
Subject to the rights, if any, of the holders of any series of preferred stock issued and subject also to applicable law, voting rights are vested in the holders of shares of NYSE Euronext common stock.	Except as otherwise required by law or as may otherwise be provided with respect to a vote by holders of preferred stock, holders of shares of ICE common stock vote together as a single class on matters presented to the stockholders for their vote or approval.	

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
There are no cumulative voting rights.	Unless otherwise provided for in the certificate of incorporation or bylaws of ICE, any business brought before an annual or special meeting of stockholders where a quorum is present will be decided by the vote of the holders of a majority of the votes cast at such meeting.	Following the mergers, holders of shares of ICE Group common stock will be entitled to one vote for each share owned of record on all matters requiring a vote of the stockholders of ICE Group, except as may otherwise be provided with respect to a vote by holders of preferred stock, and subject to certain limitations on voting if a person (either alone or together with their related persons) owns above a certain percentage of the outstanding stock of ICE Group, described below under Limitations on Voting Concentration. Other than such limitations on voting, the provisions of the ICE Group
There are certain limitations on voting if a person (either alone or together with their related persons) owns above a certain percentage of the outstanding equity of NYSE Euronext, described below under Limitations on Voting Concentration.		certificate of incorporation and bylaws and the rights of holders of shares of ICE Group common stock related to general voting rights after the ICE merger will be the same as the corresponding provisions of the ICE certificate of incorporation and bylaws immediately prior to the ICE merger.
	Quorum	
Holders of a majority of the voting power of the outstanding shares of stock entitled to vote on a matter at the meeting, represented in person or by proxy, constitutes a quorum (with shares in excess of the limitations on voting described below under Limitations on Voting Concentration not being counted unless the voting limitations are waived properly).	Holders of a majority of the stock issued and outstanding and entitled to vote, present in person or represented by proxy, constitutes a quorum.	Holders of a majority of the voting power of the outstanding shares of stock entitled to vote on a matter at a shareholder meeting, present in person or represented by proxy, will constitute a quorum (with shares in excess of the limitations on voting described below under Limitations on Voting Concentration not being counted unless the voting limitations are waived properly).
	Approval of Extraordinary Transactions	
Approvals for certain extraordinary transactions beyond those required by Delaware law are required. Any merger, consolidation or sale of substantially all of the assets of a corporation must be approved by a resolution adopted by a majority of	The Delaware General Corporation Law generally requires that any merger, consolidation, or sale of substantially all the assets of a corporation be approved by a vote of a majority of all outstanding shares entitled to vote thereon. Although a	After the mergers are completed, approvals for certain extraordinary transactions beyond those required by Delaware law will be required. Any merger, consolidation or sale of substantially all of the assets of a corporation must be approved by

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
the directors and approved by a vote of a majority of the outstanding shares entitled to vote thereon. In addition, the following extraordinary transactions by NYSE Euronext require approval of at least two-thirds of the directors then in office (instead of a majority of the directors then in office):	Delaware corporation s certificate of incorporation may provide for a greater vote, the ICE certificate of incorporation does not.	a resolution adopted by a majority of the directors and approved by a vote of a majority of the outstanding shares entitled to vote thereon. In addition, the following extraordinary transactions by ICE Group will require approval of at least two-thirds of the directors then in office:
the direct or indirect acquisition, sale or disposition by NYSE Euronext or any of its subsidiaries of assets or equity securities where the consideration received in respect of such assets or equity securities has a fair market value, measured as of the date of the execution of the definitive agreement providing for such acquisition, sale or disposition (or, if no definitive agreement is executed for such acquisition, sale or disposition, the date of the consummation of such acquisition, sale or disposition), in excess of 30% of the aggregate equity market capitalization of NYSE Euronext as of such date;		the direct or indirect acquisition by ICE Group or any of its subsidiaries of assets of, or equity securities issued by, any entity that would upon acquisition become a U.S. Regulated Subsidiary and/or a European Market Subsidiary or a sale or disposition by ICE Group or any of its subsidiaries of the assets of, or equity securities issued by, any entity that is a U.S. Regulated Subsidiary and/or a European Market Subsidiary, where the consideration received in respect of such assets or equity securities has a fair market value in excess of 30% of the aggregate equity market capitalization of ICE Group; or
a merger or consolidation of NYSE Euronext or any of its subsidiaries with any entity with an aggregate equity market capitalization (or, if such entity s equity securities are not traded on a national securities exchange, with a fair market value of assets), measured as of the date of the execution of the definitive agreement providing for such merger or consolidation (or, if no definitive agreement is executed for such merger or consolidation, the date of the		a merger or consolidation of ICE Group or any of its subsidiaries with any entity engaged primarily in the business of operating any company that would upon consummation become a U.S. Regulated Subsidiary and/or a European Market Subsidiary, with an aggregate equity market capitalization (or, if such entity s equity securities are not traded on a securities exchange, with a

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
consummation of such merger or consolidation), in excess of 30% of the aggregate equity market capitalization of NYSE Euronext as of such date; or		fair market value of assets) in excess of 30% of the aggregate equity market capitalization of ICE Group.
any direct or indirect acquisition by NYSE Euronext or any of its subsidiaries of assets or equity securities of an entity whose principal place of business is outside of the United States and Europe, or any merger or consolidation of NYSE Euronext or any of its subsidiaries with an entity whose principal place of business is outside of the United States and Europe, pursuant to which NYSE Euronext has agreed that one or more directors of the NYSE Euronext board of directors is a person who is neither a U.S. domiciliary nor a European domiciliary as of the most recent election of directors.		For purposes of the ICE Group certificate of incorporation and bylaws after the merger: U.S. Regulated Subsidiaries means New York Stock Exchange LLC, NYSE Market, Inc., NYSE Regulation, Inc., NYSE Arca, LLC, NYSE Arca, Inc., NYSE Arca Equities, Inc. and NYSE MKT LLC or their successors, in each case to the extent that such entities continue to be controlled, directly or indirectly, by ICE Group (and each a U.S. Regulated Subsidiary); European Market Subsidiary means (A) any of (1) Euronext Brussels N.V./S.A., (2) Euronext Lisbon S.A., (3) Euronext Amsterdam N.V., (4) Euronext Paris S.A.; and (5) any other subsidiary of Euronext operating a European Regulated Market that is formed or acquired by Euronext after April 4, 2007; provided that, in the case of (5), the formation or acquisition of such subsidiary shall have been approved by the ICE Group board of directors and the jurisdiction in which such subsidiary is located is represented in the Euronext College of Regulators; and (B) any other subsidiary controlled, directly or indirectly, by any of the

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
		entities listed in sub-paragraph (A)(1), (2), (3) and (4), including Interbolsa S.A.; and
		European Regulated Markets means (A) each regulated market or multilateral trading facility (each as defined by the European Directive on Markets in Financial Instruments 2004/39 EC) in Europe that (1) is operated by Euronext Brussels N.V./S.A., Euronext Lisbon S.A., Euronext Amsterdam N.V., or Euronext Paris S.A.; or (2) is operated by an entity formed or acquired by Euronext after the Effective Time; provided that, in the case of sub-paragraph (2), the formation or acquisition of such European Regulated Market shall have been approved by the ICE Group board of directors and the jurisdiction in which such European Regulated Market operates is represented in the Euronext College of Regulators; and (B) any other facility operated by an entity controlled, directly or indirectly, by any of the entities listed in sub-paragraph (A)(1), including Interbolsa S.A., (and each a European Regulated Market).
	Limitations on Ownership Concentration	
The NYSE Euronext certificate of incorporation, provides that no person, either alone or with its related persons may beneficially own shares of stock of NYSE Euronext representing in the aggregate more than 20% of the then-outstanding votes entitled to be cast on any matter unless otherwise	There are no ownership limitations on ICE shares.	After the mergers are completed, the ICE Group certificate of incorporation will provide that, for so long as ICE Group shall control, directly or indirectly, any U.S. Regulated Subsidiary or any European Market Subsidiary, no person, either alone or with its

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
approved by the NYSE Euronext board of directors (in accordance with the requirements of the NYSE Euronext certificate of incorporation) and the SEC.		related persons, may beneficially own shares of stock of ICE Group representing in the aggregate more than 20% of the then outstanding votes, entitled to be cast on any matter unless otherwise approved by the ICE Group board of directors (in accordance with the requirements of the ICE Group certificate of incorporation), the SEC and each European regulator having appropriate jurisdiction and authority. If no such permission is granted and approved, any person who owns shares of ICE Group common stock in excess of the 20% ownership threshold will be obligated to sell, and ICE Group will be obligated to purchase, at par value the number of shares held by such person above the ownership limitation.
Any waiver of the ownership concentration limitation must also be approved by each European regulator having appropriate jurisdiction and authority.		
In considering whether to grant a waiver of the ownership limitations, the NYSE Euronext board of directors must determine, among other things, that the ownership of such shares:		In considering whether to grant a waiver of the ownership limitations, the ICE Group board of directors must determine, among other things, that the ownership of such shares:
will not impair the ability of NYSE Euronext, NYSE Group, Inc. or the U.S. regulated subsidiaries of NYSE Euronext to discharge their respective responsibilities under the Exchange Act and the rules thereunder;		will not impair the ability of any U.S. Regulated Subsidiary, ICE Group or NYSE Group to discharge their respective responsibilities under the Exchange Act and the rules thereunder;
will not impair the ability of NYSE Euronext or the European market subsidiaries of NYSE Euronext to discharge their respective responsibilities under European exchange regulations;		will not impair the ability of any European Market Subsidiary, ICE Group or Euronext to discharge their respective responsibilities under European exchange regulations;
will not impair the SEC s ability to enforce the Exchange Act;		
will not impair the European regulator s ability to enforce European exchange regulations; and		
is otherwise in the best interests of NYSE Euronext, its shareholders, its U.S. regulated subsidiaries and its European market subsidiaries.		

