



**Schedule of Matters reserved for the Board of  
London Stock Exchange Group plc (the “Company” and “LSEG”)**

**Approved by the Board of Directors on 23 October 2024.**

**Purpose of the Board**

The LSEG Board of Directors (the “Board”) is the ultimate decision-making body of the Group and collectively responsible for its long-term sustainable success, the delivery of sustainable value to its shareholders and contributing to wider society.

The Board’s role is to provide leadership of LSEG within a framework of prudent and effective controls which enables risk to be assessed and managed.

The LSEG Board sets the strategic aims of LSEG and its subsidiaries (collectively, the “Group”), ensures the necessary resources are in place for the Group to meet its obligations and reviews financial and business performance.

The LSEG Board leads the development of the Group’s culture, values and standards and ensures that its obligations to its shareholders and others are met.

In carrying out the duties of the LSEG Board, the directors will act in accordance with all relevant and applicable legislative and regulatory rules. In particular, they will take into account the Directors’ Duties contained in the Companies Act 2006 (the “Act”) and will consider the factors listed in Section 172 of the Act and any other relevant factors.

**1. Strategy, Management and Operations**

- 1.1 Review and set the Group’s strategic direction including, as appropriate, setting the Group’s long-term objectives and strategy whilst at the same time ensuring a sustainable business model.
- 1.2 Oversee execution of the Group’s strategy and hold executive management to account for its delivery.
- 1.3 Responsibility for the overall management of the Group.
- 1.4 Approval of the Group’s annual operating and capital expenditure budgets, business plan and any material changes to them.
- 1.5 Material capital expenditure of £50m or more (whether budgeted or otherwise), including leases, capital allocation to any organic investment, supplier contracts (over the lifetime of the contract) and advisory fees but with the exception of any expenditure necessary to maintain operational continuity of the Group’s activities following an unforeseen emergency event (including but not limited to acts of God; terrorist incident; war; material interruption to or ability to access IT systems or databases).
- 1.6 Oversight of the Group’s operations ensuring:



- a) competent and prudent management;
  - b) sound planning;
  - c) an effective risk management framework;
  - d) an adequate system of internal control;
  - e) adequate accounting and other records; and
  - f) compliance with statutory and regulatory obligations.
- 1.7 Approval of any decision to cease to operate all or any material part of the Group's business.
- 1.8 Approval of the extension of any of the Group's activities into material new business or geographic areas, including without limitation any extension that would change the legal or regulatory framework or requirements applicable to the Group in any material manner.
- 1.9 Approval of the Group's Sustainability strategy and annual Sustainability reporting for external publication, including the Climate Transition Plan, and hold executive management to account for its delivery.

## **2. Culture and Values**

- 2.1 Lead the development of and assess and monitor the Group's culture, values and standards, and how the desired culture has been embedded.
- 2.2 Oversee the means by which the workforce can raise concerns in confidence and ensure that arrangements are in place for the proportionate and independent investigation of such matters.
- 2.3 Ensure that workforce policies and practices are consistent with the Group's values and support its long-term sustainable success.
- 2.4 Oversee significant matters related to the Group's human capital management, including those to promote employee diversity, inclusion and equal opportunity, and workforce engagement.
- 2.5 Approval of the Board diversity policy.

## **3. Structure, capital and transactions and arrangements**

- 3.1 Approval of changes relating to the Group's capital structure including reduction of capital, share issues (except under employee share plans), share buy backs including the use of treasury shares.
- 3.2 Approval of material changes to:



