

**CME GROUP INC.
CHICAGO MERCANTILE EXCHANGE INC.
BOARD OF TRADE OF THE CITY OF CHICAGO, INC.
NEW YORK MERCANTILE EXCHANGE, INC.
COMMODITY EXCHANGE, INC.
DIRECTOR CONFLICT OF INTEREST POLICY
[Adopted November 7, 2002; Revised November 6, 2019]**

PURPOSE OF THE CONFLICT OF INTEREST POLICY

In their capacity as directors, the members of the Boards of Directors (collectively, 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"), must at all times act in the best interests of the Company. In general, Board members must subordinate personal, individual business, third-party and other interests to the welfare and best interests of the Company and its shareholders.

The purpose of this Policy is to facilitate the Board's understanding of what may constitute a Conflict of Interest (as defined below), assist the Board in identifying and disclosing in advance of any decision making actual and potential Conflicts of Interest, and help ensure the avoidance of Conflicts of Interest where necessary. It is intended to provide guidance with respect to common potential Conflicts of Interest, but is not intended to address all possible Conflicts of Interest. Consequently, this Policy is intended to supplement but not replace any applicable laws, regulations or regulatory rules of the applicable organization governing conflicts of interest. In all instances where a potential Conflict of Interest arises between this Policy and applicable Delaware, New York or other law, or a Conflict of Interest is not covered by this Policy, the Company will comply with its legal requirements.

It is recognized that transactions or conduct may present Conflicts of Interest that are not necessarily inherently improper and may sometimes be unavoidable. It is the manner in which the director and the Board deal with the potential Conflict of Interest that determines the propriety of the transactions and the director's conduct.

DEFINITION OF CONFLICT OF INTEREST AND EXAMPLES OF POTENTIAL CONFLICTS OF INTEREST

A "Conflict of Interest" can occur when a director's personal interest interferes in any way with – or may appear to interfere in any way with – the interest of the Company and the ability of the director to impartially vote on the matter pending before the Board. A director's interest may be direct or indirect through business, investment or an Immediate Family Member (defined as a person's spouse, domestic partner, parents, stepparents, children, stepchildren, siblings, mothers-and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in such person's home (other than a tenant or employee)).

The following are some examples of potential Conflicts of Interest:

- (a) An existing or potential ownership or investment interest in any entity with which the Company has a transaction, contract, or other arrangement,

- (b) A compensation arrangement with any entity or individual with which the Company has a transaction, contract, or other arrangement,
- (c) An existing or potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Company is negotiating a transaction, contract, or other arrangement,
- (d) An existing or potential ownership or investment interest in, or compensation arrangement with, any entity whose business or operation has been or will be directly affected by a decision or action of the Company,
- (e) Pending or threatened litigation between the Company and the director – or between the Company and any company, firm or association with which the director has a material financial interest,
- (f) A compensation decision impacting the director individually – not as a member of the overall Board or a particular Committee,
- (g) Actual or potential use of confidential information of the Company by a director – or between the Company and any company, firm or association with which the director has a material financial interest,
- (h) A director's business or financial interest (exclusive of less than 5% ownership interest in public company securities) in any vendor, service provider or any other third party dealing with the Company,
- (i) The director's engagement in outside employment or activity that competes with the Company's activities or otherwise interferes with the director's obligations to the Company,
- (j) The director or an Immediate Family Member receives improper personal benefits as a result of the director's position or competes with the Company – directly or indirectly – in the purchase, sale or ownership of property or services or investment opportunities, or
- (k) The director's actions or interests – such as employment by, or ownership interest in, a competitor, supplier or franchise – may make it difficult for the director to perform obligations to the Company objectively and effectively.

