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If you sell or have sold or otherwise transferred all of your Existing Shares, you should send this document as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of Existing Shares, you should retain these documents and consult the stockbroker, bank or other agent through whom you made the sale or transfer. The distribution of this document into certain jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document does not constitute an offer or invitation to any person to subscribe for or purchase any securities in LSEG. The Supplemental Prospectus relating to the Existing Shares and the New Shares required in connection with the application for Admission has been published on the same date as this document. You can obtain a copy of the Supplemental Prospectus, as well as the Prospectus, from LSEG's website (<http://www.londonstockexchange.com/investor-relations/investor-relations.htm>) or by calling the Shareholder Helpline (which will provide practical information but not investment advice) on telephone number 0871 384 2544 (+44 121 415 7047 if calling from outside the UK) open from 8.30 a.m. to 5.30 p.m. (UK time) on any Business Day (calls to this number are charged at 8 pence per minute from a BT landline; other providers' costs may vary) or, on request, free of charge from the registered office of LSEG (being, 10 Paternoster Square, London EC4M 7LS). A copy of the Supplementary Prospectus, as well as the Prospectus, will also be available for inspection at the National Storage Mechanism online (www.hemscott.com/nsm.do) and at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS up until Admission during normal business hours on any Business Day.

Application will be made to the FSA and to the London Stock Exchange respectively for the Existing Shares of 6⁷/₈ pence each to be re-admitted and the New Shares of 6⁷/₈ pence each to be admitted to listing on the Official List and to trading on the Main Market of the London Stock Exchange. Admission to trading on the London Stock Exchange's Main Market for listed securities constitutes admission to trading on a regulated market. Subject to the conditions of the Merger Agreement having been satisfied (or, if applicable, waived), it is expected that Admission will become effective and that dealings in the Existing Shares and the New Shares will commence on the London Stock Exchange as soon as reasonably practicable following Completion. The New Shares will rank *pari passu*, in all respects, with the Existing Shares and carry the right to receive all dividends and other distributions (if any) declared, made or paid after the date of issue of the New Shares, except that the Special Dividend and any dividend to be paid to Mergeco Shareholders after Completion relating to the period between 31 March 2011 and the date of Completion shall, in accordance with the terms of the Merger Agreement, be paid only to the holders of the Existing Shares. In addition, LSEG has applied for the listing of all of the Mergeco Shares and of the Exchangeable Shares on TSX as soon as reasonably practicable following Completion.



London
Stock Exchange Group

London Stock Exchange Group plc

(Incorporated under the Companies Act 1985 and registered in England and Wales with registered number 5369106)

Merger of London Stock Exchange Group plc and TMX Group

Circular to LSEG Shareholders

Your attention is drawn to the Chairman's Letter which is set out in Part 2 (Chairman's Letter) of this document. The LSEG Board unanimously recommends that you vote in favour of the Resolutions to be proposed at the General Meeting.

Morgan Stanley is acting as joint corporate broker and joint adviser exclusively to LSEG and no one else in connection with the production of this document and the Merger and will not be responsible to any other person (whether or not a recipient of this document) for providing the protections afforded to the clients of Morgan Stanley nor for providing advice in connection with the Merger or any other matters or arrangements referred to in this document. Morgan Stanley is also acting for LSEG as joint sponsor in relation to documents connected to the Merger and/or Admission.

Barclays Capital, which is authorised in the UK under FSMA and regulated by the FSA, is acting as joint corporate broker and joint adviser exclusively to LSEG and no one else in connection with the production of this document and the Merger and will not be responsible to any other person (whether or not a recipient of this document) for providing the protections afforded to the clients of Barclays Capital nor for providing advice in connection with the Merger or any other matters or arrangements referred to in this document. Barclays Capital is also acting for LSEG as joint sponsor in relation to documents connected to the Merger and/or Admission.

RBC Capital Markets, which is authorised in the UK under FSMA and regulated by the FSA, is acting as joint adviser exclusively to LSEG and no one else in connection with the production of this document and the Merger and will not be responsible to any other person (whether or not a recipient of this document) for providing the protections afforded to the clients of RBC Capital Markets nor for providing advice in connection with the Merger or any other matters or arrangements referred to in this document.

