

**Appendix A: EOX SEF  
Regulatory Oversight Committee Charter**

**I. Purpose**

The Regulatory Oversight Committee ("Committee") is a committee of the Board of Directors ("Board") of EOX SEF ("SEF") established in accordance with the Commodity Exchange Act and the regulations promulgated thereunder. The ROC shall report to the Board.

**II. Membership, Composition and Organization**

- a. The Board shall designate the Chairperson of the Committee. The Committee shall consist of two (2) members of the Board (each, a "Director") appointed from time to time by the Board.
- b. Each member of the Committee shall serve for a term of one (1) calendar year from the date of his or her appointment or for the remainder of his or her term as a Director (if earlier), and until the due appointment of his or her successor, or until his or her earlier resignation or removal, with or without cause, as a member of the Committee or as a Director. A member of the Committee may serve for multiple terms.

**III. Responsibilities and Authority**

**a. Responsibilities**

The Regulatory Oversight Committee shall make such recommendations to the Board that will, in its judgment, best promote the interests of the SEF. The Regulatory Oversight Committee will also have such other powers and perform other such duties as set forth in the Rules and as the Board may delegate to it from time to time

**a. Authority**

1. The Board shall delegate sufficient authority, dedicate sufficient resources, and allow sufficient time for the Regulatory Oversight Committee to fulfill its mandate.
2. The Committee shall have the authority, discretion and necessary resources to:
  - A. Consult directly with SEF regulatory staff;
  - B. Interview employees, officers and SEF participants;
  - C. Review all relevant documents;
  - D. Ask members of management or others to attend meetings and provide information; and
  - E. Otherwise exercise its independent analysis and judgment to fulfill its regulatory obligations.

**IV. Meetings**

- a. The Committee shall meet as often as it may deem necessary and appropriate in its judgment, but at least quarterly with the Chief Compliance Officer.
- b. The Committee shall keep minutes and records of its proceedings, including records of all decisions made by the Committee and any disagreements within the Committee with respect to such decisions. The Committee will make such minutes and records available to the CFTC staff upon request.
- c. A majority of the Committee members shall constitute a quorum for the transaction of business. Each Committee member not subject to a recusal (for reasons including, but not limited to, an actual or potential conflict of interest) shall have one (1) vote in all matters requiring a vote of the Committee. The act of a majority of the Committee members at any duly constituted meeting, if a quorum is present, shall be the act of the Committee. In the event of a tie vote, the vote of the Chairperson of the Committee shall decide the matter.
- d. The Committee may ask members of the Board, EOX management, or others to attend meetings and provide information.

**V. Reporting Activities and Review of Charter**

- a. The Committee Chairperson, or his or her designee, shall make regular periodic reports of the Committee's activities to the Board.
- b. The Committee shall reassess the adequacy of this Charter no less frequently than annually and submit any recommended changes to the full Board for approval.

**Appendix B: EOX SEF  
Nominating Committee Charter**

**I. Purpose**

The Nominating Committee (the "Committee") is a committee of the Board of Directors ("Board") of EOX SEF ("SEF") established in accordance with the Commodity Exchange Act and the regulations promulgated thereunder. The Committee has the authority to and is responsible for (a) identifying and recommending to the Board persons qualified to become members of the Board (each, a "Director"); (b) attracting qualified persons to serve on the Board or on a committee of the Board; and (c) administering a process for the nomination of persons to the Board and any composition requirements promulgated by the Commodity Futures Trading Commission ("CFTC").

**II. Membership, Composition and Organization**

- a. The Board shall designate the Chairperson of the Nominating Committee. The Committee shall consist of two (2) Directors appointed from time to time by the Board.
- b. Each member of the Committee shall serve for a term of one (1) calendar year from the date of his or her appointment or for the remainder of his or her term as a Director (if earlier), and until the due appointment of his or her successor, or until his or her earlier resignation or removal, with or without cause, as a member of the Committee or as a Director. A member of the Committee may serve for multiple terms.

**III. Responsibilities and Authority**

**a. Responsibilities**

1. The Nominating Committee shall select persons qualified to serve as members of the Board consistent with any relevant requirements promulgated by the CFTC
2. In the event of a vacancy on the Board, the Committee shall recommend to the Board an individual qualified to fill such vacancy.
3. The Committee shall work to attract qualified individuals as potential nominees for Board membership. The Committee shall select Director nominees pursuant to criteria approved by the Board, and recommend such nominees to the Board.
4. The Committee shall seek to develop a Board with Directors of diverse backgrounds and reputations for integrity. The Committee shall ensure that a Director has the ability to contribute to the effective oversight and management of the SEF, taking into account the needs of the SEF and such factors as the individual's experience, perspective, skills and knowledge of the industry in which the SEF operates. This shall include sufficient expertise, where applicable, in financial services, risk management, and execution services.
5. The Committee shall also identify, nominate and recommend qualified Directors for

service on Board committees (other than the Nominating Committee) taking into account the relevant committee charter, as well as relevant CEA or CFTC Regulations.

6. The Committee shall perform other activities consistent with this Charter as the Committee deems necessary or appropriate, or as the Board shall delegate to the Committee.
7. The Nominating Committee shall monitor and assess the Board's independence, which includes developing and recommending to the Board standards to be applied in making determinations as to the absence of material relationships between the SEF and a Director.