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers

In addition, the NYSE Euronext board of directors may not waive the ownership limitation for:

any person who is, or who has a related person who is, subject to any statutory disqualification under the Exchange Act (a U.S. disqualified person);

any person who has been, or who has a related person who has been, determined by a European regulator to be in violation of the laws or regulations adopted in accordance with the European Directive on Markets in Financial Instruments applicable to any European market subsidiary requiring such person to act fairly, honestly and professionally (a European disqualified person); or

any person who is, or who has a related person who is, a member of New York Stock Exchange LLC or NYSE Market, Inc. or is a ETP Holder of NYSE Arca Equities, Inc. or an OTP Holder or OTP Firm of NYSE Arca, Inc. or any facility of NYSE Arca, Inc., for so long as NYSE Euronext controls any of the foregoing entities.

ICE Stockholders before Completion of the Mergers

ICE Group Stockholders after Completion of the Mergers

will not impair the SEC s ability to enforce the Exchange Act;

will not impair any European regulator s ability to enforce European exchange regulations; and

is otherwise in the best interests of ICE Group, its stockholders, its U.S. Regulated Subsidiaries and its European Market Subsidiaries.

In addition, and among other limitations, the ICE Group board of directors may not waive the ownership limitation for:

any person who is, or who has a related person who is, subject to any statutory disqualification under the Exchange Act (a U.S. disqualified person);

any person who has been, or who has a related person who has been, determined by a European regulator to be in violation of the laws or regulations adopted in accordance with the European Directive on Markets in Financial Instruments applicable to any European Market Subsidiary requiring such person to act fairly, honestly and professionally (a European disqualified person); or

any person who is, or who has a related person who is, a member of New York Stock Exchange LLC or NYSE Market, Inc. or is a ETP Holder of NYSE Arca Equities, Inc. or an OTP Holder or OTP Firm of NYSE Arca, Inc. or any

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
		facility of NYSE Arca, Inc., for so long as ICE Group controls any of the foregoing entities.
	Limitations on Voting Concentration	
The NYSE Euronext certificate of incorporation provides that no person, either alone or with its related persons, may possess the right to vote or cause the voting of shares representing more than 10% of the then outstanding votes entitled to be cast on any matter, and no person, either alone or with its related persons, may acquire the ability to vote more than 10% of the then-outstanding votes entitled to be cast on any matter by virtue of agreements entered into by other persons not to vote shares of NYSE Euronext capital stock.	There are no voting limitations on ICE shares.	After the mergers are completed and for so long as ICE Group shall control, directly or indirectly, any U.S. Regulated Subsidiary or any European Market Subsidiary, the ICE Group certificate of incorporation will provide that no person, either alone or with its related persons, may possess the right to vote or cause the voting of shares representing more than 10% of the then outstanding votes entitled to be cast on any matter, and no person, either alone or with its related persons, may acquire the ability to vote more than 10% of the then outstanding votes entitled to be cast on any matter by virtue of agreements entered into by other persons not to vote shares of ICE Group capital stock.
The voting limitations do not apply to a solicitation of a revocable proxy by or on behalf of NYSE Euronext or by any officer or director of NYSE Euronext acting on behalf of NYSE Euronext or to a solicitation of a revocable proxy by a NYSE Euronext shareholder in accordance with Regulation 14A of the Exchange Act. This exception, however, does not apply to certain solicitations by a shareholder pursuant to Rule 14a-2(b)(2) of the Exchange Act, which permits a solicitation made otherwise than on behalf of NYSE Euronext where the total number of persons solicited is not more than ten.		The voting limitations do not apply to a solicitation of a revocable proxy by or on behalf of ICE Group or by any officer or director of ICE Group acting on behalf of ICE Group or to a solicitation of a revocable proxy by an ICE Group stockholder in accordance with Regulation 14A of the Exchange Act. This exception, however, does not apply to certain solicitations by a shareholder pursuant to Rule 14a-2(b)(2) of the Exchange Act, which permits a solicitation made otherwise than on behalf of ICE Group where the total number of persons solicited is not more than ten.
The NYSE Euronext board of directors may waive the limitations on voting concentration under certain conditions with the approval of the SEC. Additionally, any waiver of the voting concentration limitation must also be approved by each European regulator having appropriate jurisdiction and authority.		The NYSE Euronext board of directors may waive the limitations on voting concentration under

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers

In considering whether to grant a waiver of the voting limitations, the NYSE Euronext board of directors must determine, among other things, that the exercise of such voting rights:

- will not impair the ability of NYSE Euronext or the U.S. regulated subsidiaries of NYSE Euronext to discharge their respective responsibilities under the Exchange Act and the rules thereunder;
- will not impair the ability of NYSE Euronext or the European market subsidiaries of NYSE Euronext to discharge their respective responsibilities under European exchange regulations;
- will not impair the SEC s ability to enforce the Exchange Act;
- will not impair the European regulator s ability to enforce European exchange regulations; and
- is otherwise in the best interests of NYSE Euronext, its shareholders, its U.S. regulated subsidiaries and its European market subsidiaries.

In addition, the NYSE Euronext board of directors may not waive the voting limitation in excess of 20% of the outstanding capital stock of NYSE Euronext for:

- any person who is, or who has a related person who is, a U.S. disqualified person;

ICE Stockholders before Completion of the Mergers

ICE Group Stockholders after Completion of the Mergers

certain conditions with the approval of the SEC. Additionally, any waiver of the voting concentration limitation must also be approved by each European regulator having appropriate jurisdiction and authority.

In considering whether to grant a waiver of the voting limitations, the ICE Group board of directors must determine, among other things, that the exercise of such voting rights:

- will not impair the ability of any U.S. Regulated Subsidiary, ICE Group, NYSE Euronext LLC or NYSE Group to discharge their respective responsibilities under the Exchange Act and the rules thereunder;
- will not impair the ability of any European Market Subsidiary, ICE Group, NYSE Euronext LLC or Euronext to discharge their respective responsibilities under European exchange regulations;
- will not impair the SEC s ability to enforce the Exchange Act;
- will not impair any European regulator s ability to enforce European exchange regulations; and
- is otherwise in the best interests of ICE Group, its stockholders, its U.S. Regulated Subsidiaries and its European Market

any person who is, or who has a related person who is, a European disqualified person; or

Subsidiaries.

In addition, and among other limitations, the ICE Group board of directors may not approve the exercise of voting rights in excess

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
		of 20% of the outstanding capital stock of ICE Group for:
any person who is, or who has a related person who is, a member of New York Stock Exchange LLC or NYSE Market, Inc. or is a ETP Holder of NYSE Arca Equities, Inc. or an OTP Holder or OTP Firm of NYSE Arca, Inc. or any facility of NYSE Arca, Inc., for so long as NYSE Euronext controls any of the foregoing entities.		any person who is, or who has a related person who is, a U.S. disqualified person;
		any person who is, or who has a related person who is, a European disqualified person; or
		any person who is, or who has a related person who is, a member of New York Stock Exchange LLC or NYSE Market, Inc. or is a ETP Holder of NYSE Arca Equities, Inc. or an OTP Holder or OTP Firm of NYSE Arca, Inc. or any facility of NYSE Arca, Inc., for so long as ICE Group controls any of the foregoing entities.
	Transfer Restrictions	
There are no transfer restrictions on NYSE Euronext shares.	There are no transfer restrictions on ICE shares.	Same as ICE stockholders before completion of the mergers.
	Board of Directors	
The number of NYSE Euronext directors is 16 and may be changed and fixed from time to time by the NYSE Euronext board of directors pursuant to a resolution adopted by not less than two-thirds of the directors then in office.	The number of ICE directors is currently 11. The number of directors of ICE is determined by resolution of the board of directors from time to time.	Pursuant to the merger agreement, the size of the board will be expanded to 15 members, four of whom will be current members of the NYSE Euronext board of directors. Generally, the number of directors may only be changed by a vote of not less than 75% of the directors then in office. However, if the holders of any class or classes of stock or series thereof are entitled to elect one or more directors, then the number of directors elected by the holders of such stock will be determined according to the terms of the stock and pursuant to the resolutions relating to the stock adopted by at least 75% of the directors then in office.
In any election of directors, the nominees who will be elected to the board of directors are the nominees who receive the highest number of votes such that, immediately after the election:	Directors are elected for a one-year term. Each ICE director holds office until his or her successor is elected and qualified or until his or her resignation or removal. There is no limit on the number of terms a director may serve on the ICE board.	
U.S. domiciliaries as of such election will constitute at least half of, and no more than the smallest number of directors that will constitute a majority		