Save for the responsibilities and liabilities, if any, of Morgan Stanley, Barclays Capital or RBC Capital Markets under FSMA or the regulatory regime established thereunder, Morgan Stanley, Barclays Capital and RBC Capital Markets assume no responsibility whatsoever and make no representation or warranty, express or implied, in relation to the contents of this document, including its accuracy, completeness or verification or for any other statement made or purported to be made by LSEG, or on LSEG's behalf or by Morgan Stanley, Barclays Capital or RBC Capital Markets or on Morgan Stanley's, Barclays Capital's or RBC Capital Market's behalf and nothing contained in this document is, or shall be, relied upon as a promise or representation in this respect, whether as to the past or the future, in connection with LSEG or the Merger. Each of Morgan Stanley, Barclays Capital and RBC Capital Markets accordingly disclaim to the fullest extent permitted by law all and any responsibility and liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this document or any such statement.

This document, which has been prepared pursuant to Chapter 10 of the Listing Rules, is supplemental to and should be read in conjunction with, the Original Circular. Any statement contained in the Original Circular shall be deemed to be modified or superseded to the extent that a statement contained or referred to in this document modifies or supersedes such statement.

Words and expressions defined in the Original Circular have the same meaning when used in this document, unless the context otherwise requires.

The Notice of the General Meeting of LSEG to be held at London Stock Exchange, 10 Paternoster Square, London EC4M 7LS at 3.00 p.m. on 30 June 2011 is set out on pages 72 to 74 of the Original Circular. LSEG Shareholders will find enclosed with the Original Circular a form of proxy for use in connection with the General Meeting. Whether or not you intend to be present at the General Meeting, please complete and return the form of proxy to the Registrars as soon as possible and in any event so as to arrive by not later than 3.00 p.m. on 28 June 2011. If you hold Existing Shares in uncertificated form, you may also appoint a proxy by completing and transmitting a CREST proxy instruction in accordance with the instructions set out thereon, ensuring that it is received by 3.00 p.m. on 28 June 2011 by the Registrars (under CREST participant ID RA19).

INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this document constitute forward-looking statements. Forward-looking statements include, without limitation, statements typically containing words such as "intends", "expects", "anticipates", "targets", "estimates", "believes", "should", "plans", "will" and similar expressions and statements that are not historical facts are intended to identify those expressions or statements as forward-looking statements. The statements are based on the current expectations of LSEG and TMX Group Inc. are naturally subject to uncertainty and changes in circumstances. By their nature, forward-looking statements involve risk and uncertainty and the factors described in the context of such forward-looking statements in this document could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements. There are a number of factors that could cause actual results or developments to differ materially from those expressed or implied by such forward-looking statements. These factors include, but are not limited to, the following possibilities: future revenues are lower than expected; competitive pressures in the industry increase; general economic conditions or conditions affecting the industry either internationally, or in the places where TMX Group, the LSEG Group or the Merged Group do, or will do, business, are less favourable than expected; and/or conditions in the securities markets are less favourable than expected. Given these risks and uncertainties, potential investors and LSEG Shareholders should not place undue reliance on forward-looking statements. Neither LSEG nor TMX Group Inc., nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied by any forward-looking statements contained herein will actually occur. Other than in accordance with its legal or regulatory obligations (including under FSMA, the Listing Rules and the Disclosure and Transparency Rules), LSEG is not under any obligation, and it expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Dated 22 June 2011

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PART 1

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The dates given in this expected timetable are based on LSEG's current expectations and may change. The precise date for Completion and events falling afterwards are not ascertainable as at the date of this document as the Merger is subject to a number of conditions beyond the control of LSEG. Completion is expected to occur in autumn 2011.

Expected time/date	Event
5.00 p.m. (Eastern time) on 20 May 2011 . . .	TMX Group Record Date for determining TMX Group Shareholders entitled to vote at the TMX Group Meeting
3.00 p.m. (local UK time) on 28 June 2011 . .	Deadline for receipt of the form of proxy for the LSEG Meeting or for appointment of proxy by completing and transmitting a CREST proxy instruction
6.00 p.m. (local UK time) on 28 June 2011 . .	LSEG Record Date for determining LSEG Shareholders entitled to vote at the LSEG Meeting ⁽¹⁾
5.00 p.m. (Eastern time) on 28 June 2011 . . .	Deadline for CIBC Mellon to have received proxy forms or voting instructions from TMX Group Shareholders
3.00 p.m. (local UK time) on 30 June 2011 . .	LSEG Meeting
10.00 a.m. (Eastern time) on 30 June 2011 . .	TMX Group Meeting
10.00 a.m. (Eastern time) on 5 July 2011	Court hearing in respect of the Final Order
Autumn 2011	The date the conditions to the Merger (other than those which, by their terms, cannot be satisfied until the Effective Date) have been satisfied or (where appropriate) waived (the Unconditional Date)
Within three Business Days of the Unconditional Date	LSEG announcement of Special Dividend Record Date, expected Effective Date (which will also be the Ex Entitlement Date) and date of payment of Special Dividend
Date immediately prior to the Effective Date	Special Dividend Record Date
Effective Date	LSEG Shares will be marked ex entitlement to the Special Dividend Admission, commencement of dealings on TSX of Mergeco Shares and Exchangeable Shares Cancellation of listing of Existing Shares Admission, commencement of dealings on the London Stock Exchange of Mergeco Shares ⁽²⁾ New Shares credited to CREST/CDS accounts Despatch of share certificates where applicable Cancellation of listing of TMX Group Shares
10 Business Days following the Effective Date	Date of payment of Special Dividend to LSEG Shareholders and TMX Group Shareholders

