Interactive Brokers Group, Inc.
Form DEF 14A
March 08, 2018

Use these links to rapidly review the document
TABLE OF CONTENTS

Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

INTERACTIVE BROKERS GROUP, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

ý No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

INTERACTIVE BROKERS GROUP, INC.

One Pickwick Plaza
Greenwich, Connecticut 06830

March 8, 2018

Dear Stockholder:

You are cordially invited to attend the 2018 Annual Meeting of Stockholders of Interactive Brokers Group, Inc. We will hold the meeting on Thursday, April 19, 2018 at 9:30 a.m. Eastern Time, at 432 Park Avenue, New York, NY 10022. We hope that you will be able to attend.

Details regarding admission to the meeting and the business to be conducted are described in the Notice of Internet Availability of Proxy Materials you received in the mail and in this proxy statement. We have also made available a copy of our 2017 Annual Report with this proxy statement. We encourage you to read our Annual Report. It includes our audited financial statements and provides information about our business and products.

Securities and Exchange Commission rules allow companies to furnish proxy materials to their stockholders on the Internet. We are pleased to take advantage of these rules and believe that they enable us to provide you with the information you need, while making delivery more efficient and more environmentally friendly. In accordance with these rules, we have sent a Notice of Internet Availability of Proxy Materials to each of our stockholders providing instructions on how to access our proxy materials and 2017 Annual Report over the Internet.

Your vote is very important to us. Whether or not you plan to attend the meeting in person, your shares should be represented and voted.

Sincerely,

Thomas Peterffy
Chief Executive Officer and
Chairman of the Board of Directors

Table of Contents

INTERACTIVE BROKERS GROUP, INC.

One Pickwick Plaza
Greenwich, Connecticut 06830

Notice of 2018 Annual Meeting of Stockholders

TIME AND DATE	9:30 a.m., Eastern Time, on Thursday, April 19, 2018
PLACE	432 Park Avenue, New York, NY 10022
ITEMS OF BUSINESS	
	To elect eight directors to the Board of Directors to serve until the annual stockholders' meeting in 2019, and until their respective successors have been elected and qualified.
	To approve an amendment to the Company's 2007 Stock Incentive Plan to extend its term for a ten-year period through April 24, 2027.
	To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2018.
	To transact such other business as may properly come before the Annual Meeting.
ADDITIONAL INFORMATION	Additional information regarding the items of business to be acted on at the Annual Meeting is included in the accompanying Proxy Statement.
RECORD DATE	The record date for the determination of the stockholders entitled to vote at the Annual Meeting, or any adjournments or postponements thereof, is the close of business on February 23, 2018.
INSPECTION OF LIST OF STOCKHOLDERS OF RECORD	A list of the stockholders of record as of February 23, 2018 will be available for inspection at the Annual Meeting, and for ten days prior to the Annual Meeting, during ordinary business hours at our offices at One Pickwick Plaza, Greenwich, CT 06830. Please contact our Corporate Secretary at 203-618-4070 if you wish to inspect the list of stockholders prior to the Annual Meeting.
PROXY VOTING	Your vote is very important. Whether or not you plan to attend the Annual Meeting, we encourage you to read this proxy statement and submit your proxy or voting instructions as soon as possible. For specific instructions on how to vote your shares, please refer to the instructions on the Notice you received in the mail, the section entitled Voting Instruction and Information beginning on page 1 of this proxy statement or, if you requested to receive printed proxy materials, your enclosed proxy card.

Important Notice of Internet Availability of Proxy Materials for the Stockholder Meeting to be Held on April 19, 2018. This Proxy Statement and our 2017 Annual Report are available at www.proxyvote.com

By Order of the Board of Directors,

Paul J. Brody
Chief Financial Officer, Treasurer and Secretary

March 8, 2018

Table of Contents

TABLE OF CONTENTS

INTRODUCTION	1
VOTING INSTRUCTION AND INFORMATION	1
Why did I receive a Notice regarding the Availability of Proxy Materials?	1
Who can vote at the Annual Meeting?	2
Who is and is not a stockholder of record?	2
What do I need to do to attend the Annual Meeting?	2
How do I request paper copies of the proxy materials?	3
How do I vote?	3
How can I revoke my proxy or substitute a new proxy or change my vote?	4
How can I obtain an additional proxy card?	4
If I submit a proxy by Internet, telephone or mail, how will my shares be voted?	4
If I hold my shares in "street name" and do not provide voting instructions, can my broker still vote my shares?	5
What vote is required for a director to be elected or for the other proposals to be ratified?	5
How many votes are required to transact business at the Annual Meeting?	5
How do I obtain more information about the Company?	6
Who pays for the expenses of this proxy solicitation?	6
ITEM 1. ELECTION OF DIRECTORS	7
Nominees for Election to our Board	7
Directors' Recommendation	10
Board Leadership Structure	10
The Board's Role in Risk Oversight	10
Board Meetings and Committees	10
Compensation Committee Interlocks and Insider Participation	13
IBG LLC Steering Committee	13
Communication with the Board of Directors	13
Compensation Discussion and Analysis	14
Executive Compensation	19
Beneficial Ownership of Directors, Executive Officers and Owners of More Than Five Percent	25
Certain Relationships and Related Transactions	27
ITEM 2: APPROVAL OF AMENDMENT TO THE 2007 STOCK INCENTIVE PLAN TO EXTEND ITS TERM	31
Summary of the Plan	31
Directors' Recommendation	34
ITEM 3. RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	35
Fees Paid to Independent Registered Public Accounting Firm	35
Directors' Recommendation	35
OTHER MATTERS	36
Section 16(a) Beneficial Ownership Reporting Compliance	36
Other Business	36
Stockholder Proposals for 2018 Annual Meeting of Stockholders	36
Stockholder Recommendations for Director Candidates	36
Important Notice Regarding Delivery of Stockholder Documents	37

Table of Contents

INTERACTIVE BROKERS GROUP, INC.

One Pickwick Plaza
Greenwich, Connecticut 06830

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS

April 19, 2018

INTRODUCTION

This Proxy Statement is furnished in connection with a solicitation of proxies by the Board of Directors (the "Board") of Interactive Brokers Group, Inc. ("IBG, Inc."), a Delaware corporation, to be used at our 2018 Annual Meeting of Stockholders (the "Annual Meeting") on Thursday, April 19, 2018 at 9:30 a.m., Eastern Time, and at any adjournments or postponements of the Annual Meeting. This Proxy Statement and the accompanying form of proxy are first being made available on or about March 8, 2018.

When we use the terms "Company," "we," "us" and "our," we mean Interactive Brokers Group, Inc., a Delaware corporation, its consolidated subsidiaries and predecessor companies.

VOTING INSTRUCTION AND INFORMATION

Why did I receive a Notice regarding the Availability of Proxy Materials?

In accordance with Securities and Exchange Commission ("SEC") rules, instead of mailing a printed copy of our proxy materials, we may send a Notice of Internet Availability of Proxy Materials (the "Notice") to stockholders. All stockholders will have the ability to access the proxy materials on a website referred to in the Notice or to request a printed set of these materials at no charge. You will not receive a printed copy of the proxy materials unless you specifically request one. Instead, the Notice instructs you as to how you may access and review all of the important information contained in the proxy materials via the Internet and submit your vote via the Internet or telephonically.

In addition, you may request to receive future proxy materials on an ongoing basis (i) electronically by e-mail or (ii) in printed form by mail. Choosing to receive future proxy materials by e-mail will save the Company the cost of printing and mailing documents to stockholders and will reduce the impact of annual meetings on the environment. Your election to receive proxy materials by e-mail or by mail will remain in effect until you terminate it.

Table of Contents

Who can vote at the Annual Meeting?

You are entitled to vote your shares of Class A common stock, par value $0.01 per share (the "common stock"), of the Company if you were a stockholder at the close of business on February 23, 2018, the record date for the Annual Meeting. At the close of business on the record date, 71,475,755 shares of common stock were outstanding. In addition, 100 shares of Class B common stock, par value $0.01 per share (the "Class B common stock"), of the Company were outstanding. All of the outstanding shares of Class B common stock are held of record by IBG Holdings LLC ("Holdings"), an entity controlled by Mr. Thomas Peterffy, our founder, Chairman and Chief Executive Officer, through his ownership of the voting membership interests in Holdings.

The holders of the common stock and the Class B common stock will vote together as a single class on each of the proposals described in this proxy statement. The holder of each share of the common stock is entitled to one vote per share. Pursuant to our Amended and Restated Certificate of Incorporation, the holder of each share of the Class B common stock is entitled to 3,402,294 votes (that number equal to the number of membership interests in IBG LLC, the holding company for our businesses, such holder held on the record date divided by 100). Accordingly, Holdings, as the sole holder of the Class B common stock, is expected to be entitled to approximately 340,229,444 votes in the aggregate, or approximately 82.6% of all votes eligible to be cast at the Annual Meeting.

As of March 6, 2018, our directors and executive officers beneficially owned an aggregate of approximately 1,418,024 shares of common stock and restricted stock units awards ("stock awards") that vest within 60 days, constituting approximately 1.98% of the common stock outstanding as of such date, of which 1,135,812 shares can be voted at the annual meeting and constituting approximately 0.28% of all votes eligible to be cast at the Annual Meeting. It is expected that such directors and executive officers will vote or direct the vote of all shares of common stock held or owned by such persons, or over which such persons have voting control, in favor of the proposals described in this proxy statement. It also is expected that Holdings will vote its shares of Class B common stock, expected to constitute approximately 82.6% of all votes eligible to be cast at the Annual Meeting, in favor of the proposals. Accordingly, the voting power of Holdings alone is sufficient to assure the approval of the proposals. See "Beneficial Ownership of Directors, Executive Officers and Owners of More Than Five Percent."

Who is and is not a stockholder of record?

If you hold shares of common stock registered in your name at our stock transfer agent, Computershare Stockholder Services, Inc. ("Computershare"), you are a stockholder of record.

If you hold shares of common stock indirectly through a broker, bank or similar institution, you are not a stockholder of record, but instead hold in "street name."

If you are a stockholder of record, Broadridge is sending these proxy materials to you directly. If you hold shares in street name, these materials are being sent to you by the bank, broker or similar institution through which you hold your shares.

What do I need to do to attend the Annual Meeting?

All stockholders must bring an acceptable form of identification, such as a driver's license, in order to attend the Annual Meeting in person.

In addition, if you hold shares of common stock in "street name" and would like to attend the Annual Meeting, you will need to bring an account statement or other acceptable evidence of ownership of shares as of the close of business on February 23, 2018, the record date for the Annual Meeting.

Table of Contents

How do I request paper copies of the proxy materials?

If you received a Notice by mail, you will not receive paper copies of the proxy materials in the mail unless you request them. Instead, the Notice instructs you on how to access and read the Proxy Statement and Annual Report and how you may submit your proxy over the Internet. If you received a Notice by mail and would like to receive a printed copy of the materials, please follow the instructions on the Notice for requesting the materials, and we will promptly mail the materials to you.

How do I vote?

You may vote using any of the following methods:

Telephone

If you are located within the United States or Canada, you can vote your shares by telephone by calling the toll-free telephone number printed on the Notice, on your proxy card, or in the instructions that accompany your proxy materials, as applicable, and following the recorded instructions. You will need the control number printed on the Notice, on your proxy card, or in the instructions that accompany your proxy materials, as applicable. Telephone voting is available 24 hours a day and will be accessible until 11:59 p.m. EDT on April 18, 2018. The telephone voting system has easy to follow instructions and allows you to confirm that the system has properly recorded your vote. If you vote by telephone, you do NOT need to return a proxy card or voting instruction form. If you are an owner in street name, please follow the instructions that accompany your proxy materials.

Internet

You can also choose to vote your shares by the Internet. You will need the control number printed on your Notice, on your proxy card, or in the instructions that accompany your proxy materials, as applicable. The web site for Internet voting is listed on your Notice, proxy card, or in the instructions that accompany your proxy materials. Internet voting is available 24 hours a day and will be accessible until 11:59 p.m. EDT on April 18, 2018. As with telephone voting, you will be able to confirm that the system has properly recorded your vote. If you vote via the Internet, you do NOT need to return a proxy card or voting instruction form.

Mail

If you are a holder of record and received printed copies of the materials by mail, you may choose to vote by mail. Simply mark your proxy card, date and sign it, and return it in the postage-paid envelope that we included with your materials. If you hold your shares through a bank or brokerage account, please complete and mail the voting instruction form in the envelope provided.

Ballot at the Annual Meeting

You may also vote by ballot at the Annual Meeting if you decide to attend in person. If your shares are held in the name of a bank, broker or other holder of record, you must obtain a proxy, executed in your favor, from the holder of record to be able to vote at the meeting. All shares that have been properly voted and not revoked will be voted at the Annual Meeting. If you sign and return a proxy card but do not give voting instructions, the shares represented by that proxy card will be voted as recommended by the Board of Directors.

