

Triodos Investment Management

CME Group AGM Date: 2013-05-22

1.01 Elect Terrence A. Duffy

Withhold

Class II Director. Executive Chairman and President. There is insufficient independent representation on the Board as a whole.

1.02 Elect Charles P. Carey

Withhold

Class II Director. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board as a whole.

1.03 Elect Mark E. Cermak

Withhold

Class II Director. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board as a whole.

1.04 Elect Martin J. Gepsman

Withhold

Class II Director. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board as a whole.

1.05 Elect Leo Melamed

Withhold

Class II Director. Chairman Emeritus. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board as a whole.

1.06 Elect Joseph Niciforo

Withhold

Class II Director. Independent by company, not independent as he is a Principal at Henning and Carey, one of the company's clearing firms. There is insufficient independent representation on the Board as a whole.

1.07 Elect C. C. Odom II

Withhold

Class II Director. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board as a whole.

1.08 Elect John F. Sandner

Withhold

Class II Director. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board as a whole.

1.09 Elect Dennis A. Suskind

For

2 Appoint the auditors

Oppose

Ernst & Young LLP proposed. The total unacceptable non-audit fees were approximately 27.9% of audit and audit related fees during the year under review. Non-audit fees over a three-year period were approximately 33.2% of audit and audit related fees. There are concerns that this level of non-audit fees creates a potential for a conflict of interest on the part of the independent auditor. Therefore, Triodos opposes

3 Approve Pay Structure

Oppose

There are concerns over the following issues (1) use of the same performance metric to award short and long-term awards, (2) stock options and share awards vesting in less than three years, (3) change-in-control automatically triggering accelerated vesting of all outstanding equity awards, and (4) only 50% of long-term awards are performance based (the remainder has no additional performance criteria beyond time-based meetings). Based on these concerns, Triodos opposes

4 Shareholder proposal: proxy access

For

Proposed by: Norges Bank.

The proponents urge the board to adopt a "proxy access" bylaw that would (1) require CME to include in proxy materials prepared for a shareholder meeting at which directors are to be elected the name, Disclosure and Statement of any person nominated for election as an Equity Director by a shareholder or group that meets the criteria established below, and (2) allow shareholders to vote on such nominee on CME's proxy card.

The proponents believe that Shareholders' right to nominate candidates for election to the board of directors is a fundamental principle of good corporate governance and board accountability and that the requested requirements would help ensure appropriate use of proxy access. The proponents add that CME's corporate governance practices need improvement and that shareholder rights must be enhanced, since shareholders cannot convene an extraordinary general meeting of shareholders, cannot act by written consent, and can only amend CME's bylaws with a two-thirds vote of outstanding shares.

The move that would strengthen shareholder democracy is supported, and it is considered that the proposal would help to increase independent representation on the Board which currently is insufficient. Indeed, only four of the twenty eight Directors on the Board are deemed independent. Furthermore, the requested threshold for holding requirement for nominators is considered sufficient. In addition, in light of the major governance concerns with director compensation, lack of Board independence and poor compensation package rating, the nomination of new Board members would facilitate greater independence in the oversight of the company. Triodos therefore supports this resolution.