Notes:

- (1) If the General Meeting is adjourned, the LSEG Record Date for eligibility to vote at the reconvened meeting will be at the close of business on the date falling two days before the date set for the reconvened meeting.
- (2) The New Shares shall be issued, credited as fully paid, rank *pari passu* with the Existing Shares and carry the right to receive all dividends and other distributions (if any) declared, made or paid after the date of issue of the New Shares, except that any Special Dividend and any dividend to be paid to Mergeco Shareholders after Completion relating to the period between 31 March 2011 and the date of Completion in accordance with the terms of the Merger Agreement shall be paid only to the holders of Existing Shares.

PART 2

CHAIRMAN'S LETTER

London Stock Exchange Group plc

(Registered in England No. 5369106)



London
Stock Exchange Group

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Chris Gibson Smith, LSEG Chairman
Paolo Scaroni, Deputy Chairman and LSEG Non-Executive Director
Xavier Rolet, Chief Executive Officer
Doug Webb, Chief Financial Officer
Raffaele Jerusalmi, LSEG Executive Director
Baroness (Janet) Cohen, LSEG Non-Executive Director
Sergio Ermotti, LSEG Non-Executive Director
Gay Huey Evans, LSEG Non-Executive Director
Paul Heiden, LSEG Non-Executive Director
Andrea Munari, LSEG Non-Executive Director
Massimo Tononi, LSEG Non-Executive Director
Robert Webb Q.C., LSEG Non-Executive Director

22 June 2011

To holders of London Stock Exchange Group plc ordinary shares and, for information only, participants in the London Stock Exchange Group plc share schemes

Dear LSEG Shareholder,

MERGER WITH TMX GROUP

1. INTRODUCTION

I wrote to you on 1 June 2011 in relation to the proposed all-share merger of equals transaction between LSEG and TMX Group Inc. (the *Original Chairman's Letter*).

LSEG and TMX Group Inc. have today announced that they propose:

- (a) a special cash dividend to holders of Existing Shares and TMX Group Shares respectively (the *Special Dividend*); and
- (b) a change to the Mergeco dividend policy described on page 13 of the Original Chairman's Letter (the *New Dividend Policy*).

The Special Dividend and the New Dividend Policy are set out in more detail in the paragraphs entitled "Details of the Special Dividend" and "Details of the New Dividend Policy" below in this Part 2 (Chairman's Letter).

In order to provide for the payment of the Special Dividend, on 22 June 2011, LSEG and TMX Group Inc. entered into an amendment to the Merger Agreement (the *Merger Agreement Amendment*) as set out in more detail in the paragraph entitled "Merger Agreement Amendment" below in this Part 2 (Chairman's Letter).

A supplementary prospectus, which is supplemental to and should be read in conjunction with, the Original Prospectus, has been prepared by LSEG in connection with the Existing Shares and the New Shares and published on the date of this document (the *Supplementary Prospectus*).

2. DETAILS OF THE SPECIAL DIVIDEND

LSEG and TMX Group propose to pay a special cash dividend to LSEG Shareholders and TMX Group Shareholders respectively. LSEG Shareholders will receive 84.1 pence per Existing Share and TMX Group Shareholders will receive C\$4.00 per TMX Group Share, reflecting the merger ratio for the Merger. Based

upon LSEG's and TMX Group Inc.'s issued share capital as at the Latest Practicable Date and assuming an exchange rate of 1.5883, the total amount of the Special Dividend would be approximately £415.8 million (C\$660.3 million). LSEG Shareholders and TMX Group Shareholders will only receive the Special Dividend if all of the conditions to the Merger are satisfied or (where appropriate) waived and Completion occurs. The precise timing of the payment will depend on the timing of Completion, which is expected to occur in the autumn of 2011. The Special Dividend will be paid to LSEG Shareholders and TMX Group Shareholders on the same day.

