



**THE FOUNDATION
FOR SECURE
MARKETS**

#52230

Date: April 06, 2023

Subject: Black Knight, Inc. (Election Merger) - Anticipated Adjustment
Option Symbol: BKI
New Symbol: ICE1
Date: ??? (Election Deadline: ???)
* * * Update * * *

On September 21, 2022, Shareholders of Black Knight, Inc. (BKI) approved the proposed merger with Intercontinental Exchange, Inc. (ICE). On March 7, 2023, the companies entered into an amended merger agreement, which will be voted on by BKI Shareholders on April 28, 2023.

The Merger: Aggregate Terms

The aggregate amount of cash to be paid to BKI Shareholders is fixed in the merger agreement at \$10,505,000,000.

The Merger: Individual Share Elections

Within the terms of the Merger, individual BKI Shareholders may:

- Elect to receive an amount in cash ("Per Share Cash Consideration") equal to the sum, rounded to the nearest one tenth of a cent, of (x) \$68.00 plus (y) the product, rounded to the nearest one tenth of a cent, of **0.0682** multiplied by the Closing 10-Day Average ICE VWAP, calculated as described in the amended BKI/ICE Proxy Statement/Prospectus dated March 31, 2023 ("Proxy"). The Per Share Cash Consideration is subject to proration. OR,
- Elect to receive a number of shares of ICE common stock ("Per Share Stock Consideration") as is equal to the quotient, rounded to the nearest one ten thousandth, of (x) the Per Share Cash Consideration divided by (y) the Closing 10-Day Average ICE VWAP. The Per Share Stock Consideration is subject to proration. Cash will be paid in lieu of fractional shares. OR,
- Register no preference by not making an election ("Non-Electing Consideration"). Shares for which a properly completed election form has not been submitted by the election deadline will be considered non-electing shares and converted into the right to receive the Per Share Cash Consideration or the Per Share Stock Consideration according to the proration procedures, as described in the Proxy.

Elections must be submitted to the exchange agent. The election deadline will be on 5:00 p.m., New York City time, on a date that ICE and BKI agree is as near as practicable to two business days preceding the closing of the merger. BKI Shareholders must observe all terms and conditions for the election as specified

in the Proxy. It should be noted that shares may be delivered pursuant to an election under "Notices of Guaranteed Delivery" which allows delivery of BKI Shares within five business days business days of submission of the notices. In all cases, Call option holders exercising in order to obtain stock for an election must exercise in sufficient time to be able to make valid delivery pursuant to the election procedures.

The Merger Consideration: Prorations

The Per Share Cash Consideration and the Per Share Stock Consideration will be subject to proration as described in the Proxy.

Contract Adjustment

Date:	Effective the opening of the business day after the merger is consummated. Contract adjustment is expected to occur in third or fourth quarter of 2023.
Option Symbol:	BKI changes to ICE1
Strike Divisor:	1
Contract Multiplier:	1
New Multiplier:	100 (e.g., a premium or strike price extensions, 65.00 yields \$6,500)
New Deliverable Per Contract:	<p>The deliverable for adjusted BKI options will be BASED ON THE MERGER CONSIDERATION WHICH ACCRUES TO NON-ELECTING BKI SHAREHOLDERS (stated in terms of a current 100-Share deliverable).</p> <p>100 x the Non-Electing Consideration</p> <p>Note: Once determined the cash in lieu of fractional share portion of the option deliverable remains fixed and does not vary with price changes of any security.</p>
CUSIP:	ICE: 45866F104

Delayed Settlement

OCC will delay settlement of ICE1 options until the non-electing consideration has been determined.

Important Exercise Considerations

Holders of BKI Call options who wish to make their own elections with respect to BKI shares received through exercise (for example, to receive a consideration other than the Non-Electing consideration) bear sole responsibility in determining when to exercise their options to permit a valid election. After the merger is consummated and the contract adjustment described above is effected, adjusted BKI options will no longer call for the delivery of BKI shares upon exercise. Call option holders will receive upon exercise (and Put holders deliver upon exercise) the non-electing merger consideration (on a per contract basis).

