

# Notice of Eighth Annual General Meeting

to be held at Helvetia Court, Block B, Third Floor, Les Echelons, St Peter Port, Guernsey on Thursday, 8 July 2021 at 10.00 a.m.

If you have sold or otherwise transferred all of your shares in The International Stock Exchange Group Limited [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.

## COVID-19 Arrangements

Shareholders are invited to attend the Annual General Meeting in person wherever possible. However, restrictions on travel into the Bailiwick will continue to preclude some shareholders from attending in person and a conference facility will be provided to allow all shareholders to listen to the meeting online or by telephone. Shareholders using the conference facility will also be able to ask questions during the meeting and all shareholders are able to submit questions ahead of the meeting.

Any shareholder wishing to register for the conference facility or to submit a question ahead of the meeting, should contact the Company Secretary [emily.humphry@tisegroup.com](mailto:emily.humphry@tisegroup.com)

Voting on all resolutions at the meeting will be on the basis of a poll using all valid proxy votes received. Shareholders are strongly encouraged to vote on the resolutions by proxy.

**PROXY FORMS MUST BE RECEIVED BY THE COMPANY NO LATER THAN 10.00 A.M. ON TUESDAY, 6 JULY 2021**

### Directors:

Charlie Geffen  
Guy Coltman  
Gill Morris  
Stuart Turner  
Cees Vermaas  
Anderson Whamond

### Registered Office:

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

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the eighth Annual General Meeting of The International Stock Exchange Group Limited [Company] will be held at Helvetia Court, Block B, Third Floor, Les Echelons, St Peter Port, Guernsey on Thursday, 8 July 2021 at 10.00 a.m. to consider the transaction of the following business and, if thought fit, pass the following resolutions each of which are proposed as an **ordinary resolution**:

### Ordinary Business

1. THAT the Annual Report and Consolidated Financial Statements for the year ended 31 December 2020, together with the Directors' and Auditor's Reports therein, be received and adopted.
2. THAT Charles Geffen, being eligible and having offered himself for re-election, be re-elected as a director of the Company.
3. THAT Guy Coltman, being eligible and having offered himself for re-election, be re-elected as a director of the Company.
4. THAT Gillian Morris, being eligible and having offered herself for re-election, be re-elected as a director of the Company.
5. THAT Stuart Turner, being eligible and having offered himself for re-election, be re-elected as a director of the Company.
6. THAT Cees Vermaas, being eligible and having offered himself for re-election, be re-elected as a director of the Company.
7. THAT Alexander [Anderson] Whamond, being eligible and having offered himself for re-election, be re-elected as a director of the Company.
8. THAT the Board be and are hereby authorised to fix the remuneration of the directors for 2022.
9. THAT PricewaterhouseCoopers CI LLP, having indicated their willingness to continue in office, be re-appointed as the Company's Auditor to hold office until the conclusion of the next Annual General Meeting.
10. THAT the Board be and are hereby authorised to fix the remuneration of the Company's Auditor for their next period of office.

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

17 June 2021

## Notes:

### 1. Conflicts of Interest and Recommendations

The Board considers that the passing 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 the resolutions proposed in this Notice.

Directors who hold shares in the Company will abstain from the vote on their respective re-election resolutions. As at the date of this Circular, the Directors who hold shares in the Company are as follows:

- Charlie Geffen, Non-Executive Chair, holds 12,500 ordinary shares representing 0.4% of the total shares in issue [2,821,000] and intends to abstain from the vote on resolution 2.
- Anderson Whamond, Non-Executive Director and Chair of the Nominations Committee, who holds 25,000 ordinary shares representing 0.9% of the total shares in issue [2,821,000], intends to abstain from the vote on resolution 7.

**Resolution 1: Annual Report and Consolidated Financial Statements:** The Annual Report and Consolidated Financial Statements for the year ended 31 December 2020 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/)

**Resolutions 2 - 7: Re-election of Directors:** These are standard resolutions. The Directors are subject to re-election by shareholders at the first Annual General Meeting following their appointment and to re-election thereafter at intervals of no more than three years. Re-election resolutions were last proposed and passed by shareholders in 2018.

The Nominations Committee has reviewed the performance and independence of the Non-Executive Directors standing for re-election and is satisfied that they have sufficient time [notwithstanding external commitments] to fulfil their duties to the Company. Upon the recommendation of the Nominations Committee, the Board recommends the re-election of each of the Directors. Biographies for each of the Directors are available on the Company's website at [www.tisegroup.com/about/investor-relations/](http://www.tisegroup.com/about/investor-relations/)

**Resolution 8: Remuneration of the Directors:** This resolution authorises the Board to negotiate and agree the remuneration of the Company's Directors.

