

5369106

SEPARATOR SHEET

COMPANIES HOUSE BARCODE

WEDNESDAY



A85IYOPD

A08

15/05/2019

#395

COMPANIES HOUSE

LONDON STOCK EXCHANGE GROUP PLC – 5369106

Resolutions passed at the Annual General Meeting of London Stock Exchange Group plc which was held on 1 May 2019

Special Resolutions

RESOLUTION 21

That subject to the passing of Resolution 19 and in place of all existing powers the Directors be generally empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in the Companies Act 2006) for cash, pursuant to the authority conferred by Resolution 19 as if section 561(1) of the Companies Act 2006 did not apply to the allotment. This power:

(a) expires (unless previously unconditionally renewed, varied or revoked by the Company pursuant to a resolution approved in general meeting) at the end of the next annual general meeting of the Company after the date on which this Resolution is passed or 15 months from the date of this Resolution (whichever is earlier), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and

(b) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under Resolution 19(a)(i)(B), by way of a rights issue only):

(i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to people who are holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

except that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(c) in the case of the authority granted under Resolution 19(a)(i)(A), shall be limited to the allotment of equity securities (otherwise than pursuant to paragraph (b) above) up to an aggregate nominal amount of £1,209,266.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if in the first paragraph of this Resolution the words "pursuant to the authority conferred by Resolution 19" were omitted.

RESOLUTION 22

That, subject to the passing of Resolution 19 and in addition to any power given to them pursuant to Resolution 21, the Directors be generally empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in the Companies Act 2006) for cash, pursuant to the authority conferred by Resolution 19 as if section 561(1) of the Companies Act 2006 did not apply to the allotment. This power:

(a) expires (unless previously unconditionally renewed, varied or revoked by the Company pursuant to a resolution approved in general meeting) at the end of the next annual general meeting of the Company after the date on which this Resolution is passed or 15 months from the date of this Resolution (whichever is earlier), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the

directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and

(b) may only be exercised pursuant to the authority granted under Resolution 19(a)(i)(A), and shall be limited to the allotment of equity securities up to an aggregate nominal amount of £1,209,266 and provided that the allotment is for the purposes of financing (or refinancing, if the power is used within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of the Notice of AGM.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if in the first paragraph of this Resolution the words "pursuant to the authority conferred by Resolution 19" were omitted.

RESOLUTION 23

That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of its own ordinary shares, provided that:

(a) the maximum number of ordinary shares authorised to be purchased is 34,956,941 in the capital of the Company;

(b) the minimum price which may be paid for an ordinary share shall not be less than the nominal value of the ordinary shares at the time of purchase (which amount shall be exclusive of expenses);

(c) the maximum price which may be paid for an ordinary share is, in respect of an ordinary share contracted to be purchased on any day, the higher of:

(i) an amount (exclusive of expenses) equal to 105 per cent. of the average of the mid-market quotations for an ordinary share of the Company as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (ii) an amount (exclusive of expenses) equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;

(d) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company following the passing of this Resolution or 18 months from the date of this Resolution (whichever is earlier), unless such authority is unconditionally renewed pursuant to a resolution taking effect prior to such time; and

(e) the Company may conclude a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after such expiry, and may make a purchase of ordinary shares in pursuance of any such contract as if the authority hereby conferred had not expired.

RESOLUTION 24

That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.

Certified a true copy of the original

Signed



Lisa Condrón, Company Secretary

Dated: 13 May 2019