

# CBOE GLOBAL MARKETS, INC.

## COMPENSATION COMMITTEE CHARTER

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### Purpose and Authority

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The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Cboe Global Markets, Inc. (the “Company”) is to, among other things: (a) recommend the compensation of the Company’s Chief Executive Officer and certain other executive officers, as described more fully below; (b) approve and oversee the administration of all cash and equity-based incentive compensation plans of the Company that affect employees of the Company and its subsidiaries; (c) review executive officer succession planning and (d) generally support the Board in carrying out its overall responsibilities relating to executive compensation.

### Membership

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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 Corporate Governance Guidelines, and not accept any consulting, advisory or compensatory fees from the Company, as defined in BZX Rule 14.10(c)(4)(B). Each Director serving on the Committee shall satisfy the “Non-Employee Director” definition contained in Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and at least two (2) Directors serving on the Committee shall also satisfy the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, as amended, as in effect immediately prior to the enactment of the Tax Cuts and Jobs Act. 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 the Company’s Bylaws. If a Director serving on the Committee ceases to be a Director, the individual shall thereupon cease to serve on the Committee.

### Meetings

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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 member of 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 required by applicable law, the failure to comply with the requirements of this Charter or any applicable exchange rule or other regulation by itself shall not 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, other than its authority under subpart (g) below, to the extent the delegation is consistent with governing law, rules and regulations of any applicable exchange, the Company's Charter and Bylaws, plan documents and other requirements applicable to the Company.

## Responsibilities of the Committee

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### 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. The Committee shall review and recommend to the Board for approval all elements and amounts of compensation for the Chief Executive Officer, the President, and the Chief Operating Officer, including establishment, certification or modification of any performance goals applicable to the Chief Executive Officer, the President, and the Chief Operating Officer. In doing so, the Committee shall evaluate the Chief Executive Officer's, the President's, and the Chief Operating Officer's performance in light of goals and objectives approved by the Board and other factors that the Committee deems appropriate. For purposes of this Charter, "compensation" means any compensation that would be reportable in the "Summary Compensation Table" if the executive officer was a "named executive officer," each as defined in Item 402 of Regulation S-K. The Chief Executive Officer, the President, and the Chief Operating Officer may not be present during voting or deliberations on his or her respective compensation.
- b. The Committee shall review and approve all elements and amounts of compensation for each executive officer other than the Chief Executive Officer, the President, and the Chief Operating Officer (who are addressed in clause (a) above), including establishment, certification or modification of any performance goals applicable to those executive officers. For purposes of this Charter, the term "executive officer" includes any president, principal financial officer, principal accounting officer (or controller, if applicable), any vice president in charge of a principal business unit, division or function, or any other officer or person who performs a policy-making function for the Company, including any officer of any of the Company's subsidiaries who performs such a policy-making function for the Company. For the avoidance of doubt, except as described in the preceding sentence, the Committee shall not have the responsibility to, but may, review the

- compensation of any other officers of the Company and its subsidiaries who are not also executive officers of the Company.
- c. The Committee shall conduct the reviews in subparts (a) and (b) above at least annually and shall consider in conducting those reviews whether the compensation supports the Company's strategy and is in the best interests of stockholders. In doing so, the Committee may consider any factors it deems to be appropriate, including internal equity, competitive practice, individual contributions and applicable legal and regulatory requirements.
  - d. The Committee shall approve, where applicable, or, for the Chief Executive Officer, the President, and the Chief Operating Officer, review and recommend for Board approval, the adoption, and any amendment or termination of the global Short-Term Incentive cash compensation plan and any equity-based incentive compensation plans of the Company that affect employees of the Company and its subsidiaries.
  - e. The Committee may oversee the administration of the Company's cash and equity-based incentive compensation plans, and may approve awards thereunder or, for the Chief Executive Officer, the President, and the Chief Operating Officer, approve and recommend awards for Board ratification, and for the Directors, recommend awards for Board approval, in each case, as the Committee deems appropriate.
  - f. The Committee shall consider periodically whether the cash and equity-based incentives and other forms of pay in the Company's compensation and benefit policies and practices for all employees, including non-executive officers, encourage unnecessary or excessive risk taking and are reasonably likely to have a material adverse effect on the Company and its subsidiaries.
  - g. The Committee shall cause to be prepared a Compensation Committee Report for inclusion in the Company's applicable filings with the Securities and Exchange Commission (the "SEC"). The Committee shall review and discuss with management the Compensation Discussion and Analysis (the "CD&A") required by the SEC's rules and regulations and, based on such review and discussion, the Committee shall recommend to the Board whether the CD&A should be included in the Company's proxy statement or other applicable SEC filings.
  - h. The Committee shall discuss the results of stockholder advisory votes on executive compensation and frequency of such votes and other stockholder input on the Company's compensation plans as part of the Committee's ongoing assessment of the Company's compensation plans.
  - i. The Committee shall annually review and approve the peer group(s) used to evaluate or benchmark the Company's compensation levels, design practices and relative performance.
  - j. The Committee shall be consulted with respect to, and shall recommend to the Board, any employment agreements, severance agreements or change of control agreements that are entered into between the Company and executive officers.
  - k. The Committee shall review annually succession plans relating to the Chief Executive Officer and any other executive officers.

- l. The Committee shall oversee the Company's policies and strategies relating to talent, leadership and culture, including diversity, equity and inclusion.
- m. The Committee shall annually review the level and form of non-employee Director compensation and benefits and, to the extent necessary or desirable, recommend to the Board changes in non-employee Director compensation and benefits.
- n. The Committee shall determine stock ownership guidelines, if any, for executives and directors and shall monitor compliance with such guidelines.
- o. The Committee shall adopt, periodically review, and oversee any clawback policy governing the recoupment of incentive-based compensation paid to any current or former executive officer of the Company that complies with the requirements of the SEC and the BZX listing rules.
- p. In carrying out its purposes, the Committee is authorized to take all actions that it deems necessary or appropriate and may draw upon and direct the internal resources of the Company and may engage compensation consultants, legal counsel (which may be, but need not be, the regular corporate counsel to the Company) and other advisors ("Advisors") as it shall deem desirable from time to time, in its sole discretion, at the cost and expense of the Company, and shall be directly responsible for the appointment, termination, compensation and oversight of work of any Advisors. The Committee shall have sole authority to determine and approve related fees and retention terms for any counsel or other advisors engaged by the Committee. Prior to engaging any Advisor, the Committee shall review the factors enumerated in BZX Rule 14.10(c)(4)(D)(iv).
- q. 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.
- r. The Committee shall report to the Board as it deems appropriate, and as the Board may request.
- s. 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 and its subsidiaries as the Committee deems necessary or appropriate.

## **II. Committee Charter**

The Committee shall interpret and 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. A copy of this Charter shall be made available on the Company's website at [www.cboe.com](http://www.cboe.com).

## **Funding**

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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>	8/16/2024
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