



SH01

Return of allotment of shares



Companies House



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☒ **What this form is for**
You may use this form to give notice of shares allotted following incorporation.

☐ **What this form is NOT for**
You cannot use this form to give notice of shares taken by subscription on formation of the company for an allotment of a new class of shares by an unlimited company.

THURSDAY



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24/06/2021

#84

COMPANIES HOUSE

1 Company details

Company number 05369106

Company name in full LONDON STOCK EXCHANGE GROUP PLC

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Allotment dates

From Date 27/05/2021
To Date 27/05/2021

1 Allotment date
If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

2 Currency
If currency details are not completed we will assume currency is in pound sterling.

Currency	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	ORDINARY	4,892	6 79/86 pence	£34.37	£0
GBP	ORDINARY	2,514	6 79/86 pence	£38.46	£0
GBP	ORDINARY	428	6 79/86 pence	£56.00	£0

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Continuation page
Please use a continuation page if necessary.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

SH01

Return of allotment of shares

4

Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Préférence etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GBP	ORDINARY	506,066,413	£35,012,734.39	
GBP	LIMITED-VOTING ORDINARY	51,124,377	£3,537,093.53	
Totals		557,190,790	£38,549,827.92	Nil

Currency table B				
Totals				

Currency table C				
Totals				

Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		557,190,790	£38,549,827.92	Nil

❶ Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

SH01

Return of allotment of shares

5

Statement of capital (prescribed particulars of rights attached to shares)Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 4**.

Class of share

ORDINARY

Prescribed particulars
❶

See attached continuation sheet.

Class of share

LIMITED-VOTING ORDINARY

Prescribed particulars
❶

See attached continuation sheet.

Class of share

Prescribed particulars
❶**❶ Prescribed particulars of rights attached to shares**

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

6

Signature

I am signing this form on behalf of the company.

Signature

Signature

X


 Lisa Condron (Jun 18, 2021 18:13 GMT+1)

X

This form may be signed by:

Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

❸ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	ORDINARY	
Prescribed particulars	Holders of Ordinary Shares of London Stock Exchange Group plc (the Company) are entitled to attend, speak and vote at general meetings of the Company in person or by proxy. Every holder of Ordinary Shares who is present in person or by proxy has one vote on a show of hands and one vote for every Ordinary Share he or she holds on a poll. Electronic and paper proxy appointments and voting instructions must be received by the Company's Registrars not later than 48 hours before a general meeting. Subject to the applicable statutes, the Company may by ordinary resolution declare dividends, but no dividend may exceed the amount recommended by the Board. The Board may pay interim dividends if it appears to the Board that they are justified by the profits of the Company available for distribution. If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Insolvency Act 1986: (a) divide among the shareholders the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division may be carried out as between the shareholders or the different classes of shareholders; (b) vest the whole or any part of the assets in trustees for the benefit of the shareholders; and (c) determine the scope and terms of those trusts. No shareholder shall be compelled to accept any asset on which there is a liability. No Ordinary Shares are to be redeemed or are liable to be redeemed at the option of the Company or any shareholder, but subject to applicable statute shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or any shareholder in accordance with the Company's articles of association.	

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	LIMITED-VOTING ORDINARY	
Prescribed particulars	Save as provided below, the Limited-voting Ordinary Shares shall rank pari passu with the Ordinary Shares (and any other Limited-voting Ordinary Shares issued on substantially equivalent terms) in all respects and no action shall be taken by the Company in relation generally to, or offer made by the Company to the holders generally of, the Ordinary Shares unless the same action is taken in relation generally to, or the same offer is made to the holders generally of, the Limited-voting Ordinary Shares. Subject to the foregoing, the rights and restrictions attaching to the Limited-voting Ordinary Shares are as follows, and are set out in full in the Company's articles of association (the Articles). On a distribution of profits, whether by cash dividend, dividend in specie, scrip dividend, capitalisation issue or otherwise (but excluding a distribution of profits on a purchase by the Company of any Ordinary Shares pursuant to Chapter 4 of Part 18 of the Companies Act, other than any purchase by the Company of its own equity shares pursuant to LR 12.4.2 of the Listing Rules), the Limited-voting Ordinary Shares shall rank pari passu with the rights to distributions of profits attaching to the Ordinary Shares. On a return of capital, whether on a winding-up or otherwise (but excluding a return of capital on a purchase by the Company of any Ordinary Shares pursuant to Chapter 4 of Part 18 of the Companies Act, other than any purchase by the Company of its own equity shares pursuant to LR 12.4.2 of the Listing Rules), the Limited-voting Ordinary Shares shall rank pari passu with the rights to the assets of the Company attaching to the Ordinary Shares. A holder of Limited-voting Ordinary Shares shall be entitled to receive notice of, and to attend and speak at, any general meeting of the Company, and (other than in relation to any resolution referred to in the first sentence of LR 9.2.21 of the Listing Rules): (a) on a vote on a resolution on a show of hands shall have one vote; and (b) on a vote on a resolution on a poll shall have one-tenth of a vote for every Limited-voting Ordinary Share of which it is the holder with the total number of votes exercisable by the holder rounded down to the nearest whole number (except where the holder holds fewer than ten Limited-voting Ordinary Shares, in which case the number of votes exercisable by the holder shall be rounded up to one vote). The rights attaching to the Limited-voting Ordinary Shares shall not be, and shall not be deemed to be, varied or abrogated in any way by: (a) the creation, allotment or issue of any Ordinary Shares; or (b) the purchase by the Company or cancellation of any Ordinary Shares. [Continues on next page]	

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	LIMITED-VOTING ORDINARY.	
Prescribed particulars	At any time, a Limited-voting Ordinary Shareholder shall be entitled, by serving a conversion notice on the Company at its registered office (accompanied by the share certificate(s) in respect of the Limited-voting Ordinary Shares concerned if the Limited-voting Ordinary Shares are held in certificated form), to require the Company to convert some or all of the Limited-voting Ordinary Shares held by such Limited-voting Ordinary Shareholder into Ordinary Shares, on a one-for one basis, so long as such conversion does not (in the reasonable opinion of the Board) result in: (a) the Limited-voting Ordinary Shareholder or any other person acting in concert with it being required to make a mandatory offer for the Company under Rule 9 of the City Code; or (b) the number of votes carried by the Ordinary Shares and Limited-voting Ordinary Shares in which the Limited-voting Ordinary Shareholder and any person acting in concert with it (other than any Company Director Concert Party, as defined in the Articles) are interested exceeding: (i) 29 per cent. of the total voting rights of the Company; or (ii) if and for so long as the Takeover Panel confirms that no Company Director Concert Party is acting in concert with the Limited-voting Ordinary Shareholder (or any other person acting in concert with the Limited-voting Ordinary Shareholder), 29.9 per cent. of the total voting rights of the Company. No Limited-voting Ordinary Shares are to be redeemed or are liable to be redeemed at the option of the Company or any Limited-voting Ordinary Shareholder, but subject to applicable statute shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or any shareholder in accordance with the Articles.	

SH01

Return of allotment of shares

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Lisa Condron									
Company name	London Stock Exchange Group plc									
Address	10 Paternoster Square									
Post town	London									
County/Region										
Postcode	E	C	4	M	7	L	S			
Country	United Kingdom									
DX										
Telephone	020 7797 1000									

**Checklist**

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse