

**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.**

2023 Annual Meeting

Vote by May 3, 2023

10:59 PM CT



D98309-P86196

## 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 material for the shareholder meeting to be held on May 4, 2023.**

### Get informed before you vote

View the Notice, Proxy Statement and CME Group 2022 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 20, 2023. 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](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto: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](http://www.ProxyVote.com)

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#### Smartphone users

Point your camera here and  
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control number



#### Vote in Person at the Meeting\*

May 4, 2023  
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	Board Recommends
<b>1. Election of Equity Directors</b>	
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
<b>2. Ratification of the appointment of Ernst &amp; Young LLP as our independent registered public accounting firm for 2023.</b>	✓ For
<b>3. Advisory vote on the compensation of our named executive officers.</b>	✓ For
<b>4. Advisory vote on the frequency of future advisory votes on the compensation of our named executive officers.</b>	1 Year

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CHICAGO, IL 60606

# Your **Vote** Counts!

**CME GROUP INC.**

2023 Annual Meeting  
Vote by May 3, 2023  
10:59 PM CT



D98311-P86196

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

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Class B-1 Voting Items	Board Recommends
<b>1. Election of Equity Directors</b> 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
<b>2. Ratification of the appointment of Ernst &amp; Young LLP as our independent registered public accounting firm for 2023.</b>	✓ For
<b>3. Advisory vote on the compensation of our named executive officers.</b>	✓ For
<b>4. Advisory vote on the frequency of future advisory votes on the compensation of our named executive officers.</b>	1 Year
<b>5. Election of Three Class B-1 Directors</b> <b>The Nominating and Governance Committee recommends a vote "FOR" all of the Class B-1 director nominees.</b>	
5a. William W. Hobert (WH)	✓ For
5b. Patrick J. Mulchrone (PJM)	✓ For
5c. Robert J. Tierney Jr. (RJT)	✓ For

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CHICAGO, IL 60606

# Your **Vote** Counts!

**CME GROUP INC.**

2023 Annual Meeting  
Vote by May 3, 2023  
10:59 PM CT



D98313-P86196

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

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10:00 AM CT

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Chicago, IL

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Class B-2 Voting Items	Board Recommends
<b>1. Election of Equity Directors</b> 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
<b>2. Ratification of the appointment of Ernst &amp; Young LLP as our independent registered public accounting firm for 2023.</b>	✓ For
<b>3. Advisory vote on the compensation of our named executive officers.</b>	✓ For
<b>4. Advisory vote on the frequency of future advisory votes on the compensation of our named executive officers.</b>	1 Year
<b>5. Election of Two Class B-2 Directors</b> <b>The Nominating and Governance Committee recommends a vote "FOR" all of the Class B-2 director nominees.</b>	✓ For
5a. Michael G. Dennis (MKI)	
5b. Patrick W. Maloney (PAT)	✓ For

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CHICAGO, IL 60606

# Your **Vote** Counts!

**CME GROUP INC.**

2023 Annual Meeting  
Vote by May 3, 2023  
10:59 PM CT



D98315-P86196

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#### Vote in Person at the Meeting\*

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Class B-3 Voting Items	Board Recommends
<b>1. Election of Equity Directors</b> 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
<b>2. Ratification of the appointment of Ernst &amp; Young LLP as our independent registered public accounting firm for 2023.</b>	✓ For
<b>3. Advisory vote on the compensation of our named executive officers.</b>	✓ For
<b>4. Advisory vote on the frequency of future advisory votes on the compensation of our named executive officers.</b>	1 Year
<b>5. Election of One Class B-3 Director</b> <b>The Nominating and Governance Committee recommends a vote "FOR" the one Class B-3 director nominee.</b>	
5a. Elizabeth A. Cook (LZY)	✓ For

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# Your **Vote** Counts!

**CME GROUP INC.**

2023 Annual Meeting  
Vote by May 3, 2023  
10:59 PM CT



D98317-P86196

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Class B-4 Voting Items	Board Recommends
<b>1. Election of Equity Directors</b>	
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
<b>2. Ratification of the appointment of Ernst &amp; Young LLP as our independent registered public accounting firm for 2023.</b>	✓ For
<b>3. Advisory vote on the compensation of our named executive officers.</b>	✓ For
<b>4. Advisory vote on the frequency of future advisory votes on the compensation of our named executive officers.</b>	1 Year

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