

CME GROUP INC.
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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
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CME GROUP INC.

(Name of Registrant as Specified In Its Charter)

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

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April , 2012

LETTER FROM THE BOARD OF DIRECTORS TO OUR SHAREHOLDERS:

We are pleased to enclose this year's proxy statement and look forward to providing you with an update on our accomplishments at our 2012 annual meeting.

As we continue to navigate the ever-changing environment, we remain focused on our goal to be strategically positioned for strong long-term performance.

The following highlights elements of our performance and corporate governance as described in more detail in this proxy statement.

Enhancing our Corporate Governance

The board and its governance committee continue to evaluate its corporate governance practices. As discussed in **Item 4**, we are seeking shareholder approval to declassify our board as of the 2014 annual meeting and move to annual elections. Our board weighed the benefits of having a classified structure and determined that it was in the best interests of CME Group and its shareholders to recommend the change. Additionally, after consideration, the board allowed its shareholder rights plan to expire in December 2011. The board believes these actions serve to enhance its corporate governance practices and demonstrate our responsiveness to shareholder concerns.

Following this annual meeting, our board size will be decreased by two and our board will continue to evaluate how to effectively further reduce our size. We believe that the proposed transition to annual elections as of the 2014 annual meeting combined with the expiration of the CBOT director representation rights as of the 2012 annual meeting will provide us with the flexibility to decrease our size while ensuring that we maintain the appropriate expertise, industry knowledge and skills to effectively oversee our complex business while maintaining compliance with applicable listing and regulatory requirements.

Executive Compensation and Shareholder Say on Pay

In 2011, we submitted our first advisory say on pay proposal to our shareholders. While the proposal was approved with 64% support, we took into consideration the significant number of against votes. Our compensation committee has increased the alignment of pay and performance for our named executive officers as described in more detail in the **Compensation Discussion and Analysis** section beginning on **page 38**. In particular, the committee added performance shares to the mix of our equity compensation starting with our annual grant in September 2011 without increasing the overall long-term incentive target opportunity for each of our named executive officers. These performance shares are tied to our achievement of cash earnings and annual total shareholder return relative to the S&P 500 and represented 25% of the 2011 annual long-term incentive award. For 2012, our compensation committee has increased the proportion of performance shares to 50% of the long-term incentive award and eliminated the use of stock options, subject to the modification of existing employment agreements for certain of our named executive officers, which we expect to be completed prior to the filing of our definitive proxy statement. Future performance share awards will be tied to growth in our cash earnings on per share basis and total shareholder return relative to the S&P 500 measured over a three-year period.

Restoring Confidence in the Industry

From the beginning of the MF Global failure, we have been committed to working with our customers and all other stakeholders to strengthen customer protections and to restore confidence in our industry. To assist our customers, we took steps to expedite their return of additional securely held funds by providing a guarantee to the bankruptcy trustee. We also have been working in partnership with the National Futures Association, the Futures Industry Association, our fellow exchanges, futures commission merchants and customers on a broad range of solutions. As a first step, we established a fund designed to provide protection of customer segregated funds for U.S. family farmers and ranchers. This customer group, which was the basis for the creation of the futures industry, plays an important role in our markets and in the food production for our nation.

Focus on Environmental Responsibility

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We are pleased with our efforts to reduce our carbon footprint in connection with the construction of our new data center that became operational in 2011 and our other critical infrastructures. These projects included the installation of a reflective roof, the reuse of approximately 1,600 tons of concrete and roof gravel, the salvage of 17 mature trees from the construction site and the use of energy efficient infrastructure and cooling techniques. The one time savings of approximately 7,900 tons of CO2 in connection with this project translates into removing nearly 1,500 cars off the road for a year. Not only are these initiatives green for the environment, we also expect them to lead to reduced operating costs.

In closing, we want to emphasize our commitment and accountability to you.

The Board of Directors of CME Group Inc.

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April , 2012

Dear Shareholder:

It is our pleasure to invite you to attend the 2012 annual meeting of shareholders of CME Group Inc. The meeting will be held at 3:30 p.m., Central Time, on Wednesday, May 23, 2012, in the auditorium at CME Group's headquarters, located at 20 South Wacker Drive, Chicago, Illinois.

In addition to topics described herein, we will provide a report on our operating results and there will be an opportunity to ask questions of interest to you as a valued shareholder and customer.