Table of Contents

The Internet and telephone voting procedures are designed to authenticate stockholders' identities, to allow stockholders to give their voting instructions and to confirm that stockholders' instructions have been recorded properly. We have been advised that the Internet and telephone voting procedures that have been made available to you are consistent with the requirements of applicable law. Stockholders voting by Internet or telephone should understand that, while we and Broadridge do not charge any fees for voting by Internet or telephone, there may nevertheless be costs, such as usage charges from Internet access providers and telephone companies that must be borne by the stockholder.

How can I revoke my proxy or substitute a new proxy or change my vote?

You can revoke your proxy or substitute a new proxy or change your vote before your proxy is voted at the Annual Meeting.

You may revoke any proxy that you previously granted or change your vote at any time prior to 11:59 p.m. EDT on April 18, 2018 by entering your new vote electronically via the Internet at www.proxyvote.com using the account, control and pin numbers that you previously used or telephonically using the number indicated on your Voting Instruction Form. If you desire to change your vote by mail, you must first request paper copies of the materials and mail your new Voting Instruction Form using the prepaid return envelope provided. However, your new instructions must be received before the close of business on April 18, 2018.

You may also revoke your proxy or change your vote at any time prior to the final tallying of votes by:

delivering a written notice of revocation to Paul J. Brody, the Secretary of the Company, at Interactive Brokers Group, Inc., One Pickwick Plaza, Greenwich, CT 06830;

executing and delivering to the Corporate Secretary a later-dated proxy; or

attending the meeting and voting in person.

How can I obtain an additional proxy card?

If you lose, misplace or otherwise need to obtain a proxy card, and:

you are a stockholder of record (see **Who is and is not a stockholder of record?**), contact Investor Relations at 203-618-4070; or

you hold your shares of in street name and, therefore, are not a stockholder of record, contact your bank, broker or account representative.

If I submit a proxy by Internet, telephone or mail, how will my shares be voted?

If you properly submit your proxy by one of these methods, and you do not subsequently revoke your proxy, your shares of common stock will be voted in accordance with your instructions.

If you sign, date and return your proxy card but do not give voting instructions, your shares of common stock will be voted as follows: FOR the election of our director nominees, FOR the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2018, and otherwise in accordance with the judgment of the persons voting the proxy on any other matter properly brought before the Annual Meeting.

Table of Contents

If I hold my shares in "street name" and do not provide voting instructions, can my broker still vote my shares?

Brokerage firms have authority to vote clients' unvoted shares on some "routine" matters. When a brokerage firm votes its clients' unvoted shares on routine matters, these shares are counted to determine if a quorum exists to conduct business at the meeting. A brokerage firm cannot vote clients' unvoted shares on non-routine matters, which results in a broker non-vote. A broker non-vote will be treated as not being entitled to vote on the proposal. For proposals that require a majority of votes voting on the proposal to be approved (such as the stockholder proposals), a broker non-vote will not be counted for purposes of determining whether the proposal has been approved.

The Company's proposal to elect directors is considered a routine matter, but the stockholder proposals are not.

What vote is required for a director to be elected or for the other proposals to be ratified?

Election of Directors You may vote FOR or AGAINST any or all director nominees or you may ABSTAIN as to one or more director nominees. A majority of the votes cast FOR or AGAINST the election of a director nominee must be voted FOR the director nominee in order for the director nominee to be elected. A vote to ABSTAIN is not treated as a vote FOR or AGAINST and thus will have no effect on the outcome of the vote. A director nominee who fails to receive a majority of FOR votes will be required to tender his or her resignation to our Board for consideration.

Approval of the Amendment to the 2007 Stock Incentive Plan You may vote FOR or AGAINST approval of the amendment to the 2007 Stock Incentive Plan or you may ABSTAIN. A majority of the votes cast FOR or AGAINST approval must be voted FOR approval for it to pass. A vote to ABSTAIN is not treated as a vote FOR or AGAINST and thus will have no effect on the outcome of the vote.

Ratification of the Appointment of Independent Auditors You may vote FOR or AGAINST the ratification of the appointment of our independent registered public accounting firm or you may ABSTAIN. A majority of the votes cast FOR or AGAINST ratification must be voted FOR ratification for it to pass. A vote to ABSTAIN is not treated as a vote FOR or AGAINST and thus will have no effect on the outcome of the vote.

Broker Non-Vote A failure by your broker to vote your shares of common stock when you have not given voting instructions will have no effect on the outcome of the vote on discretionary matters, *i.e.*, the election of directors or the ratification of the independent public registered accounting firm. A "broker non-vote" occurs when you do not provide the broker with voting instructions on non-discretionary matters and the broker cannot vote your shares on these matters. Because the affirmative vote of a majority of the outstanding shares is necessary to approve each stockholder proposal, a broker non-vote will have the effect of a vote AGAINST that proposal.

How many votes are required to transact business at the Annual Meeting?

A quorum is required to transact business at the Annual Meeting. The presence of Holdings, as the sole holder of the Class B common stock, will constitute a quorum for the transaction of business at the Annual Meeting. Abstentions and broker non-votes are treated as present for quorum purposes.

Table of Contents

How do I obtain more information about the Company?

A copy of our 2017 Annual Report is available on the website www.proxyvote.com. **You may obtain, free of charge, a copy of our Corporate Governance Guidelines, our Code of Business Conduct and Ethics and the charters for our Audit, Compensation and Nominating and Corporate Governance Committees by writing to: Interactive Brokers Group, Inc., One Pickwick Plaza, Greenwich, CT 06830, Attn: Investor Relations; e-mail: investor-relations@interactivebrokers.com.** All of these documents are also available on our website at http://investors.interactivebrokers.com.

Who pays for the expenses of this proxy solicitation?

We will pay the expenses of the preparation of proxy materials and the solicitation of proxies for the Annual Meeting. In addition to the solicitation of proxies by mail, solicitation may be made by certain directors, officers or employees of the Company telephonically, electronically or by other means of communication. Our directors, officers and employees will receive no additional compensation for any such solicitation. We will reimburse brokers and other similar institutions for costs incurred by them in mailing proxy materials to beneficial owners in accordance with applicable rules.

Table of Contents

ITEM 1. ELECTION OF DIRECTORS

Our Board presently consists of eight directors. All of our directors are elected annually for a one-year term expiring at the Annual Meeting of Stockholders in the following year. Each director will hold office until his or her successor has been elected and qualified or until the director's earlier resignation or removal.

In identifying and recommending nominees for positions on our Board, our Nominating and Corporate Governance Committee places emphasis on the following criteria, among others:

- judgment, character, expertise, skills and knowledge useful to the oversight of our business;
- business or other relevant experience; and
- the extent to which the interplay of the nominee's expertise, skills, knowledge and experience with that of other members of our Board will build a board that is effective, collegial and responsive to the needs of the Company.

Our Nominating and Corporate Governance Committee does not set specific, minimum qualifications that nominees must meet in order for the Committee to recommend them to our Board, but rather believes that each nominee should be evaluated based on his or her individual merits, taking into account the needs of the Company and the composition of our Board. In considering diversity, we consider diversity of viewpoints, backgrounds and experience. We do not, however, have any formal policy with regards to diversity in identifying nominees for a directorship, but rather consider it among the various factors relevant to any particular nominee. Our Nominating and Corporate Governance Committee evaluates possible candidates in detail, and suggest individuals to explore in more depth. Once a candidate is identified for serious consideration, the Chairman of our Board enters into a discussion with that candidate.

Nominees for Election to our Board

At the Annual Meeting, our stockholders will be asked to elect the eight director nominees set forth below for a one-year term expiring in 2019. While our Board does not anticipate that any of the director nominees will be unable to stand for election as a director nominee at the Annual Meeting, if that occurs, proxies will be voted in favor of such other person or persons who are recommended by our Nominating and Corporate Governance Committee and designated by our Board.

With the exception of Kenneth J. Winston, who is being nominated for the first time this year to replace Wayne H. Wagner, all of the director nominees currently are members of our Board and have been recommended for re-election by our Nominating and Corporate Governance Committee and approved and nominated for re-election by our Board and all of the director nominees have consented to serve if elected. Set forth below is information regarding the director nominees, which has been confirmed by each of them for inclusion in this Proxy Statement.

Thomas Peterffy Director since November 2006

Mr. Peterffy, age 73, has been the Chairman of our Board and Chief Executive Officer since November 2006. Mr. Peterffy has been at the forefront of applying computer technology to automate trading and brokerage functions since he emigrated from Hungary to the United States in 1965. In 1977, after purchasing a seat on the American Stock Exchange and trading as an individual marker maker in equity options, Mr. Peterffy was among the first to apply a computerized mathematical model to continuously value equity option prices. By 1986, Mr. Peterffy developed and employed a fully integrated, automated market making system for stocks, options and futures. As this pioneering system extended around the globe, online brokerage functions were added and, in 1993, Interactive Brokers was formed.

Table of Contents

As Chief Executive Officer, Mr. Peterffy is active in our day-to-day management. As a result of these professional and other experiences, Mr. Peterffy possesses particular knowledge and experience in a variety of areas, including his extensive knowledge of the Company's business, his experience in the electronic brokerage and trading industry and his leadership and strategic planning experience that strengthens the Board's collective knowledge, capabilities and experience.

Earl H. Nemser Director since November 2006

Mr. Nemser, age 71, has been our Vice Chairman since November 2006. Mr. Nemser has been the Vice Chairman of IBG LLC since 1988 and also serves as a director and/or officer for various subsidiaries of IBG LLC. Mr. Nemser has served as Special Counsel to the law firm Dechert LLP since January 2005. Prior to such time Mr. Nemser served as Partner at the law firms of Swidler Berlin Shereff Friedman, LLP from 1995 to December 2004 and Cadwalader, Wickersham & Taft LLP prior to 1995. Mr. Nemser received a Bachelor of Arts degree in economics from New York University in 1967 and a Juris Doctor, magna cum laude, from Boston University School of Law in 1970. As a result of these professional and other experiences, Mr. Nemser possesses particular knowledge and experience in a variety of areas, including his extensive knowledge of the Company's business and his legal experience that strengthens the Board's collective knowledge, capabilities and experience.

Milan Galik Director since November 2006

Mr. Galik, age 51, joined us in 1990 as a software developer and has served as President of the Company and IBG LLC since October 2014. Mr. Galik served as Senior Vice President, Software Development of IBG LLC from October 2003 to October 2014. In addition, Mr. Galik has served as Vice President of Timber Hill LLC since April 1998 and serves as a member of the board of directors of the Boston Options Exchange. Mr. Galik received a Master of Science degree in electrical engineering from the Technical University of Budapest in 1990. As a result of these professional and other experiences, Mr. Galik possesses particular knowledge and experience in a variety of areas, including his extensive knowledge of the Company's business, his experience as a software developer in the electronic brokerage and trading industry and his leadership experience that strengthens the Board's collective knowledge, capabilities and experience.

Paul J. Brody Director since November 2006

Mr. Brody, age 57, has been our Chief Financial Officer, Treasurer and Secretary since November 2006. Mr. Brody joined the Company in 1987 and has served as Chief Financial Officer of IBG LLC since December 2003. Mr. Brody serves as a director and/or officer for various subsidiaries of IBG LLC. From 2005 to 2012, Mr. Brody served as a director, and for a portion of the time as member Vice Chairman, of The Options Clearing Corporation, of which Timber Hill LLC and Interactive Brokers LLC are members. Mr. Brody also served as a director of Quadriserv Inc., an electronic securities lending platform provider, from 2009 to 2015. Mr. Brody received a Bachelor of Arts degree in economics from Cornell University in 1982. As a result of these professional and other experiences, Mr. Brody possesses particular knowledge and experience in a variety of areas, including his extensive knowledge of the Company's business, his experience as a financial officer in the electronic brokerage and trading industry and his leadership experience that strengthens the Board's collective knowledge, capabilities and experience.

Lawrence E. Harris Director since July 2007

Dr. Harris, age 61, is a professor of Finance and Business Economics at the University of Southern California, where he holds the Fred V. Keenan Chair in Finance at the Marshall School of Business. Dr. Harris also serves as trustee of the Clipper Fund, director of the Selected Funds, and as the research coordinator of the Institute for Quantitative Research in Finance. Dr. Harris formerly served as Chief Economist of the U.S. Securities and Exchange Commission. Dr. Harris earned his Ph.D. in

Table of Contents

Economics from the University of Chicago, and is a CFA charterholder. Dr. Harris is an expert in the economics of securities market microstructure and the uses of transactions data in financial research. Dr. Harris has written extensively about trading rules, transaction costs, index markets, and market regulation. Dr. Harris is also the author of the widely respected textbook *Trading and Exchanges: Market Microstructure for Practitioners*. As a result of these professional and other experiences, Mr. Harris has been determined to be an 'Audit Committee Financial Expert' under the SEC's rules and regulations, possesses particular knowledge and experience in a variety of areas, including accounting, economics and finance and securities markets dynamics and provides diversity of background and viewpoint by virtue of his academic record that strengthens the Board's collective knowledge, capabilities and experience.

