



# CBOE GLOBAL MARKETS, INC.

## RISK COMMITTEE CHARTER

---

### Table of Contents

---

Purpose and Authority .....	1
Composition .....	1
Meetings .....	2
Responsibilities of the Committee .....	2
Funding .....	5

### Purpose and Authority

---

The Risk Committee (“Committee”) is a committee of the Board of Directors (the “Board”) of Cboe Global Markets, Inc. (“Cboe Global Markets”). The Committee is generally responsible for, among other things, overseeing the risk assessment and risk management of Cboe Global Markets and its subsidiaries (collectively, the “Company”), including risk related to the Company’s compliance with laws, regulations, and its policies.

The Committee shall also assist the Board in its oversight of the Company’s overall risk. To that end, the Committee shall, as appropriate, review, discuss, approve and make recommendations to the Board regarding (i) the Company’s enterprise risk management program, including but not limited to compliance, processes, policies, and guidelines for identifying, assessing and managing key risks; and (ii) the Company’s significant risk and compliance exposures and the steps and mitigating activities used by the Company to monitor and control such risks. Oversight of certain risk categories that fall within the scope of responsibility of other Board committees and/or the Board (as described in Appendix A) will continue to be overseen by those committees and/or the entire Board. The Risk Committee will coordinate risk oversight with these other committees as appropriate to achieve a comprehensive and holistic oversight of the Company’s risk-related matters.

### Composition

---

The Committee shall consist of at least three (3) Directors. The Directors serving on the Committee (including the chairperson thereof) shall be appointed by the Board on the recommendation of the Nominating and Governance Committee of the Board. Directors serving on the Committee may be removed by the Board in accordance with Cboe Global Markets’ 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 four (4) 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 Cboe Global Markets' 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 Cboe Global Markets' 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, Cboe Global Markets' 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, the Committee shall have the following authorities and responsibilities:

#### (a) General Risk Oversight

- The Committee shall periodically review the Company's enterprise risk management program. Among other things, the Committee shall review and discuss with management the Company's guidelines and policies regarding financial and enterprise risk management and risk appetite including major risk exposures, including risks underlying the Company's business and strategy, such as cyber security, information technology, data privacy, business continuity, and legal and regulatory risks, and regularly discuss management's plans related to these areas and the steps management has taken to monitor and control such exposures.
- The Committee shall meet regularly and in executive session with the Chief Risk Officer and, as needed, other senior staff to learn of new developments and issues involving risk assessment and risk management.
- The Committee shall review and recommend to the Board for approval significant changes to the Enterprise Risk Management ("ERM") Policy. The ERM Policy shall include an ERM framework that is supported by three lines of defense.

- The Committee shall review and may make recommendations to the Board regarding the staffing and budget for the enterprise risk management program.
- The Committee shall receive a copy of any recommendations from regulatory examination or third party assessment reports related to the duties and responsibilities of the Committee, as well as oversee management's responses and remediation efforts pertaining to such examination and reports.
- The Chief Risk Officer shall ensure the Committee is apprised of any significant recommendations from audit (internal or external) reports related to the duties and responsibilities of the Committee, and report management's responses and remediation efforts pertaining to such recommendations as appropriate.

(b) Compliance, Legal and Regulatory Risks

- The Committee shall meet regularly and in executive session, as needed, with the Chief Compliance Officer to review the framework and effectiveness of the compliance program. The Committee shall also receive and review periodic reports from the Chief Compliance Officer, which include developments and issues involving compliance of the Company with its obligations as a self-regulatory organization.
- The Committee shall review and may make recommendations to the Board regarding the staffing and budget for the compliance program.
- The Committee shall review and approve changes to the Compliance Department Charter.
- The Committee shall meet regularly and in executive session, as needed, with the General Counsel.
- The Committee shall review regulatory reports and recommendations of regulators, as applicable to the mandate of the Committee, including management's remediation plans and progress against such plans.
- The Committee shall meet regularly and in executive session, as needed, with the Chief Regulatory Officer(s), or other officers charged with regulatory oversight, of Cboe Global Markets' significant regulated subsidiaries, and as the Committee otherwise deems appropriate or necessary.
- The Chief Regulatory Officer(s), or other officers charged with regulatory oversight, of Cboe Global Markets' significant regulated subsidiaries, and as the Committee otherwise deems appropriate or necessary, shall provide to the Committee with periodic reports that relate to potential risks arising from the regulatory programs of those subsidiaries and briefings regarding any significant regulatory program changes that require the approval of a subsidiary board or subsidiary board committee. To the extent practicable, the Committee shall receive briefings regarding significant regulatory program changes prior to their implementation. The regulated subsidiaries retain their regulatory independence. The focus of the Committee and any feedback provided by the Committee to regulated subsidiaries regarding their regulatory programs relates to the sufficiency of regulatory

