

**CHICAGO MERCANTILE EXCHANGE HOLDINGS INC.  
NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS**

**CHARTER**

**I. Purpose**

The Nominating Committee (the "Committee") is a committee of the Board of Directors (the "Board") of Chicago Mercantile Exchange Holdings Inc. ("CME"). The primary purpose of the Committee is to identify and recommend to the Board individuals qualified to become members of the Board, consistent with the standards set out in CME's Corporate Governance Principles, for each annual meeting of CME's shareholders.

**II. Membership & Organization**

- The members of the Committee and its Chairperson shall be appointed annually by the Board or more frequently as determined by the Board of Directors.
- The Committee shall be comprised of four or more directors who qualify as independent directors under the listing standards for the New York Stock Exchange.
- The Chairperson shall schedule all meetings of the Committee and provide the Committee with a written agenda. A quorum of the Committee shall consist of a majority of the appointed members of the Committee. The Committee may ask members of management or others to attend the meeting and provide information.
- The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.
- Subject to approval of the Board, the Committee may hire other specialists or rely upon other outside advisors or specialists, including independent counsel, in the performance of its functions. The Committee may, within limits set by the Board, approve the fees and retention terms applicable to such other specialists and advisors.

### **III. Committee Meetings, Tasks and Authority**

#### **General**

- The Committee shall meet at least four times per year, keep minutes of its proceedings, as appropriate, and report as necessary or desirable to the Board.
- The Committee shall conduct an annual self-evaluation of its performance and report the results of such evaluation to the Board.

#### **Responsibilities**

- The Committee shall seek to develop a Board, which consists of individuals from diverse professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity.
- The Committee shall make recommendations to the Board regarding all nominees for directors to be elected by the holders of the Class A and Class B common stock voting together as a group (an “Equity Director”).
- The Committee shall review all nominees for Equity Director submitted for consideration by shareholders of CME.

### **IV. Reporting Activities**

- The Committee Chairperson shall make reports to the Board as appropriate.
- The Committee shall confer with CME staff to the extent it may deem necessary or appropriate to fulfill its duties.
- The Committee shall reassess the adequacy of this Charter on an annual basis and submit any recommended changes to the full Board for approval.

Adopted December 16, 2003