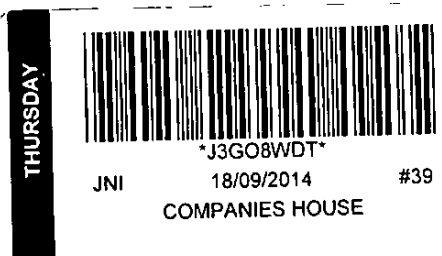


CME Technology and Support Services Limited

Registered No. NI610336

Report and Financial Statements

For the year ended 31 December 2013



Directors

K Cronin
W Knottenbelt
K Kometer
J Parisi
A Seaman

Auditors

Ernst & Young LLP
Bedford House
16 Bedford Street
Belfast, BT2 7DT

Bankers

Barclays Bank plc
128 Moorgate
London, EC2M 6SX

Registered Office

5th Floor Millennium House
17-25 Great Victoria Street
Belfast, BT2 7QG

Solicitors

Norton Rose LLP
3 More London Riverside
London, SE1 2AQ

Strategic report

The directors present their strategic report for the year ended 31 December 2013.

Results and dividends

The profit for the year after taxation was £1,962,292. The directors do not recommend payment of a dividend for the year.

Principal activities and review of the business

CME Technology and Support Services Limited ("the Company") was initially incorporated under the former name of Front End Technology Services Limited on 12 December 2011, and commenced trading from February 2012.

A special resolution was approved on the 9 January 2012 to change the name to CME Technology and Support Services Limited.

The Company provides technology and support services to the CME Group entities.

Key performance indicators

	For the year ended 31 December 2013	For the period from incorporation 12 December 2011 to 31 December 2012
	£	£
Turnover	9,421,991	2,711,888
Profit after taxation	1,962,292	352,738
Shareholders' funds	4,324,426	2,352,739

CME Group has over the course of 2013, assessed the estimated cost allocation across Group companies, including the Company. Those inter-company charges are based on the arm's length principle.

Principal risks and uncertainties

Liquidity

The Company's policy is to manage liquidity risk by maintaining sufficient bank balances to manage short-term liquidity requirements. The Company also relies on immediate parent company support to meet the liquidity needs.

Foreign currency risk

The Company is exposed to foreign currency risk on a transactional basis, where receipts and payments occur in currencies other than the Great British pound, and on a translation basis, whereby assets and liabilities are denominated in currencies other than the Great British pound. The exposure to foreign currency transaction risk resulting from the operations is considered minimal.

Credit risk

Credit risk arises from cash, cash equivalents and deposits with banks and financial institutions. For banks and financial institutions, only independently rated parties with a minimum rating of 'A' are accepted. The Company also has credit risk exposure to receivables from Group entities as a result of intercompany recharges. This risk is managed on a Group basis.

Strategic report

Operational risk

Operational risk is the risk of losses due to inadequate or failed internal processes, or due to external events, whether deliberate, accidental, or natural occurrences. Internal processes include human resource systems, risk management and internal controls (including fraud prevention). Internal processes are subject to risks associated with human error, breaches of safety and failure of error prevention and detection systems. Operational risks also include possible failures of information technology systems.

Going concern

The Directors have reviewed the business activities and financial position of the Company and have a reasonable expectation that it has adequate resources for the foreseeable future. In making this assessment the directors have considered a wide range of information about the current and future condition of the Company and including the strategic direction, activities and risks that affect the financial position. In particular the directors have assessed the 2014 budget, future plans and funding arrangements. For these reasons the financial statements have been prepared on a going concern basis.

On behalf of the Board



W Knottenbelt
Director

Date 29/8/2014

Directors' report

The directors present their report to the year ended 31 December 2013.

Directors

The following directors have held office during the year:

K Cronin	
W Knottenbelt	
K Kometer	
J Parisi	
R Ray	(deceased 6 March 2014)
A Seaman	(appointed 8 March 2013)

None of the directors had any beneficial interest in the share capital of the Company or any other CME UK Group company at any time during the period.

Directors' liabilities

The Company has indemnified one or more directors of the Company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision was in force during the year.

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Company's auditor, each director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditors

The auditor in office will be deemed to have been re-appointed pursuant to section 487(2) of the Companies Act 2006 unless the members or directors resolve otherwise.