Your vote is very important. We urge you to vote your shares promptly, even if you plan to attend the meeting. You may vote your shares over the Internet. If you received a paper copy of the proxy card by mail, you may vote by signing, dating and mailing the proxy card in the envelope provided. Holders of Class A shares may also vote by telephone.

Sincerely,

Terrence A. Duffy

Executive Chairman

Craig S. Donohue

Chief Executive Officer

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TIME AND DATE:	3:30 p.m., Central Time, on Wednesday, May 23, 2012.
PLACE:	CME Group headquarters in the auditorium, located at 20 South Wacker Drive, Chicago, Illinois.
MATTERS TO BE VOTED ON:	<p>Item 1: To elect seven directors that we refer to as Equity directors.</p> <p>Item 2: To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2012.</p> <p>Item 3: To approve, by advisory vote, the compensation of our named executive officers.</p> <p>Item 4: To approve an amendment to our certificate of incorporation to eliminate classification of our board of directors as of the 2014 annual meeting.</p> <p>Item 5: To approve an amendment to our Omnibus Stock Plan.</p> <p>Item 6: To approve an amendment to our Employee Stock Purchase Plan.</p> <p>Item 7: To consider a shareholder proposal set forth in the proxy statement, if properly presented at the annual meeting.</p> <p>Item 8: To elect one Class B-1 director and one Class B-2 director.</p> <p>Item 9: To elect five members of the Class B-1 nominating committee and five members of the Class B-3 nominating committee.</p> <p>And, to transact any other business that may properly come before the meeting.</p>
WHO MAY VOTE:	Shareholders of record of CME Group Inc. Class A or Class B common stock at the close of business on March 28, 2012.
IMPORTANT INFORMATION ON VOTING YOUR SHARES:	If you wish to vote over the Internet or by telephone (Class A shares only) and you hold your shares at Computershare, our transfer agent, you may vote until 10:59 p.m., Central Time, on Tuesday, May 22, 2012. If you hold your shares through a bank or broker you will need to vote in accordance with their deadline, which may be earlier than May 22, 2012.
IMPORTANT INFORMATION ABOUT ATTENDING THE MEETING:	If you are attending the meeting, you will be asked to present your photo identification, such as a driver's license or passport. If you are not a shareholder of record, you must bring evidence from your bank or broker that you are a shareholder and are eligible to attend the meeting, such as a letter or account statement. Please allow sufficient time to clear security. Additional information about the meeting logistics is available beginning on page 72 . <i>Individuals who cannot show evidence of share ownership as of the record date will be denied admittance to the meeting.</i>
IMPORTANT NOTICE REGARDING THE DATE OF AVAILABILITY OF PROXY MATERIALS:	We are pleased to again take advantage of the Securities and Exchange Commission (SEC) rule allowing companies to furnish proxy materials to their shareholders over the Internet. We believe that this e-proxy process expedites your receipt of proxy materials, while also lowering the costs and reducing the environmental impact of our annual meeting. We expect to either mail or provide notice and electronic delivery of this notice of annual meeting, proxy statement and 2011 annual report on or about April 10, 2012. The proxy statement contains instructions on how you can (i) receive a paper copy of the proxy materials, if you only received a notice by mail, or (ii) elect to receive your proxy materials over the Internet next year, if you received them by mail this year.

By order of the board of directors,
Kathleen M. Cronin
Managing Director, General Counsel and Corporate
Secretary
April 10, 2012

Chicago, Illinois

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To assist you in reviewing our 2011 performance, we would like to call your attention to key elements of our proxy statement. The following description is only a summary. For more complete information about these topics, please review our **2011 annual report** and the complete proxy statement. Additional information regarding the logistics of the annual meeting is available beginning on *page 72*.

BUSINESS HIGHLIGHTS

Despite a challenging environment, 2011 was another productive year for CME Group. We delivered strong volume, profit and cash flow results. We also continued to deliver on our growth initiatives and create value for our shareholders through increased dividend payments in 2012. For a more detailed discussion on our financial performance, see our **2011 annual report**.

COMPENSATION HIGHLIGHTS

As discussed in our **Compensation Discussion and Analysis** section beginning on **page 38**, we continued to enhance our pay for performance program with the addition of performance shares and we will be increasing the proportion of such shares in 2012. Additionally, in 2012, we will be increasing the performance period from one year to three years and adding a new company performance measure. The 2012 performance share award will be weighted equally on three-year cash earnings growth on a per share basis and three-year total shareholder return relative to the S&P 500.