- a) the Group's corporate structure (including the incorporation, reorganisation, change in status or dissolution of any Material Group Subsidiary<sup>1</sup>); and
  - b) the Group's management and control structure.
- 3.3 Approval of any changes to the Company's listing or its status as a plc.
- 3.4 Material acquisitions or disposals including:
- a) the acquisition or disposal of any interest in the voting shares or any business assets of any member of the LSEG Group (including the Company) or any other company or entity (including by means of any takeover proposal, offer, merger or similar arrangement) in each case for consideration (including consideration comprised of cash, equity, debt or other assets, consideration of a deferred or contingent nature and any associated employee incentivisation or retention arrangements) or of a valuation (whether on an enterprise or equity value basis) of £50m or more. Any matters that would fall within this 3.4(a) with a consideration or value of up to £20m may be jointly approved by the CEO and CFO. Matters with a consideration or value of £20m-£50m may be jointly approved by the Chair, CEO and CFO; and
  - b) any transactions falling within Chapter 7 (Significant Transactions and Reverse Takeovers), Chapter 8 (Related Party Transactions) and DTR 7.3 (Related Party Transactions) of the FCA's Listing Rules and Disclosure Guidance and Transparency Rules, respectively.
- 3.5 Joint ventures, partnerships, or similar arrangements in whatever legal form, and all material agreements related to them, in each case with value of £50m or more, assessed on the financial amount subscribed, contributed or invested (or committed to if a liability or capital or other expenditure) by LSEG for its interest in such arrangements. For the avoidance of doubt, these limits exclude collaborations and partnerships entered into in the ordinary course of business. All joint ventures, whatever their value, will be reviewed with the Chair to agree whether these require Board approval taking account of regulatory, reputational or other risks.
- 3.6 Approval of the entry into, amendment or termination of material Group financing arrangements, including without limitation: banking and credit facilities (and Refinancing or material changes to such facilities), loans or loan notes, and the issuance of public or private debt instruments including loan note programmes and commercial paper programmes.

#### **4. Financial reporting and controls**

- 4.1 Approval of the annual report and accounts, including the corporate governance statement and remuneration report, and satisfy itself on the integrity of financial and narrative statements.

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<sup>1</sup> A Material Group Subsidiary is a company where LSEG holds more than 50% of the voting and capital rights; and is a company which is either regulated or is expected to become regulated within 12 months of set up, by a financial regulatory authority.



- 4.2 Approval of interim results statements, preliminary announcement of final results and Interim Management Statements.
- 4.3 Approval of the dividend policy.
- 4.4 Approval of the interim dividend and recommendation to shareholders of the final dividend.
- 4.5 Following a recommendation from the Audit Committee, approval of any significant changes in accounting policies or practices.
- 4.6 Approval of treasury policies including foreign currency exposure and the use of financial derivatives.
- 4.7 Approval of tax policy.
- 4.8 Approval of material guarantees and surety bonds given by the Company as parent of the Group or of any intermediate holding company or by any other member of the Group (in each case with a value of £50m or more), other than those that are (i) customary and/or ordinary course; or (ii) provided in connection with Group financing or banking arrangements or any other commercial or corporate arrangements that have been approved by either Financial Investment and Capital Committee or the Board.

## **5. Risk (including Conduct and Internal controls)**

- 5.1 Following a recommendation from either the Audit or Risk Committee:
  - a) approval of the Enterprise-Wide Risk Management Framework (the “Framework”); and
  - b) approval of the risk appetite for strategic and material risks in accordance with the Framework.
- 5.2 Oversee and ensure the maintenance of a sound system of internal control and risk management including:
  - a) receiving reports on, and reviewing the effectiveness of, the Group’s risk management and internal control systems in place to support and the delivery of its strategic objectives;
  - b) receiving reports on, and reviewing the effectiveness of, the Group’s systems and internal controls in place to manage principal and emerging risks, including cyber risk and sustainability risk;
  - c) approving procedures for the detection of fraud and the prevention of bribery following a recommendation from the Audit or Risk Committee;
  - d) undertaking an annual assessment of these processes; and
  - e) approving an appropriate statement for inclusion in the annual report.

## **6. Communication**

- 6.1 Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.



- 6.2 Approval of all circulars listing particulars and prospectuses.
- 6.3 Approval of RNS announcements and press releases concerning material matters decided by the Board.

