

INFORMATION CIRCULAR



Information Circular 2013-12

DATE: June 25, 2013

TO: Members of EDGX Exchange, Inc.

FROM: Jeffrey Rosenstock, Secretary of EDGX Exchange, Inc.

RE: Petition Process for Additional Candidates for Exchange Member Director Position on the Board of Directors of EDGX Exchange, Inc.

This information circular (the "Information Circular") concerns your rights as a Member of EDGX Exchange, Inc. (the "Exchange" or "EDGX") regarding the election of Exchange Member Directors to the Board of Directors (the "Board") of EDGX. Please read the following Information Circular carefully.

Candidate for Position of Exchange Member Director on the Board of Directors

Pursuant to Article III, Section 4(c) of the Amended and Restated Bylaws (the "Bylaws") of the Exchange, you are hereby notified that on June 25, 2013, the Exchange Member Nominating Committee of the Exchange recommended a candidate, Paul Jiganti of TD Ameritrade, Inc., to the Nominating and Governance Committee ("NGC") of the Exchange for nominating to the position of Exchange Member Director on the Board.

Petition Process for Alternative Candidates

In addition, pursuant to the Bylaws, as a Member, you may identify other candidates ("Petition Candidates") for the Exchange Member Director position by delivering to the Secretary by July 22, 2013 (the "Petition Deadline"), a written petition in which you designate a candidate by name, title and current employer. The written petition must be signed by individuals authorized to represent, vote and act on behalf of Members such as yourself and others that in the aggregate comprise ten percent (10%) or more of all Members. As a Member, you may endorse only one candidate, as there is only one Exchange Member Director position to be filled. No Member, together with its affiliates, may account for more than fifty percent (50%) of the signatures endorsing a particular candidate. Any signatures you collect in excess of this limitation will be disregarded.

Each petition for a Petition Candidate must include a completed questionnaire, which will be used to gather additional information concerning Exchange Member Director candidates. You may request such questionnaire from the Exchange and file such questionnaire with the Exchange by emailing it to jrosenstock@directedge.com.

If no valid petition from Members is received by the Petition Deadline, the above referenced candidate, Mr. Jiganti, shall be formally nominated by the NGC for election by the stockholder of the Exchange to the Board as an Exchange Member Director.

If, on the other hand, one or more valid petitions from Members are received by the Petition Deadline, the Secretary will include such additional candidates, along with Mr. Jiganti, on a list of candidates (the "List of Candidates") to be sent to all Members that were Members as of the Petition Deadline. The List of Candidates will be accompanied by a notice regarding the time and date of an election and outline the process for an election of the Members to be held no later than August 6, 2013 (the "Election"). The purpose of the Election will be to confirm who from the List of Candidates will be formally nominated by the NGC for election by the stockholder of the Exchange to the Board for position of Exchange Member Director.

If you have any questions concerning this information circular, please contact Jeff Rosenstock at jrosenstock@directedge.com or (201) 942-8295.