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
of, the directors on the board of directors; and		Following the mergers, directors will be elected for a one-year term. Each ICE Group director will hold office until his or her successor is elected and qualified or until his or her resignation or removal. There will be no limit on the number of terms a director may serve on the ICE Group board.
European domiciliaries as of such election will constitute the remainder of the directors.		
Each director holds office until his or her successor is elected and qualified or until his or her earlier resignation or removal.		
Under the NYSE Euronext bylaws, either (1) the chairman of the board of directors must be a U.S. domiciliary and the chief executive officer must be a European domiciliary, in each case, as of the most recent election of directors, or (2) the chairman of the board of directors must be a European domiciliary and the chief executive officer must be a U.S. domiciliary, in each case, as of the most recent election of directors.		
The foregoing governance provisions may only be changed by a vote of not less than (1) two-thirds of the directors then in office or (2) 80% of the votes entitled to be cast by the holders of the then outstanding shares of capital stock of NYSE Euronext entitled to vote generally in the election of directors.		
	Nomination and Appointment of Directors	
Directors are elected by the shareholders at each annual meeting of shareholders. In uncontested elections, directors are elected by a majority of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. In contested elections, directors are elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors.	Each director is elected by the stockholders at their annual meeting. In uncontested elections, directors are elected by a majority of the votes cast. In contested elections, directors are elected by a plurality of such votes.	Same as ICE stockholders before completion of the mergers.
U.S. domiciliaries as of such election must constitute at least half of, and	The nomination of a director for election may be made by any ICE stockholder by giving notice to the corporate secretary of ICE within a certain time period. When a quorum is present at a meeting of stockholders held for the purpose of electing directors, a nominee	

for

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
no more than the smallest number of directors that will constitute a majority of, the directors on the board of directors; and European domiciliaries as of such election will constitute the remainder of the directors.	director shall be elected to the board if the votes cast for such nominee s election exceed the votes cast against such nominee s election, except under certain circumstances where the directors will be elected by a plurality of the votes cast.	
The nomination of a director for election may be made by any shareholder of NYSE Euronext by giving notice to the corporate secretary of NYSE Euronext within a certain period. Any notice given to the corporate secretary of NYSE Euronext purporting to nominate one or more directors must include the documentation necessary to determine whether the nominee is a U.S. domiciliary or a European domiciliary, as set forth in the bylaws of NYSE Euronext.	Any vacancies on the ICE board of directors are filled by the appointment of additional directors by a majority of the directors then in office, even if less than a quorum, or by the sole remaining director. Any director elected or appointed to fill a vacancy or a newly created directorship holds office until the next annual election and until his or her successor is elected and qualified, or until his or her earlier resignation or removal.	
Any vacancy on the board of directors may be filled only by a majority vote of the remaining directors then in office. Vacancies created by the death, retirement, resignation, disqualification or removal from office of a U.S. domiciliary or a European domiciliary must be filled by a U.S. domiciliary or a European domiciliary, respectively.		
Vacancies created by an increase in the number of directors between annual meetings will be filled such that following the filling of such vacancy:		
U.S. domiciliaries as of their most recent election or appointment will constitute at least half of, and no more than the smallest number of directors that will constitute a majority of, the directors on the board of directors; and		

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
European domiciliaries as of their most recent election or appointment will constitute the remainder of the directors.		
	Removal of Directors	
Subject to the rights of holders of any series of preferred stock with respect to directors elected solely by such holders, any director, or the entire board of directors, may be removed from office at any time, with or without cause, by the holders of a majority of the voting power of the shares then entitled to vote at an election of directors.	The Delaware General Corporation Law provides that any or all of the directors may be removed, with or without cause, by the holders of a majority of shares entitled to vote at an election of directors.	The Delaware General Corporation Law provides that any or all of the directors may be removed, with or without cause by the holders of a majority of shares entitled to vote at an election of directors.
Under Section 19(h)(4) of the Exchange Act, the SEC has the power to remove the director of a U.S. self-regulatory organization from office under certain circumstances.		After the mergers are complete, ICE Group will be subject to Section 19(h)(4) of the Exchange Act. Under Section 19(h)(4) of the Exchange Act, the SEC has the power to remove the director of a U.S. self-regulatory organization from office under certain circumstances.
	Amendments to Certificate of Incorporation	
Under the Delaware General Corporation Law, a corporation may amend its certificate of incorporation upon the submission of a proposed amendment to stockholders by the board of directors and the subsequent receipt of the affirmative vote of a majority of its outstanding voting shares and the affirmative vote of a majority of the outstanding shares of each class entitled to vote thereon as a class.	Under the Delaware General Corporation Law, a corporation may amend its certificate of incorporation upon the submission of a proposed amendment to stockholders by the board of directors and the subsequent receipt of the affirmative vote of a majority of its outstanding voting shares and the affirmative vote of a majority of the outstanding shares of each class entitled to vote thereon as a class.	Under the Delaware General Corporation Law, a corporation may amend its certificate of incorporation upon the submission of a proposed amendment to stockholders by the board of directors and the subsequent receipt of the affirmative vote of a majority of its outstanding voting shares and the affirmative vote of a majority of the outstanding shares of each class entitled to vote thereon as a class.
The NYSE Euronext certificate of incorporation provides that NYSE Euronext reserves the right from time to time to amend or repeal any provision of the NYSE Euronext certificate of incorporation and that all rights conferred upon stockholders	The affirmative vote of the holders of not less than 66 2/3% of the voting power of all outstanding shares of common stock and all other outstanding shares of stock of ICE entitled to vote on such	The ICE Group certificate of incorporation will provide that ICE Group reserves the right from time to time to amend or repeal any provision of the ICE Group certificate of incorporation and that

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
thereby are granted subject to this right. The affirmative vote of not less than 80% of the votes entitled to be cast by holders of the outstanding shares of capital stock of NYSE Euronext entitled to vote generally in the election of directors, voting together as a single class, is required to amend in any respect or repeal provisions relating to:	matter is required to amend in any respect or repeal any provision of the ICE certificate of incorporation related to:	all rights conferred upon stockholders thereby are granted subject to this right.
	the power of the board of directors;	The affirmative vote of the holders of not less than 66 2/3% of the voting power of all outstanding shares of common stock and all other outstanding shares of stock of ICE Group entitled to vote on
the limitations on the concentration of ownership and voting power;	amendments to bylaws;	such matter is required to amend, modify in any respect or repeal any provision of the ICE Group certificate of incorporation related to:
	number of directors and vacancies;	
the power to call special shareholder meetings;		considerations of the board of directors in taking any action;
the right to fill vacancies on the board and newly created directorships;	limitations on stockholder action outside of stockholder meetings, including the inability of stockholders to act by written consent; and	the inability of stockholders to act by written consent;
the matters that the NYSE Euronext board of directors may consider in taking any action, including a potential change in control of NYSE Euronext;	amendments to the certificate of incorporation.	the required quorum at meetings of the stockholders;
		the amendment of the bylaws by the stockholders;
the inability of shareholders to act by written consent and the quorum requirements of a shareholder meeting; and		the location of stockholder meetings and records;
the provisions setting forth the requirements for amendments to the NYSE Euronext certificate of incorporation.		limitations on voting and ownership of ICE Group common stock; and
For so long as NYSE Euronext shall control, directly or indirectly, any U.S. regulated subsidiaries, before any amendment or repeal of any provision of the certificate of incorporation is effective, it must be submitted to the boards of directors of the New York Stock Exchange LLC, NYSE Market, Inc., NYSE Regulation, Inc.,		the provisions in Article X requiring such a supermajority vote.

NYSE Arca, Inc. and NYSE Arca Equities, Inc. If any of these boards of directors determines that the amendment or

Additionally, the minimum applicable stockholder approval percentage will be 80% for any amendment to the ICE Group certificate of incorporation seeking to reduce the minimum percentage of votes, set forth in the bylaws, required for certain amendments to the bylaws.

