

November 29, 2024

LSEGA Financing plc announces pricing of its tender offer

LSEGA Financing plc (the "**Offeror**") announces today the pricing of its previously announced tender offer (the "**Offer**") for its outstanding U.S. 1,250,000,000 2.500% Notes due 2031 (the "**Notes**"), issued by the Offeror and guaranteed by London Stock Exchange Group plc (the "**Guarantor**", and, together with its subsidiaries, the "**Group**"). The terms and conditions of the Offer are described in an offer to purchase dated November 14, 2024 (the "**Offer to Purchase**"). Capitalized terms not otherwise defined in this announcement have the same meaning as assigned to them in the Offer to Purchase.

The Early Tender Deadline for the Offer was 5:00 p.m. (New York City time) on November 27, 2024, and pricing of the Offer took place at or around 10:00 a.m., New York City time today (the "**Price Determination Date**"). The following table sets forth certain pricing information regarding the Offer as of the Price Determination Date.

Description of Notes (CUSIP/ISIN)	Principal Amount Outstanding	Reference Security	Reference Yield	Bloomberg Reference Page / Screen	Fixed Spread (basis points) ⁽¹⁾	Early Tender Offer Consideration ⁽¹⁾	Tender Offer Consideration
US 1,250,000,000 2.500 per cent. Notes due 2031 issued by LSEGA Financing plc guaranteed by London Stock Exchange Group plc (Rule 144A: 50220P AD5/ US50220PAD50 Reg S: G5690P AD3/ USG5690PAD36)	US 1,250,000,000	4.250% US Treasury due November 15, 2034	4.197%	FIT 1	50	US 880.68 per US 1,000	US 830.68 per US 1,000

(1) For the avoidance of doubt, the Early Tender Premium (US 50 per US 1,000) is already included within the Early Tender Offer Consideration (calculated using the Fixed Spread over the Reference Yield as described in the Offer to Purchase) and is not in addition to the Early Tender Offer Consideration. In addition, Noteholders whose Notes are accepted for purchase will also receive Accrued Interest on such Notes, such Accrued Interest accrued from (and including) the interest payment date of such Notes immediately preceding the Early Settlement Date to (but excluding) the Early Settlement Date.

Although the Offer will finally expire at 5:00 p.m. (New York City time) on December 13, 2024, unless extended by the Offeror (such time and date, as the same may be extended, the "**Expiration Deadline**"), as the aggregate principal amount of Notes tendered at or prior to the Early Tender Deadline was greater than the Maximum Acceptance Amount, no Notes tendered after the Early Tender Deadline will be accepted for purchase. Because the Offer was oversubscribed as at the Early Tender Deadline, the Offeror intends to accept for purchase Notes tendered at or prior to the Early Tender Deadline on a prorated basis. If such proration and rounding down would result in Notes in a principal amount of less than the Minimum Denomination being returned to a Noteholder, then the Offeror, in its sole and absolute discretion, intends to purchase all of such Noteholder's validly tendered Notes, without applying proration.

Pursuant to the terms of the Offer, the deadline to withdraw tendered Notes expired at the Early Tender Deadline and all Notes validly tendered prior to the Early Tender Deadline may no longer be withdrawn.

The settlement date for the Notes validly tendered on or prior to the Early Tender Deadline and accepted for purchase by the Offeror is expected to be December 3, 2024, unless extended by the Offeror (the "**Early Settlement Date**"). Noteholders whose Notes are accepted for purchase will also receive Accrued Interest on such Notes.

Noteholders are advised to read carefully the Offer to Purchase for full details of and information on the procedures for participating in the Offer.

Further information

Noteholders may access the Offer to Purchase at <https://www.gbsc-usa.com/LSEGA/>.

Questions and requests for assistance in connection with the Offer may be directed to the Dealer Managers:

Dealer Managers

<p>BNP PARIBAS 16, boulevard des Italiens 75009 Paris France</p> <p>Attention: Liability Management Group Telephone (Europe): +33 1 55 77 78 94 Telephone (U.S. Toll Free): +1 888 210 4358 Telephone (U.S.): +1 212 841 3059</p> <p>Email: liability.management@bnpparibas.com</p>	<p>Merrill Lynch International 2 King Edward Street London EC1A 1HQ United Kingdom</p> <p>Attention: Liability Management Group Telephone (Europe): +44 207 996 5420 Telephone (U.S. Toll Free): +1 (888) 292-0070 Telephone (U.S.): +1 (980) 387-3907 Email: DGLM-EMEA@bofa.com</p>
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Questions and requests for assistance in connection with the tender of Notes including requests for a copy of the Offer to Purchase may be directed to:

Information Agent:

<p>Global Bondholder Services Corporation 65 Broadway - Suite 404 New York, New York 10006 Attention: Corporate Actions Bankers and Brokers call: +1 (212) 430-3774 Toll free: +1 (855) 654-2015 Website: https://www.gbhc-usa.com/LSEGA/</p>
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Depository Agent:

<p>Global Bondholder Services Corporation By facsimile (For Eligible Institutions only): +1 (212) 430-3775/3779 Confirmation: +1 (212) 430-3774 Email: contact@gbhc-usa.com</p>

NOTICE AND DISCLAIMER

This press release is neither an offer to purchase, nor a solicitation of an offer to sell the Notes or any other securities. The Offeror is making the Offer only by, and pursuant to, the terms of the Offer to Purchase. The Offer is not being made in any jurisdiction in which the making of or acceptance thereof would not be in compliance with the securities laws, blue sky laws or other laws of such jurisdiction. None of the Offeror, the Dealer Managers or the Information & Depository Agent is making any recommendation as to whether Noteholders should tender or refrain from tendering their Notes in response to the Offer or how much they should tender. Each Noteholder must make his, her or its own decision as to whether to tender or refrain from tendering Notes and, if a Noteholder determines to tender, as to how many Notes to tender.