Richard Gates Director since April 2012

Mr. Gates, age 46, co-founded TFS Capital, a registered investment advisor from 1997 to 2017 that focused on the equity markets. During the 20 years, TFS won several awards, including the first-ever *Morningstar Alternatives Fund Manager of the Year*. While at TFS, Mr. Gates worked with the SEC on market structure, short selling regulations, and other issues. In 2014, Mr. Gates co-founded Elmagin Capital LLC, an asset manager focused on the wholesale power markets. Mr. Gates graduated from the University of Virginia in 1994 with a bachelor's degree in Chemical Engineering. As a result of these professional and other experiences, Mr. Gates possesses particular knowledge and experience in a variety of areas, including trade execution and evaluation of new trading technologies and platforms that strengthens the Board's collective knowledge, capabilities and experience.

Gary Katz Director since January 2017

Mr. Katz, age 57, was the President and Chief Executive Officer of the International Securities Exchange ("ISE") and a co-founder of ISE. Mr. Katz was one of the principal developers of the unique options market structure an auction market on an electronic platform used by all three options exchanges (ISE, ISE Gemini and ISE Mercury) and was named as inventor or co-inventor on six patents that the ISE received or applied for relating to its proprietary trading system and technology. Mr. Katz served on the Executive Board of Eurex and on the Board of Directors of The Options Clearing Corporation and chaired the Board's newly formed technology committee. Mr. Katz also served on the Board of Directors of Direct Edge. Mr. Katz graduated from New York University with a master's degree in Statistics with Distinction and a bachelor's degree from Queens College. Mr. Katz is currently chairman of the board of Farmer's Pantry LLC, a start-up in the consumer goods industry and additionally serves on the board of Long Island Autism Communities, Inc., a not for profit, 501(c)(3) organization dedicated to developing supportive integrated communities for adults with autism. As a result of these professional and other experiences, Mr. Katz possesses particular knowledge and experience in a variety of areas, including trading technologies and the options industry that strengthens the Board's collective knowledge, capabilities and experience.

Kenneth J. Winston Nominated for election in April 2018

Dr. Winston, age 65, is a Senior Risk Officer at Western Asset Management Company in Pasadena, California, where he previously served as the Chief Risk Officer from October 2008 through March 2018. Dr. Winston is also a Lecturer in Economics at the California Institute of Technology. Previously, Dr. Winston was Chief Risk Officer at Morgan Stanley Investment Management and was an adjunct professor of financial mathematics at New York University. Dr. Winston started his career as a quantitative equity portfolio manager over 30 years ago. Dr. Winston is on the board of directors of the Institute for Quantitative Research in Finance and is an honorary board member of the Society of Quantitative Analysts. Dr. Winston is the author of papers on subjects ranging from style investing to hedge fund risk management, and is the co-editor of the 2012 *Oxford Handbook of Quantitative Asset Management*. As a result of these professional and other experiences, Dr. Winston possesses particular

Table of Contents

knowledge and experience in a variety of areas, including risk management and the financial markets that strengthens the Board's collective knowledge, capabilities and experience.

There are no family relationships between any of our directors or executive officers and any other of our directors or executive officers.

Directors' Recommendation

Our Board unanimously recommends a vote FOR the election of each of Mr. Peterffy, Mr. Nemser, Mr. Galik, Mr. Brody, Dr. Harris, Mr. Gates, Mr. Katz, and Dr. Winston to our Board.

Board Leadership Structure

The Board's current leadership structure combines the positions of Chairman and Chief Executive Officer, and Dr. Harris serves as Lead Independent Director. Given the size and ownership structure of the Company as a controlled company, as defined by NASDAQ Marketplace Rules, we believe that the current leadership structure is suitable for the Company.

The Board's Role in Risk Oversight

It is management's responsibility to manage risk and bring to the Board of Directors' attention any material risks to the Company. The Board of Directors has oversight responsibility through its Audit Committee which oversees the Company's risk policies and processes relating to the financial statements and financial reporting processes and the guidelines, policies and processes for mitigating those risks.

Board Meetings and Committees

Our Board held four meetings during our 2017 fiscal year. Each of our directors attended at least 75% of the meetings of our Board and the committees of our Board on which he served during fiscal year 2017. Attendance at Board and committee meetings during fiscal year 2017 was 100% for our directors as a group. Our directors are expected to attend annual meetings of stockholders at which they are nominees for election, Board meetings and meetings of the committees on which they serve, and to spend time needed and meet as frequently as necessary to properly discharge their responsibilities. Eight of our board members attended our 2017 annual meeting of stockholders.

Our Board has established an audit committee, a compensation committee and a nominating and corporate governance committee. The composition, duties and responsibilities of these committees are set forth below. In the future, our Board may establish other committees, as it deems appropriate, to assist it with its responsibilities. As a controlled company, we are not required by the NASDAQ Global Select Market to have a compensation committee or a nominating and corporate governance committee composed entirely of independent directors.

Audit Committee

Our Audit Committee is comprised of Dr. Harris (Chairman), Mr. Gates and Mr. Katz, each of whom is an independent director within the meaning of the rules of the NASDAQ Global Select Market and the SEC. Our Audit Committee operates pursuant to a written charter that is available on our website at http://investors.interactivebrokers.com. Dr. Harris is an "audit committee financial expert" as defined in the SEC rules. Each member of our Audit Committee is financially literate. The composition of our Audit Committee satisfies the requirements of the NASDAQ Global Select Market and the SEC.

Table of Contents

Our Audit Committee is responsible for, among other things:

directly appointing, retaining, evaluating, compensating and terminating our independent registered public accounting firm;

discussing with our independent registered public accounting firm auditors their independence from management;

reviewing with our independent registered public accounting firm auditors the scope and results of their audit;

pre-approving all audit and permissible non-audit services to be performed by our independent registered public accounting firm;

overseeing the financial reporting process and discussing with management and our independent registered public accounting firm the interim and annual financial statements that we file with the SEC; and

reviewing and monitoring our accounting principles, policies and financial and accounting controls.

Audit Committee Report

We, the Audit Committee of the Board of Directors of Interactive Brokers Group, Inc., have met and held discussions with management and Interactive Brokers Group, Inc.'s independent registered public accounting firm. As part of this process, we have:

reviewed and discussed the audited financial statements with management;

discussed with the independent registered public accounting firm the matters required to be discussed by Public Company Accounting Oversight Board (PCAOB) Auditing Standard No. 16 *Communications with Audit Committee*; and

received the written disclosures and the letter from the independent registered public accounting firm required by applicable PCAOB requirements for independent accountant communications with audit committees concerning auditor independence.

Based on the review and discussions referred to above, we recommended to the Board of Directors that the audited financial statements be included in Interactive Brokers Group, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, for filing with the SEC.

Respectfully submitted,

The Audit Committee

Lawrence E. Harris, Chairman
Gary Katz, Director
Richard Gates, Director

February 22, 2018

Director Independence

Because of Mr. Peterffy's substantial ownership, we are eligible to be, and are treated as a "controlled company" for purposes of the NASDAQ Marketplace Rules. As a result, we are not required by NASDAQ to have a majority of independent directors or to maintain compensation and

nominating and corporate governance committees composed entirely of independent directors to continue to list shares of common stock on the NASDAQ Global Select Market.

Table of Contents

Dr. Harris serves as Lead Independent Director.

The Lead Independent director is responsible for:

presiding at the executive sessions of the independent directors;

calling of meetings of independent directors;

serving as liaison between the independent directors and the Chairman; and

if requested by stockholders, ensuring that he is available, when appropriate, for direct communication.

Compensation Committee

Our Compensation Committee is currently comprised of Messrs. Peterffy (Chairman) and Nemser, and operates pursuant to a written charter that is available on our website at http://investors.interactivebrokers.com. The primary responsibility of our Compensation Committee is to develop and oversee the implementation of our philosophy with respect to the compensation of our officers.

Our Compensation Committee is responsible for, among other things:

reviewing and recommending director compensation policies to our Board;

making recommendations, at least annually, to our Board regarding our policies relating to the amounts and terms of all compensation of our executive officers; and

administering and discharging the authority of our Board with respect to our equity plans.

Compensation Committee Report

We, the Compensation Committee of the Board of Directors of Interactive Brokers Group, Inc., have reviewed and discussed with management the Compensation Discussion and Analysis contained in this Proxy Statement. Based on such review and discussions, we have recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

Respectfully submitted,

The Compensation Committee

Thomas Peterffy, Chairman
Earl H. Nemser, Director

March 7, 2018

Nominating and Corporate Governance Committee

Our Nominating and Corporate Governance Committee is currently comprised of Messrs. Peterffy (Chairman) and Nemser and Dr. Harris, and operates pursuant to a written charter that is available on our website at http://investors.interactivebrokers.com.

Our Nominating and Corporate Governance Committee is responsible for, among other things:

selecting potential candidates to be nominated for election to our Board;

recommending potential candidates for election to our Board;

reviewing corporate governance matters; and

making recommendations to our Board concerning the structure and membership of committees of our Board.

Table of Contents

Nominating and Corporate Governance Committee Report

We, the Nominating and Corporate Governance Committee of the Board of Directors of Interactive Brokers Group, Inc., have reviewed and conducted an evaluation of the performance of both the Board of Directors as a whole and the directors individually. During fiscal year 2017, we performed all of our duties and responsibilities under the Nominating and Corporate Governance Committee's charter.

Respectfully submitted,

The Nominating and Corporate Governance Committee

Thomas Peterffy, Chairman
Earl H. Nemser, Director
Lawrence E. Harris, Director

March 7, 2018

Summary of Board Membership and Number of Committee Meetings

The following table summarizes the current membership on each Board committee and the number of committee meetings held for fiscal year 2017.

Director	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Thomas Peterffy		Chairman	Chairman
Earl H. Nemser		ü	ü
Paul J. Brody			
Milan Galik			
Lawrence E. Harris	Chairman		ü
Gary Katz	ü		
Richard Gates	ü		
Wayne H. Wagner			
Meetings held during fiscal 2017	8	2	2

Compensation Committee Interlocks and Insider Participation

None of our executive officers has served as a member of the board of directors or compensation committee of any unrelated entity that has one or more executive officers serving on our Board or Compensation Committee.

IBG LLC Steering Committee

The management of IBG LLC and its subsidiaries is governed by a committee of our executive officers and certain other members of senior management, which we refer to as the steering committee. The steering committee handles day-to-day and strategic management issues, and reports to the Chief Executive Officer of IBG LLC, Mr. Peterffy.

Communication with the Board of Directors

If you wish to communicate with our Board, independent directors and committees of our Board, you may send your communication in writing to Paul J. Brody, the Secretary of the Company, at Interactive Brokers Group, Inc., One Pickwick Plaza, Greenwich, CT 06830. You must include your name and address in the written communication and indicate whether you are a stockholder of the Company.

13

Table of Contents

The Secretary will compile all communications, summarize lengthy, repetitive or duplicative communications and forward them to the appropriate director(s) or committee(s) of our Board. The Secretary will not forward non-substantive communications or communications that pertain to personal grievances, but instead will forward them to the appropriate department within the Company for resolution. If this is the case, the Secretary will retain a copy of such communication for review by any director or committee upon his, her or its request.

Compensation Discussion and Analysis

Compensation Philosophy and Objectives

We adhere to the philosophy that compensation of our executive officers should first and foremost be directly and materially linked to each executive officer's individual performance and our overall performance. The objectives of our executive compensation program are (1) to enhance our long-term value, (2) to assist us in attracting and retaining high quality talent, (3) to reward past performance and motivate future performance and (4) to align executive officers' long-term interests with those of our stockholders.

Role of Executive Officers in Compensation Decisions

Employee performance is reviewed and compensation changes are recommended to IBG LLC's Chairman and Chief Executive Officer by members of the IBG LLC steering committee. The Chairman and Chief Executive Officer ultimately determines compensation for all employees and is significantly involved in all aspects of executive compensation, including his own executive compensation, as Chairman of our Compensation Committee. Our Compensation Committee is responsible for overseeing the implementation of our philosophy and objectives with respect to the compensation of our executive officers and directors and administering all aspects of our compensation and benefit plans and programs. The Compensation Committee is currently comprised of Messrs. Peterffy and Nemser. As a controlled company, we are not required by the NASDAQ Global Select Market to have a compensation committee composed entirely of independent directors.

