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10 September 2014

## LONDON STOCK EXCHANGE GROUP PLC

### RESULTS OF GENERAL MEETING

London Stock Exchange Group plc is pleased to announce that the shareholder resolution to approve the acquisition of Russell (the "Resolution"), as set out in the notice of general meeting contained in the Prospectus, was duly passed at its General Meeting held at 9:30 a.m. today.

The number of Shares in issue at the date of the General Meeting was 272,608,651 and each Share attracted one vote. The results of the vote are as follows:

Votes For <sup>[1]</sup>	% <sup>[2]</sup>	Votes Against	% <sup>[2]</sup>	Total Votes	% of Issued Share Capital Voted <sup>[2]</sup>	Votes Withheld <sup>[3]</sup>
220,014,139	99.96%	86,570	0.04%	220,100,709	80.74%	602,227

Notes:

- (1) Votes in favour include proxy votes where the Chairman of the General Meeting was given discretion regarding how to vote.
- (2) Percentages are rounded to two decimal places.
- (3) A 'vote withheld' is not a vote under English law and is not counted in the calculation of votes 'for' and 'against' the Resolution.

A copy of the Resolution passed at the General Meeting has been submitted to the National Storage Mechanism in accordance with rules 9.6.2R and 9.6.3R of the Listing Rules and will be available for inspection at <http://www.morningstar.co.uk/uk/nsm>. The voting figures will also shortly be available on the Company's website at [www.lseg.com](http://www.lseg.com).

The passing of the Resolution will enable the Company to proceed with the Acquisition as described in the Prospectus.

The Record Date for entitlements under the Rights Issue was the close of business on 8 September 2014. Qualifying non-CREST Shareholders (other than certain Overseas Shareholders) will be sent a Provisional Allotment Letter in connection with the Rights Issue today, and Qualifying CREST Shareholders (other than certain Overseas Shareholders) will receive a credit to their appropriate stock accounts in CREST in respect of the Nil Paid Rights to which they are entitled as soon as practicable after 8.00 a.m. on 11 September 2014.

Applications have been made to the UK Listing Authority for 74,347,813 New Shares to be admitted to the premium listing segment of the Official List and to the London Stock Exchange for the New Shares to be admitted to trading on the main market for listed securities of the London Stock Exchange. It is expected that Admission will become effective and dealings in New Shares will commence, nil paid, at 8.00 a.m. on 11 September 2014.

The latest time and date for acceptance, payment in full and registration of renunciation of Provisional Allotment Letters is 11.00 am on 25 September 2014. It is anticipated that the Acquisition will complete in late fourth quarter of 2014 or early first quarter 2015.

The Rights Issue has been fully underwritten by Barclays, RBC Capital Markets, Deutsche Bank, J.P. Morgan Cazenove, Banca IMI, Banco Santander, HSBC and Mitsubishi UFJ Securities.

Unless defined otherwise herein, capitalised terms shall have the meanings ascribed to them in the "Definitions" section at the end of this announcement.

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**IMPORTANT NOTICE**

This announcement has been issued by and is the sole responsibility of LSEG.

This announcement is not a prospectus but an advertisement and investors should not acquire any Nil Paid Rights, Fully Paid Rights or New Shares referred to in this announcement except on the basis of the information contained in the Prospectus. The information contained in this announcement is for background purposes only and does not purport to be full or complete. The information in this announcement is subject to change.

A copy of the Prospectus is available from the registered office of LSEG and on LSEG's website at [www.lseg.com](http://www.lseg.com). The Prospectus is not, subject to certain exceptions, available (through the website or otherwise) to Shareholders in the United States or any other Excluded Territory. Neither the content of LSEG's website nor any website accessible by hyperlinks on LSEG's website is incorporated in, or forms part of, this announcement. The Prospectus gives details of the New Shares, the Nil Paid Rights and the Fully Paid Rights offered pursuant to the Rights Issue.

This announcement is for information purposes only and is not intended to and does not constitute or form part of any offer or invitation to purchase or subscribe for, or any solicitation to purchase or subscribe for, Nil Paid Rights, Fully Paid Rights or New Shares or to take up any entitlements to Nil Paid Rights in any jurisdiction. No offer or invitation to purchase or subscribe for, or any solicitation to purchase or subscribe for, Nil Paid Rights, Fully Paid Rights or New Shares or to take up any entitlements to Nil Paid Rights will be made in any jurisdiction in which such an offer or solicitation is unlawful. The information contained in this announcement is not for release, publication or distribution to persons in the United States or any other Excluded Territory, and should not be distributed, forwarded to or transmitted in or into any jurisdiction, where to do so might constitute a violation of local securities laws or regulations.

The Nil Paid Rights, the Fully Paid Rights, the New Shares and the Provisional Allotment Letters have not been and will not be registered under the Securities Act or under any securities laws of any state or other jurisdiction of the United States and may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within the United States except pursuant to an applicable exemption from or in a transaction not subject to the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. There will be no public offer of the Nil Paid Rights, the Fully Paid Rights or the New Shares in the United States.

