



London

Stock Exchange Group

Creating a Financial Markets Infrastructure Leader of the Future

Acquisition of Refinitiv

November 2019



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- 2. Refinitiv: a leading global provider of financial markets data, analytics and infrastructure**
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- 5. Management and governance**



Key transaction terms

Purchase price

- All share transaction⁽¹⁾
- Enterprise value of approximately \$27bn with an equity value of \$14.5bn⁽²⁾
- Total new shares issued to Refinitiv shareholders will result in approximately 37%⁽¹⁾ economic interest and less than 30% voting interest in LSEG

Management

- Combined business will be chaired by LSEG's Chairman Don Robert and led by LSEG's CEO David Schwimmer
- Refinitiv's CEO David Craig will join LSEG's Executive Committee and continue as CEO of Refinitiv

Governance

- 3 new members to be added to the Board: 2 from Blackstone and 1 from Thomson Reuters
- LSEG will remain in compliance with the UK Corporate Governance Code following completion

Headquarters

- LSEG's global business continues to be headquartered in London
- LSEG will retain its Premium Listing on the Official List of the FCA and trade on London Stock Exchange plc's Main Market for listed securities

Note:

(1) LSEG may elect to settle up to \$2.5bn of the consideration in cash

(2) Based on Refinitiv's net debt of \$12.5bn and other adjustments as of June 2019

Creates significant value and reshapes the industry

1

Transforms LSEG's position as a leading global financial markets infrastructure group

Ability to benefit from global growth opportunities with greater range of leading businesses and enhanced strategic balance

2

Significantly enhances LSEG's customer proposition in data and analytics

Combination of valuable datasets with extensive distribution and IP capabilities, boosting revenue opportunities

3

Creates a global multi-asset class capital markets business

Adds high-growth execution venues in the two largest traded asset classes: FX and fixed income

4

Deepens and expands our shared core principles of customer partnership and open access

Continued partnership with customers to deliver innovative solutions across the financial markets value chain

5

Compelling financial profile: Sustainable growth and substantial synergies

- In excess of £350m cost and £225m revenue run rate synergies
- Revenue⁽¹⁾ CAGR of 5-7% targeted over the first three years post completion with c.70% recurring subscription-based revenue
- Over 30% adjusted EPS accretion in the first full year post completion and increasing in years 2 and 3

Note:

(1) Revenue excludes recoveries and includes treasury income and other income

Anticipating customer needs in the fast evolving financial markets infrastructure landscape

Core capabilities of future FMI provider

GLOBAL FOOTPRINT

LEADING DATA & ANALYTICS CAPABILITIES

MULTI-ASSET CLASS COVERAGE

Historic landscape

Geographic constraints

Significant overheads in processing of data

Voice trading in FX and fixed income markets

Individual asset class based trading and investing

Fragmented value chain

Future landscape

Global borderless trading

Automation and digitisation unlocking value from data

Electronification of all asset classes

Highly automated multi-asset investment strategies

Coverage across value chain

Open access to platforms and services

Positions LSEG for future growth

LSEG has successfully capitalised on structural trends in the past through M&A and organic strategies

Acquisition positions LSEG for growth in ongoing evolution of financial markets

1 Shift to passives

- ETF growth
- Expanding index requirements and innovation

2 Regulatory driven growth in post trade

- OTC clearing mandates introduced
- Driving margin and capital efficiencies
- Increased risk management transparency

3 Technology-enabled innovation

- Automation and digitisation unlocking value from data
- Rising demand for data and analytics
- Commercialisation of proprietary and alternative data

4 Multi-asset investment and trading strategies

- Investor shift to multi-asset portfolios
- Electronification of fixed income markets
- Increased importance of the buy-side

Globalisation of markets

Leading index and analytics business



Leading risk and balance sheet management offering



Leading global financial markets infrastructure group



Note:

- (1) Minority stake
(2) Refinitiv Data Platform was formerly known as Elektron Data Platform

Creates a new global financial markets infrastructure leader

- A leading global financial markets infrastructure business
- Successful open access philosophy and customer partnership approach
- Systemically important, world class businesses serving global customer base
- Leading global OTC clearer with over \$1,000tn of notional cleared in 2018: **LCH**
- Leading global multi-asset index company with \$15tn in AuM and \$696bn ETF AuM: **FTSE Russell**
- Leading European equities trading business
- Strong track record of top-line organic growth and strategic M&A



- A leading global provider of data, analytics and financial markets solutions
- Open platform promoting partner community, solutions and efficiency
- Global reach and significant customer connectivity
- Best-in-class capabilities in data collection, management and distribution
- Leading trading venues in FX and fixed income: **FXall** and **Tradeweb**
- 150,000 data sources, over 10,000 data partners and 24,000 developer community
- Significant recent investment to accelerate growth
- High quality, highly recurring subscription-based revenue base

2018 Revenue: £2.1bn ⁽¹⁾
2018 Adj. EBITDA: £1.1bn

2018 Revenue: £4.3bn ⁽²⁾⁽³⁾
2018 Adj. EBITDA: £1.5bn ⁽³⁾

Note:

(1) Revenue includes treasury income and other income

(2) Revenue excludes recoveries

(3) Refinitiv's performance for the 12 months to 31 December 2018 has been translated from USD to GBP using an FX rate of 1.34

Delivers attractive financial returns for shareholders


- 1 Enhanced revenue ⁽¹⁾ mix with attractive growth**
 - **c.70%** recurring subscription-based revenue up from c.40%
 - **5-7%** revenue CAGR targeted over the first three years post completion
- 2 Significant synergies**
 - Annual run rate cost synergies **in excess of £350m**
 - Annual run rate revenue synergies **in excess of £225m**
- 3 Attractive returns**
 - **Over 30% adjusted EPS accretion** in the first full year post completion and increasing in years 2 and 3
 - ROIC expected to exceed investment criteria in the 3rd year post completion
- 4 Maintains current capital management framework**
 - **1.0 – 2.0x** target leverage in 24-30 months post completion, from around 3.5x at completion
 - Maintaining current progressive dividend policy

Note:

(1) Revenue excludes recoveries and includes treasury income and other income

Refinitiv: a leading global provider of financial markets data, analytics and infrastructure

A leading financial markets data and infrastructure provider serving over 40,000 customers in approx. 190 countries

Data, distribution, analytics and workflow			Venues		Risk
DATASTREAM	EIKON	IBES	FXall	FX Matching	WORLD-CHECK
WM / REUTERS FX BENCHMARK	LIPPER	FXT	 Tradeweb	REDI	EDD
			BETA		CONNECTED RISK

Refinitiv Data Platform ⁽¹⁾

Open data platform and core capabilities in data collection, integration, distribution & management to power financial markets

- Financial, company, economic, commodities, deals and ‘alternative data’
- Content workflow and analytics
- Benchmarks and indexes, pricing, reference and entity data
- Strategic workflow solutions such as FXT, REDI, AlphaDesk, etc.
- Ownership of proprietary data content (e.g. Lipper, ESG, financial crime, venue data)
- Messaging and collaboration services

£3.2bn revenue in 2018 ⁽²⁾⁽³⁾

Leading data & analytics business with significant global reach and connectivity

- FX venues — FXall, Matching
- Fixed income venues — Tradeweb
- BETA trade processing in Wealth

£0.8bn revenue in 2018 ⁽²⁾⁽³⁾

Leading FX, fixed income and multi-asset trading venues

- Anti-financial crime data and solutions
- KYC/AML financial crime data and solutions
- Legal entity identifiers
- Enhanced due diligence services for customer and supplier screening

