

CBOE Holdings, Inc. and Subsidiaries
Regulatory Independence Policy For Non-Regulatory Group Personnel

Adopted October 28, 2015

Summary

This policy is designed to preserve the independence of the Regulatory Group by prohibiting certain communications between directors or non-regulatory employees of a CBOE Company¹ and Regulatory Group personnel concerning regulatory matters.²

Subject to the exceptions described below, this policy:

1. Prohibits directors and non-regulatory employees of a CBOE Company from discussing issues related to regulatory matters with Regulatory Group personnel;
2. Prohibits directors and non-regulatory employees of a CBOE Company from communicating with Regulatory Group personnel about regulatory issues, questions or complaints that a regulated person or entity has raised about regulatory matters;
3. Provides that, if a director or non-regulatory employee of a CBOE Company is contacted by a regulated person or entity regarding a regulatory matter, the response to such a communication must be limited to advising the person or entity to contact the Chief Regulatory Officer, Deputy Chief Regulatory Officer, or Chief Regulatory Advisor of the applicable CBOE Company or to call the Regulatory Group's complaint line at 312-786-7261.

Purpose

The purpose of this policy is to preserve the independence of the Regulatory Group as it performs its regulatory functions and to avoid even the appearance that the performance of those regulatory functions is or can be affected by the business interests of any CBOE Company or the business interests of any trading permit or privilege holder of any CBOE Company.³

¹ Reference to "CBOE Company" in this policy means CBOE Holdings, Inc.; its subsidiaries Chicago Board Options Exchange, Incorporated ("CBOE"), C2 Options Exchange, Incorporated ("C2"), and CBOE Futures Exchange, LLC ("CFE"); and all other subsidiaries or affiliates of CBOE Holdings, Inc.

² For purposes of this policy, the Regulatory Group includes (i) all regulatory employees of any CBOE Company; (ii) any employee of any CBOE Company who is performing services for the Regulatory Group, including, when providing such services, CBOE's General Counsel as well as systems and database personnel who are assigned to work on matters for the Regulatory Group, and (iii) employees of a regulatory services provider providing regulatory services for a CBOE Company pursuant to a Regulatory Services Agreement ("RSA").

³ CBOE and C2 are self-regulatory organizations under the Securities and Exchange Act of 1934 ("Act"), and each is required to enforce compliance by its trading permit holders and their associated persons with the provisions of the Act, the SEC's rules and regulations, that exchange's rules, and certain rules of the Federal Reserve Board and The Options Clearing Corporation. CFE is a designated contract market under the Commodity Exchange Act ("CEA") and is required to enforce compliance by its trading privilege holders and their related parties with the CEA, the regulations of the Commodity Futures Trading Commission, CFE's rules, certain rules of the Federal

Persons Subject to the Policy

This policy applies to all directors and non-regulatory employees of a CBOE Company.

Regulatory Services Agreements

CBOE and C2 and the Financial Industry Regulatory Authority, Inc. (“FINRA”) are parties to an RSA pursuant to which FINRA performs certain regulatory services for CBOE and C2. CFE has entered into an RSA with the National Futures Association (“NFA”) pursuant to which the NFA performs certain regulatory services for CFE. This policy applies with respect to employees of a regulatory services provider providing regulatory services to CBOE, C2 or CFE in the same manner that it applies with respect to regulatory employees of a CBOE Company. Notwithstanding that a CBOE Company has entered into an RSA with a regulatory services provider, such as FINRA or NFA, to provide regulatory services, the CBOE Company retains ultimate legal responsibility for, and control of, its self-regulatory responsibilities.

The Independence of the Regulatory Group

No director or employee of any CBOE Company shall take any action that could, or reasonably might appear to represent an attempt to, interfere with the independent performance of the Regulatory Group’s regulatory functions or activities.

