
The International Stock Exchange Group Limited

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

Notice of the sixth Annual General Meeting

to be held at Helvetia Court, Block B, Third Floor, Les Echelons, St Peter Port,
Guernsey GY1 1AR on Thursday, 6 June 2019 at 3.30 p.m.

If you have sold or otherwise transferred all of 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 received by the Company no later than **3.30 p.m. on Tuesday, 4 June 2019**.

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

13 May 2019

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 sixth 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 Thursday, 6 June 2019 at 3.30 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 Annual Report and Consolidated Financial Statements for the year ended 31 December 2018, together with the Directors’ and Auditor’s Reports therein.
2. To authorise the Board to fix the remuneration of the directors for 2020.
3. To re-appoint PricewaterhouseCoopers CI LLP as the Company’s Auditor to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting.
4. To authorise the Board to fix the remuneration of the Auditor for 2020.

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

13 May 2019

Notes:

1. Recommendations

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

Accordingly, 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 shareholdings, totalling 493,430 shares and representing 17.49 per cent of the total shares in issue as at 10 May 2019 (being the latest practicable date prior to publication of this Notice).

2. Annual Report and Consolidated Financial Statements (Resolution 1)

The Annual Report and Consolidated Financial Statements for the year ended 31 December 2018 have previously been sent to shareholders and are published on the Company's website at www.tisegroup.com/about/investor-relations/

3. Re-Appointment of Auditor (Resolution 3)

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 Annual General Meeting.

4. Entitlement to Attend, Speak and Vote

Only those persons recorded in the register of ordinary shareholders of the Company at 3.30 p.m. on Tuesday, 4 June 2019 or, in the event of an adjournment, 48 hours before the time for holding the adjourned meeting, shall be entitled to attend, speak and vote (either by person or by proxy) at the meeting and shall be entitled on a poll to one vote for every share held. Changes to the register of ordinary shareholders made after this deadline will be disregarded in determining the rights of any person to attend, speak and vote at the meeting.

5. Voting

Voting on all resolutions at the meeting shall be decided by a show of hands whereby every shareholder present in person or by proxy shall have one vote, subject to any special voting powers or restrictions, unless a poll is otherwise demanded.

6. Proxies

A shareholder who is entitled to attend, speak and vote at the meeting is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, speak and vote at the meeting instead of him/her. A proxy need not also be a shareholder of the Company.

A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her. To appoint more than one person as proxy in respect of the meeting, a shareholder 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. All Forms of Proxy pertaining to a shareholder should be returned together.

To appoint a proxy you may use the Form of Proxy, which is enclosed with this Notice. To be valid, the Form of Proxy must be:

- a. in writing, completed and signed under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, under the hand of an officer or attorney duly authorised;
- b. returned, together with any power of attorney or other authority under which the Form of Proxy is signed (or a duly certified copy thereof), by email to 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); and
- c. received by the Company no later than **3.30 p.m. on Tuesday, 4 June 2019** or, in the event of an adjournment, not less than 48 hours before the time for holding the adjourned meeting.

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

1. _____ or failing him/her
(Insert full name and address of proxy using block capitals)
2. the Chairman of the meeting,

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the sixth Annual General Meeting of the Company to be held at Helvetia Court, Block B, Third Floor, Les Echelons, St Peter Port, Guernsey on Thursday, 6 June 2019 at 3.30 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 accordance with the instructions indicated below:

Ordinary Business				
Ordinary Resolutions		For	Against	Abstain
1.	To receive and adopt the Annual Report and Consolidated Financial Statements for the year ended 31 December 2018, together with the Directors' and Auditor's Reports therein.			
2.	To authorise the Board to fix the remuneration of the directors for 2020.			
3.	To re-appoint PricewaterhouseCoopers CI LLP as the Company's Auditor to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting.			
4.	To authorise the Board to fix the remuneration of the Auditor for 2020.			

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

Signature(s)

Date

2019

COMPLETED FORMS OF PROXY MUST BE RECEIVED BY THE COMPANY NO LATER THAN 3.30PM ON 4 JUNE 2019

Notes:

1. Only those persons recorded in the register of ordinary shareholders of the Company at 3.30 p.m. on Tuesday, 4 June 2019 or, in the event of an adjournment, 48 hours before the time for holding the adjourned meeting, shall be entitled to attend, speak and vote (either by person or by proxy) at the meeting and shall be entitled on a poll to one vote for every share held. Changes to the register of ordinary shareholders made after this deadline will be disregarded in determining the rights of any person to attend, speak and vote at the meeting.
2. A shareholder who is entitled to attend, speak and vote at the meeting is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, speak and vote at the meeting instead of him/her. A proxy need not also be a shareholder of the Company.
3. In the case of joint shareholders, the signature of only one of the joint shareholders is required on the Form of Proxy but the vote of the first named shareholder on the Company's register of ordinary shareholders will be accepted to the exclusion of the other joint shareholder(s).
4. A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her. To appoint more than one person as proxy in respect of the meeting, a shareholder 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. All Forms of Proxy pertaining to a shareholder should be returned together.
5. Please insert an 'X' in the appropriate box on the Form of Proxy according to how you wish your votes 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. To be valid, the Form of Proxy must be:
 - a. in writing, completed and signed under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, under the hand of an officer or attorney duly authorised;
 - b. returned, together with any power of attorney or other authority under which the Form of Proxy is signed (or a duly certified copy thereof), by email to 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); and
 - c. received by the Company no later than **3.30 p.m. on Tuesday, 4 June 2019** or, in the event of an adjournment, not less than 48 hours before the time for holding the adjourned meeting.
7. Any corporation which is a shareholder may by a resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representative at the meeting and the person so authorised shall be entitled to exercise on behalf of the corporation which he/she represents the same powers (other than to appoint a proxy) as that corporation could exercise if it were an individual shareholder.
8. If more than one valid Form of Proxy is submitted by a shareholder, the valid Form of Proxy which was received last will take precedent. If the Company is unable to determine which valid Form of Proxy was received last, none of them shall be treated as valid.