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
repeal must be filed with and/or approved by the SEC under Section 19 of the Exchange Act, then the amendment or repeal may not be effectuated until this has taken place.		For so long as ICE Group controls, directly or indirectly, any U.S. Regulated Subsidiary, before any amendment or repeal of any provision of the certificate of incorporation is effective, it must be submitted to the boards of directors of New York Stock Exchange LLC, NYSE Market, Inc., NYSE Regulation, Inc., NYSE Arca, NYSE Arca Equities and NYSE MKT LLC. If any of these boards of directors determines that the amendment or repeal must be filed with, or filed with and approved by, the SEC under Section 19 of the Exchange Act, then the amendment or repeal may not be effectuated until this has taken place.
The affirmative vote of the holders of not less than 80% of the votes entitled to be cast by the holders of the then outstanding shares of capital stock of NYSE Euronext entitled to vote generally in the election of directors, voting together as a single class, will be required to amend the provision of the NYSE Euronext certificate of incorporation providing that the NYSE Euronext shareholders may amend the NYSE Euronext bylaws only pursuant to the provisions of the NYSE Euronext bylaws (see below), but such vote will not be required to amend the provisions in the NYSE Euronext certificate of incorporation providing that proposed amendments or repeals must be submitted to the European market subsidiaries and U.S. regulated subsidiaries, as described in more detail below. For so long as NYSE Euronext controls, directly or indirectly, any European market subsidiary, before any amendment or repeal of any provision of the NYSE Euronext certificate of incorporation will be effective, the amendment or repeal must be submitted to the board of directors of such European market subsidiary and, if such board determines that such amendment or repeal must be filed with, or filed with and approved by, a European regulator under European exchange regulations before such amendment or repeal may be effectuated, then the amendment or repeal will not beeffectuated until filed with, or filed with and approved by, the relevant European regulator.		For so long as ICE Group controls, directly or indirectly, any European Market Subsidiary, before any amendment or repeal of any provision of the ICE Group certificate of incorporation will be effective, the amendment or repeal must be submitted to the board of directors of the European Market Subsidiary and, if such board of directors determines that such amendment or repeal must be filed with, or filed with and approved by, a European regulator under European exchange regulations before such amendment or repeal may be effectuated, then the amendment or repeal will not be effectuated until filed with, or filed with and approved by, the relevant European regulator.

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
For purposes of these provisions, a European market subsidiary means a market operator, as defined by the European MiFID.		
	Amendments to Bylaws	
The NYSE Euronext board of directors is expressly authorized to adopt, amend or repeal NYSE Euronext bylaws.	The ICE board of directors is expressly authorized to adopt, amend or repeal any or all of the bylaws of ICE at any time. ICE stockholders may adopt, amend or repeal any bylaws of ICE whether or not adopted by them, at any time with an affirmative vote of the holders of not less than 66 2/3% of the voting power of all outstanding shares of common stock of ICE entitled to vote on such matter.	Subject to certain exceptions, the ICE Group board of directors is expressly authorized to adopt, amend or repeal any or all of the bylaws of ICE Group at any time. The affirmative vote of not less than 75% of the directors then in office is required to amend or repeal, or to adopt any new bylaw that contradicts, bylaws related to:
The NYSE Euronext stockholders may adopt additional bylaws and amend, modify or repeal any bylaw whether or not adopted by them, by a majority of votes cast at a meeting by stockholders entitled to vote.		participation by directors in board or committee meetings by telephone or other electronic communication;
For so long as NYSE Euronext shall control, directly or indirectly, any U.S. regulated subsidiary, before any amendment or repeal of any provision of the bylaws is effective, it must be submitted to the boards of directors of the New York Stock Exchange LLC, NYSE Market, Inc., NYSE Regulation, Inc., NYSE Arca, Inc., NYSE Arca Equities, Inc. and NYSE MKT LLC. If any of these boards of directors determines that the amendment or repeal must be filed with, or filed with and approved by, the SEC under Section 19 of the Exchange Act, then the amendment or repeal shall not be effectuated until filed with, or filed with and approved by, as applicable, the SEC.		considerations of the directors in discharging their responsibilities;
		the definition of Europe for purposes of the charter and bylaws;
		director vote requirements for certain extraordinary actions;
		the power of the board of directors to adopt, amend or repeal any bylaw at any time, and the related director approval requirements for any such action;
		the power of the stockholders to adopt, amend or repeal any bylaw, and the related stockholder approval requirements for any such action; or

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
Amendments to certain NYSE Euronext bylaws require an affirmative vote of not less than (1) two-thirds of the directors then in office or (2) 80% of the votes entitled to be cast by the holders of the then-outstanding shares of capital stock of NYSE Euronext entitled to vote generally in the election of directors. These include bylaws relating to:		the requirement that 75% of directors must approve any resolution to change the number of directors on the board.
		ICE Group stockholders may adopt, amend or repeal any bylaws of ICE Group if certain conditions are satisfied.
board size;		
board composition;		Pursuant to the ICE Group bylaws, an affirmative vote of 80% of the votes entitled to be cast is required for the stockholders to adopt, amend or repeal bylaws related to:
certain qualifications for directors and for the chairman of the board and the chief executive officer;		participation by directors in board or committee meetings by telephone or other electronic communication;
the requirements for filling vacancies on the board of directors;		considerations of the directors in discharging their responsibilities;
the notice required for special meetings of the board of directors;		the definition of Europe for purposes of the charter and bylaws;
the ability of directors to attend meetings telephonically;		director vote requirements for certain extraordinary actions;
the composition of the nominating and governance committee;		the power of the board of directors to adopt, amend or repeal any bylaw at any time, and the related director approval requirements for any such action;
the definition of Europe ;		

the requirement that not less than two thirds of the board approve certain extraordinary transactions;

the power of the stockholders to adopt, amend or repeal any bylaw, and the related stockholder approval requirements for any such action; or

and the director and stockholder approval necessary to amend the bylaws.

In addition, for so long as NYSE Euronext shall control, directly or indirectly, any European market

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
	Nomination and Appointment of Directors	
subsidiary, before any amendment or repeal of any provision of the NYSE Euronext bylaws shall be effective, such amendment or repeal shall be submitted to the boards of directors of the European market subsidiaries. If any or all of such boards of directors shall determine that such amendment or repeal must be filed with, or filed with and approved by, a European regulator under European exchange regulations before such amendment or repeal may be effectuated, then such amendment or repeal shall not be effectuated until filed with, or filed with and approved by, as applicable, the relevant European regulator.		the power of the stockholders to adopt, amend or repeal any bylaw, and the related stockholder approval requirements for any such action; or
		the requirement that 75% of directors must approve any resolution to change the number of directors on the board.
For purposes of these provisions, a European market subsidiary means a market operator, as defined by the European MiFID.		Pursuant to the certificate of incorporation, if the bylaws do not require such 80% affirmative vote, stockholders may adopt, amend or repeal any of the ICE Group bylaws by an affirmative vote of the holders of not less than 66 2/3% of the voting power of all outstanding ICE Group common stock entitled to vote on the matter.
		For so long as ICE Group shall control, directly or indirectly, any U.S. Regulated Subsidiary, before any amendment or repeal of any provision of the bylaws is effective, it must be filed with, or filed with and approved by, the SEC or submitted to the boards of directors of New York Stock Exchange LLC, NYSE Market, Inc., NYSE Regulation, Inc., NYSE Arca, Inc., NYSE Arca Equities, Inc. and NYSE MKT LLC. If any of these boards of directors determines that the amendment or repeal must be filed with, or filed with and approved by, the SEC under Section 19 of the Exchange Act, then the amendment or repeal shall not be effectuated until filed with, or filed with and approved by, as applicable, the SEC.
		In addition, for so long as ICE Group shall control, directly or indirectly, any European Market

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
		Subsidiary, before any amendment or repeal of any provision of the ICE Group bylaws shall be effective, such amendment or repeal shall be filed with, or filed with and approved by, a European regulator or shall be submitted to the boards of directors of the European Market Subsidiary. If any or all of such boards of directors determine that such amendment or repeal must be filed with, or filed with and approved by, a European regulator under European exchange regulations before such amendment or repeal may be effectuated, then such amendment or repeal shall not be effectuated until filed with, or filed with and approved by, as applicable, the relevant European regulator.
Suspension, Revocation and Repeal of Certain Provisions of the Charter and Bylaws		
Immediately following the exercise of a Euronext call option and for so long as Stichting NYSE Euronext, a foundation (stichting) organized under the laws of The Netherlands, formed by NYSE Euronext on April 4, 2007 (the Foundation) continues to hold any priority shares or ordinary shares of Euronext, or the voting securities of one or more subsidiaries of Euronext that, taken together, represent a substantial portion of Euronext s business, the following provisions of the NYSE Euronext bylaws will be suspended:	There is no analogous provision in the ICE certificate of incorporation or bylaws.	When the mergers are completed, the ICE Group certificate of incorporation will be amended to include a provision regarding the automatic repeal of certain provisions of the ICE Group certificate of incorporation and bylaws that parallels the provision in the current NYSE Euronext certificate of incorporation.
		Immediately following the exercise of a Euronext Call Option (as defined in the bylaws) and for so long as Stichting NYSE Euronext, the Foundation continues to hold any priority shares or ordinary shares of Euronext, or the voting securities of one or more of subsidiaries of Euronext that, taken together, represent a substantial portion of Euronext s business, the following

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
the requirement that European domiciliaries are represented in a certain proportion on the NYSE Euronext board of directors and the nominating and governance committee of the NYSE Euronext board of directors;		provisions of the ICE Group bylaws will be suspended:
		the provisions granting jurisdiction to European regulators over certain actions of ICE Group and the ICE Group board of directors;
the requirement of supermajority board or shareholder approval for certain extraordinary transactions;		
		certain considerations related to European regulations of directors in discharging their responsibilities;
the provisions granting jurisdiction to European regulators over certain actions of NYSE Euronext and the NYSE Euronext board of directors; and		
		the confidentiality and maintenance of certain information and the power of European regulators to access such information;
references to European regulators, European market subsidiaries and European disqualified persons appearing in the NYSE Euronext bylaws.		
		cooperation with European regulators and compliance with certain European legal and corporate governance requirements;
references to European regulators, European market subsidiaries and European disqualified persons appearing in the NYSE Euronext bylaws.		
		director vote requirements for certain extraordinary transactions; and
If:		
		the requirement that 75% of directors must approve any resolution to change the number of directors on the board (collectively, the Euronext Call Option Automatic Suspension Provisions).
after a period of six months following the exercise of a Euronext call option, the Foundation continues to hold any ordinary shares of Euronext or of one or more subsidiaries of Euronext that, taken together, represent a substantial portion of Euronext s business;		
		If:
after a period of six months following the exercise of a Euronext call option, the Foundation continues to hold any Euronext priority shares or priority shares or similar		

after a period of six months following the exercise of a Euronext Call Option, the Foundation continues to hold any ordinary shares of Euronext or any ordinary shares of one or more subsidiaries of Euronext that, taken together, represent a substantial portion of Euronext s business;