SHAREHOLDER ACTIONS

ELECTION OF DIRECTORS (Items 1 and 8)

You will find important information about the qualifications and experience of each of the Equity director nominees beginning on **page 5** and the Class B director nominees on **page 34**. **Our board recommends that you vote FOR each of the Equity director nominees.** It is not making a recommendation on the election of the Class B directors.

ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS (Item 3)

For the second year, our shareholders have the opportunity to cast a non-binding advisory vote on the compensation of our named executive officers, as set forth in **Item 3** on **page 21**. Following last year's vote, our compensation committee has approved changes to our program which resulted in increased compensation being tied to our performance. In evaluating this say on pay proposal, we recommend that you review our **Compensation Discussion and Analysis**, which explains how and why the compensation committee arrived at the compensation actions and decisions for 2011. **Our board recommends that you vote FOR the advisory approval of the compensation of our named executive officers.**

ANNUAL BOARD ELECTIONS (Item 4)

To enhance our corporate governance practices and demonstrate our responsiveness to shareholder concerns, we are seeking shareholder approval of an amendment to our certificate of incorporation to eliminate classification of our board of directors as of the 2014 annual meeting. After weighing the considerations discussed in more detail in **Item 4** on **page 22**, our board has determined that the elimination of our classified board structure as of the 2014 annual meeting is in the best interests of CME Group and its shareholders. **Our board recommends that you vote FOR**

the amendment to declassify our board as of the 2014 annual meeting.

APPROVAL OF AN AMENDMENT TO OUR OMNIBUS STOCK PLAN (Item 5)

To continue to provide long-term incentives to our senior management group and other employees, we are seeking an amendment to our Omnibus Stock Plan to extend the expiration of the term of the plan from June 30, 2012 to June 30, 2022. In connection with seeking approval to extend the plan termination date, we are also seeking approval of additional amendments relating to the operation of our equity program. See **page 23** for more detail. **Our board recommends that you vote FOR the approval of the amendment.**

APPROVAL OF AN AMENDMENT TO OUR EMPLOYEE STOCK PURCHASE PLAN (Item 6)

We are also seeking to add additional authorized shares and extend the expiration date of our existing Employee Stock Purchase Plan. See **page 27** for more detail. **Our board recommends that you vote FOR the approval of the amendment.**

SHAREHOLDER PROPOSAL (Item 7)

You are being asked to consider a shareholder proposal contained in the proxy statement to provide for shareholder proxy access. As discussed in our statement beginning on **page 30**, we believe that the ownership level of only 1% combined with a holding requirement of only one year does not establish meaningful long-term ownership which must be a prerequisite to having the ability to nominate up to 25% of our board. **Our board recommends that you vote AGAINST the shareholder proposal.**

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Annual Meeting of Shareholders of
CME GROUP INC.**

To be held on Wednesday, May 23, 2012

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The board of directors of CME Group Inc. is providing this proxy statement in connection with the annual meeting of shareholders to be held on May 23, 2012, at 3:30 p.m. Central time, in the auditorium at CME Group's corporate headquarters, 20 South Wacker Drive, Chicago, Illinois. The terms we, us and our refer to CME Group and its subsidiaries. Shares of our Class A common stock are listed on the NASDAQ Global Select Market (NASDAQ) under the trading symbol CME. Our principal offices are located at 20 South Wacker Drive, Chicago, Illinois 60606. Our phone number is 312.930.1000.

Further information about CME Group can be found at <http://www.cmegroup.com>. Information made available on our Web site does not constitute a part of this proxy statement. Additional information regarding the availability of materials referenced in this proxy statement is available on **page 76**.

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You are being asked to vote on the election of seven Equity director nominees. The biographies of the Equity director nominees are set forth beginning on **page 5**.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE EQUITY DIRECTOR NOMINEES.

ELECTION PROCESS

Our certificate of incorporation provides that our board shall consist of no more than 33 members with six directors (Class B directors) elected by Class B shareholders and the remaining directors (Equity directors) elected by our Class A and Class B shareholders voting together. The election of the Class B directors is discussed under **Item 8 on page 34**. In accordance with our bylaws, directors are elected by a plurality of the shares present at the meeting, meaning that director nominees with the most affirmative votes are elected to fill the available seats. Assuming our proposal to eliminate classification of our board of directors as of the 2014 annual meeting as discussed in **Item 4** is approved, the directors elected at the 2012 annual meeting will hold office for a two-year term expiring at the 2014 annual meeting. If the proposal is not approved, such directors will serve a three-year term. Directors who are not up for election this year will continue in office for the remainder of their terms. Following the 2012 annual meeting our board will consist of 30 members.

