

Notice of Annual Meeting of Shareholders of CHX Holdings, Inc.

Wednesday, May 17, 2017
3:30 p.m.
One Financial Place - 440 S. LaSalle Street
(Third Floor Conference Room)
Chicago, IL 60605

To the Shareholders of CHX Holdings, Inc.:

CHX Holdings, Inc. (“Holdings” or the “Company”) will conduct its annual meeting of Holdings shareholders (the “Annual Meeting”) on **Wednesday May 17, 2017**, at 3:30 p.m. local time, at One Financial Place - 440 S. LaSalle Street, (Third Floor Conference Room), Chicago, IL 60605.

The purpose of the Annual Meeting is to consider and take action on the following matters:

1. **Election of Directors.** The Nominating and Governance Committee has nominated Matthew D. Frymier, Mary Lou Giustini, and Maryann A. Waryjas, and Anthony J. Saliba to serve on the CHX Holdings, Inc. (“Holdings”) Board for a three-year term to expire in 2020. Additional information about these nominees is included in Exhibit A.
2. **Financial Report.** Holdings management will review the 2016 Consolidated Financial Statements of Holdings and its wholly-owned subsidiary, Chicago Stock Exchange, Inc. (“CHX”).
3. **Any other business as may properly be brought before the Annual Meeting and any adjournments and postponements thereof.**

Who is entitled to vote at the Annual Meeting?

The record date for the determination of shareholders entitled to notice of, and to vote at, the Annual Meeting is April 25, 2017 (at the close of business). This notice and the accompanying proxy are being mailed on or about April 26, 2017 to all shareholders as of the record date. Each share of common stock outstanding on that date is entitled to one vote on each matter presented at the Annual Meeting. Additionally, each outstanding share of Preferred Stock is entitled to 100 votes on each matter presented at the Annual Meeting (*i.e.*, the number of shares of common stock into which each share of Preferred Stock is presently convertible). At the Annual Meeting, the holders of Preferred Stock vote together with the holders of common stock, as a single class.

What is the quorum requirement for the Annual Meeting?

A majority of the 689,419 shares outstanding on April 25, 2017 constitutes a quorum for voting at the meeting. If you vote either in person or by proxy, your shares will be part of the quorum.

How do I vote my shares?

You may vote in person or by proxy. If you choose to vote in person, you may do so by attending the Annual Meeting and submitting your ballot(s) at the time the vote is taken. If you choose to vote by proxy, you should follow these instructions:

- » MARK, SIGN and DATE the proxy form. Also, PRINT your name in the space provided. MARK the ballot clearly if you wish to vote on a proposal.
- » Return the **proxy/ballot form** in the enclosed envelope addressed to Ms. Emily R. Kasparov, Vice President, Associate General Counsel, & Secretary, CHX Holdings, Inc., 440 S. LaSalle Street, Suite 800, Chicago, Illinois 60605. Ms. Kasparov will hold and keep safe the proxy forms and ballots until the date of the vote.
- » You may revoke your proxy at any time prior to its use by delivering to Ms. Kasparov, at the address above, a signed notice of revocation, or a later-dated proxy, or by attending the Annual Meeting and voting in person. Simply attending the Annual Meeting will not by itself revoke your proxy; you must also vote.
- » Your proxy form and ballot must be received by the time the vote is taken at the Annual Meeting or your proxy vote will not be counted.

What happens if I submit a proxy without indicating how to vote?

If you return a signed proxy card without indicating how you want to vote your shares, the shares represented by the accompanying proxy will be voted as recommended by the Nominating and Governance Committee “FOR” all of the nominees for director identified on Exhibit A attached to this notice. If any other matters properly come before the Annual Meeting, the person named in the accompanying proxy will vote the shares represented by such proxy on such matters in accordance with his or her best judgment.

How does the Nominating and Governance Committee recommend that I vote?

The Nominating and Governance Committee recommends that shareholders vote to elect the director nominees identified on Exhibit A.

What are my choices in voting for the election of directors?

Four positions on the Company’s Board of Directors are open for election in 2017 and the Nominating and Governance Committee has nominated persons to fill each of the available positions, as required by the Company’s Bylaws. If a quorum is present at the Annual Meeting and the four nominees identified by the Nominating and Governance Committee receive a plurality of the votes cast at the Annual Meeting, they will be elected and will serve on the Board. If you desire to vote for the slate proposed and supported by the Nominating and Governance Committee, you should attend the Annual Meeting in person or by proxy and mark your ballot in favor of the director nominees identified on Exhibit A.

Will my vote be kept confidential?

Individual votes generally will not be shared with or made available to other Company shareholders, except as may be required to allow the Board of Directors to exercise its fiduciary duties and oversight of the Company and to the extent disclosure is required by law.

What vote is required to approve each of the matters being voted upon at the Annual Meeting?

The affirmative vote of the holders of a plurality of the shares of common stock represented in person or by proxy (including shares of Preferred Stock voting with the common shares on an as-converted basis) is required to elect directors. A plurality occurs if a nominee receives more votes than any candidate seeking election to the same seat, even if less than a majority of all votes. The enclosed proxy cannot be voted for more than four nominees.

Questions regarding this notice and accompanying proxy card may be directed to Emily R. Kasparov, Vice President, Associate General Counsel, and Secretary of CHX Holdings, at 312/663-2332.

Emily R. Kasparov
Secretary

EXHIBIT A

NOMINEES FOR DIRECTORS OF CHX HOLDINGS, INC.