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
voting securities of one or more subsidiaries of Euronext that, taken together, represent a substantial portion of Euronext s business (provided that, in this case, the NYSE Euronext board of directors will have approved of the applicable revocation); or		after a period of six months following the exercise of a Euronext Call Option, the Foundation continues to hold any Euronext priority shares or priority shares or similar voting securities of one or more subsidiaries of Euronext that, taken together, represent a substantial portion of Euronext s business (provided that, in this case, the ICE Group board of directors will have approved of the applicable revocation); or
at any time, NYSE Euronext no longer holds a direct or indirect controlling interest in Euronext or in one or more subsidiaries of Euronext that, taken together, represent a substantial portion of Euronext s business;		
then the following provisions will be revoked:		at any time, ICE Group no longer holds a direct or indirect controlling interest (as defined below) in Euronext or in one or more subsidiaries of Euronext that, taken together, represent a substantial portion of Euronext s business;
the NYSE Euronext bylaw provisions noted above that were subject to suspension;		
the references in the NYSE Euronext certificate of incorporation and NYSE Euronext bylaws to European regulators, European exchange regulations, European market subsidiaries, European regulated markets, Europe and European disqualified persons;		then the following provisions of the ICE Group bylaws and certificate of incorporation will be revoked:
		the Euronext Call Option Automatic Suspension Provisions;
the provisions in the NYSE Euronext certificate of incorporation and bylaws requiring that amendments to the NYSE Euronext certificate of incorporation or bylaws be submitted to the European market subsidiaries and, if applicable, filed with and approved by a European regulator; and		the references in the ICE Group certificate of incorporation and ICE Group bylaws to European regulators, European exchange regulations, European Market Subsidiaries, Europe and European disqualified persons;
the provisions in the NYSE Euronext bylaws requiring approval of not less than (1) two-thirds or more of the NYSE Euronext directors or		the provisions in the ICE Group certificate of incorporation and bylaws requiring that amendments to the ICE Group certificate

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
(2) 80% of the votes entitled to be cast by the holders of the then-outstanding shares of capital stock of NYSE Euronext entitled to vote generally in the election of directors to amend certain bylaw provisions.		of incorporation or bylaws be submitted to the boards of directors of the European Market Subsidiaries and, if applicable, filed with and approved by a European regulator; and
In addition, any officer or director of NYSE Euronext who is a European domiciliary will resign or be removed from his or her office.		the provisions in the ICE Group bylaws requiring approval of not less than 66 2/3% of the ICE Group directors or of 80% the votes entitled to be cast by the holders of the then outstanding shares of ICE Group stock to amend certain bylaw provisions.
		ICE Group s bylaws define controlling interest, which is incorporated by reference into ICE Group s certificate of incorporation, to mean 50% or more of both the outstanding voting securities of an entity and the combined voting power of the outstanding voting securities of such entity entitled to vote generally in the election of directors.*

* The definition of controlling interest remains subject to review by the Euronext College of Regulators.

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
Appraisal and Dissenters Rights		
Under the Delaware General Corporation Law, a stockholder of a Delaware corporation generally has appraisal rights in connection with certain mergers or consolidations in which the corporation is participating, subject to specified procedural requirements. The Delaware General Corporation Law does not confer appraisal rights, however, if the corporation s stock is either (i) listed on a national securities exchange, or (ii) held of record by more than 2,000 holders.	Same as NYSE Euronext stockholders before completion of the mergers. either listed on a national securities exchange or held of record by more than 2,000 holders;	Same as NYSE Euronext and ICE stockholders before completion of the mergers.
Even if a corporation s stock meets these requirements, the Delaware General Corporation Law still provides appraisal rights if shareholders of the corporation are required to accept for their stock in certain mergers or consolidations anything other than:		
shares of stock of the corporation surviving or resulting from such merger or consolidation, or depository receipts in respect thereof;		
shares of stock of any other corporation, or depository receipts in respect thereof, which shares of stock (or depository receipts in respect thereof) or depository receipts at the effective date of the merger or consolidation will be either listed on a national securities exchange or held of record by more than 2,000 holders;		
cash in lieu of fractional shares or fractional depository receipts described in the foregoing; or		
any combination of the foregoing.		

Table of Contents

NYSE Euronext Stockholders before Completion of the Mergers	ICE Stockholders before Completion of the Mergers	ICE Group Stockholders after Completion of the Mergers
Anti-Takeover Legislation		
Section 203 of the Delaware General Corporation Law generally prohibits a publicly held Delaware corporation from engaging in a business combination with an interested shareholder for a period of three years after the date of the transaction in which the person became an interested shareholder, unless the business combination is approved in a prescribed manner or a certain level of stock is acquired upon consummation of the transaction in which the person became an interested stockholder. The NYSE Euronext certificate of incorporation does not contain any provisions opting out of the restrictions prescribed by Section 203 of the Delaware General Corporation Law.	Same as NYSE Euronext stockholders before completion of the mergers.	Same as NYSE Euronext and ICE stockholders before completion of the mergers.

Table of Contents

DESCRIPTION OF ICE GROUP CAPITAL STOCK

The following summary is a description of the material terms of ICE Group s capital stock as of the effective time of the mergers and is not complete. You should also refer to (1) the proposed form of amended and restated certificate of incorporation of ICE Group, which is also referred to as the certificate of incorporation, that will be in effect as of the completion of the mergers and is included as Appendix B to this joint proxy statement/prospectus, (2) the proposed form of amended and restated bylaws of ICE Group, which is also referred to as the bylaws, that will be in effect as of the completion of the mergers and is included as Appendix C to this joint proxy statement/prospectus, and (3) the applicable provisions of the Delaware General Corporation Law. The following summary is based on ICE Group s current understanding regarding the limitations and requirements that will apply to its capital stock after the mergers are completed, although it is possible that, after the date of this document, the SEC and certain European regulators may require changes to the certificate of incorporation and/or bylaws as part of their approval of the mergers.

Pursuant to the certificate of incorporation, ICE Group s authorized capital stock consists of six hundred million (600,000,000) shares, each with a par value of $0.01 per share, of which:

- one hundred million (100,000,000) shares are designated as preferred stock; and
- five hundred million (500,000,000) shares are designated as common stock.

All outstanding shares of common stock are, and the shares of common stock offered hereby will be, when issued and sold, validly issued, fully paid and nonassessable.

Preferred Stock

ICE Group s authorized capital stock includes one hundred million (100,000,000) shares of preferred stock, none of which is outstanding. The ICE Group board of directors is authorized to divide the preferred stock into series and, with respect to each series, to determine the designations and the powers, preferences and rights, and the qualifications, limitations and restrictions thereof, including the dividend rights, conversion or exchange rights, voting rights, redemption rights and terms, liquidation preferences, sinking fund provisions and the number of shares constituting the series. The ICE Group board of directors could, without stockholder approval, issue preferred stock with voting and other rights that could adversely affect the voting power of the holders of common stock and which could have certain anti-takeover effects.

Subject to the rights of the holders of any series of preferred stock, the number of authorized shares of any series of preferred stock may be increased or decreased (but not below the number of shares thereof then-outstanding) by resolution adopted by the ICE Group board of directors and approved by the affirmative vote of the holders of a majority of the voting power of all outstanding shares of capital stock entitled to vote on the matter, voting together as a single class.

Common Stock

ICE Group s authorized capital stock includes five hundred million (500,000,000) shares of common stock. The following summary describes what the terms of ICE Group common stock will be immediately after the effective time of the ICE merger.

ICE Group common stock has the following rights and privileges:

- *Voting*: Upon completion of the mergers, ICE Group and certain of its subsidiaries will be subject to limitations and requirements relating to the voting of ICE Group capital stock. For so long as ICE Group directly or indirectly controls any U.S. regulated subsidiary or any European Market Subsidiary (as such terms are defined in Article V of the certificate of incorporation), no person, either alone or together with its related persons (as that term is defined in Article V of the certificate of incorporation) is entitled to vote or cause the voting of shares of ICE Group common stock representing in the aggregate more than 10% of the outstanding shares of ICE Group common stock. ICE Group will

Table of Contents

disregard any votes cast in excess of the 10% voting limitation unless the ICE Group board of directors expressly permits a person, either alone or together with its related persons, to exercise a vote in excess of the voting limitation and the SEC and certain European regulators approve such vote.