**The distribution of this announcement into jurisdictions other than the United Kingdom may be restricted by law, and, therefore, persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of such jurisdiction. In particular, subject to certain exceptions, this announcement, the Prospectus and the Provisional Allotment**

**Letters should not be distributed, forwarded to or transmitted in or into the United States or any other Excluded Territory.**

This announcement does not constitute a recommendation concerning any investor's options with respect to the Rights Issue. The price and value of securities can go down as well as up. Past performance is not a guide to future performance. The contents of this announcement are not to be construed as legal, business, financial or tax advice. Each Shareholder or prospective investor should consult his, her or its own legal adviser, business adviser, financial adviser or tax adviser for legal, financial, business or tax advice.

**Notice to all investors**

Barclays is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority. Greenhill is authorised and regulated by the Financial Conduct Authority. Robey Warshaw is authorised and regulated by the Financial Conduct Authority. RBC Capital Markets is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority. Deutsche Bank is authorised under German Banking Law and is regulated by BaFin, Germany's Federal Financial Supervisory Authority, the Financial Conduct Authority and the Prudential Regulation Authority. J.P. Morgan Cazenove is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority. Banca IMI is authorised by the Banca d'Italia and Consob and regulated by the Financial Conduct Authority and the Prudential Regulation Authority. Banco Santander is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority. HSBC is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority. Mitsubishi UFJ Securities is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority. Barclays, Greenhill, Robey Warshaw, Peter J. Solomon, RBC Capital Markets, Deutsche Bank, J.P. Morgan Cazenove, Banca IMI, Banco Santander, HSBC and Mitsubishi UFJ Securities are acting for LSEG and are acting for no one else in connection with the Rights Issue and will not regard any other person as a client in relation to the Rights Issue and will not be responsible to anyone other than LSEG for providing the protections afforded to their respective clients, nor for providing advice in connection with the Rights Issue or any other matter, transaction or arrangement referred to herein.

Apart from the responsibilities and liabilities, if any, which may be imposed on Barclays and Greenhill in their capacities as Sponsors by the FSMA, none of Barclays, Greenhill, Robey Warshaw, Peter J. Solomon, RBC Capital Markets, Deutsche Bank, J.P. Morgan Cazenove, Banca IMI, Banco Santander, HSBC and Mitsubishi UFJ Securities accept any responsibility or liability whatsoever and make no representation or warranty, express or implied, for the contents of this announcement, including its accuracy, fairness, sufficiency, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with LSEG or the Nil Paid Rights, Fully Paid Rights, Provisional Allotment Letters, New Shares or the Rights Issue and nothing in this announcement is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or future. Each of Barclays, Greenhill, Robey Warshaw, Peter J. Solomon, RBC Capital Markets, Deutsche Bank, J.P. Morgan Cazenove, Banca IMI, Banco Santander, HSBC and Mitsubishi UFJ Securities accordingly disclaims to the fullest extent permitted by law all and any responsibility and liability whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have in respect of this announcement or any such statement. Each of Barclays, Greenhill, Robey Warshaw, Peter J. Solomon, RBC Capital Markets, Deutsche Bank, J.P. Morgan Cazenove, Banca IMI, Banco Santander, HSBC and Mitsubishi UFJ Securities and/or their affiliates provides various investment banking, commercial banking and financial advisory services from time to time to LSEG.

No person has been authorised to give any information or to make any representations other than those contained in this announcement and the Prospectus and, if given or made, such information or representations must not be relied on as having been authorised by LSEG or Barclays, Greenhill, Robey Warshaw, Peter J. Solomon, RBC Capital Markets, Deutsche Bank, J.P. Morgan Cazenove, Banca IMI, Banco Santander, HSBC and Mitsubishi UFJ Securities. Subject to the Listing Rules, the Prospectus Rules and the Disclosure and Transparency Rules of the Financial Conduct Authority, the issue of this announcement shall not, in any circumstances, create any implication that there has been no change in the affairs of LSEG since the date of this announcement or that the information in it is correct as at any subsequent date.

The Underwriters and their respective affiliates, acting as investors for their own accounts, may, in accordance with applicable legal and regulatory provisions, engage in transactions in relation to the Nil Paid Rights, the Fully Paid Rights, the New Shares and/or related instruments for their own account for the purpose of hedging their underwriting exposure or otherwise. Accordingly, references in the Prospectus to the Nil Paid Rights, Fully Paid Rights or New Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Underwriters and any of their respective affiliates acting as investors for their own accounts. Except as required by applicable law or regulation, the Underwriters do not propose to make any public disclosure in relation to such transactions.

