

Appendix A: EOX Exchange LLC Regulatory Oversight Committee Charter

I. Purpose

The Regulatory Oversight Committee ("Committee") is a committee of the Board of Directors ("Board") of EOX Exchange LLC ("EOX" or "Exchange") established in accordance with the Commodity Exchange Act and the regulations promulgated thereunder. The ROC shall report to the Board and has the authority to and is responsible for (a) providing independent oversight of the Exchange's regulatory program, including trade practice, market and financial surveillance; (b) assisting the Board in minimizing potential conflicts of interests that EOX may confront in balancing the advancement of its commercial interests with fulfillment of its self-regulatory obligations; (c) confirming that implementation and enforcement of the Exchange's regulatory program is fair and impartial to all users and participants of the Exchange, and does not restrict access or impose burdens on access in a discriminatory manner; (d) ensuring that the governance arrangements of the Board are designed to permit consideration of the range of views of market participants; (e) monitoring the regulatory program for sufficiency, effectiveness, and independence; and (f) fulfilling all necessary reporting requirements, including an annual report to the Board assessing various components of the regulatory program of the Exchange.

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, two (2) of whom shall be public directors as such term is used by the Commodity Futures Trading Commission ("CFTC") in Appendix B to Part 38 ("Public Directors").
- 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 Regulatory Oversight Committee shall oversee the Exchange's regulatory program on behalf of the Board, and review the performance of the Exchange's regulatory and compliance department, with the goal of enabling it to effectively exercise its self-regulatory responsibilities independent of any conflict of interest or inappropriate interference that may arise from the Exchange's promotion of its commercial interests.
2. The Committee shall review annual performance evaluations, compensation determinations and termination decisions made by the Exchange with respect to the Chief Regulatory Officer and other regulatory staff, to ensure that such determinations or decisions are not designed to improperly influence the

independent exercise of their self-regulatory responsibilities.

3. The Committee shall review and make recommendations to the Board with respect to the responsibilities, budget and staffing of the Exchange's regulatory and compliance department, and other Exchange matters, as will, in its judgment, best promote the interests of the Exchange and enable it to fulfill its self-regulatory responsibilities. The Regulatory Oversight Committee shall also have such other powers and perform such other duties as set forth in the Exchange Rulebook (the "Rules") and as the Board may delegate to it from time to time or as required under CFTC rules.
4. Without limiting the generality of the foregoing, the Regulatory Oversight Committee shall:
 - A. Monitor the regulatory program of the Exchange for sufficiency, effectiveness, and independence;
 - B. Oversee all facets of the regulatory program, including:
 - i. Trade practice and market surveillance; audits, examinations, and other regulatory responsibilities with respect to clearing firms, participants, authorized users, supervised persons and other agents (including ensuring compliance with, if applicable, financial integrity, financial reporting, sales practice, recordkeeping, and other requirements); and the conduct of disciplinary investigations;
 - ii. Reviewing the size and allocation of the regulatory budget and resources, and the number, hiring, termination, and compensation of regulatory personnel;
 - iii. Reviewing the performance of the Chief Regulatory Officer of the Exchange, who will report directly to the Regulatory Oversight Committee;
 - iv. Recommending changes that would ensure fair, vigorous, and effective regulation; and
 - v. Reviewing all regulatory proposals prior to implementation and advising the Board as to whether and how such changes may impact regulation.
 - C. Prepare an annual report assessing, for the Board and CFTC, the regulatory program of the Exchange, as detailed in Section IV below.
 - D. Make this Charter and other applicable corporate governance guidelines available to relevant authorities.
 - E. Review such other matters and perform such additional activities, within the

scope of its responsibilities, as the Board deems necessary or appropriate.