DIRECTOR NOMINATIONS

Our board and its nominating committee seek candidates with a variety of talents and expertise to ensure that the board overall as a whole is operating effectively and is focused on creating long-term value for our shareholders. We believe that our board should be composed of individuals from diverse professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity and who exercise their good judgment to provide practical insights and different perspectives. In selecting candidates, the board endeavors to find individuals who have a solid record of accomplishment in their chosen fields and who display the independence of mind and strength of character to effectively represent the best interests of our shareholders.

The nominating committee solicits candidates from its current directors and, if deemed appropriate, retains, for a fee, recruiting professionals to identify and evaluate candidates. The nominating committee also considers Equity director nominees recommended by shareholders if the recommendations are submitted in writing, accompanied by a description of the proposed nominee's qualifications and other relevant biographical information and evidence of consent of the proposed nominee to serve as a director if elected. Recommendations should be addressed to the nominating committee, Attention: Corporate Secretary, CME Group Inc.,

20 South Wacker Drive, Chicago, Illinois 60606. In considering a shareholder recommendation, the nominating committee may seek input from an independent advisor, legal counsel and/or other directors, as appropriate, and will reach a conclusion using its standard criteria. A copy of our nominating committee's charter is available on our Web site. In connection with the 2012 annual meeting, the nominating committee met with two potential candidates who requested consideration for nomination as an Equity director. After a comprehensive evaluation process, the committee declined to recommend their nomination to the board.

The holders of the Class B-1, Class B-2 and Class B-3 common stock have the right to elect members of nominating committees for their respective class, which are responsible for nominating candidates for election by their class. Our certificate of incorporation requires that director candidates for election by a class of Class B common stock own, or be recognized under our rules as the owner of, at least one share of that class.

DIRECTOR QUALIFICATIONS

The nominating committee believes that it is essential that board members represent diverse viewpoints. However, it has not adopted a specific policy on the role of diversity in assessing director candidates. In considering candidates for the board, the nominating committee considers the entirety of each candidate's credentials. With respect to the nomination of continuing directors for re-election, the individual's contributions to the board are also considered. In assessing new candidates for the board, we have not adopted a set of firm criteria that an individual must meet to be

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considered. The nominating committee, composed entirely of directors who are independent under applicable listing standards, reviews the qualifications and backgrounds of potential directors in light of the needs of the board and CME Group at the time and nominates a slate of Equity director nominees to be nominated for election at the annual meeting of shareholders. In evaluating potential director nominees, the nominating committee will take into consideration, among other factors, whether the nominee:

Has the highest professional and personal ethics and values.

Is independent of management under our Categorical Independence Standards.

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Has the relevant expertise and experience required to offer advice and guidance to our CEO.

Helps the board reflect the industry diversity of interest composition requirements set forth in our bylaws.

Has the ability to make independent analytical inquiries.

Can dedicate sufficient time, energy and attention to the diligent performance of his or her duties.

Has the ability to represent the interests of the shareholders of CME Group and to create long-term value.

Has any special business experience and expertise in a relevant area.

Would be considered an audit committee financial expert or financially literate, as such terms are defined in applicable rules, regulations and listing standards.

Has an understanding of our business, products, market dynamics and customer base.

For more information concerning our directors' qualifications, see the **Director Attributes** on **page 12**.

2012 DIRECTOR NOMINEES

Upon the recommendation of the board nominating committee, the board has nominated Dennis H. Chookaszian, Larry G. Gerdes, Daniel R. Glickman, James E. Oliff, Edemir Pinto, Alex J. Pollock and William R. Shepard. Each of the Equity director nominees currently serves on the board. All of the Equity director nominees are independent with the exception of Mr. Pinto. Mr. Pinto serves as the BM&FBOVESPA board representative in accordance with the terms of our strategic partnership and equity ownership agreement. We also hold a seat on the BM&FBOVESPA board of directors, which is filled by our CEO. Pursuant to the terms

of the agreement, we each have the right to maintain our board seat during the term of the strategic partnership, subject to certain minimum stock ownership requirements and election by the shareholders.