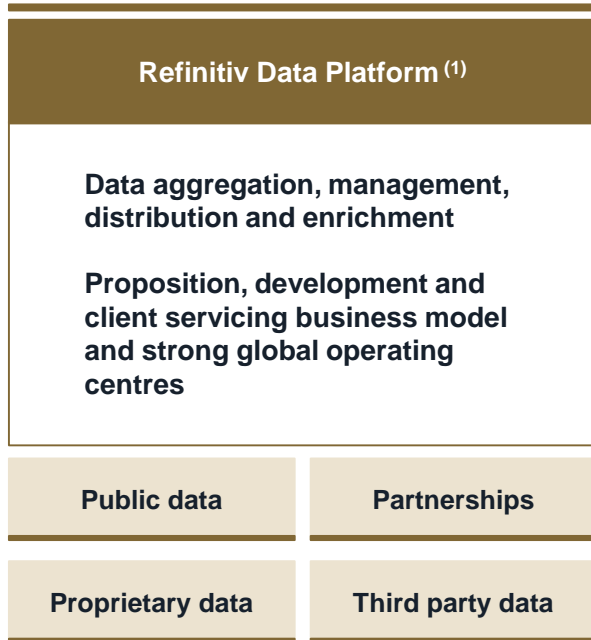
£0.3bn revenue in 2018 ⁽²⁾⁽³⁾⁽⁴⁾

Leading Risk business providing innovative products to corporates

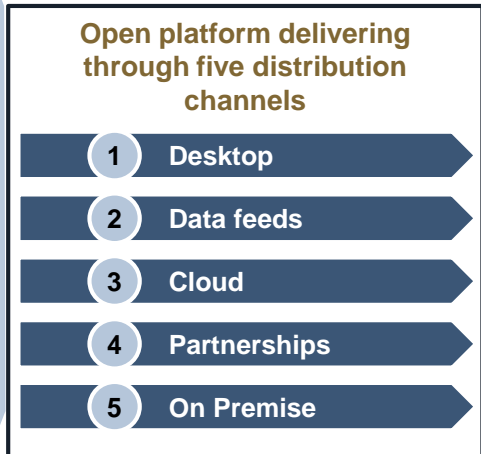
Note:
 (1) Refinitiv Data Platform was formerly known as Elektron Data Platform
 (2) Revenue excluding recoveries
 (3) Refinitiv’s performance for the 12 months to 31 December 2018 has been translated from USD to GBP using an FX rate of 1.34
 (4) Risk includes Risk & Other

Refinitiv's data and analytics operating model

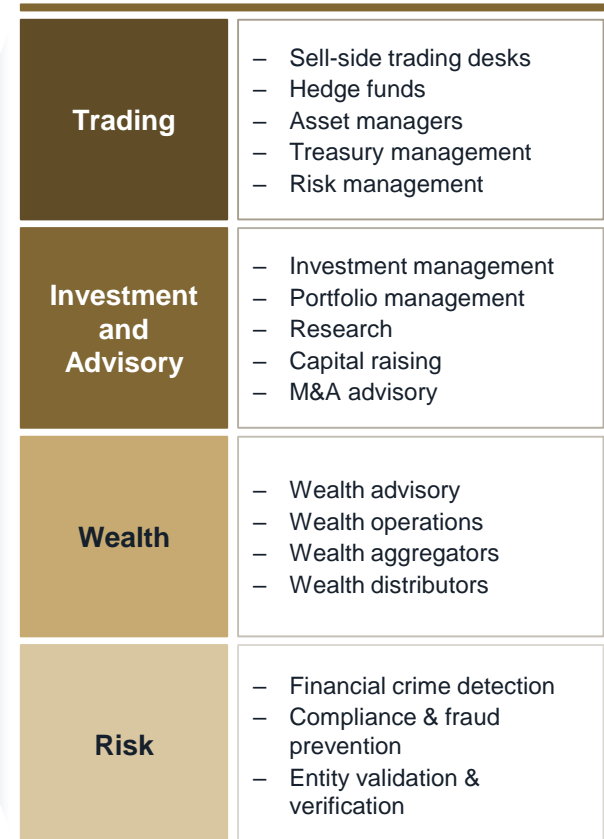
Core capabilities in data content and data management



150,000 data sources, over 10,000 data partners, 400,000 end users and consumed by machines globally (24,000 developer community)



40,000 customers across 4 key communities



Note:

(1) Refinitiv Data Platform was formerly known as Elektron Data Platform



Benefit from market shift in data distribution preferences given Refinitiv’s multi-channel capabilities

Data market trending away from desktops towards distribution via alternative channels

- **Clients see growing value in feeds as data consumption shifts from human to machines**
 - Global algorithmic trading market expected to grow at a 11.1% CAGR 2019-2024⁽¹⁾
- **Refinitiv well placed to take advantage of market trends**
 - A leading provider of real time and non-real time data feeds
 - Open platform approach allowing for integration with third party applications
 - Providing enhanced choice and ability to integrate Refinitiv Data products into customers’ workflow
- **Enhanced data management and distribution through Refinitiv Workspace⁽²⁾**
 - Operates seamlessly across operating systems, web browsers and mobile devices
 - Tailored solutions for each customer community, e.g. Refinitiv Workspace for traders, Refinitiv Workspace for investment bankers and Refinitiv Workspace for wealth managers

Examples of Refinitiv products delivered via feeds or other channels

Trading	<ul style="list-style-type: none"> – Real time feeds, tick history, as well as pricing, reference, and legal entity data – Company fundamentals, ownership and ESG content sets – Automated dealing solutions through Electronic Trading – Real time feeds from Refinitiv venues (FXAll, Tradeweb) – Data to support risk models, portfolio valuations and risk metric calculations
Investment & Advisory	<ul style="list-style-type: none"> – Wide range of data sets delivered by feeds and cloud for growing quant market – WM/Reuters FX Benchmarks – Securities Data Company for transactions / deals and issuance data – Lipper for fund performance data
Wealth Management	<ul style="list-style-type: none"> – Thomson Reuters Knowledge Direct (TRKD) providing data and tools for wealth managers and retail brokers

Note:

(1) ResearchAndMarkets report. Global algorithmic trading market size forecast to grow from \$11.1 billion in 2019 to \$18.8 billion by 2024

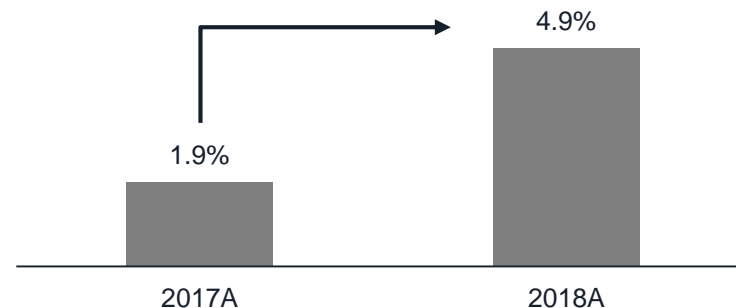
(2) Refinitiv Workspace is a replacement for the Eikon Platform

Accelerating revenue growth and improving efficiency

Acceleration of revenue growth

- Expanded data platform capabilities including cloud distribution
- Improved sales force and service effectiveness driving product retention
- New content sets, derived content and analytics capabilities (e.g. ESG data)
- Improved agility and speed to market
- Investment in emerging and frontier market content sets and workflow

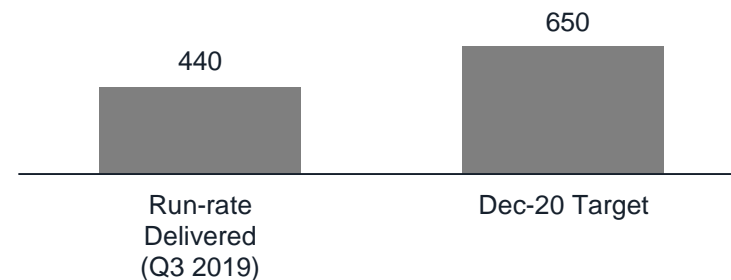
Revenue growth profile ⁽¹⁾



Operating efficiency

- On track to achieve \$650m run-rate savings by end of 2020 – clear roadmap to all savings
- Reduction in operating layers and leveraging operational centres
- Technology modernisation, content automation and operating cost reduction
- Procurement and real estate savings

