

## Annual General Meeting Form of Proxy

Annual General Meeting of London Stock Exchange Group plc ("the Company") to be held at 10 Paternoster Square, London EC4M 7LS at 12 p.m. on 28 April 2021, as a Closed Meeting.

Voting ID                                      Task ID                                      Shareholder Reference Number

You can submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the above numbers or by using the CREST Voting Service.

I/We, the undersigned, being member/members of London Stock Exchange Group plc, hereby appoint the Chair of the meeting or (see Note 1)

NB: Leave 'Name of proxy' box blank to appoint the Chair as your proxy. Leave 'Number of shares proxy appointed over' box blank to vote all of your shares.

Name of proxy:                                       No. of shares:  \*

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 28 April 2021 at 12 p.m. and at any adjournment(s) of the Annual General Meeting, on the resolutions set out below (including any amendments to the resolutions) or any other business of the Annual General Meeting.

\* If the proxy being appointed by this Form of Proxy is: (i) one of multiple proxies being appointed; or (ii) is being appointed in relation to less than your full voting entitlement, please complete the asterisked box above with the number of shares to be voted or withheld by the proxy.

Please indicate for each resolution how you wish your proxy to vote by marking the relevant box in black ink like this:  X

Ordinary Resolutions	FOR	AGAINST	VOTE WITHHELD	Ordinary Resolutions	FOR	AGAINST	VOTE WITHHELD
1. To receive the annual report and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To elect Douglas Steenland as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2. To declare a dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To re-appoint Ernst & Young LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3. To approve the Annual Report on Remuneration and the annual statement of the Chair of the Remuneration Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the Directors to approve the auditors' remuneration	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Jacques Aigrain as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To renew the Directors' authority to allot shares	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5. To re-elect Dominic Blakemore as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To authorise the Company to make political donations and incur political expenditure	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Professor Kathleen DeRose as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. To approve the London Stock Exchange Group UK SAYE	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Cressida Hogg CBE as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Special Resolutions</b>			
8. To re-elect Stephen O'Connor as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. To approve the adoption of new Articles of Association	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Dr Val Rahmani as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	22. To disapply pre-emption rights in respect of an allotment of equity securities for cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Don Robert as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	23. To disapply pre-emption rights in respect of a further allotment of equity securities for cash for the purposes of financing a transaction	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect David Schwimmer as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	24. To grant the Directors authority to purchase the Company's own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To elect Martin Brand as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	25. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To elect Erin Brown as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
14. To elect Anna Manz as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Unless otherwise instructed, the proxy may vote or abstain from voting as he/she thinks fit on the resolutions, amendments to resolutions or any other business at the Annual General Meeting or any adjournment of the Annual General Meeting.

Please mark this box if signing on behalf of the shareholder as Attorney, Receiver, or Third Party.

Signature(s)

Date

This card should not be used for any comments, change of address or other queries. Please send separate instructions to the Company's Registrars, Equiniti at the address set out in Note 3 to this Form of Proxy.

You will require the following details:  
**Meeting ID: 1 6 5 – 2 7 4 – 2 7 9**  
**Username:**  
**Pin:**

The Annual General Meeting is to be held at 10 Paternoster Square, London, EC4M 7LS on 28 April 2021 at 12 p.m. At the time of writing, legislative measures introduced by the UK government are in force in relation to the ongoing COVID-19 pandemic. As explained in the Chair's letter included with the Notice of Annual General Meeting, the Board has therefore altered the format and shareholders will not be able to attend the Annual General Meeting in person this year. Shareholders are strongly encouraged to appoint the Chair of the meeting as proxy. This will ensure that votes are counted. Any other person appointed as a proxy will be refused entry to the meeting. If you would like to view the Annual General Meeting and to ask questions in real time using an electronic facility, please follow the instructions set out on page 18 of the Notice of Meeting.

## Shareholder Form of Proxy for the Annual General Meeting on 28 April 2021 at 12 p.m.

### Notes on completion of the Form of Proxy

These notes are subject to arrangements for participating and voting at the Annual General Meeting, as explained in the Notice of Annual General Meeting. As shareholders will not be able to attend the Annual General Meeting, to ensure votes are counted, shareholders are strongly encouraged to appoint the Chair of the meeting as proxy. Any other person appointed as a proxy will be refused entry to the meeting.

