



BZX Information Circular 12-092

BYX Information Circular 12-092

Date: September 19, 2012

To: Members of BATS Exchange and BATS Y-Exchange (collectively, the “Exchange”)

From: Member Nominating Committee

Re: Notice of Annual Meeting and Nominee for Member Representative Director
Position of the Exchange’s Board of Directors

Pursuant to the Exchange’s By-Laws, certain positions on the Board of Directors of the Exchange (“Board”) may only be held by officers, directors, employees or agents of Exchange Members that do not also maintain an ownership interest, directly or indirectly, in the Exchange. The individuals holding these positions on the Board are known as “Member Representative Directors.”

The Exchange’s annual meeting of stockholders, to be held for the purpose of electing directors, has been scheduled for November 19, 2012. One (1) Member Representative Director will be elected at the meeting. Pursuant to Article III, Section 4(c) of the Exchange By-Laws, the Exchange’s Member Nominating Committee has submitted the name of the following individual as the nominee to be elected to the Member Representative Director position.

James P Selway III. Mr. Selway is Managing Director of Investment Technology Group (“ITG”). Prior to serving as Managing Director of ITG, Mr. Selway served as Chairman and Managing Director of White Cap Trading, LLC (“White Cap”). Before forming White Cap, Mr. Selway held various positions in the industry, including serving as Chief Economist of Archipelago Holdings, L.L.C. Mr. Selway is also currently serving as a Member Representative Director on the board of the Exchange.

In accordance with the Exchange By-Laws, with this Circular, Members and prospective Members of the Exchange are being notified of this nominee. Members of the Exchange may petition to have other candidates considered for election to the Board.

For a petition to be considered valid under the Exchange By-Laws, such petition must be signed by Executive Representatives of 10% or more of the Exchange’s Members and must be received by the Exchange by no later than October 16, 2012. In addition, petitions must be accompanied by a questionnaire that provides information regarding the potential candidate – blank questionnaires may be obtained from Membership Services (contact information below). If one or more valid petitions are received, then Exchange Members will be notified of all candidates

for Member Representative Director (including petition candidates and the nominees listed above) and will be entitled to vote on such candidates in an election held prior to the annual meeting of the Exchange's shareholders. Finally, petitions may be submitted to nominate individuals to serve on the Member Nominating Committee in the next nominating cycle.

Please provide any completed petitions, along with a completed questionnaire for the candidate, to the Member Nominating Committee, c/o Office of General Counsel, BATS Global Markets, Inc., 8050 Marshall Drive, Lenexa, KS 66214.

Please contact Membership Services at 913.815.7002 with any inquiries regarding this Information Circular.