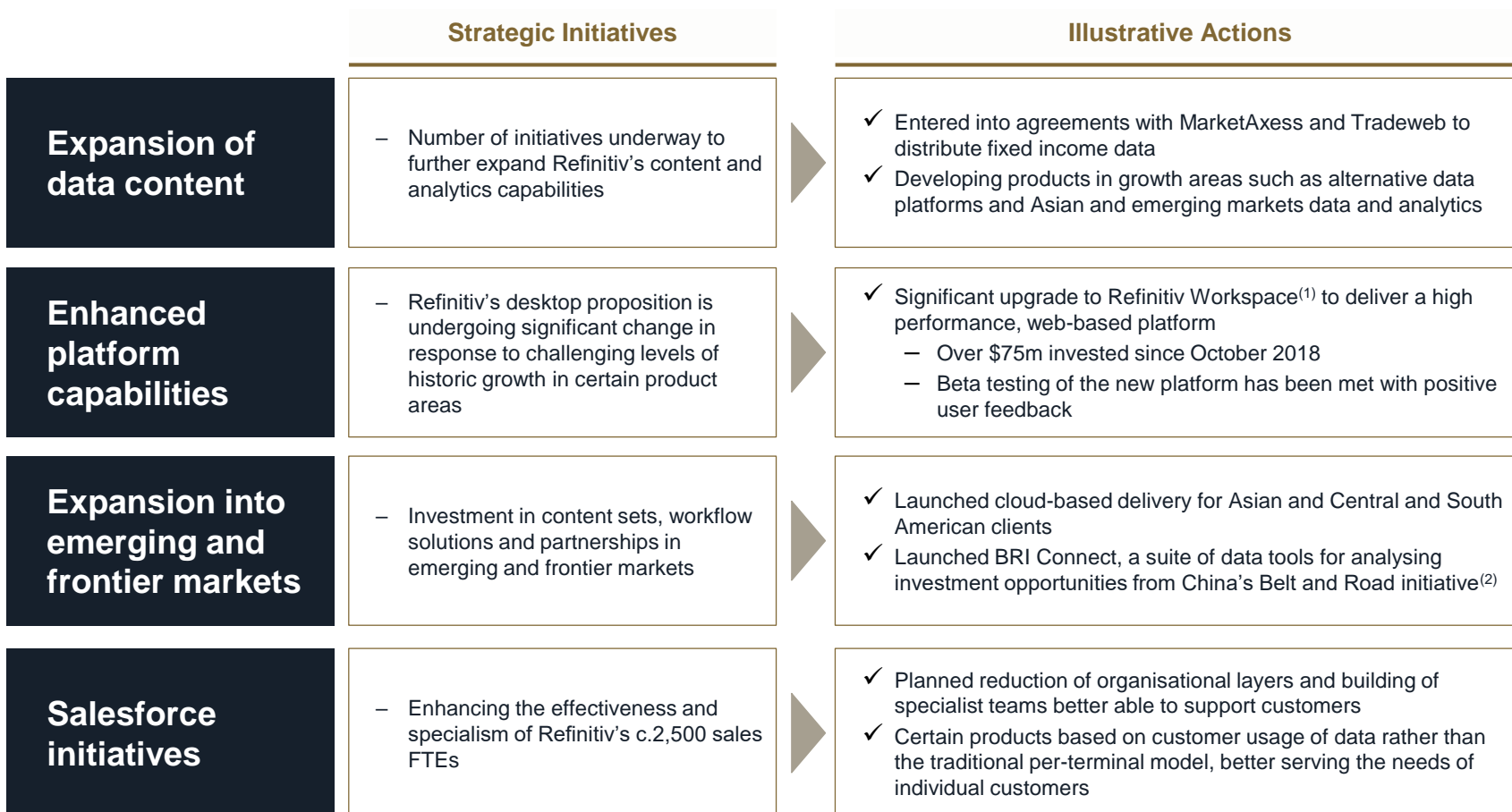
Cost savings progress (\$m)



Note:

(1) Revenue excludes recoveries. Growth rates calculated on a reported basis

Successfully transforming Refinitiv's data business and accelerating topline growth



Note:

(1) Refinitiv Workspace is a replacement for the Eikon Platform

(2) China's Belt and Road Initiative focuses on building significant infrastructure projects across Asia, Europe, and Africa. Officially launched in 2013, it is already considered the largest investment program in history, accounting for more than \$500 billion USD of spend in infrastructure projects across more than 70 countries

Industry defining transaction

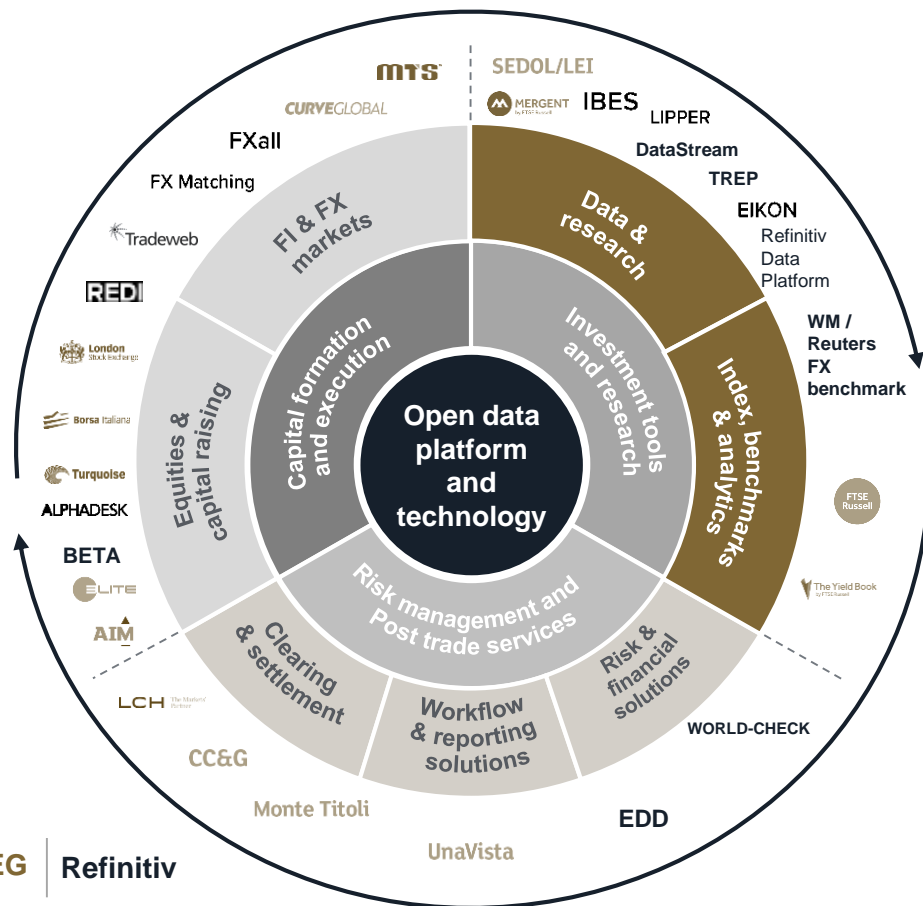
Creates significant value and reshapes the industry

- 1** Transforms LSEG's position as a leading financial markets infrastructure group, expanding its global footprint and accelerating its strategy
- 2** Significantly enhances LSEG's customer proposition in data and analytics, accelerating opportunities in valuable IP and innovative new services
- 3** Creates a global multi-asset capital markets business with the addition of high-growth foreign exchange and fixed income venues
- 4** Deepens and expands our shared core principles of customer partnership and open access