Matthew Frymier is an Operating Partner at Broadhaven Capital Partners, where he focuses on evaluating financial technology investment opportunities. Additionally, Matthew currently serves as a Senior Advisor at Corrum Capital Management LLC (a private alternative asset management firm). Prior to joining the advisory board, Matthew was the Founder and Managing Partner of Corrum Capital and was responsible for the management of the Firm as well as its direct investment program. Prior to launching Corrum Capital in 2012, Matthew was the President of Stamos Capital Partners (an affiliate of Bank of America), where he worked with key members of the Corrum Capital team since 2010. Previously, he spent 17 years at Bank of America Merrill Lynch (“BAML”), most recently as Head of Global Strategic Capital (“GSC”), the primary strategic investment arm of the bank and its subsidiaries. Prior to being named Head of GSC, Matthew had eight years of strategic direct investment experience as part of GSC and its predecessor business units. While at BAML, Matthew served on the board of directors of more than 15 companies, including Archipelago, Value Asset Management, BATS Global Markets, FXall, Incapital, and Conversus Asset Management where he also served on the Investment Committee. Matthew began his career at Putnam Investments in Boston. Matthew currently serves as the Chairman of the Chicago Stock Exchange, a Director of Preformed Line Products Company (NASDAQ: PLPC), a Director of Altx / iMatchative Inc., and a Director of the San Francisco Yacht Club. He is a member of the financial technology investment group Tribeca Angels, and is active in numerous charities including the San Francisco Chapter of the Leukemia and Lymphoma Society, and Gift of Adoption.

Mary Lou Giustini brings a rich perspective with extensive experience in the financial services industry. Before co-founding Invescence, Inc. in 2012, she spent 35 years with Bank of America Merrill Lynch. At Bank of America Merrill Lynch, Ms. Giustini was appointed a Managing Director leading the sales trading team serving the large institutional client base in the Midwest. Ms. Giustini is a founder and current board member of Chicago Financial Women, serves on the Board of Directors of the U.S. Fund for UNICEF in Chicago, a lifetime member of Security Traders Association of Chicago, and a house ambassador for Ronald McDonald House. Ms. Giustini is recognized professionally as a champion of customer service and personally as a leader in the community.

Anthony J. Saliba was elected to the Board of Directors in February 2016 in accordance with the Board’s power under the Company’s Bylaws to fill an interim vacancy on the Board. Mr. Saliba is the founder of Saliba Venture Management, LLC, SalibaCo, LLC and Fortify Technologies where he is currently the CEO. Mr. Saliba is also the founder and owner of International Trading Institute, founder and partner of Saliba Portfolio Management, Efficient Capital Management, and co-owner of Elite Football League of India. Over the years, Mr. Saliba has helped dozens of companies, whether his own or others, find their footing, become profitable, and achieve higher rates of growth. Mr. Saliba approaches business decisions using the mindsets of an owner, an operator, and an investor allowing him to identify strategic initiatives within and between businesses to unlock greater value. Mr. Saliba understands the need for managing risks in order to enhance certainty of outcomes and invents ways to automate systems to find faster ways for people to communicate more effectively and deliver messages succinctly. He maintains a global team of multilingual staffers, a 24/7 operation center in Sacramento, California, and offices in Chicago, New York, London, Bangalore, and Shanghai (coming soon). Mr. Saliba’s most recent undertaking is creating secure technology that enables

productive and efficient sharing within a community. He also is currently beta testing multiple new fitness wearables through crowd sourcing programs. Mr. Saliba is a director on several boards including the Heritage Foundation, Reagan.com, Western Golf Association/Evans Scholars Foundation, The American Spectator Magazine and is a director and Chairman of the Advisory Committee for the Reagan Legacy Foundation. He also serves as an advisor to the Gary Sinise Foundation, which honors U.S. defenders, veterans, first responders, their families and those in need. Mr. Saliba was also a Manager and Principal at BNY ConvergeX LiquidPoint, Executive Director at BNY ConvergeX LLC, and Founder, Manager and Principal of LiquidPoint, LLC. He was a Managing Director at First Traders Analytical Solutions, a Specialist on the floor of the Chicago Stock Exchange and served on the board of the Chicago Board of Options Exchange.

Maryann Waryjas was named Senior Vice President, General Counsel of Hertz Equipment Rental Corporation (“Hertz”) in November 2015. Prior to her position at Hertz, Ms. Waryjas was Chief Legal Officer and Corporate Secretary of Great Lakes Dredge & Dock Corporation (NASDAQ: GLDD) in August 2012. From 2000 until joining Great Lakes, Ms. Waryjas was a partner at Katten Muchin Rosenman, LLP (“Katten”), where she was co-chair of the firm's Corporate Governance and Mergers and Acquisitions Practices. Ms. Waryjas served two terms on Katten's Board of Directors. Prior to Katten, Ms. Waryjas was a partner at the Chicago offices of Jenner & Block and Kirkland & Ellis. She received her B.S. degree, magna cum laude, from Loyola University and her J.D. degree, cum laude, from Northwestern University School of Law. Since September 2008, Ms. Waryjas has served as First Vice President, Chair of the Audit Committee, and a member of the Executive Committee of the Board of Directors of the Girl Scouts of Greater Chicago and Northwest Indiana, the largest Girl Scouts Council in the U.S. She is a past president (two terms) and former director of the Chicago Finance Exchange, former member of the Advisory Board of McColl Garella, LLC (a former affiliate of McColl Partners) and served three terms on the Board of Governors of The Mid-America Club. She served 13 years on the Advisory Board of the Chicago Chapter of the Society of Corporate Secretaries and Governance Professionals. She is a co-author of the “Voluntary Disclosures” chapter of the National Investor Relations Institute Standards of Practice, and for several years served on the American Bar Association’s Private Target Deal Study Task Force.