5. The Regulatory Oversight Committee reports to the Board. In the event that the Board rejects a recommendation or supersedes an action of the Regulatory Oversight Committee, the Exchange shall submit a written report to the CFTC detailing: (A) the recommendation or action of the Regulatory Oversight Committee; (B) the rationale for such recommendation or action; (C) the rationale of the Board for rejecting such recommendation or superseding such action; and (D) the course of action that the Board decided to take contrary to such recommendation or action.

b. 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. Conduct its own inquiries;
 - B. Consult directly with Exchange regulatory staff;
 - C. Interview employees, officers and Exchange participants;
 - D. Review all relevant documents;
 - E. Ask members of management or others to attend meetings and provide information;
 - F. Retain independent legal counsel, auditors and other professional services; and
 - G. Otherwise exercise its independent analysis and judgment to fulfill its regulatory obligations.
3. The Committee may delegate its day-to-day authority over self-regulatory functions and personnel to EOX's Chief Regulatory Officer.

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, 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 also prepare an annual report assessing effectiveness, sufficiency and independence of EOX's self-regulatory program for the Board and the Commodity Futures Trading Commission. Such annual report shall: (i) describe the self-regulatory program; (ii) set forth the expenses of the self-regulatory program; (iii) describe the staffing and structure of the same; (iv) catalogue investigations and disciplinary actions taken during the year; (v) review the performance of disciplinary committees and panels, and (vi) include any proposals to remedy unresolved regulatory deficiencies.
- c. In the event that the Board rejects any recommendation or supersedes any action of the ROC, the Exchange shall prepare and submit a report to the CFTC as required under the CFTC Requirements.
- d. 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 Exchange LLC Nominating Committee Charter

I. Purpose

The Nominating Committee (the "Committee") is a committee of the Board of Directors ("Board") of EOX Exchange LLC ("EOX" or "Exchange") 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 three (3) Directors appointed from time to time by the Board, two (2) of whom shall be public directors as such term is used by the Commodity Futures Trading Commission ("CFTC") in Appendix B to Part 38 ("Public Directors").
- 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, including but not limited to the requirement that no less than thirty-five percent (35%) of the Board shall consist of Public Directors, but in no event shall there be less than two Public Directors.
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 Exchange, taking into account the needs of the Exchange and such factors as the individual's

experience, perspective, skills and knowledge of the industry in which the Exchange operates. This shall include sufficient expertise, where applicable, in financial services, risk management, and clearing services. The Committee shall ensure that individuals satisfy all fitness standards and otherwise meet all the requirements to serving as a Director of a designated contract market under CEA and CFTC Regulations.

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 Exchange 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 Exchange 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 Exchange LLC
Exchange Participant Committee Charter**

I. Purpose

The Exchange Participant Committee (the “Committee”) is a committee of the Board of Directors (“Board”) of EOX Exchange LLC (“EOX” or “Exchange”) 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 Exchange; (b) ensuring that Exchange access is not restricted, and burdens are not imposed, on participants or clearing firms in a discriminatory manner; (c) reviewing appeals of any Exchange 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 Exchange Participant Committee. The Committee shall consist of three (3) members of the Board (each, a “Director”) appointed from time to time by the Board, two (2) of whom shall be public directors as such term is used by the Commodity Futures Trading Commission (“CFTC”) in Appendix B to Part 38 (“Public Directors”).
- 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 Exchange staff denials of applications for approval as an Exchange participant or for expanded participant authority. In reviewing such appeals, the Exchange 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 Exchange 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 Exchange. The Committee shall not, and shall not permit the Exchange 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 Exchange Participant Committee shall keep minutes and records of its meetings, deliberations and analysis including records of all decisions made by the Exchange 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 Exchange employees, officers, existing Directors and members of the Exchange;
 - 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 reports to the Board. In the event that the Board rejects a recommendation or supersedes an action of the Committee, the Exchange shall submit a written report to the CFTC detailing: (1) the recommendation or action of the Exchange Participant Committee; (2) the rationale for such recommendation or action; (3) the rationale of the Board for rejecting

such recommendation or superseding such action; and (4) the course of action that the Board decided to take contrary to such recommendation or action

- c. 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.