Positions LSEG for future growth in the fast evolving financial markets infrastructure landscape

1

Transforms LSEG's position as a leading financial markets infrastructure group



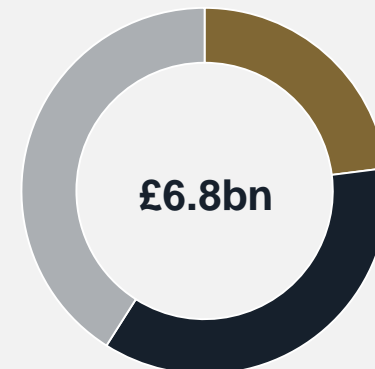
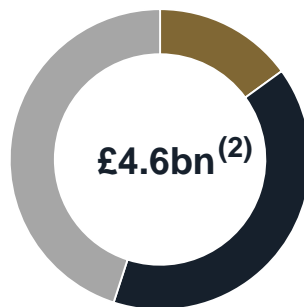
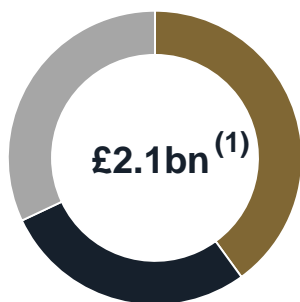
- ✓ **Refinitiv complements LSEG across the financial markets value chain**
 - Trading venues generate proprietary multi-asset class data
 - Data and analytics enable trading and investment decisions
- ✓ **Provides proprietary content and extensive data management capabilities**
 - Enables expansion of fixed income and ESG index business
 - Development of high value analytics
 - Unlocks value in post trade data
- ✓ **Creates a multi-asset class capital markets offering**
 - Adds high-growth execution venues in the two largest traded asset classes: FX and fixed income
 - Complements existing capital formation and execution business

Underpinned by our shared core principles of Open Access and Customer Partnership

1

Creates a global footprint with significant growth opportunities

2018 Revenue diversification



Combined

Growth opportunities in existing and new geographies

- Growth and scale in the US – the world’s largest financial market
- Expands LSEG’s existing position in Asia, particularly China
- Growth in emerging markets where Refinitiv has a significant presence
- Global servicing capability aligned to customers’ global operating model

Note:

(1) LSEG revenue includes treasury income and other income, LSEG splits are based on income diversity by currency as presented on page 37 of LSEG’s 2018 Preliminary Results presentation
(2) Refinitiv revenue includes recoveries. Refinitiv’s performance for the 12 months to 31 December 2018 has been translated from USD to GBP using an FX rate of 1.34

2 A leading index and analytics business and a global data platform



REFINITIV DATA PLATFORM⁽²⁾

DATASTREAM

IBES

WORLD-CHECK

FXT

TREP

Leading multi-asset global index business	\$15tn Assets benchmarked to FTSE Russell indexes ⁽¹⁾	\$3.5tn Fixed income assets benchmarked ⁽¹⁾
First class analytics capabilities	80m Calculations every 24 hours on Yield Book	>25 years Fixed income analytics history
Key growth driver	17% ETF AUM growth over last 3 years	22% FTSE Russell revenue CAGR in the last 3 years

High value proprietary and third party content sets	FX and fixed income pricing, earnings estimates, ESG, reference data, entity data, company research	10,000 Data partners 150,000 Data sources
Leading data management & aggregation capabilities	Open and efficient platform	24,000 Developers
Global distribution	c.190 Countries	400,000 End users

Data and analytics key to digitisation of financial markets infrastructure

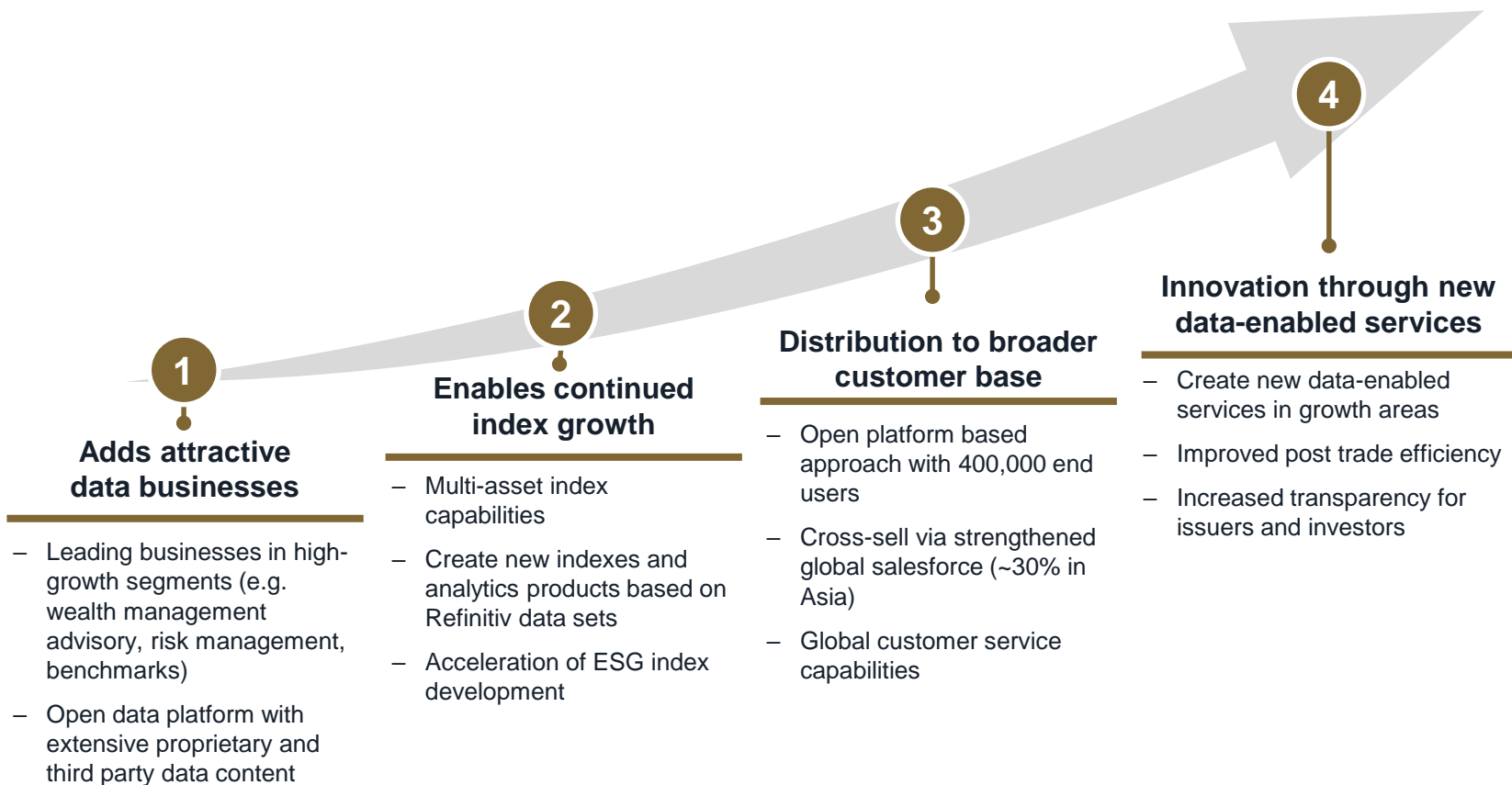
Note:

