

CBOE GLOBAL MARKETS, INC. NOMINATING AND GOVERNANCE COMMITTEE CHARTER

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Purpose and Authority

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Cboe Global Markets, Inc. (the “Company”) is to assist the Board in, among other things: (a) identifying qualified individuals to serve as Directors; (b) recommending committee assignments and responsibilities to the Board; (c) evaluating Board and management effectiveness; (d) developing and recommending to the Board Corporate Governance Guidelines, a Code of Business Conduct and Ethics and such other corporate governance policies and programs it determines are reasonably necessary or desirable; (e) receiving, directing and supervising any investigations into any matter brought to its attention within the scope of its duties, and (f) generally advising the Board on corporate governance and related matters.

Composition

The Committee shall consist of at least three (3) Directors, all of whom must be “independent” within the meaning given to that term in the Company’s Bylaws and Corporate Governance Guidelines. The Directors serving on the Committee (including the chairperson thereof) shall be appointed by the Board on the recommendation of the Committee. Directors serving on the Committee may be removed by the Board in accordance with the Company’s Bylaws. If a Director serving on the Committee ceases to be a Director, such individual shall thereupon cease to serve on the Committee.

Meetings

The Committee shall meet when it deems necessary to fulfill its purpose and responsibilities, but shall meet at least three (3) times each year. The Committee shall establish its own schedule and agenda, coordinated by its

chairperson. The chairperson of the Committee or any Director serving on the Committee may call special meetings of the Committee. The chairperson of the Committee, or his or her designee, shall provide each Director serving on the Committee with prior notice of any such meeting in accordance with the procedures for giving notice of special meetings of the Board as set forth in the Company's Bylaws.

The Committee shall maintain written minutes of its meetings. The Committee may meet by means of conference telephone or other communications equipment in accordance with the Company's Bylaws and may take action by unanimous written consent. A majority of the Directors serving on the Committee shall constitute a quorum. A majority of the Directors serving on the Committee present at any Committee meeting at which a quorum is present may act on behalf of the Committee. Except as otherwise provided by applicable law, the failure to comply with the requirements of this Charter or any applicable exchange rule or other regulation shall not by itself invalidate any corporate action taken by the Committee.

The Committee may form subcommittees to be composed of one or more members of the Committee. The Committee may delegate authority to a subcommittee to the extent the delegation is consistent with governing law, rules and regulations of any applicable exchange, the Company's Charter and Bylaws and other requirements applicable to the Company.

Responsibilities of the Committee

I. General

In furtherance of the Committee's purpose, and in addition to any other responsibilities that may be properly assigned by the Board to the Committee, including in connection with the adoption by the Board of the Company's Corporate Governance Guidelines and Code of Business Conduct and Ethics, the Committee shall have the following authorities and responsibilities:

- a. The Committee is responsible for recommending to the Board a slate of persons for election as Directors by the stockholders of the Company. In connection therewith, the Committee annually reviews the skills and characteristics required of Directors in the context of the current composition of the Board, the operating requirements of the Company and the interests of the stockholders. In conducting this assessment, the Committee may consider such factors as it deems appropriate consistent with any criteria approved by the Board and shall consider such factors as are set forth in the Company's Corporate Governance Guidelines. As part of this process, on an annual basis, the Committee shall review each incumbent Director's continued service on the Board and recommend to the Board a Director to serve as Chairman of the Board and an independent director to serve as Lead Director.
- b. The Committee is responsible for receiving and reviewing in accordance with the Company's Bylaws any stockholder proposals and nominations for Directors, and for establishing such policies and practices as it determines necessary or desirable for conducting such review.
- c. The Committee is responsible for recommending to the Board persons for appointment as Directors to the extent necessary to fill any vacancies or newly created directorships.
- d. The Committee shall advise the Board on the appropriate structure and operations of the Board and the standing committees of the Board (i.e., the Committee and the Company's ATS Oversight, Audit, Compensation, Executive, Finance and Strategy and Risk Committees), including committee participation qualifications. In addition, the Committee shall review and

- recommend to the Board standing committee assignments, including the chairpersons of such committees and any additional committee participants to fill vacancies as needed.
- e. The Committee shall develop and recommend to the Board Corporate Governance Guidelines, a Code of Business Conduct and Ethics and other corporate governance policies and programs it determines are reasonably necessary or desirable to promote compliance with applicable legal and regulatory requirements, and to assist in the establishment of a strong ethical culture within the Company (and its subsidiaries). The Committee shall review these guidelines, code and any other policies and programs at least annually and, to the extent it deems necessary or desirable, shall recommend to the Board that these guidelines, code and any other policies and programs shall be updated as appropriate. The Committee shall review and recommend to the Board any waivers to the Code of Business Conduct and Ethics.
 - f. The Committee shall make recommendations to the Board regarding orientation for new directors, as well as continuing education for all directors.
 - g. The Committee shall make recommendations to the Board regarding the Company's (and its subsidiaries') corporate governance based upon developments, trends and best practices in corporate governance as and to the extent it deems necessary or desirable.
 - h. The Committee shall establish and oversee a self-evaluation process for the Board and each of its committees (including, at least annually, the Committee) as it deems necessary or desirable, including to satisfy any applicable requirements of any exchange and any other legal or regulatory requirements.
 - i. The Committee shall make recommendations to the Board as to determinations of director independence.
 - j. The Committee shall receive, direct and supervise any investigations into any matter brought to its attention within the scope of its duties set forth herein, in the Company's Corporate Governance Guidelines or as directed by the Board. In addition, the Committee shall review and may investigate matters pertaining to the integrity of management, including conflicts of interest and adherence to codes of ethics or business conduct. The Committee shall serve as the "Qualified Legal Compliance Committee" within the meaning of Part 205 of Title 17 of the Federal Code of Regulations.
 - k. The Committee may obtain advice and assistance from background check service providers for Directors and Director candidates and other independent advisors, including search firms, in connection with the discharge of its duties. In addition, the Committee may retain legal counsel to the extent necessary to fulfill its investigatory obligations. The Committee shall have the authority to retain and terminate any of its independent advisors. The Committee shall have sole authority to determine and approve related fees and retention terms for any independent advisors retained by the Committee.
 - l. The Committee shall make determinations regarding any request by the Chief Executive Officer to engage in any other business during his or her incumbency.
 - m. The Committee shall consider and make recommendations to the Board with respect to any resignation or offer of resignation tendered by a director pursuant to the Company's Corporate Governance Guidelines.

- n. The Committee shall report to the Board as it deems appropriate, and as the Board may request.
- o. The Committee shall perform other activities consistent with this Charter, the Company's Charter and Bylaws, governing law, the rules and regulations of any applicable exchange and such other requirements applicable to the Company as the Committee or the Board deem necessary or desirable.

II. Committee Charter

The Committee shall annually review and evaluate the adequacy of this Charter and shall recommend any changes to the Board as the Committee deems necessary or desirable, including to satisfy any applicable requirements of any exchange and any other legal or regulatory requirements. A copy of this Charter shall be made available on the Company's website at www.cboe.com.

Funding

The Company shall provide for appropriate funding, as determined by the Committee, for the payment of compensation to any advisers employed by the Committee in accordance with this Charter and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Last Adopted Date	May 13, 2021
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