Setting Executive Compensation

Historically, we have kept base salaries at a relatively modest level in comparison to salaries paid to senior executives at many other companies in our industry and have not sought to "benchmark" salaries to those of our competitors. We have not utilized the services of a compensation consultant to date. We leave decisions as to these matters to our Compensation Committee.

We compensate our executive officers through three primary sources: base salary, cash bonuses and stock awards. Using this approach, the base salary portion of the compensation of our executive officers is fixed; however, a substantial additional portion of total compensation is variable. This practice ensures that our executive compensation packages include a combination of base salary and incentives that are appropriate and competitive in the relevant marketplace, as well as related to the individual's performance and our performance. Our executive officers have an average of 32 years tenure with us.

Our compensation program is designed to reward performance by tying a substantial portion of each executive officer's total potential compensation to individual performance and our performance. We evaluate individual and company performance in a qualitative fashion; we do not utilize specific financial or operating performance goals or targets in setting executive compensation. Through our practice of granting stock awards, the compensation program also promotes and rewards an executive officer's tenure and longevity with us, as well as the executive officer's role in our financial performance.

Table of Contents

We do not utilize a set formula for allocating compensation among the elements of total compensation. The subjective decisions regarding the amount and mix of elements which comprise the compensation awarded to the executive officers are principally based upon an assessment of each executive's leadership, performance and contribution to the achievement of our financial goals, as well as subjective judgments about each executive officer individually, rather than on rigid guidelines or formulas. Key factors include the executive officer's performance; the nature, scope and level of the executive officer's responsibilities; and the executive officer's contribution to our overall financial results. The compensation of the executive officers who have the greatest ability to influence our performance is predominately performance-based, which is consistent with the overall compensation philosophy as described above. The decisions concerning specific base compensation elements and the total compensation paid or awarded to our executive officers in fiscal year 2017 were made within this framework. Specific individual and/or company performance goals or targets were not used. In fiscal year 2017, the aggregated base salaries of our executive officers constituted approximately 17% of their total aggregated compensation, bonuses constituted approximately 31%, and stock awards (as described below) constituted the remaining 52%. We granted $8,100,000 worth of stock awards in connection with the Company's amended 2007 Stock Incentive Plan ("Stock Incentive Plan"), pending stockholder approval at the Annual Meeting, as part of their 2017 compensation. The individual allocations of compensation vary considerably from year to year.

We believe that these practices provide our executive officers with incentives that are aligned with our conservative risk management policies. A substantial portion of executive compensation is in the form of long-term stock awards, which include vesting periods and cancellation conditions. These are designed not only to encourage long-term performance, but also to minimize the type of short-term risk-taking that might contravene our risk management policies. Our approach to compensation complements our practices of real-time risk assessment and daily measurement of financial performance in the various parts of its businesses, which also act as disincentives to excessive risk-taking.

Elements of Compensation

Although our executive officers and other key employees holding ownership interests in Holdings have benefited from the increased value of their ownership interests, they have historically received salary and performance-based bonuses and we expect to continue compensating them in this form. We believe that in order to attract and retain highly effective people we must maintain a flexible compensation structure, including base salary, cash bonuses and stock awards as described below. As stated above, we do not utilize a specific formula for allocating compensation among the various elements of total compensation. The relative amounts of cash bonus and stock awards were determined at the discretion of our Chairman and Chief Executive Officer. Historically, Mr. Peterffy has taken no cash bonus or long-term incentives as he believes that his and his affiliates' approximate 89.2% ownership of Holdings which, in turn, owns approximately 82.6% of IBG LLC, has provided sufficient incentive to align his interests with those of our common stockholders.

Base Salary. Base salary is structured to ensure that our executive officers are fairly and equitably compensated. Base salary is used to appropriately recognize and reward the experience and skills that employees bring to us and provides motivation for career development and enhancement. Base salary is designed to ensure that all employees continue to receive a basic level of compensation that reflects any acquired skills that are competently demonstrated and are consistently used at work.

Base salary for our executive officers is initially established based on the scope of their responsibilities and the applicable competitive market compensation paid by other companies for similar positions and is reviewed annually after employment. A single base salary level is established each year, applicable to all executive officers except our Chairman and Chief Executive Officer and our Vice Chairman. Because executive officers are partially and, sometimes, substantially compensated through the appreciation in their equity ownership, the base salary is kept at a relatively modest level in comparison to salaries generally believed to be paid to senior executives at many other firms in our industry. An executive officer's base salary is not dependent upon our achievement of performance goals.

Table of Contents

Bonuses. We maintain an executive cash bonus program to reward superior individual and financial performance for the year. Each year, an executive cash bonus pool is established, from which we pay annual cash bonuses to our executive officers upon the direction of our Chairman and Chief Executive Officer. The amount of the pool is based on several factors, including the financial performance of the Company, our progress toward our strategic goals and the competitive environment for experienced executives. Executive bonuses are based on individual performance and on the financial performance of the Company, measured in a qualitative fashion. Specific individual and/or company performance goals or targets have historically not been used. Cash bonuses awarded to our executive officers in December 2017 for fiscal year 2017 performance ranged from 0% to approximately 523% of the executive officer's 2017 base salary, amounting to an aggregate payout of $4,780,000. Our Chairman and Chief Executive Officer did not take a cash bonus in accordance with historical practices. The annual bonuses paid to our other executive officers for fiscal year 2017 performance are shown below in the Summary Compensation Table.

Long-Term Incentives. We utilize long-term stock awards to promote the success of each executive officer, motivate outstanding performance and encourage and reward employment longevity. Prior to our Initial Public Offering (the "IPO"), executive officers and other key employees had historically been granted equity ownership interests in IBG LLC and continue to hold such interests through their ownership of membership interests in Holdings.

We believe that compensation paid to executive officers should be closely aligned with our performance on a continuing and long-term basis and, thereby, with the interests of our stockholders. Toward this end, the Stock Incentive Plan provides for the granting of shares of restricted stock units, which under the current terms gives rise to the issuance of common stock over approximately a six-year vesting schedule and subject to continued employment with the Company. Since the inception of the Stock Incentive Plan, it has been our practice to make dividend equivalent payments on unvested stock awards in line with the common stock. It is not currently anticipated that we will grant, as part of executive compensation, stock appreciation rights or other forms of non-cash compensation except pursuant to the Stock Incentive Plan described below.

Pursuant to policies set by our Compensation Committee, base salary increases, cash bonuses and stock awards shall be awarded annually, following an evaluation of the individual's and the Company's performance for the year.

***Compensation for Executive Officers During* 2017**

Historically Mr. Peterffy, our Chairman and Chief Executive Officer, has ultimately determined compensation for all employees. Mr. Peterffy has traditionally set his own compensation as salary, capped at 0.2% of IBG LLC's net income. During 2017, Mr. Peterffy was paid a salary of $800,000 by IBG LLC and no bonus in accordance with historical practices. With the intention to set a salary level safely below the cap as calculated for 2017, during 2018, Mr. Peterffy will be paid a salary of $800,000 by IBG LLC. We believe that the ownership by Mr. Peterffy and affiliates, through ownership in Holdings, of a significant amount of the equity in IBG LLC aligns his interests with those of our common stockholders.

Mr. Nemser's compensation has historically included significantly lower overall compensation than the other executive officers, befitting the fact that Mr. Nemser works less than full-time with us, but his compensation has been mainly in salary and a relatively small long-term incentive award under the Stock Incentive Plan. Mr. Peterffy has made this determination based on the assessments described above under "Setting Executive Compensation." During 2017, Mr. Nemser was paid a salary of $555,000 by IBG LLC and no bonus in accordance with these practices. Mr. Nemser also received an award under the Stock Incentive Plan valued at $300,000 for the year ended December 31, 2017, pending stockholder approval at the Annual Meeting. During 2018, Mr. Nemser will be paid a salary of $555,000 by IBG LLC.

Table of Contents

Messrs. Galik and Brody and Dr. Thomas A. J. Frank, the Company's Executive Vice President and Chief Information Officer, have historically been compensated in accordance with the policies discussed above under "Setting Executive Compensation" with a mixture of base salary, cash bonus and stock awards under the Stock Incentive Plan. Their 2017 base salary was $440,000, and each received an individual performance-based bonus. In addition to performance evaluations, consideration was given to the benefits derived from each individual's existing ownership of membership interests in Holdings. Messrs. Galik and Brody and Dr. Frank received stock awards under the Stock Incentive Plan valued at $4,500,000, $2,400,000 and $900,000, respectively, for the year ended December 31, 2017, pending stockholder approval at the Annual Meeting.

The contributions of each of our executive officers that the Compensation Committee considered included: Mr. Brody made ongoing efforts with respect to building and maintaining strong financial and operational controls, a prudent liquidity program, banking relationships, credit ratings and interaction with domestic and foreign financial regulators. Dr. Frank continued to enhance the Company's risk management and global technical infrastructure. Mr. Galik in his role as President continued to play a key role in the management of the Company and in the development of software and systems for our electronic brokerage platform, driving our growth in this segment. Mr. Galik's performance and contribution to the achievement of the Company's financial goals, as well as his role as President, merited a higher bonus in 2017 than the other executive officers of the Company, including Mr. Brody and Dr. Frank, in the determination of the Compensation Committee. Their 2018 base salary has been increased to $455,000. Each of Messrs. Galik and Brody and Dr. Frank is expected to receive an award under the Stock Incentive Plan in 2018 based on each executive officer's anticipated future contribution to our success. The 2017 stock awards under the Stock Incentive Plan were consistent with the above-mentioned policies and reflected the Compensation Committee's assessment of each executive's leadership, performance and contribution to the building of our Company.

All salaries and bonuses will be paid by IBG LLC or one of its operating subsidiaries. No employee of IBG LLC will be paid any separate or additional amount for their services as employees of the Company. In addition to the foregoing, each of the executive officers, as a result of their ownership of membership interests in Holdings, received indirect distributions from IBG LLC in part for the purpose of funding their income taxes due on their proportionate share of Holdings' proportionate share of IBG LLC's taxable income.

401(k) Plan

We offer substantially all employees of our U.S. based subsidiaries who have met minimum service requirements the opportunity to participate in a defined contribution retirement plan qualifying under the provisions of Section 401(k) of the Internal Revenue Code (the "Code"). The general purpose of this plan is to provide employees with an incentive to make regular savings in order to provide additional financial security during retirement. The plan provides for IBG LLC to match 50% of the employees' pretax contribution, up to a maximum of 10% of eligible earnings. Employees are vested in the matching contribution incrementally over six years.

Severance Arrangements

None of our executive officers have employment agreements and none are subject to severance arrangements. A portion of our executive officers' equity ownership in us is in the form of Holdings membership interests and stock awards under the Stock Incentive Plan. Stock awards for which restrictions are still applicable may under certain conditions be immediately cancelled upon the termination of employment for any reason.

Table of Contents

Perquisites

Our executive officers receive only the fringe benefits normally provided to all other employees, such as health, dental, life, hospitalization, surgical, major medical and disability insurance, participation in our 401(k) plan, paid time off, and other similar company-wide benefits which may be in effect from time to time for all other employees. Other than the standard employee benefits, we do not provide additional perquisites, personal direct or indirect benefits, or use any separate set of standards in determining the benefits for our executive officers. We believe that our base salary and total compensation package are reasonable and competitive in the industry, and we have demonstrated that we are able to hire and retain talented executives without offering additional perquisites.

It is our philosophy that each executive officer may determine, within the limits of his or her own compensation, whether or not to personally purchase non-reimbursable luxury travel, private flights, housing, security systems, car service, club memberships, financial planning services, or other such goods and services, including those which are sometimes provided as executive perquisites by other companies, but not offered by us. This is consistent with our general operating principles.

Accounting for Stock-Based Compensation

The Company follows Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 718, "Compensation Stock Compensation" ("ASC Topic 718"), to account for its stock-based compensation plans. ASC Topic 718 requires all share-based payments to employees to be recognized in the financial statements using a fair value-based method. Grants, which are denominated in U.S. dollars, are communicated to employees in the year of grant, thereby establishing the fair value of each grant. The fair value of stock awards granted to employees are generally expensed as follows: 50% in the year of grant in recognition of the plans' post-employment provisions (as described below) and the remaining 50% over the related vesting period utilizing the "graded vesting" method permitted under ASC Topic 718. In the case of "retirement eligible" employees (those employees older than 59), 100% of stock awards are expensed when granted.