(1) Data current as at 30 June 2019

(2) Refinitiv Data Platform was formerly known as Elektron Data Platform

2

Transforms customer proposition in data and analytics

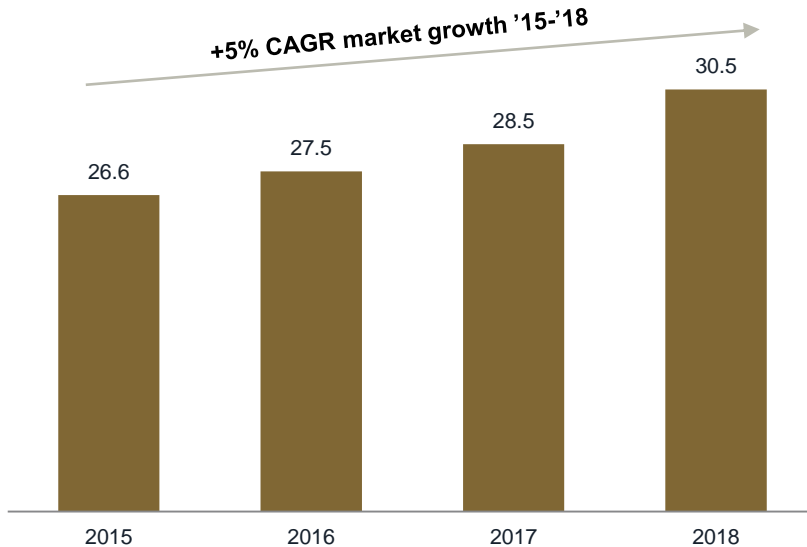


Drives continued growth and recurring subscription-based revenue

2 Group is well positioned for growth in data and analytics

Global market for financial information growing at c.5% p.a.

\$ bn














Well positioned to participate in key areas of future growth

Growth Drivers

Combined Business

<p>1</p> <p>Shift to passives expanding index requirements</p>	<ul style="list-style-type: none"> Passive AUM expected to more than double by 2025 Passive inflows grew 10% and 9%⁽¹⁾ p.a. in 2017 and 2018 respectively 	<ul style="list-style-type: none"> A leading index and benchmarking provider Multi-asset class content from which to create index IP (e.g. ESG, fixed income)
<p>2</p> <p>Automation and digitisation demanding more data</p>	<ul style="list-style-type: none"> Customer focus shifting away from terminal products Growth in algorithmic trading Growing demand for bespoke offerings 	<ul style="list-style-type: none"> A leading provider of real time and non-real time data feeds Open platform increases competition to benefit customers and market participants
<p>3</p> <p>Increased value of high quality data and analytics</p>	<ul style="list-style-type: none"> Increased customer demand for value-adding insights and alternative data Vast majority of data in circulation created in the last four years 	<ul style="list-style-type: none"> High value proprietary and third party content Data management and analytics capabilities Ability to deliver new customer benefits from LSEG and Refinitiv data

3 Creates a diversified multi-asset capital markets business

Equities	    	BETA REDI eBlock ALPHADESK
FX		FXall FXT FX Matching
Fixed income	MTS EUROTLX	 Fixed Income and Money Market Auctions
ETFs	  	
Derivatives	CURVEGLOBAL IDEM / IDEX	FXall FX Matching 

- Adds high-growth asset classes to existing product suite
- Aligns with secular drivers for long-term growth
 - Electronification of fixed income markets at early stages
 - Shift from active to passive
 - Increasing buy-side direct participation
- Continuous commitment to capital formation, SMEs and facilitating economic growth and job creation

4 We share core principles of open access and customer partnership

Open access

Customers should have the choice of where they place their business

- **Provide access to all markets and products** for a wide range of users including competitors' venues and platforms
- LCH provides clearing services to a number of external equities, derivatives and fixed income trading venues
- FTSE Russell licenses its indexes to a range of exchange operators globally

- **A leading open access data platform** distributing proprietary and third party content and applications
- OMS / EMS ⁽¹⁾ provide open access to multiple trading venues
- PermID, data tagging, to integrate dispersed data sets

Customer partnership

Strategic alignment to the interests of customers is central to supporting long-term value creation

- Shared ownership, governance and **development of businesses in partnership with customers** enabling product innovation and rapid adoption of new products
- LCH, Turquoise, CurveGlobal and MTS are all examples of this and customers play an active role in shaping the services offered

- **Operate businesses in partnership with customers**
- Third party content and applications, with open APIs
- Leading development platform, App Studio and integration tools

Note:

(1) OMS, order management systems; EMS, execution management systems

4

Diversifies customer network with increasing touchpoints across customer base

Expanded client base

Global operations with increasing scale

20 / 20

Top ETF issuers⁽¹⁾

Top 10

Investment banks⁽¹⁾

400,000

End users

40,000+

Customers

98 / 100

Top asset managers⁽¹⁾

>70%

Of largest Group clients take up index and data products⁽¹⁾

Sell-side, buy-side and corporates

Broad customer base

5,000+

Investment firms and hedge funds

~\$15tn

Assets benchmarked to FTSE Russell indexes⁽¹⁾

100+

Issuers on LSEG operate in over 100 different countries

c.190

Countries in which Refinitiv operates

>\$900bn

FX and fixed income volumes traded per day

>\$1,000tn

cleared in OTC markets in 2018

~\$696bn

ETF AuM benchmarked⁽²⁾

11m+

Daily messages on Refinitiv platform

10,000

Data partners globally

Note:
(1) Data current as at 30 June 2019
(2) Data current as at 30 September 2019

Financial highlights

Delivers attractive financial returns for shareholders

- 1 High quality revenue ⁽¹⁾ mix with attractive growth**
 - High quality business mix increasing recurring subscription-based revenue from c.40% to c.70%
 - Revenue CAGR of 5-7% targeted over the first three years post completion
 - Strong geographic diversification and broader customer reach
- 2 Significant synergies**
 - Annual run rate cost synergies in excess of £350m to be achieved by end of year 5
 - Annual run rate revenue synergies in excess of £225m to be achieved by end of year 5
- 3 Attractive returns**
 - Target adjusted EBITDA margin of around 50% in the medium term post completion⁽²⁾
 - Delivers enhanced returns for shareholders, with over 30% adjusted EPS accretion in the first full year post completion and increasing in years 2 and 3
 - Expected to deliver a ROIC that exceeds LSEG's investment criteria in the 3rd year post completion
- 4 Maintains current capital management framework**
 - 1.0 – 2.0x target leverage in 24-30 months post completion, from around 3.5x at completion
 - Maintaining LSEG's progressive dividend policy

Note:

(1) Revenue excludes recoveries and includes treasury income and other income

(2) 2018 adjusted EBITDA margin for LSEG was 49.9% and 2018 adjusted EBITDA margin excluding recoveries for Refinitiv was 36%



① Multiple engines to drive revenue growth

5-7% revenue⁽¹⁾ CAGR targeted over the first three years post completion

1 Continued performance of LSEG's current business

- Continued growth in FTSE Russell and Post Trade supported by structural drivers
- Maintain customer partnership approach to drive innovation

2 Accelerating revenue growth of Refinitiv's Data, Distribution, Analytics and Workflow businesses

- Expansion of content and platform upgrades following recent investment
- Increased salesforce and customer service effectiveness after reorganisation
- A number of ongoing initiatives including on-demand data services, cloud distribution, etc.

