

# SEPARATOR SHEET



## LONDON STOCK EXCHANGE GROUP PLC – 05369106

### Resolutions passed at the Annual General Meeting of London Stock Exchange Group plc which was held on 27 April 2023

#### Special Resolutions

##### RESOLUTION 22

That subject to the passing of Resolution 20 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:
  - 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 20(a)(i)(A), shall be limited to:
  - i. the allotment of equity securities (otherwise than pursuant to paragraph (b) above) up to an aggregate nominal amount of £3,830,466; and
  - ii. when any allotment of equity securities is or has been made pursuant to paragraph (c)(i) above, the allotment of additional equity securities up to an aggregate nominal amount equal to 20 per cent. of the nominal amount of that paragraph (c)(i) allotment, provided that any allotment pursuant to this paragraph (c)(ii) is for the purposes of making a follow-on offer determined by the Directors to be of a kind contemplated by paragraph 3 of section 2B of 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 the meeting.

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 20" were omitted.

##### RESOLUTION 23

That, subject to the passing of Resolution 20 and in addition to any power given to them pursuant to Resolution 22, 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 20 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 20(a)(i)(A), and shall be limited to:
  - i. the allotment of equity securities up to an aggregate nominal amount of £3,830,466 and provided that the allotment is for the purposes of financing (or refinancing, if the power is used within 12 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; and
  - ii. when any allotment of equity securities is or has been made pursuant to paragraph (b)(i) (a paragraph (b)(i) allotment), the allotment of additional equity securities up to an aggregate nominal amount equal to 20 per cent. of the nominal amount of that paragraph (b)(i) allotment, provided that any allotment pursuant to this paragraph (b)(ii) is for the purposes of making a follow-on offer determined by the Directors to be of a kind contemplated by paragraph 3 of section 2B of 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 the meeting.

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 20" were omitted.

#### **RESOLUTION 24**

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 55,364,719 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 25**

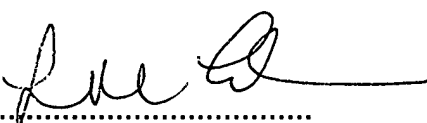
That the terms of the contract between the Company and BCP York Holdings (Delaware) L.P., York Holdings II Limited and York Holdings III Limited (the "Consortium Shareholders") (a copy of which has been produced to the meeting and made available at the Company's registered office for not less than 15 days ending with the date of this meeting) (the "Directed Buyback Contract") providing for off-market purchases (as defined by section 693(2) of the Companies Act 2006) from one or more of the Consortium Shareholders or their nominee(s) of fully paid voting ordinary shares and/or Limited-voting Ordinary Shares in the capital of the Company at such times and at such prices and in such numbers and otherwise on the other terms and conditions set out in the Directed Buyback Contract, be and are hereby approved and authorised for the purposes of section 694 of the Companies Act 2006 and the Company be and is hereby authorised to make, subject to the agreement of the relevant Consortium Shareholder(s), such off-market purchases from the Consortium Shareholders or their nominee(s), provided that:

- a) 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
- b) the Company may conclude a contract to purchase voting ordinary shares and/or Limited-voting 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 voting ordinary shares and/or Limited-voting Ordinary Shares in pursuance of any such contract as if the authority hereby conferred had not expired.

**RESOLUTION 26**

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 Condron, Company Secretary**

Dated: 27 April 2023