Stock awards granted under stock-based compensation plans are subject to the plans' post-employment provisions in the event an employee ceases employment with the Company. The plans provide that employees who discontinue employment with the Company without cause and continue to meet the terms of the plans' post-employment provisions will be eligible to earn 50% of previously granted but not yet earned stock awards, unless the employee is over the age of 59, in which case the employee would be eligible to receive 100% of previously granted but not yet earned stock awards.

We have never issued stock options to our employees.

Advisory Vote on Executive Compensation

At the 2017 Annual Meeting, pursuant to Section 14A of the 1934 Act, we submitted a proposal to stockholders for a (nonbinding) advisory vote to approve the compensation of our executive officers as disclosed in the Proxy Statement for the 2017 Annual Meeting. This advisory vote on executive compensation, commonly known as a "say-on-pay" proposal, gives our stockholders the opportunity to express their views on the compensation of our executive officers. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our executive officers and the principles, policies and practices described in this proxy statement. Our stockholders approved this proposal with more than 96% of the total votes cast voting in favor.

Table of Contents

At the 2017 Annual Meeting, we also asked our stockholders to indicate if we should hold an advisory vote on the compensation of our executive officers every one, two or three years, with our board of directors recommending an advisory vote every two years. At our 2017 Annual Meeting more than 90% of the total votes cast were in favor of an advisory vote every two years. In accordance with the two-year schedule, we will be asking our stockholders to approve, on an advisory basis, the compensation of our executive officers as will be disclosed in the Proxy Statement for the 2019 Annual Meeting.

Executive Compensation

Summary Compensation Table

The following table summarizes the compensation of our executive officers for the fiscal years ended December 31, 2017, 2016 and 2015. Our executive officers are our Chief Executive Officer, Vice Chairman, President, Chief Financial Officer and the other most highly compensated executive officer as determined by their total compensation in the table below.

Name and Principal Positions	Year	Salary(1)	Bonus	Stock Awards(2)	All Other Compensation(3)	Total
			(in dollars)			
Thomas Peterffy	2017	$ 800,000				$ 800,000
Chairman and Chief Executive	2016	$ 800,000				$ 800,000
Officer	2015	$ 800,000				$ 800,000
Earl H. Nemser	2017	$ 555,000		$ 300,000		$ 855,000
Vice Chairman and Director	2016	$ 555,000		$ 285,000		$ 840,000
	2015	$ 555,000		$ 285,000		$ 840,000
Milan Galik	2017	$ 440,000	$ 2,300,000	$ 4,500,000		$ 7,240,000
President and Director	2016	$ 430,000	$ 2,200,000	$ 4,360,000		$ 6,990,000
	2015	$ 420,000	$ 2,100,000	$ 3,850,000		$ 6,370,000
Paul J. Brody	2017	$ 440,000	$ 1,900,000	$ 2,400,000		$ 4,740,000
Chief Financial Officer, Treasurer,	2016	$ 430,000	$ 1,800,000	$ 2,300,000		$ 4,530,000
Secretary and Director	2015	$ 420,000	$ 1,700,000	$ 2,220,000		$ 4,340,000
Thomas A. J. Frank	2017	$ 440,000	$ 580,000	$ 900,000		$ 1,920,000
Executive Vice President and Chief	2016	$ 430,000	$ 550,000	$ 860,000		$ 1,840,000
Information Officer	2015	$ 420,000	$ 540,000	$ 850,000		$ 1,810,000

(1) Mr. Peterffy's salary is capped at 0.2% of IBG LLC's net income.

(2) The amounts shown as stock awards in the Summary Compensation Table represent the fair value granted for 2017, pending stockholder approval at the Annual Meeting, 2016 and 2015, respectively, in connection with the Stock Incentive Plan awarded to executive officers in accordance with ASC Topic 718. For information on fair value related to the Stock Incentive Plan, refer to Notes 2 and 9 to our consolidated financial statements filed with the Annual Report on Form 10-K for the year ended December 31, 2017.

(3) IBG LLC operates in the form of a limited liability company. The amounts in the Summary Compensation Table do not include distributions received by each executive officer from Holdings relating to Holdings' invested capital in IBG LLC, as these amounts do not constitute executive compensation. These distributions were made in part to assist the holders of Holdings member interests, as applicable, in paying personal income taxes on their proportionate share of the consolidated profits of Holdings and to satisfy the contractual terms of the Tax Receivable Agreement (see below for a description). Certain amounts reported in prior years have been amended to include amounts paid in the subsequent year that were attributable to the year being reported. These amounts were not known at the time the corresponding original filings were prepared. (Note: If amended, the change from the previously reported amount is shown in parentheses.) Messrs. Peterffy and his affiliates, Nemser, Galik and Brody and Dr. Frank received approximately

$225,627,000, $2,080,000, $3,293,000, $2,125,000 and $7,318,000, respectively, for the year ended December 31, 2017; approximately $190,748,000 ($15,940,000), $1,771,000 ($146,000), $2,777,000 ($231,000), $1,876,000 ($149,000) and $6,499,000 ($514,000), respectively, for the year ended December 31, 2016; and approximately $208,123,000, $1,980,000, $3,201,000, $2,061,000 and $7,558,000, respectively, for the year ended December 31, 2015.

Table of Contents

Also excluded from the Summary Compensation Table are dividend equivalent payments on unvested stock awards, under the terms of the Stock Incentive Plan, paid to our executive officers. Messrs. Nemser, Galik and Brody and Dr. Frank received $13,682, $177,523, $104,807 and $43,365, respectively, in dividend equivalent payments with respect to the year ended December 31, 2017; approximately $16,049, $196,651, $118,349 and $52,300, respectively, in dividend equivalent payments with respect to the year ended December 31, 2016; and approximately $19,214, $231,221, $136,667 and $64,158, respectively, in dividend equivalent payments with respect to the year ended December 31, 2015.

Pay Ratio Disclosure

As required by Section 953(b) of the Dodd-Frank Act, we are providing the following information about the relationship of the annual total compensation of our Chairman and Chief Executive Officer, Mr. Thomas Peterffy, and the annual total compensation of our median employee. For the year ended December 31, 2017:

The median of the annual total compensation of all employees of our Company (other than our Chairman and Chief Executive Officer) was $115,705;

The annual total compensation of our Chairman and Chief Executive Officer was $800,000 (as disclosed in the summary Compensation Table herein); and

Based on this information, the ratio of the annual total compensation of our Chairman and Chief Executive Officer to the median employee was 7 to 1.

To determine the median of the annual total compensation of all employees of the Company (other than our Chairman and Chief Executive Officer), we identified our total employee population as of December 31, 2017, which consisted of approximately 1,228 individuals, all of which were full-time equivalent employees.

We determined the median based on each employee's annual total compensation as of December 31, 2017. Annual total compensation consisted of base pay, cash bonuses, the fair value of stock awards granted under the Stock Incentive Plan at the grant date, and dividend equivalent payments on unvested stock awards. The annual total compensation of the median employee was calculated in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K.

Grants of Plan-Based Stock Awards Table

The following table provides information on stock awards granted to each of our executive officers, under the Stock Incentive Plan, pending stockholder approval at the Annual Meeting, during the year ended December 31, 2017. This table sets forth information regarding stock awards granted to our executive officers for performance in 2016.

Name	Grant Date	All Other Stock Awards: Number of Stock Awards(2)	Grant Date Fair Value of Stock Awards(3)
Thomas Peterffy(1)	12/31/2017		
Earl H. Nemser	12/31/2017	5,025	$ 300,000
Milan Galik	12/31/2017	75,374	$ 4,500,000
Paul J. Brody	12/31/2017	40,200	$ 2,400,000
Thomas A. J. Frank	12/31/2017	15,075	$ 900,000

(1) Historically, Mr. Peterffy has taken no bonus or long-term incentives as he believes that the approximate 89.2% ownership of Holdings by himself and his affiliates has provided sufficient incentive to align his interests with those of IBG LLC and our common stockholders. As a result Mr. Peterffy was not granted stock awards under the Stock Incentive Plan for the year ended December 31, 2017.

Table of Contents

(2) The number of stock awards for the December 31, 2017 grant was determined using a price of $59.7025 per share.

(3) The amounts shown as stock awards represent the fair value granted for 2017 in connection with the Stock Incentive Plan, pending stockholder approval at the Annual Meeting, awarded to executive officers in accordance with ASC Topic 718. For information on fair value related to the Stock Incentive Plan, refer to Notes 2 and 9 to our consolidated financial statements filed with the Annual Report on Form 10-K.

Outstanding Awards at Fiscal Year End Table

The following table sets forth outstanding stock awards (unvested restricted stock units) as of December 31, 2017.

Name	Number of Stock Awards not Vested(1)(3)	Market Value of Stock Awards not Vested(2)
Thomas Peterffy		
Earl H. Nemser	35,945	$ 2,128,303
Milan Galik	479,408	$ 28,385,748
Paul J. Brody	278,824	$ 16,509,169
Thomas A. J. Frank	112,575	$ 6,665,566

(1) The outstanding stock awards as of December 31, 2017 are subject to the Stock Incentive Plan vesting schedule. The vesting schedule for the above stock awards is detailed in the following table:

Table of Contents

Name	Stock Awards	Vesting Schedule
	3,460	The stock award is scheduled to vest on 5/9/2018
	5,397	The stock award is scheduled to vest in 2 equal installments on 5/9/2018 and 5/9/2019
	4,610	The stock award is scheduled to vest in 3 equal installments on 5/9/2018, 5/9/2019 and 5/8/2020
Earl H. Nemser	5,725	The stock award is scheduled to vest in 4 equal installments on 5/9/2018, 5/9/2019, 5/8/2020 and 5/7/2021
	4,974	The stock award is scheduled to vest in 5 equal installments on 5/9/2018, 5/9/2019, 5/8/2020, 5/7/2021 and 5/9/2022
	6,754	The stock award is scheduled to vest in 6 equal installments on 5/9/2018, 5/9/2019, 5/8/2020, 5/7/2021, 5/9/2022 and 5/9/2023
	5,025	10% of the stock award is scheduled to vest on 5/9/2018 and the rest in 6 equal installments on 5/9/2019, 5/8/2020, 5/7/2021, 5/9/2022, 5/9/2023 and 5/9/2024
	35,948	The stock award is scheduled to vest on 5/9/2018
	72,306	The stock award is scheduled to vest in 2 equal installments on 5/9/2018 and 5/9/2019
	55,311	The stock award is scheduled to vest in 3 equal installments on 5/9/2018, 5/9/2019 and 5/8/2020
Milan Galik	69,965	The stock award is scheduled to vest in 4 equal installments on 5/9/2018, 5/9/2019, 5/8/2020 and 5/7/2021
	67,185	The stock award is scheduled to vest in 5 equal installments on 5/9/2018, 5/9/2019, 5/8/2020, 5/7/2021 and 5/9/2022
	103,319	The stock award is scheduled to vest in 6 equal installments on 5/9/2018, 5/9/2019, 5/8/2020, 5/7/2021, 5/9/2022 and 5/9/2023
	75,374	10% of the stock award is scheduled to vest on 5/9/2018 and the rest in 6 equal installments on 5/9/2019, 5/8/2020, 5/7/2021, 5/9/2022, 5/9/2023 and 5/9/2024
	20,814	The stock award is scheduled to vest on 5/9/2018
	43,168	The stock award is scheduled to vest in 2 equal installments on 5/9/2018 and 5/9/2019
	36,874	The stock award is scheduled to vest in 3 equal installments on 5/9/2018, 5/9/2019 and 5/8/2020
Paul J. Brody	44,523	The stock award is scheduled to vest in 4 equal installments on 5/9/2018, 5/9/2019, 5/8/2020 and 5/7/2021
	38,741	The stock award is scheduled to vest in 5 equal installments on 5/9/2018, 5/9/2019, 5/8/2020, 5/7/2021 and 5/9/2022
	54,504	The stock award is scheduled to vest in 6 equal installments on 5/9/2018, 5/9/2019, 5/8/2020, 5/7/2021, 5/9/2022 and 5/9/2023
	40,200	10% of the stock award is scheduled to vest on 5/9/2018 and the rest in 6 equal installments on 5/9/2019, 5/8/2020, 5/7/2021, 5/9/2022, 5/9/2023 and 5/9/2024

	10,724	The stock award is scheduled to vest on 5/9/2018
	19,426	The stock award is scheduled to vest in 2 equal installments on 5/9/2018 and 5/9/2019
	14,750	The stock award is scheduled to vest in 3 equal installments on 5/9/2018, 5/9/2019 and 5/8/2020
Thomas A. J. Frank	17,386	The stock award is scheduled to vest in 4 equal installments on 5/9/2018, 5/9/2019, 5/8/2020 and 5/7/2021
	14,834	The stock award is scheduled to vest in 5 equal installments on 5/9/2018, 5/9/2019, 5/8/2020, 5/7/2021 and 5/9/2022
	20,380	The stock award is scheduled to vest in 6 equal installments on 5/9/2018, 5/9/2019, 5/8/2020, 5/7/2021, 5/9/2022 and 5/9/2023
	15,075	10% of the stock award is scheduled to vest on 5/9/2018 and the rest in 6 equal installments on 5/9/2019, 5/8/2020, 5/7/2021, 5/9/2022, 5/9/2023 and 5/9/2024

(2)

The market value for unvested stock awards is based on the closing price of the common stock as of December 29, 2017, which was $59.21, and is rounded to the nearest dollar.