The Special Dividend is in addition to the pro-rated dividends which each of LSEG and TMX Group Inc. intend to pay to their respective shareholders in respect of the period from 31 March 2011 to Completion, in the case of LSEG, and the period from the end of the last fiscal quarter prior to Completion up to Completion, in the case of TMX Group Inc., in an amount in line with the relevant company's existing dividend policy.

Part 3 (Risk factors) of this document sets out an additional risk factor associated with the Special Dividend.

3. SPECIAL DIVIDEND TIMETABLE

The Special Dividend will be paid to LSEG Shareholders on the LSEG Shareholder register on the date immediately prior to the Effective Date (the *Special Dividend Record Date*) and the Existing Shares will be marked ex entitlement to the Special Dividend (the *Ex Entitlement Date*) on the Effective Date.

The Special Dividend will be paid to persons who are TMX Group Shareholders immediately before Completion pursuant to and in accordance with the Plan of Arrangement.

The settlement of payments in respect of the Special Dividend shall be paid by LSEG, in respect of the Special Dividend payable to LSEG Shareholders, and by TMX Group Inc., in respect of the Special Dividend payable to TMX Group Shareholders, 10 Business Days following the Effective Date.

The Special Dividend payable to LSEG Shareholders will be declared and the actual dates of the Special Dividend Record Date, Ex Entitlement Date and the date of payment of the Special Dividend will be announced by LSEG as soon as practicable, and in any event within three Business Days, after all of the conditions to the Merger (other than those which, by their terms, cannot be satisfied until the Effective Date) have been satisfied or (where appropriate) waived.

It is proposed that the pro-rated dividends which each of LSEG and TMX Group Inc. intend to pay to their respective shareholders in respect of the period from 31 March 2011 to Completion, in the case of LSEG, and the period from the end of the last fiscal quarter prior to Completion up to Completion, in the case of TMX Group Inc., in an amount in line with the relevant company's existing dividend policy will be paid pursuant to the same mechanics as for the Special Dividend.

The timetable set out on page 2 of the Original Circular has been updated in order to include the Special Dividend Record Date, Ex Entitlement Date and the date of payment of the Special Dividend and is set out in Part 1 (Expected timetable of principal events) of this document.

4. DETAILS OF THE NEW DIVIDEND POLICY

LSEG and TMX Group Inc. have agreed to change the Mergeco dividend policy described on page 13 of the Original Chairman's Letter. This dividend policy was based on the current combined gross amount of dividends paid in connection with the Existing Shares and the TMX Group Shares in aggregate.

Following Completion, Mergeco intends to establish a dividend policy that provides Mergeco Shareholders with an initial annual dividend per Mergeco Share that is at least equal to the current annual dividend per TMX Group Share, divided by the Exchange Ratio. Thereafter, Mergeco intends to maintain a progressive dividend policy, as earnings and cash flows allow.

For the quarter ended 31 March 2011, TMX Group Inc. paid a dividend of C\$0.40 per TMX Group Share (equivalent to C\$1.60 on an annualised basis). On an equivalent basis, using the merger ratio and assuming an exchange rate of 1.5883, the total LSEG dividends declared of 26.8 pence per Existing Share for the year ended 31 March 2011 would have increased to 33.6 pence per Existing Share.

Part 3 (Risk factors) of this document sets out an additional risk factor associated with the New Dividend Policy.

5. BACKGROUND TO, AND REASONS FOR, THE SPECIAL DIVIDEND AND NEW DIVIDEND POLICY

With the Special Dividend, LSEG and TMX Group Inc. wish to recognise their strong financial position as they join forces to create an international exchange leader. LSEG and TMX Group Inc. believe this combination will create shareholder value and greatly enhance the financial flexibility of the combined business. This Special Dividend rewards shareholders of both groups in a meaningful way but at the same time maintains a strong balance sheet position.

The proposed New Dividend Policy for Mergeco has been announced in response to discussions with certain TMX Group Shareholders with respect to the desire for the post-Merger dividend policy of Mergeco to be consistent with the pre-Merger dividend policy of TMX Group Inc. In addition, the New Dividend Policy provides the benefit of stronger income returns to LSEG Shareholders following the Merger.

