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## The International Stock Exchange Group Limited

(a company limited by shares and incorporated in Guernsey with registered number 57524)

### Notice of the fifth Annual General Meeting

to be held at Helvetia Court, Block B, Third Floor, Les Echelons, St Peter Port,  
Guernsey GY1 1AR on Wednesday, 16 May 2018 at 3.00 p.m.

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If you have sold or otherwise transferred all your shares in The International Stock Exchange Group Limited (the “**Company**”), please send this Circular at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

If you do not propose to attend the Annual General Meeting, please complete and submit a Form of Proxy in accordance with the instructions printed on the enclosed form. The Form of Proxy must be submitted by no later than **3.00 p.m. on Monday, 14 May 2018**.

**Directors:**

Jon Moulton  
Guy Coltman  
Fiona Le Poidevin  
Stuart Turner  
Anderson Whamond

**Registered Office:**

Helvetia Court  
Block B, Third Floor  
Les Echelons  
St Peter Port  
Guernsey  
GY1 1AR

18 April 2018

## The International Stock Exchange Group Limited

(a company limited by shares and incorporated in Guernsey with registered number 57524)

### Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN that the fifth Annual General Meeting of The International Stock Exchange Group Limited (the “Company”) will be held at Helvetia Court, Block B, Third Floor, Les Echelons, St Peter Port, Guernsey GY1 1AR on Wednesday, 16 May 2018 at 3.00 p.m. to consider the transaction of the following business and, if thought fit, pass the following resolutions each of which are proposed as ordinary resolutions:**

1. To receive and adopt the Directors’ Annual Report and Consolidated Financial Statements and the Auditor’s Report thereon for the financial year ended 31 December 2017.
2. To re-elect Jonathan Moulton as a director of the Company for a three year term of office.
3. To re-elect Guy Coltman as a director of the Company for a three year term of office.
4. To re-elect Fiona Le Poidevin as a director of the Company for a three year term of office.
5. To re-elect Stuart Turner as a director of the Company for a three year term of office.
6. To re-elect Alexander (Anderson) Whamond as a director of the Company for a three year term of office.
7. To authorise the Board to determine the remuneration of the directors for 2019.
8. To re-appoint PricewaterhouseCoopers CI LLP as the Company’s Auditor to hold office until the conclusion of the next Annual General Meeting.
9. To authorise the Board to determine the remuneration of the Auditor for 2019.

By Order of the Board

**Emily Humphry**  
Company Secretary

**Registered Office:**  
Helvetia Court  
Block B, Third Floor  
Les Echelons  
St Peter Port  
Guernsey  
GY1 1AR

18 April 2018

## Notes:

### Note from the Board

The Board considers that the passing of each of the resolutions proposed in this Notice is in the best interests of the shareholders as a whole and therefore recommends that shareholders vote in favour of each resolution proposed in this Notice.

Accordingly, with the exception of the resolution concerning his/her own re-election, each of the directors who holds shares in the Company intends to vote in favour of each resolution proposed in this Notice in respect of their entire shareholding, totalling 200,000 shares and representing 7.81 per cent of the total shares in issue as at 17 April 2018 (being the latest practicable date prior to publication of this Notice).

### Annual Report and Consolidated Financial Statements (Resolution 1)

The Annual Report and Consolidated Financial Statements for the year ended 31 December 2017 have previously been sent to shareholders and are published on the Company's website at [www.tisegroup.com/about/investor-relations](http://www.tisegroup.com/about/investor-relations)

### Re-Election of Directors (Resolutions 2 – 6)

The Board, upon the recommendation of the Nominations Committee, recommends the re-election of each of the directors, who retire and seek re-election in accordance with the Articles of Incorporation of the Company for a three year term of office.

Biographies for each of the Directors are set out in the Annual Report and Consolidated Financial Statements and are published on the Company's website at [www.tisegroup.com/about/governance-people/board-of-directors-tiseg](http://www.tisegroup.com/about/governance-people/board-of-directors-tiseg)

### Re-Appointment of Auditor (Resolution 8)

The Board, upon the recommendation of the Audit Committee, recommends the re-appointment of PricewaterhouseCoopers CI LLP as Auditor, to hold office until the conclusion of the next AGM.

### Right to attend and vote

All persons recorded in the register of ordinary shareholders of the Company at 3.00 p.m. on Monday, 14 May 2018 or, in the event of an adjournment, 48 hours before the time for holding the adjourned meeting, shall be entitled to attend and vote at the AGM.