Ownership: After the mergers are completed, ICE Group and certain of its subsidiaries will be subject to limitations and requirements relating to the ownership of ICE Group capital stock. For so long as ICE Group directly or indirectly controls any U.S. regulated subsidiary or any European Market Subsidiary, no person, either alone or together with its related persons may beneficially own shares of ICE Group common stock representing in the aggregate more than 20% of the outstanding number of votes entitled to be cast on any matter. The 20% ownership limitation will apply unless the ICE Group board of directors expressly permits a person, either alone or together with its related persons, to own shares in excess of limitation and the SEC and certain European regulators approve such exception. If no such permission is granted and approved, any person who owns shares of ICE common stock in excess of the 20% ownership threshold will be obligated to sell, and ICE Group will be obligated to purchase, at par value the number of shares held by such person above the ownership limitation.

Dividends and distributions: The holders of shares of ICE Group common stock have the right to receive dividends and distributions, whether payable in cash or otherwise, as may be declared from time to time by the ICE Group board of directors from legally available assets or funds.

Liquidation, dissolution or winding-up: In the event of the liquidation, dissolution or winding-up of ICE Group, holders of the shares of common stock are entitled to share equally, share-for-share, in the assets available for distribution after payment of all creditors and the liquidation preferences of any ICE Group preferred stock.

Restrictions on transfer: Neither the certificate of incorporation nor the bylaws contain any restrictions on the transfer of shares of ICE Group common stock. In the case of any transfer of shares, there may be restrictions imposed by applicable securities laws.

Redemption, conversion or preemptive rights: Holders of shares of common stock have no redemption or conversion rights or preemptive rights to purchase or subscribe for ICE Group securities.

Other provisions: There are no redemption provisions or sinking fund provisions applicable to the common stock, nor is the common stock subject to calls or assessments by ICE Group.

The rights, preferences, and privileges of the holders of common stock are subject to and may be adversely affected by, the rights of the holders of any series of preferred stock that ICE Group may designate and issue in the future. As of the date of this joint proxy statement/prospectus, there are no shares of preferred stock outstanding.

For a more detailed description of these provisions see the summary of the ICE Group Stockholders after Completion of the Mergers under Comparison of Stockholders Rights.

Limitation of Liability and Indemnification Matters

The certificate of incorporation provides that no ICE Group director will be liable to ICE Group or its stockholders for monetary damages for breach of fiduciary duty as a director, except in those cases in which liability is mandated by the Delaware General Corporation Law, and except for liability for breach of the director s duty of loyalty, acts or omissions not in good faith or involving intentional misconduct or a knowing violation of law, or any transaction from which the director derived any improper personal benefit. The bylaws provide for indemnification, to the fullest extent permitted by law, of any person made or threatened to be made a party to any action, suit or proceeding by reason of the fact that such person is or was a director or senior officer of ICE Group or, at the request of ICE Group, serves or served as a director, officer, partner, member, employee or agent of any other enterprise, against all expenses, liabilities, losses and claims actually incurred or suffered by such person in connection with the action, suit or proceeding. The bylaws also provide that, to the extent authorized from time to time by the ICE Group board of directors, ICE Group may provide to any one or more other persons rights of indemnification and rights to receive payment

or reimbursement of expenses, including attorneys fees.

Table of Contents

Section 203 of the Delaware General Corporation Law

ICE Group is subject to the provisions of Section 203 of the Delaware General Corporation Law. In general, Section 203 prohibits a publicly held Delaware corporation from engaging in a business combination with an interested stockholder for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner or a certain level of stock is acquired upon consummation of the transaction in which the person became an interested stockholder. A business combination includes, among other things, a merger, asset sale or a transaction resulting in a financial benefit to the interested stockholder. Subject to certain exceptions, an interested stockholder is a person who, together with affiliates and associates, owns (or, in certain cases, within three years prior, did own) 15% or more of the corporation s outstanding voting stock. Under Section 203 of the Delaware General Corporation Law, a business combination between ICE Group and an interested stockholder is prohibited during the relevant three-year period unless it satisfies one of the following conditions:

prior to the time the stockholder became an interested stockholder, the ICE Group board of directors approved either the business combination or the transaction that resulted in the stockholder becoming an interested stockholder;

on consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of ICE Group voting stock outstanding at the time the transaction commenced (excluding, for purposes of determining the number of shares outstanding, shares owned by persons who are directors and officers); or

the business combination is approved by the ICE Group board of directors and authorized at an annual or special meeting of the stockholders by the affirmative vote of at least 66 2/3% of ICE Group outstanding voting stock that is not owned by the interested stockholder.

Certain Anti-Takeover Matters

The certificate of incorporation and bylaws include a number of provisions that may have the effect of encouraging persons considering unsolicited tender offers or other unilateral takeover proposals to negotiate with the ICE Group board of directors rather than pursue non-negotiated takeover attempts. These provisions include:

Board of Directors

Vacancies and newly created seats on the ICE Group board may be filled only by the ICE Group board of directors. Generally, only the ICE Group board of directors may determine the number of directors on the ICE Group board of directors. However, if the holders of any class or classes of stock or series thereof are entitled to elect one or more directors, then the number of directors elected by the holders of such stock will be determined according to the terms of the stock and pursuant to the resolutions relating to the stock adopted by at least 75% of the directors then in office. The inability of stockholders to determine the number of directors or to fill vacancies or newly created seats on the board makes it more difficult to change the composition of the ICE Group board of directors, but these provisions promote a continuity of existing management.

Advance Notice Requirements

The bylaws establish advance notice procedures with regard to stockholder proposals relating to the nomination of candidates for election as directors or new business to be brought before meetings of ICE Group stockholders. These procedures provide that notice of such stockholder proposals must be timely given in writing to the ICE Group secretary prior to the meeting at which the action is to be taken. Generally, to be timely, notice must be received at the principal executive offices of ICE Group not less than 90 days nor more than 120 days prior to the first anniversary date of the annual meeting for the preceding year. The notice must contain certain information specified in the bylaws.

Table of Contents

Adjournment of Meetings of Stockholders Without a Stockholder Vote

The bylaws permit the chairman of the meeting of stockholders, who is appointed by the board of directors, to adjourn any meeting of stockholders for a reasonable period of time without a stockholder vote.

Special Meetings of Stockholders

The bylaws provide that special meetings of the stockholders may be called by the board of directors, the chairman of the board, the chief executive officer, or at the request of holders of at least 50% of the shares of common stock outstanding at the time that would be entitled to vote at the meeting.

No Written Consent of Stockholders

The certificate of incorporation requires all stockholder actions to be taken by a vote of the stockholders at an annual or special meeting. The certificate of incorporation does not permit holders of ICE Group common stock to act by written consent without a meeting.

Amendment of Certificate of Incorporation and Bylaws

Under the Delaware General Corporation Law, unless a corporation s certificate of incorporation imposes a higher vote requirement, a corporation may amend its certificate of incorporation upon the submission of a proposed amendment to stockholders by the board of directors and the subsequent receipt of the affirmative vote of a majority of its outstanding voting shares and the affirmative vote of a majority of the outstanding shares of each class entitled to vote thereon as a class. Under the certificate of incorporation, the affirmative vote of the holders of not less than 66 2/3% of the voting power of all outstanding shares of common stock and all other outstanding shares of stock of ICE Group entitled to vote on such matter is required to amend, modify in any respect or repeal any provision of the certificate of incorporation related to: (i) considerations of the board of directors in taking any action; (ii) limitations on stockholder action by written consent; (iii) the required quorum at meetings of the stockholders; (iv) the amendment of the bylaws by the stockholders; (v) the location of stockholder meetings and records; (vi) limitations on voting and ownership of ICE common stock and (vii) the provisions in Article X requiring such a supermajority vote. Additionally, the minimum applicable stockholder approval percentage will be 80% for any amendment to the ICE Group certificate of incorporation seeking to reduce the minimum percentage of votes, set forth in the bylaws, required for certain amendments to the bylaws.

Subject to certain exceptions, the ICE Group board of directors is expressly authorized to adopt, amend or repeal any or all of the bylaws of ICE Group at any time. The affirmative vote of not less than 75% of the directors then in office is required to amend or repeal, or to adopt any new bylaw that contradicts, bylaws related to: (i) participation by directors in board or committee meetings by telephone or other electronic communication; (ii) considerations of the directors in discharging their responsibilities; (iii) the definition of Europe for purposes of the certificate of incorporation and bylaws; (iv) director vote requirements for certain extraordinary actions; (v) the power of the board of directors to adopt, amend or repeal any bylaw at any time, and the related director approval requirements for any such action; (vi) the power of the stockholders to adopt, amend or repeal any bylaw, and the related stockholder approval requirements for any such action; or (vii) the requirement that 75% of directors must approve any resolution to change the number of directors on the board.