(3)

All participants in the Stock Incentive Plan are eligible to receive dividend equivalent payments on their unvested stock awards.

Table of Contents

Stock Vested Table

The following table contains information about stock awards that have vested during the year ended December 31, 2017.

Name	Number of Shares Acquired on Vesting	Value Realized on Vesting(1)
Earl H. Nemser	13,136	$ 470,269
Milan Galik	159,097	$ 5,695,673
Paul J. Brody	93,571	$ 3,349,842
Thomas A. J. Frank	43,649	$ 1,562,634

(1) The value realized is based on the closing price of the common stock on the vesting date, May 9, 2017, of $35.80

Executive Employment Agreements

Historically, we have not entered into employment agreements with our executive officers, and we do not plan on entering into employment agreements at this time. We do maintain non-disclosure, non-competition and non-solicitation agreements currently in effect between our subsidiaries and our executive officers and other employees.

Stock Incentive Plan

Under the Stock Incentive Plan up to 30 million shares of common stock may be issued to satisfy vested stock awards granted to directors, officers, employees, contractors and consultants of the Company and its subsidiaries. The purpose of the Stock Incentive Plan is to promote the Company's long-term financial success by attracting, retaining and rewarding eligible participants.

As a result of the Company's organizational structure as described in the "Business Our Organizational Structure" in Part 1, Item 1 of our Annual Report on Form 10-K for the year ended December 31, 2017, there is no dilutive effect upon ownership of common stockholders of issuing shares under the Stock Incentive Plan. The issuances do not dilute the book value of the ownership of common stockholders because the stock awards are granted at market value, and upon their vesting and the related issuance of shares of common stock, the ownership of IBG, Inc. in IBG LLC, increases proportionately to the shares issued. As a result of such proportionate increase in share ownership, the dilution upon issuance of common stock is borne by IBG LLC's majority member (i.e., noncontrolling interest), Holdings, and not by IBG, Inc. or its common stockholders. Additionally, dilution of earnings that may take place after issuance of common stock is reflected in the earnings per share ("EPS") reported in the Company's financial statements. The EPS dilution can be neither estimated nor projected, but historically it has not been material.

The Stock Incentive Plan is administered by the Compensation Committee of the Company's Board of Directors. The Compensation Committee has discretionary authority to determine the eligibility to participate in the Stock Incentive Plan and establishes the terms and conditions of the stock awards, including the number of stock awards granted to each participant and all other terms and conditions applicable to such stock awards in individual grant agreements. Stock awards are expected to be made primarily through grants of stock awards. Stock Incentive Plan stock awards are subject to issuance over time. All previously granted but not yet earned stock awards may be cancelled by the Company upon the participant's termination of employment or violation of certain applicable covenants prior to issuance, unless determined otherwise by the Compensation Committee.

Table of Contents

The Stock Incentive Plan provides that, upon a change in control, the Compensation Committee may, at its discretion, fully vest any granted but not yet earned stock awards under the Stock Incentive Plan, or provide that any such granted but not yet earned awards will be honored or assumed, or new rights substituted by the new employer on a substantially similar basis and on terms and conditions substantially comparable to those of the Stock Incentive Plan.

We generally grant stock awards on or about December 31 of each year, to specific employees as part of the Company's Stock Incentive Plan. We granted stock awards of 922,140 in 2017 under the Stock Incentive Plan, pending stockholder approval at the Annual Meeting.

Under applicable tax law, we are required to withhold an amount based on the value of the shares upon their issuance, and remit the withheld amount to the Internal Revenue Service ("IRS") and other taxing authorities. To effect that withholding, we may redeem a portion of the shares with an aggregate fair market value equal to the amount of taxes we are required to withhold and remit. For instance, if 1,000 shares would become issuable and we were required to withhold for federal taxes an amount equal to 40% of the value, we would redeem 400 shares and the employee would reclaim 600 shares. The source of funds for the amount to be remitted to the IRS would be a redemption by IBG LLC of a corresponding number of our interests in IBG LLC. Alternatively, we may elect to effect the withholding by facilitating the sale of a portion of the shares, on behalf of employees, in the open market, and the proceeds of such sales would be remitted to the IRS and other taxing authorities.

Stock awards granted under the Stock Incentive Plan are subject to the plan's post-employment provisions in the event an employee ceases employment with the Company. The Stock Incentive Plan provides that employees who discontinue employment with the Company without cause and continue to meet the terms of the plans' post-employment provisions will be eligible to earn 50% of previously granted but not yet earned stock awards, unless the employee is over the age of 59, in which case the employee would be eligible to receive 100% of previously granted but not yet earned stock awards.

Compensation of Directors

The following table contains information regarding 2017 compensation of our non-employee directors with respect to their Board service.

Director	Fees Earned or Cash Paid	Stock Awards	All Other Compensation(1)	Total
Lawrence E. Harris	$ 125,000			$ 125,000
Gary Katz	$ 73,836	75,000		$ 148,836
Hans R. Stoll(2)	$ 25,000			$ 25,000
Richard J. Gates	$ 100,000			$ 100,000
Wayne H. Wagner	$ 100,000			$ 100,000

(1) The amounts in the Compensation of Directors Table do not include dividend equivalent payments on unvested stock awards, under the terms of the Stock Incentive Plan, paid to our directors. Mr. Gates and Mr. Wagner received approximately $439 and $618, respectively, in dividend equivalent payments with respect to the year ended December 31, 2017.

(2) Represents the amount paid to Dr. Stoll in 2017 for services performed as a director for the Company from October 1, 2016 through December 31, 2016.

Table of Contents

Our policy is not to pay director compensation to directors who are also our employees. All of our directors are entitled to receive reimbursement of their out-of-pocket expenses in connection with their travel to and attendance at meetings of our Board or committees thereof. Under our current policy, each non-employee director is compensated with an annual retainer of $100,000 and a one-time grant of stock awards on December 31 in the year of appointment (valued at $75,000, the number of stock awards granted is based on the fair market price of the common stock on the date of grant), subject to straight-line vesting over a five year period, and non-employee chairmen of committees of our Board are compensated with an additional annual retainer of $25,000 per committee. We reserve the right to change the manner and amount of compensation to our non-employee directors at any time. Stock awards granted under the Stock Incentive Plan to non-employee directors carry the same cancellation provisions as those granted to employees, which are described above.

Beneficial Ownership of Directors, Executive Officers and Owners of More Than Five Percent

Holdings currently holds, through its ownership of all of the outstanding shares of our Class B common stock, approximately 82.6% of the combined voting power of the outstanding shares of common stock. While our Class B common stock is owned by Holdings, Mr. Peterffy, through his ownership of the voting membership interests in Holdings, is able to exercise control over all matters requiring the approval of our stockholders, including the election of our directors and the approval of significant corporate transactions.

The following table sets forth the beneficial ownership of common stock as of March 7, 2018 by each of our directors and executive officers, by all our directors and executive officers as a group, and of each beneficial owner, who is not our director or officer, of more than 5% of common stock as of December 31, 2017.

The amounts and percentages of common stock beneficially owned are reported on the basis of regulations of the SEC governing the determination of beneficial ownership of securities. Under the rules of the SEC, a person is deemed to be a beneficial owner of a security if that person has or shares voting power, which includes the power to vote or to direct the voting of such security, or investment power, which includes the power to dispose of or to direct the disposition of such security and if that person has the right to acquire such security within 60 days of the filing of this proxy. Unless otherwise indicated below, each beneficial owner named in the table below has sole voting and sole investment power with respect to all shares beneficially owned. Because the Holdings membership interests are not directly exchangeable into shares of common stock, none of our executive officers and directors may be deemed to own shares of common stock except as set forth below. Mr. Peterffy may be deemed to own

Table of Contents

all of the shares of Class B common stock. The following table is based on 71,475,755 shares of common stock and 100 shares of Class B common stock outstanding as of March 7, 2018:

Name and Address	Class A Common Stock Owned		Class B Common Stock Owned	
	(in shares and %)			
IBG Holdings LLC**(1)		*%	100	100%
Thomas Peterffy**(2)	311	*%	100	100%
Earl H. Nemser**(3)	44,413	*%	0	0%
Milan Galik**(3)	591,939	*%	0	0%
Paul J. Brody**(3)	450,117	*%	0	0%
Thomas A. J. Frank**(3)	251,897	*%	0	0%
Lawrence E. Harris**	62,321	*%	0	0%
Richard Gates**	15,483	*%	0	0%
Wayne H. Wagner**	1,543	*%	0	0%
All current directors and executive officers as a group (8 persons)	1,418,024	1.98%	100	100%
Vanguard(4)	6,499,352	9.09%	0	0%
Baillie Gifford & Co(5)	6,017,670	8.42%	0	0%
Blackrock(6)	5,770,807	8.07%	0	0%
Bares Capital Management, Inc.(7)	4,842,582	6.78%	0	0%

*
Less than 1%

**
Address is c/o Interactive Brokers Group, Inc., One Pickwick Plaza, Greenwich, Connecticut 06830

(1)
Holdings, as the sole holder of the 100 outstanding shares of Class B common stock, is entitled to the number of votes equal to the number of IBG LLC membership interests held by it at any given time. The Class B common stock has approximately 82.6% of the voting power of the Company, which percentage will decrease proportionately to the extent that Holdings owns a smaller percentage of IBG LLC. Except as otherwise provided by law or our amended and restated certificate of incorporation, shares of common stock and the Class B common stock vote together as a single class.

(2)
Mr. Peterffy, through his ownership of the voting membership interests in Holdings, beneficially owns all of the outstanding shares of Class B common stock.

(3)
The amounts in the table reflect the issued and vested portion of the stock awards that were granted to Messrs. Nemser, Galik and Brody and Dr. Frank under the Stock Incentive Plan, less any shares sold for withholding tax purposes or through market transactions. Please refer to the Outstanding Stock Awards at Fiscal Year End Table for a vesting schedule of each of these grants. Also included are shares which will vest within 60 days of the filing of this proxy statement:

	Shares Directly Owned	Stock Awards Vesting Within 60 Days	Total shares*
Earl H. Nemser	32,665	11,748	44,413
Milan Galik	445,716	146,223	591,939
Paul J. Brody	363,446	86,671	450,117
Thomas A. J. Frank	214,327	37,570	251,897

*
Represents total shares beneficially owned as defined by rule 13d-3(d)(1) of the 1934 Securities Exchange Act.

Table of Contents

(4) According to Schedule 13G filed on February 9, 2018, The Vanguard Group, with its address at 100 Vanguard Blvd, Malvern, PA 19355, beneficially owned 6,499,352 shares of common stock as of December 31, 2017.

(5) According to Schedule 13G filed on January 26, 2018, Baillie Gifford & Co, with its address at Calton Square 1 Greenside Row, Edinburgh EH1 3AN, Scotland UK, beneficially owned 6,017,670 shares of common stock as of December 31, 2017.

(6) According to Schedule 13G filed on January 25, 2018, BlackRock Inc., with its address at 55 East 52nd St., New York, NY 10055, beneficially owned 5,770,807 shares of common stock as of December 31, 2017.

(7) According to Schedule 13G filed on February 14, 2018, Bares Capital Management, Inc., with its address at 12600 Hill Country Blvd Suite R-230, Austin, TX 78738, beneficially owned 4,842,582 shares of common stock as of December 31, 2017.

Certain Relationships and Related Transactions

Recapitalization Transactions

Prior to the IPO, our business had been conducted by subsidiaries of IBG LLC, which was approximately 85% owned by Mr. Peterffy and his affiliates. In November 2006, the Company was incorporated as a Delaware corporation. Immediately prior to and immediately following the consummation of the IPO, IBG, Inc., Holdings, IBG LLC and the members of IBG LLC consummated a series of transactions collectively referred to herein as the "Recapitalization." The Recapitalization resulted in the former members of IBG LLC becoming the sole members of Holdings, and established us as the sole managing member of IBG LLC.