On behalf of the Board



W Knottenbelt
Director

Date

29/8/2014

Statement of Directors' responsibilities

The directors are responsible for preparing the Strategic report, the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping proper accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent auditors' report

To the members of CME Technology and Support Services Limited

We have audited the financial statements of CME Technology and Support Services Limited for the year to 31 December 2013 which comprise Profit and Loss Account, Balance Sheet and the related notes 1 to 18. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Statement of Directors' responsibilities set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the reported financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2013 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

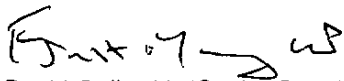
Independent auditors' report - continued

To the members of CME Technology and Support Services Limited

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



David Galbraith (Senior Statutory Auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

Belfast

Date 3 September 2014

Profit and loss account

For the year ended 31 December 2013

		For the year ended 31 December 2013	For the period from incorporation 12 December 2011 to 31 December 2012
	Notes	£	£
Turnover	2	9,421,991	2,711,888
Administration expenses		(6,798,239)	(2,229,168)
Operating profit	3	2,623,752	482,720
Profit on ordinary activities before taxation		2,623,752	482,720
Tax on profit on ordinary activities	6	(661,460)	(129,982)
Profit on ordinary activities after taxation		1,962,292	352,738

The results are derived entirely from continuing activities.

There are no recognised gains or losses other than those passing through the profit and loss account.

The notes on pages 10 to 18 form an integral part of these financial statements.

Balance sheet

As at 31 December

	Notes	2013 £	2012 £
Fixed assets			
Tangible fixed assets	7	1,574,861	1,776,902
Other non-current assets	8	183,811	39,678
		<u>1,758,672</u>	<u>1,816,580</u>
Current assets			
Cash at bank and in hand		5,095,410	2,143,578
Debtors	9	1,645,385	1,490,972
Total current assets		<u>6,740,795</u>	<u>3,634,550</u>
Creditors: amounts falling due within one year	10	<u>(2,175,041)</u>	<u>(1,098,391)</u>
Net current assets		<u>4,565,754</u>	<u>2,536,159</u>
Total assets less current liabilities		<u>6,324,426</u>	<u>4,352,739</u>
Creditors: amounts falling due more than one year	11	<u>(2,000,000)</u>	<u>(2,000,000)</u>
Net assets		<u>4,324,426</u>	<u>2,352,739</u>
Capital and reserves			
Called up share capital	12	2,000,001	2,000,001
Other reserves	13	9,395	-
Profit and loss account	13	2,315,030	352,738
Total shareholders' funds		<u>4,324,426</u>	<u>2,352,739</u>

The notes on pages 10 to 18 form an integral part of these financial statements.

The financial statements were approved and authorised by the Board of Directors on and were signed on its behalf by:

W Knottenbelt
Director

Date

W Knottenbelt
29 August
~~3 September 2014~~

Notes to the financial statements

For the year ended 31 December 2013

1. Accounting policies

A summary of the principal accounting policies, all of which have been applied consistently throughout the year and the preceding periods are set out below.

Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with the applicable laws and United Kingdom Generally Accepted Accounting Practice ("UK GAAP").

The financial statements have been prepared on a going concern basis.

The company's functional and reporting currency is GBP.

Statement of cash flows

The directors have taken advantage of the exemption in Financial Reporting Standard No. 1 (revised) from including a cash flow statement on the grounds that it is a wholly owned subsidiary whose ultimate parent company produces a consolidated cash flow statement which includes the results of the Company.

Recharge of Management Services

Management fees in connection with management services provided to CME UK Group companies are recognised on an accruals basis. The final intercompany charges are calculated based on the result of transfer pricing studies and charged on an arm's-length basis.

Tangible fixed assets

Tangible fixed assets are stated at cost less depreciation. The cost of fixed assets is their purchase cost, together with any incidental costs of acquisition. Depreciation is provided over the life of the asset to write off the cost less the estimated residual value of each asset over its expected useful economic life as follows

• Leasehold Improvement	10 years
• IT Hardware	3 years
• Software	4 years
• Office equipment and other	7 years

Impairment

The carrying values of the fixed assets are reviewed for impairment if events or changes in circumstances indicate the carrying amount may not be recoverable. An impairment loss is provided for in the current year profit and loss account when the carrying value of an asset exceeds its recoverable amount. The estimated recoverable amount is defined as the higher of the net realisable value and value in use. The value in use is determined by reference to estimated future discounted cash flows.

Taxation

UK corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions:

Notes to the financial statements

For the year ended 31 December 2013

1. Accounting policies (continued)

- Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, or gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.
- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the year in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Current asset investments

Investments are included in the balance sheet at cost less amounts written off, representing impairment in value.

Operating leases

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term. Lease incentives are recognised on the same basis over the lease term.

Pensions

The Company operates a defined contribution scheme. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

Provision for liabilities

A provision is recognised when the Company has a legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation.

Foreign currency transactions

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the profit and loss account.