ICE Group stockholders may adopt, amend or repeal any bylaws if certain conditions are satisfied. Unless the bylaws require an 80% affirmative vote, stockholders may adopt, amend or repeal any of the ICE Group bylaws by an affirmative vote of the holders of not less than $66\,^{2}/_{3}\%$ of the voting power of all outstanding ICE Group common stock entitled to vote on the matter. An affirmative vote of 80% of the votes entitled to be cast is required for the stockholders to adopt, amend or repeal bylaws related to: (i) participation by directors in board or committee meetings by telephone or other electronic communication; (ii) considerations of the directors in discharging their responsibilities; (iii) the definition of Europe for purposes of the certificate of incorporation and bylaws; (iv) director vote requirements for certain extraordinary actions; (v) the power of the board of

Table of Contents

directors to adopt, amend or repeal any bylaw at any time, and the related director approval requirements for any such action; (vi) the power of the stockholders to adopt, amend or repeal any bylaw, and the related stockholder approval requirements for any such action; or (vii) the requirement that 75% of directors must approve any resolution to change the number of directors on the board.

For so long as ICE Group shall control, directly or indirectly, any U.S. Regulated Subsidiary, before any amendment or repeal of any provision of the bylaws or the certificate of incorporation may become effective, it must be filed with, or filed with and approved by, the SEC or submitted to the boards of directors of New York Stock Exchange LLC, NYSE Market, Inc., NYSE Regulation, Inc., NYSE Arca, Inc., NYSE Arca Equities, Inc. and NYSE MKT LLC. If any of these boards of directors determines that the amendment or repeal must be filed with, or filed with and approved by, the SEC under Section 19 of the Exchange Act, then the amendment or repeal shall not be effectuated until filed with, or filed with and approved by, as applicable, the SEC.

In addition, for so long as ICE Group shall control, directly or indirectly, any European Market Subsidiary, before any amendment or repeal of any provision of the ICE Group bylaws or the certificate of incorporation may become effective, such amendment or repeal shall be filed with, or filed with and approved by, a European regulator or shall be submitted to the boards of directors of the European Market Subsidiaries. If any or all of such boards of directors determine that such amendment or repeal must be filed with, or filed with and approved by, a European regulator under European exchange regulations before such amendment or repeal may be effectuated, then such amendment or repeal shall not be effectuated until filed with, or filed with and approved by, as applicable, the relevant European regulator.

Blank Check Preferred Stock

The certificate of incorporation provides for one hundred million (100,000,000) authorized shares of preferred stock. The existence of authorized but unissued shares of preferred stock may enable the board of directors to render more difficult or to discourage an attempt to obtain control of ICE Group by means of a merger, tender offer, proxy contest or otherwise. For example, if in the due exercise of its fiduciary obligations, the ICE Group board of directors were to determine that a takeover proposal is not in the best interests of ICE Group, the board of directors could cause shares of preferred stock to be issued without stockholder approval in one or more private offerings or other transactions that might dilute the voting or other rights of the proposed acquirer or insurgent stockholder or stockholder group. In this regard, the certificate of incorporation grants the ICE Group board of directors broad power to establish the rights and preferences of authorized and unissued shares of preferred stock. The issuance of shares of preferred stock could decrease the amount of earnings and assets available for distribution to holders of shares of common stock. The issuance may also adversely affect the rights and powers, including voting rights, of such holders and may have the effect of delaying, deterring or preventing a change in control. The board of directors currently does not intend to seek stockholder approval prior to any issuance of shares of preferred stock, unless otherwise required by law.

Listing

ICE Group will apply to the New York Stock Exchange to list its common stock for trading under the symbol ICE after the mergers are completed.

Transfer Agent

The transfer agent for ICE Group common stock will be Computershare Investor Services.

Table of Contents

CERTAIN BENEFICIAL OWNERS OF NYSE EURONEXT COMMON STOCK

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following tables set forth information, as of April 26, 2013, regarding the beneficial ownership of shares of NYSE Euronext common stock by:

- each person who is known by NYSE Euronext to own more than five percent of the outstanding shares of NYSE Euronext common stock;
- each of NYSE Euronext s directors and director nominees;
- each of NYSE Euronext s named executive officers; and
- NYSE Euronext s directors and executive officers as a group.

Unless otherwise indicated, the business address of NYSE Euronext s directors and named executive officers is 11 Wall Street, New York, New York 10005. Beneficial ownership is determined under the rules of the SEC and generally includes voting or investment power over securities. The table includes shares underlying vested RSUs held by NYSE Euronext s directors and RSUs held by NYSE Euronext s named executives that are scheduled to vest within 60 days. Except in cases where community property laws apply or as indicated in the footnotes to this table, we believe that each stockholder identified in the table possesses sole voting and investment power over all shares of NYSE Euronext s common stock shown as beneficially owned by that stockholder. Unless otherwise indicated, no shares have been pledged as security.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Class
5% Holder		
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	16,214,407(1)	6.67%
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355	14,312,198(2)	5.88%
Directors		
Jan-Michiel Hessels	39,555(3)	*
Marshall N. Carter	76,638(4)	*
Duncan L. Niederauer**	354,583	*
André Bergen	7,187(3)	*
Ellyn L. Brown	13,883(3)	*
Dominique Cerutti**	122,878	*
Patricia M. Cloherty	12,125(5)	*
Sir George Cox	13,186(3)	*
Sylvain Hefes	13,186(3)	*
Duncan M. McFarland	45,883(6)	*

James J. McNulty	43,253(7)	*
Luís Maria Viana Palha da Silva	1,944	*
Robert G. Scott	7,716(3)	*
Jackson P. Tai	8,187(8)	*
Rijnhard van Tets	13,186(3)	*
Sir Brian Williamson	13,186(3)	*
Named Executive Officers		
Lawrence E. Leibowitz***	109,358	*
Michael S. Geltzeiler	110,903	*
John K. Halvey	156,807	*
Philippe Duranton	113,724	*
Directors and executive officers as a group	1,277,368	0.53%

Table of Contents

(1) Based on information set forth in the Schedule 13G filed February 5, 2013 by BlackRock, Inc. The Schedule 13G discloses that BlackRock, Inc. has sole dispositive power over 16,214,407 shares of NYSE Euronext common stock and sole voting power over all of these shares of NYSE Euronext common stock.

(2) Based on information set forth in the Schedule 13G filed February 11, 2013 by The Vanguard Group, Inc. The Schedule 13G discloses that The Vanguard Group, Inc. has sole dispositive power over 13,902,736 shares of NYSE Euronext common stock, shared dispositive power over 409,462 shares of NYSE Euronext common stock and sole voting power over 428,552 of these shares of NYSE Euronext common stock.

(3) Reflects shares of NYSE Euronext common stock underlying RSUs.

(4) Includes 24,413 shares of NYSE Euronext common stock underlying RSUs.

(5) Includes 11,265 shares of NYSE Euronext common stock underlying RSUs.

(6) Includes 13,883 shares of NYSE Euronext common stock underlying RSUs.

(7) Includes 26,253 shares of NYSE Euronext common stock underlying RSUs.

(8) Includes 7,187 shares of NYSE Euronext common stock underlying RSUs.

* Less than 1% of the class.

** Also a named executive officer.

*** Also a director nominee.

Table of Contents

CERTAIN BENEFICIAL OWNERS OF ICE COMMON STOCK

The following table sets forth information, based on data provided to ICE or filed with the SEC, with respect to beneficial ownership of shares of ICE common stock as of April 26, 2013 for (i) each person known by ICE to beneficially own more than five percent of the outstanding shares of ICE common stock, (ii) each director and nominee for election as a director, (iii) each of ICE s named executive officers, and (iv) all of ICE s director nominees and executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the SEC and includes having voting and/or investment power with respect to the securities. Except as indicated by footnote, and subject to applicable community property laws, the persons and entities named in the table below have sole voting and sole investment power with respect to the shares set forth opposite each person s or entity s name.

Shares of ICE common stock subject to options or warrants currently exercisable or exercisable within 60 days of April 26, 2013 or restricted stock units that vest within 60 days of April 26, 2013 are deemed outstanding for purposes of computing the percentage ownership of the person holding such options or warrants, but are not deemed outstanding for purposes of computing the percentage ownership of any other person. As of April 26, 2013, there were 72,764,989 shares of ICE common stock issued and outstanding. Unless otherwise indicated, the address for each of the individuals listed in the table is c/o IntercontinentalExchange, Inc., 2100 RiverEdge Parkway, Suite 500, Atlanta, Georgia 30328.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Class
Holders of More Than 5%:		
Macquarie Entities[1]	4,266,425	5.9%
The Vanguard Group, Inc.[2]	4,328,517	5.9%
100 Vanguard Blvd., Malvern, PA 19355		
Named Executive Officers, Directors and Nominees:		
Charles R. Crisp[3][4]	13,302	*
Jean-Marc Forneri[3]	31,473	*
Fred W. Hatfield[3]	5,515	*
Senator Judd A. Gregg[3]	3,156	*
Terrence F. Martell[3]	6,406	*
Sir Callum McCarthy[3]	4,803	*
Sir Robert Reid[3]	11,459	*
Frederic V. Salerno[3]	8,545	*
Judith A. Sprieser[3]	9,849	*
Vincent Tese[3]	15,640	*
Jeffrey C. Sprecher[5][6]	1,506,916	2.1%
Scott A. Hill[5]	45,774	*
Charles A. Vice[5]	84,918	*
David S. Goone[5]	37,503	*
Thomas W. Farley[5]	31,393	*
All Directors, Nominees and Executive Officers as a Group (18 persons)	1,943,596	2.7%

* Represents less than 1% of the outstanding shares of ICE common stock.