Since publication of the Original Chairman's Letter, New Maple has published a circular detailing the Updated Maple Proposal. The LSEG Directors firmly believe that the existing terms of the Merger are superior to the terms of the Updated Maple Proposal and with the introduction of the Special Dividend and the New Dividend Policy, the terms of the Merger are further improved by comparison to the Updated Maple Proposal.

6. TAXATION

A summary of the taxation consequences of the Special Dividend for certain categories of UK resident shareholders is set out in the schedule to this Chairman's Letter—"UK tax considerations relating to the Special Dividend".

7. FINANCING

LSEG and TMX Group Inc. intend to fund the proposed payment of the Special Dividend through a combination of cash held by members of their respective groups at the time of payment and existing committed facilities available to LSEG. In this regard, LSEG has obtained additional funding commitments from Barclays Capital and Morgan Stanley Senior Funding, Inc. (acting through itself or an affiliate thereof) of £100 million in aggregate of short term headroom facilities. A summary of such facilities can be found in Part 7 (Additional information) of the Supplementary Prospectus.

8. MERGER AGREEMENT AMENDMENT

The Merger Agreement Amendment amends the Merger Agreement (a summary of which is set out in Part 4 (Summary of the Merger Agreement) of the Original Circular) to provide that each of LSEG and TMX Group Inc. will pay the Special Dividend as described in paragraph 3—"Details of the Special Dividend" of this Chairman's Letter. The Merger Agreement Amendment attaches agreed amendments to the form of Plan of Arrangement to reflect the arrangements for the payment of the Special Dividend to TMX Group Shareholders. The Merger Agreement Amendment also includes consequential amendments to carve-out the payment of the Special Dividend by each of LSEG and TMX Group Inc. from certain restrictive covenants and to allow LSEG to enter into the Facility Commitment Letter and, thereafter, binding financing documentation. The Merger Agreement Amendment also sets out the New Dividend Policy and provides that such policy is subject to the fiduciary duties of the board of directors and applicable law at the time of declaration of any dividends.

Pursuant to the Merger Agreement Amendment LSEG and TMX Group Inc. also agree to consider any changes to be made to share plans operated by LSEG and TMX Group with a view towards ensuring that the economic benefits to be received by the plan participants are not materially decreased as a result of the payment of the Special Dividend.

9. GENERAL MEETING AND ACTION TO BE TAKEN

The notice convening the LSEG Meeting to be held at London Stock Exchange, 10 Paternoster Square, London EC4M 7LS at 3.00 p.m. on 30 June 2011 is set out at the end of the Original Circular. The purpose of the LSEG Meeting is to seek LSEG Shareholders' approval of the LSEG Resolution and the Ancillary LSEG Resolutions.

Please be informed that the Prospectus and the Supplementary Prospectus are available at <http://www.londonstockexchange.com/investor-relations/investor-relations.htm> to view and to

download electronically. Details of how to access the Prospectus are set out in paragraph 17 of the notes to the notice convening the LSEG Meeting (the same access details apply in relation to the Supplementary Prospectus). If you have previously indicated that you would prefer to receive hard copies of LSEG Shareholder documents, then you will also find a copy of the Prospectus enclosed.

If you have not already done so I would ask you to complete the yellow form of proxy enclosed with the Original Circular and return it to the Registrars, Equiniti, Aspect House, Lancing, West Sussex, BN99 6ZL so as to arrive as soon as possible but in any event not later than 3.00 p.m. on 28 June 2011. Alternatively, if you would prefer to appoint a proxy or proxies electronically, you may do so via the website run by the Registrars at www.sharevote.co.uk using the number provided on the yellow form of proxy enclosed with the Original Circular or, if you are a CREST member, by following the procedure explained in paragraph 7 of the notes to the notice convening the LSEG Meeting. This will not prevent you from also attending the LSEG Meeting and voting in person. Further details relating to voting by proxy are set out in the notes to the notice convening the LSEG Meeting on pages 75 and 76 of the Original Circular.

10. RECOMMENDATION

The LSEG Board, which has received financial advice from Barclays Capital, Morgan Stanley and RBC Capital Markets, considers the terms of the Merger to be fair and reasonable. In providing such financial advice to the LSEG Board, Barclays Capital, Morgan Stanley and RBC Capital Markets have relied upon the LSEG Board's commercial assessments of the Merger.