infrastructure, including staffing and resources, and that any regulatory issues are being addressed by the regulated subsidiary (and not on how the regulated subsidiary is to address any specific issues).

- The Committee shall receive and review periodic reports from the subsidiary boards or subsidiary board committees charged with regulatory oversight of Cboe Global Markets' regulated U.S. exchange subsidiaries.

(c) Information Security

- The Committee shall oversee the Company's risks related to information security and the appropriate implementation and maintenance of the information security program, and will guide and set expectations for senior management concerning the same.
- The Committee shall receive and review quarterly reports from the Company's Chief Information Security Officer that include a description of the overall status of the information security program and material matters related to the program, including the information security budget and requests regarding the same, and any public disclosures regarding cyber-risks.
- The Committee shall review and approve changes to the Information Security Program Charter.
- The Committee shall meet regularly and in executive session, as needed, with the Company's Chief Information Security Officer.

(d) Evaluation and Reporting Requirements

- The Committee shall report to the Board as it deems appropriate, and as the Board may request.
- The Committee shall conduct annual and other self-evaluations as it deems appropriate, including to satisfy any applicable requirements of any applicable exchange and any other legal or regulatory requirements.

(e) Other Activities

- The Committee shall perform other activities consistent with this Charter, Cboe Global Markets' Charter and Bylaws, governing law, the rules and regulations of any regulated subsidiary and any other legal or regulatory requirements applicable to the Company, as the Committee deems necessary or appropriate.

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 appropriate, including to satisfy any applicable requirements of any applicable exchange and any other legal or regulatory requirements.

## 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.

<b>Last Adopted Date</b>	October 26, 2021
--------------------------	------------------

**Appendix A**

<b>Risk Category</b>	<b>Board or Primary Committee Oversight</b>
<b>Business Risk</b>	
Risk arising from strategic decisions about the direction of the Company's business or a failure to adequately address strategic challenges	
Competition	Board
Reputation and Image	Board
Conflicts in Strategy with Business Partners	Finance and Strategy Committee
Technology Innovation	Board
<b>Financial Risk</b>	
Risk of loss resulting from inadequate management of the Company's capital and risks related to financial reporting requirements	
Credit and Capital Structure	Finance and Strategy Committee
Financial Reporting	Audit Committee
<b>Environmental Risk</b>	
Risk over which the company has no direct control, including forces of nature, actions by third parties and changes in the business environment	
Force Majeure	Risk Committee
Changes in Business Environment	Risk Committee
<b>Governance and Compliance Risk</b>	
Risk of non-compliance with external regulatory and reporting requirements or with best practice in corporate governance	
Corporate Governance	Nominating and Governance Committee
BIDS Trading L.P. Risks, including Separation Protocols	ATS Oversight Committee
Compensation Risks	Compensation Committee
Financial Reporting and Taxation	Audit Committee
Regulatory Requirements and Reporting	Risk Committee
Compliance Risks	Risk Committee
Regulatory Risks	Risk Committee
<b>Operational Risk</b>	
Risk of loss arising from inadequate or failed internal processes, people or systems while undertaking the Company's normal activities	
Information Technology	Risk Committee
Human Resources	Risk Committee
Market Operations Process	Risk Committee
Business Disruptions	Risk Committee
Third Party Dependencies	Risk Committee

<b>Legal Risk</b> Risk arising from potential litigation and/or claims for damages, and the protection of intellectual property	
Litigation	Risk Committee
Intellectual Property	Risk Committee