3 Continued strong growth of Refinitiv's FX trading platforms, Tradeweb and Risk

- High growth execution venues in FX and fixed income
- Benefits from ongoing electrification
- Regulatory-driven growth in KYC and Risk services

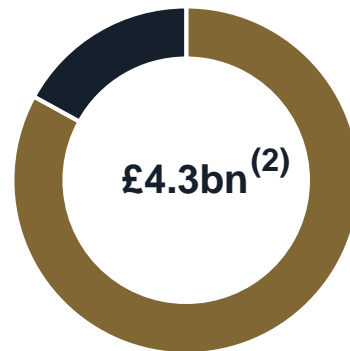
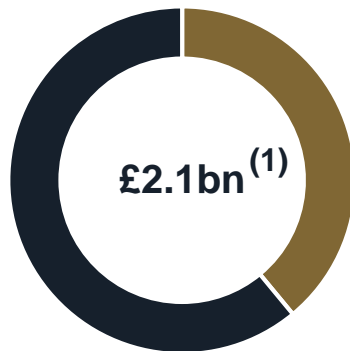
4 Realisation of target revenue synergies

- Cross-sell of products and services to a complementary customer base
- Creation of new and enhanced offering combining IP with best-in-class data management capabilities

Note:

(1) Combined business targeting delivery of revenue CAGR of 5-7% over the first three years following completion of the transaction. Revenue excludes recoveries and includes treasury income and other income

1 Significantly enhances business mix with larger proportion of recurring subscription-based revenue



2018 revenue by type

Note:

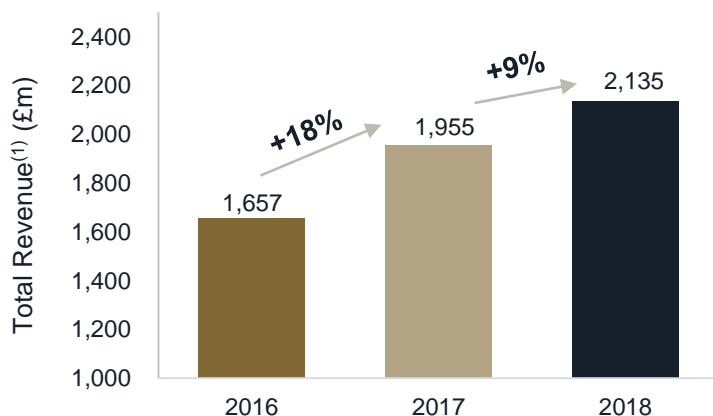
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(2) Refinitiv revenue excludes recoveries. Refinitiv's performance for the 12 months to 31 December 2018 has been translated from USD to GBP using an FX rate of 1.34

1

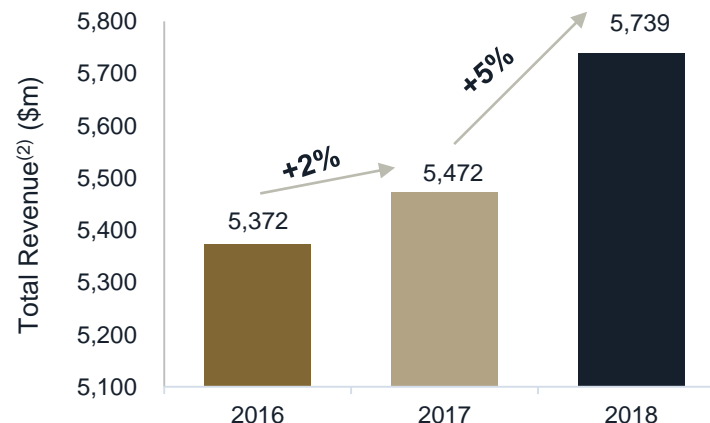
Track record of growth in both businesses

Continuous Growth at LSEG



- Strong growth in Information Services and Post Trade
- Regulatory clearing mandates driving demand for SwapClear
- FTSE Russell has benefitted from growth in passive funds and ETFs

Accelerating growth at Refinitiv



- Accelerating growth in Trading and in Investment and Advisory communities in 2018
- Transformation in Data and Analytics business ongoing
- Good double-digit growth in Venues
- Risk year-on-year growth of 10.5% in 2018 and 10.9% in 2017

Note:

(1) LSEG revenue includes treasury and other income and is based on reported numbers
(2) Refinitiv revenue and growth rates based on reported numbers and excludes recoveries

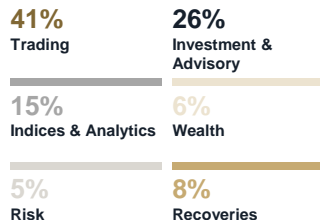
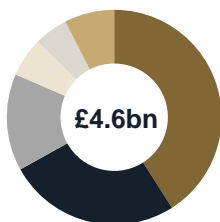
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Growth opportunities in each of the combined company's key segments

Pro Forma Business Mix^{(1) (2)} (2018A)

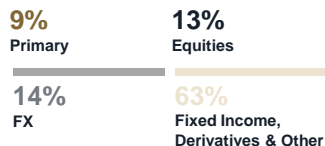
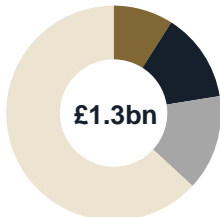
Key Growth Drivers

Information Services



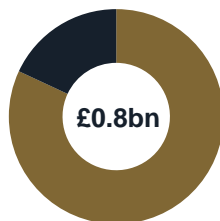
- Passive and alternative investment AUM expected to more than double by 2025
- Digitisation, AI and automation driving demand for direct data-driven solutions
- Increased demand across asset classes for content through feeds
- Customers increasingly need enhanced data management, more sophisticated analytics and data solutions and effective data distribution

Capital Markets



- Increasing demand for coverage across the investment value chain
- Electronification of asset classes and automation of multi-asset class investment strategies
- Global trading driven by the growth and changing distribution of global wealth
- Increased numbers of market participants and volumes of financial transactions

Post Trade



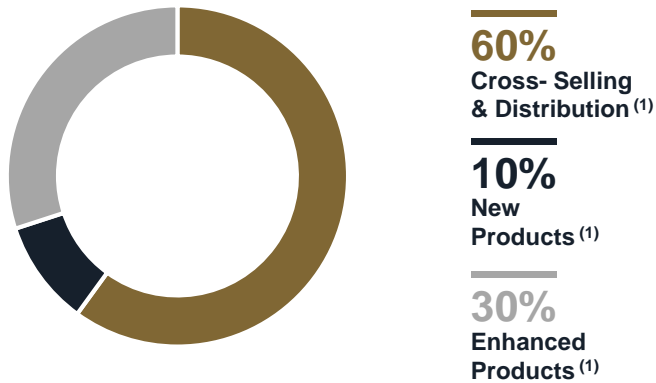
- Regulatory mandates and economic incentives driving demand for post trade services
- Phase in of uncleared margin rules will drive FX market participants to centrally clear more trades
- Increased customer focus on margin, capital efficiencies and risk management capabilities
- Expanded product offering using Refinitiv's data management and enrichment capabilities

Note: Segmentation excludes other revenues of £80m

(1) Unaudited

(2) Pro-forma income for the combined company has been prepared for illustrative purposes only and does not necessarily reflect future segmental reporting of the combined company post completion

2 Delivers annual run rate revenue synergies in excess of £225m



Cross-selling and distribution

- Distribution of Yield Book analytics via Refinitiv platform
- Distribution of Refinitiv pricing and reference data to LSEG index customers
- LSEG index distribution via Refinitiv platforms
- Utilise Refinitiv's global salesforce to introduce LSEG services to new customer segments such as wealth management advisory and corporates

Enhanced products

- Enhanced LSEG issuer services through addition of Refinitiv data
- Enhanced LCH valuation, margin and capital optimisation tool using Refinitiv data
- Refinitiv indexes and benchmarks (including WM/Reuters FX benchmarks) enhanced through LSEG index expertise

New products

- Extended LSEG ESG index and analytics services based on Refinitiv data
- Extended suite of LSEG fixed income indexes utilising Refinitiv pricing and reference data

Synergies	Target run rate phasing
Year 3	60%
Year 5	100%

One-time cash costs to achieve: c.£180m

5 year run rate revenue synergies represent c.3% of combined 2018 revenue ⁽²⁾

Note:

- (1) Synergy breakdown rounded to the nearest tenth
 (2) Revenue includes treasury income, other income and recoveries