The LSEG Board believes the Merger and each of the LSEG Resolution and the Ancillary LSEG Resolutions to be in the best interests of the LSEG Shareholders as a whole and, accordingly, unanimously recommends that the LSEG Shareholders vote in favour of each of the LSEG Resolution and the Ancillary LSEG Resolutions proposed at the LSEG Meeting as they have each undertaken to do in respect of their own beneficial holdings amounting to 173,960 Existing Shares representing approximately 0.06 per cent. of LSEG's existing issued share capital as at the LSEG Latest Practicable Date.

Yours sincerely



Chris Gibson-Smith

Chairman
London Stock Exchange Group plc

SCHEDULE

UK TAX CONSIDERATIONS RELATING TO THE SPECIAL DIVIDEND

The following statements are intended only as a general guide to certain UK tax considerations relating to the Special Dividend and do not purport to be a complete analysis of all potential UK tax consequences of acquiring, holding or disposing of Existing Shares. They are based on current UK legislation and what is understood to be the current practice of HMRC as at the date of this document, both of which may change, possibly with retroactive effect. They apply only to LSEG Shareholders who are resident (and, in the case of individuals, ordinarily resident and domiciled) for tax purposes in (and only in) the UK (except insofar as express reference is made to the treatment of non-UK residents or those not domiciled in the UK), who hold their Existing Shares as an investment (other than under an individual savings account) and who are the absolute beneficial owners of both their Existing Shares and the Special Dividend. The tax positions of certain categories of LSEG Shareholders who are subject to special rules (such as persons acquiring their Existing Shares in connection with employment, dealers in securities, insurance companies, collective investment schemes and companies within the charge to corporation tax who hold, or whose Existing Shares are an ingredient in a holding of, ten per cent. or more of the Existing Shares) are not considered.

Persons who are in any doubt as to their tax position or who may be subject to tax in a jurisdiction other than the UK or Canada are strongly recommended to consult their own professional advisers.

LSEG is not required to withhold tax when paying a dividend. Liability to tax on the Special Dividend will depend upon the individual circumstances of an LSEG Shareholder.

An individual LSEG Shareholder who is resident for tax purposes in the UK and who receives the Special Dividend from LSEG will generally be entitled to a tax credit equal to one-ninth of the amount of the dividend received (the *net dividend*), which is equivalent to 10 per cent. of the aggregate of the Special Dividend received and the tax credit (the *gross dividend*), and will be subject to income tax on the gross dividend. An individual UK resident LSEG Shareholder who is subject to income tax at a rate or rates not exceeding the basic rate will be liable to tax on the gross dividend at the rate of 10 per cent., so that the tax credit will satisfy the income tax liability of such a LSEG Shareholder in full. Where the tax credit exceeds the LSEG Shareholder's tax liability, the LSEG Shareholder cannot claim repayment of the tax credit from HMRC.

An individual UK resident LSEG Shareholder who is subject to income tax at the higher rate will be liable to income tax on the gross dividend at the rate of 32.5 per cent. to the extent that such sum, when treated as the top slice of the LSEG Shareholder's income, exceeds the threshold for higher rate income tax. After taking into account the 10 per cent. tax credit, a higher rate taxpayer will therefore be liable to additional income tax of 22.5 per cent. of the gross dividend, equal to 25 per cent. of the net dividend.

An individual UK resident LSEG Shareholder who is subject to income tax at the additional rate will be liable to income tax on the gross dividend at the rate of 42.5 per cent. to the extent that such sum, when treated as the top slice of the LSEG Shareholder's income, exceeds the threshold for additional rate income tax. After taking into account the 10 per cent. tax credit, an additional rate taxpayer will therefore be liable to additional income tax of 32.5 per cent. of the gross dividend, equal to 36.1 per cent. of the net dividend.

Corporate LSEG Shareholders who are UK resident will not be subject to corporation tax on the Special Dividend, provided that the dividend falls within an exempt class and certain other conditions are met. Although it is likely that the Special Dividend would fall within one or more of the classes of dividend qualifying for exemption from corporation tax, the exemptions are not comprehensive and are also subject to anti-avoidance rules. LSEG Shareholders within the charge to corporation tax should consult their own professional advisers.

UK resident LSEG Shareholders who are not liable to UK tax on dividends, including pension funds and charities, are not entitled to claim repayment from HMRC of the tax credit attaching to the Special Dividend.

