

AMENDED AND RESTATED
CERTIFICATE OF FORMATION
OF
CBOE V, LLC

The limited liability company filed its original Certificate of Formation with the Secretary of State of the State of Delaware on September 23, 2016 under the name CBOE V, LLC. This Amended and Restated Certificate of Formation of the limited liability company, which restates and integrates and also further amends the provisions of the limited liability company's Certificate of Formation, has been duly executed and is being filed in accordance with the Delaware Limited Liability Company Act (6 Del. C. § 18-208). The Certificate of Formation of the limited liability company is hereby amended, integrated and restated in its entirety to read as follows:

1. The name of the limited liability company is Cboe Bats, LLC.
2. The address of the registered office of the limited liability company in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. The limited liability company shall provide indemnification for members of its board of directors (the "Board of Directors"), members of committees of the Board of Directors and of other committees of the limited liability company, and its officers, and the limited liability company may provide indemnification for its agents and employees, and those serving another corporation, partnership, joint venture, trust or other enterprise at the request of the limited liability company, in each case to the maximum extent permitted by the Delaware Limited Liability Company Act (6 Del. C. §18-101 et seq.) (the "LLC Act"); *provided, however*, that the limited liability company may limit the extent of such indemnification by individual contracts with its directors and officers; and, *provided, further*, that the limited liability company shall not be required to indemnify any person in connection with any proceeding (or part thereof) initiated by such person or any proceeding by such person against the limited liability company or its directors, officers, employees or other agents unless (i) such indemnification is expressly required to be made by law, (ii) the proceeding was authorized by the Board of Directors or (iii) such indemnification is provided by the limited liability company, in its sole discretion, pursuant to the powers vested in the limited liability company under the LLC Act.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has caused this Amended and Restated Certificate of Formation of CBOE V, LLC to be executed as of this 16th day of October, 2017.

CBOE V, LLC

By: 

Name: Edward T. Tilly

Title: Chief Executive Officer