Whether an interest arises to an actual Conflict of Interest may depend on the effect on the individual director, the director's Immediate Family Member or a company or firm in which the director has a financial interest and whether such interest or potential impact is significant in light of the director's personal financial condition or the financial condition of the company, firm or Immediate Family Member. For example, a director who trades CME Group products or has an interest in a member firm shall not be deemed to have a Conflict of Interest in a proposal to raise or lower trading fees or beneficially modify ex-pit or electronic trading policies vis-à-vis pit trading policies if the change would not have a significant effect on the director's or the firm's income. If a director is not in a membership class affected by a decision, the director generally will not be deemed to have a Conflict of Interest. Additionally, a director will not be considered to have Conflict of Interest solely as a result of a transaction in connection with such director acting as a floor broker, floor trader, employee or officer of a futures commission merchant, clearing

member firm or other similarly situated person that intermediates transactions in or otherwise uses any CME Group products or services; provided such transactions are made in the ordinary course of business of the Company on terms consistent with those prevailing at the time for corresponding transactions by similarly situated, unrelated third parties and provided further that such transactions are not subject to specific Board approval. A member of the Compensation Committee may participate in decisions respecting director compensation and fees that affect him or her to the extent that the decision applies equally to all directors. Directors may approve directors' compensation and fee levels of general application, but shall abstain from decisions relating to fees and compensation relating particularly to them.

PROCESS FOR COMMUNICATING, REVIEWING AND ADDRESSING CONFLICTS OF INTEREST

Any director who believes he or she may have a Conflict of Interest relating to a matter pending before the Board or any Committee must provide written notification to the General Counsel and the Chairman and Chief Executive Officer prior to consideration of the matter by the Board or the Committee. The notice should include all relevant material facts to enable the Board or Board Committee, in consultation with the General Counsel and outside legal counsel, if necessary, to determine whether a Conflict of Interest exists.

An assessment as to whether the matter is an actual Conflict of Interest is not required if the director abstains from the approval of the pending matter.

In the event the Board or Committee determines the director has a Conflict of Interest or the appearance of a Conflict of Interest, the Board or Committee, after consultation with the General Counsel and outside legal counsel, if necessary, shall determine the appropriate action to be taken. As a general matter, the Company believes it is appropriate for a director to abstain from voting on a matter in which he or she has an actual Conflict of Interest or the appearance of Conflict of Interest.

In the event a director abstains because of a Conflict of Interest, the abstention shall be noted in the minutes of the meeting.

In addition to this Policy, directors who serve on any committee established under the Company's exchange rules must also follow the procedures set forth in the applicable Rulebook.

VIOLATIONS OF THE CONFLICT OF INTEREST POLICY

If the General Counsel has reasonable cause to believe that a director has failed to disclose an actual or potential Conflict of Interest, he or she shall inform the director of the basis for such belief and afford the director an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the director and making such further investigation as may be warranted in the circumstances, the General Counsel determines that the director has failed to disclose an actual or potential Conflict of Interest in violation of this Policy, he or she shall consult with the Nominating and Governance Committee and the Nominating and Governance Committee shall recommend to the Board appropriate corrective action.

REVIEW OF RELATED PARTY TRANSACTIONS

In accordance with the Related Party Transaction Approval Policy, the Audit Committee is responsible reviewing transactions with a value of \$120,000 or greater in which a director or a director's Immediate Family Member has or will have a direct or indirect significant interest regardless of whether such matter requires approval of the Board or a Committee. Directors who are aware of any such transactions, should contact the Office of the Secretary.

ANNUAL ACKNOWLEDGEMENT

On an annual basis, directors are required to acknowledge that they have read, understand, are in compliance with and agree to abide by this Policy. The failure to acknowledge this Policy will not affect the application of any of its provisions.

PERIODIC REVIEWS

The Nominating and Governance Committee shall periodically consider whether and how this Conflict of Interest Policy should be revised or amended to better meet the Company's objectives.

RELATIONSHIP TO CME'S REGULATED BUSINESSES

To the extent matters relating to the responsibilities described in this Policy relate to any of CME's regulated businesses (CME Clearing and trade repositories), including any disclosures or evaluation of suspected violations of the Policy, the chief compliance officer for such regulated business must be notified.