In addition to the nominees for Equity director, our Class B-1 and Class B-2 shareholders are each entitled to elect a nominee. Messrs. Bernacchi and Wescott are current members of our board and have terms expiring at the 2012 annual meeting and were elected by the Class B-1 and Class B-2 shareholders, respectively. The biographies of these nominees are set forth on **page 34** under **Item 8**.

We have no reason to believe that any of the Equity director or Class B director nominees will be unable or unwilling to serve if elected.

References to terms of our board of directors include service on the board of CME Group (f/k/a Chicago Mercantile Exchange Holdings Inc.) from its formation in 2001 and service on the board of its wholly-owned subsidiary, Chicago Mercantile Exchange Inc. (CME). CME Group became a public company in December 2002. The boards of our other exchange subsidiaries, Board of Trade of the City of Chicago, Inc. (CBOT), CME, Commodity Exchange, Inc. (COMEX) and New York Mercantile Exchange, Inc. (NYMEX) are comprised of the same members as the CME Group board of directors. Ages are as of February 15, 2012. Information on public directorships is for the past five years.

REQUIRED VOTE

Seven nominees receiving the highest number of FOR votes from all classes of our Class A and Class B common stock present or represented by proxy at the annual meeting voting together as a single class.

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EQUITY DIRECTORS UP FOR ELECTION AT THE 2012 ANNUAL MEETING

Dennis H. Chookaszian

Public Directorships:

Age: 68

Career Education Corporation

Director since: 2004

LoopNet, Inc.

Insweb Corp.

Allscripts Healthcare Solutions, Inc.

Mr. Chookaszian served as Chairman of the Financial Accounting Standards Advisory Council from 2007 to 2011. From 1999 until 2001, Mr. Chookaszian served as Chairman and CEO of mPower, Inc., a financial advice provider focused on the online management of 401(k) plans. Mr. Chookaszian served as Chairman and CEO of CNA Insurance Companies from 1992 to 1999. During his 27-year career with CNA, Mr. Chookaszian held several management positions at the business unit and corporate levels, including President and COO from 1990 to 1992 and CFO from 1975 to 1990. Mr. Chookaszian is a registered certified public accountant.

Larry G. Gerdes

Public Directorships:

Previous Public Directorships:

Age: 63

Access Plans, Inc.

CBOT Holdings

Director since: 2007

Transcend Services, Inc.

Mr. Gerdes has served as Chairman of Transcend Services, Inc., the second largest medical transcription company in the United States, since 2000 and as its CEO since 1993. Mr. Gerdes is also a general partner of Gerdes Huff Investments. Since 1983, Mr. Gerdes has served as general partner of Sand Hill Financial Company, a venture capital partnership. Mr. Gerdes is a major shareholder and President of Friesland Farms, LLC. He also is a member of the Dean's Advisory Council for The Kelley School of Business at Indiana University, serves on the non-profit boards of the Tommy Nobis Center and the J. Kyle Braid Leadership Foundation and serves as trustee for Monmouth College.

Daniel R. Glickman

Previous Public Directorships:

Age: 67

Hain-Celestial Corporation

Director since: 2001

Mr. Glickman has served as the Executive Director of the Aspen Institute's Congressional Program since April 2011. Mr. Glickman also has served as a Senior Fellow for the Bipartisan Policy Center since July 2010. From 2004 to April 2010, Mr. Glickman served as Chairman and CEO of the Motion Picture Association of America, Inc. Mr. Glickman previously served as Director of the Institute of Politics at Harvard University's John F. Kennedy School of Government from 2002 to 2004 and, until 2004, had been a Senior Advisor in the law firm of Akin,

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Gump, Strauss, Hauer & Feld, where he was a partner from 2001. He also served as U.S. Secretary of Agriculture from 1995 through 2001 and as a member of the U.S. Congress, representing a district in Kansas, from 1977 through 1995.

James E. Oliff

Public Directorships:

Age: 63

FFastFill, plc

Director since: 1994

1982 - 1992

Mr. Oliff has been a member of CME for more than 30 years. Mr. Oliff served as our Vice Chairman from 2002 until 2007 and as our Second Vice Chairman from 1998 until 2002. Mr. Oliff has also served as President of FILO Corp., a floor brokerage business, since 1982. Mr. Oliff previously served as Executive Director of International Futures and Options Associates from 1996 to 2005, as President and CEO of FFast Trade U.S., LLC from 2001 to 2005, as Chairman and CEO of FFastFill Inc. from 2003 to 2005 and as FFastFill's COO from 2001 to 2003. He also served as President of LST Commodities, LLC, an introducing broker, from 1999 until 2002. He currently serves as a member of the advisory board for the MS Program in Financial Engineering at Kent State University and the advisory board of *The Review of Futures Markets*.