Government grants

Government grants are recognized in the income statement so as to match them with the expenditure towards which they are intended to contribute, when the conditions of their receipt have been complied with and there is reasonable assurance that the grant will be received.

Notes to the financial statements

For the year ended 31 December 2013

2. Turnover and segmental analysis

Turnover represents recharges of operation management services to the CME Group entities at a mark-up on those services provided during the year together with Government grants received. All turnover is derived from within the United Kingdom.

	For the year ended 31 December 2013	For the period from incorporation 12 December 2011 to 31 December 2012
	£	£
Intercompany management revenue	9,421,991	2,711,888
	<u>9,421,991</u>	<u>2,711,888</u>

3. Operating profit

This is stated after charging / (crediting)

	For the year ended 31 December 2013	For the period from incorporation 12 December 2011 to 31 December 2012
	£	£
Depreciation and amortisation	465,850	143,120
Foreign exchanges (gains) / loss	(44,534)	6,573
Operating lease – land and buildings	298,654	95,307
Fees payable to the Company's Auditor for:		
-statutory audit services	13,050	15,000
-statutory tax compliance services	16,772	9,950

Notes to the financial statements

For the year ended 31 December 2013

4. Directors' remuneration

The Directors were employed and remunerated as directors or executives of CME Group Inc and its subsidiaries ("the Group") in respect of their services to the Group as a whole, and it is therefore considered that there is no appropriate basis on which they can apportion part of their remuneration for their services to the Company. The directors emoluments are considered negligible.

5. Staff costs

	For the year ended 31 December 2013	For the period from incorporation 12 December 2011 to 31 December 2012
	£	£
Wages and salaries	3,659,593	716,961
Social security costs	304,033	53,956
Pensions and other benefits	301,588	39,066
Grant relief obtained	(288,000)	(204,000)
	<u>3,977,214</u>	<u>609,983</u>

The average monthly number of employees during the year was as follows:

	For the year ended 31 December 2013	For the period from incorporation 12 December 2011 to 31 December 2012
	£	£
Employees	<u>67</u>	<u>33</u>
	<u>67</u>	<u>33</u>

The Company makes contributions at variable rates to certain employees' pension plans. The pension cost charge represents contributions payable by the Company to the plans amounting to £315,838. The amount of outstanding pension contributions at the year-end was £33,983.

Notes to the financial statements

For the year ended 31 December 2013

6. Taxation

	For the year ended 31 December 2013	For the period from incorporation 12 December 2011 to 31 December 2012
	£	£
(a) Tax charge is comprised as follows:		
Current tax charge for the period	689,576	123,195
Deferred tax charge for the period	(31,758)	7,229
Deferred tax rate change	3,642	(442)
	<u>661,460</u>	<u>129,982</u>
(b) Factors affecting the tax charge for the period:		
Profit on ordinary activities before taxation	2,623,752	482,720
Profit on ordinary activities before taxation multiplied by UK hybrid tax rate 23.25% (2012: 24.5%)	609,932	118,267
Effects of:		
Non-deductible expenses	32,708	12,158
Pensions not deductible	-	3,486
Adjustments in respect of prior periods	4,847	-
Other timing differences	8,193	-
Capital allowances in excess of depreciation	33,896	(10,716)
Current tax charge for the period	<u>689,576</u>	<u>123,195</u>
(c) Deferred tax (asset) / liability is comprised of:		
Fixed asset differences	(11,765)	10,059
Other timing differences	(6,796)	-
Share based payments	(2,768)	-
Pension contributions	-	(3,272)
	<u>(21,329)</u>	<u>6,787</u>

The UK Budget 2013 brought about changes to the rate of corporation tax in the UK. The rate decreased to 21% from 1 April 2014 and will decrease to 20% from 1 April 2015. These rates were both enacted into tax law in July 2013. Under UK GAAP, deferred tax assets and liabilities are measured at the tax rates which are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. Accordingly the unrecognised deferred tax balances stated above and measured at 31 December 2013 have been reflected at the tax rates they are expected to be realised or settled.

Notes to the financial statements

For the year ended 31 December 2013

7. Tangible fixed assets

Cost	Leasehold Improvement £	Computer equipment £	Software £	Office equipment & other £	Total £
At 1 January 2013	1,094,173	296,676	8,638	520,535	1,920,022
Additions	81,112	138,044	28,815	15,838	263,809
At 31 December 2013	1,175,285	434,720	37,453	536,373	2,183,831
Accumulated Depreciation					
At 1 January 2013	66,355	48,552	558	27,655	143,120
Charge for the year	212,687	169,369	6,059	77,735	465,850
At 31 December 2013	279,042	217,921	6,617	105,390	608,970
Net Book Value 31 December 2013	896,243	216,799	30,836	430,983	1,574,861
Net Book Value 31 December 2012	1,027,818	248,124	8,080	492,880	1,776,902

8. Other non-current assets

	31 December 2013 £	31 December 2012 £
Commission and property costs	39,811	39,678
Amounts held in Escrow	144,000	-
	183,811	39,678

The commission and property costs are amortised over the term of the lease.
The government grants are held in Escrow until such time that the grant monies received are available for release from Escrow in line with the government grant terms and conditions. Presently, these monies will remain in Escrow until 2017.