**Resolution 9: Re-appointment of the Auditor:** The Audit Committee has reviewed the performance and independence of the Auditor. Upon the recommendation of the Audit Committee, the Board recommends the re-appointment of PricewaterhouseCoopers CI LLP as the Company's Auditor, to hold office until the conclusion of the next Annual General Meeting.

**Resolution 10: Remuneration of the Auditor:** This resolution authorises the Board to negotiate and agree the remuneration of the Company's Auditor.

### 2. Entitlement to Attend, Speak and Vote

Only those persons recorded in the register of ordinary shareholders of the Company at 10.00 a.m. on Tuesday, 6 July 2021 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 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.

### 3. Voting

Voting on all resolutions at the meeting will be on the basis of a poll [one vote for every share held] using all valid proxy votes received. Shareholders are strongly encouraged to vote on the resolutions by proxy.

### 4. 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.

#### 4. Proxies continued

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:

1. in writing, completed and signed 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;
2. 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](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, and
3. received by the Company no later than 10.00 a.m. on Tuesday, 6 July 2021 or, in the event of an adjournment, not less than 48 hours before the time for holding the adjourned meeting.

## 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 [Company] hereby appoint

*Insert full name and address of proxy using block capitals*

or failing him/her the Chair of the meeting, as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the eighth Annual General Meeting of the Company to be held at Helvetia Court, Block B, Third Floor, Les Echelons, St Peter Port, Guernsey on Thursday, 8 July 2021 at 10.00 a.m. and at any adjournment thereof.

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. If this space is left blank, the shareholder will be deemed to have appointed the proxy in respect of all of their shares.***

Ordinary Resolutions	For	Against	Abstain
1. THAT the Annual Report and Consolidated Financial Statements for the year ended 31 December 2020, together with the Directors' and Auditor's Reports therein, be received and adopted.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. THAT Charles Geffen, being eligible and having offered himself for re-election, be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. THAT Guy Coltman, being eligible and having offered himself for re-election, be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. THAT Gillian Morris, being eligible and having offered herself for re-election, be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. THAT Stuart Turner, being eligible and having offered himself for re-election, be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. THAT Cees Vermaas, being eligible and having offered himself for re-election, be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. THAT Alexander [Anderson] Whamond, being eligible and having offered himself for re-election, be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. THAT the Board be and are hereby authorised to fix the remuneration of the directors for 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. THAT PricewaterhouseCoopers CI LLP, having indicated their willingness to continue in office, be re-appointed as the Company's Auditor to hold office until the conclusion of the next Annual General Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. THAT the Board be and are hereby authorised to fix the remuneration of the Company's Auditor for their next period of office.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Form of Proxy continued

***Voting on all resolutions at the Annual General Meeting will be on the basis of a poll using all valid proxy votes received.***

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

Shareholders wishing to register for the conference facility should contact the Company Secretary: [emily.humphry@tisegroup.com](mailto:emily.humphry@tisegroup.com)

Signed:

Date:

***Completed forms of proxy must be received by the company no later than 10.00a.m. on Tuesday, 6 July 2021.***

Return by email to [emily.humphry@tisegroup.com](mailto:emily.humphry@tisegroup.com) or in hard copy form to Company Secretary, The International Stock Exchange, Helvetia Court, Block B, Third Floor, Les Echelons, St Peter Port, Guernsey GY1 1AR.

## Notes:

1. Only those persons recorded in the register of ordinary shareholders of the Company at 10.00 a.m. on Tuesday, 6 July 2021 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 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. Voting on all resolutions at the meeting will be on the basis of a poll [one vote for every share held] using all valid proxy votes received.
3. 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.
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. 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].
6. Please insert a tick 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 a tick in the appropriate box, your proxy will vote or abstain at their own discretion.
7. 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 appointor 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](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; and
  - c. received by the Company no later than 10.00 a.m. on Tuesday, 6 July 2021 or, in the event of an adjournment, not less than 48 hours before the time for holding the adjourned meeting.
8. 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.
9. If more than one valid Form of Proxy is submitted by a shareholder, the valid Form of Proxy which was received last will take precedence. If the Company is unable to determine which valid Form of Proxy was received last, none of them shall be treated as valid.