CBOE CLEAR U.S., LLC
NOMINATING COMMITTEE CHARTER

Purpose and Establishment

The Nominating Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Cboe Clear U.S., LLC, a Delaware limited liability company (the “Company” or “Cboe Clear US”). The Committee is established by the Board pursuant to the Board’s discretionary authority under Section V of the Ninth Amended and Restated Limited Liability Company Agreement (the “LLC Agreement”) and the Cboe Clear US Board Charter.

The purpose of the Committee is to: (i) identify, evaluate, and recommend to the Board qualified individuals for appointment as Directors of Cboe Clear US for submission to the sole member of Cboe Clear US from time to time, which is currently Cboe Clear Digital Holdings, LLC (the “Member”) for appointment; (ii) develop and maintain written policies and procedures for evaluating the independence, fitness, and qualifications of Director candidates; (iii) promote continuing education for Directors on matters relevant to their duties, consistent with Applicable Law, including SEC Rule 17ad-25(f); and (iv) perform such other functions as the Board may delegate from time to time consistent with Section V of the LLC Agreement.

Definitions

Capitalized terms not defined herein shall have the meanings set forth in the Rules or LLC Agreement, as applicable:

- “Rules” or the “Rulebook” means the Cboe Clear USRulebook, including any rule, interpretation or stated policy, as amended from time to time.

- "LLC Agreement" means the Ninth Amended and Restated Limited Liability Company Agreement of Cboe Clear US, as amended or restated from time to time.
- "Member" means the sole member of Cboe Clear US from time to time, which is currently Cboe Clear Digital Holdings, LLC..
- "Independent Director" means a Director satisfying the independence criteria in Section V(c) of the LLC Agreement, CFTC Regulation 39.26 and SEC Rule 17ad-25.
- "Applicable Law" has the meaning set forth in Rule 101(d).
- "CEA" means the Commodity Exchange Act, as amended.
- "CFTC Regulations" means the rules, orders, regulations and interpretations promulgated by the CFTC pursuant to the CEA.
- "Exchange Act" means the Securities Exchange Act of 1934, as amended.
- "SEC Regulations" means the rules, orders, regulations and interpretations promulgated by the SEC pursuant to the Exchange Act.

Membership and Organization

I. General

a. The Committee shall consist of a minimum of three (3) members appointed by the Board consistent with Section V of the LLC Agreement, each of whom must be a Director. The Board shall designate one Committee member as Chairperson of the Committee (the "Committee Chair"), who shall be an Independent Director, consistent with the LLC Agreement. A majority of the Directors serving on the Committee shall be Independent Directors in at least the same majority percentage as required for the Board.

b. Consistent with Section V of the LLC Agreement, to the extent provided in a resolution of the Board or in the LLC Agreement, the Committee shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Company.

c. Committee members shall serve at the pleasure of the Board and may be removed or replaced by the Board at any time. The Board shall fill any vacancy on the Committee as promptly as practicable.

d. The Committee Chair shall preside at all Committee meetings, set the agenda in consultation with management as appropriate, and serve as the primary liaison between the Committee and the Board.

Outside Advisors

The Committee shall have the authority to retain, at the Company's expense, such outside search firms, background investigation services, legal counsel, and other advisers as the Committee deems necessary or appropriate to fulfill its responsibilities. The Committee shall have sole authority to approve the fees and retention terms of any such advisers.

Meetings

In accordance with Section V of the LLC Agreement, the Committee shall meet as frequently as its responsibilities require. Meetings of any committee may be held at any time or place as shall be determined by resolution of the Committee, the chairperson of the Committee or any two (2) members of the Committee consistent with the LLC Agreement. Notice of any meeting of the Committee shall be given in the same manner as notice of any meeting of the Board as provided in the LLC Agreement. A majority of the entire Committee shall constitute a quorum at any meeting of the Committee. Meetings may be held in person, by telephone, video conference, or any means by which all participants can simultaneously hear one another. Actions shall be decided by affirmative vote of a majority of Committee members present at a meeting at which a quorum is present, or by a majority acting by written consent in lieu of a meeting. The Committee shall keep minutes or other records of its meetings and actions, which shall be reported to the Board. All Committee deliberations and materials shall be treated as confidential consistent with Applicable Law.

Director Evaluation and Nomination Process

I. Written Evaluation Process

a. The Committee shall have those powers, authorities, and responsibilities delegated to it by the Board pursuant to Section V of the LLC Agreement. Accordingly, the Committee shall develop, maintain, and apply written policies and procedures for identifying and evaluating Director candidates. The Committee shall conduct written evaluations of each candidate and document the outcome of each evaluation.