Communications Regarding Regulatory Matters

Except as otherwise provided below, no director of any CBOE Company or any employee of a CBOE Company engaged in activities outside of the Regulatory Group shall engage in any communications with personnel of the Regulatory Group about any regulatory matter. Regulatory matters include regulatory investigations, examinations, inquiries or complaints either from or about a regulated entity or person concerning existing or anticipated regulatory actions and all investigative and surveillance activities of the Regulatory Group, and the planning and development of examination programs and surveillance procedures. Regulatory matters also include any regulatory investigation, examination, inquiry or complaint that is being investigated or brought by the SEC or by any other regulator. Regulatory matters do not include regulatory inquiries about a CBOE Company or its employees or representatives or activities related to potential legislation, rule-making or general regulatory policies that do not include specific facts about existing or anticipated regulatory investigations, examinations or actions.

As exceptions to this restriction, directors and non-Regulatory Group employees of a CBOE Company may discuss regulatory matters with Regulatory Group personnel to the extent such communications are:

Reserve Board, certain rules of The Options Clearing Corporation and, to the extent applicable, the Act and rules and regulations promulgated pursuant to the Act.

- Initiated by the Regulatory Group personnel in order to obtain information reasonably necessary to carry out the Regulatory Group’s regulatory activities;
- For the purpose of alerting the Regulatory staff of the applicable CBOE Company to the existence of a possible regulatory violation;
- Between Regulatory Group personnel and members of the Regulatory Oversight and Compliance Committees of CBOE and C2, or the Regulatory Oversight Committee of CFE;
- Between Regulatory Group personnel and members of the CBOE Holdings, Inc. Audit Committee and Board in connection with their oversight of CBOE Holdings’ risk assessment and risk management, including risks related to CBOE Holdings’ compliance with laws, regulations, and its policies;⁴
- Between Regulatory Group personnel and directors of a CBOE Company to the extent the communication is relevant to the Board’s self-regulatory responsibilities;
- For the limited purpose of determining whether an application to become a trading permit or privilege holder should be approved or in connection with mandatory reporting obligations;
- For the limited purpose of conveying the final disposition of a regulatory matter;
- Between Regulatory Group personnel and a director of a CBOE Company concerning an appeal from a regulatory decision that the director is involved in deciding;
- Between Regulatory Group personnel and a director of a CBOE Company concerning a regulatory matter involving that director or a firm that employs that director; or
- Authorized by the Chief Regulatory Officer or General Counsel of the applicable CBOE Company.

Directors and employees of a CBOE Company may discuss issues concerning the management, budget and financial planning issues of the Regulatory Group with Regulatory Group personnel, provided that those communications do not include specific facts about existing or anticipated regulatory investigations, examinations or actions.

⁴ The Chief Regulatory Officer of the applicable CBOE Company will have direct access to the Audit Committee Chairperson to discuss matters related to oversight of CBOE Holdings’ risk assessment and risk management, including risks related to CBOE Holdings’ compliance with laws, regulations, and its policies.

Responding To Communications Regarding Regulatory Matters

Except as otherwise provided in this policy, no director or employee of any CBOE Company shall inform any Regulatory Group personnel about any issues, questions, concerns or complaints about a regulatory matter or issue raised by a trading permit or privilege holder of any CBOE Company or by any other person or entity.

Except as otherwise provided in this policy, if a regulated person or entity attempts to raise an issue, question, concern or complaint about a regulatory matter or issue related to that regulated person or entity with a director or with an employee of a CBOE Company who is not a member of the Regulatory Group, the response to such a communication shall be limited to advising the person or entity to raise the issue directly with the Chief Regulatory Officer, Deputy Chief Regulatory Officer, or Chief Regulatory Advisor of the applicable CBOE Company or to call the Regulatory Group's complaint line at 312-786-7261. Under no circumstances should any director or any employee who is not a member of the Regulatory Group provide any guidance or advice regarding a regulatory matter. Regulatory Group personnel shall follow the policies of the Regulatory Group regarding when it is appropriate to provide guidance or advice regarding regulatory matters.

Violations of the Policy

Any violation of this policy shall be subject to appropriate disciplinary action, which may include the termination of employment.