As a result of the Recapitalization, immediately following the IPO:

IBG, Inc. became the sole managing member of IBG LLC;

IBG, Inc. and Holdings owned approximately 10.0% and 90.0%, respectively (currently, approximately 17.4% and 82.6%, respectively), of the membership interests in IBG LLC;

Mr. Peterffy and his affiliates owned approximately 85% (currently, approximately 89.2%) of the membership interests in Holdings, and management and other employees of IBG LLC owned substantially all of the remaining membership interests;

outstanding shares of common stock represented more than 99.999% of our outstanding capital stock based on economic value (which, as used herein, refers to the right to share in dividend distributions and distributions upon liquidation, dissolution or winding up);

outstanding shares of Class B common stock, all of which is owned by Holdings, represented less than 0.001% of our outstanding capital stock based on economic value;

outstanding shares of Class B common stock represented approximately 90.0% (currently, approximately 82.6%) of the combined voting power of all shares of our capital stock, which percentage will decrease proportionately to the extent that Holdings owns a smaller percentage of IBG LLC; and

Mr. Peterffy owned all of the voting membership interests, and Mr. Peterffy and his affiliates owned a majority of the overall membership interests, in Holdings and, accordingly, beneficially owned all of the outstanding shares of Class B common

stock. As a result, Mr. Peterffy is able to exercise control over all matters requiring the approval of our stockholders.

Table of Contents

Voting

Each share of common stock entitles its holder to one vote per share. The Class B common stock currently has approximately 82.6% of the voting power of the Company, which percentage will decrease proportionately over time to the extent that Holdings owns a smaller percentage of IBG LLC. Mr. Peterffy currently owns all of the voting membership interests in Holdings. Accordingly, Mr. Peterffy beneficially owns all of the outstanding shares of Class B common stock and is able to exercise control over all matters requiring the approval of our stockholders, including the election of our directors and the approval of significant corporate transactions.

If at any time in the future Mr. Peterffy and his affiliates own less than a majority of the membership interests in Holdings, then at such time all membership interests in Holdings will become voting membership interests. Accordingly, all members of Holdings, instead of Mr. Peterffy alone, would together direct the voting of the shares of Class B common stock, and all such members would together exercise control over all matters requiring the approval of our stockholders. However, even if Mr. Peterffy and his affiliates cease to own a majority of the membership interest in Holdings, Mr. Peterffy could, depending on his level of percentage ownership, continue to effectively control or significantly influence matters requiring approval of stockholders.

Exchange Agreement

Concurrently with the IPO, IBG, Inc. entered into an exchange agreement with Holdings, IBG LLC and the historical members of IBG LLC (the "Exchange Agreement"). Pursuant to this agreement, the historical members of IBG LLC contributed their IBG LLC membership interests to Holdings and received Holdings membership interests in return. The Exchange Agreement provides for future redemptions of member interests and for the purchase of member interests in IBG LLC by IBG, Inc. from Holdings, which could result in IBG, Inc. acquiring the remaining member interests in IBG LLC that it does not own. The Exchange Agreement, as amended June 6, 2012 and July 23, 2015, provides that the Company may facilitate the redemption by Holdings of interests held by its members through the issuance of shares of common stock through a public offering in exchange for the interests in IBG LLC being redeemed by Holdings. On an annual basis, each holder of a membership interest may request that Holdings redeem the liquefiable portion of that holder's interest. We expect Holdings to use the net proceeds it receives from such sales to redeem an identical number of Holdings membership interests from the requesting holders. A copy of the Second Amendment to the Exchange Agreement was filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the Quarterly Period Ended September 30, 2015 filed by the Company on November 9, 2015 and is incorporated herein by reference. The redemption price for the membership interests in Holdings depends on the timing at which the redemption is made.

A copy of the Exchange Agreement was filed as Exhibit 10.3 to the Quarterly Report on Form 10-Q for the Quarterly Period Ended September 30, 2009 filed by the Company on November 9, 2009 and is incorporated herein by reference.

Sales of common stock and the application of the net proceeds to acquire IBG LLC membership interests are expected to have a negligible effect on the existing holders of common stock, as the holders of common stock would then own a larger portion of IBG LLC. Such transactions will have the effect of diluting your percentage ownership in us. However, because we will acquire an increased percentage ownership in IBG LLC over time as a result of such transactions, such transactions will not impact your effective percentage ownership of the economics of the underlying IBG LLC business.

Holdings, with the consent of Mr. Peterffy and our Board, has the right to cause the holders of Holdings membership interests to have all or a portion of their interests redeemed at any time. Such redemptions would be financed in the same manner as the scheduled redemptions described above.

Table of Contents

Tax Receivable Agreement

In connection with the IPO, we purchased membership interests in IBG LLC from Holdings for cash. In addition, IBG LLC membership interests held by Holdings may be purchased by us in the future in connection with offerings by us of shares of common stock. Our purchases of IBG LLC membership interests have resulted, and future purchases may result, in increases in the tax basis of the tangible and intangible assets of IBG LLC attributable to our interest in IBG LLC that otherwise would not have been available, although the IRS may challenge all or part of that tax basis increase or our ability to amortize all or part of that increased tax basis, and a court could sustain such a challenge by the IRS. These increases in tax basis, if sustained, may reduce the amount of taxable income that we are required to recognize as the result of our ownership of membership interests in IBG LLC in the future.

Concurrently with the IPO, we entered into a tax receivable agreement with Holdings that provides for the payment by us to Holdings of 85% of the amount of cash savings, if any, in U.S. federal, state and local income tax or franchise tax that we actually realize as a result of these increases in tax basis and of certain other tax benefits related to our entering into the tax receivable agreement, including tax benefits attributable to payments under the tax receivable agreement. We will retain 15% of the projected tax benefits.

If either immediately before or immediately after any purchase or the related issuance of our stock, the Holdings members own or are deemed to own, in the aggregate, more than 20% of our outstanding stock, then all or part of any increase in the tax basis of goodwill may not be amortizable and, thus, our ability to realize the annual tax savings that otherwise would have resulted if such tax basis were amortizable may be significantly reduced. Although the Holdings members are prohibited under the exchange agreement from purchasing shares of common stock, grants of our stock to employees and directors who are also members or related to members of Holdings and the application of certain tax attribution rules, such as among family members and partners in a partnership, could result in Holdings members being deemed for tax purposes to own shares of common stock.

In order to mitigate the risk to us of an IRS challenge to the tax basis increase, Holdings and its members will indemnify us for any additional taxes we owe if the IRS or other taxing authorities successfully challenge the basis increase. In addition, if the IRS or other taxing authorities successfully challenge the tax basis increase, any subsequent payments we are required to make under the tax receivable agreement will be reduced accordingly.

For purposes of the tax receivable agreement, cash savings in income and franchise tax will be computed by comparing our actual income and franchise tax liability to the amount of such taxes that we would have been required to pay had there been no increase in the tax basis of the tangible and intangible assets of IBG LLC attributable to our acquisition of our interest in IBG LLC, and had we not entered into the tax receivable agreement. The tax receivable agreement will, unless we exercise our right to terminate the tax receivable agreement for an amount based on an agreed value of payments remaining to be made under the agreement, terminate upon the earlier of (i) the end of the taxable year that includes the 50th anniversary of our initial acquisition of membership interests in IBG LLC, or (ii) the end of the taxable year that includes the 16th anniversary of the date upon which all rights of sale and exchange granted under the exchange agreement have terminated.

Table of Contents

Our ability to achieve tax benefits from any increase in the tax basis attributable to our interest in IBG LLC resulting from our acquisition of membership interests in IBG LLC and the payments to be made under the tax receivable agreement with respect thereto depend upon a number of factors, including the law as in effect at the time of a purchase by us of membership interests in IBG LLC or a payment under the tax receivable agreement, the timing of purchases, the fair market value of membership interests in IBG LLC at the time of a purchase, the extent to which such purchases are taxable, the impact of the increase in the tax basis on our ability to use foreign tax credits and the rules relating to the amortization of intangible assets, the composition of IBG LLC's assets at the time of a purchase, and the amount and timing of our income and of payments under the tax receivable agreement. Depending upon the outcome of these factors, as a result of the size of the increases in the tax basis of the tangible and intangible assets of IBG LLC and its subsidiaries, the payments that we may make to Holdings could be substantial.

Legal Representation

Earl H. Nemser, our Vice Chairman and one of our directors, is also Special Counsel to the law firm of Dechert LLP, which has rendered legal services to IBG LLC and us, as applicable, during 2015, 2016 and 2017.

Margin Accounts at Interactive Brokers LLC

Our subsidiary, Interactive Brokers LLC ("IB LLC"), may extend credit in the ordinary course of business to certain of our directors, officers, and their affiliates in connection with margin loans. Such loans (i) are made in the ordinary course of business, (ii) are made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to IB LLC, and (iii) do not involve more than the normal risk of collectability or present other unfavorable features.

Indemnification Agreement

Pursuant to the Indemnification Agreement dated October 6, 2015 between the Company and Mr. Peterffy ("Indemnification Agreement"), the Company paid Mr. Peterffy $120,285 in 2017. The payment was in exchange for Mr. Peterffy providing indemnification coverage for the directors and officers of the Company. The Indemnification Agreement was approved by the Audit Committee and the Board.

Review, Approval or Ratification of Transactions with Related Persons

We review all relationships and transactions in which the Company and our directors and executive officers or their immediate family members are participants to determine whether such persons have a direct or indirect material interest. Our Audit Committee, our Chief Executive Officer and the General Counsel of the Company are responsible for the development and implementation of processes and controls to obtain information from the directors and executive officers with respect to related person transactions and for then determining, based on the facts and circumstances, whether the Company or a related person has a direct or indirect material interest in the transaction. In addition, our Nominating and Corporate Governance Committee monitors and reviews any issues regarding the "independence" of directors or involving potential conflicts of interest, and evaluates any change of status or circumstance with respect to a director and determines the propriety of the director's continued service in light of that change.

Table of Contents

ITEM 2: APPROVAL OF AMENDMENT TO THE 2007 STOCK INCENTIVE PLAN TO EXTEND ITS TERM FOR A TEN-YEAR PERIOD

On July 8, 2008, the Company's stockholders approved the adoption of the 2007 Stock Incentive Plan (the "Plan"), which contained a total of 9.2 million shares of common stock available for issuance thereunder. Subsequently the Plan was amended to increase the number of shares of common stock authorized and reserved for issuance thereunder to 30 million shares.

On December 28, 2017, the Board of Directors adopted resolutions approving and authorizing, subject to stockholder approval, an amendment to the Plan to extend its term for a ten-year period through April 24, 2027. This is the third amendment to the Plan since it was approved. Stockholders are being asked to approve the amendment to the Plan.

The following is a summary of the principal features of the Plan. The following summary is qualified in its entirety by the specific language of the Plan, a copy of which is available to any stockholder upon written request to the Secretary of the Company.

Summary of the Plan

Administration

The Plan is administered by the "Committee," which shall be either our Compensation Committee, or a committee of two or more directors as appointed by our Board from time to time. The Committee, within the limits of the Plan, will select the individuals to whom Awards will be granted, and will determine the type and size of such Awards. The Committee has broad authority to make all decisions and determinations as may be required under the Plan or as the Committee may deem necessary or advisable for the administration of the Plan. The Committee, within the limits of the Plan, will determine the terms and provisions of all grants of restricted stock, stock appreciation rights and performance shares, as well as other types of equity incentive compensation (such grants, collectively, "Awards") and all agreements evidencing such Awards. If the Committee is not the Compensation Committee, its grants of Awards will be subject to ratification by our Compensation Committee.

Securities Available for Awards

The aggregate number of shares of common stock that may be issued under the Plan is 30,000,000 shares. If any Award is forfeited, or is settled in cash or otherwise terminates without the actual issuance of shares of common stock, the shares subject to such Award will again be available for future grant. If there is any change in the Company's capital structure, our Board shall make such adjustments as it deems appropriate to the number of shares available for award under the Plan, the number and kind of shares covered by Awards then outstanding under the Plan, and the exercise price relating to any outstanding Award. In the event of a change in the Company's capital structure, our Board may also cancel and make substitutions of outstanding Awards.

Participation

The Plan provides that Awards may be granted to directors, officers, employees, contractors and consultants of the Company and its subsidiaries who are selected by the Committee.

Table of Contents

Awards

In General

The Plan provides for Awards of restricted stock, stock appreciation rights and performance shares, as well as any other types of equity-based incentive compensation awards consistent with the purposes of the Plan. In addition, the Plan permits the award of cash payments as a part of, or in addition to, an equity-based Award. Each Award granted under the Plan will be evidenced by a written Award agreement between the participant and the Company, which will describe the Award and state the terms and conditions to which the Award is subject. No Award may have a term of more than ten years. The principal terms and conditions of each particular type of Award are described below. To date, the only Awards granted under the Plan have been Awards of restricted stock units.