## Definitions

<b>“Acquisition”</b>	the proposed acquisition of Russell by LSEG in accordance with the Merger Agreement
<b>“Admission”</b>	admission of the New Shares, nil paid, to (i) the Official List, and (ii) trading on the London Stock Exchange’s main market for listed securities
<b>“Banca IMI”</b>	Banca IMI S.p.A
<b>“Banco Santander”</b>	Banco Santander, S.A.
<b>“Barclays”</b>	Barclays Bank PLC
<b>“Company” or “LSEG”</b>	London Stock Exchange Group plc
<b>“CREST”</b>	the relevant system (as defined in the CREST Regulations) for the paperless settlement of trades in listed securities in the United Kingdom, of which Euroclear UK & Ireland Limited is the operator (as defined in the CREST Regulations)
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755)
<b>“Deutsche Bank”</b>	Deutsche Bank AG, London Branch
<b>“Excluded Territory”</b>	the Commonwealth of Australia, its territories and possessions, the Republic of South Africa, Japan and any other jurisdictions where the extension and availability of the Rights Issue would breach any applicable law
<b>“FSMA”</b>	the Financial Services and Markets Act 2000, as amended

<b>“Fully Paid Rights”</b>	rights to acquire New Shares, fully paid
<b>“General Meeting”</b>	the general meeting of the Company held at 9.30 a.m. on 10 September 2014 to consider the Resolution, notice of which was set out in the Prospectus
<b>“Greenhill”</b>	Greenhill & Co. International LLP
<b>“HSBC”</b>	HSBC Bank plc
<b>“J.P. Morgan Cazenove”</b>	J.P. Morgan Securities plc
<b>“London Stock Exchange”</b>	London Stock Exchange plc
<b>“LSEG”</b>	London Stock Exchange Group plc
<b>“Merger Agreement”</b>	the Agreement and Plan of Merger entered into between and among the Company, Russell, Northwestern Mutual and Merger Sub on 26 June 2014, as summarised in Part XII “Key Transaction Terms” of the Prospectus
<b>“Merger Sub”</b>	London Stock Exchange Group US Sub, Inc., a wholly owned indirect subsidiary of the Company incorporated in Washington
<b>“Mitsubishi UFJ Securities”</b>	Mitsubishi UFJ Securities International plc
<b>“New Shares”</b>	the new Shares which the Company will allot and issue pursuant to the Rights Issue, including, where appropriate, the Provisional Allotment Letters, the Nil Paid Rights and Fully Paid Rights
<b>“Nil Paid Rights”</b>	rights to acquire New Shares, nil paid
<b>“Northwestern Mutual”</b>	The Northwestern Mutual Life Insurance Company
<b>“Official List”</b>	the Official List of the Financial Conduct Authority
<b>“Overseas Shareholders”</b>	Shareholders with registered addresses in, or who are citizens, residents or nationals of, jurisdictions outside of the United Kingdom
<b>“Peter J. Solomon”</b>	Peter J. Solomon Company, L.P.
<b>“Prospectus”</b>	the prospectus and class 1 circular published by the Company on 22 August 2014 in respect of the Rights Issue and the Acquisition, together with any supplements or amendments thereto
<b>“Provisional Allotment Letter”</b>	the provisional allotment letter to be issued to Qualifying non-CREST Shareholders (other than certain Overseas Shareholders)
<b>“Qualifying CREST Shareholders”</b>	Qualifying Shareholders holding Shares in uncertificated form

<b>“Qualifying non-CREST Shareholders”</b>	Qualifying Shareholders holding Shares in certificated form
<b>“Qualifying Shareholders”</b>	Shareholders on the register of members of the Company at the Record Date with the exclusion of persons with a registered address or located or resident in an Excluded Territory or (subject to certain exceptions) a Restricted Territory
<b>“RBC Capital Markets”</b>	RBC Europe Limited
<b>“Record Date”</b>	close of business on 8 September 2014
<b>“Resolution”</b>	the resolution proposed at the General Meeting in connection with the Acquisition which was set out in the notice of general meeting contained in the Prospectus
<b>“Restricted Territory”</b>	Canada, the People’s Republic of China, Kuwait, Qatar, Dubai International Finance Centre, Singapore, Switzerland and the United States
<b>“Rights Issue”</b>	the offer by way of rights to Qualifying Shareholders to subscribe for New Shares, on the terms and conditions set out in the Prospectus and the Provisional Allotment Letter
<b>“Robey Warshaw”</b>	Robey Warshaw LLP
<b>“Russell”</b>	Frank Russell Company
<b>“Securities Act”</b>	the US Securities Act of 1933, as amended
<b>“Shareholders”</b>	holders of Shares as at the close of business on the Record Date
<b>“Shares”</b>	ordinary shares in the capital of the Company
<b>“Sponsors”</b>	Barclays and Greenhill
<b>“UK” or “United Kingdom”</b>	the United Kingdom of Great Britain and Northern Ireland
<b>“Underwriters”</b>	Barclays, RBC Capital Markets, Deutsche Bank, J.P. Morgan Cazenove, Banca IMI, Banco Santander, HSBC and Mitsubishi UFJ Securities
<b>“United States” or “US”</b>	the United States of America, its territories and possessions, any state of the United States and the District of Columbia