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Edemir Pinto

Age: 58

Director since: 2011

Mr. Pinto joined the Brazilian Mercantile & Futures Exchange (BM&F) in 1986. In 1987, he became the Derivatives Clearinghouse Officer where he was responsible for risk management, settlement, participant registration, collateral, custody, and controllership. In 1999, he was named CEO of BM&F, and, then, in 2002 he also became the CEO of the Brazilian Commodities Exchange. Mr. Pinto was a member of the BM&F Board of Directors until 2007. After the integration of BM&F S.A. and Bovespa Holding, creating BM&FBOVESPA S.A., Mr. Pinto was officially appointed to the position of CEO of the combined company.

Alex J. Pollock

Previous Public Directorships:

Age: 69

Allied Capital Corp.

Director since: 2004

Mr. Pollock has served as Resident Fellow of the American Enterprise Institute in Washington, D.C. since 2004 and previously served as President and CEO of the Federal Home Loan Bank of Chicago from 1991 through 2004. He was previously President and CEO of Community Federal Savings. Mr. Pollock serves on the non-profit boards of Great Lakes Higher Education Corporation and the Great Books Foundation.

William R. Shepard

Director since: 1997

Age: 65

Mr. Shepard has been a member of CME for more than 30 years. Previously he served as our Second Vice Chairman from 2002 to 2007. Mr. Shepard is founder and President of Shepard International, Inc., a futures commission merchant.

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DIRECTORS NOT STANDING FOR ELECTION IN 2012

Terrence A. Duffy **Term Expiring:** 2013

Age: 53

Director since: 1995

Mr. Duffy has served as our Executive Chairman since 2006 when he became an officer of CME Group. Previously he served as Chairman of the board from 2002 and our Vice Chairman from 1998 until 2002. He was President of TDA Trading, Inc. from 1981 to 2002 and has been a member of CME since 1981. In 2002, he was appointed by President Bush to serve on a National Saver Summit on retirement savings. He also was appointed by President Bush and confirmed by the U.S. Senate in 2003 as a member of the Federal Retirement Thrift Investment Board. Mr. Duffy currently serves on the board of World Business Chicago, the board of trustees of Saint Xavier University, the Regional Advisory Board of The American Ireland Fund and is co-chair of the Mayo Clinic Greater Chicago Leadership Council.

Craig S. Donohue **Term Expiring:** 2014 **Public Directorships:** BM&FBOVESPA S.A.

Age: 50

Director since: 2004

Mr. Donohue has served as our CEO since 2004. Previously, Mr. Donohue was our Executive Vice President and Chief Administrative Officer, Office of the CEO, from 2002 to 2003. Before that, Mr. Donohue held various positions at our organization with increasing responsibility, including Managing Director and Chief Administrative Officer; Managing Director, Business Development and Corporate/Legal Affairs; Senior Vice President and General Counsel; and Vice President of the Division of Market Regulation since joining CME in 1989. He is a member of the Wall Street Journal's CEO Council and serves on the steering committee for its Future of Finance Initiative. Mr. Donohue also serves on the Commodity Futures Trading Commission's Global Markets Advisory Committee as well as a board member of the Executives' Club of Chicago, the Chicago Council on Global Affairs and the Council for Economic Education.

Timothy S. Bitsberger **Term Expiring:** 2014

Age: 52

Director since: 2008

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Mr. Bitsberger has served as Managing Director, Official Institutions FIG Coverage Group of BNP PNA, a subsidiary of BNP Paribas, since December 2010. He previously served as senior consultant with Booz Allen Hamilton from May 2010 to November 2010. Previously, he was with BancAccess Financial from December 2009 to April 2010 and was Senior Vice President and Treasurer of Freddie Mac from 2006 to 2008. Mr. Bitsberger also was with the U.S. Treasury Department from 2001 to 2005 serving first as their Deputy Assistant Secretary for federal finance and more recently as the Assistant Secretary for financial markets. He was confirmed by the U.S. Senate as the Assistant Secretary in 2004.

Charles P. Carey

Age: 58