II. Evaluation Criteria

b. The written evaluation shall, at a minimum, address each of the following criteria:

- Fitness Standards: Whether the candidate satisfies the written fitness standards approved by the Board, including the absence of any statutory disqualification as defined under Section 3(a)(39) of the Exchange Act; is currently subject to or has had imposed on him or her within the past three years a CFTC registration revocation or suspension in any capacity for any reason, or has been convicted within the past three years of any of the felonies listed in Section 8a(2)(D)(ii) through (iv) of the CEA; the specific disqualifying conditions in Rule 205 and as set forth in the LLC Agreement;
- Expertise, Availability and Integrity: Whether the candidate possesses relevant expertise, is available to fulfill the duties of a Director, and demonstrates integrity, consistent with the LLC Agreement and Applicable Law, including SEC Rule 17ad-25(c)(4)(i);
- Board Characteristics: Whether the candidate complements the other Board members such that, if appointed, the Board as a whole would have a diversity of skills, knowledge, experience, and perspectives and would represent the views of owners and participants;
- Stakeholder Representation: Consistent with Section V of the LLC Agreement, the Committee shall consider the views of participants and other relevant stakeholders regarding material developments in the Company's risk management and operations on a recurring basis, including, whether the candidate's appointment would reflect the range of different business strategies, models, and sizes across participants, as well as the range of customers and clients the participants serve. The Committee shall also consider the views of other stakeholders who may be affected by the decisions of Cboe Clear

US, including transfer agents, settlement banks, nostro agents, liquidity providers, and technology or other service providers, as applicable; and

- Independence and Material Relationships: Whether the candidate would qualify as an Independent Director consistent with Section V of the LLC Agreement, and whether the candidate has any known material relationship with Cboe Clear US or any affiliate thereof, an owner, a participant, or a representative of another stakeholder.

III. Fitness Standards

a. The Committee shall specify fitness standards for serving as a Director, document such standards in writing, and submit them to the Board for approval. Fitness standards shall be consistent with the requirements of SEC Rule 17ad-25 and the disqualifying conditions set forth in the LLC Agreement and Section II of this Charter. The Committee shall review these standards on an annual basis and recommend updated fitness standards to the Board as needed.

IV. Nomination and Recommendation

a. Following its evaluation, the Committee shall recommend to the Board one or more candidates for each Director vacancy or anticipated vacancy. The Board shall review the Committee's recommendations and, if it approves, shall submit such candidates to the Member for appointment. The Committee's recommendation shall be accompanied by a written summary of its evaluation findings for each recommended candidate.

Director Orientation and Continuing Education

Consistent with the LLC Agreement, the Committee shall ensure that newly appointed Directors receive an orientation covering the business and operations of Cboe Clear US, its regulatory framework, the Rules, the LLC Agreement, and governance processes, as such obligation was delegated to the Nominating Committee by the Board. The Nominating Committee shall promote continuing education for Directors on matters relevant to their duties, consistent with the LLC Agreement and SEC Rule 17ad-25(f).

The Committee Chair shall report to the Board on the activities, findings, and recommendations of the Committee following each Committee meeting. Such reports shall include a summary of Director candidates reviewed, the Committee's recommendations, and the results of independence evaluations. The Committee shall report to the Board on any recommended updates to fitness standards or this Charter.

Confidentiality

Consistent with the LLC Agreement, all information and documents obtained by a Director in the course of Board service shall be treated as confidential and shall not be disclosed or used for any purpose other than performance of the Director's duties. These obligations survive termination of service. Disclosure is permitted only as required under Applicable Law, including, but not limited to, the CFTC, SEC or U.S. Department of Justice, as applicable.

Conflicts of Interest

Consistent with the LLC Agreement, each Committee member shall comply with the conflicts of interest policies established, implemented and maintained by the Board which are reasonably designed to identify, document, and mitigate or eliminate conflicts of interest in the decision-making process involving Directors and senior managers. Each Director shall promptly disclose any relationship or interest that could affect the Director's independent judgment. Prior to consideration of any matter, each Director shall disclose to the Chief Compliance Officer any material conflict of interest. Any Director with a material conflict of interest shall recuse himself or herself from deliberations and voting on that matter. All recusals and reasons therefor shall be reflected in the minutes. Directors are also expected to comply with applicable Cboe Global Markets, Inc. policies, including the Code of Business Conduct and Ethics, to the extent consistent with the LLC Agreement, the Rules and Applicable Law.

Amendments

This Charter may be amended by a majority vote of the Board at any duly convened meeting at which a quorum is present or by written consent, subject to applicable Member reserved powers under Section V of the LLC Agreement. Any amendment shall be reported to the Member and filed with applicable regulatory authorities, including the CFTC and SEC, as required by Applicable Law.

Governing Law

This Charter shall be governed by the internal laws of the State of Delaware with respect to fiduciary duties and entity governance, and the State of Illinois with respect to the Rules, consistent with Rule 707. In all matters relating to regulatory obligations, this Charter shall be interpreted consistent with the CEA, CFTC Regulations, the Exchange Act, SEC Regulations, the Rules and Applicable Law.

Last Adopted Date	June [], 2026