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## FOR IMMEDIATE RELEASE

24 June 2016

# Joint announcement from London Stock Exchange Group plc ("LSEG") and Deutsche Börse AG ("Deutsche Börse")

#### Press Release on UK Referendum

Deutsche Börse AG ("Deutsche Börse") and London Stock Exchange Group plc ("LSEG") note the result of the UK Referendum which recorded a majority of votes in favour of leaving the European Union.

As stated in the shareholder documents published on 1 June 2016, the recommended allshare merger of LSEG and Deutsche Börse (the "Merger") is not conditional on the outcome of the Referendum. The LSEG Board and the Deutsche Börse Management Board (the "Boards") remain fully committed to the agreed and binding merger terms, and continue the process of obtaining the necessary approvals.

LSEG shareholders will be asked to approve the Scheme of Arrangement and the Merger at the Court Meeting and LSEG General Meeting on 4 July 2016 and should lodge their proxy forms by 10:00am (London time) and 10:15 am (London time) on 2 July 2016 for the Court Meeting and General Meeting, respectively. Deutsche Börse shareholders can tender their shares until the end of the exchange offer period on 12 July 2016 (24:00 hours CEST).

The Boards believe that the outcome of the Referendum does not impact the compelling strategic rationale of the Merger. The Boards further believe that the Combined Group's capabilities, including global reach, distribution network across Europe, Asia and America, brand strength, financial resources and deep customer relationships, remain well positioned to serve global customers irrespective of the result of the Referendum.

As previously announced, LSEG, Deutsche Börse and HoldCo are in ongoing and constructive dialogue with the appropriate UK and German governments and lead regulators, including the Bank of England, FCA, BaFin and the government of Hesse, to discuss the Merger, including the Referendum outcome, as well as all other relevant governments, regulators and authorities in France, Italy and other countries in which we operate. LSEG, Deutsche Börse and HoldCo will continue to seek merger control clearances in the European Union, the United States and Russia. For further detail, please refer to the Scheme Document and the HoldCo Prospectus published on 1 June 2016.

As already announced, the Referendum Committee, which is chaired by Joachim Faber and includes Ann-Kristin Achleitner, Jacques Aigrain, Donald Brydon, Paul Heiden and Erhard Schipporeit, will meet as frequently as necessary to consider the developments and their implications for the Combined Group. Full details of these arrangements are set out in detail in the Scheme Document and the HoldCo Prospectus published on 1 June 2016.

Joachim Faber, Chairman of the Supervisory Board of Deutsche Börse and Chairman of the Referendum Committee, said:

"The decision of the UK to leave the EU makes it ever more important to maintain and foster ties between the UK and Europe. We are convinced that the importance of the proposed

combination of Deutsche Börse and LSEG has increased even further for our customers and will provide benefits for them as well as our shareholders and other stakeholders."

Donald Brydon, Chairman of the Board of LSEG and Chairman Designate of the Combined Group, said:

"I look forward to working with my new colleagues to create an industry-defining combination which will be a leading global market infrastructure business anchored in Europe."

The Boards continue to believe the Merger represents a compelling opportunity for both businesses, significantly accelerating their successful and complementary growth strategies and in turn creating value for shareholders and broader stakeholders.

The Boards continue to recommend that LSEG shareholders vote in favour of the Merger and that Deutsche Börse shareholders tender their shares into the Exchange Offer.

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#### **Notes to Editors**

For further information visit: <a href="https://www.nergerdocuments-db-lseg.com">www.nergerdocuments-db-lseg.com</a>. or <a href="https://www.nergerdocuments-db-lseg.com">www.nergerdocuments-db-lseg.com</a>.

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### Publication of this announcement

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referred to in this announcement are not incorporated into and do not form part of this announcement.

Terms not otherwise defined in this announcement have the meaning given to them in the Rule 2.7 announcement made on 16 March 2016.