## **7. Board membership and other appointments**

### **LSEG Board**

- 7.1 Approval of changes to the structure, size and composition of the Board, following a recommendation from the Nomination Committee.
- 7.2 Approval of appointments to the Board, following a recommendation by the Nomination Committee.
- 7.3 Ensuring adequate succession planning for the Board.
- 7.4 Selection or Removal of the Chairman of the LSEG Board and the Group Chief Executive.
- 7.5 Appointment of the Senior Independent Director.
- 7.6 Selection of membership and Chairmanship of Board Committees.
- 7.7 Continuation in office of directors at the end of their term of office, when they are due to be re-elected by shareholders at the AGM and otherwise as appropriate.
- 7.8 Continuation in office of any director at any time, including the suspension or termination of service of an executive director as an employee of the Company, subject to the law and their service contract.

### **External Appointments**

- 7.9 Consider and approve requests from members of the LSEG Board for consent to undertake any new external appointments.

### **Other Appointments**

- 7.10 Appointment or removal of the company secretary.
- 7.11 Appointment, reappointment or removal of the external auditor to be put to shareholder for approval, following the recommendation of the Audit Committee.

## **8. Remuneration**

- 8.1 Determining the remuneration policy for executive directors, and other senior executives following a recommendation from the Remuneration Committee.
- 8.2 Determining the remuneration of the non-executive directors, subject to the articles of association and shareholder approval as appropriate.



8.3 The introduction of new share incentive plans or material changes to existing plans, to be put to shareholders for approval.

## **9. Delegation of Authority**

9.1 Approval of the division of responsibilities between the Chairman, the Chief Executive and the Senior Independent Director which should be in writing.

9.2 Approval of terms of reference of Board Committees and receiving reports from Board Committees on their activities.

## **10. Corporate governance matters**

10.1 Undertaking a formal and rigorous review annually of its own performance, that of its committees and individual directors.

10.2 Determining the independence of directors in the light of their character judgement and relationships.

10.3 Considering the balance of interests between stakeholders including but not limited to: shareholders, regulators, the workforce, customers, suppliers and the community and find ways to effectively engage with and encourage participation from these stakeholders.

10.4 Review of the Group's overall corporate governance arrangements.

10.5 Ensuring a satisfactory dialogue with and encourage participation from shareholders based on the mutual understanding of objectives and receiving reports on the views of the Company's shareholders.

10.6 Understand the views of the Group's key stakeholders and consider their interests in board discussions and decision making.

## **11. Policies**

11.1 Oversee and monitor the Group's policies as specified in the Policy Governance Framework ("PGF") including:

- approval of material new Group policies in accordance with the PGF;
- delegation of management and oversight of relevant Group policies including approval of non-material changes in accordance with the PGF; and
- approval of all material changes to relevant Group policies in accordance with the PGF.

## **12. Other**

12.1 Approval of the appointment of the Group's principal professional advisers.



- 12.2 Prosecution, defence or settlement of litigation being material to the interests of the Group.
- 12.3 Material changes to the Group's pension schemes from time to time (the **Group Pension Schemes**), including: changes to the rules or trustees of the Group Pension Schemes, any agreements entered into with the trustees of any of the Group Pension Schemes which result in any change to the funding contributions, financial or other requirements or restrictions or costs of the Group Pension Schemes of a value of £50m or more or of a nature that is otherwise material; or, when this is subject to the approval of the Company, changes in the fund management arrangements in respect of any of the Group Pension Schemes.
- 12.4 Approval of the overall levels of insurance including for directors and officers and indemnification of directors of LSEG and its subsidiaries.
- 12.5 Amendments to this Schedule of Matters Reserved for the Board.
- 12.6 Matters which the Board considers suitable for delegation are contained in the terms of reference of its Committees.
- 12.7 In addition, the Board will receive reports and recommendations from time to time on any matter which it considers significant to the Group.