(1) Based on a report on Schedule 13G dated February 14, 2013 (the Macquarie 13G) filed jointly by Macquarie Group Limited, Macquarie Bank Limited, Macquarie Investment Management Limited, Delaware Management Holdings, Inc. and Delaware Management Business Trust (collectively, the Macquarie Entities). The Macquarie 13G represents that the following entities have sole voting and dispositive power over the following shares of ICE common stock: Macquarie Investment Management

Table of Contents

Limited 1,130 shares; Delaware Management Holdings, Inc. 4,265,295 shares; and Delaware Management Business Trust 4,265,295. The Macquarie 13G represents that the following entities have beneficial ownership over the following shares of ICE common stock: Macquarie Group Limited 4,266,425 shares; Macquarie Bank Limited 4,266,425 shares; Macquarie Investment Management Limited 1,130 shares; Delaware Management Holdings, Inc. 4,265,295 shares; and Delaware Management Business Trust 4,265,295 shares. The principal business address of Macquarie Group Limited, Macquarie Bank Limited and Macquarie Investment Management Limited is No. 1 Martin Place Sydney, New South Wales, Australia. The principal business address of Delaware Management Holdings Inc, and Delaware Management Business Trust is 2005 Market Street, Philadelphia, PA 19103.

(2) Based on a report on Schedule 13G dated February 11, 2013 filed by The Vanguard Group, Inc. (the Vanguard 13G). According to the Vanguard 13G, The Vanguard Group, Inc. has sole voting power over 128,836 shares of ICE common stock, sole dispositive power over 4,208,281 shares of ICE common stock and shared dispositive power over 120,236 shares of ICE common stock. Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 101,936 shares of ICE common stock as a result of its serving as investment manager of collective trust accounts and Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 45,200 shares of ICE common stock as a result of its serving as investment manager of Australian investment offerings.

(3) Beneficial ownership of directors includes stock options exercisable within 60 days of April 26, 2013 under the 2000 Stock Option Plan, and/or restricted stock unit awards that vest within 60 days of April 26, 2013 under the 2003 Restricted Stock Deferral Plan for Outside Directors, the 2005 Equity Incentive Plan or the 2009 Omnibus Incentive Plan.

(4) Includes 2,000 shares of ICE common stock held by Mr. Crisp s spouse.

(5) Beneficial ownership of each executive officer includes stock options exercisable within 60 days of April 26, 2013 under the 2000 Stock Option Plan or the 2009 Omnibus Incentive Plan and restricted stock unit awards that vest within 60 days of April 26, 2013 under the 2005 Equity Incentive Plan or the 2009 Omnibus Incentive Plan.

(6) Includes 1,093,341 shares of ICE common stock held by Continental Power Exchange, Inc. (CPEX) and 19,943 shares of ICE common stock and 25,602 shares of ICE common stock underlying restricted stock awards and stock options, respectively, exercisable within 60 days of April 26, 2013 held by Mr. Sprecher s spouse. Mr. Sprecher owns 100% of the equity interest in CPEX. CPEX currently has no assets other than its equity interest in ICE and conducts no operations. Mr. Sprecher disclaims beneficial ownership of the shares held directly and underlying stock options held by his spouse.

Table of Contents

EXPERTS

The consolidated financial statements of IntercontinentalExchange, Inc. and subsidiaries appearing in ICE s Annual Report on Form 10-K for the year ended December 31, 2012 (including the schedule appearing therein), and the effectiveness of ICE s internal control over financial reporting as of December 31, 2012 have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements and ICE s management s assessment of the effectiveness of internal control over financial reporting as of December 31, 2012 are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

The financial statements of NYSE Euronext and management s assessment of the effectiveness of internal control over financial reporting (which is included in Management s Report on Internal Control over Financial Reporting) incorporated in this Registration Statement by reference to the Annual Report on Form 10-K for the year ended December 31, 2012 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

VALIDITY OF COMMON STOCK

Sullivan & Cromwell LLP, New York, New York, counsel to ICE and ICE Group, has passed upon the validity of the ICE Group common stock offered by this joint proxy statement/prospectus.

LEGAL OPINIONS

Sullivan & Cromwell LLP has provided an opinion to ICE regarding certain U.S. federal income tax matters set forth in the joint proxy statement/prospectus which forms a part of this document. Wachtell, Lipton, Rosen & Katz, New York, New York counsel to NYSE Euronext, has provided an opinion to NYSE Euronext regarding certain U.S. federal income tax matters set forth in the joint proxy statement/prospectus which forms a part of this document.

OTHER MATTERS

As of the date of this document, neither the ICE nor the NYSE Euronext boards of directors know of any matters that will be presented for consideration at their respective special meetings other than as described in this document. However, if any other matter shall properly come before either the ICE special meeting or the NYSE Euronext special meeting or any adjournment or postponement thereof and shall be voted upon, the proposed proxies will be deemed to confer authority to the individuals named as authorized therein to vote the shares represented by the proxy as to any matters that fall within the purposes set forth in the notices of special meetings.

Table of Contents

NYSE EURONEXT ANNUAL MEETING STOCKHOLDER PROPOSALS

NYSE Euronext held its 2013 annual meeting of stockholders on April 25, 2013. If the mergers are completed, NYSE Euronext will not have public stockholders and there will be no public participation in any future meeting of stockholders. However, if the mergers are not completed or if NYSE Euronext is otherwise required to do so under applicable law, NYSE Euronext will hold a 2014 annual meeting of stockholders. Any stockholder nominations or proposals for other business intended to be presented at NYSE Euronext s next annual meeting must be submitted to NYSE Euronext as set forth below.

The deadline for submitting a stockholder proposal for inclusion in NYSE Euronext s proxy statement and form of proxy pursuant to Rule 14a-8 under the Exchange Act for its 2014 annual meeting of stockholders is November 22, 2013. Stockholder proposals that are intended to be presented at NYSE Euronext s 2014 annual meeting, but that are not intended to be considered for inclusion in NYSE Euronext s proxy statement and proxy related to that meeting, or nominations of a candidate for election as a director, must be received no later than 90 days nor more than 120 days prior to April 25, 2014, the first anniversary of the 2013 annual meeting. Any nominations or proposals must provide the information required by NYSE Euronext s bylaws and comply with any applicable laws and regulations. All submissions must be made to the corporate secretary, at NYSE Euronext, 11 Wall Street, New York, New York 10005.

If, however, the date of NYSE Euronext s 2014 annual meeting is advanced more than 30 days, or delayed more than 60 days, notice of a proposal must be received by NYSE Euronext s corporate secretary (i) not earlier than 120 days prior to the newly scheduled annual meeting date and (ii) not later than the close of business on the later of the 90th day prior to such annual meeting and the tenth day following the day on which public announcement of the date of such meeting is first made. These procedures are not applicable to nominations made pursuant to stockholder proposals made pursuant to Exchange Act Rule 14a-8.

Table of Contents

ICE ANNUAL MEETING STOCKHOLDER PROPOSALS

ICE held its 2012 annual meeting of stockholders on May 18, 2012. The deadline for submitting a stockholder proposal for inclusion in ICE s proxy statement and form of proxy pursuant to Rule 14a-8 under the Exchange Act for its 2013 annual meeting of stockholders passed on November 30, 2012. Stockholder proposals that are intended to be presented at ICE s 2013 annual meeting, but that are not intended to be considered for inclusion in ICE s proxy statement and proxy related to that meeting, or nominations of a candidate for election as a director, must be received no later than 90 days nor more than 120 days prior to May 18, 2013, the first anniversary of the 2012 annual meeting. Any nominations or proposals must provide the information required by ICE s bylaws and comply with any applicable laws and regulations. All submissions should be made to the corporate secretary of ICE, Johnathan H. Short, at IntercontinentalExchange, Inc., 2100 RiverEdge Parkway, Suite 500, Atlanta, Georgia 30328.

If, however, the date of ICE s 2013 annual meeting is advanced more than 30 days, or delayed more than 30 days, notice of a proposal must be received by ICE s corporate secretary not later than the close of business on the later of the 90th day prior to such annual meeting and the tenth day following the day on which public announcement of the date of such meeting is first made. These procedures are not applicable to nominations made pursuant to stockholder proposals made pursuant to Exchange Act Rule 14a-8.

Table of Contents

APPRAISAL RIGHTS

The following discussion summarizes certain terms of the law pertaining to appraisal rights under Delaware law and is qualified in its entirety by the full text of Section 262 of Delaware law, referred to as Section 262, which is attached to this document as Appendix F. The following summary does not constitute legal or other advice, nor does it constitute a recommendation that stockholders exercise their appraisal rights under Section 262.

Under Section 262, record holders of shares of NYSE Euronext s common stock who have neither voted in favor of, nor consented in writing to, the approval of the adoption of the merger agreement, who continuously hold such shares through the effective time of the NYSE Euronext merger and who otherwise follow the procedures set forth in Section 262 will be entitled to have their shares appraised by the Delaware Court of Chancery and to receive payment in cash of the fair value of the shares, exclusive of any element of value arising from the accomplishment or expectation of t