**b. Authority**

1. The Board shall delegate sufficient authority, dedicate sufficient resources, and allow sufficient time for the Nominating Committee to fulfill its mandate.
2. The Committee shall have the authority, discretion and necessary resources to do the following as necessary and appropriate in fulfilling its mandate:
  - A. Interview potential candidates for Board membership;
  - B. Request meetings with and information from SEF employees, officers and existing Directors;
  - C. Request and review relevant documents; and
  - D. Otherwise exercise its independent analysis and judgment to fulfill its Committee obligations.

**IV. Meetings**

- a. The Committee shall meet as often as it may deem necessary and appropriate in its judgment.
- b. In addition, should the departure of a Director cause the composition of the Board (or of a committee thereof) to no longer comply with applicable requirement under the CFTC Regulations, the Nominating Committee shall convene as soon as practicable in order to identify suitable candidates to recommend to the Board to fill such vacancy.
- c. The Committee shall keep minutes and records of its proceedings, deliberations and analyses, and report to the Board as necessary or appropriate.
- d. A majority of the Committee members shall constitute a quorum for the transaction of business. Each Committee member not subject to a recusal (for reasons including, but not limited to, an actual or potential conflict of interest) shall have one (1) vote in all matters requiring a vote of the Committee. The act of a majority of the Committee members at any duly constituted meeting, if a quorum is present, shall be the act of the Committee. In the event of a tie vote, the vote of the Chairperson of the Nominating Committee shall decide the matter.

**V. Reporting Activities and Review of Charter**

- a. The Committee Chairperson, or his or her designee, shall make regular periodic reports of the Committee's activities to the Board.
- b. The Committee shall reassess the adequacy of this charter on at least an annual basis, and submit any recommended changes to the full Board for approval.

**Appendix C: EOX SEF  
SEF Participant Committee Charter**

**I. Purpose**

The SEF Participant Committee (the “Committee”) is a committee of the Board of Directors (“Board”) of EOX SEF (“SEF”) established in accordance with the Commodity Exchange Act and the regulations promulgated thereunder. The Committee has the authority and is responsible for (a) determining the standards and requirements for initial and continuing participant and clearing firm eligibility to the SEF; (b) ensuring that SEF access is not restricted, and burdens are not imposed, on participants or broker firms in a discriminatory manner; (c) reviewing appeals of any SEF denials of registration or access to any participant or clearing firm; and (d) approving rules that would result in different categories or classes of participants receiving disparate access.

**II. Membership, Composition and Organization**

- a. The Board shall designate the Chairperson of the SEF Participant Committee. The Committee shall consist of three (3) members of the Board (each, a “Director”) appointed from time to time by the Board.
- b. Each member of the Committee shall serve for a term of one (1) calendar year from the date of his or her appointment or for the remainder of his or her term as a Director (if earlier), and until the due appointment of his or her successor, or until his or her earlier resignation or removal, with or without cause, as a member of the Committee or as a Director. A member of the Committee may serve for multiple terms.

**III. Responsibilities and Authority**

**a. Responsibilities**

1. The Committee shall determine the standards and requirements for initial and continuing Participant eligibility.
2. The Committee shall review appeals of SEF staff denials of applications for approval as an SEF participant or for expanded participant authority. In reviewing such appeals, the SEF Participant Committee shall not uphold the staff denial if the relevant application demonstrates that the applicant meets the standards and requirements that have been established by the SEF Participant Committee or by the Board.
3. The Committee shall approve any rules that would result in different categories or classes of Participants receiving disparate access to the SEF. The Committee shall not, and shall not permit the SEF to, restrict access or impose burdens on access in a discriminatory manner, within each category or class of Participants or between similarly-situated categories or classes of Participants.
4. The Committee shall perform other activities consistent with this Charter as the Committee deems necessary or appropriate, or as the Board shall delegate to the

Committee.

5. The SEF Participant Committee shall keep minutes and records of its meetings, deliberations and analysis including records of all decisions made by the SEF Participant Committee.

**b. Authority**

1. The Board shall delegate sufficient authority, dedicate sufficient resources, and allow sufficient time for the Committee to fulfill its mandate.
2. The Committee shall have the authority, discretion and necessary resources to do the following as necessary and appropriate in fulfilling its mandate:
  - A. Conduct inquiries;
  - B. Meet directly with and request information from SEF employees, officers, existing Directors and members of the SEF;
  - C. Request and review relevant documents; and
  - D. Otherwise exercise its independent analysis and judgment to fulfill its Committee obligations.

**IV. Meetings**

- a. The Committee shall meet as often as it may deem necessary and appropriate in its judgment.
- b. The Committee shall keep minutes and records of its proceedings, deliberations and analyses, and report to the Board as necessary or appropriate.
- c. A majority of the Committee members shall constitute a quorum for the transaction of business. Each Committee member not subject to a recusal (for reasons including, but not limited to, an actual or potential conflict of interest) shall have one (1) vote in all matters requiring a vote of the Committee. The act of a majority of the Committee members at any duly constituted meeting, if a quorum is present, shall be the act of the Committee. In the event of a tie vote, the vote of the Chairperson of the Committee shall decide the matter.

**V. Reporting and Review of Charter**

- a. The Committee Chairperson, or his or her designee, shall make regular periodic reports of the Committee's activities to the Board.
- b. The Committee shall reassess the adequacy of this Charter on at least an annual basis, and submit any recommended changes to the full Board for approval.