Delivery Settlement and Protect Provisions

Option contracts which are exercised, and physically-settled security futures contracts which mature, will require the settlement of all component securities included in the contract deliverable at the time of the futures contract maturation or option contract exercise, including rights, warrants, or similar instruments. Additional

BKI entitlements (such as due bills, eligibility to participate in tender offers, elections, etc.) may also automatically attach to securities deliverable upon physically-settled futures contract maturity or option exercise. Conversely, securities not included in the contract deliverable at the time of the option exercise or futures contract maturity, or other entitlements not associated with the underlying deliverable securities, may preclude holders of long futures contracts from realizing the benefit of such entitlements. For example, if a physically-settled security futures underlying security is the subject of a tender offer, exchange offer, or similar event which expires *before* the futures contract reaches its maturity, the securities due to long futures holders upon maturity *will not* be eligible for participation in the tender/exchange offer. Conversely, if such tender offer, exchange offer or similar event expires *after* the futures contract matures, securities deliverable to long futures holders *will* be eligible for participation in these events.

Except in unusual cases, securities deliverable as a result of equity option exercise or the maturity of physically-settled security futures are settled through National Securities Clearing Corporation (NSCC).

Rights and obligations of Members with respect to securities settling at NSCC as a result of an option exercise or assignment or a physically-settled security future delivery or receipt obligation are governed by the rules of NSCC. NSCC has its own rules which enable purchasers of securities to protect themselves for value which may be lost if timely delivery is not made to them of securities subject to specific deadlines, such as the expiration of a tender offer, rights subscription, election, or similar event. These rules are generally called protect or liability notice procedures, and are intended to protect purchasers by binding the delivering parties to liability if such value is lost because timely delivery is not effected. Purchasers of securities must observe the rules and procedures of NSCC to avail themselves of such "protect" provisions of NSCC. Questions regarding these provisions should be addressed to NSCC.

Special Risks

Writers of call options and holders of short positions in physically-settled security futures at maturity who are uncovered with respect to deliverable securities subject to deadlines or cut-off times (such as expirations of tender offers, rights subscriptions, elections, or similar events) should be aware of a risk associated with the timing of their possible assignments or physically-settled security futures delivery obligations: Equity option exercise settlement and settlement of physically-settled security futures delivery obligations normally occurs 2 business days after the option exercise date or the security-futures maturity date. An uncovered call writer or uncovered short futures holder who has an obligation to deliver, and who waits until after assignment or futures maturity to effect purchase of the underlying security, may not be able to effect timely delivery by a regular-way purchase (2 business-day settlement) or call option exercise (2 business-day settlement after exercise). Such uncovered writer or short futures holder may nevertheless be subject to liability under the protect provisions of NSCC (see above) with respect to his delivery obligation, because he cannot make timely delivery. Additionally, Cash Markets (same-day, or less-than-2-business-day settlement) may not be available, or may be expensive for buyers of the underlying security.

Disclaimer

This Information Memo provides an unofficial summary of the terms of corporate events affecting listed options or futures prepared for the convenience of market participants. OCC accepts no responsibility for the accuracy or completeness of the summary, particularly for information which may be relevant to investment decisions. Option or futures investors should independently ascertain and evaluate all information concerning this corporate event(s).

The determination to adjust options and the nature of any adjustment is made by OCC pursuant to OCC By-Laws, Article VI, Sections 11 and 11A. The determination to adjust futures and the nature of any adjustment is made by OCC pursuant to OCC By-Laws, Article XII, Sections 3, 4, or 4A, as applicable. For both options and futures, each adjustment decision is made on a case by case basis. Adjustment decisions are based on information available at the time and are subject to change as additional information becomes available or if there are material changes to the terms of the corporate event(s) occasioning the adjustment.

ALL CLEARING MEMBERS ARE REQUESTED TO IMMEDIATELY ADVISE ALL BRANCH OFFICES AND CORRESPONDENTS ON THE ABOVE.

For questions regarding this memo, please email the Investor Education team at options@theocc.com. Clearing Member Firms of OCC may contact Member Services at 1-800-544-6091 or, within Canada, at 1-800-424-7320, or email memberservices@theocc.com.