

**CME GROUP INC.
CHICAGO MERCANTILE EXCHANGE INC.
BOARD OF TRADE OF THE CITY OF CHICAGO, INC.
NEW YORK MERCANTILE EXCHANGE, INC.
COMMODITY EXCHANGE, INC.
NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS**

CHARTER

I. Purpose

The Nominating and Governance Committee (the "Committee") is a committee of the Board of Directors (the "Board") of CME Group Inc. ("CME Group"), Chicago Mercantile Exchange Inc. ("CME"), Board of Trade of the City of Chicago, Inc. ("CBOT"), New York Mercantile Exchange, Inc. ("NYMEX") and Commodity Exchange, Inc. ("COMEX") (collectively, referred to as, the "Company"). The primary purposes of the Committee are to (i) identify individuals qualified to become directors elected by the holders of the Class A and Class B common stock voting together as a group (each an "Equity Director") consistent with the criteria established by the Board, and to recommend such nominees for election; (ii) to consider individuals qualified to become directors elected by the Class B-1, Class B-2 and Class B-3 shareholders (each a "Class B Director") and to recommend such nominees for election; (iii) oversee the Company's policies, procedures and practices in the area of corporate governance, including its Corporate Governance Principles; (iv) recommend and oversee the evaluation process utilized by the Board to evaluate its performance as well as the performance of its committees and individual directors; and (v) oversee succession planning for the Company's senior management, including its Chairman and Chief Executive Officer. In carrying out these purposes, the Committee has the powers and responsibilities provided in this Charter.

II. Membership & Organization

- The members of the Committee and its Chair shall be appointed in accordance with the provisions of the Company's Corporate Governance Principles.
- The Committee shall be comprised of four (4) or more directors who qualify as independent directors under the applicable listing standards.
- The Chair shall schedule all meetings of the Committee and provide the Committee with a written agenda, as appropriate. A quorum of the Committee shall be a majority of the appointed members of the Committee. The Committee may ask members of management or others to attend the meeting and provide information or recommendations, as necessary.

III. Engagement of Outside Advisors

- The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to engage independent professional advisors, as it deems appropriate, and may direct the proper officers of the Company to pay the reasonable fees and expenses of any such advisor.
- The Committee shall have the sole authority as it deems appropriate to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

IV. Committee Meetings, Tasks and Authority

General

- The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities but no less frequently than four (4) times annually and keep minutes of its proceedings.
- The Committee shall perform its responsibilities in accordance with this Charter and applicable regulatory requirements.

Responsibilities

Nominations

- The Committee shall evaluate and make recommendations to the Board regarding the appropriate size, functions and needs of the Board and the criteria for Board membership as set forth in the Corporate Governance Principles. On an annual basis, the Committee shall review the Board Profile Matrix and recommend its approval to the Board of Directors.
- The Committee shall make recommendations to the Board regarding all nominees for Equity Director and shall select the individuals as nominees for Class B Director taking into consideration the criteria approved by the Board, as set forth in the Corporate Governance Principles, and such other factors as it deems appropriate. The Committee shall seek to develop a Board, which consists of individuals from diverse professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity and will ensure each pool of qualified candidates from which Equity Director nominees are chosen includes candidates who bring racial and/or gender diversity.
- The Committee shall review all nominees for Equity Director submitted for consideration by shareholders of CME Group in accordance with the procedures set forth in the Company's annual proxy statement.
- The Committee shall be responsible for the independence and public director assessment of all nominees, including as their status may be affected by affiliations with other entities and compensation arrangements with the Company or any third party, and making recommendations to the Board.
- The Committee shall consider and make recommendations to the Board with respect to any resignation tendered by an Equity Director pursuant to the Corporate Governance Principles.
- In the event of a Board vacancy relating to an Equity Director position, the Committee may at its discretion recommend to the Board an individual to fill such vacancy.

Committees and Lead Director

- The Committee shall advise the Board with respect to charters, structure and operations of the standing Committees of the Board and the creation of any new or special Committee and, after consultation with the Chairman and Chief Executive Officer, shall be responsible for making recommendations to the Board with respect to the assignment of Board members to various committees and for the position of Lead Director.

Corporate Governance

- The Committee shall oversee corporate governance policies, procedures and practices and make recommendations to the Board of Directors, including annually reviewing the Corporate Governance Principles, the Board of Directors Code of Ethics and the Director Conflict of Interest Policy and recommending any changes to the Board.
- The Committee shall oversee the Company's Commitment and Signing Authority Policy, including annually reviewing and approving substantive changes thereto and will submit for approval any material revisions to the Board for approval.
- The Committee shall be responsible for enforcing the Company's governance policies and shall determine appropriate actions to be taken in the event of any violation. The Committee shall make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to, procedures with respect to any waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.
- The Committee shall oversee the performance evaluation process for the Board, its Committees and the Board's individual members.
- The Committee shall oversee the orientation process for new Board members and continuing education for existing members.
- The Committee shall adopt procedures for shareholders to communicate with the Board and shall monitor the receipt of any such communications.
- The Committee shall oversee and make recommendations to the Board with respect to shareholder proposals submitted to CME Group.
- The Committee shall consider and review any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

Continuity, Succession Planning Process, Management Evaluation

- The Committee shall oversee the succession planning for the Company's senior management, including its Chairman and Chief Executive Officer, and oversee the Board's emergency succession plan for the Chief Executive Officer and other critical roles.
- The Committee shall recommend the process for the annual evaluation of the Chairman and Chief Executive Officer to the Board.

Compliance & Ethics Program Oversight

- The Committee shall be responsible for approving material changes to the Company's Employee Code of Conduct and related policies implementing the Code which set the "tone at the top" and establish a culture of compliance & ethics within the organization.
- The Committee shall provide oversight of the Board of Directors Code of Ethics, Board of Directors Conflicts of Interest Policy and any other Board compliance policy as well as any questions or enforcement issues relating to the Board of Directors.

IV. Reporting Activities

- The Committee Chair or his or her delegate, on behalf of the Committee, shall make verbal reports to the Board on recent activities of the Committee.

- The Committee shall prepare and adopt a written annual report to the Board summarizing the key activities, conclusions and recommendations of the Committee during the previous year.
- 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.
- The Committee shall evaluate its performance on an annual basis and establish criteria for such evaluation. The Committee shall report to the Board regarding the results of its evaluation and provide copies of written evaluations, if any, to the full Board.

Approved by Nominating and Governance Committee: August 3, 2021

Approved by Board of Directors: November 3, 2021

Last Reviewed in 2023 (No Changes)