1. You may appoint one or more proxies to vote on your behalf at the Annual General Meeting. As stated above, shareholders will not be entitled to attend the meeting in person. Accordingly, in order to ensure your votes are counted, you are strongly encouraged to appoint the Chair of the meeting as your proxy. This will ensure that your vote will be counted. Any other person appointed as proxy will be refused entry to the Annual General Meeting. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. A proxy need not be a shareholder of the Company.
  - To appoint the Chair as your sole proxy in respect of all of your shares fill in any voting instructions and sign and date the Form of Proxy – leave all other proxy appointment details blank.
  - To appoint a single proxy other than the Chair in respect of all of your shares, delete the words “the Chair of the meeting or (see Note 1)” and insert the name of your proxy in the space provided.
  - To appoint more than one proxy, you should photocopy the Form of Proxy. You must complete a separate Form of Proxy for each proxy unless you are appointing your proxies electronically in which case please refer to Note 7 below. Please indicate in each case, in the box next to the proxy’s name, the number of shares in relation to which you authorise them to act as your proxy. If you are appointing multiple proxies, a failure to specify the number of shares each proxy appointment relates to, or specifying a number of shares in excess of those held by the member (either on any Form of Proxy or in aggregate on multiple Forms of Proxy) on the date referred to in Note 3 below, will result in the proxy appointments being invalid.
  - Any corporation which is a shareholder may appoint one or more corporate representatives who may exercise on its behalf all of its powers provided that they do not exercise their powers differently in relation to the same shares.
2. If you sign and return the Form of Proxy but do not indicate how you wish your vote to be used, the proxy will abstain or vote on a poll on the relevant resolution at his or her discretion.
3. To be valid, the Form of Proxy must be duly completed, signed or sealed (as appropriate) and dated and must be returned to the Company’s Registrars, Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, so as to arrive not later than 12 p.m. on 26 April 2021. There is no need to affix a stamp if the Form of Proxy is posted within the UK.
4. In the case of a corporation, the instrument of proxy must be either under seal, under the hand of any officer or attorney duly authorised or executed in any other manner authorised by its constitution. Please however note the arrangements for participating and voting at this year’s Annual General Meeting, as explained in the Notice of Annual General Meeting.
5. Completion and return of the Form of Proxy will not prevent you from joining the online meeting if you so wish. Please make sure you retain the detachable top half of the Form of Proxy which provides details of how to join the online meeting.
6. In the case of joint registered holders, the signature of one holder will be accepted and the vote of the senior holder who tenders a vote, by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of shareholders of the Company in respect of the relevant joint holding.
7. Shareholders may appoint proxies electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the Voting ID, Task ID and Shareholder Reference Number on the Form of Proxy or by using the CREST Voting Service for which shareholders can find further information in the Notes to the Notice of Annual General Meeting. Institutional investors may also be able to appoint a proxy electronically via the Proxyimity platform – please go to [www.proxyimity.io](http://www.proxyimity.io).
8. Only shareholders, proxies and authorised representatives of corporations which are shareholders are entitled to participate in the meeting. However, please note the arrangements for attendance and voting at this year’s meeting, as explained in the Notice of Annual General Meeting.
9. Any alteration to the Form of Proxy must be initialled by the person who signs it.
10. The Directors of the Company will interpret any ambiguous proxy appointments. The Chair of the meeting will, in his capacity as proxy, interpret any ambiguous voting instructions he receives. Their respective determinations shall be final.
11. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered on the register of shareholders of the Company as of 6.30 p.m. on 26 April 2021 shall be entitled to participate or vote in respect of the shareholding registered in their name at the relevant time. Changes to entries on the register of shareholders after 6.30 p.m. on 26 April 2021 shall be disregarded in determining the rights of any person to participate or vote at the Annual General Meeting.
12. The “Vote Withheld” option is provided to enable you to abstain on the specified resolutions. However, it should be noted that a “Vote Withheld” is not a vote in law and will not be counted in the calculation of the proportion of votes “For” and “Against” the specified resolutions.
13. Any person to whom the Notice of Annual General Meeting is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a “Nominated Person”) may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights. The statement of the rights of members in relation to the appointment of proxies in Note 1 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by members of the Company.
14. If you have any questions relating to the completion of the Form of Proxy, please call the Company’s Registrars, Equiniti on 0371 384 2544. Lines are open from 8.30 a.m. to 5.30 p.m., Monday to Friday. If calling from overseas, please call the following number instead: +44 121 415 7047. This helpline cannot give any financial, legal or tax advice.
15. Save as provided above, any communication with the Company in relation to the Annual General Meeting, including in relation to proxies, should be sent to the Company’s Registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. No other means of communication will be accepted. In particular, you may not use any electronic address provided either in the Notice of Annual General Meeting, the Form of Proxy or in any related documents (including the annual report and accounts for the year ended 31 December 2020), to communicate with the Company for any purposes other than those expressly stated.

Freeport RTHJ-CLLL-KBKU  
Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8LU



EXAMPLE