2 Aligned efficiency initiatives support annual run rate cost synergies in excess of £350m



50%
Corporate & Employee-Related Efficiencies ⁽¹⁾

30%
Technology ⁽¹⁾

20%
Property & Other ⁽¹⁾

Synergies	Target run rate phasing
Year 1	25%
Year 3	70%
Year 5	100%

One-time cash costs to achieve: c.£550m⁽²⁾ (1.6x run rate)

Cost synergies delivered through wide ranging efficiency programme:

- Corporate and employee-related efficiencies: Removing duplication and leveraging wider geographic footprint, while continuing to invest in growth; delaying, capturing associated flow-through to variable compensation
- Technology: De-duplication of services and applications while adopting the best of both organisations' capabilities and maintaining resiliency, data centre rationalisation
- Property and other: Consolidation of property footprint in common locations, seeking economies of scale on supplier contracts, depreciation benefits from technology and property de-duplication

These synergies are separate from and in addition to Refinitiv's previously announced and ongoing \$650m cost savings programme

LSEG and Refinitiv have a strong track record of execution and creation of shareholder value

Note:
 (1) Synergy breakdown rounded to the nearest tenth
 (2) The majority of the cost to achieve synergies is expected to be incurred in the first two years following Completion

3 / 4

Delivers attractive returns for shareholders and maintains current LSEG capital management framework

Financial targets

Revenue Growth	5-7% revenue CAGR targeted over the first three years post completion ⁽¹⁾
EBITDA Margin	Target adjusted EBITDA margin of around 50% in the medium term post completion ⁽²⁾

Returns

Accretion	Over 30% adjusted EPS accretion in the first full year post completion and increasing in years 2 and 3 – Refinancing existing Refinitiv debt expected to materially reduce combined interest expense
ROIC	Expected to deliver a ROIC that exceeds LSEG’s investment criteria in the 3 rd year post completion

Capital management framework

Leverage	Leverage around 3.5x net debt / adjusted EBITDA at completion 1.0 – 2.0x target leverage in 24-30 months post completion
Dividend	Continuation of progressive dividend policy
Ratings	Target to maintain strong investment grade rating

Note:
(1) Revenue excludes recoveries and includes treasury income and other income
(2) 2018 adjusted EBITDA margin for LSEG was 49.9% and 2018 adjusted EBITDA margin excluding recoveries for Refinitiv was 36%

Management and governance

Management and governance

Management	<ul style="list-style-type: none">– Combined business will be chaired by LSEG’s Chairman Don Robert and led by LSEG’s CEO David Schwimmer– Refinitiv’s CEO David Craig will join LSEG’s Executive Committee and continue as CEO of Refinitiv
Board composition	<ul style="list-style-type: none">– 3 new members to be added to the Board: 2 from Blackstone and 1 from Thomson Reuters– LSEG will remain in compliance with the UK Corporate Governance Code following completion
Headquarters	<ul style="list-style-type: none">– LSEG’s global business continues to be headquartered in London– LSEG will retain its Premium Listing on the Official List of the FCA and trade on London Stock Exchange plc’s Main Market for listed securities
Integration	<ul style="list-style-type: none">– An integration committee, led by David Schwimmer, has been established with representation from LSEG and Refinitiv– David Shalders appointed as Chief Integration Officer

Transaction Update

- Transaction remains on track to close in H2 2020
- Regulatory approvals process and integration planning underway

Detailed integration planning currently in preparation phase

- ✓ David Shalders appointed Chief Integration Officer bringing >30 years' experience to LSEG in integration, technology and operations in financial services
- ✓ Integration Management Office established, reporting to LSEG CEO
- ✓ Clear governance framework to support integration in place with Integration Committee established
- ✓ A leading external consulting firm engaged to support project

LSEG and Refinitiv have track records of integrating acquisitions

LSEG

FTSE
2011

LCH The Markets' Partner
2013

FTSE Russell
2014

The Yield Book
by FTSE Russell
2017

Refinitiv

FXall
2012

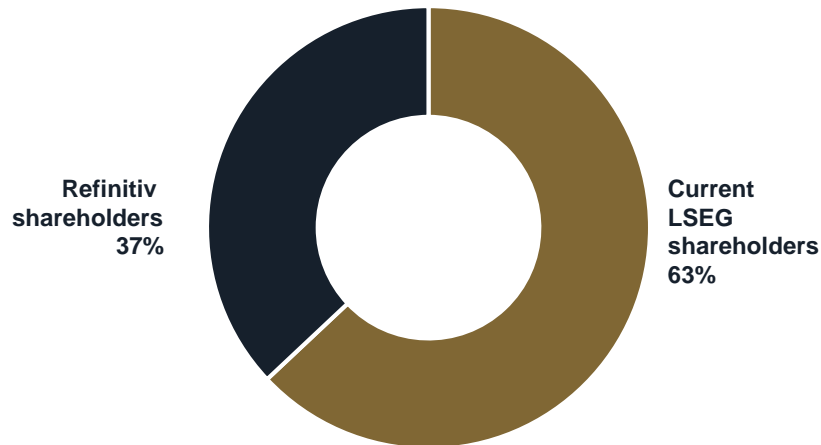
AVOX
Smart Data. Smart Decisions.
2017

ALPHADESK
2019

WM / REUTERS
2016

REDI
2017

Post transaction shareholding structure



Lock-up period

- Lock-up for the first 2 years post completion
- Thereafter, ability to sell:
 - 1/3 in year 3 post completion
 - 1/3 in year 4 post completion
- Lock-up ends in year 5 post completion

Standstill restrictions

- Standstill to apply for 3 years post completion and thereafter so long as Refinitiv shareholders hold 10% or are represented on the Board

Shareholder voting

- Refinitiv shareholders are committed to voting with the Board on all shareholder resolutions whilst represented on the Board, other than resolutions relating to:
 - Significant transactions
 - Certain non pre-emptive issues
 - Recommended change of control transactions

Transaction creates significant value and reshapes the industry

- 1** Transforms LSEG's position as a leading financial markets infrastructure group, expanding its global footprint and accelerating its strategy
- 2** Significantly enhances LSEG's customer proposition in data and analytics, accelerating opportunities in valuable IP and innovative new services
- 3** Creates a global multi-asset capital markets business with the addition of high growth foreign exchange and fixed income venues
- 4** Deepens and expands our shared core principles of customer partnership and open access

Creating a financial markets infrastructure leader of the future

Appendix

Transaction terms

Structure and Purchase Price	<ul style="list-style-type: none"> – All share transaction⁽¹⁾ – LSEG to acquire Refinitiv for an enterprise value of approximately \$27bn, with an equity value of \$14.5bn ⁽²⁾
Pro Forma Ownership	<ul style="list-style-type: none"> – New shareholders will receive c.204.4m shares based on VWAP share price of \$71.12⁽³⁾ from 1st July to 26th July, 2019 – Total new shares issued will represent an economic interest equal to approximately 37%⁽¹⁾ of LSEG, and less than 30% of the total voting rights
Standstill & Lock-Up	<ul style="list-style-type: none"> – Refinitiv shareholders will be subject to a lock-up for the first 2 years post completion during which they will not be permitted to sell any of their shares in LSEG (subject to certain exceptions, including c.5.8m shares that will be freely tradable) – In years 3 and 4 post completion, Refinitiv shareholders will become entitled to sell 1/3 in each year and in year 5 the lock-up ends. Any disposals of shares by Refinitiv shareholders once released from lock-up will be subject to orderly marketing restrictions – A standstill restriction will also apply to Refinitiv shareholders until 3 years post completion (and thereafter for so long as they hold at least 10% or more of the issued share capital of LSEG or are represented on the LSEG Board)

Note:

(1) LSEG may elect to settle up to \$2.5bn of the consideration in cash

(2) Based on Refinitiv's net debt of \$12.5bn and other adjustments as of June 2019