LSEG Shareholders who are resident outside the UK for tax purposes will not generally be able to claim repayment from HMRC of any part of the tax credit attaching to the Special Dividend received from LSEG, although this will depend on the existence and terms of any double taxation convention between the UK and the country in which such LSEG Shareholder is resident. A LSEG Shareholder resident outside the UK may also be subject to taxation on the Special Dividend under local law. A LSEG Shareholder who is resident outside the UK for tax purposes should consult his own tax adviser concerning his tax position on dividends received from LSEG.

PART 3
RISK FACTORS

The following information in this Part 3 (Risk factors) discloses an additional risk factor associated with the Special Dividend and the New Dividend Policy that is in addition to the risk factors disclosed in Part 3 (Risk factors) set out on pages 17 to 29 of the Original Circular. This Part 3 (Risk factors) should be read in conjunction with Part 3 (Risk factors) of the Original Circular.

A number of factors affect the business, operating results, financial condition and/or prospects of the LSEG Group and are expected to affect the Merged Group after Completion. LSEG Shareholders should consider the following risks and uncertainties, together with all the information set out in this document (and the Original Circular), prior to making any decision as to whether or not to vote in favour of the Resolutions. The risks and uncertainties described below, which are not set out in any order of priority, represent those risks and uncertainties known to the LSEG Directors at the date of this document and include those risks relating to the Merger known to the LSEG Directors as at the date of this document, in each case which the LSEG Directors consider to be material. However, the risks and uncertainties set out below do not purport to be a complete list or explanation of all the risks and uncertainties facing the LSEG Group and which will face the Merged Group after Completion. Additional risks and uncertainties, which are currently unknown to the LSEG Directors or which the LSEG Directors do not consider to be material, may adversely affect the business of the LSEG Group and may adversely affect the business of the Merged Group in the future.

If this, or any, or a combination of any of these risks were to occur, the business, operating results, financial condition and/or prospects of the LSEG Group and, after Completion, the Merged Group could be materially adversely affected. In such a case, the value of the Existing Shares (following Completion, the Mergeco Shares) could decline and LSEG Shareholders could lose all or part of the value of their investment in Existing Shares (following Completion, the Mergeco Shares).

There is a risk that payment of the Special Dividend and the New Dividend Policy may have an impact on the Merged Group's financial flexibility to pursue new opportunities or initiatives

There is a risk that payment of the Special Dividend and the New Dividend Policy may have an impact on the Merged Group's financial flexibility to pursue new business initiatives, mergers, acquisitions, partnerships and joint ventures with third parties (other than in respect of the Merger or currently planned business activities, for which no further funding is required).

PART 4
ADDITIONAL INFORMATION

Responsibility statement

The LSEG Directors accept responsibility for the information contained in this document. To the best of the knowledge and belief of the LSEG Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect its import.

Relevant documentation

The following sections of the Supplementary Prospectus (but not any information incorporated therein by reference) are incorporated by reference into this document:

<u>Information</u>	<u>Sections of the Supplementary Prospectus incorporated by reference into this document</u>	<u>Page number</u>
Information on the LSEG Group		
Details of material contracts	Paragraph headed “Material contracts of the LSEG Group” set out in Part 7—“Additional information” of the Supplementary Prospectus	19
The significant change statement of LSEG	Paragraph headed “Significant changes” set out in Part 7—“Additional information” of the Supplementary Prospectus	19
Information on TMX Group		
The significant change statement of TMX Group	Paragraph headed “Significant changes” set out in Part 7—“Additional information” of the Supplementary Prospectus	19
Unaudited pro forma financial information		
Unaudited pro forma financial information relating to the Merged Group	Part 6B—“Unaudited pro forma financial information” of the Supplementary Prospectus	15
Notes to the unaudited pro forma financial information relating to the Merged Group	Part 6B—“Unaudited pro forma financial information” of the Supplementary Prospectus	17
Accountant’s report from PricewaterhouseCoopers LLP on the unaudited pro forma financial information relating to the Merged Group	Part 6A—“Accountant’s report” of the Supplementary Prospectus	13

Information about the New Shares

The New Shares will be issued credited as fully paid and will rank *pari passu*, in all respects, with the Existing Shares in issue at the time the New Shares are delivered pursuant to the Merger. This includes the right to receive all dividends and other distributions (if any) declared, made or paid after the date of issue of the New Shares, except that the Special Dividend and any dividend to be paid to the Mergeco Shareholders after Completion relating to the period between 31 March 2011 and the date of Completion in accordance with the terms of the Merger Agreement shall be paid only to the holders of Existing Shares.