### Proxies

1. An ordinary shareholder of the Company is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at the AGM instead of him. A shareholder may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not also be a shareholder of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointor is a corporation, under the hand of an officer or attorney duly authorised.
3. A Form of Proxy for use in connection with the AGM is enclosed with this Notice and should be completed in accordance with the instructions. To be valid, the Form of Proxy and any power of attorney or other authority under which the Form of Proxy is signed (or a notarially certified copy thereof) must be returned by email to [emily.humphry@tisegroup.com](mailto:emily.humphry@tisegroup.com) or in hard copy form to the registered office of the Company, marked for the attention of the Company Secretary, (Helvetia Court, Block B, Third Floor, Les Echelons, St Peter Port, Guernsey GY1 1AR) by no later than 3.00 p.m. on Monday, 14 May 2018 or, in the event of an adjournment, not less than 48 hours before the time for holding the adjourned meeting.
4. Shareholders who wish to appoint more than one person as proxy in respect of the meeting must complete a separate Form of Proxy for each appointee and indicate on each Form of Proxy the number of shares in respect of which the proxy is appointed. Where the Form of Proxy is returned with this space left blank, the shareholder will be deemed to have appointed the proxy in respect of all of their shares.
5. Please indicate with an 'X' in the appropriate box on the Form of Proxy how you wish your vote to be cast in respect of each resolution. If you do not insert an 'X' in the appropriate box, your proxy will vote or abstain at their own discretion.
6. Every shareholder who is entitled to attend and vote at the AGM and is present in person or by proxy or by attorney shall have one vote for every share held by such shareholder.

## The International Stock Exchange Group Limited

(a company limited by shares and incorporated in Guernsey with registered number 57524)

### Form of Proxy

I/We, \_\_\_\_\_  
(Insert shareholder's full name using block capitals)

of \_\_\_\_\_  
(Insert shareholder's address using block capitals)

being a shareholder of The International Stock Exchange Group Limited (the "Company") hereby appoint

\_\_\_\_\_  
\_\_\_\_\_  
(Insert full name and address of proxy using block capitals)

or failing him/her the Chairman of the meeting, as my/our proxy to attend and vote on my/our behalf at the fifth Annual General Meeting of the Company to be held at Helvetia Court, Les Echelons, St Peter Port, Guernsey on Wednesday, 16 May 2018 at 3.00 p.m. and at any adjournment thereof.

Please tick this box if you are appointing more than one person as proxy in respect of the meeting.

The proxy is to vote in respect of \_\_\_\_\_ of my ordinary shares  
(Either specify that ALL shares are to be voted or the number of shares to be voted)

in respect of the resolutions as follows:

Ordinary Business				
Ordinary Resolutions		For	Against	Abstain
1.	To receive and adopt the Directors' Annual Report and Consolidated Financial Statements and the Auditor's Report thereon for the financial year ended 31 December 2017.			
2.	To re-elect Jonathan Moulton as a director of the Company for a three year term of office.			
3.	To re-elect Guy Coltman as a director of the Company for a three year term of office.			
4.	To re-elect Fiona Le Poidevin as a director of the Company for a three year term of office.			
5.	To re-elect Stuart Turner as a director of the Company for a three year term of office.			

6.	To re-elect Alexander (Anderson) Whamond as a director of the Company for a three year term of office.			
7.	To authorise the Board to determine the remuneration of the directors for 2019.			
8.	To re-appoint PricewaterhouseCoopers CI LLP as the Company's Auditor to hold office until the conclusion of the next Annual General Meeting.			
9.	To authorise the Board to determine the remuneration of the Auditor for 2019.			

To assist with arrangements, please tick this box if you intend on attending the meeting in person.

\_\_\_\_\_  
Signature(s)

\_\_\_\_\_  
Date

2018

**Notes:**

1. An ordinary shareholder of the Company is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at the AGM instead of him. A shareholder may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not also be a shareholder of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointor is a corporation, under the hand of an officer or attorney duly authorised.
3. To be valid, the Form of Proxy and any power of attorney or other authority under which the Form of Proxy is signed (or a notarially certified copy thereof) must be returned by email to [emily.humphry@tisegroup.com](mailto:emily.humphry@tisegroup.com) or in hard copy form to the registered office of the Company, marked for the attention of the Company Secretary, (Helvetia Court, Block B, Third Floor, Les Echelons, St Peter Port, Guernsey GY1 1AR) by no later than **3.00 p.m. on Monday, 14 May 2018** or, in the event of an adjournment, not less than 48 hours before the time for holding the adjourned meeting.
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5. Please indicate with an 'X' in the appropriate box on the Form of Proxy how you wish your vote to be cast in respect of each resolution. If you do not insert an 'X' in the appropriate box, your proxy will vote or abstain at their own discretion.
6. Every shareholder who is entitled to attend and vote at the AGM and is present in person or by proxy or by attorney shall have one vote for every share held by such shareholder.