

# Notice of Annual General Meeting

**The International Stock Exchange Group Limited**

[A company limited by shares and incorporated in Guernsey with registered number 57524]

**NOTICE IS HEREBY GIVEN** that the ninth Annual General Meeting of The International Stock Exchange Group Limited [Company] will be held at the Fermain Valley Hotel, Fermain Lane, St Peter Port, Guernsey on Thursday, 12 May 2022 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.

Shareholders are invited to attend the Annual General Meeting in person wherever possible. A conference facility will be provided to allow all shareholders to listen to the proceedings of the meeting online or by telephone and to ask questions during the course of the meeting. Shareholders wishing to register for the conference facility or to submit a question ahead of the meeting, should contact the Company Secretary at [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, 10 May 2022.**

**Ordinary Business**

1. THAT the Annual Report and Consolidated Financial Statements for the year ended 31 December 2021, together with the Directors' and Auditor's Reports therein, be received.
2. THAT the Board be and are hereby authorised to fix the remuneration of the Directors for the year ended 31 December 2023.
3. THAT PricewaterhouseCoopers CI LLP, who have 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.
4. 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

21 April 2022

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

## Notes:

### 1. 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.

#### Resolution 1: Annual Report and Consolidated Financial Statements

The Annual Report and Consolidated Financial Statements for the year ended 31 December 2021 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/)

#### Resolution 2: Remuneration of the Directors

This resolution authorises the Board to negotiate and agree the remuneration of the Company's Directors.

#### Resolution 3: 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 4: 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, 10 May 2022 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.

## Notes continued:

### 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.

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, 10 May 2022 or, in the event of an adjournment, not less than 48 hours before the time for holding the adjourned meeting.

## Form of Proxy:

### The International Stock Exchange Group Limited

[A company limited by shares and incorporated in Guernsey with registered number 57524]

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 ninth Annual General Meeting of the Company to be held at the Fermain Valley Hotel, Fermain Lane, St Peter Port, Guernsey on Thursday, 12 May 2022 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 2021, together with the Directors' and Auditor's Reports therein, be received.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. THAT the Board be and are hereby authorised to fix the remuneration of the Directors for the year ended 31 December 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. THAT PricewaterhouseCoopers CI LLP, who have 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"/>
4. 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"/>

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 insert a 'X' in this box if you intend on attending the meeting in person

Signed:

Date:

Return the completed Form of Proxy to the Company Secretary by email [emily.humphry@tisegroup.com](mailto:emily.humphry@tisegroup.com) or in hard copy form to the Company's registered office, so as to be received by the Company no later than 10.00 a.m. on Tuesday, 10 May 2022.

## Notes:

1. Only those persons recorded in the register of ordinary shareholders of the Company at 10.00 a.m. on Tuesday, 10 May 2022 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 '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 a 'X' 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 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](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, 10 May 2022 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.