(3) Based on £56.86 VWAP and daily USD/ Sterling FX rate



Refinitiv products overview (non exhaustive)

Product	Relevant Refinitiv proposition group	Description
AlphaDesk	Venues	A cloud-based Order Management System (OMS) offering order and portfolio management, risk, and compliance solutions for buy-side clients
Benchmarks & indexes	Data, distribution, analytics and workflow	Benchmarks: provide several benchmark products, including WM/Reuters FX benchmarks indexes: provide a range of index solutions for benchmarking or the development of investment vehicles, including a custom index service (including IP creation, data & calculation, regulatory & reporting, and marketing & licensing offerings)
BETA	Venues	Suite of products that enables customers to manage the daily tasks of their brokerage business. Provides both brokerage and transactions processing capabilities (incl. API access to core brokerage processing data)
Connected Risk	Risk	Compliance software platform that delivers an enterprise wide view of Risk. Risk management through flexible set of online tools, enabling users to build tailored applications to meet their own specific needs. These tools underpin the Audit Management, Compliance Management, Model Risk Management, Policy Management, Risk Management and Regulatory Change Management products
Datastream	Data, distribution, analytics and workflow	The world's most comprehensive financial time series database with over 35 million individual instruments or indicators across all major asset classes, including 8.5 million active economic indicators. Datastream provides robust analysis tools, intuitive charting application as well as seamless MS Office integration
eBlock	Venues	A strategic partnership between Plato Partnership and Tradeweb. The Tradeweb Plato eBlock allows participants to source and aggregate broker principal risk liquidity, addressing buy-side concerns over market fragmentation, providing the buy-side with direct control over their execution and offering both the buy- and sell-side the opportunity to match, negotiate and execute with ease and certainty on a regulated venue
Eikon	Data, distribution, analytics and workflow	A desktop / GUI solution for accessing and analysing both real-time and historical data, enabling and supporting financial markets transactions, and allowing users to connect with the financial markets community. Its analytics and data visualization tools help its users make more efficient trading and investment decisions across asset classes including commodities, derivatives, equities, fixed income, and foreign exchange. Eikon is an open platform, customizable to the individual needs of a financial professional or institution. Eikon is interoperable with REDI, Refinitiv's equities and options trading platform, and FXall and FX Trading (FXT), Refinitiv's foreign exchange trading platforms. Users can create their own customizable applications or download third-party applications that are fully integrated and interoperable with Eikon content
Enhanced Due Diligence (EDD)	Risk	Provides detailed integrity and advanced background checks on entities and individuals
FXT	Data, distribution, analytics and workflow	FXT is a desktop solution which offers a single point of access to the industry's largest collective independent pool of FX liquidity, including FXall and Matching



Refinitiv products overview (non exhaustive)

Product	Relevant Refinitiv proposition group	Description
FX Solutions – FXall, Matching	Venues	FXall is a market leading multibank FX platform with average daily volumes of approximately \$200bn. It connects customers with all types of FX market participants, including banks, hedge funds, and corporations and is integrated into every order management system in the market Matching is a central limit order book and long-standing leader in the FX market, anonymously connecting participants to trade in over 80 different currency pairs. All of Refinitiv's FX solutions are complemented by Eikon, Refinitiv's financial desktop platform that offers market leading news and analysis for the FX market, as well as charting capabilities and economic data that can be integrated into the FX trading workflow
I/B/E/S Estimates	Data, distribution, analytics and workflow	Provides estimates data shown at a sector level across 22,000 active companies, over 18,000 analysts, and via 260+ measures
KYC as a Service	Risk	KYC as a Service delivers identity data that is verified to a global KYC policy standard. It uses trusted legal entity information from authoritative sources in approximately 190 countries and 60 languages. It offers a complete client identity, verification, including ultimate beneficial ownership unwrapping, and ongoing screening of all related parties to accelerate client on-boarding. It covers 41 jurisdictions and has been stress tested with regulators and over 100 financial institutions globally. The simple-to use platform enables market participants to proactively manage their due diligence documentation to meet a broad scope of regulatory demands and control who sees their information. KYC as a Service has attained a Type II ISAE 3000 standard and adheres to other regulator outsourcing guidelines. It is delivered either via web-based portal or API
Lipper	Data, distribution, analytics and workflow	Independent fund performance data and tools for fund research with global coverage, providing insight on mutual funds, retirement funds, pension funds, ETFs, insurance products and fund fees and expenses
PermID	Data, distribution, analytics and workflow	Open, permanent, and universal identifiers for data that complement other identifiers (e.g. ISINs, LEIs), providing identification across a wide variety of organizations, instruments, funds, issuers, and people. PermIDs connect data sets in the Refinitiv information model.
Recoveries & royalties	NA	Not a Refinitiv product – represents a revenue line reflecting data purchased by third parties on behalf of clients
Refinitiv Data Platform ⁽¹⁾	Data, distribution, analytics and workflow	Refinitiv Data Platform enables customers to access all the data and analytics they need to power their applications from a single source, with the ability to integrate their own data using the platform capabilities. As financial firms build smarter machines to move faster, innovate and succeed, Refinitiv Data Platform offers a simple way to access Refinitiv's comprehensive data, and the analytics tools to turn data into insight, offering a range of delivery options including via the cloud to distribute information to wherever customers need it. This includes a wide range of cross-asset market and pricing data, providing over 7 million price updates per second for over 70 million instruments and 10 billion bytes of real-time pricing data daily. It also provides historical data on 35 million individual instruments or indicators across all major asset classes with up to 65 years of history
REDI	Venues	Order routing platform for global equities, futures & options, providing users with access to executing brokers as well as prime and clearing brokers

Note:

(1) Refinitiv Data Platform was formerly known as Elektron Data Platform



Refinitiv products overview (non exhaustive)

Product	Relevant Refinitiv proposition group	Description
Thomson ONE (wealth Desktop)	Data, distribution, analytics and workflow	Thomson ONE provides a comprehensive front office solution for wealth management. It includes customizable book of business dashboards, and a sales proposal module allowing advisors to rapidly create multi-asset investment proposals using analysis tools integrated with Lipper fund performance data. The financial planning module makes it simple for advisors to develop plans focused on client goals, and the solution combines analysis and reporting with powerful asset allocation tools for ongoing portfolio management. Finally, real-time market data, news and commentary keep customers abreast of the latest developments. Our comprehensive solution enables data connections through intelligent tagging and knowledge graphs to uncover hidden connections and insights, empowering advisors and adding client value
Tradeweb	Venues	Tradeweb Markets builds and operates many of the world's most efficient financial marketplaces, providing market participants with greater transparency and efficiency in fixed income, derivatives and ETFs. Focused on applying technology to enhance efficiency throughout the trade lifecycle, Tradeweb pioneered straight-through-processing in fixed income and now supports marketplaces for more than 25 asset classes with electronic execution, processing, post-trade analysis and market data in an integrated workflow. Tradeweb Markets serves the dealer-to-customer markets through the Tradeweb institutional platform, wholesale trading through Dealerweb, and the U.S.-based retail fixed income community on Tradeweb Direct. Customers rely on Tradeweb to drive the evolution of fixed income and derivatives through flexible trading architecture and more efficient, transparent markets
Thomson Reuters Enterprise Platform (TREP)	Data, distribution, analytics and workflow	Market data distribution platform to control data flow and support web-based applications
World-Check	Risk	World-Check is a source of risk intelligence data which helps organisations across the world meet their regulatory obligations, make informed decisions about who they do business with and help prevent themselves from inadvertently being used to launder the proceeds of financial crime or association with corrupt business practices. World-Check monitors a huge range of public sources including more than 600 sanctions, regulatory and law enforcement lists, thousands of media sources, as well as company information and regulatory filings, to ensure its data is accurate and up-to-date. Data can be accessed using purpose-built screening platforms, APIs and selected partner software



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