Notes to the financial statements

For the year ended 31 December 2013

9. Debtors

	31 December 2013 £	31 December 2012 £
Prepayment and accrued income	754,532	328,976
Other taxes	81,814	282,540
Amounts owed by group undertakings	787,710	879,456
Deferred tax	21,329	-
	1,645,385	1,490,972

10. Creditors: amounts falling due within one year

	31 December 2013 £	31 December 2012 £
Accruals	728,167	130,429
Trade Creditors	360,966	95,922
Amounts owed to group undertaking	1,085,908	742,058
Corporation tax payable	-	129,982
	2,175,041	1,098,391

11. Creditors: amounts falling due after one year

	31 December 2013 £	31 December 2012 £
Other long term liabilities	2,000,000	2,000,000

Other non-current liabilities are interest bearing to group entities with a repayment date of December 2018. Interest is charged at the rate of 4% per annum.

12. Share capital

	31 December 2013 £	31 December 2012 £
Allocated, called up and fully paid		
2,000,001 Ordinary shares of £1 each	2,000,001	2,000,001

Notes to the financial statements

For the year ended 31 December 2013

13. Reconciliation of movement in shareholders' funds and movements on reserves

	Share capital	Other share reserves	Profit and loss account	Total shareholder's funds
	£	£	£	£
At 31 December 2012	2,000,001	-	352,738	2,352,739
Share based payments	-	9,395	-	9,395
Profit for the year	-	-	1,962,292	1,962,292
Balance at 31 December 2013	<u>2,000,001</u>	<u>9,395</u>	<u>2,315,030</u>	<u>4,324,426</u>

14. Share-based payments

CME Group Inc. Equity Plan

Stock-based awards are granted under the CME Group Inc. Equity Plan. There are three types of share based awards namely share options, restricted stock awards and performance stock awards. Share options and restricted stock awards vest over 4 years from the grant date. Performance stock awards are contingent on meeting stated goals and vest in tranches over the performance period of between three and four years.

Restricted stock awards

The following table illustrates the number of, and movement in, restricted stock during the year.

	31 December 2013	31 December 2013	31 December 2012	31 December 2012
	Number	Weighted average price \$	Number	Weighted average price \$
At 1 January 2013	-	-	-	-
Granted during the year	<u>1,428</u>	<u>71.73</u>	<u>-</u>	<u>-</u>
At 31 December 2013	<u>1,428</u>	<u>71.73</u>	<u>-</u>	<u>-</u>

Total expense recognised during the year arising from the above share based payments was £9,395 (2012: £nil).

Notes to the financial statements

For the year ended 31 December 2013

15. Parent undertaking and controlling party

The Company's immediate parent undertaking is Chicago Mercantile Exchange Luxembourg S.A.R.L which is a subsidiary of CME Group Inc. CME Group Inc is the Company's ultimate parent undertaking and controlling party is CME Group Inc, whose principal address of business is 20 South Wacker Drive, Chicago, Illinois 60606, USA. It is a company incorporated in the United States of America and listed on the NASDAQ.

CME Group Inc. is the smallest Group at which the results of the Company are consolidated. The consolidated financial statements of CME Group Inc. are available to the public and may be obtained from the offices of CME Group Inc. or <http://investor.cmeGroup.com>.

16. Related party transactions

The Company has taken advantage of the exemption in FRS 8 from disclosing transactions with related parties that are wholly owned within the CME Group Inc.

17. Financial commitments

The Company's principal operational premise is leased. During the prior period, the lease contract entered into was in relation to Millennium House 5th floor, Belfast and terminates on 8 July 2017.

During the year, an additional lease contract entered into was in relation to Millennium House 4th floor, Belfast and terminates on 8 July 2017.

At 31 December 2013 the company's annual commitments under non-cancellable operating leases were as follows:

	31 December 2013 £	31 December 2012 £
Within one year	-	-
In three to five years	302,665	187,660
After five years	-	-
	302,665	187,660

18. Subsequent events

There were no events subsequent to the balance sheet date requiring further disclosure.