Restricted Stock

Restricted stock is common stock that generally is non-transferable and is subject to other restrictions determined by the Committee for a specified period or conditioned on achievement of specified performance criteria. Each restricted stock agreement will specify the applicable restrictions, the period during which such restrictions will apply and any applicable performance goals. Except as otherwise determined by the Committee, a participant shall have all of the rights of a stockholder including, without limitation, the right to vote the shares of restricted stock and the right to receive dividends on restricted stock. As determined by the Committee, upon termination of employment prior to specified vesting dates and/or prior to achievement of specified performance goals, restricted shares and any accrued but unpaid dividends that are then subject to restriction may be subject to forfeiture.

Stock Appreciation Rights ("SARs")

A stock appreciation right ("SAR") entitles the recipient to receive, upon exercise of the SAR, the increase in the fair market value of a specified number of shares of common stock during the period from the date of the grant of the SAR until the date of exercise, payable in cash, in shares of common stock, or in a combination of cash and shares of common stock. Each SAR agreement will specify the term of the SAR, the date(s) on which the SAR will become exercisable and any applicable performance goals. Except as otherwise determined by the Committee, upon termination of employment prior to specific vesting dates and/or prior to achievement of specified performance goals, or prior to exercise of a SAR, any then unvested or unexercised SARs shall be forfeited.

Performance Shares

A performance share is a book-entry unit with a value equal to one share of common stock that vests and becomes payable to the participant after a specified period of continued employment or upon the achievement during a specified performance period of performance goals established by the Committee. Each performance share Award agreement shall specify the time(s) that such Award shall vest and become payable and any applicable performance goals. Settlement of performance shares shall be made in cash, in shares of common stock, or in a combination of cash and shares of common stock. Except as otherwise determined by the Committee, upon termination of employment prior to the achievement of specified performance goals and/or specified vesting dates, any then unvested performance shares shall be forfeited.

Table of Contents

Qualifying Performance-Based Awards

The Committee may (but is not required to) grant an Award to any participant that is intended to qualify as "performance-based compensation" within the meaning of Section 162(m) of the Code (a "qualifying Award"). In general, Awards that are intended to be qualifying Awards must be granted or vest conditional upon the attainment of one or more specified performance goals during a calendar year or such other period as may be specified by the Committee (a "performance period"). Performance goals shall be established by the Committee in writing and shall be based upon the attainment of specific amounts of, or increases in, one or more of the following: the fair market value of common stock, revenues, operating income, cash flow, earnings before income taxes, net income, earnings per share, stockholders' equity, return on equity, operating efficiency or strategic business objectives consisting of one or more objectives based on meeting specified cost targets, business expansion goals and goals relating to acquisitions or divestitures, all whether applicable to the Company or one of the Company's subsidiaries or business units, or any combination if these goals as the Committee may deem appropriate. Prior to the payment of any qualifying Award, the Committee must certify in writing that the performance goals were satisfied.

A maximum of 1,000,000 shares of common stock may be granted as qualifying Awards to any participant in any calendar year, subject to anti-dilution and other adjustments in certain events specified in the Plan.

General Provisions

Transferability

Under the Plan, no Award may be assigned or transferred by a participant except, in the event of a participant's death, to his designated beneficiary, or by will or the laws of descent and distribution. However, the Committee may in its discretion provide that Awards be transferable without consideration to a participant's immediate family members (i.e., children, grandchildren or spouse), to trusts for the benefit of such immediate family members, and to partnerships in which such family members are the only partners.

Stockholder Rights

A participant shall have no rights as a stockholder by reason of an Award unless and until shares of common stock are actually issued to the participant.

Certain Adjustments

In the event of a tender offer or exchange offer, by any person other than the Company, for outstanding shares of common stock, the Committee may in its discretion make such adjustments to outstanding Awards and take such other action as it deems appropriate to enable participants to receive the benefit of such offer, including, without limitation, accelerating Award payment dates and/or the cancellation and substitution of outstanding Awards.

Important Legal Information

Required Stockholder Approval; Plan Amendment and Termination

The Plan was adopted by the Company's Board of Directors on April 4, 2007, subject to approval by the stockholders of the Company at the 2008 Annual Meeting.

Table of Contents

The Plan provides that our Board, without the consent of any participant, may amend or terminate the Plan at any time, except that (subject to anti-dilution and other adjustments in certain events specified in the Plan) no such action shall adversely affect any rights or obligations with respect to any Awards previously made under the Plan. In addition, no amendment, without approval of the holders of a majority of the shares of common stock voted thereon, shall increase the number of shares of common stock subject to the Plan, extend the period during which Awards may be granted, decrease the minimum price at which SAR's may be issued, materially modify the requirements for eligibility to participate in the Plan, or otherwise change the Plan in a manner legally requiring stockholder approval.

Unless earlier terminated by action of our Board, the Plan will terminate on April 4, 2027, pending stockholder approval at the Annual Meeting. Following termination of the Plan, no additional Awards may be granted, but such termination shall not affect the validity of any Award then outstanding.

Amendment or Buyout of Outstanding Awards

With the consent of affected participants, the Committee may amend outstanding Awards in any manner consistent with the Plan (subject to anti-dilution and other adjustments in certain events specified in the Plan, which may be effected without participant consent). In addition, the Committee may at any time offer to exchange or buy out previously granted Awards for a payment in cash, shares of common stock, a combination of cash and shares of common stock, other Awards or other property. However, unless approved by our stockholders, no such action may cause the grant value of a SAR to be reduced (subject to anti-dilution and other adjustments in certain events specified in the Plan), nor may a SAR be cancelled and a new SAR, having a lower grant value, be granted in consideration thereof.

Resale Restrictions under the Plan

Shares of common stock obtained by "affiliates" pursuant to the Plan may not be resold unless such shares are registered under the Securities Act of 1933, as amended (the "Securities Act"), or sold pursuant to an applicable exemption from registration, such as the exemption provided by Rule 144 under the Securities Act. An "affiliate" is a person who directly or indirectly controls the Company. Such reoffers or resales may not be made in reliance on the registration statement filed in connection with the shares issued as described in this prospectus. Officers are also subject to the short-swing trading restrictions of Section 16 of the Exchange Act. In addition, all employees are subject to restrictions on sales of their shares under the insider trading rules of the SEC and under the Company's insider trading policy.

Directors' Recommendation

Our Board unanimously recommends a vote FOR approval of the amendment to the Plan. Unless a contrary choice is specified, proxies solicited by our Board will be voted FOR approval of the amendment to the Plan.

Table of Contents

ITEM 3: RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our Audit Committee has selected Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2018. We are submitting the selection of independent registered public accounting firm for stockholder ratification at the Annual Meeting.

A representative of Deloitte & Touche LLP is expected to be present at the Annual Meeting, will have the opportunity to make a statement if he or she desires to do so and will be available to respond to appropriate questions from stockholders.

Our organizational documents do not require that our stockholders ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm. We are doing so because we believe it is a matter of good corporate practice. If our stockholders do not ratify the selection, our Audit Committee will reconsider whether to retain Deloitte & Touche LLP, but still may retain them. Even if the selection is ratified, our Audit Committee, in its discretion, may change the appointment at any time during the year if it determines that such a change would be in the best interests of the Company and its stockholders.

Our Audit Committee approves in advance all audit and any non-audit services rendered by Deloitte & Touche LLP to us and our consolidated subsidiaries.

Fees Paid to Independent Registered Public Accounting Firm

The following table summarizes the aggregate fees for professional services provided by Deloitte & Touche LLP related to the years ended December 31, 2017 and 2016:

	2017	2016
	(in dollars)	
Audit Fees(1)	$ 3,017,848	$ 2,984,151
Audit Related Fees(2)	60,500	60,500
Tax Fees(3)	192,426	465,106
All Other Audit Fees	32,472	27,282
	$ 3,303,246	$ 3,537,039

(1) Audit Fees services include: (i) the audit of our consolidated financial statements included in the Company's Annual Report on Form 10-K and services attendant to, or required by, statute or regulation; (ii) reviews of the interim condensed consolidated financial statements included in our quarterly reports on Form 10-Q; (iii) comfort letters, consents and other services related to SEC and other regulatory filings; and (iv) accounting consultation attendant to the audit.

(2) Audit-Related Fees services includes audits of employee benefit plans.

(3) Tax Fees services include tax compliance and tax advice. Tax compliance services include U.S. federal, non-U.S. federal, state and local income and non-income tax compliance. Tax advice services include: (i) U.S. federal, state and local income and non-income tax advice; and (ii) non-U.S. income and non-income tax advice.

Directors' Recommendation

Our Board unanimously recommends a vote FOR ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2018. Unless a contrary choice is specified, proxies solicited by our Board will be voted FOR ratification of the appointment.

35

Table of Contents

OTHER MATTERS

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than 10% of a registered class of our equity securities, to file reports of ownership of, and transactions in, our equity securities with the SEC. Such directors, executive officers and stockholders are also required to furnish us with copies of all Section 16(a) reports they file. Purchases and sales of our equity securities by such persons are published on our website at www.interactivebrokers.com.

Each of Messrs. Peterffy and Galik inadvertently filed one late Form 4 as a result of an investment advisor hired by the respective reporting person inadvertently purchasing shares of IBKR as part of a broad based investment strategy. A Form 4 was filed for each respective reporting person upon the discovery of the purchase. Other than this occurrence, based on a review of the copies of such reports, and on written representations from our reporting persons, we believe that all Section 16(a) filing requirements applicable to our directors, executive officers and stockholders were complied with during fiscal year 2017.

Other Business

At the date hereof, there are no other matters that our Board intends to present, or has reason to believe others will present, at the Annual Meeting. If other matters come before the Annual Meeting, the persons named in the accompanying form of proxy will vote in accordance with their best judgment with respect to such matters.

Stockholder Proposals for 2019 Annual Meeting of Stockholders

Stockholders who, in accordance with the SEC's Rule 14a-8, wish to present proposals for inclusion in the proxy materials to be distributed by us in connection with our 2019 Annual Meeting of Stockholders must submit their proposals to Paul J. Brody, the Secretary of the Company, at Interactive Brokers Group, Inc., One Pickwick Plaza, Greenwich, CT 06830, on or before November 15, 2018. As the rules of the SEC make clear, simply submitting a proposal does not guarantee its inclusion.

In accordance with our Bylaws, for a matter not included in our proxy materials to be properly brought before the 2018 Annual Meeting of Stockholders, a stockholder's notice of the matter that the stockholder wishes to present must be delivered to Paul J. Brody, the Secretary of the Company, at Interactive Brokers Group, Inc., One Pickwick Plaza, Greenwich, CT 06830, not less than 120 days prior to the first anniversary of the date of this Proxy Statement. As a result, any notice given by or on behalf of a stockholder pursuant to these provisions of our Bylaws (and not pursuant to the SEC's Rule 14a-8) must be received no later than November 15, 2018.

Stockholder Recommendations for Director Candidates

Our Nominating and Corporate Governance Committee will consider candidates recommended by stockholders. The policy of our Nominating and Corporate Governance Committee is to consider candidates recommended by stockholders in the same manner as other candidates. See **Item 1. Election of Directors** for the criteria our Nominating and Corporate Governance Committee utilizes to assess director candidates. Stockholders who wish to submit director candidates for consideration by our Nominating and Corporate Governance Committee for election at our 2019 Annual Meeting of Stockholders may do so by submitting in writing such candidates' names, credentials, contact information and his or her written consent to be considered as a candidate, in compliance with the procedures required by our Bylaws, to Paul J. Brody, the Secretary of the Company, at Interactive Brokers Group, Inc., One Pickwick Plaza, Greenwich, CT 06830, not less than 120 days prior to the first anniversary of the date of this Proxy Statement. As a result, any notice given by or on behalf of a

Table of Contents

stockholder pursuant to these provisions of our Bylaws must be received no later than November 15, 2018. The proposing stockholder should also include his or her contact information and a statement of his or her share ownership (how many shares owned and for how long). We do not pay any fees to any third parties for assisting us with nominations and evaluations of candidates for director, nor do we obtain such services from third parties.

Important Notice Regarding Delivery of Stockholder Documents

Under SEC rules, a single package of Notices may be sent to any household at which two or more stockholders reside if they appear to be members of the same family. Each stockholder continues to receive a separate Notice within the package. This procedure, referred to as "householding," reduces the volume of duplicative information stockholders receive and reduces mailing expenses. Stockholders may revoke their consent to future householding mailings by contacting our Investor Relations Department at 2 Pickwick Plaza, Greenwich, Connecticut 06830, Attn: Investor Relations, telephone: 203-618-4070, e-mail: investor-relations@interactivebrokers.com.