Merged Group working capital statement

LSEG is of the opinion that, taking into account the Merged Group’s cash resources and available bank facilities, the Merged Group has sufficient working capital for its present requirements, that is, for at least 12 months following the date of publication of the Original Circular.

Consents

Morgan Stanley has given and not withdrawn its written consent to the issue of this document with references to its name being included in the form and context in which they appear.

Barclays Capital has given and not withdrawn its written consent to the issue of this document with references to its name being included in the form and context in which they appear.

RBC Capital Markets has given and not withdrawn its written consent to the issue of this document with references to its name being included in the form and context in which they appear.

Documents on display

Copies of the following documents will be available for inspection at the offices of Freshfields Bruckhaus Deringer at 65 Fleet Street, London EC4Y 1HS during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) for a period of 12 months following Admission:

- (a) this document;
- (b) the Original Prospectus;
- (c) the Supplementary Prospectus;
- (d) the Original Circular;
- (e) the Merger Agreement Amendment; and
- (f) the consent letters referred to under the heading of “Consents” above.

Dated 22 June 2011

PART 5
DEFINITIONS

Words and expressions defined in the Original Circular have the same meaning when used in this document, unless the context otherwise requires. In addition:

<i>Chairman's Letter</i>	means the letter from the LSEG Chairman set out in Part 2 (Chairman's Letter) of this document;
<i>Ex Entitlement Date</i>	has the meaning given in Part 2 (Chairman's Letter) of this document;
<i>Facility Commitment Letter</i>	means a letter agreement dated 22 June 2011 from Barclays Capital and Morgan Stanley Senior Funding, Inc. (acting through itself or an affiliate thereof) to LSEG;
<i>gross dividend</i>	has the meaning given in the schedule (UK tax considerations relating to the Special Dividend) to Part 2 (Chairman's Letter) of this document;
<i>Merger Agreement Amendment</i>	has the meaning given in Part 2 (Chairman's Letter) of this document;
<i>net dividend</i>	has the meaning given in the schedule (UK tax considerations relating to the Special Dividend) to Part 2 (Chairman's Letter) of this document;
<i>New Dividend Policy</i>	has the meaning given in Part 2 (Chairman's Letter) of this document;
<i>New Maple</i>	means Maple Group Acquisition Corporation, a corporation formed by a number of Canadian financial institutions comprising Alberta Investment Management Corporation, Caisse de dépôt et placement du Québec, Canada Pension Plan Investment Board, CIBC World Markets Inc., Desjardins Financial Corporation, Dundee Capital Markets Inc., Fonds de solidarité des travailleurs du Québec, GMP Capital Inc., Manulife Financial, National Bank Financial Inc., Ontario Teachers' Pension Plan Board, Scotia Capital Inc., TD Securities Inc. and The Manufacturers Life Insurance Company;
<i>Original Chairman's Letter</i>	has the meaning given in Part 2 (Chairman's Letter) of this document;
<i>Original Circular</i>	means the circular issued by LSEG in connection with the implementation of the Merger as required by the UK Listing Rules dated 1 June 2011;
<i>Original Prospectus</i>	means the prospectus prepared by LSEG in connection with the Existing Shares and the New Shares published on 1 June 2011;
<i>Special Dividend</i>	means (a) the special cash dividend of 84.1 pence per Existing Share payable by LSEG to LSEG Shareholders on the LSEG Shareholder register on the Special Dividend Record Date (and references to the Special Dividend payable by LSEG or to LSEG Shareholders shall be construed accordingly); and (b) the special cash dividend of CS\$4.00 per TMX Group Share payable by TMX Group Inc. to persons who are TMX Group Shareholders immediately before Completion (and references to the Special Dividend payable by TMX Group Inc. or to TMX Group Shareholders shall be construed accordingly);
<i>Special Dividend Record Date</i>	has the meaning given in Part 2 (Chairman's Letter) of this document;

Supplementary Prospectus

has the meaning given in Part 2 (Chairman's Letter) of this document;

Unconditional Date

has the meaning given in Part 1 (Expected Timetable of Principal Events) of this document;

Updated Maple Proposal

means an offer by New Maple to acquire all of the outstanding common shares of TMX Group Inc. by: firstly, acquiring 70 per cent. of the outstanding common shares of TMX Group Inc. for C\$48.00 in cash per share; and, secondly, putting in place a plan of arrangement that will provide TMX Group Shareholders (other than New Maple) with 40 per cent. of the New Maple shares in exchange for their remaining TMX Group Shares;