This announcement must be read in conjunction with the Offer to Purchase. This announcement and the Offer to Purchase contain important information which should be read carefully before any decision is made with respect to the Offer. If any Noteholder is in any doubt as to the contents of the Offer to Purchase or the action it should take, it is recommended to seek its own legal, accounting and financial advice, including in respect of any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Notes pursuant to the Offer.

FORWARD-LOOKING INFORMATION

This announcement contains certain forward-looking statements that reflect the Offeror's intent, beliefs or current expectations about the future and can be recognized by the use of words such as "expects," "will," "anticipate," or words of similar meaning. These forward-looking statements are not guarantees of any future performance and are necessarily estimates reflecting the best judgment of the senior management of the Offeror and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. As a consequence, these forward-looking statements should be considered in light of various important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements, which include, without limitation, the risk factors set forth in the Offer to Purchase. The Offeror cannot guarantee that any forward-looking statement will be realized, although they believe they have been prudent in their respective plans and assumptions. Achievement of future results is subject to risks, uncertainties and assumptions that may prove to be inaccurate. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. The Offeror undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances or to reflect the occurrence of unanticipated events, except as required by applicable law.

OFFER AND DISTRIBUTION RESTRICTIONS

This announcement and the Offer to Purchase do not constitute an offer or an invitation to participate in the Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such offer or invitation or for there to be such participation under applicable laws. The distribution of this announcement and the Offer to Purchase in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Offer to Purchase comes are required by each of the Offeror, the Dealer Managers and the Information & Depository Agent to inform themselves about and to observe any such restrictions.

United Kingdom

The communication of this announcement, the Offer to Purchase and any other documents or materials relating to the Offer is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 ("**Financial Promotion Order**")) or to persons who are within Article 43(2) of the Financial Promotion Order or to any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (such persons together being the "**Relevant Persons**"). The Offer is only available to Relevant Persons and the transactions contemplated in the Offer to Purchase will be available only to, and engaged in only with, Relevant Persons, and this communication, the Offer to Purchase and any other documents and/or materials produced in connection with the Offer must not be relied or acted upon by persons other than Relevant Persons.

France

The Offer is not being made, directly or indirectly, in the Republic of France (other than to Qualified Investors (as defined below)). This announcement, the Offer to Purchase and any other documents or offering material relating to the Offer may not be distributed or caused to be distributed to the public in the Republic of France (other than to Qualified Investors (as defined below)). Only qualified investors (*investisseurs qualifiés*) as defined in, and in accordance with, Article 2(e) of Regulation (EU) 2017/1129 ("**Qualified Investors**"), are eligible to participate in the Offer. None of this announcement, the Offer to Purchase or any other documents or materials relating to the Offer have been or will be submitted for clearance to the *Autorité des marchés financiers*.

Italy

None of the Offer, this announcement, the Offer to Purchase or any other documents or materials relating to the Offer has been or will be submitted to the clearance procedure of the *Commissione Nazionale per le Società e la Borsa* ("**CONSOB**") pursuant to applicable Italian laws and regulations. The Offer is being carried out in the Republic of Italy ("**Italy**") as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of February 24, 1998, as amended (the "**Financial Services Act**") and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of May 14, 1999, as amended. Noteholders, or beneficial owners of the Notes, that are located in Italy can tender some or all of their Notes pursuant to the Offer through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of February 15, 2018, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority. Each intermediary must comply with the applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with the Notes or the Offer.

General

None of this announcement, the Offer to Purchase or the electronic transmission thereof, constitutes an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes for purchase pursuant to the Offer will not be accepted from Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer and either Dealer Manager or, where the context so requires, any of their respective affiliates is such a licensed broker or dealer in any such jurisdiction, the Offer shall be deemed to be made on behalf of the Offeror by such Dealer Manager or such affiliate, as the case may be, in such jurisdiction.

Each Noteholder participating in the Offer will be deemed to give certain representations in respect of the jurisdictions referred to above and generally as set out in "*Procedures for Participating in the Offer*" in the Offer to Purchase. Any tender of Notes for purchase pursuant to the Offer from a Noteholder that is unable to make these representations will not be accepted.

Each of the Offeror, the Guarantor, the Dealer Managers and the Information & Depositary Agent reserves the right, in its sole and absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Offer, whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Offeror determines (for any reason) that such representation is not correct, such tender or submission will not be accepted.

Please see the Offer to Purchase for certain other important information on offer restrictions applicable to the Offer.

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