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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

**Proposed all share acquisition of Refinitiv
to create a Financial Markets Infrastructure leader of the future**

London, U.K., Toronto, CANADA (August 1, 2019) -- London Stock Exchange Group plc ("**LSEG**") announces that it has agreed definitive terms with a consortium including certain investment funds affiliated with Blackstone as well as Thomson Reuters (together the "**Refinitiv Shareholders**") to acquire the Refinitiv business ("**Refinitiv**") in an all share transaction for a total enterprise value of approximately US\$27 billion (the "**Transaction**"). Blackstone's consortium includes an affiliate of Canada Pension Plan Investment Board ("**CPPIB**"), an affiliate of GIC and certain co-investors (the "**Blackstone Consortium**"). The Transaction will result in the Refinitiv Shareholders ultimately holding an approximate 37 per cent economic interest in LSEG and less than 30 per cent of the total voting rights of LSEG.

The Transaction brings together two highly complementary businesses (the "**Combined Business**") to create a leading, UK headquartered, global financial markets infrastructure ("**FMI**") provider with a leading data and analytics business, significant capital markets capabilities across multiple asset classes, and a broad post-trade offering, well positioned for future growth in a fast evolving landscape.

The Transaction will enhance LSEG's existing customer offering by bringing together:

- LSEG's diversified global business focused on: Information Services through its financial indexing, benchmarking and analytical services, FTSE Russell; Post-Trade services through its leading global multi-asset CCPs, LCH and CC&G, and custody and settlement business; and Capital Markets through its broad range of international equity, fixed income and derivatives markets; and
- Refinitiv's market data, analytics and execution capabilities are across asset classes and focus on four core customer segments; trading, investment and advisory, wealth, and risk management. In Data and Analytics, where Refinitiv is a leading provider of company, economic, deal, pricing and reference data, low latency real-time data and desktop analytics; in Venues, including the FXall and Matching Foreign Exchange ("**FX**") trading platforms and the Tradeweb fixed income trading platform (in which Refinitiv owns a majority interest); and in Risk, where a range of products supports compliance and regulatory needs for a broad number of financial and corporate clients.

The Combined Business will be well positioned in all key geographies and will offer significant customer benefits across the full range of LSEG's businesses by: extending its trading capabilities

across asset classes; expanding its data content, management and distribution capabilities; increasing its global footprint and range of customer offerings; and enabling LSEG, Refinitiv and their customers to benefit from future data and technology -enabled innovation and growth opportunities.

Together, LSEG and Refinitiv generated combined annual revenue of over £6 billion in 2018, which would have made the Combined Business the largest listed global FMI provider by revenue last year.

Strategic highlights

The LSEG board (the “Board”) believes the Transaction will:

- Transform LSEG’s position as a leading global FMI group, strengthening its global footprint and accelerating its strategy;
- Significantly enhance LSEG’s customer proposition in data and analytics, accelerating opportunities using intellectual property (“IP”) to provide innovative new services;
- Create a global multi-asset capital markets business with the addition of high-growth foreign exchange and fixed income venues; and
- Deepen and expand LSEG’s and Refinitiv’s shared core principles of customer partnership and open access.

Financial highlights and outlook

- Combined Business targeting delivery of revenue compound annual growth rate (“CAGR”) of 5 to 7 per cent over the first three years following completion of the Transaction (“Completion”), achieved through the continued performance of LSEG’s current businesses, the completion of the ongoing transformation of Refinitiv, future growth drivers across both businesses and targeted annual run-rate revenue synergy benefits in excess of £225 million by the end of year five following Completion.
- Improved business mix with recurring revenue increasing from approximately 40 per cent for LSEG standalone to around 70 per cent for the Combined Business based on combined annual revenue for 2018.
- Targeting annual run-rate cost synergies in excess of £350 million by the end of year five following Completion, and significant additional benefits from refinancing Refinitiv’s existing debt.
- Targeting combined adjusted EBITDA margin of around 50 per cent in the medium term following Completion.
- Enhanced returns for LSEG shareholders, with expected returns on invested capital in excess of investment criteria in the third year following Completion and expected adjusted earnings per share accretion of over 30 per cent in the first full year following Completion, increasing in years two and three.
- High level of recurring revenue and strong cash generation to support the maintenance of LSEG’s progressive dividend per share policy, balanced by a focus on returning LSEG’s leverage to its target range of 1.0-2.0x in the 24 to 30 months following Completion, consistent with LSEG’s existing capital management policy.

Other Key Transaction Terms

Governance and management

- The Combined Business will be chaired by Don Robert, LSEG’s Chairman, and led by David Schwimmer, as Chief Executive Officer, with David Warren as Chief Financial Officer. David Craig will join LSEG’s Executive Committee and continue as Chief Executive Officer of Refinitiv.
- Refinitiv Holdings Ltd (“**Refinitiv Holdings**”), which is a company owned by the Refinitiv Shareholders and that currently owns Refinitiv, will be entitled to nominate, subject to, among other considerations, certain regulators not having objected to the proposed nominees:
 - (i) three non-executive Board members (any such nominee being a “**Refinitiv Director**”) for as long as they hold at least 25 per cent of LSEG;
 - (ii) two Refinitiv Directors for as long as they hold at least 17.5 per cent but less than 25 per cent of LSEG; and
 - (iii) one Refinitiv Director for as long as they hold at least 10 per cent but less than 17.5 per cent of LSEG.

For so long as the Refinitiv Shareholders are entitled to nominate three Refinitiv Directors, one such nominee will be a representative of Thomson Reuters. The other two nominees will be representatives of Blackstone. LSEG will remain in compliance with the UK Corporate Governance Code following Completion.

