

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under §240.14a-12

CME GROUP INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11



20 S. WACKER DRIVE
CHICAGO, IL 60606

Your **Vote** Counts!

CME GROUP INC.

2024 Annual Meeting

Vote by May 8, 2024

10:59 PM CT



V32715-P02063

You invested in CME GROUP INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the shareholder meeting to be held on May 9, 2024.**

Get informed before you vote

View the Notice, Proxy Statement and CME Group 2023 Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 25, 2024. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

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Point your camera here and
vote without entering a
control number



Vote in Person at the Meeting*

May 9, 2024
10:00 AM CT

CME Group's headquarters
Auditorium
20 South Wacker Drive
Chicago, IL

*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Class A Voting Items

The Board of Directors recommends votes "FOR" Proposals 1, 2 and 3.

1. Election of Equity Directors

Seventeen will be elected to the Board of Directors

1a. Terrence A. Duffy	✓ For
1b. Kathryn Benesh	✓ For
1c. Timothy S. Bitsberger	✓ For
1d. Charles P. Carey	✓ For
1e. Bryan T. Durkin	✓ For
1f. Harold Ford Jr.	✓ For
1g. Martin J. Gepsman	✓ For
1h. Larry G. Gerdes	✓ For
1i. Daniel R. Glickman	✓ For
1j. Daniel G. Kaye	✓ For
1k. Phyllis M. Lockett	✓ For
1l. Deborah J. Lucas	✓ For
1m. Terry L. Savage	✓ For
1n. Rahael Seifu	✓ For
1o. William R. Shepard	✓ For
1p. Howard J. Siegel	✓ For
1q. Dennis A. Suskind	✓ For
2. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2024.	✓ For
3. Advisory vote on the compensation of our named executive officers.	✓ For

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V32717-P02063

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Class B-1 Voting Items

The Board of Directors recommends votes "FOR" Proposals 1, 2 and 3.

1. Election of Equity Directors

Seventeen will be elected to the Board of Directors

1a. Terrence A. Duffy	✓ For
1b. Kathryn Benesh	✓ For
1c. Timothy S. Bitsberger	✓ For
1d. Charles P. Carey	✓ For
1e. Bryan T. Durkin	✓ For
1f. Harold Ford Jr.	✓ For
1g. Martin J. Gepsman	✓ For
1h. Larry G. Gerdes	✓ For
1i. Daniel R. Glickman	✓ For
1j. Daniel G. Kaye	✓ For
1k. Phyllis M. Lockett	✓ For
1l. Deborah J. Lucas	✓ For
1m. Terry L. Savage	✓ For
1n. Rahael Seifu	✓ For
1o. William R. Shepard	✓ For
1p. Howard J. Siegel	✓ For
1q. Dennis A. Suskind	✓ For

2. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2024. ✓ For

3. Advisory vote on the compensation of our named executive officers. ✓ For

4. Election of Three Class B-1 Directors

The Nominating and Governance Committee recommends a vote "FOR" all of the Class B-1 director nominees.

4a. William W. Hobert (WH)	✓ For
4b. Patrick J. Mulchrone (PJM)	✓ For
4c. Robert J. Tierney Jr. (RJT)	✓ For

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V32719-P02063

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Class B-2 Voting Items

The Board of Directors recommends votes "FOR" Proposals 1, 2 and 3.

1. Election of Equity Directors

Seventeen will be elected to the Board of Directors

1a. Terrence A. Duffy	✓ For
1b. Kathryn Benesh	✓ For
1c. Timothy S. Bitsberger	✓ For
1d. Charles P. Carey	✓ For
1e. Bryan T. Durkin	✓ For
1f. Harold Ford Jr.	✓ For
1g. Martin J. Gepsman	✓ For
1h. Larry G. Gerdes	✓ For
1i. Daniel R. Glickman	✓ For
1j. Daniel G. Kaye	✓ For
1k. Phyllis M. Lockett	✓ For
1l. Deborah J. Lucas	✓ For
1m. Terry L. Savage	✓ For
1n. Rahael Seifu	✓ For
1o. William R. Shepard	✓ For
1p. Howard J. Siegel	✓ For
1q. Dennis A. Suskind	✓ For

2. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2024. ✓ For

3. Advisory vote on the compensation of our named executive officers. ✓ For

4. Election of Two Class B-2 Directors

The Nominating and Governance Committee recommends a vote "FOR" all of the Class B-2 director nominees.

4a. Michael G. Dennis (MKI)	✓ For
4b. Patrick W. Maloney (PAT)	✓ For

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V32721-P02063

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Class B-3 Voting Items

The Board of Directors recommends votes "FOR" Proposals 1, 2 and 3.

1. Election of Equity Directors

Seventeen will be elected to the Board of Directors

1a. Terrence A. Duffy	✓ For
1b. Kathryn Benesh	✓ For
1c. Timothy S. Bitsberger	✓ For
1d. Charles P. Carey	✓ For
1e. Bryan T. Durkin	✓ For
1f. Harold Ford Jr.	✓ For
1g. Martin J. Gepsman	✓ For
1h. Larry G. Gerdes	✓ For
1i. Daniel R. Glickman	✓ For
1j. Daniel G. Kaye	✓ For
1k. Phyllis M. Lockett	✓ For
1l. Deborah J. Lucas	✓ For
1m. Terry L. Savage	✓ For
1n. Rahael Seifu	✓ For
1o. William R. Shepard	✓ For
1p. Howard J. Siegel	✓ For
1q. Dennis A. Suskind	✓ For
2. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2024.	✓ For
3. Advisory vote on the compensation of our named executive officers.	✓ For
4. Election of One Class B-3 Director	
The Nominating and Governance Committee recommends a vote "FOR" the one Class B-3 director nominee.	
4a. Elizabeth A. Cook (LZY)	✓ For

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Class B-4 Voting Items

The Board of Directors recommends votes "FOR" Proposals 1, 2 and 3.

1. Election of Equity Directors

Seventeen will be elected to the Board of Directors

1a. Terrence A. Duffy	✓ For
1b. Kathryn Benesh	✓ For
1c. Timothy S. Bitsberger	✓ For
1d. Charles P. Carey	✓ For
1e. Bryan T. Durkin	✓ For
1f. Harold Ford Jr.	✓ For
1g. Martin J. Gepsman	✓ For
1h. Larry G. Gerdes	✓ For
1i. Daniel R. Glickman	✓ For
1j. Daniel G. Kaye	✓ For
1k. Phyllis M. Lockett	✓ For
1l. Deborah J. Lucas	✓ For
1m. Terry L. Savage	✓ For
1n. Rahael Seifu	✓ For
1o. William R. Shepard	✓ For
1p. Howard J. Siegel	✓ For
1q. Dennis A. Suskind	✓ For
2. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2024.	✓ For
3. Advisory vote on the compensation of our named executive officers.	✓ For

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