- LSEG’s global business will continue to be headquartered in London with a premium listing on the official list of the FCA (the “**Official List**”) and traded on the London Stock Exchange’s Main Market for listed securities as London Stock Exchange Group plc under ticker symbol LSE.L.

Lock-up and standstill

- The Transaction will result in Refinitiv Holdings and BCP York Holdings (Delaware) L.P. (“**ConsortiumCo**”), a vehicle owned by the Blackstone Consortium, ultimately holding an economic interest in LSEG equal to approximately 37 per cent and less than 30 per cent of the total voting rights of LSEG.
- The Refinitiv Shareholders will, through their interests in Refinitiv Holdings, have an important investment in the Combined Business and will be supportive long-term shareholders after Completion. Accordingly, Refinitiv Holdings and ConsortiumCo have agreed to be subject to a lock-up for the first two years following Completion. The lock-up arrangements will apply to all of the consideration shares issued by LSEG, with the exception of 5,781,285 shares, which will be tradeable at any time after 30 days from Completion to allow the Refinitiv Shareholders to fund certain Transaction-related expenses. In each of years three and four following Completion, Refinitiv Holdings and ConsortiumCo will become entitled to sell in aggregate one-third of the shares issued to them. The lock-up arrangement will terminate on the fourth anniversary of Completion. Once Refinitiv Holdings and ConsortiumCo are released from the lock-up, any disposals of shares will be subject to orderly marketing restrictions. A standstill restriction will also apply to Refinitiv Holdings, ConsortiumCo and the Refinitiv Shareholders (under which they will agree not to, among other matters, acquire further shares in, or make a takeover offer for, LSEG) until the third anniversary of Completion (and thereafter for so long as Refinitiv Holdings and ConsortiumCo hold at least 10 per cent or more of LSEG or have a Refinitiv Director appointed to the Board). For the duration of the standstill, Refinitiv Holdings and ConsortiumCo have committed to vote in line with the Board’s recommendation on resolutions to be voted on by LSEG shareholders at a general meeting (including an annual general meeting) subject to certain exceptions.

Steps to Completion

- The Transaction is conditional, among other things, upon:
 - (i) approval of the Transaction by LSEG shareholders (by ordinary resolution) at a general meeting (the “**General Meeting**”) of LSEG;
 - (ii) given the Transaction is classified as a Reverse Takeover under the Listing Rules of the FCA, the publication by LSEG of a prospectus (the “**Prospectus**”) and the FCA and London Stock Exchange agreeing to admit LSEG’s enlarged ordinary share capital to the premium listing segment of the Official List and to trading on the London Stock Exchange’s Main Market for listed securities;
 - (iii) there having been no breach of the representations and warranties that has had a material adverse effect on LSEG or Refinitiv between signing and Completion;
 - (iv) relevant competition approvals being obtained, including in the EU and the US; and
 - (v) relevant financial regulatory approvals being obtained, including in the UK, France, Italy and the US.

- The approval of LSEG shareholders will be sought at the General Meeting, which will be convened before the end of 2019. Completion is expected to occur during the second half of 2020.

Commenting on the Transaction, Don Robert, Chairman, LSEG, said:

“This transaction is a defining moment for LSEG in terms of its strategic importance. It will create substantial value for our shareholders and important benefits for our customers, employees and other stakeholders. The Board and I look forward to welcoming Blackstone and Thomson Reuters as supportive, long-term shareholders as we work together to realise the compelling benefits of this transaction.”

Commenting on the Transaction, David Schwimmer, CEO, LSEG, said:

“With the acquisition of Refinitiv, we will transform our position as a leading global Financial Markets Infrastructure group. Refinitiv brings highly complementary capabilities in data and capital markets, as well as deep customer relationships across a truly global business. We share a commitment to open access and to partnering with our customers to deliver innovative solutions across the financial markets value chain. Our shareholders and customers will benefit from attractive top line growth prospects, substantial cost and revenue synergies, as well as ongoing efficiency initiatives, and this transaction will ensure we are well positioned for future growth in an evolving landscape.”

Commenting on the Transaction, Martin Brand, Senior Managing Director at Blackstone, said:

“Refinitiv has been an outstanding performer for Blackstone and our partners Thomson Reuters, CPPIB, and GIC. We believe the combination announced today creates a strongly positioned leader in financial markets infrastructure, and we are excited about the continued prospects of Blackstone’s investment as a long-term partner of LSEG.”

Commenting on the Transaction, David Craig, CEO, Refinitiv, said:

“LSEG’s business is highly complementary with Refinitiv’s leading global data platform, transaction and distribution network. Our aim is to capture the opportunity of data which we believe is driving unprecedented change in the global financial community. The combined business will allow us to better serve customers across all regions. Our two companies both have strong heritages, a shared

approach to open access and partnership, and we are excited to work with the LSEG team to create a leading financial markets infrastructure group and to continue to invest in our business.”

About CPPIB

Canada Pension Plan Investment Board (CPPIB) is a professional investment management organization that invests the funds not needed by the Canada Pension Plan (CPP) to pay current benefits in the best interests of 20 million contributors and beneficiaries. In order to build a diversified portfolio, CPPIB invests in public equities, private equities, real estate, infrastructure and fixed income instruments. Headquartered in Toronto, with offices in Hong Kong, London, Luxembourg, Mumbai, New York City, São Paulo and Sydney, CPPIB is governed and managed independently of the Canada Pension Plan and at arm's length from governments. At March 31, 2019, the CPP Fund totalled C\$392 billion. For more information about CPPIB, please visit www.cppib.com or follow us on [LinkedIn](#), [Facebook](#) or [Twitter](#).

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